

SPRING FIELDS SECURITIES LIMITED

**20th
ANNUAL REPORT
2013-2014**



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SPRING FIELD SECURITIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Dattatray Laxmanrao Patil	-	Director (DIN 00292909)
Mr. Adiraju Rajendra Prasad	-	Director (DIN 01814389)
Mr. Dayata Sirish	-	Director (DIN 01999844)
Mr. V. Rajendra Prasad	-	Independent Director (DIN 02355997)
Mr. N. Vishwa Prasad	-	Independent Director (DIN 07038958)
Mr. A. Srinivas	-	Independent Director (DIN 07038976)

REGISTERED OFFICE:

F. No. 401, 3-5-874/A,
R K Vipanchi Estates, Hyderguda
Hyderabad, Andhra Pradesh - 500029

AUDIT COMMITTEE:

Mr. V. Rajendra Prasad
Mr. N. Vishwa Prasad
Mr. A. Srinivas

NOMINATION & REMUNERATION COMMITTEE:

Mr. V. Rajendra Prasad
Mr. N. Vishwa Prasad
Mr. A. Srinivas

STAKEHOLDER RELATIONSHIP COMMITTEE:

Mr. V. Rajendra Prasad
Mr. N. Vishwa Prasad
Mr. A. Srinivas

STATUTORY AUDITORS:

Chartered Accountants
M/s. US Murthy & Associates.,
Hyderabad.

BANKERS:

Indian Bank
Barkatpura Branch, Hyderabad
Canara Bank
HSE Extn Counter, Hyderabad

REGISTRARS & SHARE TRANSFER AGENTS:

AARTHI CONSULTANTS PRIVATE LIMITED
1-2-285, Domalguda, Hyderabad
Ph No: 040-27638111/27634445

CORPORATE IDENTITY NUMBER

U67120TG1993PLC016767

SPRING FIELD SECURITIES LIMITED

NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Shareholders of M/s Spring Fields Securities Limited will be held on Tuesday, the 30th day of September, 2014 at 11.00 A.M. at the registered office of the Company situated at F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda, Hyderabad, Telangana-500029. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Dattatray Laxmanrao Patil who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. **US Murthy & Associates.**, Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, Mr. A. Rajendra Prasad (DIN 01814389), who was appointed as Additional Director in the Board of the Company on 11.10.2013 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office will be liable to be retire by rotation.

SPRING FIELD SECURITIES LIMITED

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

“Resolved that in accordance with the provisions of Sections 196,197,203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board to appoint Mr. A. Rajendra Prasad (DIN 01814389) as the whole time director of the Company and to fix, alter or vary from time to time the remuneration payable to Mr. A. Rajendra Prasad (DIN 01814389) in such manner as it may deem fit including doubling the limits (without the approval of the Central Government) as prescribed under Schedule V of the Companies Act, 2013 including any Statutory modifications(s) in force or that may hereinafter be made thereto by the Central Government as may be agreed by the Board of Directors and Mr. A. Rajendra Prasad (DIN 01814389)”.

“Resolved further that in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter in terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. A. Rajendra Prasad (DIN 01814389) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. A. Rajendra Prasad (DIN 01814389) without any further reference to the Company in General Meeting.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, Mr. Dayata Sirish (DIN 01999844), who was appointed as Additional Director in the Board of the Company on 11.10.2013 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby

SPRING FIELD SECURITIES LIMITED

appointed as a Director of the Company whose office will be liable to be retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. A. Dayata Sirish (DIN 01999844) as Whole Time Director of the Company for a period of five years with effect from July 01, 2014.”

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

“Resolved that in accordance with the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board to appoint Mr. Dayata Sirish (DIN 01999844) as the whole time director of the Company and to fix, alter or vary from time to time the remuneration payable to Mr. Dayata Sirish (DIN 01999844) in such manner as it may deem fit including doubling the limits (without the approval of the Central Government) as prescribed under Schedule V of the Companies Act, 2013 including any Statutory modifications(s) in force or that may hereinafter be made thereto by the Central Government as may be agreed by the Board of Directors and Mr. Dayata Sirish (DIN 01999844)”.

“Resolved further that in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary and alter in terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Dayata Sirish (DIN 01999844) within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Dayata Sirish (DIN 01999844) without any further reference to the Company in General Meeting.”

“Resolved further that the Board of Directors of the Company be and is

SPRING FIELD SECURITIES LIMITED

hereby authorized to take such steps as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, Mr. V. Rajendra Prasad (DIN 2355997), who was appointed as Additional Director in the Board of the Company on 14.02.2014 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, Mr. N. Vishwa Prasad (DIN 07038958), who was appointed as Additional Director in the Board of the Company on 14.02.2014 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 and the Rules made there under, Mr. A. Srinivas (DIN 07038976), who was appointed as Additional Director in the Board of the Company on 14.02.2014 in terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association to the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

SPRING FIELD SECURITIES LIMITED

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

“Resolved that a new Article 27 is being inserted after the existing Article No. 26 which is as under:

27. “General Clause – Overriding effect of Companies Act, 2013”
The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made there under, the provisions of Companies Act, 2013 and rules made there under shall override the provisions of these existing Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

For and on behalf of the Board
For Spring Fields Securities Limited

Place: Hyderabad
Date: 28.08.2014

Sd/-
Dayata Sirish
Director
DIN: 01999844

SPRING FIELD SECURITIES LIMITED

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27.09.2014 to 30.09.2014 (Both days inclusive).
4. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. In accordance with the provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made thereunder, the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with Aarthi Consultants Private Limited, the Company's Registrars and Transfer Agents.
7. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 20th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 20th Annual General Meeting of the Company along

SPRING FIELD SECURITIES LIMITED

with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website and the physical copies of the aforesaid documents will also be available at the Company's Registered Office in F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda, Hyderabad, Andhra Pradesh-500029 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost.
10. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
11. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting.
12. Members/Proxies are requested to kindly take note of the following:
 - i. Attendance slip, as sent herewith, is required to be brought at the venue duly filled in and signed, for attending the meeting.
 - ii. Folio No./DP & Client ID No. may please be quoted in all correspondence with the Company and or the STA.

For and on behalf of the Board
For Spring Fields Securities Limited

Place: Hyderabad
Date: 28.08.2014

Sd/-
Dayata Sirish
Director
DIN: 01999844

SPRING FIELD SECURITIES LIMITED

EXPLANATORY STATEMENT

(Pursuant to Section 102(2) of the Companies Act, 2013)

Item Nos. 4 & 5:

Mr. A. Rajendra Prasad (DIN 01814389) was appointed as an Additional Director of the company with effect from 11.10.2013 by the board of directors of the company. According to the provisions of section 161 of the Companies Act, 2013, he holds office as Director only upto the date of ensuing Annual General Meeting. As required under section 160 of the Companies Act, 2013, notice has been received from a member signifying its intention to propose the appointment of Mr. A. Rajendra Prasad (DIN 01814389) as a Director along with the deposit of requisite amount.

Having regard to the knowledge, experience of Mr. A. Rajendra Prasad (DIN 01814389) and the responsibilities shouldered on him, considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval subject to the approval of shareholders of the Company by way of special resolution, to fix the salary payable to Mr. A. Rajendra Prasad (DIN 01814389) within the maximum limit of managerial remuneration (without the approval of the Central Government) including for doubling the limits as prescribed under Section 197 read with Schedule V to the Companies Act, 2013. The Nomination & Remuneration committee had approved the remuneration payable to Mr. A. Rajendra Prasad (DIN 01814389) by passing the necessary resolution in its meeting in terms of Schedule V to the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. A. Rajendra Prasad (DIN 01814389) will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of schedule V of the Act.

Item Nos. 6 & 7:

Mr. Dayata Sirish (DIN 01999844) was appointed as an Additional Director of the company with effect from 11.10.2013 by the board of directors of the company. According to the provisions of section 161 of the Companies Act, 2013, he holds office as Director only upto the date of ensuing Annual General Meeting. As required under section 160 of the Companies Act, 2013, notice has been received from a member signifying its intention to propose the appointment of Mr. Dayata Sirish (DIN 01999844) as a Director along with the deposit of requisite amount.

Having regard to the knowledge, experience of Mr. Dayata Sirish (DIN 01999844) and the responsibilities shouldered on him, considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval subject to the approval of shareholders of the Company by way of special resolution, to fix

SPRING FIELD SECURITIES LIMITED

the salary payable to Mr. Dayata Sirish (DIN 01999844) with in the maximum limit of managerial remuneration (without the approval of the Central Government) including for doubling the limits as prescribed under Section 197 read with Schedule V to the Companies Act, 2013. The Nomination & Remuneration committee had approved the remuneration payable to Mr. Dayata Sirish (DIN 01999844) by passing the necessary resolution in its meeting in terms of Schedule V to the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Dayata Sirish (DIN 01999844) will be entitled to receive the remuneration, perquisites and benefits as aforesaid or such remuneration as may be approved by the Board, subject to the compliance with the applicable provisions of schedule V of the Act.

Item No 8:

Mr. V. Rajendra Prasad was appointed Additional Director on 14.02.2014 in the category of 'Non-Executive and Independent and is continuing as 'Non-Executive Director and Independent'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. V. Rajendra Prasad as 'Independent Director' of the Company and pass the resolution set out at Item No. 8. The appointment of Mr. V. Rajendra Prasad is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. V. Rajendra Prasad has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would benefit to the Company. Further, in the opinion of the Board, Mr. V. Rajendra Prasad fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

The Board commends the Ordinary Resolution as set out at item no. 8 for approval of the Members.

Except Mr. V. Rajendra Prasad none of the directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 8. Further, Mr. V. Rajendra Prasad is not related to any other Director of the Company.

SPRING FIELD SECURITIES LIMITED

Item No. 9:

Mr. N. Vishwa Prasad was appointed Additional Director on 14.02.2014 in the category of 'Non-Executive and Independent and is continuing as 'Non-Executive Director and Independent'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. N. Vishwa Prasad as 'Independent Director' of the Company and pass the resolution set out at Item No. 9. The appointment of Mr. N. Vishwa Prasad is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. N. Vishwa Prasad has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would benefit to the Company. Further, in the opinion of the Board, Mr. N. Vishwa Prasad fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

The Board commends the Ordinary Resolution as set out at item no. 9 for approval of the Members.

Except Mr. N. Vishwa Prasad none of the directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 9. Further, Mr. N. Vishwa Prasad is not related to any other Director of the Company.

Item No. 10:

Mr. A. Srinivas was appointed Additional Director on 14.02.2014 in the category of 'Non-Executive and Independent and is continuing as 'Non-Executive Director and Independent'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. A. Srinivas as 'Independent Director' of the Company and

SPRING FIELD SECURITIES LIMITED

pass the resolution set out at Item No. 10. The appointment of Mr. A. Srinivas is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. A. Srinivas has confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that his continued association with the Company would benefit to the Company. Further, in the opinion of the Board, Mr. A. Srinivas fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and he is independent of the Management.

The Board commends the Ordinary Resolution as set out at item no. 10 for approval of the Members.

Except Mr. A. Srinivas none of the directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution set out at Item No. 10. Further, Mr. A. Srinivas is not related to any other Director of the Company.

Item No. 11

A general clause is proposed to be inserted to the effect that if any provision as mentioned in the Articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board commends the Special Resolution as set out at item no.9 for approval of the Members.

None of the Directors / Key Managerial Personnel and their relatives are interested or concerned in the above said resolution.

SPRING FIELD SECURITIES LIMITED

DIRECTOR'S REPORT

To
The Members of Spring Fields Securities Ltd,

We have pleasure in presenting the 20th Annual report together with Audited accounts for the year ended 31st March, 2014.

Particulars	2013-14	2012-13
Income	9,50,403	2,48,160
Expenditure	48,269	52,613
Profit before Tax	9,02,134	1,95,547
Provision for Taxation	2,80,015	60,424
Net Profit after Tax	6,22,119	1,35,123

PERFORMANCE REVIEW:

The Company has recorded a turnover of Rs. **9,50,403** and a profit of Rs. 6,22,119 in the current year against the turnover of Rs. **2,48,160** and a profit of Rs. 1,35,123 in the previous financial year ending 31.03.2013.

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

OPERATIONS:

The performance of the company during the year under review has been satisfactory. The company is making all its efforts to get further orders apart from the existing one.

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.

SPRING FIELD SECURITIES LIMITED

LISTING:

The Company's present Equity shares are listed on Ahmedabad Stock Exchange Stock Exchange.

CAPITAL OF THE COMPANY:

Authorized Share capital of the company stands at Rs. 4,00,00,000/- (Rupees Four Crores Only) divided in to 40,00,000 equity shares of Rs.10/- each and Paid up capital of the company is Rs.3,25,25,000 /- divided in to 32,52,500 equity shares of Rs.10/- each.

CHANGE OF NAME AND OBJECTS:

Shareholders by way of postal ballot have approved the change of name of Company to Spring Field Infraventures Limited or such other name as may be approved by the Registrar of Companies.

The shareholders have also approved the amendment of main objects relating to Infra activities.

SUBSIDIARY COMPANY:

Your Company does not have any subsidiary.

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.

DIRECTORS:

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the Listing Agreement. With the changes in the Companies Act, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint existing independent directors, as Independent Directors on the Board of the Company for a term up to five consecutive years. A brief profile of proposed Independent Directors, including nature of

SPRING FIELD SECURITIES LIMITED

their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the Directors namely Mr. V. Rajendra Prasad, Mr. N. Vishwa Prasad and Mr. A. Srinivas for the office of Independent Directors of the Company who were appointed as additional directors during the year. In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company.

Mr. P. Dattatray Laxmanrao will retire by rotation at the ensuing Annual General Meeting in terms of Section 152 and any other applicable provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment. During the year Mr. C. Srinivas Babu and Mr. Sudhir Durgam resigned from the Board due to personal pre-occupation. The Board places on record its appreciation for the assistance and guidance provided by Mr. C. Srinivas Babu and Mr. Sudhir Durgam during their tenure as Director of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Sec.217 (2AA) of the Companies Act, 1956 the Board of Directors of your Company hereby certifies and confirms that:

- i. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- ii. The Directors have selected such accounting policies and applied them consistently and made judgment 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. 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;

SPRING FIELD SECURITIES LIMITED

iv. The Directors have 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

Adequate measures have been taken to reduce energy consumption, wherever possible. Total energy consumption and energy consumption per unit of production is not applicable as company is not included in the industries specified in the schedule.

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 | : | Nil |
| 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 has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given in Annexure.

AUDITORS:

M/s. US Murthy & Associates., Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, have expressed their willingness for re-appointment. Your directors propose the appointment of M/s. U. Srinivasa Murthy., Chartered

SPRING FIELD SECURITIES LIMITED

Accountants, as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

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.

SPRING FIELD SECURITIES LIMITED

Details of the Directors appointed/reappointed

Name	Date of Birth	Date of Appointment	Qualifications	No. of Shares held in the Company	Directorships held in other companies (excluding private limited and foreign companies)	Positions held in mandatory committees of other companies
A. Rajendra Prasad	02.08.1964	11.10.2013	B. Com	1,00,000	2	Nil
Dayata Sirish	01.06.1969	11.10.2013	M. Com	1,50,000	1	Nil
V. Rajendra Prasad	04.01.1976	14.02.2014	B. Com	--	Nil	Nil
N. Vishwa Prasad	06.07.1968	14.02.2014	B. Com	--	Nil	Nil
A. Srinivas	13.01.1974	14.02.2014	BA	--	Nil	Nil

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

The shareholders

I, Dayata Sirish, 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
For Spring Fields Securities Limited

Place: Hyderabad
Date: 28.08.2014

Sd/-
Dayata Sirish
Director
DIN: 01999844

SPRING FIELD SECURITIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

Company Philosophy on Corporate Governance

Your board of directors always believes in the principles of good corporate governance. The Board believes in transparency, accountability, financial control and believes in enhancing overall long term shareholder value and at the same time protecting the interest of other shareholders.

Industrial Structure and Development

Securities business have huge growth opportunities due to existing low penetration levels, but are facing tremendous competitive pressures and increasing regulatory compliances. With the increasing role of technology, there is a paradigm shift in the running of these businesses. The Company is diversifying its activities into infra sector which has tremendous opportunities.

Your company is gearing up well to face all such developments by ramping up its infrastructure and technological, financial and human resources.

Strengths and Opportunities

Growing Financial Services industry's share of wallet for disposable income.

- Regulatory reforms would aid greater participation by all the class of investors
- Leverage technology to enable best practices and

Threats

- Execution Risk
- Slowdown in global liquidity flows
- Intense competition from local and global players.
- Unfavourable economic conditions

Risks and concerns

The Company faces normal business challenges of market competition in its business and needs to continuously seek attractive growth opportunities. The Company adopts suitable business strategies to counter these challenges. As a part of the overall risk management strategy, the Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices

Outlook

SPRING FIELD SECURITIES LIMITED

The Company continues to explore the possibilities of expansion in its activities and will make the necessary investment when attractive opportunities arise.

Business performance and Segment Reporting

The Company has recorded a turnover of Rs. **9,50,403** and a profit of Rs. 6,22,119 in the current year against the turnover of Rs. **2,48,160** and a profit of Rs. 1,35,123 in the previous financial year ending 31.03.2013.

The Company has been continuously working on quality up gradation and austerity measures for achieving efficient running of the organization. Segment reporting is not applicable to the Company.

Internal Control System and its adequacy

The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to strengthen controls where necessary.

Human Resources and Industrial Relations

Company has adequate and trained, well experienced personnel. Our employees are highly motivated and work in line of the organizational goal.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

SPRING FIELD SECURITIES LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance:

The Company seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts its activities in a manner that is fair and transparent and also perceived to be such by others.

2. Board of Directors:

The Board consists of 6 Members of whom two (2) are Executive, three (3) are Non-Executive Independent Directors and (1) is Non-Executive Director. The Composition of the Board is in conformity with the listing requirements.

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.

The Board of Directors met 6 times during the year on 15.05.2013, 14.08.2013, 02.09.2013, 11.10.2013, 14.11.2013 and 14.02.2014 and 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:

SPRING FIELD SECURITIES LIMITED

Sl. No.	Name of the Directors	Category	Attendance Particulars			No. of other Directorships and Committee memberships/chairmanships		
			No. of Board meetings held during the tenure of the director		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
			Held	Attended				
1.	Mr. P. Dattatray Laxmanrao	Executive	6	6	Yes	3	Nil	Nil
2.	*Mr. A. Rajendra Prasad	Executive	3	3	No	2	Nil	Nil
3.	*Mr. Dayata Sirish	Executive	3	3	No	1	Nil	Nil
4.	#Mr. C. Srinivas Babu	Independent Non-Executive	6	6	Yes	Nil	Nil	Nil
5.	#Mr. Sudhir Durgam	Independent Non-Executive	6	6	Yes	1	Nil	Nil
6.	**Mr. V.Rajendra Prasad	Independent Non-Executive	1	1	No	Nil	Nil	Nil
7.	**Mr. N.Vishwa Prasad	Independent Non-Executive	1	1	No	Nil	Nil	Nil
8.	**Mr. A. Srinivas	Independent Non-Executive	1	1	No	Nil	Nil	Nil

* Appointed w.e.f. 11.10.2013

** Appointed w.e.f. 14.02.2014

Resigned w.e.f. 14.02.2014

Committees of the Board:

Currently, there are three (3) Committees of the Board, namely: Audit Committee, Nomination & Remuneration Committee and Stakeholder relationship 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:

SPRING FIELD SECURITIES LIMITED

3. Audit Committee:

- I) 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 177 of the Companies Act, 2013.
- II) The terms of reference of the Audit Committee include a review of the following:
 - 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 and
 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

SPRING FIELD SECURITIES LIMITED

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.

III) The previous Annual General Meeting of the Company was held on 30.09.2013 and Chairman of the Audit Committee, attended previous AGM.

IV) 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 2013-2014, (4) four meetings of the Audit Committee were held on the **15.05.2013, 14.08.2013, 14.11.2013 and 14.02.2014.**

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 their tenure	No. of meetings attended
#C. Srinivas Babu	Chairman	NED	4	4
# Sudhir Durgam	Member	NED	4	4
*V. Rajendra Prasad	Member	NED (I)	1	1
*N. Vishwa Prasad	Member	NED (I)	1	1
*A. Srinivas	Member	NED (I)	1	1
# P. Dattatray Laxmanrao	Member	ED	4	4

Resigned w.e.f. 14.02.2014

* Appointed w.e.f. 14.02.2014

SPRING FIELD SECURITIES LIMITED

4. NOMINATION & REMUNERATION COMMITTEE:

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held during their tenure	No. of meetings attended
#C. Srinivas Babu	Chairman	NED	4	4
#Sudhir Durgam	Member	NED	4	4
*V. Rajendra Prasad	Member	NED (I)	1	1
*N. Vishwa Prasad	Member	NED (I)	1	1
*A. Srinivas	Member	NED (I)	1	1
#P.Dattatray Laxmanrao	Member	ED	4	4

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 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.

SPRING FIELD SECURITIES LIMITED

5. STAKEHOLDER RELATIONSHIP COMMITTEE (SHAREHOLDERS/INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE):

Composition, meetings and the attendance during the year:

The Shareholders/Investors Grievance Committee was constituted to look into the redressing of Shareholders and Investors complaints concerning transfer of shares, non receipt of Annual Reports, and non receipt of Dividend and other allied complaints.

The details of composition of the Committee are given below:

Name	Designation	Category	No. of meetings held during their tenure	No. of meetings attended
#C. Srinivas Babu	Chairman	NED	4	4
#Sudhir Durgam	Member	NED	4	4
*V. Rajendra Prasad	Member	NED (I)	1	1
*N. Vishwa Prasad	Member	NED (I)	1	1
*A. Srinivas	Member	NED (I)	1	1
#P.Dattatray Laxmanrao	Member	ED	4	4

Resigned w.e.f. 14.02.2014

* Appointed w.e.f. 14.02.2014

The Board has designated Mr. Dayata Sirish, Director as the Compliance Officer. He can be contacted at:

Mr. Dayata Sirish
F No 401, 3-5-874/A
R K Vipanchi Estates,
Hyderguda, Hyderabad
Andhra Pradesh - 500029

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

During the year no complaints were received and no complaints were outstanding at the beginning of the year.

SPRING FIELD SECURITIES LIMITED

6. General Body Meetings:

Financial Year	Venue	Date	Time
2012-2013	F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda, Hyderabad - 500029	30.09.2013	10.30 A.M
2011-2012	3-4-526-1/1, Barkatpura, Hyderabad, Andhra Pradesh - 500027	28.09.2012	10.30 A.M
2010-2011	3-4-526-1/1, Barkatpura, Hyderabad, Andhra Pradesh - 500027	29.09.2011	10.30 A.M

b) Extra Ordinary General Meeting:

No extra ordinary general meeting of the Members was held during the year 2013-14.

c) Postal Ballot:

During the year, the Company has not passed any Special Resolutions by Postal Ballot.

7. 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) The Company has complied with all the mandatory requirements of Clause 49. As regards the non-mandatory requirements, the extent of compliance has been stated in this report against each item.
- (e) There were no material pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company, other than payment of Board fees/commission and investments (if any) in shares / securities of the Company.
- (f) The requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement have been furnished.

SPRING FIELD SECURITIES LIMITED

8. 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.

9. General Shareholder Information:

i) 20th Annual General Meeting:

Date: Tuesday, 30th September, 2014

Time: 11.00 A.M.

Venue: F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda,
Hyderabad - 500029

ii) Financial Calendar

Financial Reporting for 2014-2015 (tentative)

Particulars	On or before
The First Quarter results	14.08.2014
The Second quarter results	14.11.2014
The Third quarter results	14.02.2014
The Fourth quarter results	30.05.2015

iii) **Book Closure** : 27.09.2014 to 30.09.2014 (both dates inclusive).

iv) Listing on Stock Exchanges:

The shares of the Company are listed on the Ahmedabad Stock Exchange.

v) **Listing Fees** : The listing fees for the year 2014-15 has been paid.

vi) **ISIN No.** : For equity shares: **INE717F01010**

vii) Market Price Data

The Company's shares are not traded.

viii) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):

In house

SPRING FIELD SECURITIES LIMITED

ix) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholder within a maximum period of 15 days 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 and shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) within 21 days on receipt.

x) Shareholding pattern as on 31st March, 2014

Particulars	Category	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter group		
1.	Indian	1205000	37.05%
2.	Foreign	--	--
	Sub-Total A	1205000	37.05%
B	Public Shareholding		
1.	Institutions	--	--
2.	Non Institutions	2047500	62.95%
	Sub Total B	2047500	62.95%
	GRAND TOTAL (A+B)	32,52,500	100%

xi) Dematerialization of shares

The Company's shares are dematerialized on National Securities Depositories Limited (NSDL). The Company's ISIN is **INE717F01010**. As on date 20,82,100 equity shares are in demat form and the balance are in physical form.

xii) Address for Investors Correspondence:

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

M/s Spring Field Securities Limited

F No 401, 3-5-874/A, R K Vipanchi Estates,
Hyderguda, Hyderabad - 500029

SPRING FIELD SECURITIES LIMITED

DIRECTOR CERTIFICATE

I, Dayata Sirish, Director of M/s **Spring Field Securities 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
For Spring Fields Securities Limited

Place: Hyderabad
Date: 28.08.2014

Sd/-
Dayata Sirish
Director
DIN: 01999844

SPRING FIELD SECURITIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of **M/s. Springfields Securities Limited**, Flat No.401, R.K. Vipanchi Estates, Hyderguda, Hyderabad-500 029.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 "the Act". This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

SPRING FIELD SECURITIES LIMITED

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a.) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b.) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];
 - c.) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d.) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e.) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For US Murthy & Associates
Chartered Accountants
Firm Reg No: 014078S

Place: Hyderabad.
Date: 30.05.2014

CA R.Koteswara Rao
Partner
M.No: 230862

SPRING FIELD SECURITIES LIMITED

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of M/s. Springfields Securities Limited. On the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken any Loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Hence the Clauses of (f) & (g) are not applicable.

SPRING FIELD SECURITIES LIMITED

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5.
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act, not exceeding the value of rupees five lacs during the financial year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9.
 - a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.

SPRING FIELD SECURITIES LIMITED

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a *nidhi* /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we Report that no funds raised on short-term basis have been used for long-term investment by the Company.

SPRING FIELD SECURITIES LIMITED

18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For US Murthy & Associates
Chartered Accountants
Firm Reg No: 014078S

Place: Hyderabad.
Date: 30.05.2014

CA R.Koteswara Rao
Partner
M.No: 230862

SPRING FIELD SECURITIES LIMITED

BALANCE SHEET AS AT 31.03.2014
All amounts are in Indian Rupees unless otherwise stated.

Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
		Amount in Rs.	Amount in Rs.
I. EQUITY AND LIABILITIES			
A SHAREHOLDERS' FUNDS			
a. Share Capital	2	32,525,000.00	32,525,000.00
b. Reserves and Surplus	3	(21,486,044.43)	(22,108,163.10)
		11,038,955.57	10,416,836.90
B SHARE APPLICATION MONEY PENDING		-	-
C NON CURRENT LIABILITIES		-	-
D CURRENT LIABILITIES			
c. Other Current Liabilities	4	411,573.43	92,704.10
d. Short Term Provisions	5	5,000.00	5,000.00
		416,573.43	97,704.10
TOTAL		11,455,529.00	10,514,541.00
II ASSETS			
E NON CURRENT ASSETS			
a. Fixes Assets			
(i) Tangible Assets	6	11,007.00	20,422.00
(ii) Intangible Assets	7	10,000,000.00	10,000,000.00
e. Other Non-current Assets		10,000.00	10,000.00
		10,021,007.00	10,030,422.00
F CURRENT ASSETS			
a. Loans & Advances	8	900,000.00	
a. Cash & Cash equivalents	9	534,522.00	484,119.00
		1,434,522.00	484,119.00
TOTAL		11,455,529.00	10,514,541.00
G Summary of Significant Accounting Policies	1	-	-

The Accompanying notes 1- 12 are integral part of the financial statements.

As per our report of even dated

For US Murthy & Associates
Chartered Accountants
F.R.No: 014078S

CA.R.Koteswara Rao
Partner
M No.230862

Place: Hyderabad
Date: 30.05.2014

For and on behalf of the board of
M/s. Spring Fields Securities Limited

Dayata Sirish
(Director & CFO)

Adiraju Rajendra Prasad
(Director)

SPRING FIELD SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2014

All amounts are in Indian Rupees unless otherwise stated.

Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
		Amount in Rs.	Amount in Rs.
I. REVENUE FROM OPERATIONS	9	942,000	212,160
II. OTHER INCOME	10	8,403	36,000
III. TOTAL REVENUE (I+II)		950,403	248,160
IV. EXPENSES:			
Finance Costs	11	-	382
Depreciation & Amortisation	6	9,415	9,415
Other Expenses	12	38,854	42,816
Total Expenses		48,269	52,613
Profit before exceptional and extraordinary items and Tax (III-IV)		902,134	195,547
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V-VI)		902,134	195,547
VIII. Extraordinary items		-	-
IX. PROFIT BEFORE TAX (VII-VIII)		902,134	195,547
X. TAX EXPENSES			
1. Current Tax		280,015	61,388
2. Deferred Tax		-	-
Profit/(Loss) for the period from continuing operations (IX-X)		622,119	134,159
XII PROFIT/(LOSS) FOR THE PERIOD (XI+XIV)		622,119	134,159
XIII. Earnings per equity share:			
1. Basic			
2. Diluted			
G Summary of Significant Accounting Policies	1		

The Accompanying notes are integral part of the financial statements.

As per our report of even dated

For US Murthy & Associates
Chartered Accountants
F.R.No: 014078S

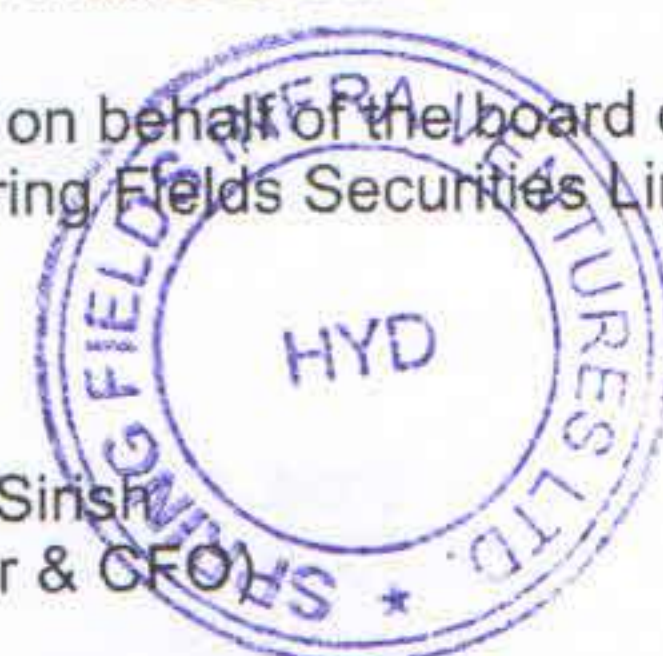
CA.R.Koteswara Rao
Partner
M No.230862

Place: Hyderabad
Date: 30.05.2014

For and on behalf of the board of
M/s. Spring Fields Securities Limited

Dayata Sinsh
(Director & CFO)

Adiraju Rajendra Prasad
(Director)



SPRING FIELD SECURITIES LIMITED

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR 2013-2014

Sl.No	Particulars	(Amount in Rupees)	
		2013-14	2012-13
I	CASH FLOWS FROM OPERATING ACTIVITIES		
	Profit before tax	902,134	(16,613)
	Adjustments to reconcile profit before tax to cash provided by operating activities		
	a) Depreciation	9,415	9,415
	b) Amortization expense	-	-
	c) Interest Paid	(8,403)	(36,000)
	d) Interest Income	-	-
	e) Other Adjustments	-	-
	Changes in Current assets and liabilities		
	f) Inventories	-	-
	g) Trade receivables	-	-
	h) Trade payables	-	-
	i) Other Assets	(900,000)	-
	j) Margin money - maturity more than 3 months	-	-
	k) Other Liabilities and provisions	318,869	1,316
	l) Income taxes paid	(280,015)	-
	NET CASH GENERATED BY OPERATING ACTIVITIES	42,000	(41,882)
II	CASH FLOWS FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	-	-
	Investment in Securities & Others	-	-
	Disposal of Assets or Investments	-	-
	Changes in non-current assets	-	-
	Interest and dividend received	8,403	36,000
	NET CASH PROVIDED BY/ (USED IN) INVESTING ACTIVITIES	8,403	36,000
III	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Shares	-	-
	Proceeds from Long Term Borrowings	-	-
	Proceeds from Short Term Borrowings	-	-
	Repayment of Loan	-	-
	Interest Paid	-	-
	Dividends paid net of Inter company dividend	-	-
	Tax on dividend	-	-
	NET CASH PROVIDED BY/ (USED IN) FINANCING ACTIVITIES		
	NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS (I+II+III)	50,403	(5,882)
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	271,959	277,841
	CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	322,362	271,959

As per our report of even dated

For US Murthy & Associates
Chartered Accountants
F.R.No: 014078S

CA.R.Koteswara Rao
Partner
M No.230862

Place: Hyderabad
Date: 30.05.2014

For and on behalf of the board of
M/s. Spring Fields Securities Limited

Dayata Sirish
(Director & CFO)

Adiraju Rajendra Prasad
(Director)



SPRING FIELD SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014 All amounts are in Indian Rupees unless otherwise stated.

Corporate Information

The Company was incorporated

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of Preparation of Financial Statements

The financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956. Accounts are maintained on Accrual Basis.

1.2 Fixed Assets

Fixed Assets are stated at cost. Cost is inclusive of Freight, Duties, Levies and any other directly attributable cost of bringing the assets to their working conditions for intended use.

1.3 Depreciation

Depreciation on fixed assets is provided on Straight Line Value method at the rate and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

1.4 Accounting for Taxes on Income

The Current charge for income taxes is calculated in accordance with the relevant tax regulations

1.5 Accounting for Preliminary & Preoperative Expenses

Preliminary expenses are the expenses of incorporation of the company and pre operative expenses are the expenses which have been incurred before the commercial operations of the company. Preoperative expenses are capitalized wherever they are directly/indirectly related to the assets. Preliminary expenses are written off over a period of 10 years and pre operative expenses are written off over a period of 10 years.

1.6 Notes on Accounts

1.7.1 Previous years figures have been regrouped where ever required to make them comparable with current year figures.

1.7.2 Paise have been rounded off to nearest rupee.

2 SHARE CAPITAL

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
a. Authorized Shares		
40,00,000 Equity Shares of Rs. 10 each (previous year 40,00,000 Equity Shares)	40,000,000	40,000,000
b. Issued, Subscribed and fully paid-up Shares		
32,52,500 Equity Shares of Rs. 10 each (previous year 32,52,500 equity shares)	32,525,000	32,525,000
c. Par Value per Share is Rs. 10 (previous year Rs. 10)		
d. Reconciliation of No. of shares outstanding at the beginning and at the end of reporting period		
	31.03.2014 (Rs.)	31.03.2013 (Rs.)
Equity Shares		
At the beginning of the period (No.s 32,52,500)	32,525,000	3,252,500
Issued during the period	-	-
Outstanding at the end of the period (No.s 32,52,500)	32,525,000	3,252,500

SPRING FIELD SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

All amounts are in Indian Rupees unless otherwise stated.

e. Terms/ rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

f. Shares held by holding/ultimate holding company and/or their subsidiaries/associates

There is no holding or ultimate holding company

g. Shareholders holding more than 5% of shares

	31.03.2014 (Rs.)		31.03.2013 (Rs.)	
	No. of Shares	% of Holding	No. of Shares	% of Holding
APIDC (See note below)	250,000	8%	250,000	8%
JVS Securities Pvt Ltd	400,000	12%	400,000	12%
Rajdatt Securities Limited	220,000	7%	220,000	7%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Note: The holding of APIDC was subject to a buy back agreement by M/s SIS Share and Stock Brokers Limited and was guaranteed by a corporate guarantee of M/s Shriram Investments Services Limited. The buy back is effected and completed by an out of court settlement between the parties. Hence, now the holding of APIDC is only a legal ownership and the beneficial ownership will be known after lodgment of subject matter shares for transfer.

h. Shares reserved for issue under options and contracts/commitments for the sale of share/ disinvestment. (Including Terms & Amounts)

NIL

i. Aggregate No. of bonus shares issued, share issued consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Aggregate No. & Class of	31.03.2014	31.03.2013
	(No.s)	(No.s)
Shares allotted without payment being received in cash	-	-
Shares allotted by way of Bonus shares	-	-
Shares bought back	-	-

j. Terms of any securities convertible into equity/ preference shares issued.

(with the earliest date of conversion in descending order starting with the farthest date.)

NIL

k. Calls unpaid. (show aggregate value of calls unpaid by directors and officers.)

NIL

l. Forfeited Shares. (amount originally paid up)

NIL

SPRING FIELD SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014 All amounts are in Indian Rupees unless otherwise stated.

	<u>31.03.2014 (Rs.)</u>	<u>31.03.2013 (Rs.)</u>
3 RESERVES AND SURPLUS		
a. Surplus or deficit in statement of Profit & Loss Account		
Balance as per the last financial statements(loss)	(22,108,163)	(22,242,322)
Profit for the year	622,119	134,159
Other Adjustments(MAT for Earlier Years)		-
Less: appropriation	-	
Balance Carried to Balance sheet	(21,486,044)	(22,108,163)
Total	<u>(21,486,044)</u>	<u>(22,108,163)</u>
4 OTHER CURRENT LIABILITIES		
	<u>31.03.2014 (Rs.)</u>	<u>31.03.2013 (Rs.)</u>
a Other Payables	10,500	-
AGM expenses	59,670	31,316
Income Tax Payable	341,403	61,388
	<u>411,573</u>	<u>92,704</u>
5 SHORT TERM PROVISIONS		
	<u>31.03.2014 (Rs.)</u>	<u>31.03.2013 (Rs.)</u>
a. Audit fee	5,000	5,000
Total	<u>5,000</u>	<u>5,000</u>
7 OTHER NON-CURRENT ASSETS		
a Others (Specify Nature)	<u>31.03.2014 (Rs.)</u>	<u>31.03.2013 (Rs.)</u>
HSE shares	10,000	10,000
Total	<u>10,000</u>	<u>10,000</u>
8 LOANS & ADVANCES		
a Other Loans & Advances	900,000	
Total	<u>900,000</u>	<u>-</u>
9 CASH AND CASH EQUIVALENTS		
	<u>31.03.2014 (Rs.)</u>	<u>31.03.2013 (Rs.)</u>
a Balances with Banks		
Indian Bank, Barkatpura Branch, Current Account	7,578	7,578
Canara Bank, HSE Extn Counter, Current Account	272,784	264,381
b Cash on hand	254,160	212,160
Total	<u>534,522</u>	<u>484,119</u>

SPRING FIELD SECURITIES LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

All amounts are in Indian Rupees unless otherwise stated.

9 REVENUE FROM OPERATIONS

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
a. Sale of Products	-	-
b. Sale of Services	942,000	212,160
c. Other Operating Revenue	-	-
Total	942,000	212,160
d. Deductions (Specify)		
Net revenue from Operations		

10 OTHER INCOME

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
a. Others (Specify)		
Miscellaneous income	-	36,000
Bank Interest received	8,403	-
Total	8,403	36,000

11 FINANCE COSTS

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
Interest		
Bank Charges	-	382
Total	-	382

6 DEPRECIATION & AMORTIZATION EXPENSE

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
Depreciation of Tangible assets	9,415	9,415
Depreciation of Intangible assets		
Total	9,415	9,415

12 OTHER EXPENSES

	31.03.2014 (Rs.)	31.03.2013 (Rs.)
AGM expenses	28354	31,316
ROC filing fee	1500	2,500
Secretarial charges	4000	4,000
Audit fee	5000	5,000
Total	38,854	42,816

As per our report of even dated

For US Murthy & Associates
Chartered Accountants
F.R.No: 014078S

CA.R.Koteswara Rao
Partner
M No.230862

Place: Hyderabad
Date: 30.05.2014

For and on behalf of the board of
M/s. Spring Fields Securities Limited

Dayata Sirish
(Director & CFO)

Adiraju Rajendra Prasad
(Director)

6 TANGIBLE ASSETS

NON LEASED ASSETS	HSE Card	Kochi Card	Plant & Machinery	Furniture & Fixture	Total	Previous Year
Value as on 1st April 2013	-	-	2,422,186	1,019,516	3,441,702	3,441,702
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Value as on 31st March 2013	-	-	2,422,186	1,019,516	3,441,702	3,441,702
Depreciation	HSE Card	Kochi Card	Plant & Machinery	Furniture & Fixture	Total	
As on 1st April 2013	-	-	2,401,764	1,019,516	3,421,280	3,411,866
Charge for the year					-	-
On opening Balance	-	-	9,415	-	9,415	9,415
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at 31st March 2014	-	-	2,411,179	1,019,516	3,430,695	3,421,281
Net Block as on 31 March 2013	-	-	20,422	-	20,422	29,836
Net Block as on 31 March 2014	-	-	11,007	-	11,007	20,422

10 INTANGIBLE ASSETS

					Total	
Value as on 1st April 2013	6,500,000	3,500,000	-	-	10,000,000	10,000,000
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Value as on 31st March 2014	6,500,000	3,500,000	-	-	10,000,000	10,000,000
Amortisation						
As on 1st April 2013	-	-	-	-	-	-
Charge for the year					-	-
On opening Balance	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at 31st March 2014	-	-	-	-	-	-
Net Block as on 31 March 2013	6,500,000	3,500,000			10,000,000	10,000,000
Net Block as on 31 March 2014	6,500,000	3,500,000			10,000,000	10,000,000

SPRING FIELD SECURITIES LIMITED

**Form No. MGT-11
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: U67120TG1993PLC016767
Name of the company: SPRING FIELDS SECURITIES LTD
Registered office: F No 401, 3-5-874/A, R K Vipanchi Estates,
Hyderguda, Hyderabad - 500029

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

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

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

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

3. Name :
Address :
E-mail Id :
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at..... and at any adjournment thereof in respect of such resolutions as are indicated below:

SPRING FIELD SECURITIES LIMITED

Resolution No.

1. Approval of financial statements for the year ended 31.03.2014
2. Appointment of Mr. P. Dattatray Laxmanrao as Director who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration.
4. Appointment of Mr. Dayata Sirish as director.
5. Appointment of Mr. V. Rajendra Prasad as Independent director.
6. Appointment of Mr. N. Vishwa Prasad as Independent director.
7. Appointment of Mr. A. Srinivas as Independent director.

Signed this day of 2014
Signature of shareholder

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

SPRING FIELDS SECURITIES LTD
F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda, Hyderabad -
500029
ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 20th Annual General Meeting of the members of the company to be held on Tuesday, the 30th day of September, 2014 at 11.00 A.M at F No 401, 3-5-874/A, R K Vipanchi Estates, Hyderguda, Hyderabad - 500029

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No. / Client ID _____

No. of shares held _____

Note:

Shareholders attending 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.

If undelivered please return to :
SPRING FIELDS SECURITIES LIMITED
F. No. 401, 3-5-874/A, R K Vipanchi Estates,
Hyderguda, Hyderabad - 500029