



Annual Report 2009-10



QUALITY POLICY

At Trigyn Technologies Limited, the management and the employees are committed to secure a long term partnership with each customer. We are into the business of providing Custom Engineeered Software Solutions, Product Development, Consulting Assignments and Software Migration & Maintenance. We want to be the preferred supplier of the products and services that we offer. We intend doing this by :

- Ensuring that all products and services will provide complete satisfaction through meeting or exceeding the mutually agreed requirements and expectations consistently.
- Fostering a team environment where quality is everyone's responsibility.
- Promoting a philosophy of continuous improvement embraced by each and every employee.
- Inculcate awareness in all our employees to be responsible for what they produce.

Goals :

☞ To maintain and continuously improve Quality System based on ISO 9001:2008 standards

☞ Achieve CMMI Level 5

☞ Introduce / Inculcate TQM culture & Business Excellence to achieve :

- Customer Delight
- Empowered Employees
- Higher Revenues
- Lower Costs



BOARD OF DIRECTORS

- R. GANAPATHI** - Chairman and Executive Director
- Dr. P. RAJA MOHAN RAO** - Non - Executive Director
- C.V. RAO** - Non - Executive Director
- Dr. C. RAO KASARABADA** - Non - Executive Director
- VIVEK KULKARNI** - Independent Director
- MAULIK SHAH** - Independent Director
- CH. V.V.PRASAD** - Independent Director
- VIVEK KHARE** - Independent Director

CHIEF FINANCIAL OFFICER

MILIND TELAWANE

COMPANY SECRETARY

RAJESH SHIRAMBEKAR

AUDITORS

PRICE WATERHOUSE
CHARTERED ACCOUNTANTS

INTERNAL AUDITORS

KISHORE PARIKH & CO.,
CHARTERED ACCOUNTANTS

BANKERS

PUNJAB NATIONAL BANK
WACHOVIA BANK
ING VYSYA BANK
HDFC BANK

REGISTERED OFFICE

UNIT 27, SDF I,
SEEPZ - SEZ, ANDHERI (E),
MUMBAI 400 096.

US OFFICE

100, METROPLEX DRIVE, EDISON, NJ 08817 USA.

GERMANY OFFICE

JULIUS-MOSER –STR.9
D-75179 PHORZHEIM, GERMANY.

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of **Trigyn Technologies Limited** will be held on Thursday, September 30, 2010 at 3.30 p.m. at All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. C. V. Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. C. Rao Kasarabada, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Vivek Kulkarni, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Price Waterhouse, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

6. To appoint a director in place of Mr. Vivek Khare, who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on October 6, 2009, pursuant to Article 131 of the Articles of Association of the Company and under Section 260 of the Companies Act, 1956 and in respect of whom notice in writing have been received by the Company from a member proposing his candidature for the office of a director and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution, the following:-

“RESOLVED THAT Mr. Vivek Khare be and is hereby appointed as the Director of the Company.”

7. To consider and if thought fit, to pass with or without modification(s), as a Special Resolution, the following :-
“RESOLVED THAT in partial modification to the resolution passed by the Members at the Annual General Meetings of the Company held on December 30, 2003 and in accordance with the applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof), the applicable provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations / guidelines prescribed by the Securities & Exchange Board of India or any other relevant authority, from time to time to the extent applicable, approval of the Members be and is hereby accorded to the Board of Directors of the Company / Remuneration Committee or any Committee of Directors, for modification of 'Employees Stock Options Plan 2000' of the Company (hereinafter referred to as “ESOP 2000”) by varying the relevant clauses and terms of the said scheme in the interest of the employees to the extent of extension of the validity up to May 6, 2020 for exercise of the stock options granted / to be granted to the employees of the Company and of its subsidiary under ESOP 2000.

RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board of Directors / Compensation Committee or any Committee of Directors of the Company, be and is hereby authorized inter-alia, to make necessary changes in ESOP 2000 and to do all such acts, deeds, matters and things whatsoever, as it may be in its absolute discretion consider necessary in this regard.”

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:
“RESOLVED THAT in partial modification to the resolution no.13 passed by the Members at the Twenty First Annual General Meetings of the Company held on September 17, 2007 and in accordance with applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof), the applicable provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association

of the Company and the regulations / guidelines prescribed by the Securities & Exchange Board of India or any other relevant authority, from time to time to the extent applicable, consent of and as such in the form of ratification by the Members be and is hereby accorded to the Board of Directors of the Company / Remuneration Committee or any Committee of Directors, for issue and allotment of 4,72,000 stock options convertible into equivalent number of equity shares of the Company granted at prevailing price to employees of the Company and 1,00,000 stock options convertible into equivalent number of equity shares of the Company, granted at a price of Rs.22.40 per share to Mr. R. Ganapathi, Chairman and Executive Director, in terms of the Employee Stock Option Plan 2000 approved by the Members at the Extraordinary General Meeting held on June 20, 2000, as amended from time to time.”

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company / Remuneration Committee or any Committee of Directors, to create, offer, issue, allocate or allot, in one or more tranches, at the sole discretion of the Board, to such persons who are in the permanent employment of the Company or its subsidiaries and to the non-promoter or non-executive Director of the Company, 15,00,000 stock options convertible into equivalent number of equity shares of the Company at prevailing price or such price as may be fixed and determined by the Board prior to issue and offer thereof in accordance with the applicable guidelines and provisions of law and in terms of the Employee Stock Option Plan 2000.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, allocate and allot such number of equity shares as may be required in pursuance of the above, and that the equity shares so issued, allocated or allotted shall rank pari passu in all respects with the existing equity shares of the Company and shall carry the right to receive the full dividend from the date of allotment, as may be decided by the Board, declared for the financial year in which the allotment of the shares shall become effective.

RESOLVED FURTHER THAT the limit of the reserved shares be increased and/or adjusted in the future in the event of any bonus or rights issues or stock-splits and simultaneously the price of the shares be adjusted proportionately and the entitlements of the option-holders be increased proportionately.

RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board of Directors /Compensation Committee or any Committee of Directors of the Company, be and is hereby authorized inter-alia to do all such acts, deeds, matters and things whatsoever, as it may be in its absolute discretion consider necessary in this regard.”

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“**RESOLVED THAT** in partial modification to the resolution no.14 passed by the Members at the Twenty First Annual General Meetings of the Company held on September 17, 2007 and in accordance with applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof), the provision of clause 6.3 (a) and other applicable provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations / guidelines prescribed by the Securities & Exchange Board of India or any other relevant authority, from time to time to the extent applicable and subject to the conditions and or modifications, permissions or sanctions as may be prescribed or imposed by any body or authority, including the Central Government, Reserve Bank of India, Authorised Dealers, SEBI, Banks or any foreign regulatory bodies, while granting such approvals, permissions or sanctions, the consent of the Members be and is hereby accorded to the Board of Directors of the Company / Remuneration Committee for modification of ‘Employees Stock Options Plan 2000’ of the Company (hereinafter referred to as “ESOP 2000”) by varying the terms, in the interest of the employees, to the extent of extension of the validity of options up to May 6, 2020 for exercise of the 2,40,000 stock options convertible into equivalent number of equity shares of the Company, granted at a price of Rs.10/- each to Mr. Homiyar Panday, President – US Operations and 150,000 granted at a price of Rs.18/- each to Mr. Thomas Gordon, Senior Vice President – US Operations, the employees of the Subsidiary of the Company, in terms of the ESOP 2000 approved by the Members at the Extraordinary General Meeting held on June 20, 2000, as amended from time to time.”

RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board of Directors /Compensation Committee or any Committee of Directors of the Company, be and is hereby authorized inter-alia to do all such acts, deeds, matters and things whatsoever, as it may be in its absolute discretion consider necessary in this regard.”

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

“RESOLVED THAT in partial modification to the resolution no.15 passed by the Members at the Twenty First Annual General Meetings of the Company held on September 17, 2007 and pursuant to the applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof), the provision of clause 6.3 (b) and other applicable provisions of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations / guidelines prescribed by the Securities & Exchange Board of India or any other relevant authority, from time to time to the extent applicable, and subject to such approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of them, while granting such approvals, consent of the Members be and is hereby accorded to the Board of Directors of the Company / Remuneration Committee or any Committee of Directors for modification of ‘Employees Stock Options Plan 2000’ of the Company (hereinafter referred to as “ESOP 2000”) by varying the terms in the interest of the employees to the extent of extension of the validity up to May 6, 2020 in respect of the stock options convertible into equivalent number of equity shares of the Company, granted for the benefit of identified employees, Executive Director (excluding promoters) and Non-Executive Directors of the Company and its subsidiaries, during anyone year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, in terms of the ESOP 2000 approved by the Members at the Extraordinary General Meeting held on June 20, 2000, as amended from time to time.”

RESOLVED FURTHER THAT for the purpose of giving effect to all or any of the foregoing, the Board of Directors/ Compensation Committee or any Committee of Directors of the Company, be and is hereby authorized inter-alia to do all such acts, deeds, matters and things whatsoever, as it may be in its absolute discretion consider necessary in this regard.”

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary and Head - Legal

Regd. Office :

27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 13, 2010

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 in respect of Items nos.6 to 10 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2010 to September 30, 2010 (both days inclusive).
4. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than fortyeight hours before the time fixed for the meeting.
5. Members / Proxies should bring the Attendance Slip duly filled in and hand over the same at the entrance of the place of the meeting.
6. Members desiring any information on the business to be transacted at the meeting are requested to write to the Company at least ten days in advance to enable the Management to keep the information ready at the meeting, to the extent possible.

7. Members are requested to inform any change in their address immediately to the Company's Registrar & Transfer Agents in case physical shareholding or their respective Depository Participants so far as electronic shareholding is concerned.
8. 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.

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary and Head - Legal

Regd. Office :
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 13, 2010

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No.6

Mr. Vivek Khare was appointed as Additional Director on the Board of the Company with effect from October 6, 2009 under Article 131 of the Articles of the Association of the Company and under Section 260 of the Companies Act, 1956.

Mr. Khare holds his office as Additional Directors up to the date of the ensuing Annual General Meeting of the Company.

Notice in writing have been received from a member of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose the aforesaid Director as the candidate to the office of the Director of the Company.

A brief profile of the aforesaid director pursuant to Clause 49 of the Listing Agreement is mentioned in elsewhere in the notice convening the meeting.

It would be in the interest of the Company to avail of the valuable experience and guidance of Mr. Khare.

The Board recommends the appointment of Mr. Vivek Khare as Director of the Company.

Mr. Vivek Khare, is concerned or interested in resolution in respect of his own appointment. Save as aforesaid, none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

Item No.7,8,9 &10

The shareholders of the Company approved the stock option scheme viz. ESOP 2000 vide special resolution passed at the Extra-ordinary General Meeting held on June 20, 2000 which was further modified by the shareholders vide special resolution passed at the Annual General Meeting held on December 30, 2003 by removing the limit of 5% of the issued and subscribed equity share capital fixed under the said plan consequent to amendment of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and which was further modified by the shareholders vide special resolutions passed at the Annual General Meeting held on September 17, 2007 authorising the Board of Directors to grant additional 10,00,000 stock options to permanent employees, non-executive directors etc.

Under ESOP 2000 which had a tenure of 10 years, your Company has granted 9,78,000 stock options, from time to time, with an object to motivate, reward and retain the employees including those of its subsidiary, out of which 4,72,000 options are eligible for exercise. In the interest of the option holders and employees, the Board of Directors of the Company at its meeting held on May 7, 2010 decided to extend the validity of ESOP 2000 up to May 6, 2020 subject to approval of members and such other regulatory approvals as may necessary and modified the scheme suitably so as to enable the Company to grant further stock options and also enable the existing employees to exercise their options.

TRIGYN TECHNOLOGIES LIMITED

In terms of clause 7 of the aforesaid SEBI guidelines, in the interest of the employees, the Company may by special resolution in a general meeting vary the terms of ESOS offered pursuant to an earlier resolution of a general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the option holders.

Section 81 of the Companies Act, 1956, provides inter alia, that whenever it is proposed to increase the subscribed capital of the Company by the allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the section unless the shareholders in General Meeting decide otherwise.

The consent of the shareholders is, therefore sought to authorize the Board of Directors to issue and allot the shares in the manner set out in the resolution under section 81 (1A) of the Companies Act.

In terms of clause 6.2 of the SEBI regulations, the following particulars may be noted:

- (a) The total number of options to be granted: 15,00,000
- (b) Identification of classes of employees entitled to participate in the ESOP:
All grades of employees of the Company and its subsidiaries depending upon their performance and the number of years served in the Company.
- (c) Requirements of vesting and period of vesting :
Minimum one year from the date of grant. To be vested upto 25% of the total options granted over a four years;
- (d) Maximum period within which the option shall be vested: upto date of expiry of plan;
- (e) Exercise price or pricing formula : Prevailing market price as defined by SEBI from to time;
- (f) Exercise period and process of exercise: After one years from the date of grant valid till May 6, 2020. The application has to be made, indicating the option for exercise.
- (g) The appraisal process for determining the eligibility of employees to the ESOP: It is to be determined by the Board or Remuneration / Compensation Committee. Eligibility depends on the number of years worked in the Company or in its subsidiaries, Grade of the employee, performance, etc.
- (h) Maximum number of options to be issued per employee: 2,50,000.
Individual numbers to be decided by the Compensation Committee;
- (i) The Company shall conform to the accounting policies, as applicable.
- (j) The Company calculates the employee compensation cost using the fair market value of the stock options;
- (k) The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if the Company had used the fair market value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

None of the Directors except Mr. R. Ganapathi to the extent of stock options offered under the scheme is concerned or interested in the resolutions.

The Board of Directors recommend passing of these resolutions as Special Resolutions.

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary and Head - Legal

Regd. Office :
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 13, 2010

Information pursuant to clause 49 of the Listing Agreement on the appointment and re-appointment of Directors

Mr. C. V. Rao

Mr. C. V. Rao holds a degree in engineering from Bangalore University and has good technical knowledge of networks and telecom technology from the circuit switched networks to the full IP and the wireless 4G networks. He also completed his training in Japan in the field of CNC Wire Cut and CNC Milling and CAD/CAM etc. Having a rich 25 years experience managing knowledge industries and building companies, currently as a Director of United Telecoms Ltd., he is responsible for revamping the R&D division and started products design and development of numerous products as well as building Broadband networks to roll out state of the art futuristic IPTV services.

Dr. C. Rao Kasarabada

Dr. C. Rao Kasarabada is a Post Graduate in Electrical Engineering with a Doctorate in Electrical Engineering from University of Minnesota, Minneapolis (USA). He has a wide professional and academic experience of more than 25 years in Information Technology and Telecommunications by working on key positions with leading organizations on key positions. He is also member of prestigious associations of Government of India and educational institutions involved in development of Information Technology, Telecommunication etc. He also made is valuable contribution by writing books on Information Technology. He is heading the operations of United Telecoms Limited as a Group Chairman.

Mr. Vivek Kulkarni

Mr. Vivek Kulkarni is a gold medalist in Bachelor of Engineering from Karnataka University and also an MBA in Finance & Information Systems from Wharton School, University of Pennsylvania. He has over 25 years of experience in Business and Government of India service. As an IT & BT Secretary, he was instrumental in building world class IT & Biotech Institutes and events in Karnataka and marketing Bangalore at International levels. He developed the first risk assessment model for Indian mutual funds while working as Head Advisory services in CRISIL. He was also the Finance Secretary (Resources) of Government of Karnataka. He also headed as Division Chief at SEBI. He is also a Director and the Chairman of the Technology Committee on the Board of BSE. He is the Chairman and CEO of Brickwork India, a knowledge process outsourcing company in Bangalore and also CEO of Brickwork Health, a healthcare research oriented company.

Mr. Vivek Khare

Mr. Vivek Khare is a former Professional Manager having worked in India, Europe and North Africa with Mackinnon Mackenzie (then part of P&O), ITC and African Gulf Commercial Corp., S.A., finishing off as Director General (Chief Operating Officer) in 2001. He has a vast background in Shipping, Shipping Services, Tobacco and Agri Produce, Paper, Industrial Projects Implementation, International Trading and Contracting. He has facilitated the entry of a large Engineering Multinational into India and is an International Trade Consultant with vast Overseas Contacts. He has a Masters in History from Delhi University.

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary and Head - Legal

Regd. Office :
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 13, 2010

DIRECTORS' REPORT

Your Directors present the Twenty Fourth Annual Report and audited statement of accounts of Trigyn Technologies Limited for the year ended March 31, 2010.

FINANCIAL RESULTS:

Item	(Rs. In Lakhs)	
	Year ended March 31, 2010	Year ended March 31, 2009
Income from operations	2528.13	2105.32
Other Income	177.89	354.41
Depreciation	79.86	55.17
Other Expenditure including Personnel costs	1946.61	1395.07
Profit before Tax	679.55	980.52
Fringe benefit tax	0.80	8.32
Profit after tax	678.75	971.94
Add : Exceptional Items	409.65	60.92
Net Profit	1088.40	1032.85
Add: Balance Brought Forward	(61025.91)	(62058.77)
Balance To Be Carried Forward	(59937.52)	(61025.91)

OPERATIONS :

During the year under review, the Company achieved a net turnover of Rs.2528.13 lakhs as against Rs.2105.32 lakhs in the previous year. Deducting there from the expenditure incurred and Rs.79.86 lakhs for Depreciation, the operations of your Company resulted in to a profit of Rs.678.75 lakhs. Adding thereto Rs.409.65 lakhs towards exceptional items, your company has earned net profit of Rs.1088.40 lakhs.

In terms of the SEBI (ICDR) Regulations, your Company issued and allotted 41,40,000 warrants to United Telecoms Limited (UTL), the Promoters, on preferential basis, eligible for conversion within 18 months from the date of allotment i.e. December 4, 2009, in to equal number of equity shares of Rs.10/- each at a premium of Rs.8.81 per share.

The first tranche of warrants was exercised by UTL by conversion of 13,15,000 warrants on March 31, 2010. The amount mobilized by preferential issue of shares was utilized for meeting working capital needs.

Your Directors are confident that in view of the aforesaid financial commitment by the Promoters, your Company will continue to be a **debt free** Company with an improved performance in the current fiscal and foresee a better future outlook.

CHANGES IN SHARE CAPITAL:

The Company has issued and allotted 2,03,250 equity shares to the employees under ESOP 2000 and 13,15,000 equity shares to UTL on conversion of warrants. Consequent to allotment of the equity shares, as stated above, the paid up share capital of your Company has increased to Rs.26,52,37,360/-.

DIVIDEND:

In view of carried forward losses, your Board of Directors do not recommend any dividend.

SUBSIDIARIES:

As required under section 212 of the Companies Act, 1956, the financial statements of the subsidiaries, other than the one having implications of liquidation, are enclosed alongwith the Annual Report. The appropriate provision for losses of these subsidiaries has been made by the Company, wherever required.

As a part of ongoing restructuring of Trigyn Group by closing the dormant subsidiaries, Applisoft Inc., USA and eCapiital Solutions (Mauritius) Ltd. were voluntary wound up as per the certificate issued by the respective regulatory authorities.

Particulars of loans /advances and investment in its own shares by listed companies, their subsidiaries, associates etc. required to be disclosed in the annual report of the Company pursuant to clause 32 of the Listing Agreement and loans and advances in the nature of loans to subsidiaries are given in the statement of accounts forming part of the Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion & Analysis Report as annexed hereto and forms an integral part of this report.

FIXED DEPOSITS:

The Company has not accepted any fixed deposits and as such, no principal or interest amount is outstanding as on the Balance Sheet date.

CERTIFICATIONS

Your Company has been accredited with CMMI VER 1.2 Level 3 certification, implying strong management practices and processes in place aiding in planning and execution of projects.

Your Company also has an accreditation from Microsoft Corporation as the "Microsoft Gold Certified Partner" in the area of Custom Development Solution and Data Management Solution, recognizing the highest level of technological excellence, market place impact and satisfaction of customers through Microsoft products and services".

Your Company has also entered into a Channel Partner Agreement with EMC Corporation, USA to provide services related to Content Management EMC Software. This Partnership will enable your Company to provide product implementation, customization, transition and building solution around the products for various verticals.

During the year your Company has successfully renewed and certified with ISO 9001:2008.

DIRECTORS:

Mr. Vivek Khare was appointed as Additional Director of the Company w.e.f. October 6, 2009 subject to the approval of the members at the ensuing Annual General meeting.

Mr. Richard Raja resigned from the Directorship of the Company w.e.f. October 6, 2009 and the Board places on record it's appreciation for the contribution made by him during his tenure.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. C. V. Rao, Dr. C. Rao Kasarabada and Mr. Vivek Kulkarni retires by rotation and being eligible offers themselves for the re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 217(2AA) of the Companies Act 1956, the Directors confirm that :

- i) The annual accounts have been prepared as per the applicable accounting standards, along with proper explanations relating to material departures.
- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2010 and of the profit & loss account for the year ended March 31, 2009.
- iii) Proper and sufficient care has been taken 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 detecting fraud and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

EMPLOYEE STOCK OPTION PLAN (ESOP):

Details required to be provided under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in Annexure I to this Report. In the interest of the employees the ESOP 2000, has been extended up to May 6, 2020.

CORPORATE GOVERNANCE:

A Report on Corporate Governance for the year 2009-10 is given separately in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY

With a noble cause to help the deserving people in the society, your Company has donated Rs.50,000/- to Dwarkamai Charitable Trust, Shirdi engaged in the activity of upliftment of the down trodden and assisting the old age people. The donation amount , is within the limits prescribed under Section 293(1)(e) of the Companies Act, 1956.

AUDITORS QUALIFICATIONS :

The Auditor's remarks in the Auditor's Report are self explanatory. The management is taking appropriate measures to rectify the same.

EXCEPTIONAL ITEMS

In consultation with the Auditors, provisions for doubtful debt no longer required of Rs. 5.32 crores and Rs. 1.23 crores towards provisions for doubtful loans was written back netting off to Rs. 4.09 crores for the year ended March 31, 2010.

AUDITORS:

M/s Price Waterhouse, Chartered Accountants, have confirmed their willingness and eligibility for their re-appointment as Statutory Auditors for the financial year 2010-11 subject to approval of members at the ensuing Annual General Meeting.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

In view of the nature of activities that are being carried on by your Company, rule 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption, respectively, are not applicable to your company. Your company is, however, making all efforts for reducing energy consumption at office facilities by installing computer systems designed for low power consumption.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earnings of your Company during the year were Rs.25,28,12,830/- (Previous year Rs. 21,05,31,511/-) while the outgoings were Rs.90,97,109/- (Previous year Rs.93,11,510/-).

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956:

Information to be provided under section 217(2A) of the Companies Act, read with the Companies (Particulars of Employees) Rules 1975 as amended from time to time forms a part of this report. However as per the provisions of section 219 (1)(b)(iv) of the Act, the report and accounts are being sent to all the members excluding the statement containing the particulars of employees to be provided under section 217(2A) of the Act. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company for a copy.

ACKNOWLEDGEMENTS:

Your Directors gratefully acknowledge the contributions made by the employees towards the success of your Company. Your Directors are also thankful for the co-operation and assistance received from its shareholders, customers, vendors, bankers, SEEPZ, regulatory and Government authorities in India and abroad.

**On behalf of the Board of Directors
R. Ganapathi
Chairman and Executive Director**

Mumbai,
Date: August 13, 2010

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Directors including Executive Directors, Non-Executive Directors and Senior Management Officials, which is available on the Company's web site.

I confirm that the Company has in respect of the financial year ended March 31, 2010, received from the Senior Management Officials of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Officials means personnel on the key management positions in the Company as on March 31, 2010.

For Trigyn Technologies Limited

Mumbai
August 13, 2010

R. Ganapathi
Chairman and Executive Director

Annexure I

INFORMATION REGARDING EMPLOYEE STOCK OPTION PLAN

(As on March 31, 2010)

Sr.	Particulars	ESOP – 2000	ESOP – 1998
1	Number of stock options granted	9,78,000	31,000
2	Pricing Formula	Market Price	Rs.265 per option or prevailing market price whichever is higher
3	Number of options vested	7,01,150	4,000
4	Number of options exercised	1,82,500	1,875
5	Total number of shares arising as a result of exercise of option	1,82,500	1,875
6	Number of options cancelled / lapsed	150	25,125
7	Variation of terms of options	Nil	Nil
8	Money realized by exercise of options	Nil	Nil
9	Total number of options in force	4,92,750	4,000
10	employee wise details of options granted to:		
	(i) senior managerial personnel	Mr. Homi Panday – 240000 Mr. Thomas Gordon – 150000	Nil
	(ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	Nil
	(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Same as (i) above	Nil
11	diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share	3.88	3.88
12	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Nil	Nil
13	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	No options were granted during the year	No options were granted during the year
14	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	Nil	Nil
	(i) risk-free interest rate,	Nil	Nil
	(ii) expected life,	Nil	Nil
	(iii) expected volatility,	Nil	Nil
	(iv) expected dividends,	Nil	Nil
	(v) the price of the underlying share in market at the time of option grant.(in Rs.)	Nil	Nil

MANAGEMENT DISCUSSION & ANALYSIS

Overview

Trigyn Technologies Ltd., earlier known as Leading Edge Systems Ltd., (“Trigyn” or the “Company”) is a leading IT solutions and services Company with global operations, delivering cost effective and quality end to end solutions and services. Trigyn’s services help its customers to integrate business processes with technology and to operate in a marketplace that is no longer constrained by time and distance, thus providing a sustainable competitive advantage to its customers. The Company has a presence in the domains of International Organizations, Non-Governmental Organizations, State and Local Governments, and the Commercial sector including Financial Services, Pharmaceutical, Manufacturing and Distribution. The Company offers a comprehensive range of service offerings including Offshore Development and Maintenance Solutions and Services, Staff Augmentation, Managed Services, and Business Process Outsourcing. These services include Application Development and Maintenance, Reengineering, 24X7 Support Services, and more. The Company maintains Centers of Excellence in its Offshore Development Center focused on technologies which include Microsoft SharePoint (MOSS), Microsoft .Net, J2EE, Open Source, EMC’s Documentum, Helpdesk Services, Financial Products support for the Asia marketplace and others.

Quality

Trigyn maintains the prestigious CMMI for Development certification which it acquired during fiscal year 07-08 (CMMI Version 1.2 Level 3), which implies that strong management practices and processes are in place, and which aids in the planning and execution of projects. There is also a continuous effort to improve the quality management process which is evidenced by the Company’s ISO 9001:2008 recertification, and a commitment by the Company to achieve even higher levels of quality certifications throughout its operations. The Total Quality Management & Business Excellence culture followed by the Company, seeks to achieve a number of goals including:

- Customer Delight
- Respect for the Individual
- Honesty and Fairness
- Innovate, Achieve, Excel

Corporate Citizenship

Trigyn is committed to understanding and reducing the environmental impact of the Company and its employees in all geographies where we provide services. We are committed to improving the lives of our employees and those in the communities where we operate. Trigyn has engaged in a number of alternative “Green Energy” initiatives with its customers. These include:

- Green IT Operations & Data Centers
- Development of Green Technologies and Alternative Energy training programs
- Producing a Green Alternative Energy Guidelines Booklet

Diversity and Gender Equality

Trigyn is committed to diversity across all of the geographic locations where it provides services and solutions to its customers. To this end, the Company continues to enter into contracts with several US based Minority and Women owned businesses. Outside of the US, the Company has undertaken a number of initiatives aimed at broadening the diversity of its work force, from its operations in India to a number of its work locations around the globe. Trigyn has also taken steps to ensure Gender Equality throughout its operations and has launched specific initiatives to ensure Gender Equality throughout all facets of its operation. Trigyn developed and adopted an Affirmative Action Plan in the US, to ensure operational compliance with its objectives and values.

Solutions & Services

● **Offshore Development Center (ODC) Services**

Trigyn operates a highly effective, efficient and proven Offshore Development Center (ODC) based in Mumbai, India. Trigyn provides a host of services for its customers from its ODC, these include; 24X7 Helpdesk and Support Services, Application Development and Maintenance Services, Reengineering Services, Content Management Services, Web Application and Support Services, and Business Process Outsourcing Services. There is an ongoing endeavor to leverage the Company's quality achievements which include CMMI Version 1.2 Level 3 process maturity, as well as its ISO 9001:2008 certification, to add value to its esteemed customer's investments and to manage the delivery and support services provided by the Company. The Company prides itself on having a proven team to oversee the ODC, along with a highly integrated and automated set of tools to track, manage and maximize its human capital resources, control risk and provide transparency in all its operations to ensure its customers remain satisfied and receive value from its services. To ensure that these objectives are achieved, the Company implemented an industry leading tool called Digité, during the fiscal year 07-08, which is used by a number of its multi national competitors.

● **Managed Services**

Trigyn's experience providing large scale Managed Services is extensive. Trigyn has delivered large scale Managed Services engagements globally, across 14 countries and has established infrastructure, management resources, and methodologies that ensure success. Trigyn has the experience to meet and exceed the most demanding Service Level Agreements (SLAs) in very challenging environments. Trigyn is able to mobilize and deploy IT and other logistical services resources to some of the most remote locations on earth. Today, Trigyn has over 400 highly skilled resources working in its Managed Services operation, providing services in more than 14 different countries. The services provided are as diverse as the resources deployed and include the following:

- Communications Infrastructure
- Information Technology
- Applications and Network Development & Support
- Website and Portal Development & Support
- Satellite / Radio / Broadcasting
- Radio / Broadcasting
- Video Conferencing
- VHF / UHF / HF
- Digital Trunking / Digital Microwave
- Trigyn's Managed Services offerings provide a host of benefits to our clients, including:
 - Improved service levels, security and availability
 - Extended capabilities without the need to add staff
 - Ability to manage change with agility & excellence
 - Ability to align IT with business strategy

● **Staff Augmentation Services**

Trigyn operates a highly refined, mature and integrated Staff Augmentation business which provides qualified and reliable resources to its customer over a broad range of technologies and in diverse geographic locations. This operation is headed by a team of industry veterans with extensive industry knowledge and staffed by seasoned

resource specialists both in the US and in our ODC facility in Mumbai, India. The Company has invested in human capital and tools to ensure that this sector of its business can respond to the highly competitive nature of this business and has achieved significant success measured by the growth in its base of esteemed customers. At the core of this offering is a fully integrated Resource Management System (RMS), which allows for the seamless integration of opportunities from around the globe to be sourced by the most cost effective means and managed from multiple locations. The Company continues to enjoy much success from its continued focus on the diversification of its Staff Augmentation business. The Company continues to add to its portfolio of clients in the International Governments, Non-Governmental, State and Local Governments and Commercial sectors. Most of the resources placed fall into the following areas or domains:

- Project Managers & Business Analysts
- Software Architects, Developers, Designers and Testers
- Helpdesk and Network Support Resources
- Network & Infrastructure Engineers
- ERP Technical and Functional Resources (SAP & Oracle)
- Web Architects, Developers, Designers and Usability Specialists

Organizational Strategy

The Management of Trigyn follows the Organizational Strategy and Roadmap put in place during fiscal year 07-08 and continued to implement a series of initiatives to streamline and refocus the Company to achieve certain objectives. A number of these objectives include:

Enhanced integration of the Company's US subsidiary, Trigyn Technologies, Inc, with e-Government, and related initiatives being pursued across other geographies by the Company.

Continued focus on consolidating overhead to least costly geographies, to realize savings and enhance service offerings as a result of further integration, automation, knowledge transfer and training.

Reevaluation of initiatives in geographies where economic conditions are no longer favorable for continued expansion efforts and such geographies can be serviced through partnerships or from other locations. This activity would be carried out subject to obtaining requisite statutory approvals from the concerned authorities.

Focus on the retention and development of existing talent through the offering of incentives such as stock options, optimum compensation structures, training and promotion from within.

Ensure strict compliance of all laws and regulations in all regions where we operate and identify and bring to the fore all issues of non-compliance.

Industry Outlook

Trigyn is well positioned to continue to grow along with the industry. With the continued economic slowdown which has impacted the US and EU markets, the advantages for companies operating in resource rich markets such as India, will continue to prove to be a source of stability and growth.

It has also been widely reported in the past from several multi nationals with multi-country operations as well as syndicated analysts comparing the various sourcing locations that India offers the best "bundle" of benefits being sought by the global sourcing industry.

Opportunities

Trigyn is well positioned to leverage the expanding human capital at its disposal through its unique global footprint anchored by its Offshore Development Center (ODC) in Mumbai, India. Trigyn has made impressive progress over the past few years on a number of fronts to ensure its continued growth. Trigyn has a stable operating management team which averages over 5 years with the Company and 15-20 years of industry experience. It has tenaciously and deliberately moved to ensure that its business is derived from multiple sources including Offshore Development, Managed Services and Staff Augmentation, as well as across diverse geographies such as the US, Europe, Africa and Asia. It has worked hard to ensure that a number of the critical business functions are serviced by resources in its ODC and has integrated the cultures across its operations.

Results of Operations

- Total Income

The total income of Trigyn for the year 2009-10 was Rs.2528.13 lakhs as compared to Rs.2105.32 lakhs during the year 2008-09. The increase in revenue was primarily due to the higher volume of business during the year under review.

- Total Expenditure

The total expenditure including interest and depreciation of Trigyn for the year 2009-10 was Rs. 2026.47 lakhs as compared to Rs.1479.20 lakhs during the previous year. Management has initiated measures to contain direct and indirect costs.

- Gross Profit

The Gross Profit of Trigyn was Rs.679.55 lakhs for the year 2009-10 as compared to Gross Profit of Rs.980.52 lakhs during the previous year. Drop in Gross Profit was due to reduction in the effective revenues and direct costs reducing to a limited extent over last year.

- Net Profit

The Net Profit after considering Exceptional and Extraordinary Items of Trigyn was Rs.1088.40 lakhs for the year 2009-10 as compared to a profit of Rs.1032.85 lakhs during the previous year.

The Company mainly operates in a single segment and therefore segment reporting as required under Accounting Standard -17 is not applicable.

Threats

The business revenues are sourced predominantly from the US market. Given the prolonged economic impact in this market, Trigyn's business could be adversely impacted. This impact could also be felt by the State and Local Governments, as these entities are negatively impacted by a loss of tax revenues and institute budget cuts for resources and postpone or cancel projects. Another area of concern for the Company is the increasing level of competition across the IT services industry. With a shrinking number of client dollars and more competitors chasing these dollars, the threat to revenue and equally as significant, profit margins, become ever more likely.

Risks and Concerns

The revenue growth and profitability of the business of Trigyn is subject to the following:

- Changes in the domestic and international economic and business conditions
- Commoditization of the Offshore Software Services business

- Foreign exchange rate fluctuations
- Length of the sales cycle
- Success in expanding the global operations through direct sales force and indirect distribution
- Economic downturn impacting our customers
- Activities of our competitors
- Allocation and availability of resources

Based on the preceding factors, the Company could experience a shortfall in revenues or earnings or fail to meet the public market expectations, which could materially and adversely affect the business operations, financial condition and market price of the Company's shares on the stock market.

Internal Controls and Adequacy

Trigyn continuously reviews its Internal Control system in order to further strengthen and make it commensurate with the size and nature of the business which currently is well defined and commensurate with the scale of operations of the Company.

Cautionary Statement

Some of the statements made in this section may contain certain 'forward looking statements' within the meaning of securities laws and regulations in force. Facts which are not historical in nature and include but are not limited to Trigyn business, financial condition, business strategy, plans relating to products and services, future prospects or any related assumptions thereto should be deemed to be 'forward looking statements' and should be considered as such. These 'forward looking statements' are inherently subject to risks and uncertainties, beyond the control of Trigyn and accordingly the actual results could differ materially from those indicated by the 'forward looking statements'. Trigyn shall not be liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein nor would be under any obligation to update the 'forward looking statements' to reflect the developments of events or circumstances hereafter.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY:

Trigyn Technologies Limited ("the Company") believes in conducting its affairs in a fair, transparent and professional manner and maintaining the good ethical standards in its dealings with all its constituents.

The Company is committed to follow good Corporate Governance practices, which include having professional Directors on the Board, adopting pragmatic policies and effective systems and procedures and subjecting business processes to audits and checks measuring upto required standards.

The driving force behind the Company's management is "Tomorrow's Progress Today" and backed by "A culture of High - Tech and Quality". The Company quality policy is "To satisfy customer needs and retain leadership by delivering quality services through continuous improvement by motivated employees".

The policies and actions of the Company are in terms of applicable guidelines on Corporate Governance with endeavor to enhance shareholders' value. Pursuant to Clause 49 of the Listing Agreement of Stock Exchanges, the following details are presented:

BOARD OF DIRECTORS

The Board of Directors as on March 31, 2010 comprises of eight Directors, of which four are Independent Directors. The Chairman is an Executive Director.

The Company's Board of Directors met six times during the year 2009-10 and the minimum required information has been placed before the Board. The Board Meetings took place on April 29, 2009, July 30, 2009, September 1, 2009, October 6, 2009, October 27, 2009 and January 25, 2010.

The Composition of the Board, attendance at Board Meetings (BM) held during the financial year under review and the last Annual General Meeting (AGM), number of Directorships, Memberships/Chairmanships in Public Companies and their shareholding in the Company are as follows:

Name	Category	FY 2009-10 Attendance at		No. of Directorships in other public companies@		Outside Committee positions held ***	
		BM	Last AGM	Chairman	Member	Chairman	Member
Mr. R. Ganapathi	Chairman and Executive Director	6	Yes	-	5	-	-
Dr. P. Raja Mohan Rao	Non-executive Director	3	No	-	1	-	-
Mr. C.V. Rao	Non-executive Director	2	No	-	11	-	-
Dr. C. Rao Kasarabada	Non-executive director	1	No	-	6	-	-
Mr. Richard Raja**	Independent Director / Non Executive Director	1	Yes	-	2	-	-
Mr. Ch. V.V. Prasad	Independent Director / Non Executive Director	4	No	-	8	-	-
Mr. Vivek Kulkarni	Independent Director / Non Executive Director	1	No	-	2	-	-
Mr. Maulik Shah *	Independent Director / Non Executive Director	3	No	-	-	-	-
Mr. Vivek Khare*	Independent Director / Non Executive Director	3	No	-	-	-	-

* Mr. Maulik Shah and Mr. Vivek Khare were appointed as an Additional Director w.e.f. July 30, 2009 and October 6, 2009, respectively.

** Mr. Richard Raja ceased to be Director of the Company w.e.f. October 6, 2009.

*** only two committees i.e. the Audit Committee and Share Transfer/Investor Grievance Committee are considered.

@ excluding Directorship in Private and Foreign Companies

TRIGYN TECHNOLOGIES LIMITED

As on March 31, 2010, none of the Directors hold any share in the Company.

None of the Directors on the Board hold the office of Directors in more than 15 companies or memberships of committees in more than 10 committees or Chairmanship of more than 5 committees across all companies.

The information as required under clause 49 (IV) (G) of the Listing Agreement is annexed to the Notice of the Annual General Meeting.

AUDIT COMMITTEE

The Company has constituted an Audit Committee of Directors in accordance with the requirements of Section 292A of the Companies Act 1956 read with Clause 49 of the Listing Agreement. No personnel have been denied access to the audit committee.

The Committee elects the Chairman of the meeting from the Independent Directors present at the meeting in the absence of Mr. Vivek Khare.

Amongst other things, the Audit Committee oversees the Company's financial reporting process and disclosures of its financial information to ensure that the financial statements are correct, sufficient, factual and credible. This Committee also periodically reviews the compliance requirements and various internal processes and systems, internal and statutory audit processes and reports. During the year 2009-10, the Committee met five times, on April 29, 2009, July 30, 2009, September 1, 2009, October 27, 2009 and January 25, 2010.

The composition of the Committee and attendance at its meeting is as under:

Name of the Director	Attendance at the Audit Committee Meetings
Mr. R. Ganapathi	5
Mr. Richard Raja*	2
Mr. Ch. V.V. Prasad	4
Mr. Vivek Kulkarni	1
Mr. Vivek Khare	2
Mr. Maulik Shah	2

* Mr. Richard Raja and Mr. Vivek Kulkarni ceased to be the member of the Audit Committee w.e.f. October 6, 2009.

The Audit Committee has the following powers:

- i. to investigate any activity within its terms of reference
- ii. to seek any information from any employee
- iii. to obtain outside legal and professional advice
- iv. to secure attendance of outsiders with relevant expertise, if it considers necessary

REMUNERATION COMMITTEE

The Company is not paying remuneration to any of the Non Executive Directors other than sitting fees.

The Remuneration Committee of the Company consists of the following Directors:

Mr. Ch. V.V. Prasad – Independent Director (Chairman)

Mr. Vivek Khare - Independent Director

Mr. Maulik Shah – Independent Director

Mr. R. Ganapathi – Executive Director

Remuneration paid to Directors during 2009 – 2010 is as given below:

Names	Sitting fees (Rs.)	Remuneration including Salary & Perquisites (Rs.)	Contribution to PF	Service Contracts	Notice Period
Mr. R Ganapathi	-	30,00,000/-	3,60,000/-	01-04-2009 to 31-03-2012	1 month
Mr. Richard Raja	30,000	-	-	-	
Mr. Ch. V.V. Prasad	85,000	-	-	-	
Mr. Vivek Kulkarni	25,000	-	-	-	
Mr. Vivek Khare	50,000	-	-	-	
Mr. Maulik Shah	50,000	-	-	-	

During the year 100,000 stock options were granted to Mr. R. Ganapathi at a price of Rs.22.40 each exercisable into equal number of equity shares as per the ESOP 2000.

Amongst other things, the issues under the purview of this Committee are the administration of employee stock options, the compensation policy for key personnel, etc. The Remuneration Committee also functions as the Compensation Committee as per SEBI guidelines on the Employee Stock Option Scheme. During the year 2009-10, the Committee met on April 29, 2009. Mr. V.V. Prasad and Mr. Vivek Kulkarni have attended the said meeting.

SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE

The shares of the Company are listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.. The trading thereof is done in demat mode. The Share Transfer / Investor Grievance Committee of the Company as of March 31, 2010 consists of the following Directors :

Mr. Ch. V.V. Prasad – Independent Director and Chairman

Mr. Vivek Khare – Independent Director

Mr. Maulik Shah – Independent Director

Mr. R. Ganapathi – Executive Director

Amongst other things, this Committee reviews critical Investor Grievances and ensures the issues of Investors, both large and small are addressed timely which are referred to by the Company Secretary or by the Company's Registrar & Transfer Agents ('RTA'). The Committee met twice during the year, on April 29, 2009 and September 15, 2009. Mr. V.V. Prasad and Mr. R. Ganapathi have attended the said meetings.

During the year, the Company received one complaint from Investor, which has been resolved as on date. No complaint received from any of the Stock Exchanges or SEBI. No share transfers were pending as on March 31, 2010.

The Company Secretary acts as a Secretary to all the aforesaid three Committees of the Board and also acts as a Compliance Officer.

GENERAL BODY MEETINGS

Details of the location of the Annual General Meetings held during the last three years:

Financial Year	Date	Time
2006 – 2007	September 17, 2007	3.30 p.m.
2007 – 2008	December 23, 2008	3.30 p.m.
2008 – 2009	September 30, 2009	3.00 p.m.

TRIGYN TECHNOLOGIES LIMITED

The following special resolutions were passed during the last three Annual General Meetings (AGM):

1. At the 21st AGM held on September 17, 2007 for alteration of Article 8 of the Articles of Association by reclassification of the authorized share capital, approval for appointment and payment of remuneration to Mr. Ramkrishna Bhagwat, approval for appointment and payment of remuneration to Mr. R. Ganapathi, approval and ratification of ESOPs to employees and non-executive director, approval and ratification of ESOPs granted to employees of subsidiary company, approval and ratification of ESOPs granted exceeding 1% of the issued share capital, authority to Board of Directors for collection of FBT on ESOPs, approval for remuneration payable to non-executive Director and approval for investment up to Rs.25 crores.
2. At the 22nd AGM held on December 23, 2008 towards approval for appointment and payment of remuneration to Mr. R. Ganapathi, approval for appointment and payment of remuneration to Mr. S. Mukundan.
3. At the 23rd AGM held on September 30, 2009 towards approval for appointment and payment of remuneration to Mr. R. Ganapathi and consent under Section 163 of the Companies Act, 1956 for change in office place of M/s Sharepro Services (India) Pvt. Ltd., the Registrar and Transfer Agents for keeping the Register and Index of members, returns and documents of the Company.

21st and 22nd AGMs for the financial year 2006-07 and 2007-08 were held at All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093. 23rd AGM for the financial year 2008-09 was held at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (E), Mumbai – 400093.

Postal Ballot

Pursuant to Section 192A of the Companies Act, 1956 a special resolution under section 81(1A) of the Companies Act, 1956 in terms of SEBI (ICDR) authorizing Board to issue and allot 4,140,000 warrants to United Telecoms Ltd., the Promoters, eligible for conversion in to equal number of equity shares as per notice of postal ballot dated October 6, 2009 was passed by the members by postal ballot on November 20, 2009 by overwhelming majority of 99.88% votes cast in favour. details of the Postal Ballot report is available on company website.

Mr. S. N. Ananthasubramanian, Partner, M/s S.N. Ananthasubramanian & Co., Company Secretaries, as the scrutinizer conducted the Postal Ballot exercise.

The details of voting pattern are:

Number of Postal Ballot Forms			
1	Received	393	
2	Invalid	17	
3	Valid	376	
	No. of Ballot Papers	No. of votes	Percentage
Votes cast in favour	351	1,10,11,825	99.88
Votes cast Against	25	13,049	0.12
Total Votes	376	1,10,24,874	100.00

The Company has no immediate proposal to pass any special resolution by Postal Ballot.

DISCLOSURES

- a) The relevant details of all transactions with related parties given in Note No. 12 of Schedule No.16 of the audited Accounts for the financial year 2009-2010, forms part of this report also. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
- b) No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to the capital markets, during the last 3 years.

COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS**i) Management Discussion and Analysis**

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under clause 49 (IV) (F) of the Listing Agreement

ii) Subsidiary Companies

The Company did not have a material non-listed Indian Subsidiary during the financial year 2009-10.

iii) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, except for non-compliance with the provisions of Accounting Standard 17 – Segment Reporting and Accounting Standard 21 – Consolidated Financial Statements in preparation and presentation of consolidated financial statements, which is a subject matter of qualification in the statutory auditors report on the consolidated financial statements.

iv) Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures which is periodically reviewed by the Board.

v) Proceeds from the Preferential Issue of equity shares

During the year, the Company allotted 41,40,000 warrants to United Telecoms Ltd., the Promoters of the Company at Rs.18.81 per share (including a premium of Rs.8.81) on preferential basis. The details of utilization of such proceeds are disclosed to the Audit Committee.

The Company has not utilized these funds for purposes other than those stated in the notice of the postal ballot held on November 20, 2009.

vi) Code of Conduct

The Company has adopted the code of conduct and ethics for Directors and senior management which is displayed on Company's website www.trigyn.com. In compliance thereof, a declaration by the Executive Director of the Company forms part of the Director's Report.

vii) CEO/CFO Certification

A certificate from the Executive Director and Chief Financial Officer on the financial statements of the Company was placed before the Board.

viii) Review of Director's Responsibility Statement

The Board in its report have confirmed that the annual accounts for the period ended March 31, 2010 have been prepared as per applicable accounting standards and policies and sufficient care has been taken for maintaining adequate accounting records.

The Company has adopted the mandatory requirements and is considering to follow the non-mandatory requirements as per the listing agreement for Corporate Governance.

MEANS OF COMMUNICATION

The financial results are currently being published in the leading Newspapers like Business Standard (English) and Mumbai Lakshadeep (Marathi). These results are also made available on the Company's website www.trigyn.com after the respective Stock Exchanges are intimated. Official news releases, details of presentations or analyst meets, if any, and material press coverage received by the Company is also uploaded on the said website for the information of the shareholders.

GENERAL SHAREHOLDERS' INFORMATION

- **Date, time and venue of the Annual General Meeting**

September 30, 2010 at 3.30 p.m. at All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093.

- **Financial Calendar (tentative and subject to change)**

April 1, 2010 to March 31, 2011

Financial reporting for the Quarter ended June 30, 2010	Board Meeting was held on August 13, 2010.
Financial reporting for the Quarter / Half Year ended September 30, 2010	On or before November 15, 2010
Financial reporting for the Quarter ended December 31, 2010	On or before February 15, 2011
Financial reporting for the Quarter ended March 31, 2011	On or before May 15, 2011
Annual General Meeting for the year ended March 31, 2011	On or before September 30, 2011

- **Date of Book Closure**

September 20, 2010 to September 30, 2010 (both days inclusive)

- **Dividend Payment Date**

No dividend has been declared by the Company during the year 2009-10

- **Listing on Stock Exchanges**

The Company is listed on :

Bombay Stock Exchange Ltd. (BSE) under Scrip Code 517562

National Stock Exchange of India Ltd. (NSE) under Scrip Code TRIGYN

The Annual Listing Fees in respect of the equity shares of the Company has been paid for the year 2010-11.

- **Stock Market Price Data**

During the year, the monthly High and Low prices of the Company's script were as under:

Month / Year	Bombay Stock Exchange		National Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2009	11.80	7.54	11.50	8.05
May, 2009	19.20	10.40	19.00	10.40
June, 2009	20.00	13.70	20.00	13.70
July, 2009	17.53	12.62	17.70	12.95
August, 2009	19.00	14.40	18.95	14.00
September, 2009	20.70	17.25	20.90	17.40
October, 2009	22.30	17.80	22.45	18.00
November, 2009	22.10	17.20	22.10	17.10
December, 2009	21.55	18.00	21.40	17.95
January, 2010	29.45	20.85	29.55	21.00
February, 2010	23.90	20.20	24.00	19.75
March, 2010	24.75	19.80	24.80	19.80

- **Performance of the Company's share prices vis-à-vis the BSE SENSEX & NSE NIFTY**

Month / Year	BSE closing price	SENSEX closing	NSE closing price	NIFTY closing
April, 2009	10.07	11403.25	10.00	3473.95
May, 2009	18.24	14625.25	18.20	4448.95
June, 2009	13.90	14493.84	14.05	4291.10
July, 2009	15.40	15670.31	15.80	4636.45
August, 2009	17.40	15666.64	17.55	4662.10
September, 2009	19.50	17126.84	19.75	5083.95
October, 2009	21.75	15896.28	21.70	4711.70
November, 2009	18.20	16926.22	18.15	5032.70
December, 2009	21.15	17464.81	21.10	5201.05
January, 2010	21.85	16357.96	22.00	4882.05
February, 2010	21.25	16429.55	21.35	4922.30
March, 2010	20.55	17527.77	20.30	5249.10

- **Registrar and Transfer Agents**

M/s. Sharepro Services (India) Pvt. Ltd.

Unit: Trigyn Technologies Ltd.
 Samhita Warehousing Complex,
 13 AB, Gala No. 52, 2nd Floor,
 Nr. Sakinaka Telephone Exchange,
 Off. Kurla Andheri Road,
 Sakinaka, Mumbai 400072.
 Tel. : 022 - 67720300 / 67720309
 Fax : 022 – 28591568
 E-mail : praving@shareproservices.com
sharepro@vsnl.com

- **Share Transfer System**

The Company processes share transfers and such related issues twice in a month. Transfer or transmission documents which are complete in all respects are returned to the respective Shareholders / Lodgers within 30 days of lodgment. Since the Company's shares are currently being traded in dematerialised form, the shareholders are requested to send the shares if held in physical form, directly to their Depository Participant (DP), which would, then by sent to the Registrar and Transfer Agents for dematerialisation.

Based on the information given by our Registrars and Transfer Agents, no shareholder complaints were pending as on March 31, 2010. The complaint is related to non receipt of dividend warrants.

- **Distribution of Shareholding as on 31st March, 2010**

Shareholding in No. of shares	Shareholders		Shares	
	Nos.	% to Total	Nos.	% to Total
Less than 500	11427	76.98	2238140	8.44
501 – 1000	1712	11.54	1485881	5.60
1001 – 2000	798	5.38	1260056	4.75
2001 – 3000	291	1.97	750603	2.83
3001 – 4000	140	0.94	501287	1.89
4001 – 5000	148	0.99	707378	2.67
5001 – 10000	179	1.21	1330510	5.02
10001 and above	148	0.99	18229131	68.78
Total	14843	100.00	26502986	100.00

• **Shareholding Pattern as on 31st March, 2010**

Category	No of shares held	Percentage of shareholding
Promoter's Holding		
Promoters		
- Indian Promoters	1,13,34,020	42.76
- Foreign Promoters	-	-
Persons Acting in Concert	-	-
Sub-Total	1,13,34,020	42.76
Non- Promoters Holding		
Institutional Investors	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies, (Central/ State Govt.Institutions/Non-Government Institutions)	-	-
FII's	3,400	0.01
Sub-Total	3,400	0.01
Others		
Bodies Corporate	19,67,294	7.43
Indian Public	1,25,78,367	47.46
NRIs	4,69,905	1.77
Foreign National	1,50,000	0.57
Sub-Total	1,51,65,566	57.23
Grand Total	2,65,02,986	100.00

• **Dematerialisation of Shares**

The shares of the Company are traded in a compulsory demat mode under ISIN : INE948A01012.

As on March 31, 2010, 94% shares of the Company have been dematerialised.

• **Outstanding Warrants, conversion date and likely impact on equity**

The Company has issued and allotted 41,40,000 warrants to United Telecoms Ltd., the Promoters. Out of which, 13,80,000 warrants are eligible for conversion on or before March 31, 2011 and 14,45,000 warrants are eligible for conversion on or before June 3, 2011 in to equal number of equity shares. The conversion of said warrants shall result in increase in the paid up equity share capital of the Company.

• **Locations of Offices and Development Centre**

Registered / Corporate Office

Unit 27, SDF-I,
SEEPZ, Andheri (East),
Mumbai 400096

US Office
100, Metroplex Drive,
Edison, NJ 08817,
USA

- **Address for Shareholder Correspondence**

The Company has already displayed on its website a designated email ID viz.ro@trigyn.com, of the grievance redressal division for the purpose of registering complaints / correspondence by investors in terms of clause 47 (f) of the listing agreement.

All Shareholders / Investors should address their correspondence to:

Mr. Pravin Golatkar

Senior Manager
Sharepro Services (India) Pvt. Ltd.
Unit : Trigyn Technologies Limited
Samhita Warehousing Complex,
13 AB, Gala No. 52, 2nd Floor,
Nr. Sakinaka Telephone Exchange,
Off. Kurla Andheri Road,
Sakinaka, Mumbai 400072.
Tel. : 022 - 67720300 / 67720309
Fax : 022 – 28591568

E-mail : praving@shareproservices.com

Mr. Rajesh Shirambekar

Company Secretary & Head - Legal
Trigyn Technologies Limited
Unit 27, SDF-I,
SEEPZ, Andheri (East),
Mumbai 400096
Tel. : 022 - 61400909
Fax : 022 – 28291418

E-mail : ro@trigyn.com

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the members of **Trigyn Technologies Limited**

We have examined the compliance of conditions of Corporate Governance by **Trigyn Technologies Limited** for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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 **Price Waterhouse**
Chartered Accountants
Firm Registration No: 012754N

Vilas Y. Rane
Partner
Membership No: F - 33220

Mumbai
August 13, 2010

PERFORMANCE AT A GLANCE

 (Rs. In Millions)
 for the year ending March 31,

	2010	2009	2008	2007	2006
Total income	270.60	245.97	158.48	96.07	43.37
Operating expenses	191.36	139.51	112.51	72.79	43.43
Operating profit	79.24	106.47	45.97	23.28	-0.05
Interest and finance charges	3.30	2.90	1.85	1.29	66.13
Depreciation	7.99	5.52	3.25	1.12	2.65
Profit before taxes	67.95	98.05	40.87	20.87	-68.83
Taxation	0.08	0.86	0.67	0.34	0.05
Net profit / (loss)	67.87	97.19	40.20	20.54	-68.88
Equity	265.03	250.05	249.90	249.61	148.50
Preference	-	-	-	-	50.00
Reserves & Surplus	602.37	481.95	378.74	330.44	-71.60
Net worth	867.40	732.01	628.64	580.05	-123.10
Net Assets	880.69	732.40	629.04	588.54	343.35
<u>Performance Indicators</u>					
as a % of total income					
Operating Margin	29.28	43.28	29.01	24.23	-0.13
Net Margin	25.08	39.51	25.37	21.38	-158.81
Taxation	0.03	0.35	0.42	0.35	0.11
Taxation / Net profit / (loss)	0.12	0.88	1.63	1.61	-0.07
Current Ratio	4.46	2.31	2.24	2.04	0.30
total income/net working capital(times)	0.67	0.96	1.17	1.01	-0.31
Fixed assets turnover (times)	1.50	1.41	0.98	0.62	0.29
Receivable (in days)	170.95	159.26	145.07	167.09	192.72
<u>Investment Indicators</u>					
Book value per share	32.73	29.27	25.16	23.24	-8.29
Earnings per share	2.71	3.89	1.61	0.82	-4.64
Return on capital employed %	7.71	13.27	6.39	3.49	-
Share price as on March 31, (BSE) Rs.	20.10	8.00	17.60	25.60	9.57
Market capitalisation (in millions)	532.71	200.04	439.83	639.00	142.11

AUDITORS' REPORT

TO THE MEMBERS OF TRIGYN TECHNOLOGIES LIMITED

1. We have audited the attached Balance Sheet of Trigyn Technologies Limited (the "Company") as at March 31, 2010, 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order") 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 Order
4. *As stated in note 3 to Schedule 16, Investment in one of the subsidiary is being carried at its carrying value of Rs. 4,568 lakhs and no further provision for diminution in value of investment is considered necessary by the management. In our opinion, the extent of the erosion in the networth of subsidiary is significant. However, we are unable to comment on the amount of shortfall in the provision, for further diminution in the value of the aforesaid investment.*
5. 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, 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) *subject to what is stated in paragraph 4 above the effect of which could not be determined*, 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner

Membership Number F-33220

Mumbai
Date: August 13, 2010

Annexure to Auditors' Report

Referred to in Paragraph 3 of the Auditors' Report of even date to the members of Trigyn Technologies Limited on the financial statements for the year ended March 31, 2010.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. The Company is in the business of providing software support services, hence provisions of paragraph 4 (ii) (a), (b) and (c) of the said Order are not applicable..
3. (a) The Company in earlier years has granted interest free unsecured loans, to subsidiary companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregates to Rs. 222,564,093 and Rs. 222,457,813 respectively. These loans have been already provided as doubtful of recovery to the extent of Rs 219,557,813.
(b) The terms of repayment of the said loan are not stipulated. Hence, we have no comment on regularity of repayment of principal amounts.
(c) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of paragraph 4(iii)(f) and 4(iii)(g) of the Order, 2004 are not applicable.
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. 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. (a) In our opinion and according to the information and explanations given to us, 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) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year, which have been made at prices which are not reasonable having regard to the prevailing market prices at the relevant time.
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. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, cess and other material statutory dues as applicable with the appropriate authorities. .

- (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, excise duty and cess which have not been deposited on account of any dispute.
10. In our opinion and according to the information and explanations given to us, the Company's accumulated losses exceed 50% of its net worth at the end of the financial year under reporting. The Company has neither incurred cash losses in the financial year under report nor in the immediately preceding financial year.
 11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to 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. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
 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 any 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 have been used for long-term investment.
 18. The Company has made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year. In our opinion and according to the information and explanations given to us, the price at which such shares have been issued is not prejudicial to the interest of the Company.
 19. The Company did not have any outstanding debentures during the year. Accordingly, paragraph 4 (xix) of the Order is not applicable.
 20. The Company has not raised any money by public issues during the year.
 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 Price Waterhouse
Chartered Accountants
FRN - 012754N

Mumbai
Date: August 13, 2010

Vilas Y. Rane
Partner
Membership Number F-33220

TRIGYN TECHNOLOGIES LIMITED

BALANCE SHEET AS AT MARCH 31, 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	265,029,860	250,054,860
Share application money	2	-	397,500
Equity share warrants (Refer note 14 schedule 16)		13,284,563	-
Reserves and surplus	3	6,596,123,910	6,584,543,765
		<u>6,874,438,333</u>	<u>6,834,996,125</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block	4	180,794,734	173,838,923
Less: Accumulated depreciation		162,168,511	154,182,561
Net block		<u>18,626,223</u>	<u>19,656,362</u>
Investments	5	456,803,600	456,803,600
Current assets, loans and advances			
Unbilled debtors	6	-	-
Sundry debtors	7	118,405,220	91,861,078
Cash and bank balances	8	130,873,189	167,719,818
Loans and advances	9	273,179,835	188,915,136
		<u>522,458,244</u>	<u>448,496,032</u>
Less: Current liabilities and provisions			
Current liabilities	10	114,410,085	189,817,388
Provisions	11	2,791,743	2,733,977
		<u>117,201,828</u>	<u>192,551,365</u>
Net current assets		405,256,416	255,944,667
Profit and loss account		5,993,752,095	6,102,591,496
		<u>6,874,438,333</u>	<u>6,834,996,125</u>
Notes to the accounts	16		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Profit and loss account for the year ended March 31, 2010

	Schedule	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Income			
Software development and other support services		252,812,830	210,531,511
Other income	12	17,789,027	35,440,924
		<u>270,601,857</u>	<u>245,972,435</u>
Expenditure			
Personnel costs	13	114,845,341	97,640,544
Other costs	15	76,517,541	41,866,711
Depreciation	4	7,985,950	5,516,820
Finance charges	14	3,298,364	2,896,211
		<u>202,647,197</u>	<u>147,920,287</u>
Profit for the year before tax and exceptional items		67,954,660	98,052,148
Add: Exceptional Items (Refer note no. 6 to schedule 16)		40,964,582	6,091,584
Profit for the year after tax		108,919,242	104,143,733
Less: Provision for taxation			
- Income tax provision		18,287	26,015
- Fringe benefit tax			
- Current years		-	832,360
- Adjustments for earlier years		61,553	-
		<u>79,840</u>	<u>858,375</u>
Profit for the year after tax		108,839,401	103,285,358
Losses brought forward		(6,102,591,496)	(6,205,876,854)
Losses carried to balance sheet		(5,993,752,095)	(6,102,591,496)
Earnings per share before exceptional items			
- Basic earnings per share		2.71	3.89
- Diluted earnings per share		2.42	3.78
Earnings per share after exceptional items			
- Basic earnings per share		4.34	4.13
- Diluted earnings per share		3.88	4.02
(Face value of Rs. 10 each, refer note no. 4 to schedule 16)			
Notes to the accounts	16		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

TRIGYN TECHNOLOGIES LIMITED

Cash Flow Statement for the year ended March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Cash flow from operating activities		
Profit for the year before tax	108,919,242	104,143,733
Adjustments for:		
Interest income	(12,599,595)	(6,694,753)
Income from trade investments	(7,500)	(7,368)
Provision for doubtful advances subsidiaries	12,282,945	8,641,454
Diminution in value of investment	-	22,620,000
ESOP Forfeiture	(5,005)	(72,930)
Sundry Balance written back / written off	(299,881)	(22,623)
Depreciation and amortization	7,985,950	5,516,820
Operating profit before working capital changes	116,276,156	134,124,334
Changes in working capital		
(Increase)/Decrease in Sundry Debtors	(26,544,142)	(36,770,177)
(Increase)/Decrease in Loans and advances	12,781,404	(89,621,071)
Increase/(Decrease) in Current Liabilities and Provisions	(78,489,410)	86,206,333
Cash generated/(used in) from operations	24,024,008	93,939,419
Direct tax paid (net)	(3,986,483)	(3,486,609)
Net cash generated/(used in) from operations (A)	20,037,525	90,452,810

Cash Flow Statement for the year ended March 31, 2010 (Contd.)

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Cash flow from investing activities		
Purchase of fixed assets	(6,955,811)	(11,485,536)
Inter corporate deposits given	(90,000,000)	-
Interest received	12,599,595	6,694,754
Dividend received	7,500	7,368
Deposit / realisation of margin money from / (used in)	<u>(13,226, 772)</u>	<u>(16,791,808)</u>
Net cash (used)/generated in investing activities (B)	(97,675,488)	(21,575,222)
Cash flow from financing activities		
Proceeds from fresh issue of equity shares	<u>27,862,063</u>	<u>150,000</u>
Net cash generated/(used in) from financing activities (C)	27,464,563	150,000
Increase/(Decrease) in cash and cash equivalents (A+B+C)	<u>(50,173,400)</u>	<u>69,027,587</u>
Cash and cash equivalents at the beginning of year	111,534,200	42,506,613
Cash and cash equivalents at the end of year *	61,360,800	111,534,200

Notes:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 'Cash flow statements'
- Cash and cash equivalents as at the year end consist of cash Rs.1,087 (2009: Rs.20,708) and bank balances in current account Rs.22,806,947 (2009: Rs.99,535,727) and in deposit account Rs.38,552,765 (2009: Rs.11,977,765). Excludes margin money account of Rs. 69,512,390 (2009: Rs. 56,185,618)

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Schedules to the financial statements for the year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 1. Share capital		
Authorised		
35,000,000 (2009: 35,000,000) equity shares of Rs 10 each.	350,000,000	350,000,000
5,000,000 (2009: 5,000,000) preference shares of Rs 10 each.	50,000,000	50,000,000
Total	400,000,000	400,000,000
Issued, subscribed and paid-up		
26,502,986 (2009: 25,005,486) equity shares of Rs 10 each fully paid-up.	265,029,860	250,054,860
Total	265,029,860	250,054,860
1) The above includes :		
a) 5,251,666 (2009: 5,251,666) equity shares of Rs 10 each fully paid-up have been issued as bonus shares by capitalisation of share premium		
b) 7,350,000 (2009: 7,350,000) equity shares of Rs 10 each fully paid-up have been allotted to eCapital Holding (Bermuda) Limited for consideration other than cash.		
c) 1,315,000 (2009: Nil) equity shares of Rs 10 each fully paid-up with a premium of Rs 8.81 have been allotted to United Telecoms Limited, the Promoters, on preferential basis in terms of SEBI (ICDR) Regulations, 2009. (Refer note 14 of Schedule 16)		
2) During the year 182,500 shares (2009:15,000) were allotted to employees of the Company under Employee Stock Options. (Refer note no. 8 to Schedule 16)		
Schedule 2. Share application money		
Application money under Employees stock option plan ('ESOP')	-	397,500
Total	-	397,500
Schedule 3. Reserves and surplus		
Securities premium		
- Balance at the beginning of the year	6,573,753,715	6,573,753,715
Add:- On conversion of equity warrants (refer note 14 of Schedule 16)	11,585,150	
- Balance at the end of the year	6,585,338,865	6,573,753,715
Employee stock options outstanding		
- Balance at the beginning of the year	2,690,050	2,762,980
Less:- Forfeiture of stock options	5,005	72,930
- Balance at the end of the year (Refer note no. 8 to Schedule16)	2,685,045	2,690,050
Capital reserve	8,100,000	8,100,000
Total	6,596,123,910	6,584,543,765

Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

Schedule 4. Fixed assets (At cost)

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2009	Additions during the year	Deletions/ adjustments during the year	As at March 31, 2010	Upto April 1, 2009	For the year	Deletions/ adjustments during the year	Upto March 31, 2010	As at March 31, 2010	As at March 31, 2009
Tangible assets										
Buildings (Note 1)	6,449,503	-	-	6,449,503	3,603,282	363,840	-	3,967,122	2,482,381	2,846,221
Leasehold Improvements	77,381,247	-	-	77,381,247	75,112,545	509,055	-	75,621,600	1,759,647	2,268,702
Computers & Peripherals	66,169,406	1,388,713	-	67,558,119	61,001,973	2,528,260	-	63,530,233	4,027,886	5,167,433
Office Equipments	9,339,341	527,835	-	9,867,176	8,288,276	483,691	-	8,771,967	1,095,209	1,051,065
Furniture & Fixtures	6,478,945	-	-	6,478,945	3,871,481	1,046,038	-	4,917,519	1,561,426	2,607,464
Intangible assets										
-Computer Software	8,020,481	5,039,263	-	13,059,744	2,305,004	3,055,066	-	5,360,070	7,699,674	5,715,477
	173,838,923	6,955,811	-	180,794,734	154,182,561	7,985,950	-	162,168,511	18,626,223	19,656,362
Previous year	162,353,387	11,485,536	-	173,838,923	148,665,741	5,516,820	-	154,182,561	19,656,362	

Note 1: Building includes value of properties in Co-operative societies including shares of respective societies.

As at	As at
March 31, 2010	March 31, 2009
Rs.	Rs.

Schedule 5. Investments

Long term investments (at cost)

Investment in wholly owned subsidiaries (unquoted)- trade

7,350,000 (2009:7,350,000) equity shares of US \$ 0.40 each fully paid -up in eCapital Solutions (Bermuda) Limited

6,064,716,375	6,064,716,375
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15,000 (2009:15,000) equity shares of US \$ 1 each fully paid-up in Applisoft Inc. USA (Refer note no. 3 of Schedule 16)

421,629,079	421,629,079
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500,000 (2009: 500,000) equity shares of Rs 10 each fully paid-up in Leading Edge Infotech Limited

5,000,000	5,000,000
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6,491,345,454	6,491,345,454
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Less: Provision for diminution (other than temporary) in the value of investment in subsidiaries (Refer note no. 3 of Schedule 16)

6,034,595,454	6,034,595,454
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456,750,000	456,750,000
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Non - trade investment (unquoted)

100 (2009: 100) equity shares of Rs 36 each fully paid-up in Bombay Mercantile Co operative Bank Limited

3,600	3,600
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5,000 (2009: 5,000) equity shares of Rs 10 each fully paid-up in North Kanara GSB Co operative Bank Limited

50,000	50,000
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53,600	53,600
---------------	--------

Total

456,803,600	456,803,600
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Schedule 6. Unbilled debtors

(Unsecured, considered good, unless otherwise stated)

Debts over six months

- Considered doubtful

1,319,189	1,319,189
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Less: Provision for doubtful debts

1,319,189	1,319,189
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Total

-	-
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Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 7. Sundry debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- Considered doubtful*	179,026,567	232,373,547
Others debts		
- Considered good**	118,405,220	91,861,078
	<u>297,431,787</u>	<u>324,234,625</u>
Less: Provision for doubtful debts*	179,026,567	232,373,547
Total	<u><u>118,405,220</u></u>	<u><u>91,861,078</u></u>

* includes due from Trigyn Technologies Ltd. (UK) Rs.6,009,496 (2009: Rs.6,009,496), Trigyn Cnlt. SDN. BHD. Rs. 900,591 (2009: Rs. 900,591) and Trigyn Technologies Inc. Rs. nil (2009: Rs 53,346,980)

** Includes dues from step down subsidiary Trigyn Technologies Inc of Rs. 118,405,220 (2009: Rs. 91,861,078)

Schedule 8. Cash and bank balances

Cash on hand	1,087	20,708
Balances with scheduled banks		
- in current accounts	22,803,707	99,512,165
- in deposit accounts	38,552,765	11,977,765
- In Margin money accounts (against bank guarantee given to United Nations)	69,512,390	56,185,618
	<u>130,869,949</u>	<u>167,696,256</u>
Balances with other banks in current account		
- First Fidelity Bank NA, USA	3,240	23,562
	<u>3,240</u>	<u>23,562</u>
Total	<u><u>130,873,189</u></u>	<u><u>167,719,818</u></u>
Maximum balance held during the year with other banks on current account		
- First Fidelity Bank NA, USA	23,562	56,898

Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 9. Loans and advances		
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
- Considered doubtful	2,359,421	2,359,421
- Considered good*	169,743,896	167,292,753
	<u>172,103,317</u>	<u>169,652,174</u>
Less: Provision for doubtful advances	2,359,421	2,359,421
	<u>169,743,896</u>	<u>167,292,753</u>
Loans to subsidiaries		
- Considered doubtful	225,322,507	213,039,561
- Considered good	2,900,000	13,857,417
	<u>228,222,507</u>	<u>226,896,978</u>
Less: Provision for doubtful advances	225,322,507	213,039,561
	<u>2,900,000</u>	<u>13,857,417</u>
Inter corporate deposits	90,000,000	-
Income tax payments, net of provisions	10,321,597	7,696,392
Fringe benefit tax payments, net of provisions	214,342	68,574
*Includes dues from step down subsidiary Trigyn Technologies Inc of Rs. 157,421,747 (2009: Rs. 155,284,077)		
Total	<u><u>273,179,835</u></u>	<u><u>188,915,136</u></u>
Schedule 10. Current liabilities		
Sundry creditors	5,028,372	8,443,251
Other liabilities	109,381,713	181,374,137
	<u>114,410,085</u>	<u>189,817,388</u>
Schedule 11. Provisions		
Leave encashment	2,791,743	2,733,977
	<u>2,791,743</u>	<u>2,733,977</u>

Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Schedule 12. Other income		
Interest income	12,599,595	6,694,754
[Tax Deducted at Source Rs: 18,34,754 (2009: Rs 1,373,459)]		
Lease rental income	4,657,957	5,819,085
Dividend from non-trade investments (long term)	7,500	7,368
Exchange gain (net)	-	22,732,447
Sundry balances written back	304,886	85,839
Miscellaneous income	219,089	101,431
	<u>17,789,027</u>	<u>35,440,924</u>
Schedule 13. Personnel costs		
Salaries, bonus and overseas allowances	101,562,970	85,272,561
Contribution to provident and other funds	6,419,987	5,450,760
Gratuity and leave encashment	1,442,252	2,634,795
Managerial remuneration	3,165,680	2,793,675
Staff welfare	2,254,452	1,488,753
	<u>114,845,341</u>	<u>97,640,544</u>
Schedule 15. Other costs		
Travel and conveyance costs	12,908,315	11,540,709
Legal and professional fees	6,092,562	5,800,555
Recruitment expense	547,617	1,251,711
Consultancy charges	6,708,361	7,669,336
Advertisement & Promotion expenses	1,454,523	2,288,504
Sales & Marketing expenses	13,778,638	-
Rent,rates and taxes	1,199,400	775,265
Electricity charges	4,935,630	4,234,770
Communication expenses	2,148,440	1,674,268
Insurance	1,375,070	1,282,530
Repairs and maintenance		
- Buildings	8,000	-
- Plant and machinery	81,585	43,808
- Others	320,436	295,179
Exchange loss (net)	21,081,454	-
Miscellaneous expenses	3,877,510	5,010,076
	<u>76,517,541</u>	<u>41,866,711</u>
Schedule 14. Finance cost		
Bank and other finance charges	3,298,364	2,896,211
	<u>3,298,364</u>	<u>2,896,211</u>

Schedules annexed to and forming part of accounts for the year ended March 31, 2010

Schedule 16. Notes to Accounts

1. Background

Trigyn Technologies Limited ('TTL' or 'the Company') was incorporated on March 25, 1986. TTL has its software development center in Mumbai, India ('the Head Office') and the Company operates in US through its subsidiary Trigyn Technologies Inc.

2. Principal accounting policies

2.1 Basis of preparation of financial statements

- a. The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI).
- b. The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans and the useful lives of fixed assets and intangible assets.

Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

2.2 Revenue recognition

Revenues from software development services comprise income from time and material and fixed price contracts. Revenue from 'time and material' contracts is recognised, as and when related services are performed and accepted by the customer. Revenue from fixed price contracts is recognised using the percentage of completion method of accounting, under which the sales value of performance, including the profit thereon, is determined by relating the actual man hours of work performed to date to the estimated total man hours for each contract. Provision for estimated losses on uncompleted contracts are recorded in the period in which such losses become probable, based on current contract estimates.

Unbilled receivables represent costs incurred and revenues recognised on contracts, to be billed in subsequent periods as per the terms of the contract.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

2.3 Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost comprises of purchase price and attributable costs, if any.

Depreciation on additions and disposals is provided pro-rata for the period of use.

Depreciation is provided on straight line basis at higher of the rates based on useful lives of the fixed assets as estimated by the management and those stipulated in Schedule XIV to the Companies Act, 1956.

The useful lives of fixed assets as estimated by the management are:

Asset	Useful life (in years)
Leasehold improvements / Assets taken on lease	Over the term of the lease or the estimated useful life of the asset which ever is shorter
Buildings	20 years
Office equipment	3-4 years
Computers and peripherals and Computer Software	3 years and 2 months
Furniture and fixtures	4 years
Motor vehicles	4 years and 2 months

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)

2.4 Retirement benefits

Contributions to the employees' provident fund, which is a defined contribution scheme, are charged to the profit and loss account in the year in which the contributions are due. Leave encashment costs are provided for, based on an actuarial valuation carried out by an independent actuary at the balance sheet date. Gratuity costs, which are defined benefits, are based on an actuarial valuation carried out by an independent actuary at the balance sheet date.

2.5 Investments

Long-term investments are carried at cost. Provision is made to recognize a decline other than temporary in the carrying amount of long term investments. Current investments are carried at lower of cost and fair value.

2.6 Income tax

Current tax provision is made annually based on the tax liability computed after considering tax allowances, exemptions and relief. Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, other than deferred tax assets in respect of unabsorbed depreciation and carry forward tax losses, which are recognised only to the extent that there is virtual certainty that they will be realized. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their carrying values.

2.7 Leases

Assets given under operating lease are reflected in the financial statements under fixed assets. Further, lease income from such operating lease arrangements have been recognised in the statement of profit and loss on a straight line basis over the lease term.

2.8 Foreign currency transactions

Transactions in foreign currency are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in Profit and Loss Account.

Foreign currency monetary assets and liabilities at the year end are translated at the year end exchange rates and the resultant exchange differences are recognised in the Profit and Loss Account.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign subsidiaries are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made.

Foreign branches

Operations of foreign branch are classified as "integral foreign operations".

Revenue and expenses are translated at the monthly average rate.

Monetary assets and liabilities at the year end are translated at the year end exchange rates. Non-monetary items are translated using the exchange rate at the date of transaction.

The net exchange difference resulting from the translations of items in the financial statements of the foreign branch are recognised as income/ expense for the year.

2.9 Stock based compensation

Compensation cost relating to employee stock options granted by the Company has been accounted in accordance with the "SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999" issued by Securities and Exchange Board of India. Accordingly, the excess of the market price of the underlying equity share as at the date of grant of the option over the exercise price of the options on the date of grant has been recognized as employee compensation expense and is being amortised on a straight line basis over the vesting period.

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)**2.10 Earnings per share**

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earning per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.11 Segment reporting

Company is operating in single segment hence segment reporting is not applicable

2.12 Provisions and contingent liabilities

Provisions are recognized when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities, if any, are disclosed by way of notes to the Balance Sheet.

3. Provision for decline other than temporary in the value of investments

The Company had made provisions for decline in the value of investments in eCapital Solutions (Bermuda) Limited, Leading Edge Infotech Limited and Applisoft Inc. aggregating Rs. 6,034,595,454 upto the year end March 31, 2010 (includes part provision of Rs 5,607,966,375 against carrying value of investment of Rs 6,064,716,375 in eCapital Solutions (Bermuda) Limited).

The management intends to conduct an independent valuation of eCapital Solutions (Bermuda) Ltd for arriving at a fair value for these investments. Since the subsidiary of eCapital Solutions (Bermuda) Ltd., Trigyn Technologies Inc. have made profit in past three years and its operation have improved and having regards to future prospects and underlying potential, the Company is of the opinion that no further diminution in value of investments is currently required.

4. Earnings per share Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2010	2009
Profit after tax and before Exceptional Items	67,869,820	97,193,777
Add: Exceptional Items - net	40,964,582	6,091,584
Profit after tax and Exceptional Items	108,839,401	103,285,361
Number of shares outstanding at the year end	26,502,986	25,005,486
Weighted average number of shares used in computing earning per share (Basic)	25,052,755	25,003,239
Weighted average number of shares used in computing earning per share (Diluted)	28,030,831	25,680,639
Face value of Rs.	10	10
Earnings per share before exceptional items		
- Basic	2.71	3.89
- Diluted	2.42	3.78
Earnings per share after exceptional items		
- Basic	4.34	4.13
- Diluted	3.88	4.02

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)
5. Deferred Taxes

Deferred tax assets on carry forward business losses and unabsorbed depreciation have not been recognised as there is no virtual certainty that sufficient future taxable income will be available against which deferred tax assets would be adjusted.

6. Exceptional items of Rs. 40,964,582 for the year ended March 31, 2010 is net of write back of provisions for doubtful debt no longer required of Rs. 53,247,527 and Rs. 12,282,945 lakhs towards provisions for doubtful loans. Exceptional items of Rs. 6,091,584 for the year ended March 31, 2009 is net of write back of provisions for doubtful debt no longer required of Rs. 28,711,584 and Rs. 22,620,000 towards provision for diminution in value of investments in / doubtful loan. The aforesaid items related to subsidiary Companies.

7. The Following table sets forth the funded status of the plan and the amounts relating to gratuity and Leave encashment recognized in the Company's Financials as at March 31, 2010:

A. Gratuity benefits:

	31-Mar-10	31-Mar-09
I. Actuarial assumptions :		
Discount rate	8.15%	7.60%
Rate of return on Plan assets	7.50%	7.50%
Future salary rise	7.00%	7.00%
II. Changes in benefit obligations:		
Liability at the beginning of the year	3,143,269	2,609,901
Interest cost	330,189	291,806
Current service cost	1,277,137	1,007,598
Benefits paid	(109,892)	(1,161,266)
Actuarial (gain)/loss on obligations	(339,597)	395,230
Liability at the end of the year	4,301,106	3,143,269
III. Fair value of plan assets		
Fair value of plan assets at the beginning of the year	3,660,746	1,674,276
Expected return on plan assets	313,870	136,688
Contributions	1,783,951	2,981,980
Benefits paid	(109,892)	(1,161,266)
Actuarial (gain)/loss on plan assets	22,328	29,068
Fair value of plan assets at the end of the year	5,671,003	3,660,746
Expected Employer's Contribution Next Year	1,200,000	1,200,000
V. Liability recognised in the Balance Sheet		
Liability at the end of the year	4,301,106	3,143,269
Fair value of plan assets at the end of the year	(5,671,003)	(3,660,746)
Liability recognised in the Balance Sheet(recoverable balance)	(1,369,897)	(517,477)
VII. Expenses recognised in the Profit and Loss Account :		
Current service cost	1,277,137	1,007,598
Interest cost	330,189	291,806
Expected return on plan assets	(313,870)	(136,688)
Net actuarial (gain)/loss to be recognized	(361,925)	366,162
Expense recognised in the Profit and Loss account	931,531	1,528,878

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)**8. Employee Stock Option Plans****I). The 1998 Employee Stock Option Plan**

The 1998 Employees Stock Option Plan ('the Plan') provides for the issue of options up to 5% of the paid up equity share capital at a minimum exercise price of Rs 265 per equity share, with a vesting period of 36 months from the date of grant of option. In 2002, the Company revised the Plan, whereby the options granted to the employees would vest in four equal installments from the date of the grant of the options.

Presented below is a summary of the Company's 1998 stock option plan activity during the year ended 31 March 2010:

Number of options granted, exercised and foreited during	Year ended March 31, 2010	Year ended March 31, 2009
Options Outstanding, beginning of period	2,000	4,000
Less:-Exercised	-	-
Forfeited	500	2,000
Options outstanding, end of period	1,500	2,000

The Securities and Exchange Board of India ("SEBI") issued Employees Stock Option Scheme and Employees Stock Purchase Scheme Guidelines, 1999 ("the Guidelines"), which are effective for all stock option schemes established after 19 June 1999. In accordance with the Guidelines, the excess of the market price of the underlying equity shares as at the date of the grant of the options over the exercise price of the options, including upfront payments, if any, is to be recognised and amortised on a straight line basis over the vesting period.

The Company's 1998 Stock Option Plan was established prior to the Guidelines and hence these guidelines were not applicable.

II). Employee stock option plan 2000

In June 2000 the shareholders of the Company approved the Employees Stock Option Plan 2000 ("the 2000 Plan"), which covers the employees of the Company including its subsidiaries and affiliates. These options would vest equally over a period of four years, with a minimum vesting period of one year from the date of the grant of these options. The Company has reconstituted a compensation committee as prescribed by the SEBI guidelines in March 2005, for the purpose of administering this Plan. All the options have been granted at 100% of fair value unless otherwise stated specifically.

During the year ended March 31, 2001, the Company issued 156,060 options including 34,250 options to employee of its subsidiary, at an exercise price of Rs 380 per option and the prevalent market price of the shares, on the date of grant of these options was Rs 394.3 per share.

In the AGM held on 30 December 2003, the Company passed a resolution to grant Mr. Homiyar Panday, President - US Operations and Employee of the step down Subsidiary Company, Trigyn Technologies Inc., upto a maximum limit of 240,000 stock options convertible into equivalent amount of equity shares in one tranche at an exercise price of Rs.10/- per equity share. These shares, if opted for, are to vest after a lock in period of one year from the date of grant of the said stock options. The Company has accordingly provided the price differential in its books of accounts in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

The period for exercise of the option has been extended to May 6, 2020

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)

Presented below is a summary of the Company's 2000 stock option plan activity during the years ended 31 March 2010:

Number of options granted, exercised and foreited during	Year ended March 31, 2010	Year ended March 31, 2009
Options Outstanding, beginning of period	675,400	949,250
Less:-Exercised	182,500	15,000
Forfeited	850	258,850
Options outstanding, end of period	492,050	675,400

9. Regulatory matters

The Company had, in earlier year, applied to Reserve Bank of India for condonations / permissions in respect of certain non-compliances relating to non-realisation of export debtors. These applications are pending disposal. Most of these non-compliances were a result of the persistent down print in the past in the software industry, particularly in the United States, which was the largest customer market for the Company. These unrealised balances included in sundry debtors have been fully provided in earlier years.

10. The Company is presently depended on business from its wholly owned step down subsidiary, Trigyn Technologies Inc. As at the balance sheet date, the Company has confirmed business for more than a year and the subsidiary company is confident of sourcing long term confirmed business beyond that period. The management is also actively pursuing business from other sources by the way of concerted marketing efforts.

11. Contingent Liabilities

Guarantees given by bank on behalf of the company Rs 72,048,000 (2009: Rs 52,170,000) to United Nations.

12. Related party transactions

Details of related parties including summary of transactions entered into by the Company during the year ended March 31, 2010 are summarized below:

Names of related parties:

Subsidiary Companies

Leading Edge Infotech Limited
eCapital Solutions (Bermuda) Limited
Applisoft Inc Refer note 13 below

Key Management Personnel

R. Ganapathi

Step down Subsidiary Companies

Trigyn Technologies (India) Private Limited
Trigyn Technologies Europe GmbH
Trigyn Technologies Inc
eCapital Solutions (Mauritius) Limited
(till December 30,2009 as company voluntary liquidated)
eVector (Cayman) Limited
eVector Inc. USA
eVector (India) Private Limited
eVector (UK) Limited

Entity which has a substantial interest in the Company

United Telecom Limited

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)

Particulars of related party transactions during the year ended March 31, 2010

Nature of transactions	Transactions	
	2010	2009
Transactions during the year		
a. Subsidiary Company		
i. Loan given		
Leading Edge Infotech Limited	1,750,000	2,600,000
ii. Loan repaid		
Leading Edge Infotech Limited	1,450,000	2,000,000
iii. Expenses incurred by the Company		
Leading Edge Infotech Limited	241,512	1,111
eCapital Solutions (Bermuda) Limited	391,415	725,269
Applisoft Inc	361,208	-
iv. Provision for loan given		
Leading Edge Infotech Limited	3,727,519	641,454
Ecapital Solutions (Bermuda) Limited	2,191,750	-
Applisoft Inc	528,933	
Balances as at year end		
i. Loan given		
Leading Edge Infotech Limited	12,289,489	11,945,770
Applisoft Inc	1,252,081	723,148
ii. Provision for loan given		
Leading Edge Infotech Limited	12,289,489	8,561,969
Applisoft Inc	1,252,081	723,148
iii. Advance given		
eCapital Solutions (Bermuda) Limited	2,191,750	1,800,335
Transactions during the year		
b. Step down Subsidiary Company		
i. Loan given		
Trigyn Technologies (India) Private Limited	-	200,000
eCapital Solutions (Mauritius) Limited	208,946	-
ii. Loan repaid		
Trigyn Technologies (India) Private Limited	-	900,000
iii. Expenses Incurred on behalf of the Company		
Trigyn Technologies Inc.	11,727,421	13,314,302
iv. Expenses incurred by the Company		
Trigyn Technologies (India) Private Limited	51,643	1,000
Trigyn Technologies Inc.	1,014,657,860	801,846,487
eVector (India) Private Limited	-	44,759

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)

Transactions during the year	Transactions	
	2010	2009
v. Provision for Loans		
Trigyn Technologies (India) Private Limited	5,625,796	8,000,000
eCapital Solutions (Mauritius) Limited	208,946	-
vi. Services rendered		
Trigyn Technologies Inc.	252,812,830	210,531,511
vii. Recovery of doubtful debts		
Trigyn Technologies Inc.	53,247,527	37,353,039
Balances as at year end		
i. Loan given		
Trigyn Technologies (India) Private Limited	210,168,208	210,147,968
eVector (India) Private Limited	9,505	9,505
Trigyn Technologies Limited UK	2,075,814	2,075,814
eVector Inc. USA	26,713	26,713
ii. Provision for loan given		
Trigyn Technologies (India) Private Limited	207,268,208	201,642,411
eVector (India) Private Limited	9,505	9,505
Trigyn Technologies Limited UK	2,075,814	2,075,814
eVector Inc. USA	26,713	26,713
iii. Advance receivable		
Trigyn Technologies Inc.	157,421,747	155,284,077
iv. Outstanding receivables		
Trigyn Technologies Inc.	118,405,220	145,208,058
v. Provision for doubtful receivables	-	53,346,980
c. Entity which has a substantial interest in the Company		
iii. Loan taken		
United Telecom Limited	-	28,200,000
iv. Loan repaid		
United Telecom Limited	-	28,200,000
v. Expenses Incurred on behalf of the Company		
United Telecom Limited	378,746	1,606,268
vi. Repayment for expense incurred on behalf of the Company		
United Telecom Limited	578,511	1,406,503
Balances as at year end		
Other Payable		
United Telecom Limited	-	199,765

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)**Transactions with Key Management Personnel:**

For remuneration paid to Directors, refer note no. 12 (i) to schedule 16 to the financial statements

13. Applisoft Inc, a step down subsidiary had made an application during the year for the voluntary winding up. The winding up proceeding were completed subsequent to the year end. However, this has no impact on these financial statements.
14. During the year the Company allotted 41,40,000 preference warrants to the promoters, which are convertible in to equity shares at the option of the holders, at a premium of Rs 8.81 per shares. The options for conversion are exercisable within 18 month from the date of issue. The promoters had paid upfront amount of Rs 19,468,350 representing 25% of the issue price. During the year, the promoter exercised the option to convert 1,315,000 preference warrants into equity shares. Accordingly 1,315,000 equity shares were issued at premium of Rs. 8.81 resulting in increase in share capital by Rs 13,150,000 and share premium by Rs. 11,585,150. Balance amount of upfront money of Rs. 13,284,563 (2,825,000 share warrants) against which options are pending reflected as Equity share warrant.
15. The Company is in process of identifying Micro, Small and Medium Enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006. Hence disclosure relating to amounts unpaid as at the year end together payable with interest thereon has not been given.

16. Supplementary statutory information

- (i) Managerial Remuneration comprises of following: -

R. Ganapathi – Chairman & Executive Director

1. Chairman & Executive Director and Other Whole – time Director	2010	2009
Salary	3,000,000	2,543,675
Contribution to provident and other funds	360,000	276,000
	<u>3,360,000</u>	<u>2,819,675</u>
2. Non Whole – time Directors		
Sitting Fees	240,000	250,000

- (ii)
- Other costs include:**

Auditor's remuneration:

- statutory audit fees	1,268,450	1,268,450
- tax audit fees	165,450	165,450
- other services	441,200	441,200
- out of pocket expenses	30,992	-
	<u>1,906,092</u>	<u>1,875,100</u>

- (iii)
- Expenditure in foreign currency:**

Travel and conveyance	1,623,803	2,340,441
Legal and professional fees	380,229	131,539
Consultancy Charges	5,729,300	5,557,000
Insurance Charges	1,363,777	1,282,530
	<u>9,097,109</u>	<u>9,311,510</u>

- (iv)
- Earnings in foreign currency:**

Software development and support services	252,812,830	210,531,511
	<u>252,812,830</u>	<u>210,531,511</u>

Schedules annexed to and forming part of accounts for the year ended March 31, 2010 (Contd.)

17. The current assets, loans and advances are stated at the value, which in the opinion of the Board, are realisable in the ordinary course of the business. Current liabilities and provisions are stated at the value payable in the ordinary course of the business.
18. The balances of certain amounts under loans and advances, debtors and creditors are subject to confirmation/ reconciliation and consequential adjustment, if any. The management does not, however, expect any significant impact on the financial statements on this account.
19. Provision for income tax represents, tax paid in USA in respect of New Jersey branch.
20. There is no provision for current tax liability as the Company has unabsorbed brought forward losses / depreciation under the Income tax act, 1961. As the Company carries on its business from Special Economic Zone the provisions of section 115 JB of the Income Tax Act, 1961 (Minimum Alternate Tax) are not applicable to the Company.
21. **Prior year comparatives**
Prior year figures have been reclassified to conform to current year's presentation.

For Price Waterhouse

Chartered Accountants
FRN 012754N

Vilas Y. Rane

Partner

Membership Number :F-33220

Place: Mumbai

Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi

Chairman & Executive Director

Milind Telawane

Chief Financial Officer

Place: Mumbai

Date: August 13, 2010

Dr. P Raja Mohan Rao

Director

Rajesh Shirambekar

Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS:

I. REGISTRATION DETAILS:

Registration No. State Code

Balance Sheet Date - -

Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS):

Public Issue - Rights Issue -

Bonus Issue - Private Placement (including share application money) -

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS):

Total Liabilities Total Assets

SOURCES OF FUNDS:

APPLICATION OF FUNDS:

Paid-up Capital Net Fixed Assets

(including share application money)

Reserves & Surplus Investments

Secured Loans - Net Current Assets

Unsecured Loans - Miscellaneous Expenditure -

Accumulated loss

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS):

Turnover Total Expenditure

(including other income)

Profit Before Tax Profit for the year

(Please tick appropriate box + for Profit, for Loss)

Earning per Share in Rs. . Dividend % -

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS):

ITEM CODE NO. (ITC CODE) .

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

STATEMENT PURSUANT TO SECTION 212(1) (E) AND (F) OF THE COMPANIES ACT,1956

Name of the Subsidiary	Leading Edge Infotech Limited	eCapital Solutions (Bermuda) Ltd.
The financial year of the Subsidiary ended on	March 2010	March 2005
Number of equity shares held by Trigyn Technologies Limited in the subsidiary company on the above date	500000	7350000
Holding company's interest (%)	100	100
The net aggregate profit/(loss)of the subsidiary company so far as it concerns the holding company		
I) not dealt with in the accounts of Trigyn Technologies Limited		
a) for the subsidiary's financial year ended as above	(10,14,207)	Nil
b) for the previous financial years of the subsidiary since it became subsidiary of Trigyn Technologies Limited	52,055	Nil
II) dealt with in the accounts of Trigyn Technologies Limited		
a) for the subsidiary's financial year ended as above	Nil	Nil
b) for the previous financial years of the subsidiary since it became subsidiary of Trigyn Technologies Limited	Nil	Nil

For Trigyn Technologies Ltd.

R. Ganapathi
Chairman and Executive Director

Dr. P. Raja Mohan Rao
Director

Milind Telawane
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

Place: Mumbai
Date: August 13, 2010

DIRECTORS' REPORT

The Directors are pleased to present their report along with the audited statement of accounts of Trigyn Technologies (India) Private Limited for the year ended March 31, 2010.

FINANCIAL RESULTS

Financial Results for the year ended March 31, 2010 are given below:

(Rs. In lakhs)

	Year ended March 31, 2010	Year ended March 31, 2009
Income		
From Operations	-	-
Other Income	5.74	84.69
Total Revenue	5.74	84.69
Expenditure		
Depreciation	16.55	40.98
Operating and Other Expenses	23.40	66.18
Total Expenditure	39.95	107.16
Loss before Tax	(34.22)	(22.48)
Tax adjustment for earlier year	(23.02)	-
Loss after Tax	(11.19)	(22.48)
Loss brought forward	3261.89	3239.41
Loss carried forward	3273.08	3261.89

REVIEW OF OPERATIONS

During the year under review the company has earned an income of Rs.5.74 lakhs as against Rs.84.69 lakhs for the previous year. Deducting there from the expenditure incurred, depreciation and effecting tax adjustment of Rs 16.55 lakhs for earlier year the Company posted a net loss of Rs.11.19 lakhs. After adding thereto the bought forward losses, the accumulated loss of Rs.3273.08 lakhs has been carried to the balancesheet.

In the absence of profit, your Directors have not recommended any dividend.

DIRECTORS

Mr. Richard Raja resigned from the Directorship of the Company w.e.f. August 1, 2010 and the Board places on record it's appreciation for the contribution made by him during his tenure. In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. C. V. Rao retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act 1956, the directors confirm that :

- i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31,2010 and of the profit & loss account for the year ended March 31,2010.

TRIGYN TECHNOLOGIES (INDIA) PRIVATE LIMITED

- iii) Proper and sufficient care has been taken 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 detecting fraud and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

AUDITORS REMARKS

The Auditors remarks in the Auditor's Report are self explanatory. The management is taking appropriate measures to rectify the same.

EMPLOYEES

The Company has no employee whose Information is required to be given under the provisions of section 217 (2A) of the Companies Act, 1956 and the rules framed there under.

AUDITORS

M/s Price Waterhouse, Chartered Accountants, the Statutory Auditors of your Company holds office until the conclusion of the ensuing Annual General Meeting and being eligible have offered themselves for reappointment. Certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and since they are not disqualified for such reappointment within the meaning of Section 226 of the said Act, they shall continue to be the Statutory Auditors.

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

In view of the nature of activities that are being carried on by your Company, rule 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption, respectively are not applicable to your company. Your company is, however, making all efforts for reducing energy consumption at office facilities by installing computer systems designed for low power consumption. There was no foreign exchange outgo and earnings during the year.

ACKNOWLEDGEMENTS

The Board of Directors places on record their appreciation for the support provided by the Company's Bankers, Customers, Vendors Government Authorities as well as all the Employees towards the Company.

On behalf of the Board of Directors

**R. Ganapathi
Chairman**

Place Mumbai

Date August 13, 2010

AUDITORS' REPORT**TO THE MEMBERS OF TRIGYN TECHNOLOGIES (INDIA) PRIVATE LIMITED**

1. We have audited the attached Balance Sheet of Trigyn Technologies (India) Private Limited (the "Company") as at March 31, 2010, 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), 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 Order.
4. *Attention is invited to note 6 to Schedule 13 in the financial statements. These financial statements have been prepared assuming the Company will continue as going concern despite cessation of software operations and negative networth. In our opinion, these factors, along with other matters set forth in the above note, raise substantial doubt that the Company will be able to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or to amounts and classification of liabilities that might result should the Company be unable to continue as a going concern.*
5. *As stated in note 12 to Schedule 13, loans and advances of Rs. 10,134,342 (net of deposits received) as at balance sheet are subject to confirmations. These balances are outstanding for a long time and in the absence of confirmations of the balances, we are unable to comment on its recoverability and its impact on the financial statements.*
6. 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, 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) *Subject to matters referred in paragraph 4 and 5 above, 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:*
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31,2010;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
Chartered Accountants
Firm Registration Number 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Mumbai
Date:- August 13, 2010

Annexure to Auditors' Report

Referred to in Paragraph 3 of the Auditors' Report of even date to the members of Trigyn Technologies (India) Private Limited on the financial statements for the year ended March 31, 2010.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. The Company is in the business of providing software services, hence provisions of paragraph 4 (ii) (a), (b) and (c) of the said Order are not applicable.
3. (a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of paragraph 4(iii) (b), (c) and (d) of the said Order are not applicable.
(b) The Company has taken interest free unsecured loan, from one company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loan aggregates to Rs. 210,168,208 and Rs 210,168,208 respectively.
(c) In our opinion, the terms and conditions of such loan are not prima facie prejudicial to the interest of the Company.
(d) The terms of repayment of the said loan are not stipulated. Hence, we have no comment on regularity of repayment of principal and interest amounts
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 sale of services. 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. (a) According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that Section. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
(b) As there are no particulars of contracts or arrangements that need to be entered into the register maintained under Section 301 of the Act, the provisions of paragraph 4(v)(b) of the said Order are not applicable during the year.
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. As the Company is not listed on any stock exchange or the paid-up capital and reserves as at the commencement of the financial year did not exceed Rupees Fifty Lakhs or the average annual turnover for a period of three consecutive financial years immediately preceding the financial year did not exceed Rupees Five Crores, clause (vii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable for the year.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, cess and other material statutory dues as applicable with the appropriate authorities. .

- (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, excise duty and cess which have not been deposited on account of any dispute, except for an amount of Rs. 1,179,273 towards sales tax for the year 2000-01 which is pending before deputy commissioner (Appeals).
10. In our opinion and according to the information and explanations given to us, the Company's accumulated losses exceed 50% of its net worth at the end of the financial year under reporting. The Company has incurred cash losses in the financial year under report but not in the immediately preceding financial year.
 11. As the Company has not borrowed any loans from financial institutions, banks and debenture holders, the provisions of paragraph 4(xi) of the said Order are not applicable.
 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. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
 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 any 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 have been used for long-term investment.
 18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
 19. The Company has not issued debentures or made any public issue during the year and accordingly the provisions of paragraph 4 (xix) and (xx) of the said Order, are not applicable to the Company
 20. The Company has not raised any money by public issues during the year.
 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 Price Waterhouse
Chartered Accountants
Firm Registration Number 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Mumbai
Date:- August 13, 2010

TRIGYN TECHNOLOGIES (INDIA) PRIVATE LIMITED

Balance Sheet at 31 March 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	147,104,400	147,104,400
Loan funds			
Unsecured loans	2	210,168,208	210,147,968
		<u>357,272,608</u>	<u>357,252,368</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block	3	41,339,282	46,971,920
Less: Accumulated depreciation		<u>41,339,282</u>	<u>45,317,216</u>
Net block	-	-	1,654,704
Investments			
	4	-	-
Current assets, loans and advances			
Sundry debtors	5	12,563,506	14,555,588
Cash and bank balances	6	4,064,362	3,434,501
Loans and advances	7	16,468,663	14,579,743
		<u>33,096,532</u>	<u>32,569,832</u>
Less: Current liabilities and provisions			
Current liabilities	8	3,132,259	3,151,297
Provisions	9	-	10,034
		<u>3,132,259</u>	<u>3,161,331</u>
Net current assets		29,964,273	29,408,501
Profit and loss account		327,308,335	326,189,163
		<u>357,272,608</u>	<u>357,252,368</u>
Notes to the Accounts	13		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Trigyn Technologies (India) Private Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

Profit and Loss Account for the year ended March 31, 2010

	Schedule	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Income			
Lease rental Income		242,060	4,857,370
Other income	10	331,685	3,611,915
		<u>573,745</u>	<u>8,469,285</u>
Expenditure			
Personnel costs	11	-	21,000
Operating and administration expenses	12	2,339,152	6,594,687
Depreciation	3	1,654,704	4,098,438
Finance charges		1,561	2,817
		<u>3,995,417</u>	<u>10,716,942</u>
(Loss)/ profit for the year before tax		(3,421,672)	(2,247,657)
Less: -Tax adjustments for earlier year		(2,302,500)	-
- Fringe benefit tax		-	-
		<u>(1,119,172)</u>	<u>(2,247,657)</u>
Net (loss) / profit for the year after tax		(1,119,172)	(2,247,657)
Add : Loss brought forward from the previous year		326,189,163	323,941,506
Balance carried forward		327,308,335	326,189,163
Basic and diluted earnings per share		(0.76)	(1.53)
Notes to the Accounts	13		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Trigyn Technologies (India) Private Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

TRIGYN TECHNOLOGIES (INDIA) PRIVATE LIMITED

Cash Flow Statement for the year ended on March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Cash flow from operating activities		
Profit/(loss) for the year before tax	(3,421,672)	(2,247,657)
Adjustments for:		
Interest income	(321,652)	(202,498)
Provision for doubtful debts	-	6,241,355
Depreciation and amortization	1,654,704	4,098,438
Operating profit before working capital changes	(2,088,620)	7,889,638
Changes in:		
(Increase)/Decrease in Sundry Debtors	-	35,652
(Increase)/Decrease in Loans and advances	2,075,523	(7,485,086)
Increase/(Decrease) in Current Liabilities and Provisions	(19,039)	26,924
Cash generated/(used) in operations	(32,136)	467,128
Income taxes paid, net	320,106	1,020
Net cash generated/(used) in operations (A)	287,970	468,148
Cash flow from investing activities		
Interest Received	321,652	202,498
Net cash generated from investing activities (B)	321,652	202,498
Cash flow from financing activities		
Repayment of loans	20,240	(699,001)
Net cash flow used in financing activities (C)	20,240	(699,001)
Decrease in cash and cash equivalents (A+B +C)	629,862	(28,355)
Cash and cash equivalents at the beginning of year	3,434,501	3,462,854
Cash and cash equivalents at the end of year*	4,064,362	3,434,501

Note:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting standard-3 'Cash flow statements'
- Cash and cash equivalents consist of cash and cheques on hand Rs.Nil (previous year Rs.Nil), bank balances in current account Rs.582,577 (previous year Rs.531,991) and balance in fixed deposits with bank Rs.3,481,785 (previous year Rs.2,902,510)

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Trigyn Technologies (India) Private Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

Schedules to the financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 1. Share capital		
Authorised		
1,500,000 (2008: 1,500,000) equity shares of Rs 100 each.	150,000,000	150,000,000
	150,000,000	150,000,000
Issued, subscribed and paid-up		
1,471,044 (2008: 1,471,044) equity shares of Rs 100 each fully paid up.	147,104,400	147,104,400

The entire shareholding of 1,471,044 shares are held by eCapital Solution (Bermuda) Limited, the holding company and its nominees.

Schedule 2. Unsecured loan

(Short term interest free loan)

Loan from Trigyn Technologies Limited, the ultimate holding company	210,168,208	210,147,968
	210,169,208	210,147,968

Schedule 3. Fixed assets (At Cost)

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2009	Additions During the year	Deletion during the year	As at March 31, 2010	As at April 1, 2009	For the year	Deletion during the year	As at March 31, 2010	As at March 31, 2010	As at March 31, 2009
Leasehold improvements	39,120,061	-	-	39,120,061	7,465,357	1,654,704	-	39,120,061	1,654,704	1,654,704
Furniture and fixtures	2,219,221	-	-	2,219,221	2,219,221	-	-	2,219,221	-	-
Office Equipment	5,632,638	-	5,632,638	-	5,632,638	-	5,632,638	-	-	-
	46,971,920	-	5,632,638	41,339,282	45,317,216	1,654,704	5,632,638	41,339,282	-	1,654,704
Previous year	91,635,958	-	44,664,038	46,971,920	85,882,816	4,098,438	44,664,038	45,317,216	1,654,704	-

Schedule 4. Investments (at cost, unquoted)

100,000 shares of \$0.01 each of Empowertel Systems, each fully paid up. (2009: 100,000)	485,600	485,600
Less: Provision for decline other than temporary in the value of investment	485,600	485,600
	-	-

The company was allotted these shares as part of the consideration for the services provided in the year 2001.

TRIGYN TECHNOLOGIES (INDIA) PRIVATE LIMITED

Schedules to the financial statements for year ended March 31, 2010(Contd.)

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 5. Sundry debtors		
(Unsecured, considered good unless otherwise stated)		
Debts over six months		
- considered good*	12,563,506	14,555,588
- considered doubtful**	134,983,585	134,983,585
	<u>147,547,092</u>	<u>149,539,173</u>
Less: Provision for doubtful debts**	134,983,585	134,983,585
	<u>12,563,506</u>	<u>14,555,588</u>

* Includes balance due from Trigyn Technologies Inc. Rs.12,563,506 (2009: Rs.14,555,588)

** Includes due from:- a) Trigyn Technologies Europe Gmbh Rs. 62,734,429 (2009: Rs. 62,734,429), Trigyn Technologies Inc. Rs. 22,221,324 (2009: Rs.22,221,324), e Vector (India) limited Rs.6,703,774 (2009: Rs.6,703,774 million). b) Trigyn Technologies Limited UK Rs. 38,295,971 (2009: Rs.38,295,971) - Company has wound up.

(Refer note 7 of Schedule 13)

Schedule 6. Cash and bank balances

Cash on hand	-	-
Balances with scheduled banks		
- on current account	582,577	531,991
- on deposit account	3,481,785	2,902,510
	<u>4,064,362</u>	<u>3,434,501</u>

Schedule 7. Loans and advances

(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	13,653,472	13,411,412
Gratuity Fund Receivable	573,568	534,835
Interest accrued on fixed deposits	50,436	414,670
Fringe benefit tax payment, net of provision	945	945
Income tax payment, net of provision	2,190,242	217,881
	<u>16,468,663</u>	<u>14,579,743</u>
(Unsecured, considered doubtful)		
Loans to subsidiaries*	2,776,860	2,896,060
Less: Provision for doubtful loans and advances	2,776,860	2,896,060
	<u>-</u>	<u>-</u>
	<u>16,468,663</u>	<u>14,579,743</u>

* Includes loans to holding and subsidiaries:- a) eCapital Solutions (Bermuda) Limited Rs. 2,739,880 (2009: Rs. 2,739,880), b) eCapital Solutions (Mauritius) Limited Rs. 36980 (2009: Rs. 36980) and Trigyn Technologies Limited UK Rs. Nil (2009: Rs. 119,200)- both the subsidiary has wound up

(Refer note 7 of Schedule 13)

Schedules to the financial statements for year ended March 31, 2010 (Contd.)

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 8. Current liabilities		
Sundry creditors	177,064	179,066
Security Deposits	2,920,600	2,920,600
Other liabilities	34,595	51,631
	<u>3,132,259</u>	<u>3,151,297</u>
Schedule 9. Provisions		
Provision for leave encashment	-	10,034
	<u>-</u>	<u>10,034</u>
Schedule 10. Other income		
Interest income	277,667	202,498
Interest received on income tax refund	43,985	-
Foreign Exchange gain (net)	-	3,409,417
Provision no longer reqd written back	10,033	-
	<u>331,685</u>	<u>3,611,915</u>
Schedule 11. Personnel costs		
Salaries and bonus	-	21,000
	<u>-</u>	<u>21,000</u>
Schedule 12. Operating and administration expenses		
Legal and professional charges (refer note 8 of Schedule 13)	222,847	289,062
Rent, rates and taxes	1,000	1,000
Foreign exchange loss (net)	1,992,082	-
Interest on commercial tax	123,223	-
Provision for doubtful debts	-	6,241,355
Miscellaneous expenses	-	63,270
	<u>2,339,152</u>	<u>6,594,687</u>

Schedules annexed to and forming part of accounts for year ended March 31, 2010

Schedule 13. Notes to Accounts

1. Background

Trigyn Technologies (India) Private Ltd (“TTIPL or the Company”) was originally incorporated as Fabulous Trading and Investment Private Limited.

The Company was engaged in the business of providing information technology consultancy and software development services, in addition to developing and servicing its own product for customers in the convergent marketplace.

The operations at the Bangalore Software Development Centre were suspended. The major source of income in the current period is lease rent income on the assets leased at Bangalore and interest income. Lease agreement expired during the year.

2. Principal accounting policies

2.1 Basis of preparation of financial statements

- a. The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (“GAAP”) under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006 and the provisions of the Companies Act, 1956.
- b. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management’s evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.

2.2 Fixed assets and depreciation

Fixed assets are stated at the cost of acquisition or construction less accumulated depreciation. Direct costs related to acquisition/ installations are capitalized until assets are ready for use. These costs include the borrowing costs related to the acquisition or construction of qualifying assets for the period up to the completion of construction or installation of such assets and preoperative expenses incurred during the construction period. Capital work-in-progress includes advances paid to acquire fixed assets and the cost of assets not put to use before the balance sheet date.

Depreciation is provided on straight line basis at higher of the rates based on useful lives of the fixed assets as estimated by the management and those stipulated in Schedule XIV to the Companies Act, 1956.

The useful lives of fixed assets as estimated by the management are:

Asset	Useful life (in years)
Leasehold improvements / Assets taken on lease life of the asset which ever is shorter	Over the term of the lease or the estimated useful
Office equipment	3-4 years
Computers and peripherals	3 years
Furniture and fixtures	4 years

Schedules annexed to and forming part of accounts for year ended March 31, 2010 (Contd.)**2.3 Revenue recognition**

Lease Rentals are accounted for on an accrual basis as per term specified.

2.4 Income tax

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

2.5 Investments

Long-term investments are carried at cost, and provision is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments.

2.6 Lease

Assets given under operating lease are reflected in the financial statements under fixed assets. Further, lease income from such operating lease arrangements have been recognised in the statement of profit and loss as per term specified.

2.7 Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Foreign currency monetary assets and liabilities at the date of the balance sheet are translated at the rate of exchange prevailing on that date.

The Company recognizes all transaction / translation gains and losses in the profit and loss account except those relating to liabilities incurred for the acquisition of fixed assets, which are adjusted to the carrying cost of the respective assets.

2.8 Earnings per share

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.9 Impairment of assets

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

2.10 Provision and contingent liabilities

Provisions are recognized when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities, if any, are disclosed by way of notes to the Balance Sheet.

2.11 Company is operating in single segment hence segment reporting is not applicable

3. Contingent Liabilities

- I. During the year 2002, one of the client eTender.com Limited filed an injunction in the High Court of Delhi against the Company in relation to the software developed by the Company for them. The Company has filed its responses and submitted adequate documentary proof to the honorable High Court, refuting the claims made by the client. Given the strong documentary evidence in Company's favour, the management is of the opinion that the claims of the client are not tenable and hence the Company is of the view that there would not arise any contingent liability on this account. The Company has spent efforts many times more than the revenues realized from the client and has adequate documentary evidence to substantiate its claims.

Schedules annexed to and forming part of accounts for year ended March 31, 2010 (Contd.)

II. The sales tax demand of Rs.1,310,303 was raised against the order passed under Section 23(3) of Delhi Sales Tax Act for the year 2000-01 against which the Company has gone into appeal. The Dy. Commissioner (Appeal – IV) has granted stay against the said order subject to deposit of 10% of the disputed amount i.e. Rs.1,31,030/- under the Local Sales Tax Act. The Company has deposited required 10% deposit and matter is still pending.

4. Earnings per share

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2010	2009
Profit / (Loss) for the year	(1,119,172)	(2,247,657)
Weighted average number of shares used in computing earnings per share	1,471,044	1,471,044
Face value of Rs.100 each		
Basic and diluted earnings per share	(0.76)	(1.53)

5. Deferred Taxes

In view of losses incurred by the Company, deferred tax assets on carry forward business losses and unabsorbed depreciation have not been created as there is no reasonable certainty that sufficient future taxable income will be available against such deferred tax assets.

6. These financial statements have been prepared assuming the Company will continue as a going concern despite cessation of software operations and negative net worth. Management is exploring various options to restructure its business in the near future and it believes that till that time the Company will be able to finance its operations and meet its commitments given by the ultimate holding company to support its subsidiaries. Accordingly, the financial statements do not include any adjustments regarding the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might result should the company be unable to continue as a going concern.

7. Related party transactions

Details of related parties including summary of transactions entered into by the Company during the year ended March 31, 2010 are summarized below:

Holding company

eCapital Solutions (Bermuda) Limited

Key Management Personnel

R Ganapathi

Ultimate Holding company

Trigyn Technologies Limited

Fellow subsidiary companies

Leading Edge Infotech Limited

Trigyn Technologies Europe GmbH

Trigyn Technologies Inc

eVector (Cayman) Limited

eVector Inc.

eVector (India) Private Limited

eVector (UK) Limited

Applisoft Inc*

eCapital Solutions (Mauritius) Limited(till December 30, 2009 as Company has wound up)

Trigyn Technologies Limited, UK(Company has wound up)

*Company has applied for voluntary liquidation and subsequent to year end wound up.

Schedules annexed to and forming part of accounts for year ended March 31, 2010 (Contd.)

Particulars of related party transactions during the year ended March 31, 2010

Nature of transactions	Transactions	
	2010	2009
Transactions during the year		
a. Ultimate Holding Company		
i. Loan taken during the year		
Trigyn Technologies Limited	-	200,000
ii. Loan repaid during the year		
Trigyn Technologies Limited	31,403	900,000
ii. Expenses Incurred on behalf of Company		
Trigyn Technologies Limited	51,643	1,000
Balances as at year end		
i. Loan taken		
Trigyn Technologies Limited	210,168,208	210,147,968
b. Holding Company		
Transaction during the year	-	-
i. Outstanding Receivables Loan to Holding Company		
eCapital Solutions Bermuda Ltd.	2,739,880	2,739,880
ii. Provision for doubtful receivables Provision for loan to Holding Company		
eCapital Solutions Bermuda Ltd.	2,739,880	2,739,880
c. Fellow subsidiary		
i. Expenses Incurred on behalf of Company		
Trigyn Technologies Europe GmbH Germany	-	35,653
Balances as at year end		
i. Outstanding Receivables		
eVector	6,703,774	6,703,774
Trigyn Technologies Europe GmbH Germany	62,734,429	62,734,429
Trigyn Technologies Inc.	33,367,495	33,367,495
ii. Provision for doubtful receivables		
eVector	6,703,774	6,703,774
Trigyn Technologies Europe GmbH Germany	62,734,429	62,734,429
Trigyn Technologies Inc.	22,221,324	22,221,324
iii. Outstanding payables		
Trigyn Technologies Limited	210,168,208	210,167,208

Schedules annexed to and forming part of accounts for year ended March 31, 2010 (Contd.)

8. Supplementary statutory information

	2010	2009
Legal and professional fees include auditors' remuneration:		
- statutory audit fees	110,300	110,300
- tax audit fees	55,150	55,150
	165,450	165,450

9. The Company is in process of identifying Micro, Small and Medium Enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006. Hence disclosure relating to amounts unpaid as at the year end together payable with interest thereon has not been given.

10. The current assets, loans and advances are stated at the value, which in the opinion of the Board, are realisable in the ordinary course of the business. Current liabilities and provisions are stated at the value payable in the ordinary course of the business.

11. The balances of certain amounts under loans and advances, debtors and creditors are subject to confirmation/ reconciliation and consequential adjustment, if any. The management does not, however, expect any significant impact on the financial statements on this account.

12. During the year, the Company has taken necessary steps towards recovery of its outstanding dues receivable from Mr K C Vijaykumar of Rs 13,044,942 and also is in the process of filing recovery suit against him for the same. The Company is confident to recover these outstanding dues from him. The Company has received an advance of Rs 29,10,600 from the aforesaid party.

13. In terms of the provisions of section 383-A of the Companies Act 1956 ('the Act'), the Company is required to have a whole time company secretary. The Company is in process of complying with the provisions of the aforesaid section.

14. The company is maintaining gratuity fund for employees with LIC. As the Company has no employee, it is in the process for closure of fund and refund of balance lying with fund. As per balance confirmation from LIC, Company has recognised interest of Rs 38,733 on the balance with fund which includes interest income.

15. Prior year comparatives

The previous years figures have been reclassified / regrouped wherever necessary, to conform to current year's presentation.

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Trigyn Technologies (India) Private Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS:

I. REGISTRATION DETAILS:

Registration No. State Code

Balance Sheet Date - -

Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS):

Public Issue - Rights Issue -

Bonus Issue - Private Placement (including share application money) -

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS):

Total Liabilities Total Assets

SOURCES OF FUNDS:

APPLICATION OF FUNDS:

Paid-up Capital Net Fixed Assets -

(including share application money)

Reserves & Surplus - Investments -

Secured Loans - Net Current Assets

Unsecured Loans Miscellaneous Expenditure -

Accumulated loss

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS):

Turnover Total Expenditure

(including other income)

Profit Before Tax Profit After Tax

(Please tick appropriate box + for Profit, for Loss)

Earning per Share in Rs. (.) Dividend % -

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS):

ITEM CODE NO. (ITC CODE) .

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

DIRECTORS' REPORT

The Directors are pleased to present their report along with the audited statement of accounts of Leading Edge Infotech Limited for the year ended March 31, 2010.

FINANCIAL RESULTS

	Year ended March 31, 2010	(Rs. In lakhs) Year ended March 31, 2009
Income		
Software development	24.31	64.91
Other Income	1.00	0.55
Total Revenue	25.31	65.46
Expenditure		
Operating and Other Expenses	33.98	60.30
Depreciation	1.67	1.24
Profit / (Loss) before Tax	(10.33)	3.92
Provision for Taxation		
Current Tax	-	0.42
Tax adjustments for earlier years	(0.19)	2.79
Fringe benefit tax	-	0.18
Profit / (Loss) after Tax	(10.14)	0.52
Loss brought forward	138.33	138.85
Loss carried forward	148.47	138.33

REVIEW OF OPERATIONS

During the year under review the company has achieved a turnover of Rs.24.31 lakhs as against Rs.64.91 lakhs for the previous year. Deducting therefrom, the expenditure incurred and tax adjustment for earlier years, the operations of the Company resulted into a net loss of Rs.10.14 lakhs. The accumulated loss of Rs.148.47 lakhs has been carried to the balancesheet.

In absence of profit, your Directors have not recommended any dividend.

DIRECTORS

Mr. Richard Raja resigned from the Directorship of the Company w.e.f. August 1, 2010 and the Board places on record it's appreciation for the contribution made by him during his tenure. In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. C. V. Rao retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act 1956, the directors confirm that :

- i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31,2010 and of the profit & loss account for the year ended March 31, 2010.
- iii) Proper and sufficient care has been taken 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 detecting fraud and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

AUDITORS REMARKS

The Auditors remarks in the Auditor's Report are self explanatory. The management is taking appropriate measures to rectify the same.

EMPLOYEES

The Company has no employee whose Information is required to be given under the provisions of section 217 (2A) of the Companies Act, 1956 and the rules framed there under.

SECRETARIAL COMPLIANCE CERTIFICATE

A Secretarial Compliance Certificate received from a practicing company secretary for the financial year ended March 31, 2010, in terms of section 383A of the Companies Act, 1956 is annexed.

AUDITORS

M/s Price Waterhouse, Chartered Accountants, the Statutory Auditors of your Company holds office until the conclusion of the ensuing Annual General Meeting and being eligible have offered themselves for reappointment. Certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956 and since they are not disqualified for such reappointment within the meaning of Section 226 of the said Act, they shall continue to be the Statutory Auditors.

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

In view of the nature of activities that are being carried on by your Company, rule 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption, respectively are not applicable to your company. Your company is, however, making all efforts for reducing energy consumption at office facilities by installing computer systems designed for low power consumption. There was no foreign exchange outgo and earnings during the year.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation for the support provided by the Company's Bankers, Customers, Vendors as well as all the Employees towards the Company.

On behalf of the Board of Directors

**R. Ganapathi
Chairman**

Place: Mumbai
Date: August 13, 2010

Auditors' Report

TO THE MEMBERS OF LEADING EDGE INFOTECH LIMITED

1. We have audited the attached Balance Sheet of Leading Edge Infotech Limited (the "Company") as at March 31, 2010, 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), 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 Order.
4. *Attention is invited to note 5 to Schedule 14 in the financial statements. These financial statements have been prepared assuming the Company will continue as going concern despite negative networth. In our opinion, these factors, along with other matters set forth in the above note, raise substantial doubt that the Company will be able to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or to amounts and classification of liabilities that might result should the Company be unable to continue as a going concern.*
5. 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, 2010 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - (f) 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Mumbai
Date:- August 13, 2010

Annexure to Auditors' Report**Referred to in paragraph 3 of the Auditor's Report of even date to the members of Leading Edge Infotech Limited on the financial statement for the year ended March 31, 2010**

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed off by the Company during the year.
2. The Company is in the business of providing software services, hence provisions of paragraph 4 (ii) (a), (b) and (c) of the said Order are not applicable.
3. (a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly, the provisions of the paragraph 4(iii) (b), (c) and (d) of the said Order are not applicable.
(b) The Company has taken unsecured loan, from one company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregates to Rs. 12,395,885 and Rs. 12,289,489 respectively.
(c) In our opinion, the rate of interest and other terms and conditions of such loan are not prima facie prejudicial to the interest of the Company.
(d) The terms of repayment of the said loan are not stipulated. Hence, we have no comment on regularity of repayment of principal and interest amounts
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 sale of services. 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. (a) According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that Section. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
(b) As there are no particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Act, the provisions of paragraph 4(v)(b) of the said Order are not applicable during the year
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. As the Company is not listed on any stock exchange or the paid-up capital and reserves as at the commencement of the financial year did not exceed Rupees Fifty Lakhs or the average annual turnover for a period of three consecutive financial years immediately preceding the financial year did not exceed Rupees Five Crores, clause (vii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable for the year.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, cess and other material statutory dues as applicable with the appropriate authorities.
(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, excise duty and cess which have not been deposited on account of any dispute.
10. In our opinion and according to the information and explanations given to us, the Company's accumulated losses exceed 50% of its net worth at the end of the financial year under reporting. The Company has incurred cash losses in the financial year under report, but not in the immediately preceding financial year.
11. As the Company has not borrowed any loans from financial institutions, banks and debenture holders, the provisions of paragraph 4(11) of the said Order are not applicable.
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. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
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 any 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 have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued debentures or made any public issue during the year and accordingly the provisions of paragraph 4 (ix) and (xx) of the said Order, are not applicable.
20. 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 Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership Number :F-33224N

Mumbai
Date:- August 13, 2010

LEADING EDGE INFOTECH LIMITED

Balance sheet as at March 31, 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	5,000,000	5,000,000
Loan funds		12,289,489	11,945,886
		<u>17,289,489</u>	<u>16,945,886</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	3	527,500	527,500
Accumulated Depreciation		290,170	123,591
Net Block		<u>237,330</u>	<u>403,909</u>
Investments			
Investments	4	50,000	50,000
Current assets, loans and advances			
Sundry debtors	5	736,237	960,678
Cash and bank balances	6	736,759	699,460
Loans and advances	7	1,508,134	2,029,057
		<u>2,981,130</u>	<u>3,689,195</u>
Less: Current liabilities and provisions			
Current liabilities	8	662,068	906,270
Provisions	9	164,403	124,241
		<u>826,471</u>	<u>1,030,511</u>
Net current Assets		<u>2,154,659</u>	<u>2,658,684</u>
Profit and loss account		<u>14,847,500</u>	<u>13,833,293</u>
		<u>17,289,489</u>	<u>16,945,886</u>
Notes to the accounts	14		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Leading Edge Infotech Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

Profit and loss account for the year ended March 31, 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Income			
Software consultancy and other services	10	2,431,233	6,491,554
Other income	11	99,859	55,297
		<u>2,531,092</u>	<u>6,546,851</u>
Expenditure			
Personnel costs	12	3,086,590	4,371,770
Administrative and other expenses	13	311,473	1,659,608
Depreciation	3	166,579	123,591
		<u>3,564,642</u>	<u>6,154,969</u>
Profit/(loss) for the year before tax		(1,033,550)	391,882
Less: Provision for taxation			
-Current tax (Minimum alternative tax)		-	42,157
-Tax adjustments for earlier year.		(19,343)	279,050
-Fringe benefit tax		-	18,620
Profit/(loss) for the year		(1,014,207)	<u>52,055</u>
Loss brought forward from previous year		13,833,293	13,885,348
Loss carried forward		14,847,500	13,833,293
Earnings per share (basic and diluted)			
Notes to the accounts	14	(2.03)	0.10

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Leading Edge Infotech Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

Cash Flow Statement for the year ended March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Cash flow from operating activities		
Profit for the year before tax	(1,033,550)	391,882
Adjustments for:		
Interest income	(43,646)	(34,696)
Income from Trade Investments	(7,000)	(7,000)
Depreciation and amortization	166,579	123,591
	<hr/>	<hr/>
Operating profit before working capital changes	(917,617)	473,777
Changes in:		
(Increase)/Decrease in Sundry Debtors	224,441	2,450,192
(Increase)/Decrease in Loans and advances	800,950	(412,378)
Increase/(Decrease) in Current Liabilities and Provisions	(204,040)	(2,101,525)
	<hr/>	<hr/>
Cash generated/(used) in operations	(96,266)	410,066
Income taxes paid, net	(260,685)	(548,401)
	<hr/>	<hr/>
Net cash generated in operations (A)	(356,950)	(138,336)
Cash flow from investing activities		
Interest Received	43,646	34,696
Purchase of Fixed Assets	-	(527,500)
Dividend Received	7,000	7,000
	<hr/>	<hr/>
Net cash generated from investing activities (B)	50,646	(485,804)
Cash flow from financing activities		
Loans from / (repaid to) holding company (net)	343,603	601,112
	<hr/>	<hr/>
Net cash used from financing activities (C)	343,603	601,112
	<hr/>	<hr/>
Decrease in cash and cash equivalents (A+B +C)	37,299	(23,029)
	<hr/>	<hr/>
Cash and cash equivalents at the beginning of year	699,460	722,489
	<hr/>	<hr/>
Cash and cash equivalents at the end of year	736,759	699,460
	<hr/> <hr/>	<hr/> <hr/>

Notes:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 'Cash flow statements'.
- Cash and cash equivalents as at the year end consist of cash Rs.623 (2009: Rs.458) and bank balances in current account Rs.486,136 (2009: Rs.448,837) and in deposit account Rs.250,000 (2009: Rs.250,000).

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Leading Edge Infotech Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

Schedules to the financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 1. Share Capital		
Authorised		
500,000 (2009: 500,000) equity shares of Rs 10 each.	<u>5,000,000</u>	<u>5,000,000</u>
Issued, subscribed and paid-up		
500,000 (2009: 500,000) equity shares of Rs 10 each fully paid up. (the entire share capital is held by Trigyn Technologies Limited, the holding company)	<u>5,000,000</u>	<u>5,000,000</u>
	<u>5,000,000</u>	<u>5,000,000</u>
Schedule 2. Unsecured loan		
Loan from the holding company - Interest free	<u>12,289,489</u>	<u>11,945,886</u>
	<u>12,289,489</u>	<u>11,945,886</u>

Schedule 3. Fixed assets (At cost)

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As at April 1, 2009	Additions during the year	Deletions during the year	As at March 31, 2010	Upto April 1, 2009	For the year	Deletions during the year	Upto March 31, 2010	As at March 31, 2010	As at March 31, 2009
Computers	527,500	-	-	527,500	123,591	166,579	-	290,170	237,330	403,909
	527,500	-	-	527,500	123,591	166,579	-	290,170	237,330	403,909
Previous year	-	527,500	-	527,500	-	123,591	-	123,591	403,909	-

Schedule 4. Investments

Long-term, non - trade and unquoted

5,000 (2009: 5,000) equity shares of Rs 10 each fully paid-up in

North Kanara GSB Co operative Bank Limited

	<u>50,000</u>	<u>50,000</u>
	<u>50,000</u>	<u>50,000</u>

Schedule 5. Sundry debtors

(Unsecured, considered good, unless otherwise stated)

Debts over six months - Considered doubtful	<u>702,367</u>	16,155
Other debts - Considered good	<u>50,025</u>	960,678
	<u>752,392</u>	976,833
Less: Provision for doubtful debts	<u>16,155</u>	16,155
	<u>736,237</u>	<u>960,678</u>

Schedules to the financial statements for year ended March 31, 2010 (Contd.)

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Schedule 6. Cash and bank balances		
Cash on hand	623	623
Balances with scheduled banks:		
- on current accounts	486,136	448,837
- on deposit account	250,000	250,000
	<u>736,759</u>	<u>699,460</u>
Schedule 7. Loans and advances		
(Unsecured, considered good, unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	21,381	823,926
Deposits	13,900	13,900
Fringe benefit tax payment, net of provision	3,298	1,703
Income tax payment, net of provision	1,469,555	1,189,528
	<u>1,508,134</u>	<u>2,029,057</u>
Schedule 8. Current liabilities		
Sundry creditors	185,255	225,706
Advance from customers	17,453	21,206
Other liabilities	459,360	659,358
	<u>662,068</u>	<u>906,270</u>
Schedule 9. Provisions		
Provision for leave encashment and gratuity	164,403	124,241
	<u>164,403</u>	<u>124,241</u>
Schedule 10. Software consultancy and other services		
Gross revenue	2,681,263	7,005,731
Less: service tax	250,030	514,177
Net revenue	<u>2,431,233</u>	<u>6,491,554</u>
Schedule 11. Other income		
Interest income	43,646	34,696
[TDS Rs 2,241 (2009: Rs. 4928)]		
Income from long term investment	7,000	7,000
Miscellaneous income	49,213	13,601
	<u>99,859</u>	<u>55,297</u>
Schedule 12. Personnel costs		
Salaries, bonus and other allowances	2,874,912	4,063,997
Contribution to provident and other funds	155,206	208,547
Gratuity and leave encashment	52,790	92,226
Staff welfare	3,682	7,000
	<u>3,086,590</u>	<u>4,371,770</u>
Schedule 13. Administrative and other expenses		
Consultancy charges	-	519,490
Advertisement expenses	-	255,090
Legal and professional fees	252,100	845,245
Communication expenses	6,576	1,410
Rent, rates & taxes	37,440	34,320
Miscellaneous	15,357	4,053
	<u>311,473</u>	<u>1,659,608</u>

Schedules annexed to and forming part of accounts for the year ended March 31, 2010**Schedule 14. Notes to Accounts****1. Background**

Leading Edge Infotech Limited ('LEIL' or 'the Company') was incorporated on 16 July 1996. LEIL is engaged primarily in providing software maintenance services for the financial services market in India. In 1997 – 98 The Company became a wholly owned subsidiary of Trigyn Technologies Limited ('TTL').

2. Principal accounting policies**2.1 Basis of preparation of financial statements**

- (a) The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006 and the provisions of the Companies Act, 1956.
- (b) The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.

2.2 Revenue recognition

Income from annual maintenance contract is recognized over the period of the contract.

Revenue from 'time and material' contracts is recognised exclusive of service tax as and when related services are performed and accepted by the customer.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis. Dividend income is recognized when the right to receive dividend is established.

2.3 Retirement benefits

Contributions to the provident fund, which is a defined contribution scheme, are charged to the profit and loss account in the year in which the contributions are due. Leave encashment costs are provided for as at the balance sheet date on arithmetical basis. Gratuity costs, which are defined benefits, are provided as at the balance sheet date on an arithmetical basis.

2.4 Investments

Long-term investments are carried at cost, and provision is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments. Current investments are carried at lower of cost and fair value, and provision is made to recognise any decline in the carrying value.

2.5 Income tax

Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Minimum Alternative Tax (MAT) credit (which is equal to the excess of MAT calculated in accordance with provisions of section 115JB of the Income tax Act, 1961 over normal income-tax) is recognized as an asset by crediting the Profit and Loss Account only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of seven succeeding assessment years.

Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation..

**Schedules annexed to and forming part of accounts for the year ended March 31, 2010
(Contd.)**

2.6 Earnings per share

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.7 Provision and contingent liabilities

Provisions are recognized when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities, if any, are disclosed by way of notes to the Balance Sheet.

3. Taxes

In view of the assessable loss, provision for current taxes is not required. Deferred tax assets on carry forward business losses and unabsorbed depreciation have not been created as there is no reasonable certainty that sufficient future taxable income will be available against such deferred tax assets.

During the previous year, the Company has made provision for current tax under Section 115JB (MAT) of the Income tax Act, 1961. In view of the losses, the Company has not recognized MAT credit as there is uncertainty of its utilisation within the period specified under the Income tax Act.

4. Earnings per share

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2010	2009
Profit / (Loss) for the year	(1,014,207)	52,055
Weighted average number of shares used in computing earning per share	500,000	500,000
Face value of Rs.10 each		
Basic and diluted earnings per share.	(2.03)	0.10

5. These financial statements have been prepared assuming the Company will continue as a going concern despite negative net worth in the current year. Management is exploring various options to restructure its existing business and believes that the Company will be able to finance its operations and meet its commitments and also commitments given by its holding company and from internal cash generation in the foreseeable future, given the various options it is perusing in this regard. Accordingly, the financial statements do not include any adjustments regarding the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Schedules annexed to and forming part of accounts for the year ended March 31, 2010
(Contd.)

6. Related party transactions

Details of related parties including summary of transactions entered into by the Company during the year ended March 31, 2010 are summarized below:

Holding company Trigyn Technologies Limited	Key Management Personnel R Ganapathi
Fellow subsidiary companies Applisoft Inc. (Company has applied for voluntary liquidation) eCapital Solutions (Bermuda) Limited	
Subsidiaries of the fellow subsidiaries Company Trigyn Technologies (India) Private Limited Trigyn Technologies Europe GmbH Trigyn Technologies Inc eVector (Cayman) Limited eVector Inc.USA eVector (India) Private Limited eVector (UK) Limited eCapital Solutions (Mauritius) Limited(till December 30, 2009, as the Company wound up voluntary on the date)	

Particulars of related party transactions during the year ended March 31, 2010.

Nature of transactions	Transactions	
	2010	2009
Transactions during the year		
a. Holding Company		
i. Loans taken		
Trigyn Technologies Limited	1,750,000	2,600,000
ii. Loans repaid		
Trigyn Technologies Limited	1,450,000	2,000,000
iii. Amount paid on behalf of the Company		
Trigyn Technologies Limited	241,512	1,111
Balances as at the year end		
i. Loans taken		
Trigyn Technologies Limited	12,289,489	11,945,886
b. Fellow subsidiaries		
Transaction during the year	-	-
c. Subsidiaries of the fellow subsidiaries		
Transaction during the year	-	-
Balances as at year end		
i. Advance Given		
Trigyn Technologies (India) Private Limited	5,720	5,720

**Schedules annexed to and forming part of accounts for the year ended March 31, 2010
(Contd.)**

7. Supplementary statutory information

	2010	2009
Legal and professional fees include:		
Auditor's remuneration:		
- statutory audit fees	110,300	110,300
- tax audit fees	55,150	55,150
	165,450	165,450
	165,450	165,450

8. The Company is in process of identifying Micro, Small and Medium Enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006. Hence disclosure relating to amounts unpaid as at the year end together payable with interest thereon has not been given.

9. The current assets, loans and advances are stated at the value, which in the opinion of the board, are realizable in the ordinary course of the business. Current liabilities and provisions are stated at the value payable in the ordinary course of the business.

10. Prior year comparatives

Prior year figures have been reclassified / regrouped to conform to current year's presentation.

For Price Waterhouse
Chartered Accountants
FRN - 012754N

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai

Date: August 13, 2010

For Leading Edge Infotech Limited

R Ganapathi
Director

C V Rao
Director

Place: Mumbai

Date: August 13, 2010

AUDITORS' REPORT

Auditors' Report to the Members of Trigyn Technologies Inc

1. We have audited the attached Balance Sheet of Trigyn Technologies Inc (the "Company") as at March 31, 2010, 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As stated in note 2.1 (b) to schedule 13, these financial statements have been prepared by the Company only for the purposes of attaching to the financial statements of its ultimate holding company, Trigyn Technologies Limited, as prescribed under section 212 of the Indian Companies Act, 1956.
4. 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) 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:
 - (i) in the case of the Balance Sheet, of the state of affairs of the company as at March 31,2010;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Price Waterhouse
FRN 012754N
Chartered Accountants

Vilas Y.Rane
Partner
Membership Number F-33220

Mumbai
Date: August 13, 2010

Balance sheet as at March 31, 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	486	486
Reserves and surplus	2	68,901,445	70,312,252
Loan funds			
Unsecured loans	3	9,681,450	11,216,550
		<u>78,583,381</u>	<u>81,529,288</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block	4	2,328,228	2,376,270
Less: Accumulated depreciation		1,775,856	1,586,563
Net block		<u>552,372</u>	<u>789,707</u>
Current assets, loans and advances			
Sundry debtors	5	386,806,763	346,059,757
Unbilled receivables		4,468,202	12,472,998
Cash and bank balances	6	72,301,805	91,710,301
Loans and advances	7	28,384,242	33,639,630
		<u>491,961,012</u>	<u>483,882,686</u>
Current liabilities and provisions			
Current liabilities	8	451,785,964	471,986,418
Provisions	9	4,015,494	4,012,563
		<u>455,801,458</u>	<u>475,998,981</u>
Net current assets / (liabilities)		36,159,553	7,883,706
Profit and loss account		41,871,456	72,855,876
		<u>78,583,381</u>	<u>81,529,288</u>

Notes to Accounts
As per our report of even date attached
For Price Waterhouse
FRN 012754N
Chartered Accountants

13
For Trigyn Technologies Inc.

Vilas Y. Rane
Partner
Membership No.: F-33220

Homiyar Panday
Director

R. Ganapathi
Director

Place: Mumbai
Date: August 13, 2010

Place: New Jersey
Date: August 13, 2010

Place: Mumbai
Date: August 13, 2010

TRIGYN TECHNOLOGIES INC.

Profit and loss account for the year ended March 31, 2010

	Schedule	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Income			
Software consultancy and other support services		1,929,535,501	1,592,604,331
Other income	10	198,831	608,164
		<u>1,929,734,332</u>	<u>1,593,212,495</u>
Expenditure			
Personnel costs	11	344,682,641	297,153,641
Consultancy charges and allowances		1,496,176,175	1,207,591,619
Other costs	12	39,966,133	34,449,734
Depreciation	4	430,895	402,618
Finance and other charges		662,251	136,700
		<u>1,881,918,095</u>	<u>1,539,734,312</u>
Profit for the year before tax		47,816,237	53,478,183
Less: Provision for taxation			
Current Tax		17,777,213	6,647,494
Excess provision for tax of earlier years		(945,395)	(1,958,803)
Profit after tax		<u>30,984,420</u>	<u>48,789,492</u>
Losses brought forward		72,855,876	121,645,368
Losses carried to balance sheet		41,871,456	72,855,876
Basic and diluted earnings per share		<u>30,984</u>	<u>48,789</u>
Number of shares (face value of USD 0.01 each)		1,000	1,000
Notes to Accounts	13		

As per our report of even date attached
For Price Waterhouse
FRN 012754N
Chartered Accountants

For Trigyn Technologies Inc.

Vilas Y. Rane
Partner
Membership No.: F-33220

Homiyar Panday
Director

R. Ganapathi
Director

Place: Mumbai
Date: August 13, 2010

Place: New Jersey
Date: August 13, 2010

Place: Mumbai
Date: August 13, 2010

Cash Flow Statement for the year ended on March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2010 Rs.
Cash flow from operating activities		
Profit for the year before tax	47,816,237	53,478,183
Adjustments for:		
Interest income	(174,154)	(274,243)
Provision for doubtful debts /bad debts/advances	—	498,014
Depreciation and amortisation	430,895	402,618
Operating profit before working capital changes	48,072,978	54,104,571
Changes in:		
(Increase)/Decrease in Sundry Debtors	(32,742,210)	(121,834,047)
(Increase)/Decrease in Loans and advances	2,839,479	(7,445,725)
Increase/(Decrease) in Current Liabilities and Provisions	(307,999,084)	141,243,378
Cash generated/(used in) operations	(12,628,837)	66,068,177
Income tax adjustment	(6,230,169)	(9,043,240)
Net cash generated from / (used in) operations (A)	(18,859,006)	57,024,937
Cash flow from investing activities		
Purchase of fixed assets	(193,646)	(414,536)
Interest received	174,154	274,243
Loan repayment from / (to) subsidiaries (net)	(2,415,910)	(789,688)
Net cash generated from / (used in) investing activities (B)	(2,396,417)	(929,981)
Cash flow from financing activities		
Acceptance / (Repayment) of unsecured loans	(1,535,100)	2,627,300
Net cash generated from / (used in) financing activities (C)	(1,535,100)	2,627,300
Increase/(Decrease) in cash and cash equivalents (A+B+C)	(17,997,689)	58,722,256
Adjustment on account of currency translation reserve	(1,410,807)	(7,441,132)
Cash and cash equivalents at the beginning of year after unrealised exchange gain	91,710,301	40,429,177
Cash and cash equivalents at the end of year after unrealised exchange gain*	72,301,805	91,710,301

Notes:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard 3 - 'Cash flow statements'.
- Cash and cash equivalents consists of cash Rs. Nil (previous year Rs. Nil) and bank balance in current account Rs. 78,420,183 (previous year Rs.36,320,205) and in deposit account Rs.13,290,118 (previous year Rs.4,108,972).

As per our report of even date attached
For Price Waterhouse
FRN 012754N
Chartered Accountants

For Trigyn Technologies Inc.

Vilas Y. Rane
Partner
Membership No.: F-33220

Homiya Panday
Director

R. Ganapathi
Director

Place: Mumbai
Date: August 13, 2010

Place: New Jersey
Date: August 13, 2010

Place: Mumbai
Date: August 13, 2010

Schedules to the financial statements for the year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 1. Share capital		
Authorised share capital		
1,000 (2009: 1,000) equity shares of par value Rs 0.48 (equivalent USD 0.01) each.	<u>486</u>	<u>486</u>
Issued, subscribed and paid-up share capital		
1,000 (2009: 1,000) shares of par value Rs 0.48 (equivalent USD 0.01) each, fully paid up.	<u>486</u>	<u>486</u>
All the above shares are held by eCapital Solutions (Bermuda) Limited, the holding company.		
Schedule 2. Reserves and surplus		
Securities premium account	29,135,514	29,135,514
Capital reserve	22,915,901	22,915,901
Foreign currency translation reserve	16,850,030	18,260,837
	<u>68,901,445</u>	<u>70,312,252</u>
Schedule 3. Unsecured loans		
Holding company	5,403,600	6,260,400
Others	4,277,850	4,956,150
(Above loans are interest free)		
	<u>9,681,450</u>	<u>11,216,550</u>
Schedule 4. Fixed assets		

(Amount in Rupees)

Particulars	Gross Block				Depreciation				Net book value	
	As at April 1, 2009	Additions during the year	Deletions/ Adjustments during the year*	As at March 31, 2010	As at April 1, 2009	Depreciation for the year	Deletions/ Adjustments during the year*	As at March 31, 2010	As at March 31, 2010	As at March 31, 2009
Computers and peripherals	1,775,554	277,176	(243,004)	1,809,726	1,239,210	345,356	(189,271)	1,395,295	414,431	536,344
Furniture & Fittings	600,716	-	(82,214)	518,502	347,353	85,624	(52,416)	380,561	137,941	253,363
	2,376,270	277,176	(325,217)	2,328,228	1,586,563	430,980	(241,687)	1,775,856	552,372	789,707
Previous year	9,577,876	226,007	7,427,613	2,376,270	8,800,085	402,618	7,616,141	1,586,563	789,707	

* Deletions/Adjustments also include on account of foreign currency translation

Schedule 5. Sundry debtors

(Unsecured, considered good, unless otherwise stated)

Debts over six months

- Considered good	19,324,078	4,016,916
- Considered doubtful *	252,663	292,726
	<u>19,576,742</u>	<u>4,309,642</u>

Other debts

- Considered good	367,482,685	342,042,841
	<u>387,059,427</u>	<u>346,352,483</u>
Less: Provision for doubtful debts*	252,663	292,726
	<u>386,806,763</u>	<u>346,059,757</u>

*Includes due from Trigyn Technologies - UK of Rs 252,663 (2009: 292,726)

Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 6. Cash and bank balances		
Balances with non-scheduled banks:		
in current account		
- Wachovia bank	66,427,133	78,420,183
in fixed deposit		
- Wachovia bank	5,874,671	13,290,118
	<u>72,301,805</u>	<u>91,710,301</u>
Maximum balance held during the year with above bank		
- Current account	78,989,199	117,574,118
- Fixed deposit		
Schedule 7. Loans and advances		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	27,944,411	30,724,323
Loan to fellow subsidiary		
- Considered doubtful*	24,895,575	33,674,120
- Considered good**	-	2,415,910
	<u>24,895,575</u>	<u>36,090,030</u>
Less: Provision for doubtful debts*	24,895,575	33,674,120
	-	2,415,910
Deposit	439,831	499,397
Other loans - Considered doubtful	4,052,700	4,695,300
Less: Provision for doubtful debts	4,052,700	4,695,300
	-	-
	<u>28,384,242</u>	<u>33,639,630</u>
*Includes due from Trigyn Technologies Limited, UK of Rs 24,895,575 (2009: 28,843,041) and Applisoft Inc of Rs nil (2009: 4,831,079)		
**Includes due from Applisoft Inc of Rs nil (2009: 2,415,910)		
Schedule 8. Current liabilities		
Sundry creditors		
- fellow subsidiary	12,563,506	14,555,588
- Others	161,188,534	193,283,271
Other liabilities	278,033,924	264,147,559
	<u>451,785,964</u>	<u>471,986,418</u>
Schedule 9. Provisions		
Leave encashment	4,015,494	4,012,563
	<u>4,015,494</u>	<u>4,012,563</u>

Schedules to the financial statements for the year ended March 31, 2010 (Contd.)

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Schedule 10. Other income		
Interest received	174,154	274,243
Sundry balance written back	24,077	314,710
Miscellaneous income	600	19,211
	<u>198,831</u>	<u>608,164</u>
Schedule 11. Personnel costs		
Salaries and bonus	305,892,842	262,805,469
Leave encashment	627,873	1,476,923
Staff insurance and other benefits	38,161,926	32,871,248
	<u>344,682,641</u>	<u>297,153,641</u>
Schedule 12. Other costs		
Communication costs	1,525,443	1,361,529
Legal and professional fees	3,463,485	2,429,961
Audit fees	300,000	267,633
Travel and conveyance costs	6,411,031	4,656,954
Insurance	2,071,486	1,491,898
Staff recruitment costs	9,414,437	8,306,286
Rent	2,825,211	3,306,715
Discount to customer	7,025,518	7,552,916
Donations	45,353	30,701
Sundry advances write off	6,801,328	41,265
Less:- Provision utilised	4,420,849	-
	<u>2,380,479</u>	<u>41,265</u>
Bad debts	540,222	40,227,945
Less:- Provision utilised	-	39,729,931
	<u>540,222</u>	<u>498,014</u>
Miscellaneous expenses	3,963,469	4,505,863
	<u>39,966,133</u>	<u>34,449,734</u>

Schedules to the financial statements for the year ended March 31, 2010

(Currency : Indian Rupees)

Schedule 13. Notes to Accounts

1. Background

Trigyn Technologies, Inc. ('TTI' or 'the Company') formerly known as "eCapital Solution Inc" was incorporated in the state of Delaware, USA on 9 April 1999 as a wholly owned subsidiary of eCapital Solutions (Bermuda) Limited ('EB'). In April 2000, Trigyn Technologies Limited ('TTL'), a company listed on the Bombay as well as National Stock Exchange acquired EB, thereby becoming the ultimate holding company of TTI.

The Company is engaged in the business of providing information technology support and software development services.

2. Principal accounting policies

2.1 Basis of preparation of financial statements

- (a) These financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, and in accordance with the provisions of the Indian Companies Act, 1956 as applicable to bodies corporate.
- (b) These financial statements have been prepared for the purpose of compliance with the provisions of section 212 of the Indian Companies Act, 1956 by the ultimate holding company i.e. TTL. Accordingly, these financial statements will be attached to the financial statements of TTL as prescribed under Section 212 of the Indian Companies Act, 1956. The Balance Sheet and Profit and Loss Account of the Company have been drawn up in terms of US dollars representing the functional currency of the Company. However, for purposes of compliance with the requirements of section 212 of the Indian Companies Act 1956, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates. No representation is made, that the US dollar amounts have been, could have been or could be converted in to Indian Rupees at such an exchange rate.
- (c) The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.

2.2 Revenue recognition

Revenues from software development services comprise income from time and material and fixed price contracts. Revenue from 'time and material' contracts is recognized as related services are performed and accepted by the customer. Revenue from fixed price contracts is recognized using the percentage of completion method of accounting, under which the sales value of performance, including the profit thereon, is determined by relating the actual man hours of work performed to date to the estimated total man hours for each contract. Provision for estimated losses on uncompleted contracts are recorded in the period in which such losses become probable, based on current contract estimates. The revenue allocated to post-contract customer support is recognized ratably over the term of the support and revenue allocated to service elements such as training, installation and customization is recognized as the services are performed.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

Unbilled receivables represent costs incurred and revenues recognized on contracts, to be billed in subsequent periods as per the terms of the contract. Amounts received in advance of meeting the revenue recognition criteria are deferred and reflected as 'Billings in excess of costs and estimated earnings on uncompleted contracts'.

Schedules to the financial statements for the year ended March 31, 2010**(Currency : Indian Rupees)****2.3 Fixed assets and depreciation**

Fixed assets are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the fixed assets. Depreciation on fixed assets is provided based on the straight-line method over its estimated useful life. Depreciation on additions and disposals is provided pro-rata for the period of use.

The useful life of fixed assets being followed by the Company is shorter than those prescribed under Schedule XIV to the Companies Act, and are summarised below:

Asset	Useful life (in years)
Computers and peripherals	3
Software	3
Furniture & Fittings	4

2.4 Retirement benefits

The Company provides leave encashment costs based on leave balance to the credit of the employees at the year-end, at the prevalent salary rates.

2.5 Income tax

Current taxes comprise state and federal taxes in the United States.

2.6 Earnings per share

The basic and diluted earnings per share is computed by dividing the profit / loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.7 Leases

Operating lease payments are recognized in the profit and loss account on a straight line basis over the lease term.

2.8 Provision and contingent liabilities

Provisions are recognized when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities, if any, are disclosed by way of notes to the Balance Sheet.

2.9 Segment Information

In accordance with the Accounting Standard 17 "Segment Reporting", issued by the Institute of Chartered Accountants of India, if the Company's single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need to be presented only on the basis of the consolidated financial statements. Accordingly, the holding Company has chosen to present segment information only in its consolidated financial statements.

Schedules to the financial statements for the year ended March 31, 2010

(Currency : Indian Rupees)

3. Earnings per share

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2010	2009
Profit for the year	30,984,420	48,789,492
Weighted average number of shares used in computing earning per share	1,000	1,000
Face value of USD 0.01 each		
Basic and diluted earnings per share.	30,984	48,789

4. Leases

The Company has entered into operating lease arrangements, for leasing office premises in USA. The office premise has been taken under a non-cancelable lease for a period of 5 years, which is renewable at the option of the Company.

The future minimum lease payments in respect of non-cancelable operating lease in the US as at 31 March 2010 are summarized below:

	2010	2009
Lease rental payments for the year	28,25,211	37,06,623
Future minimum lease rentals payments payable:		
- not later than one year	3,127,673	2,070,544
- Later than one year but not later than five years	49,52,148	-
	<u>80,79,821</u>	<u>2,070,544</u>

5. Related party transactions

Details of related parties including summary of transactions entered into by the Company during the year ended March 31, 2010 are summarized below:

Holding company

eCapital Solutions (Bermuda) Limited

Key Management Personnel

R Ganapathi

Ultimate Holding company

Trigyn Technologies Limited

Homiyar Panday

Fellow companies

Leading Edge Infotech Limited

Trigyn Technologies Europe GmbH

Trigyn Technologies India (Private) Limited

eVector (Cayman) Limited

eVector Inc.

eVector (India) Private Limited

eVector (UK) Limited

Schedules to the financial statements for the year ended March 31, 2010

(Currency : Indian Rupees)

Particulars of related party transactions during the year ended March 31, 2010

Nature of transactions	Transactions	
	2010	2009
Transactions during the year		
a. Ultimate Holding Company		
i. Cost of services rendered		
Trigyn Technologies Limited	253,284,312	210,531,511
ii. Expenses incurred by the Company		
Trigyn Technologies Limited	11,814,579	13,314,302
iii. Expenses incurred on behalf of the Company		
Trigyn Technologies Limited	1,016,126,406	801,846,487
Balances as at year end		
i. Advance payable		
Trigyn Technologies Limited	157,421,747	155,284,077
ii. Outstanding payable		
Trigyn Technologies Limited	118,405,194	145,208,058
b. Holding Company		
Balances as at year end		
eCapital Solutions Bermuda	5,403,600	6,260,400
Balances as at year end		
i. Loan given		
eCapital Solutions	6,651,246	7,705,874
iii. Outstanding Payable		
Trigyn Technologies (India) Pvt. Ltd.	12,563,507	14,555,588
6. Supplementary statutory information		
(i) Personnel costs includes managerial remuneration paid to the directors of the Company as follows:		
- Salaries and bonus	16,685,658	11,957,302
- Others	539,319	759,773
	17,224,977	12,717,075

7. The current assets, loans and advances are stated at the value, which in the opinion of the Board, are realisable in the ordinary course of the business. Current liabilities and provisions are stated at the value payable in the ordinary course of the business.
8. The balances of certain amounts under loans and advances, debtors and creditors are subject to confirmation / reconciliation and consequential adjustment, if any. The management does not, however, expect any significant impact on the financial statements on this account.
9. Prior year figures have been appropriately reclassified / regrouped to conform to current year's presentation.

For Trigyn Technologies Inc.

For Price Waterhouse
FRN 012754N
Chartered Accountants

Vilas Y. Rane
Partner
Membership No.: F-33220

Place: Mumbai
Date: August 13, 2010

Homiyar Panday
Director

Place: New Jersey
Date: August 13, 2010

R. Ganapathi
Director

Place: Mumbai
Date: August 13, 2010

Annual Financial Statements of eCapital Solutions (Bermuda) Limited for the year 2004-05 (Unaudited)**Balance sheet at March 31, 2005**

(Currency: Indian Rupee)

	Note	2005	2004
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	3	151,312,960	151,312,960
Reserves and surplus	4	272,423,733	272,423,733
		<u>423,736,693</u>	<u>423,736,693</u>
APPLICATION OF FUNDS			
Investments			
	5	-	-
Current assets, loans and advances			
Cash and bank balances	6	92,568	92,568
Loans and advances	7	28,948,869	28,948,869
		<u>29,041,437</u>	<u>29,041,437</u>
Current liabilities and provisions			
Current liabilities	8	4,847,319	4,847,319
Net current assets		24,194,118	24,194,118
Profit and loss account		399,542,575	399,542,575
		<u>423,736,693</u>	<u>423,736,693</u>

The accompanying notes form an integral part of the financial statements.

Profit and Loss Account for the year ended March 31, 2005

(Currency: Indian Rupee)

	Note	2005	2004
INCOME			
Interest income		-	-
Other income	9	-	-
		<u>-</u>	<u>-</u>
EXPENDITURE			
Operating costs	10	-	410,257
Loss for the year before exceptional items		-	410,257
Exceptional items	11	-	10,219,497
Loss after exceptional items		-	10,629,754
Accumulated losses, brought forward		3,99,542,575	388,912,821
Accumulated losses, carried forward		399,542,575	399,542,575
Basic and diluted earnings per share		-	(1.45)
Number of shares used in computing basic and diluted earnings per share		7,350,000	7,350,000

The accompanying notes form an integral part of the financial statements.

For eCapital Solutions (Bermuda) LimitedPlace : Mumbai
Date : June 29, 2005

Director

Director

Notes to the financial statements for the year ended March 31, 2005

(Currency: Indian Rupee)

1 Background

eCapital Solutions (Bermuda) Limited ('EB'), was incorporated in Bermuda in December 1998 as a 100 % subsidiary of eCapital Holdings (Bermuda) Limited ('EH'). On 12 April 2000, EH sold its 100% interest in EB, to Trigyn Technologies Limited ('TTL'), a public limited company incorporated in India, as a result of which EB became a wholly owned subsidiary of TTL. The primary objective of EB is to hold investments in its majority owned subsidiaries.

The majority owned subsidiaries of EB are primarily engaged in the business of providing software solutions and consultancy services in India, United States of America and Europe.

On 1 October 2001, EB acquired balance 49% equity stake representing 29,400 equity shares in its subsidiary Trigyn Technologies U.K ('TTUK') for consideration aggregating GBP 1 resulting in TTUK becoming a wholly owned subsidiary of EB. On 16 April 2002 the management of TTUK decided to wind up its operations and filed for liquidation.

On 30 May 2002, the Board of Directors of eVector (Cayman) Limited (EVCL), a wholly owned subsidiary of the Company, together with EVCL's preference shareholder and the Company decided to wind up EVCL and its subsidiaries' operations (refer note 11).

2 Principal accounting policies

2.1 Basis of preparation of financial statements

- (a) These financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, and in accordance with the provisions of the Indian Companies Act, 1956 as applicable to bodies corporate.
- (b) These financial statements have been prepared for the purpose of compliance with the provisions of section 212 of the Indian Companies Act, 1956 by the holding company i.e. TTL. Accordingly, these financial statements will be attached to the financial statements of TTL as prescribed under Section 212 of the Indian Companies Act, 1956. The balance sheet and profit and loss account of the Company have been drawn up in terms of US dollars representing the functional currency of the Company. However, for purposes of compliance with the requirements of section 212 of the Indian Companies Act 1956, these financial statements have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the revised Accounting Standard 11 on Accounting for the effects of changes in foreign exchange rates. No representation is made, that the US dollar amounts have been, could have been or could be converted in to Indian Rupees at such an exchange rate.
- (c) The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements.
- (d) The Company has made a net loss, before exceptional items, of Rs NIL (equivalent NIL USD) (2004: loss of Rs 10.63 million (equivalent USD 0.24 million)) for the year ended 31 March 2005 and has accumulated deficit aggregating Rs 399.54 million (equivalent USD 8.60 million) (2004: Rs 399.54 million (equivalent USD 8.60 million)) as at 31 March 2005. In the event, the Company is required to assume the liabilities of its subsidiary TTE, there exists significant uncertainty that the Company will be able to continue as a going concern and, therefore may be unable to realize its assets and discharge its liabilities in the normal course of business. These financial statements do not include any adjustments regarding the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

2.2 Interest income

Interest on deployment of surplus funds is recognised using the time proportion method based on the underlying interest rates.

2.3 Investments

Long-term investments are carried at cost, and provision is made when in the management's opinion there is a decline, other than temporary, in the carrying value of such investments.

Notes to the financial statements for the year ended March 31, 2005 (Contd.)

(Currency: Indian Rupee)

2.4 Provision for taxation

The Company is incorporated in Bermuda where no taxes are payable. Accordingly, the Company has not made provision for taxes in the financial statements.

2.5 Earnings per share

The basic and diluted earnings per share is computed by dividing the loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period.

3 Share capital**Authorised share capital**

	2005	2004
9,435,174 (2004: 9,435,174) equity shares of Rs 20 (equivalent USD 0.42) with voting rights	<u>194,240,000</u>	<u>194,240,000</u>
7,076,380 (2004: 7,076,380) equity shares of Rs 21 (equivalent USD 0.44) without voting rights	<u>145,680,000</u>	<u>145,680,000</u>
	339,920,000	339,920,000

Issued, subscribed and paid-up share capital

6,049,804 (2004: 6,049,804) equity shares of Rs 20 (equivalent USD 0.42) with voting rights each, fully paid up.	<u>124,546,105</u>	<u>124,546,105</u>
1,300,196 (2004: 1,300,196) equity shares of Rs 20 (equivalent USD 0.42) without voting rights each, fully paid up.	<u>26,766,855</u>	<u>26,766,855</u>
	151,312,960	151,312,960

The above equity shares data is presented subsequent to stock consolidation carried out by the Company in March 2001, whereby 31,160,000 outstanding equity shares of the Company were consolidated into 7,350,000 equity shares in a 4.24: 1 ratio.

All the above equity shares of the Company are held by the holding company i.e. TTL.

Of the above, 117,940 (2004: 117,940) equity shares of Rs. 20 (equivalent USD 0.42) each fully paid with a premium of Rs 38 (equivalent USD 0.79) have been allotted for consideration other than cash for acquiring 2 equity shares (representing 100% of issued and paid up share capital) of Trigyn Technologies Europe, GmbH.

Refer note 12 for employee stock options issued by the Company.

4 Reserves and surplus

Share premium balance	281,009,437	281,009,437
Foreign currency translation reserve	(8,585,704)	(8,585,704)
	<u>272,423,733</u>	<u>272,423,733</u>

5 Investments**Long term investments**

Trade (unquoted) investment in subsidiaries 5,500 (2004: 5,500) equity shares of Rs 47.65 (equivalent USD 1) each fully paid in eCapital Solutions (Mauritius) Limited	253,157	253,157
1,000 (2004: 1,000) equity shares of Rs 0.48 (equivalent USD 0.01) each fully paid in Trigyn Technologies Inc. USA.	27,617,100	27,617,100
60,000 (2004: 60,000) equity shares of Rs 0.75 (equivalent GBP 0.01) each fully paid up in Trigyn Technologies Limited, U.K.	60,528,260	60,528,260
2 (2004: 2) equity shares of Rs 550,750		

eCAPITAL SOLUTIONS (BERMUDA) LIMITED

Notes to the financial statements for the year ended March 31, 2005 (Contd.)

(Currency: Indian Rupee)

	2005	2004
(equivalent DM 25,000) each fully paid up in Trigyn Technologies Europe, GmbH	9,882,089	9,882,089
15,000,000 (2004: 15,000,000) equity shares of Rs 0.48 (equivalent USD 0.01) each fully paid up in Vector Cayman Limited	6,904,275	6,904,275
Less: provision for decline other than temporary in the value of investments. (refer note 11)	105,184,881	105,184,881
	105,184,881	105,184,881
	-	-
6 Cash and bank balances		
Balances with non scheduled banks		
- In current account		
The Bank of Bermuda Limited	92,568	92,568
	92,568	92,568
Maximum balance held during the year with above banks		
- In current account		
Lloyds TSB	-	-
The Bank of Bermuda Limited	92,568	5,661,506
- In deposit account		
The Bank of Bermuda Limited	-	-
7 Loans and advances		
(unsecured, considered good)		
Advances for investment in subsidiaries, pending allotment of equity shares		
- eCapital Solution (Mauritius) Limited	14,899,563	14,899,563
Loans/advances to subsidiaries	14,049,306	14,049,306
	28,948,869	28,948,869
(unsecured, considered doubtful) Advances for investment in subsidiaries, pending allotment of equity shares		
- eCapital Solution (Mauritius) Limited	146,994,506	146,994,506
- Trigyn Technologies Europe GmbH	25,282,045	25,282,045
Loans/advances to subsidiaries	83,279,150	83,279,150
	255,555,701	255,555,701
Less: Provision for doubtful loans/advances (refer note 11)	255,555,701	255,555,701
	-	-
	28,948,869	28,948,869
Loans and advances to subsidiaries includes amount due from Trigyn Technologies Limited, UK aggregating Rs 43,248,747 (equivalent USD 939,608) (2004: Rs 43,248,747 (equivalent USD 939,608)) and amount due from Trigyn Technologies Inc. Rs 52,971,213 (equivalent USD 1,150,835) (2004: Rs 52,971,213 (equivalent USD 1,150,835)), which are companies under the same management as defined under section 370(1B) of the Indian Companies Act, 1956. Maximum amount outstanding from Trigyn Technologies Limited, UK aggregated Rs 43,248,747 (equivalent USD 939,608) (2004: Rs 43,248,747 (equivalent USD 939,608)) and from Trigyn Technologies Inc. aggregated Rs 62,304,392 (equivalent USD 1,207,687) (2004: Rs 62,304,392 (equivalent USD 1,207,687))		
8 Current liabilities	2005	2004
Sundry creditors	4,824,305	4,824,305
Others	23,014	23,014
	4,847,319	4,847,319

Notes to the financial statements for the year ended March 31, 2005 (Contd.)

(Currency: Indian Rupee)

Sundry creditors include Rs NIL (2004: Rs 12,492,543 (equivalent USD 262,173) payable to erst while Director. As at 31 March 2005, the Company had no amounts due to small-scale industrial undertakings.

9 Other income

Exchange gain (net)	-	-
---------------------	---	---

10 Operating costs

Legal and professional fees	-	330,552
Bank charges	-	3,610
Travel and conveyance costs	-	-
Miscellaneous	-	76,125
	-	410,257

11 Exceptional items

Provision for decline other than temporary in the value of investments in subsidiaries

On the basis of the preliminary evaluation, done in previous years and based on the diminution provided in the investment value of the parent Company, the Company has made a further provision of aggregating Rs 10.22 million (equivalent USD 0.22 million) for 'decline other than temporary' in the carrying value of its investments in its subsidiaries eCapital (Mauritius) Limited ('EM') and Trigyn Technologies, Inc ('TTI'), Trigyn Technologies GmbH and Trigyn Technologies Ltd., UK (put into liquidation). The primary reasons for such decline are attributed to the general downturn in the software services and products business, which may result in loss of certain perceived business synergies. The Company is in the process of performing a detailed evaluation to ascertain whether adjustments are required to record a further decline other than temporary in the carrying value of these investments.

Company's investment in eVector Cayman Limited ('EVCL') aggregate Rs 7,284,000 (equivalent USD 150,000) as at 31 March 2002. On 30 May 2002, the Company, the Board of Directors of EVCL and the EVCL's preference shareholders decided to wind up operations of EVCL and its subsidiaries. In this regard, the Company has entered into a settlement agreement with EVCL and preference shareholder of EVCL, whereby the Company would receive Rs 6.07 million (equivalent USD 125,000) towards Company's contributed share capital in EVCL. Based on the above, the Company has provided for decline other than temporary in respect of the balance investment value aggregating Rs 1.21 million (equivalent USD 25,000) as on March 31, 2002. Provision for advances made to subsidiaries pending allotment of equity shares

Advances for investment in subsidiaries represents amount pending allotment of equity shares in TTE and EM aggregating Rs 26.67 million (equivalent USD 0.55 million) and Rs 181.96 million (equivalent USD 3.74 million) respectively. In respect of advances to TTE, the Company had made provision on March 31, 2002 in respect of the entire amount paid towards subscription of equity share capital aggregating Rs 26.67 million

(equivalent USD 0.55 million). Further, in respect of advances to EM, based on preliminary evaluation, the Company had made a provision of 26% aggregating Rs 47.53 million (equivalent USD 0.98 million). During the year 2003, the Company's Management made an internal valuation of the underlying investments in EM and Trigyn Technologies Inc, USA and decided to make an additional provision in respect of the advances to EM and TTI, aggregating Rs. 162.50 million (USD 0.34 million).

Provisions for doubtful loans and advances

Due to adverse financial conditions of its subsidiary TTI and the winding up of TTUK operations, there exists uncertainty as to realisability of loans and advances balance due from these subsidiaries. Accordingly, the Company had made provision for doubtful loans and advances during 2003, due from these subsidiaries aggregating Rs 87.86 million (USD 1.81 million).

	Note	2005	2004
12 Supplementary statutory information			
(i) Operating costs include auditors remuneration:			
- Statutory audit fees		-	32,625

13 Prior year comparatives

Prior year figures have been appropriately reclassified to conform to current year's presentation.

For eCapital Solutions (Bermuda) Limited

Place : Mumbai

Date : June 29, 2005

Director

Director

Profit and Loss Account for the period from 1st April 2009 to 31st March 2010 (last year period : 1st April 2008 to 31st March 2009)

	1.4.2009 - 31.3.2010		1.4.2008 - 31.3.2009	
	Euro	Euro	Euro	Euro
1 Sales		210,469.39		212,319.12
2 Increase/Reduction in work-in-process inventory		-		-
		210,469.39		212,319.12
3 Other Operating Income		17,926.12		20,300.16
		228,395.51		232,619.28
4 Material Costs				
a. Cost of raw material & supplies and of purchased goods	-	-	-	-
b. Cost of purchased services	38,659.82	38,659.82	35,707.69	35,707.69
5 Personal Expenses				
a. Wages and salaries	121,177.65		129,533.25	
b. Social Security and expenses for pension	28,797.26	149,974.91	30,549.70	160,082.95
6 Depreciation of tangible and fixed assets		1,200.00		1,200.00
7 Other operating expenses		51,110.41		52,902.09
		(12,549.63)		(17,273.45)
8 Interest and similar income		0.41		107.41
9 Result from ordinary activities		(12,549.22)		(17,166.04)
10 Other taxes		-		-
11 Net Profit/ (Net Loss) for the year		(12,549.22)		(17,166.04)

Appendix 3

Trigyn Technologies Europe GmbH, Pforzheim

Notes for the financial year from 1st April 2009 to 31st March 2010

Preliminary comments

“Under the terms of a declaration dated 12th April 2002, the sole shareholder - eCapital Solutions (Bermuda) Ltd. - agreed to guarantee the company’s dues payable to Trigyn Technologies (India) Pvt. Ltd., Bangalore, amounting to 994,088,88 to prevent an over-indebtedness in the sense of insolvency law. Furthermore, all amounts due by the company to the sole shareholder, at the present time and at any time in the future, are placed behind the claims of all the company’s other creditors. As of balance sheet date, the shareholder currently has no dues from Trigyn Technologies Europe GmbH, Pforzheim.” This comment included in last year’s report and in that of the foregoing 3 years is still valid, with the exception of the preliminary comment “to prevent an overindebtedness in the sense of insolvency law “, as despite the assumption of the debts, a case of debt overload under insolvency law is still applicable (ref. Other Information).

Accounting and valuation principles; foreign currency conversion

Tangible fixed assets are stated at acquisition cost less scheduled depreciation. The reducing-balance depreciation method has been applied insofar as this is permissible for taxation purposes.

Depreciation is calculated in accordance with the tax simplification rule R 44(2) EStR (German Income Tax Regulations), partly using the reducing-balance method and partly using the straight-line method, on the basis of the German income tax depreciation tables. Minor value assets are depreciated in full in the year of acquisition.

The financial assets represent the reinsurance cover asset value advised by the insurance company.

Receivables and other assets are stated at their nominal value less provisions as required. A general provision for bad and doubtful debts has been recorded in respect of trade accounts receivable to cover overall credit risks.

Pension provisions have been determined in accordance with § 6a EStG (German Income Tax Law) on the basis of an actual valuation, assuming that the company is a going concern and using an interest rate of 6%.

Other provisions and accruals take into account all uncertain liabilities, losses and risks in respect of the financial year, which became known up to the time of preparation of the annual financial statements

Payables are stated at the amounts to be paid.

Receivables and payables in foreign currency are recorded at the rate of exchange on the date of transaction. Exchange losses arising up to the balance sheet date that would have to be considered in terms of a permanent impairment of value, were not applicable.

Explanatory comments on the balance sheet

1. Fixed assets

The composition and the development of the fixed assets in the financial year 2009/2010 are set out in the appendices to these notes.

2. Receivables

All receivables and other assets fall due in less than one year. Amounts due from affiliated companies consist exclusively of trade accounts receivable.

3. Payables

All payables fall due in less than one year. The general reservation of ownership applies to some portion of the trade accounts payable. Amounts due to affiliated companies consist exclusively of trade accounts payable.

Other information

Information for a better understanding of the net worth, financial and earnings position

The balance sheet, statement of loss and gain and appendices, as per legal regulations, reflect the actual economic situation of the company.

The balance sheet based on the going concern principle is justified by the positive future Prognosis despite the over-indebtedness according to the Insolvency law since a reevaluation according to liquidation based accounts would only change 2 positions therein with barely any major consequence (ref. earlier comment).

Managing Director

Dr. Bhaskar Sanyal, Keltern

Management Declaration

The company's financial statements are included in the consolidated financial statements of Trigyn Technologies Limited, Mumbai, India, (top level consolidation).

Pforzheim, 28th July 2010

Trigyn Technologies Europe GmbH, Pforzheim

The Management

Appendix 4**Economic status of the company**

The company's business consists of selling of software licenses and providing services in the IT sector.

The software licenses are acquired by Trigyn from Trigyn Technologies Limited, Mumbai or Trigyn Technologies (India) Pvt. Ltd., Bangalore, for sale. These licenses relate to telecommunications and e-commerce software. The two most important software products are: Appollo, a billing and customer care solution in the telecommunication area and Akcelo, an e-commerce software development tool.

The company's services consist, on one hand, of IT personnel resources services and, on the other hand, the company produces customer-specific software. The company in connection with the personnel resources services mostly engages Indian IT engineers.

On 1st January 2000 and 1st April 2000 framework contracts were signed with Trigyn Technologies (India) Pvt. Ltd. (formerly eCapital Solutions, India Pvt. Ltd.):

- a) Trigyn Technologies (India) Pvt. Ltd. will, on demand, make its own personnel available to the company at short notice.
- b) Under the terms of the framework contract, the company sub-contracts software production to Trigyn Technologies (India) Pvt. Ltd.

Similar contracts were signed with Trigyn Technologies Limited in April 2004 for equivalent services as an alternate to Trigyn Bangalore.

The relevant costs for both services have been included in the purchased services.

The company had 2 employees at the balance sheet date. All of the employees were Indian engineers in the personnel resource division.

The company conducts its business in rented offices in Pforzheim.

Legal status of the company

Formation	20th February 1995 (as d+s consult Dreller und Sanyal Unternehmensberatungs-GmbH)
Name	Trigyn Technologies Europe GmbH
Registered Office	Pforzheim
Articles of Association	The currently valid articles of association are dated 11th September 2000
Commercial Register	Pforzheim, department B, reference number 3752.
Objectives	Research, development, construction, industrial manufacture, particularly in the capacity of general contractor whereby manual work is carried out by third parties, and the sales of communication-technological products of every kind (hard-ware and software), especially software technology, software development, system integration and business consultancy of all types, insofar as this does not require any special legal permit, for the most part in Europe.

TRIGYN TECHNOLOGIES EUROPE GMBH PFORZHEM

Financial year	In connection with the amendment of 11th September 2000 to the articles of association, the financial year was changed. The financial year starts on 1st April and ends on 31st March.
Subscribed capital	DM 50000,00 = 25564,59
Share capital ownership	The company is a 100% subsidiary of eCapital Solutions (Bermuda) Limited, Hamilton, Bermuda.
Proposed appropriation	Management will propose at the shareholders' meeting that the retained losses amounting to 1,706,786.46 as of 31st March 2010 are carried forward to the next financial year.
Last year's financial statements	At the shareholder's meeting on 28th July 2010
Company's size	The company is a small company as defined in § 267 (1) HGB.
Affiliated companies	The company is included via its sole shareholder eCapital Solutions (Bermuda) Limited, Hamilton, Bermuda, in the consolidated financial statements of Trigyn Technologies Limited, Mumbai.
Managing Directors	<p>The composition of management is set out in the company's notes to the annual financial statements.</p> <p>The notes include the information required by § 285 No. 10 HGB. The information required by § 285 No. 9 HGB has not yet been disclosed as permitted by § 286 (4) HGB.</p>
Tax status	The Company has not yet been subject to an external audit by the tax authorities.

Auditors' report on Consolidated Financial Statements

To the Board of Directors

Trigyn Technologies Limited

1. We have audited the attached Consolidated Balance Sheet of Trigyn Technologies Limited ('the Company') and its subsidiaries, (the Company and its subsidiaries constitute 'the Group') as at March 31, 2010, and the related Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These consolidated 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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of one of the subsidiaries, Trigyn Technologies Europe GmbH, Pforzheim, Germany, whose financial statements reflect total assets of Rs.8,482,756, net liabilities of Rs. 2,356,949 as at March 31, 2010, total revenue of Rs. 14,200,370, net loss of Rs 846,696 and net cash outflows of Rs. 328,160 for the year ended on that date. These financial statements have been incorporated in the consolidated financial statements on the basis of unaudited financial statements as approved by the Board of Directors of the said company which have been furnished to us by the management. Our opinion in so far as it relates to the amount included in the consolidated financial statements in respect of this subsidiary, is based solely on the said unaudited separate financial statements.
4. We did not audit the financial statements of certain subsidiaries, namely Trigyn Technologies Limited, Reading, UK, eVector (Cayman) Limited and its 100% subsidiaries in UK, USA and India, eCapital Solutions (Mauritius) Limited, eCapital Solutions (Bermuda) Limited and Applisoft Inc, whose financial statements reflect total assets of Rs. 61,858,528, net assets of Rs. 57,968,310, total revenues of Rs. Nil, net profit of Rs. Nil and net cash inflows amounting to Rs. Nil, as per latest available financial statements of these Companies (refer note.3(i) to schedule 17). These unaudited financial statements have been incorporated in the consolidated financial statements as provided and certified by the management. Further, as stated in note 3(i) to schedule 17, all of these financial statements are of periods prior to March 31, 2010. We are, therefore, unable to comment on the impact, if any, arising upon updation / completion of the latest period financial statements.
5. *Attention is invited to note 3 (ii) to schedule 17 regarding the adjustments of Rs. 681,908,684 (net) carried out in the unaudited consolidated financial statements of the financial years prior to the year ended March 31, 2006 for the purpose of preparation of the consolidated financial statements, which adjustments may undergo a change upon availability of complete information. We are, therefore, unable to comment on the impact of the adjustments, if any, on these consolidated financial statements.*
6. *As stated in note 3 (iii) to Schedule 17, the Company has not given effect of the liquidation of certain subsidiaries in these consolidated financial statements for the reasons stated in the said note, the amount of which has not been ascertained.*
7. *Attention is invited to note 3(iv) of Schedule 17 regarding minority interest of Rs. 347,106,880, in one of the subsidiary company, been carried forward from March 31, 2003, without any adjustments, pending liquidation of the said subsidiary. We are, therefore, unable to comment on the impact of the same on these consolidated financial statements.*
8. *As stated in note 8 to schedule 17, the Group has not complied with the disclosure requirements of Accounting Standard (AS) 17 'Segment Reporting'.*
9. *As stated in note 14 to Schedule 17, loans and advances of Rs. 10,134,342 (net of deposits received) in one of the subsidiary company as at balance sheet date are subject to confirmations. These balances are outstanding for a long time and in the absence of confirmations of the balances, we are, therefore, unable to comment on its recoverability and its impact on these consolidated financial statements.*
10. *Subject to matters stated in paragraphs 4 to 8 above, we report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, 'Consolidated Financial Statements' referred to in sub-section (3C) of Section 211 of the Act.*
11. *Subject to matters stated in paragraphs 4 to 10 above, in our opinion and to the best of our information and according to the explanations given to us, the attached consolidated financial statements, read with the notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:*
 - a. in the case of the Consolidated Balance Sheet, of the state of affairs of the group as at March 31, 2010;
 - b. in the case of the Consolidated Profit and Loss Account, of the profit of the group for the year ended on that date; and
 - c. in the case of the consolidated Cash Flow Statement, of the cash flows of the group for the year ended on that date.

For Price Waterhouse

Chartered Accountants

Firm Registration Number: 012754N

Vilas Y. Rane

Partner

Membership No.: F-33220

Mumbai

Date: August 13, 2010

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheet as at March 31, 2010

	Schedule	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	265,029,860	250,054,860
Share application money	2	-	397,500
Equity share warrants (Refer note 5 of Schedule 17)		13,284,563	-
Reserves and surplus	3	6,623,343,543	6,618,279,940
		<u>6,901,657,966</u>	<u>6,868,732,300</u>
Minority interest (Refer note 3(iv) to schedule 17)		347,106,880	347,106,880
Loan funds			
Unsecured loans	4	7,929,750	8,608,050
		<u>7,929,750</u>	<u>8,608,050</u>
		<u>7,256,694,596</u>	<u>7,224,447,230</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block	5	307,597,073	306,330,122
Less: Accumulated depreciation		284,516,007	280,078,727
Net block		<u>23,081,066</u>	<u>26,251,395</u>
Investments	6	6,455,597	7,327,830
Current assets, loans and advances			
Unbilled receivables	7	4,468,202	12,472,998
Sundry debtors	8	389,142,929	342,526,056
Cash and bank balances	9	266,245,044	313,531,479
Loans and advances	10	142,843,379	47,612,089
		<u>802,699,553</u>	<u>716,142,622</u>
Less: Current liabilities and provisions			
Current liabilities	11	208,677,682	264,986,644
Provisions	12	20,859,168	10,026,402
		<u>229,536,850</u>	<u>275,013,046</u>
Net current assets		573,162,704	441,129,577
Profit and loss account		6,653,995,229	6,749,738,427
		<u>7,256,694,596</u>	<u>7,224,447,230</u>
Notes to the accounts	17		

As per our report of even date attached

For Price Waterhouse

Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner

Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Consolidated Profit and Loss Account for the year ended March 31, 2010

	Schedule	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Income			
Software and Consultancy Services		1,946,167,103	1,613,514,476
Other Income	13	19,785,849	45,959,548
		1,965,952,953	1,659,474,024
Expenditure			
Personnel costs	14	1,479,406,991	1,204,453,133
Depreciation	5	10,319,093	10,222,959
Finance Charges	15	3,967,748	3,038,076
Other Costs	16	361,864,038	293,565,425
		1,855,557,870	1,511,279,593
Profit for the year before tax		110,395,083	148,194,431
Less: Provision for taxation			
- Income tax provision		14,590,331	5,035,912
- Fringe benefit tax		61,553	850,980
Profit for the year after tax		95,743,199	142,307,539
Accumulated loss, brought forward		(6,749,738,427)	(6,892,045,966)
Accumulated loss, carried forward		(6,653,995,229)	(6,749,738,427)
Earnings per share			
- Basic earnings per share		3.82	5.69
- Diluted earnings per share		3.42	5.54
(Face value of Rs. 10 each, refer note no. 7 to schedule 17)			
Notes to the accounts	17		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Consolidated Cash Flow Statement for the year ended March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Profit for the year before tax	110,395,083	148,194,431
Adjustments for:		
Interest income	(13,095,089)	(7,213,485)
Income from Trade Investments	(15,000)	(14,368)
Depreciation and amortization	10,319,093	10,222,959
ESOP Forfeiture	(5,005)	(72,930)
Operating profit before working capital changes	107,599,082	151,116,607
Changes in:		
(Increase)/Decrease in Sundry Debtors	(38,612,076)	(111,445,378)
(Increase)/Decrease in Loans and advances	2,964,772	(3,802,207)
Increase/(Decrease) in Current Liabilities and Provisions	(45,476,196)	98,185,848
Cash (used in) / generated from operations	26,475,581	134,054,870
Direct tax paid (net)	(22,847,946)	(14,347,442)
Net cash (used in) / generated from operations (A)	(3,627,635)	119,707,428
Cash flow from investing activities		
Purchase of fixed assets	(7,148,764)	(12,373,615)
sale / (Purchase) of investments	872,233	(1,303,063)
Intercorporate deposit given	(90,000,000)	-
Interest Received	13,095,089	7,213,485
Dividend Received	15,000	14,368
Deposit Realisation of margin money from /(used in)	(13,326,772)	(16,791,808)
Net cash (used) /generated in investing activities (B)	(96,493,214)	(23,240,632)
Cash flow from financing activities		
Proceeds from fresh issue of equity shares	39,447,213	150,000
Loans taken / (Repayment of loans)	(678,300)	2,016,300
Net Cash (used in)/generated from financing activities (‘C)	38,768,913	2,166,300
(Decrease)/ Increase in cash and cash equivalents (A+B+C)	(54,096,665)	98,633,096
Adjustments on account of currency translation reserve	(6,516,542)	12,622,261
Cash and cash equivalents at the beginning of year	257,345,861	146,090,504
Cash and cash equivalents at the end of year	196,732,653	257,345,861

Note:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 'Cash flow statements' issued by the Institute of Chartered Accountants of India.
- Cash and cash equivalents as at the year end consist of cash on hand Rs.5,769 (2009: Rs.24,113) and bank balances in current account Rs.148,567,663 (2009: Rs.228,901,355) and in deposit account Rs.48,159,221 (2009: Rs. 28,420,393). Excludes margin money accounts of Rs. 69,512,390 (2009:Rs. 56,185,618)

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Schedules to the consolidated financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 1. Share capital		
Authorised		
35,000,000 (2009: 35,000,000) equity shares of Rs 10 each.	350,000,000	350,000,000
5,000,000 (2009: 5,000,000) preference shares of Rs 10 each.	50,000,000	50,000,000
	400,000,000	400,000,000
Issued, subscribed and paid-up		
26,502,986 (2009: 25,005,486) equity shares of Rs 10 each fully paid-up.	265,029,860	250,054,860
Total	265,029,860	250,054,860
1) The above includes :		
a) 5,251,666 (2009: 5,251,666) equity shares of Rs 10 each fully paid-up have been issued as bonus shares by capitalisation of share premium.		
b) 7,350,000 (2009: 7,350,000) equity shares of Rs 10 each fully paid-up have been allotted to eCapital Holding (Bermuda) Limited for consideration other than cash.		
c) 1,315,000 (2009: Nil) equity shares of Rs 10 each fully paid-up with a premium of Rs 8.81 have been allotted to United Telecoms Limited, the Promoters, on preferential basis in terms of SEBI (ICDR) Regulations, 2009. (Refer note 5 of Schedule 17)		
2) During the year 182,500 shares (2009:15,000) were allotted to employees of the Company under Employee Stock Options. (Refer note no. 4 to Schedule 17)		
Schedule 2. Share application money		
Application money under Employees stock option plan ('ESOP')	-	397,500
Total	-	397,500
Schedule 3. Reserves and surplus		
Share premium account		
- Balance at the beginning of the year	6,573,753,715	6,573,753,715
- Addition on issue of shares	11,585,150	-
- Balance at the end of the year	6,585,338,865	6,573,753,715
Employee stock options outstanding		
- Balance at the beginning of the year	2,690,050	2,762,980
- Addition on issue of stock options	-	-
- Reversal on forfeiture of stock options	5,005	72,930
- Balance at the end of the year	2,685,045	2,690,050
Capital Reserve	8,100,000	8,100,000
Foreign Exchange Translation Reserve	27,219,633	33,736,175
Total	6,623,343,543	6,618,279,940

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Schedules to the consolidated financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 4. Loan funds		
Unsecured loans		
From ex-officer	4,277,850	3,651,900
From others	3,651,900	4,956,150
Total	<u>7,929,750</u>	<u>8,608,050</u>

Schedule 5. Fixed assets (At cost)

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As on 1-Apr-09	Additions during the year	Deletion during the year*	As on 31-Mar-10	Upto 1-Apr-09	For the year	Deletion during the year*	Upto 31-Mar-10	As on 31-Mar-10	As on 31-Mar-09
Tangible assets										
Buildings (Note 1)	6,449,503	-	-	6,449,503	3,603,282	363,840	-	3,967,122	2,482,381	2,846,221
Leasehold Improvements	116,501,308	-	-	116,501,308	112,577,900	2,163,759	-	114,741,659	1,759,649	3,923,408
Computers & Peripherals	121,535,186	1,665,889	243,004	122,958,071	113,221,870	3,040,195	189,271	116,072,794	6,885,277	8,313,316
Office Equipments	18,973,882	527,835	5,640,818	13,860,899	17,377,826	564,571	5,640,126	12,302,271	1,558,628	1,596,056
Furniture & fixtures	10,916,977	-	82,214	10,834,763	7,560,058	1,131,662	52,416	8,639,304	2,195,459	3,356,919
Motor Vehicles	-	-	-	-	-	-	-	-	-	-
Intangible assets										
-Computer Software	31,953,266	5,039,263	-	36,992,529	25,737,791	3,055,066	-	28,792,857	8,199,672	6,215,475
Total	306,330,122	7,232,987	5,966,036	307,597,073	280,078,727	10,319,093	5,881,813	284,516,007	23,081,066	26,251,395
Previous year	301,572,648	12,239,043	7,481,569	306,330,122	277,471,909	10,222,959	7,616,141	280,078,727	26,251,395	

Note 1 : Building includes value of properties in Co-operative societies including shares of respective societies.

Note 2 : * Deletions/Adjustments also include on account of foreign currency translation

Schedules to the consolidated financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 6. Investments		
Long term investments (at cost)		
Non - trade (unquoted) investments		
100 equity shares (2009: 100) of Rs.36 each fully paid up in Bombay Mercantile Co-operative Bank Limited	3,600	3,600
Buyback Value of Pension Insurance	6,351,997	7,224,230
10,000 equity shares (2009: 10,000) of Rs.10 each fully paid up in North Kanara GSB Co-operative Bank Limited	100,000	100,000
	<u>6,455,597</u>	<u>7,327,830</u>
100,000 shares (2009: 100,000) of \$0.01 each fully paid up of Empowertel Systems, each fully paid up	485,600	485,600
Less: Provision for decline other than temporary in value of investment	485,600	485,600
	<u>-</u>	<u>-</u>
Total	<u><u>6,455,597</u></u>	<u><u>7,327,830</u></u>
Schedule 7. Unbilled debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- considered good	-	-
- considered doubtful	1,319,189	1,319,189
Other debts		
- considered good	4,468,202	12,472,998
	<u>5,787,391</u>	<u>13,792,187</u>
Less: Provision for doubtful debts	<u>1,319,189</u>	<u>1,319,189</u>
	<u><u>4,468,202</u></u>	<u><u>12,472,998</u></u>
Schedule 8. Sundry debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- considered good	19,988,599	4,016,916
- considered doubtful	194,439,232	200,715,653
Other debts		
- considered good	369,154,330	338,509,141
- considered doubtful	-	-
	<u>583,582,161</u>	<u>543,241,710</u>
Less: Provision for doubtful debts	<u>194,439,232</u>	<u>200,715,653</u>
Total	<u><u>389,142,929</u></u>	<u><u>342,526,056</u></u>

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Schedules to the consolidated financial statements for year ended March 31, 2010

	As at March 31, 2010 Rs.	As at March 31, 2009 Rs.
Schedule 9. Cash and bank balances		
Cash on hand	5,769	24,113
Cheques on hand		
Balances with scheduled banks		
- in current account	23,872,420	91,796,527
- in deposit account	48,159,221	28,420,393
- in margin money account	69,512,390	56,185,618
	<u>141,549,800</u>	<u>176,426,651</u>
Balances with non scheduled banks	124,695,243	137,104,828
Total	<u><u>266,245,044</u></u>	<u><u>313,531,479</u></u>
Schedule 10. Loans and advances		
(Unsecured, considered good)		
Advances recoverable in cash or in kind for value to be received	26,169,683	29,143,900
Loans and advances to employees	4,346,453	5,001,925
Deposits	94,003,925	3,339,009
Advance taxes (Net of provision for tax)	18,323,317	10,127,255
	<u>142,843,379</u>	<u>47,612,089</u>
(Unsecured, considered doubtful)		
Loans and advances to employees	1,016,528	1,016,528
Advance for purchase of fixed asset	1,342,893	1,342,893
Less: Provision made for advances	2,359,421	2,359,421
	<u>-</u>	<u>-</u>
Total	<u><u>142,843,379</u></u>	<u><u>47,612,089</u></u>
Schedule 11. Current liabilities		
Sundry creditors	50,863,538	46,538,178
Advance Received from Customer	-	21,206
Other liabilities	157,814,144	218,427,260
Total	<u><u>208,677,682</u></u>	<u><u>264,986,644</u></u>
Schedule 12. Provisions		
Provision for leave encashment and gratuity costs	20,859,168	10,026,402
Total	<u><u>20,859,168</u></u>	<u><u>10,026,402</u></u>

Schedules to the consolidated financial statements for year ended March 31, 2010

	For the year ended March 31, 2010 Rs.	For the year ended March 31, 2009 Rs.
Schedule 13. Other income		
Interest on deposits with banks	13,095,089	7,213,485
Lease rental income	4,900,017	10,676,455
Dividend from non trade investments	15,000	14,368
Exchange gain (Net)	-	26,141,864
Miscellaneous income	1,775,743	1,913,376
Total	19,785,849	45,959,548
Schedule 14. Personnel costs		
Salaries, bonus and overseas allowances	1,429,974,210	1,155,492,753
Contribution to provident and other funds	46,680,070	40,401,455
Gratuity and leave encashment costs	2,122,915	4,407,674
Staff welfare	611,857	1,495,753
Sales commission	17,939	2,655,498
Total	1,479,406,991	1,204,453,133
Schedule 15. Finance charges		
Bank and other finance charges	3,967,748	3,038,076
Total	3,967,748	3,038,076
Schedule 16. Other costs		
Consultancy charges	238,280,426	213,278,897
Bad debts	540,222	40,227,945
Less: Provision utilised	-	39,729,931
	540,222	498,014
Provision for doubtful debts	-	6,241,355
Recruitment charges	9,962,054	9,557,997
Advertisement & promotion expenses	1,454,523	2,543,594
Rent, rates and taxes	5,837,704	6,142,294
Electricity charges, power and fuel	4,940,437	4,264,011
Travel and conveyance costs	27,364,557	16,601,294
Legal and professional fees	10,081,626	10,502,642
Communication expenses	4,127,843	3,243,903
Insurance	3,546,983	2,846,048
Repairs and maintenance	449,827	569,242
Exchange loss (net)	23,073,536	-
Miscellaneous expenses	32,204,301	17,276,137
Total	361,864,038	293,565,428

Notes to the consolidated financial statements for the year ended March 31, 2010

Schedule 17

1. Background

Trigyn Technologies Limited (TTL or 'the Company' or 'the Parent Company') was incorporated on March 25, 1986 under the Indian Companies Act, 1956, with its registered office in Mumbai, India.

TTL is the holding company of the Trigyn Group of companies.

TTL has its software development center in Mumbai, India ('the Head Office') and the Company mainly operates in US through its step down subsidiary Trigyn Technologies Inc.

List of subsidiaries is summarized below:

Subsidiaries	Country of incorporation and other particulars	Percentage of holding (%)
eCapital Solutions (Bermuda) Limited, ('EB')*	A subsidiary of TTL organised under the laws of Bermuda.	100
Applisoft, Inc., ('Applisoft') (Voluntarily liquidated in May 2010)	A subsidiary of TTL organised under the laws of California, USA.	100
Leading Edge Infotech Limited, ('LEIL')	A subsidiary of TTL incorporated under the laws of India.	100
Trigyn Technologies Inc., ('TTI')	A subsidiary of EB organised under the laws of Delaware, USA.	100
eCapital Solutions (Mauritius) Limited, ('EM')(Voluntarily liquidated in December 2009)	A subsidiary of EB organised under the laws of Mauritius.	100
Trigyn Technologies (India) Private Limited, ('TTIPL')	A subsidiary of EB incorporated under the laws of India.	100
Trigyn Technologies Europe GmbH, Pforzheim, Germany ('TTE')	A subsidiary of EB organised under the laws of Germany.	100
Trigyn Technologies Limited, Reading, UK (TTUK) (Voluntarily liquidated in 2004)	A subsidiary of EB organised under the laws of UK.	100
eVector (Cayman) Limited, ('EVCL') and its 100% subsidiaries in UK, USA and India. **	A subsidiary of EB organised under the laws of Cayman Islands.	100***

* The Company is in the process of initiating voluntary liquidation proceedings of eCapital solutions (Bermuda) Limited.

** EVCL and its 100% subsidiaries are being subject to voluntary liquidation.

*** Refer note 3(iv) for minority interest of preferred stock holders.

2. Principal accounting policies

2.1 Basis of preparation of consolidated financial statements and principles of consolidation

The consolidated financial statements of TTL and its subsidiaries (as listed in note 1 above), collectively referred to as the "Trigyn Group" or the "Group" have been prepared under the historical cost convention on going concern basis except for the separate financial statements of EVCL and its subsidiaries (under liquidation) and Trigyn Technologies Limited, UK (liquidated), of an earlier period, which have been prepared under liquidation basis of accounting. These consolidated financial statements have been prepared in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India ('ICAI') and on the basis of the separate audited / unaudited (refer note 3(i) below) financial statements of TTL and its subsidiaries, included in the consolidated financial statements. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

The financial statements of the Parent Company and its subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and resulting unrealized profits in full. Unrealized losses resulting

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

from intra-group transactions have also been eliminated unless cost to the Group cannot be recovered. The amounts shown in respect of accumulated losses/reserves comprise the accumulated losses/reserves as per the Balance Sheet of the Parent Company and its share in the post acquisition increase in the relevant accumulated losses/reserves of its subsidiaries.

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying consolidated financial statements.

2.2 Revenue recognition

Revenues from software development services comprise income from time and material and fixed price contracts. Revenue from 'time and material' contracts is recognised, as and when related services are performed and accepted by the customer. Revenue from fixed price contracts is recognised using the percentage of completion method of accounting, under which the sales value of performance, including the profit thereon, is determined by relating the actual man hours of work performed to date to the estimated total man hours for each contract. Provision for estimated losses on uncompleted contracts are recorded in the period in which such losses become probable, based on current contract estimates. The revenue allocated to post-contract customer support is recognized ratably over the term of the support and revenue allocated to service elements such as training, installation and customization is recognized as the services are performed.

Unbilled receivables represent costs incurred and revenues recognised on contracts, to be billed in subsequent periods as per the terms of the contract. Amounts received in advance of meeting the revenue recognition criteria are deferred and reflected as 'Billings in excess of costs and estimated earnings on uncompleted contracts'.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

2.3 Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and incidental expenses related to the acquisition and installation of the fixed assets. Cost also includes financing costs directly attributable to acquisition of fixed assets. Depreciation on additions and disposals is provided pro-rata for the period of use.

Depreciation is provided on straight line basis at higher of the rates based on useful lives of the fixed assets as estimated by the management and those stipulated in Schedule XIV to the Companies Act, 1956.

The useful lives of fixed assets as estimated by the management are:

Asset	Useful life (in years)
Leasehold improvements / Assets taken on lease	Over the term of the lease or the estimated useful life of the asset which ever is shorter
Buildings	20 years
Office equipment	3-4 years
Computers and peripherals and Computer Software	3 years and 2 months
Furniture and fixtures	4 years
Motor vehicles	4 years and 2 months

2.4 Retirement benefits

In accordance with Indian regulations, TTL and LEIL provide for gratuity, a defined benefit retirement plan covering all its eligible employees. Gratuity costs are based on an actuarial valuation carried out by an independent actuary at the balance sheet date in the case of TTL and on an arithmetic basis in case of LEIL.

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

In accordance with Indian regulations, all employees of TTL and LEIL receive benefits from a provident fund, which is a defined contribution retirement plan. Contributions to the provident fund are charged to the profit and loss account in the year in which the contributions are due.

TTL provides for leave encashment costs based on an actuarial valuation carried out by an independent actuary at the balance sheet date

LEIL and TTInc provides for leave encashment costs based on leave balances to the credit of employees at the year-end at the prevalent salary rates on arithmetical basis.

2.5 Investments

Long-term investments are carried at cost, and provision is made when in the management's opinion, there is a diminution, other than temporary, in the carrying value of such investments. Current investments are carried at lower of cost and fair value.

2.6 Income tax

Current tax provision is made annually based on the tax liability computed after considering tax allowances, exemptions and relief. Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, other than deferred tax assets in respect of unabsorbed depreciation and carry forward tax losses, which are recognised only to the extent that there is virtual certainty that they will be realized. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their carrying values.

In view of carried forward losses of the Company and its subsidiaries, deferred tax assets have not been recognised in the financial statements as at March 31, 2010.

In case of TTI current taxes comprise state and federal taxes in the United States.

2.7 Leases

Assets given under operating lease are reflected in the financial statements under fixed assets. Further, lease income from such operating lease arrangements are recognised in the statement of profit and loss on a straight line basis over the lease term.

2.8 Foreign currency transactions

Transactions in foreign currency are recorded at simple monthly average exchange rates. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year are recognised in the profit and loss account. Foreign currency denominated current assets and current liabilities at the year-end are translated at the year-end exchange rates and the resulting net gain or loss is recognised in the profit and loss.

2.9 Foreign currency translation

Non-Indian operations

The consolidated financial statements are reported in Indian rupees. The translation of the local currency of each foreign subsidiary, considered as non integral operations, and conversion of foreign branches, which are integral to the operations within the Group into Indian rupees is performed in respect of assets and liabilities other than fixed assets using the exchange rate in effect at the balance sheet date and for revenue and expense items other than the depreciation costs using a simple average exchange rate for the year. Fixed assets are translated at exchange rates on the date of the transaction and depreciation on fixed assets is translated at exchange rates used for translation of the underlying fixed assets.

Net exchange difference resulting from the above translation of the financial statements of foreign subsidiaries has been transferred to foreign exchange translation reserve and in respect of foreign branches the exchange difference is recognised in the consolidated profit and loss account.

Financial statements of companies under liquidation/ non-operating companies are not re-stated.

2.10 Stock based compensation

TTL being a listed company is required to comply with the 'Employees Stock Option Scheme and Employees Stock Purchase Scheme' guidelines, 1999 issued by Securities and Exchange Board of India ('SEBI') for

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

accounting compensation cost relating to employee stock options granted by the Company. Accordingly, the excess of the market price of the underlying equity share as at the date of grant of the option over the exercise price of the options on the date of grant has been recognised as employee compensation expense and is being amortised on a straight line basis over the vesting period.

2.11 Provision and contingent liabilities

Provisions are recognized when the Company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. Contingent liabilities, if any, are disclosed by way of notes to the Balance Sheet.

2.12 Impairment of assets

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

2.13 Earning per share

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3. Accounting adjustments/assumptions in consolidation

- i) The consolidated financial statements includes the financials of certain subsidiaries which are unaudited, and/or updated upto a particular date and are as prepared by the management. The details of which are given below:

	Name of the subsidiaries	Updated upto
a	Trigyn Technologies Limited, Reading, UK (liquidated)	March 31, 2002
b	eVector (Cayman) Limited and its 100% subsidiaries (under liquidation)	March 31, 2002
c	eCapital Solutions (Bermuda) Limited	March 31, 2005
d	eCapital Solutions (Mauritius) Limited (liquidated)	March 31, 2005
e	Applisoft Inc (liquidated)	January, 2010
f	Trigyn Technologies Europe, Gmbh, Pforzheim	March 31, 2010

Management further confirms that there have been no changes in the financial status of the subsidiaries listed in (a) to (d) above from the date on which the last financial statements have been drawn.

- ii) On account of lack of latest financial statements as stated in note 3(i) above and due to unavailability of certain other information in earlier years, mainly in respect of inter-company elimination, the management of the Company had adjusted Rs. 681,908,684 (net) by reducing Profit and Loss debit balance in the unaudited consolidated financial statement of period earlier to March 31, 2006. The adjustment may undergo a change if complete information becomes available at a later date.
- iii) The Company has initiated the process of voluntary winding up of the remaining non-operating subsidiaries/ step down subsidiaries and related restructuring. Trigyn Technologies Limited, Reading, UK was wound up in 2004. eCapital Solutions (Mauritius) Limited was wound up in December 2009. Applisoft Inc was wound up in May 2010. Necessary formalities regarding intimation/ approval of the Reserve Bank of India will be complied with upon completion of the winding up of remaining non-operating subsidiaries/step down subsidiaries.

The effect of the winding up of the aforesaid subsidiaries/step down subsidiaries will be given in the consolidated financial statements upon the winding up of eCapital Solutions (Bermuda) Limited as there are numerous old inter-company balances across all subsidiaries, of which adequate details are presently not available with the Company. The impact of the same on these financial statements has not been ascertained.

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

- iv) Minority interest aggregating Rs. 347,106,880 has been carried forward from March 31, 2003, which represents interest of holders of preferred stock issued by EVCL having voting rights. EVCL is under liquidation and Minority Interest balance is subject to adjustment arising on completion of liquidation process.

4. Employee Stock Option Plans

I). The 1998 Employee Stock Option Plan

The 1998 Employees Stock Option Plan ('the Plan') provides for the issue of options up to 5% of the paid up equity share capital at a minimum exercise price of Rs 265 per equity share, with a vesting period of 36 months from the date of grant of option. In 2002, the Company revised the Plan, whereby the options granted to the employees would vest in four equal installments from the date of the grant of the options.

Presented below is a summary of the Company's 1998 stock option plan activity during the year ended 31 March 2010:

Number of options granted, exercised and foreited during	Year ended March 31, 2010	Year ended March 31, 2009
Options Outstanding, beginning of period	2,000	4,000
Less:-Exercised	-	-
Forfeited	500	2,000
Options outstanding, end of period	1,500	2,000

The Securities and Exchange Board of India ("SEBI") issued Employees Stock Option Scheme and Employees Stock Purchase Scheme Guidelines, 1999 ("the Guidelines"), which are effective for all stock option schemes established after 19 June 1999. In accordance with the Guidelines, the excess of the market price of the underlying equity shares as at the date of the grant of the options over the exercise price of the options, including upfront payments, if any, is to be recognised and amortised on a straight line basis over the vesting period.

The Company's 1998 Stock Option Plan was established prior to the Guidelines and hence these guidelines were not applicable.

II). Employee stock option plan 2000

In June 2000 the shareholders of the Company approved the Employees Stock Option Plan 2000 ("the 2000 Plan"), which covers the employees of the Company including its subsidiaries and affiliates. These options would vest equally over a period of four years, with a minimum vesting period of one year from the date of the grant of these options. The Company has reconstituted a compensation committee as prescribed by the SEBI guidelines in March 2005, for the purpose of administering this Plan. All the options have been granted at 100% of fair value unless otherwise stated speceifically.

During the year ended March 31, 2001, the Company issued 156,060 options including 34,250 options to empolyee of its subsidiary, at an exercise price of Rs 380 per option and the prevalent market price of the shares, on the date of grant of these options was Rs 394.3 per share.

In the AGM held on 30 December 2003, the Company passed a resolution to grant Mr. Homiyar Panday, President - US Operations and Employee of the step down Subsidiary Company, Trigyn Technologies Inc., upto a maximum limit of 240,000 stock options convertible into equivalent amount of equity shares in one tranche at an exercise price of Rs.10/- per equity share. These shares., if opted for, are to vest after a lock in period of one year from the date of grant of the said stock options. The Company has accordingly provided the price differential in its books of accounts in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.

The period for exerise of the option has been extented to May 6, 2020

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

Presented below is a summary of the Company's 2000 stock option plan activity during the years ended 31 March 2010:

Number of options granted, exercised and foreited during	Year ended March 31, 2010	Year ended March 31, 2009
Options Outstanding, beginning of period	675,400	949,250
Less:-Exercised	182,500	15,000
Forfeited	850	258,850
Options outstanding, end of period	492,050	675,400

5. During the year the Company allotted 41,40,000 preference warrants to the promoters, which are convertible in to equity shares at the option of the holders, at a premium of Rs 8.81 per shares. The options for conversion are exercisable within 18 month from the date of issue. The promoters had paid upfront amount of Rs 19,468,350 representing 25% of the issue price. During the year, the promoter exercised the option to convert 1,315,000 preference warrants in to equity shares. Accordingly 1,315,000 equity shares were issued at premium of Rs. 8.81 resulting in increase in share capital by Rs 13,150,000 and share premium by Rs. 11,585,150. Balance amount of upfront money of Rs. 13,284,563 (2,825,000 share warrants) against which options are pending reflected as Equity share warrant.

6. Key Management Personnel

R. Ganapathi – Chairman of Trigyn Technologies Limited

Homiyar Panday - Director of Trigyn Technologies Inc.

Personnel cost includes managerial remuneration paid to above key management personnel as follows:

Particulars	2010	2009
- Salaries and bonus	20,045,658	14,776,977
- Others	539,319	759,773
	20,584,977	15,536,750

7. Earnings Per Share

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2010	2009
Profit for the year after tax	95,743,199	142,307,539
Number of shares outstanding at the year end	26,502,986	25,003,239
Weighted average number of shares used in computing earnings per share (Basic)	25,052,755	25,003,239
Weighted average number of shares used in computing earnings per share (Diluted)	28,030,831	25,680,639
Face Value of Rs.	10	10
Earnings per share before extra ordinary adjustments		
- Basic	3.82	5.69
- Diluted	3.42	5.54

8 Segmental Reporting

The group's financial reporting is organized in four major segments viz. Consultancy and IT services, Finance and Insurance, Government and manufacturing and Pharma.

Notes to the consolidated financial statements for the year ended March 31, 2010 (contd.)

These divisions are the basis on which the Group is reporting its primary segment information. Segments are identified based on the types of the customers.

Information in respect of primary segment and secondary segment are not given as the same has not been compiled.

9 Regulatory matters

The Company had, in earlier years, applied to Reserve Bank of India for condonations/ permissions in respect of certain non-compliances relating to non-realisation of export debtors. These applications are pending disposal. Most of these non-compliances were a result of the persistent down trend in the past in the software industry, particularly in the United States, which was the largest customer market for the Company. These unrealised balances included in sundry debtors have been fully provided in earlier years.

10. Contingent Liabilities

TTIPL:-

- i. During the year 2002, one of the clients, eTender.com Limited, filed an injunction in the High Court of Delhi against the Company in relation to the software developed by the Company for them. The Company has filed its responses and submitted adequate documentary proof to the honorable High Court, refuting the claims made by the client. Given the strong documentary evidence in Company's favour, the management is of the opinion that the claims of the client are not tenable and hence the Company is of the view that there would not arise any contingent liability on this account. The Company has spent efforts many times more than the revenues realized from the client and has adequate documentary evidence to substantiate its claims.
- ii. The sales tax demand of Rs.1,310,303 was raised against the order passed under Section 23(3) of Delhi Sales Tax Act for the year 2000-01 against which the Company has gone into appeal. The Dy. Commissioner (Appeal – IV) has granted stay against the said order subject to deposit of 10% of the disputed amount i.e. Rs.1,31,030 under the Local Sales Tax Act. The Company has deposited required 10% deposit and matter is still pending.

11. The current assets, loans and advances are stated at the value, which in the opinion of the Board, are realisable in the ordinary course of business. Current liabilities and provisions are stated at the value payable in the ordinary course of the business.
12. The balances of certain amounts under loans and advances, debtors and creditors are subject to confirmation / reconciliation and consequential adjustment, if any. The management does not however expect any significant impact on the financial statements on this account.
13. There is no provision for current tax liability as the Company has unabsorbed brought forward losses / depreciation under the Income tax act, 1961. As the Company carries on its business from Special Economic Zone the provisions of section 115 JB of the Income Tax Act, 1961 (Minimum Alternate Tax) are not applicable to the Company.
14. During the year, TTIPL, a step down subsidiary has taken steps towards recovery of its outstanding dues receivable from Mr K C Vijaykumar of Rs 13,044,942 and also is in the process of filing recovery suit against him for the same. The Company is confident to recover these outstanding dues from him. The Company has received an advance of Rs 2,910,600 from the aforesaid party.
15. The previous year's figures have been regrouped / reworked and or rearranged wherever necessary to confirm to current year's groupings and classifications.

For Price Waterhouse

Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner

Membership Number :F-33220

Place: Mumbai
Date: August 13, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 13, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

TRIGYN TECHNOLOGIES LIMITED

Regd. Office : 27, SDF I, SEEPZ - SEZ, M.I.D.C., Andheri (East), Mumbai 400 096. INDIA
PHONE : +91 (22) 6140 0909, FAX : +91 (22) 2829 1418.

PROXY FORM

DP ID _____ Client ID _____

Folio No. _____ No. of Shares held _____

I/We _____ of

_____ being a Member / Members of Trigyn Technologies Limited hereby

appoint _____ or failing him / her

_____ of _____ as

my / our proxy in my / our absence to attend and vote on my / our behalf at the Twenty Fourth Annual General Meeting of the Company to be held at the All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No. 1, MIDC, Marol, Andheri (E), Mumbai 400 093 on September 30, 2010 at 3.30 p.m.

Signed this _____ day of _____, 2010

Signature _____

Please affix
1 Rupee
Revenue
Stamp here

Note : The proxy must be returned so as to reach registered office of the Company not less than forty eight hours before the time for holding the aforesaid meeting.

------(TEAR HERE)-----

TRIGYN TECHNOLOGIES LIMITED

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ATTENDANCE SLIP

DP ID _____ Client ID _____

Folio No. _____ No. of Shares held _____

Full name of Member (s) _____

I / We hereby record my / our presence at the Twenty Fourth Annual General Meeting of the Company to be held at the All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No. 1, MIDC, Marol, Andheri (E), Mumbai 400 093 on September 30, 2010 at 3.30 p.m.

Signed of the Member / Proxy / Representative * _____

Note : Please fill in this attendance slip and hand over at the entrance to the meeting.

* Strike out whichever is not applicable.

