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CORPORATE INFORMATION

Board of Directors:

- | | |
|-----------------------------|---------------------|
| 1. Mr. M. Ramachandra Reddy | — Managing Director |
| 2. Mr. A.Ramesh Babu | — Director |
| 3. Mr. K. Krishna Reddy | — Director |
| 4. Mr. G. Rajesh | — Director |
| 5. Mr. G.V. Satyanarayana | — Director |

Company Secretary:

Mr. Ashok Kumar Shukla

Registered Office:

Door No 50-50-12,
T.P.T. Colony, Seethammadhara,
Vishakhapatnam,
Andhra Pradesh - 530013
Tel No:0891-2535335
Fax : 0891-2535335
Email : info@oripro.co.in

Auditors:

M/s M. M. Reddy & Co.
Chartered Accountants, Hyderabad

Audit Committee:

- 1) Mr. A.Ramesh Babu
- 2) Mr. G. Rajesh
- 3) Mr. K. Krishna Reddy

Remuneration Committee:

- 1) Mr. A.Ramesh Babu
- 2) Mr. G. Rajesh
- 3) Mr. K.Krishna Reddy

Investor Grievance Committee:

- 1) Mr. A.Ramesh Babu
- 2) Mr. G. Rajesh
- 3) Mr. K. Krishna Reddy

Listing/Trading:

- 1) Calcutta Stock exchange Limited
- 2) Ahmedabad Stock Exchange Limited
- 3) Bombay Stock Exchange Limited (Indonext Model)

Registrar & Share Transfer Agents:

AARTHI CONSULTANTS PRIVATE LIMITED,
1-2-285, Domalguda
Hyderabad-500029
Ph.Nos.040-27638111/27634445
Email : info@arthiconsultants.com

NOTICE

NOTICE is hereby given that the 18th Annual General Meeting of the Shareholders of ORIPRO LIMITED will be held on Monday, the 24th September 2012 at 02.00 P.M. at the registered office of the company situated at Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam, Andhra Pradesh – 530013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and auditors thereon.
2. To appoint a director in place of Mr. A. Ramesh Babu who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor M/s. Chanamolu & Co., Chartered Accountant as Auditor of the Company and to hold office up to the conclusion of next Annual General Meeting and to authorise the board to fix their remuneration and the resigned auditors M/s. M.M. Reddy & Co., are not re-appointed.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions of the Companies Act, 1956 and Rules framed there under, the existing Articles of Association of the Company be and is hereby amended as under :

- i) After Sub-Article (3) of the Article 87 of the Article of Association of the Company, the following new Sub-Article (4) shall be inserted:
- (4): The Board may provide video conference facility and/or other permissible electronic mode of communication to the shareholders of the Company for participating in General Meetings of the Company. Such participation by the shareholders at General Meetings of the Company through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.
- ii) After Article 163 of the Articles of Association of the Company, the following new sub article (a) shall be inserted:
- (a): Directors may participate in Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication. Such participation by the Directors at Meetings of the Board and/or Committees thereof, through video conference facility and/or other permissible electronic mode of communication shall be governed by the Rules and Regulations as applicable to the Company for the time being in force.”

“FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or any person which the Board may nominate/constitute to

exercise its powers, including the powers by this Resolution) be and is hereby authorized to carry out the abovementioned amendments in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution.”

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. G. Rajesh, who was appointed as an additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 30.12.2011 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors 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 Mr. G.V. Satyanarayana, who was appointed as additional director of the company pursuant to the provisions of section 260 of the Companies Act, 1956 by the board of directors w.e.f. 30.12.2011 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of director of the company, be and is hereby appointed as a director of the company whose period of office is liable to be determined by retirement of directors by rotation.”

For and on behalf of the Board
ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy
Managing Director

Place: Hyderabad

Date: 14.08.2012

NOTES:

1. *An Explanatory Statement pursuant to section 173(2) of the companies Act, 1956 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.*
2. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.*
3. *The Register of Members and Share Transfer Books of the Company will be closed from 20.09.2012 to 24.09.2012 (Both days inclusive).*
4. *Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.*
5. *A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.*
6. *Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e Electricity /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the company/RTA without delay.*
7. *Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.*
8. *It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of transfer of shares for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.*
9. *As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.*

For and on behalf of the Board
ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy
Managing Director

Place: Hyderabad
Date: 14.08.2012

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 4:

The Ministry of Corporate Affairs (MCA), Government of India, New Delhi vide General Circulars No.27/2011 and 28/2011 dated May 20, 2011 and Circular No. 35/2011 dated June 06, 2012 have permitted the companies to hold Board Meetings and Shareholders' Meetings through video conference facility, as part of the Green Initiatives under Corporate Governance.

Further, MCA vide Circular No. 72/2011 dated December 27, 2011 made the video conference facility at the Shareholders' Meetings optional to the Company. In order to provide video conference facility to its Directors and Shareholders, your Company has been advised to carry out necessary amendments in the existing Articles of Association of the Company by inserting enabling provisions. In terms of Section 31 of the Companies Act, 1956, approval of the Members by way of a Special Resolution is required to amend the Articles of Association of the Company.

The Articles of Association with alterations proposed therein as referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company at Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam, Andhra Pradesh – 530013 any working day except holidays observed by the Company during usual business hours up to the date of the Meeting and will also be available at this Annual General Meeting.

Accordingly, your Board recommends passing of the Resolution No.4 as a Special Resolution.

None of the Directors is interested or concerned in this Resolution.

Item No. 5:

The members may note that Mr. G. Rajesh was inducted into Board as an Additional Director of the company, with effect from 30.12.2011 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. G. Rajesh may be deemed to be concerned or interested

Details of the Director appointed

Sl.No	Particulars	Details
1.	Name	G.Rajesh
2.	Date of Birth	25.07.1974
3.	Date of Appointment	30.12.2011
4.	Expertise in Specific functional areas	12 yrs. sales & mktg.
5.	Qualifications	MBA
6.	Salary	Nil
7.	No of shares held in the Company	Nil
8.	Directorships held in other companies (excluding Private Limited and Foreign companies)	Nil
9.	Positions held in mandatory committees of other companies	Nil

Item No. 6:

The members may note that Mr. G. V. Satyanarayana was inducted into Board as an Additional Director of the company, with effect from 30.12.2011 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting. Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. G.V. Satyanarayana may be deemed to be concerned or interested.

Details of the Director appointed

Sl.No	Particulars	Details
1.	Name	G.V. Satyanaranana
2.	Date of Birth	02.03.1956
3.	Date of Appointment	30.12.2011
4.	Expertise in Specific functional areas	35 yrs. in defence based tech.
5.	Qualifications	M. Phil
6.	Salary	Nil
7.	No of shares held in the Company	Nil
8.	Directorships held in other companies (excluding Private Limited and Foreign companies)	Nil
9.	Positions held in mandatory committees of other companies	Nil

For and on behalf of the Board

ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy

Managing Director

Place: Hyderabad

Date: 14.08.2012

DIRECTORS' REPORT

To,
The Members

We have pleasure in presenting the 18th Annual Report with Audited Statements of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS

(Rs in Lakhs)

Particulars	2011-2012	2010-11
Income	7,84,84,790	7,64,28,090
Expenditure	7,76,33,108	7,55,94,863
Profit before Tax	8,51,682	8,33,227
Provision for Taxation	2,87,530	2,54,900
Net Profit after Tax	5,64,152	5,78,327

PERFORMANCE REVIEW:

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The financial statements of your Company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to conform to this year's classification.

The Company has recorded a turnover of Rs.7,84,84,790 Lakhs and the profit of Rs. 5,64,152 in the current year against the turnover of Rs. 7,64,28,090 and profit of Rs. 5,78,327 in the previous financial year ending 31.03.2011.

The Company has been continuously working on quality up gradation and austerity measures for achieving efficient running of the organization.

DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING:

The equity shares of your company are listed on Calcutta Stock Exchange, The Ahmadabad Stock Exchange and the scrip is traded on Bombay Stock Exchange (Indonext Model).

CAPITAL OF THE COMPANY:

During the period, the Authorized capital of the company stands at Rs.9,00,00,000 consisting of 90,00,000 equity shares of Rs 10/- each and paid-up capital of Rs 4,56,55,000 divided in to 45,65,500 equity shares of Rs 10/- each.

REGISTERED OFFICE:

During the year the registered office of the company was shifted from G-8, Amrutha Ville, opp. Yashoda Hospital, Rajbhavan Somajiguda, Hyderabad- 500082, Andhra Pradesh to Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam, Andhra Pradesh – 530013.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

INSURANCE:

The company's assets have been adequately insured against major risks.

DIRECTORS:

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr. A. Ramesh Babu retires by rotation and is eligible for re-appointment. Your Board recommends the re appointment of the Director above in the best interests of the company.

During the year Mr. E. Jagan Mohan Reddy and Mr. D. Srinivasa Reddy tendered their resignation from the Board with effect from 30.12.2011. The Board wishes to place on record its deep appreciation and gratitude for the valuable services rendered by them to the company.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm

- i) That the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings	:	7,09,59,569/-
Foreign Exchange Outgo	:	NIL

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

To appoint Auditor M/s. Chanamolu & Co., Chartered Accountant as Auditor of the Company and to hold office up to the conclusion of next Annual General Meeting and to authorise the board to fix their remuneration and the resigned auditors M/s. M.M. Reddy & Co., are not re-appointed.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors, Forms part of this Report as Annexure.

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY MANAGING DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, Malligi Ramachandra Reddy, Managing Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board
ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy
Managing Director

Place: Hyderabad
Date: 14.08.2012

MANAGEMENT DISCUSSION AND ANALYSIS**PERFORMANCE OF THE COMPANY:**

During the year The Company has made a recorded a turnover of Rs. 7,84,84,790 and a net profit of Rs. Rs. 5,64,152 in the current year against the turnover and net profit of Rs. 7,64,28,090 and Rs. Rs. 5,78,327 respectively in the previous financial year.

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The earlier trend of smaller companies being marginalized has continued in the year under review. Another distinct trend during the year has been the preference of foreign companies to outsource their entire IT needs to the larger companies and get them to setup large offshore operations to support these contracts.

OPPORTUNITIES AND THREATS:

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE :

Not applicable

OUTLOOK:

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

RISKS AND CONCERNS:

While venturing into new business lines, the company would need access to funds. The risk of not being able to raise funds at the timer needed is the biggest risk that the management foresees.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The management considers the internal control systems, which has evolved over time and are continuously improved, to be adequate enough.

The internal control system is constantly assessed and strengthened with tighter control procedures. The internal control systems ensure effectively of operations, compliance with internal policies and applicable laws and regulations, protection of resources and assets, and accurate reporting of financial transactions.

The audit committee periodically reviews the adequacy and efficacy of the said internal control systems. All the issues relating to internal control systems are resolved by the audit committee.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

There are no material developments that need to be specifically mentioned.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Fairness, accountability, disclosures and transparency form the four pillars of your Company's philosophy of Corporate Governance. Your Company strongly believes that for attaining sustainable growth in this competitive corporate world, Corporate Governance is a pre-requisite. The governance practices followed by your Company have played a vital role in its journey of continued success. Our endeavour over the years has been to strengthen the governance processes and systems attributing to constant improvisations, sustainability, profitable growth and creating long-term value for the stakeholders.

All the procedures, policies and practices followed by your Company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers, adhering to international standards and commitment in compliance with regulations and statutes in letter as well as spirit have enabled your Company to enhance shareholder value. In fact, this has become an integral part of the way business is done. The governance practices followed by your Company are continuously reviewed and the same are benchmarked to the best governed companies.

Your Company has complied with all the regulations stipulated by the Securities Exchange Board of India (SEBI) in the Listing Agreement.

II. BOARD OF DIRECTORS

- a) The Board of Directors consists of 5 Members of whom 3 are Non-Executive Independent Directors. The Composition of the Board is in conformity with the listing requirements.
- b) The details of the Directors being appointed/ re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV) (G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.
- c) 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 companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship/ Membership of Board Committees include only Audit and shareholders/ investor Grievance Committees.
- d) Pecuniary relationship or transaction of the Non – executive Directors vis-à-vis the company.
None of the Non-executive Directors has any pecuniary relationship or transactions with the company.
- e) The Board of Directors met 10 times during the year on 27.04.2011, 15.07.2011, 01.10.2011, 25.10.2011, 30.12.2011, 25.01.2012, 02.02.2012 14.02.2012 and 19.03.2012 the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships, committee chairmanships/memberships held by the Directors during the year are as follows:

S. No	Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committee memberships/ chairmanships		
			No. of Board meetings		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
			Held	Attended				
1.	Malligi Ramachandra Reddy	Promoter Executive	10	10	Yes	NIL	NIL	NIL
2.	*G.V. Satyanarayana	Professional Executive	5	5	No	NIL	NIL	NIL
3.	A. Ramesh Babu	Independent Non-Executive	10	10	Yes	1	NIL	NIL
4.	K. Krishna Reddy	Independent Non-Executive	10	10	Yes	NIL	NIL	NIL
5.	* G. Rajesh	Independent Non-Executive	5	5	No	NIL	NIL	NIL
6.	# E.Jagan Mohan Reddy	Independent Non-Executive	6	6	Yes	NIL	NIL	NIL
7.	# D. Srinivas Reddy	Independent Non-Executive	6	6	Yes	NIL	NIL	NIL

***Appointed with effect from: - 30.12.2011**

#resigned with effect from: - 30.12.2011

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are four (4) Committees of the Board, namely: Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

III. AUDIT COMMITTEE

- The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- The terms of reference of the Audit Committee include a review of;
 - ♦ Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect

a true and fair position and that sufficient and credible information is disclosed.

- ◆ Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- ◆ Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ◆ Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- ◆ Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements;
 7. Any related party transactions
- ◆ Reviewing the company's financial and risk management's policies.
- ◆ Disclosure of contingent liabilities.
- ◆ Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- ◆ Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- ◆ Discussion with internal auditors of any significant findings and follow-up thereon.
- ◆ Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ◆ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ◆ Reviewing compliances as regards the Company's Whistle Blower Policy.

- c) The previous Annual General Meeting of the Company was held on 15th July 2011 and Mr.A. Ramesh Babu, Chairman of the Audit Committee, attended previous AGM.

- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2011-2012, (4) four meetings of the Audit Committee were held on the 27.04.2011, 15.07.2011, 25.10.2011, and 25.01.2012

The Audit Committee was recomposed on 30.12.2011 on resignation of Mr. E. Jagan Mohan Reddy and Mr. D. Srinivasa Reddy from the Board and induction of Mr. K. Krishna Reddy and Mr. G.Rajesh to the Committee.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings held during	No. of meetings attended their tenure
Mr. A. Ramesh Babu	Chairman	NED (I)	4	4
Mr. K. Krishna Reddy	Member	NED (I)	4	4
*Mr. G. Rajesh	Member	NED (I)	1	1
# Mr. E. Jagan Mohan Reddy	Member	NED (I)	3	3
# Mr. D. Srinivas Reddy	Member	NED (I)	3	3

***Appointed with effect from :- 30.12.2011**

#Resigned with effect from :- 30.12.2011

NED (I): *Non Executive Independent Director*

The necessary quorum was present at all the meetings.

IV. REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category
Mr. A. Ramesh Babu	Chairman	NED (I)
Mr. K. Krishna Reddy	Member	NED (I)
*Mr. G. Rajesh	Member	NED (I)
# Mr. E. Jagan Mohan Reddy	Member	NED (I)
# Mr. D. Srinivas Reddy	Member	NED (I)

***Appointed with effect from :- 30.12.2011**

#Resigned with effect from :- 30.12.2011

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- ♦ To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- ♦ To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

The details of remuneration paid to the Executive Directors for the financial year 2011-12 are given below:

Name of the Director	Designation	Salary (Rs in Lakhs)	Commission (Rs in Lakhs)	Perquisites (Rs in Lakhs)	Retirement Benefits (Rs in Lakhs)
M. Ramachandra Reddy	Managing Director	6 Lakhs	Nil	Nil	Nil

V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE**A) Composition, meetings and the attendance during the year:**

The Details of composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category
Mr. A. Ramesh Babu	Chairman	NED (I)
Mr. K. Krishna Reddy	Member	NED (I)
*Mr. G. Rajesh	Member	NED (I)
# Mr. E. Jagan Mohan Reddy	Member	NED (I)
# Mr. D. Srinivas Reddy	Member	NED (I)

***Appointed with effect from: - 30.12.2011**

Resigned with effect from: - 30.12.2011

B) Powers:

The committee has been delegated with the following powers:

- ♦ To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- ♦ To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- ♦ Consolidate and sub-division of share certificate etc.

- ♦ To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS:

a) ANNUAL GENERAL MEETING:

Financial Year	Date	Time	Venue	Special Resolution
2010-2011	15.07.2011	11.00 AM	G-8, Amrutha Ville, Opp. Yashoda Hospital, Rahbhavan, Somajiguda, Hyderabad - 500082 Andhra Pradesh, INDIA.	No special resolution was passed during the year
2009-10	30.09.2010	11.00 AM	G-8, Amrutha Ville, Opp. Yashoda Hospital, Rahbhavan, Somajiguda, Hyderabad - 500082 Andhra Pradesh, INDIA.	No special resolution was
2009-09	29.09.2009	11.00 AM	Plot No. 110, Road No. 10, Jubilee Hills, Hyderabad-033.	No special resolution was passed during the year

b) EXTRA ORDINARY GENERAL MEETING:

No extraordinary general meeting of the Members was held during the year 2011-12.

c) POSTAL BALLOT :

In November 2011, one Special Resolution under section 146 of the

companies act, 1956 seeking the consent of the Members for Shifting of Registered Office of the company from G-8, Amrutha Ville, opp. Yashoda Hospital, Rajbhavan Somajiguda, Hyderabad- 500082, Andhra Pradesh to Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam, Andhra Pradesh – 530013 was passed through **POSTAL BALLOT** conducted by Mr. Malligi Ramachandra Reddy, Managing Director of the company under the overall supervision of the Scrutinizer Mr. S. Sarweswara Reddy, Practicing Company Secretary Hyderabad.

Details of the Voting Pattern:

Date of Special Resolution	Item	Votes Cast In Favour	Votes cast Against	Result
01.11.2011	Shifting of Registered office	27	0	Special Resolution was passed with requisite majority.

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) **Whistle Blower policy:** We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.
- (e) The Company has complied with the non –mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) Managing Director of the Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results will be sent to the stock Exchanges immediately after the Board approves the same and these results will also be published in one English newspaper and in one vernacular newspaper. These financial statements, press releases are also posted on the company's website, at www.oripro.co.in.

IX. GENERAL SHAREHOLDERS INFORMATION**a) 18th Annual General Meeting:**

Date and Time	Monday the 24 th September 2012 at 2.00 P.M.
Venue	Door No 50-50-12, T.P.T. Colony, Seethammadhara, Vishakhapatnam, Andhra Pradesh - 530013

b) Book Closure Date : 20.09.2012 to 24.09.2012 (Both days inclusive)**c) Financial Year and Calendar (Tentative) 2012-13:**

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Calendar

Financial Reporting for 2012-2013 (tentative)	On or before
The First Quarter results	14.08.2012
The Second quarter results	14.11.2012
The Third quarter results	14.02.2013
The Fourth quarter results	15/30.05.2013

d) Listing on Stock Exchanges: Shares of the Company are listed on the Calcutta Stock Exchange Limited, Ahmedabad Stock Exchange Limited and traded on Bombay Stock Exchange Limited (Indonext Model)**e) Listing Fees : Listing fee for the year 2012-13 has been paid****f) Stock Code : For equity shares:- ASE: 68077, CSE: 36008****g) ISIN No. : For equity shares: - INE491C01019****h) Stock Price Data : The monthly high / low prices of shares of the Company from April, 2011 to March, 2012 at Calcutta Stock Exchange and Ahmedabad Stock Exchange: NIL****i) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):**

AARTHI CONSULTANTS PRIVATE LIMITED,
1-2-285, Domalguda, Hyderabad-500029
Ph.Nos.040-27638111/27634445
Email : info@aarthiconsultants.com

j) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders. Within a maximum period of one month from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

k) Shareholding Pattern as on 31st March, 2012:

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	952700	20.87
	Sub- Total A	952700	20.87
B	Public Shareholding		
1.	Institutions	NIL	NIL
2.	Non- Institutions		
a)	Bodies Corporate	40000	0.88
b)	Indian public and others	3572800	78.26
c)	Any others		
	i) NRI's	Nil	Nil
	ii) Clearing Members	Nil	Nil
	Sub Total B	3612800	79.13
	Grand Total (A+B)	4565500	100.00

l) Distribution of shareholding of the Company by number of shares held as on 31st March, 2012 is as follows:

Particulars	Shareholders		Shareholding	
	Number	%	Number	%
UPTO - 5000	873	96.15	435822	9.55
5001-10000	2	0.22	1400	0.03
10001-20000	0	0.00	0	0
20001-30000	1	0.11	2478	0.05
30001-40000	1	0.11	4000	0.09
40001-50000	1	0.11	5000	0.11
50001-100000	1	0.11	6000	0.13
100001 & ABOVE	29	3.19	4110800	90.04
Total	908	100	4565500	100

m) Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is **INE491C01019**. As on 31st March, 2012, 29,68,200 equity shares are dematerialized which is 65.01% of the paid up capital of the company and out of which 8,66,800 shares are in CDSL and 21,01,400 shares are in NSDL and the balance are in physical form.

n) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Door No 50-50-12, T.P.T. Colony, Seethammadhara,
Vishakhapatnam, Andhra Pradesh - 530013

Tel No:0891-2535335 Fax : 0891-2535335

Email : info@oripro.co.in

o) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate from CEO is attached elsewhere in the annual report.

p) Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

For and on behalf of the Board

ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy

Managing Director

Place: Hyderabad

Date: 14.08.2012

DECLARATION

To

The Members of Oriprio Limited

This is to declare that the Code of Conduct envisaged by the Company for members of the Board and the Senior Management Personnel have been complied with by all the members of the Board and the Senior Management Personnel of the Company respectively.

For and on behalf of the Board

ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy

Managing Director

Place: Hyderabad

Date: 14.08.2012

Dear Shareholder,

Please find below the Managing Director certificate as per Clause 49(V) of the Listing Agreement:

MANAGING DIRECTOR CERTIFICATE

I, Malligi Ramachandra Reddy, Managing Director of M/s Oripro Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. 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 in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.However, during the year there were no such changes and instances.

For and on behalf of the Board

ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy

Managing Director

Place: Hyderabad

Date: 14.08.2012

Auditor's Certificate Regarding Corporate Governance

To
The Members of
M/s Oripro Limited
Hyderabad.

We have examined the compliance of conditions of corporate governance by Oripro Limited for the year ended on 31.03.2012 as stipulated in Clause 49 of Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the 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, We certify that the company has complied with the conditions corporate governance except with the appointment of Independent Directors as the company has only one Independent Director, as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the investor 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 **M M Reddy & Co.,**
Chartered Accountants
Firm Registration No. 010371S

Place: Hyderabad
Date: 14.08.2012

Sd/-
M. Madhusudhana Reddy
Partner
Membership No. 213077

Auditors' Report

**To
The Members,
ORIPRO LIMITED**

1. We have audited the attached Balance Sheet as at 31st March, 2012, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. 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.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of 'The Companies Act, 1956' of India ('the Act') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, 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 purposes 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, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;

- e) On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
5. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give in the prescribed manner the information required by the Act 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, 2012;
- b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **M M Reddy & Co.,**
Chartered Accountants
Firm Registration No. 010371S

Place: Hyderabad
Date: 14.08.2012

Sd/-
M. Madhusudhana Reddy
Partner
Membership No. 213077

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in paragraph 3 of Auditor's Report of even date to the members of Oriprio Limited on the financial statements for the year ended March 31, 2012]

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) According to the information and explanations given to us, fixed assets were physically verified by the management during the year and no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the company during the year.
2. The Company does not have any inventories and accordingly the provisions of clause 4 (ii) (a), (b) and (c) of the order are not applicable to this Company.
3. The company has neither granted nor taken any loans secured or unsecured to/from companies, firms or parties covered in the register maintained under section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of fixed assets and for the sale of services. The activities of the company do not involve purchase of inventory and sale of goods. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, there have been no contracts or arrangements referred to section 301 of the Act during the year to be entered in the register required to be maintained under that section. Accordingly, commenting on transactions made in pursuance of such contracts or arrangements does not arise.
6. The company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. The Company has an adequate internal audit system commensurate with its size and nature of its business.
8. The maintenance of cost records is not applicable to this company.
9. (a) According to the information and explanations given to us and the records of the company examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, and other material statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us and the records of the company examined by us, excise duty and cess are not applicable to the company for the current year.
(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales-tax,

wealth tax, service tax, customs duty which have not been deposited on account of any dispute.

10. The company has no accumulated losses at the end of the financial year and not incurred cash losses during the year and in the immediately preceding previous year.
11. According to the records of the company examined by us and the information and explanation given to us, the company has not borrowed any loans from any financial institution or bank or debenture holders as at the balance sheet date.
12. The company has not granted any 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 in the business of Nidhi/ Mutual Benefit Fund/ Societies.
14. In our opinion, the company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions during the year.
16. The company has not obtained any term loans.
17. On the basis of an overall examination of the balance sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis, which not have been used for long-term investment and vice-versa
18. The Company has not issued any debentures during the year.
19. The company has not raised any money by public issues during the year.
20. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For **M M Reddy & Co.,**
Chartered Accountants
Firm Registration No. 010371S

Place: Hyderabad
Date: 14.08.2012

Sd/-
M. Madhusudhana Reddy
Partner
Membership No. 213077

ORIPRO LIMITED

Balance Sheet As at 31st March, 2012

(All amounts in Indian Rupees except for share data or otherwise stated)

PARTICULARS	Note No's	AS AT Mar'31, 2012	AS AT Mar' 31,2011
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	45,655,00	51,245,750
Reserves and Surplus	3	9,615,956	229,304
Preference Share Warrant		—	—
A		55,270,956	51,475,054
Non - current liabilities			
Long - term borrowings		—	—
Deferred tax liabilities (Net)	4	19,673	7,644
Long term provisions		—	—
B		19,673	7,644
Current liabilities			
Short - term borrowings		—	—
Trade Payables	5	29,467,497	29,495,581
Short - term provisions	6	512,571	483,597
C		29,980,068	29,979,178
Total (A+B+C)		85,270,696	81,461,877
ASSETS			
Non-current assets			
Fixed assets			
Net block	7	191,355	149,229
Capital work- in- progress		33,015,965	33,015,965
A		33,207,320	33,165,194
Deferred tax assets (Net)		—	—
Long - term loans and advances	8	3,275,125	3,125,125
Non-current investments	9	5,819,475	5,819,475
Other Non- Current Assets	10	2,486,814	2,797,665
B		11,581,414	11,742,265
Current assets			
Inventories		—	—
Trade receivables	11	30,892,708	26,958,601
Cash and cash equivalents	12	210,760	2,695,901
Short - term loans and advances	13	9,130,389	6,651,809
Other current assets	14	248,106	248,106
C		40,481,963	36,554,417
Total (A+B+C)		85,270,696	81,461,876

The notes referred to above form an integral part of the Balance Sheet.

As per our report of even date

For **M M Reddy & Co.,**

Chartered Accountants

Firm Registration No. 010371S

Sd/-

M. Madhusudhana Reddy

Partner

Membership No. 213077

Place: Hyderabad

Date :14-08-2012

For and on behalf of the Board of Directors

ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy

Managing Director

Sd/-

A. Ramesh Babu

Director

Profit & Loss Account for the year ended 31st March, 2012

(All amounts in Indian Rupees except for share data or otherwise stated)

PARTICULARS	Note No's	Year Ended Mar'31, 2012	Year Ended Mar' 31,2011
INCOME			
Turnover (Gross)			
Revenue from operations		78,484,790	76,428,090
Other Income		—	—
Total Revenue		78,484,790	76,428,090
EXPENDITURE			
Operating Expenses	15	74,061,046	73,347,006
Administration expenses	16	3,524,788	2,215,075
Depreciation/amortization	6	47,274	32,782
Total		77,633,108	75,594,863
Profit / (Loss) before tax		851,682	833,227
Profit before tax			
Provision for taxation			
- Current Year Tax		275,501	246,527
- Deferred tax		12,029	8,373
Total tax expense		287,530	254,900
Profit/(Loss) from continuing operations		564,152	578,326
Balance brought forward from previous year		143,779	(434,547)
Balance carried to Balance Sheet		707,931	143,779
Earnings per share			
Basic		0.12	0.11
Weighted Number of Shares		4,565,500	5,124,575
Nominal value		10	10
Notes to accounts	17		

The notes referred to above form an integral part of the Profit and Loss Account.

As per our report of even date

For **M M Reddy & Co.,**
Chartered Accountants
Firm Registration No. 010371S

Sd/-

M. Madhusudhana Reddy
Partner

Membership No. 213077

Place: Hyderabad

Date :14-08-2012

For and on behalf of the Board of Directors
ORIPRO LIMITED

Sd/-

M. Ramachandra Reddy
Managing Director

Sd/-

A. Ramesh Babu
Director

Cash Flow Statement for the ended 31st March, 31st March, 2012

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2012	As at Mar' 31,2011
A. Cash flow from operating activities		
Net profit / (Loss) before tax	851,682	833,227
Adjustments for:		
Preliminary Expences Written Off	310,852	310,852
Depreciation	47,274	32,782
Divident Income	—	—
Interest expense	—	—
Operating profit before working capital changes	1,209,808	1,176,861
Movements in working capital :		
Increase in sundry debtors	(3,934,107)	(24,421,873)
Increase in inventories	—	—
Increase/(Decrease) in loans and advances	(2,628,580)	(4,396,506)
Increase in other current assets	—	—
Decrease in current liabilities	(28,085)	29,189,168
Cash generated from /(used in) operations	(5,380,964)	1,547,650
Taxes paid	(246,527)	—
Net cash used in /(generated from) operating activities	(5,627,491)	1,547,649
B. Cash flows from investing activities		
Purchase of fixed assets	(89,400)	(133,370)
Sale of fixed assets	—	—
Fixed deposits	—	—
Dividends received	—	—
Net cash used in investing activities	(89,400)	(133,370)
C. Cash flows from financing activities		
Proceeds Share capital	3,231,750	1,245,000
Other Short term Borrowings (Net)	—	—
Other Short term Unsecured Loans (Net)	—	—
Interest received	—	—
Interest paid	—	—
Net cash generated from /(used in) financing activities	3,231,750	1,245,000
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(2,485,141)	2,659,280
Cash and cash equivalents at the beginning of the year	2,695,091	36,621
Cash and cash equivalents at the end of the year	210,760	2,695,901

This is the Cash Flow Statement referred in our report of even date.

For M M Reddy & Co.,
 Chartered Accountants
 Firm Registration No. 010371S

Sd/-
M. Madhusudhana Reddy
 Partner
 Membership No. 213077

Place: Hyderabad
 Date :14-08-2012

For and on behalf of the Board of Directors
ORIPRO LIMITED

Sd/-
M. Ramachandra Reddy
 Managing Director

Sd/-
A. Ramesh Babu
 Director

Note : 1**SIGNIFICANT ACCOUNTING POLICIES:****1. Basis of Accounting:**

The financial statements have been prepared by following the going concern concept on historical cost convention on an accrual basis and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred in Section 211(3C) of the Companies Act, 1956, of India (the "Act").

2. Fixed Assets:

Fixed asset are stated at cost less depreciation. All direct costs are capitalized until fixed assets are ready for use including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Depreciation on the fixed assets is provided on Written down value method as per the rates and on the manner prescribed on schedule XIV to the companies Act, 1956.

3. Investments

Current investments are carried at lower of cost or fair value. Long term investments are stated at cost after deducting provisions made for diminution other than temporary.

4. Foreign Exchange Transactions:

Transactions in foreign currencies are translated at the exchange rates prevailing on dates of transactions on case of purchases of materials; sale of goods and services rendered the exchange gains/losses on settlements during the year, are treated as expenditure and transferred to profit and loss account.

5. Revenue recognitions:

The revenue has been recognized on the accrual basis. Revenues from the sale of products for software applications are recognized on transfer of products to the users.

Expenses:

Expenses are accounted on accrual basis and provisions are made for all known losses and liabilities.

6. Taxes on Income:

Income taxes are computed using the tax effect accounting method, where taxes are accrued in the same period in which related revenue and expenses arise.

Deferred tax is recognized on timing difference being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7. Earnings per Share

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per share is the weighted average shares outstanding during the period.

8. Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2012	As at Mar' 31,2011
Note 2 : Share Capital		
Authorised:		
90,00,000 Equity Shares of Rs.10/- each	9,00,00,000	90,000,000
Issues, Subscribed and Paid up		
45,65,500 equity shares of Rs.10 each	45,655,000	80,945,000
Previous Year: Issued, Subscribed		
8094500 Equity shares each of Rs.10/-		
Less: calls in arrears	—	29,699,250
(3959900 Equity shares @ Rs. 7.50 per share)		
	45,655,000	51,245,750
Note 3 : Reserves and Surplus		
General Reserve		
Balance as per last account	85,525	85,525
Capital Reserve		
Forfeiture of shares	8,822,500	—
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	143,779	(434,547)
Additions during the year	564,152	578,326
	9,615,956	229,304
Note 4 : Deferred tax liabilities (Net)		
Opening Balance	7,644	(729)
Add/Less: Current year Provision	12,029	8,373
	19,673	7,644
Note 5 : Trade Payables		
Sundry Creditors	27,186,188	28,759,091
Expenses payable	2,281,309	736,490
	29,467,497	29,495,581
Note 6 : Short - term provisions		
Provision for Income tax	512,571	483,597
Others Provisions	—	—
	512,571	483,597
Note 8 : Long - term loans and advances		
Capital advances	125,125	125,125
Security deposits	3,150,000	3,000,000
Others	—	—
	3,275,125	3,125,125

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2012	As at Mar' 31,2011
Note 9 : Non-current investments		
1. Enrich Industries Ltd (347400 shares)	1,843,000	1,843,000
2. M-Touch Finance Ltd (200000 shares)	400,000	400,000
3. Mahan Finastock Ltd (250000 shares)	1,250,000	1,250,000
4. 20th Century Fin. Ltd (100 shares)	1,475	1,475
5. Zenith Health Care Ltd (32500 shares)	325,000	325,000
6. SKA Limited (200000 shares)	2,000,000	2,000,000
	<u>5,819,475</u>	<u>5,819,475</u>
Note 10 : Other Non- Current Assets		
MISCELLANEOUS EXPENDITURE		
Pril & Pre-Operative Expenditure	2,797,665	3,108,517
Less : Written off	310,852	310,852
	<u>2,486,814</u>	<u>2,797,665</u>
Note 11 : Trade receivables (Unsecured, considered good, unless otherwise stated)		
Debts outstanding for a period exceeding six months		
Considered good	4,528,370	1,464,369
Considered doubtful		
Other debts		
Considered good	26,364,338	25,494,232
	30,892,708	26,958,601
Less: Provision for doubtful debts	—	—
	<u>30,892,708</u>	<u>26,958,601</u>
Note 12 : Cash and cash equivalents		
Cash on hand	81,247	71,379
Balances with scheduled banks		
On current accounts	129,513	2,624,522
On deposit accounts	—	—
	<u>210,760</u>	<u>2,695,901</u>
Note 13 : Short - term loans and advances		
Other receivables	9,130,389	6,651,809
Advance tax	—	—
	<u>9,130,389</u>	<u>6,651,809</u>

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

	As at Mar'31, 2012	As at Mar' 31,2011
Note 14 : Other current assets		
Prepaid Expenses	—	—
Vat Input Recievable	248,106	248,106
Interest Receivable	—	—
	248,106	248,106
Note 15 : Operating Expenses		
Software Development Expenses	70,948,498	70,124,367
Staff Cost and Other Direct Expense	3,112,548	3,222,639
	74,061,046	73,347,006
Note 16 : Administration expenses		
Director Remuneration	600,000	450,000
Stationery & Printing Expenses	27,976	157,080
Office Maintenance	40,813	228,355
Travelling Expenses	894,073	30,215
Telephone & Postage Expense	16,482	35,102
Advertisement Expense	1,327	34,610
Auditors Fee	200,000	100,000
Rates and Taxes	75,000	690,181
Professional and consultancy charges	1,184,564	174,340
Miscellaneous Expenditure written off	310,852	310,852
Certification Charges	40,000	—
Vehicle Maintenance	20,558	—
Electricity Charges	6,142	4,340
Membership and subscriptions	100,000	—
Bank Charges	7,001	—
	3,524,788	2,215,075

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

7. FIXED ASSETS

(Amount in Rupees)

Particulars	Gross Block			Depreciation/Amortization			Net Block	
	As at April 1, 2011	Additions	As at March 31, 2012	For the April 1, 2011	For the year	As at March 31, 2012	As at March 31, 2012	As at March 31, 2011
Office Equipment	67,375	—	67,375	43,703	4,763	48,466	18,909	23,672
Furniture & Fixture	198,286	—	198,286	152,681	12,552	165,233	33,053	45,605
Computers & software	95,420	89,400	184,820	15,468	29,959	45,427	139,393	79,952
Capital wip	33,015,965	—	33,015,965	—	—	—	33,015,965	33,015,965
Total	33,377,046	89,400	33,466,446	211,852	47,274	259,126	33,207,320	33,165,194
Previous year	33,243,676	133,370	33,377,046	179,069	32,782	211,852	33,165,194	33,064,607

Note : 17**NOTES TO THE ACCOUNTS**

1. Contingent Liabilities: NIL
2. Dues to micro & small-scale industrial undertakings: As at March 31, 2012 as per available information with the company, there are no dues to small scale industrial undertakings.
3. Additional Information pursuant to the provisions of Paragraph 3, 4C and 4D of part II of schedule VI to the Companies Act is not applicable to the Company and nature of its business.
4. Directors Remuneration: Rs.6,00,000/- (Last Year: Rs.4,50,000/-)
5. Foreign Exchange earned and outgo Based on CIF basis
Net Exports: Rs. 7,09,59,569/- (Last Year 2,47,78,596/-)
Imports: Rs. Nil (Last Year: Nil)
6. Segmental reporting:
The segmental reporting disclosure as required under Accounting Standard- 17 is not required since there are no reportable business and geographical segments.
7. Auditors remuneration :Rs.200,000/-(Last Year: Rs. 1,00,000/-)
8. Taxes

Amount in Rupees

Particulars	31.03.2012	31.03.2011
Provision for Current Tax	2,75,501/-	2,73,760/-
Provision for Differed Tax Liability (Asset)	12,029/-	8,373/-
Related to Fixed Assets (Timing Difference)	12,029/-	8,373/-
Others	0.00	0.00

9. Confirmation of balances has not been received from some of the Creditors, Debtors and for Loans & Advances, which are subject to reconciliation. Provision for doubtful debts, if any, in respect of the above and the consequential adjustment, if any, whether of revenue nature or otherwise, will be dealt accordingly.
10. In determining earnings per share, the company considers the net profit after tax and includes the past tax effect of any extraordinary/exceptional item.

Particulars	Amount in Rupees	
	31.03.2012	31.03.2011
Weighted average number of shares outstanding	4,565,500	5,124,575
Face value of equity shares	10	10
Net Profit after tax	564,152	551,093
Earnings per share	0.12	0.11

11. **Forfeiture of Shares:** During the year, the company has forfeited 35,29,000 Equity Shares of face value of Rs. 10/- each and these forfeited shares are not issued back by the company during the year 2011-12. The forfeited amount of Rs. 2.5/- on each forfeited shares totaling of Rs. 88,22,500/- is transferred to Capital reserve account of the company.
12. Previous year's figures have been regrouped, rearranged and reclassified, wherever necessary to match with the current year's figures.
13. Paise have been rounded off to the nearest rupee.
14. Notes 1 to 17 form part of Balance Sheet and Profit and Loss account have been authenticated.

As per our report of even date

For **M M Reddy & Co.,**
Chartered Accountants
Firm Registration No. 010371S

Sd/-
M. Madhusudhana Reddy
Partner
Membership No. 213077

Place: Hyderabad
Date :14-08-2012

For and on behalf of the Board of Directors
ORIPRO LIMITED

Sd/-
M. Ramachandra Reddy
Managing Director

Sd/-
A. Ramesh Babu
Director

ORIPRO LIMITED

Door No. 50-50-12, T.P.T. Colony, Seethammadhara,
Visakhapatnam, Andhra Pradesh - 530013

PROXY FORM

I/We _____ of _____

In the District of _____ being a member/members of the above named company, hereby appoint Mr/Mrs/Ms _____ in the District of _____ as my/our proxy to attend and vote for me /us on my/ our behalf at the 18th Annual General Meeting of the Company to be held on Monday, the 24th day of September, 2012 at 2.00 pm at Door No. 50-50-12, T.P.T. Colony, Seethammadhara, Visakhapatnam, Andhra Pradesh - 530013.

Signed this _____ day of _____ 2012

Address _____

Folio No. / Client ID _____

No. of Shares held : _____

Affix Re. 1/- Revenue Stamp

Note: The proxy form duly signed completed must be signed deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

ORIPRO LIMITED

Door No. 50-50-12, T.P.T. Colony, Seethammadhara,
Visakhapatnam, Andhra Pradesh - 530013

ATTENDANCE SLIP

I hereby record my presence at the 18th Annual General Meeting of the Company to be held on Monday, the 24th day of September, 2012 at 2.00 pm at Door No. 50-50-12, T.P.T. Colony, Seethammadhara, Visakhapatnam, Andhra Pradesh - 530013. and at any adjournment thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In Block Letters)

Folio No. / Clind ID _____ No. of Sharesheld _____

Note: Shareholder attend the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

ORIPRO LIMITED

**18th ANNUAL REPORT
2011-2012**

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If undelivered please return to :

ORIPRO LIMITED

Door No. 50-50-12, T.P.T. Colony, Seethammadhara,
Visakhapatnam, Andhra Pradesh - 530013

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