



PRITHVI SOFTECH LIMITED

16th ANNUAL REPORT 2011

PRITHVI SOFTECH LIMITED

BOARD OF DIRECTORS

Mr. P. Delichand Jain, *Chairman*
Mr. Ashok Kumar Kavad, *Managing Director*
Mr. K.N. Deenadayalan, *Director*
Mr. V.G. Venkatadri, *Director*
Mr. V. Krishnaswami, *Director*
Mr. M.D. Vasudevan, *Director*

AUDITORS

M/s. Chandarana & Sanklecha
Chartered Accountants
137, Nainiappa Naicken Street,
2nd Floor, Chennai - 600 003.

REGISTERED OFFICE

33, Montieth Road,
Egmore,
Chennai - 600 008.

BANKERS

- Axis Bank Ltd.
- HDFC Bank Ltd. * Royal Bank of Scotland
- ICICI Bank Ltd. * Yes Bank
- IDBI Bank Ltd. * Indian Overseas Bank Ltd.
- Bank of Baroda * Oriental Bank of Commerce
- Standard Chartered Bank
- ING Vysya Bank

REGISTRAR AND TRANSFER AGENTS

Integrated Enterprises India Ltd.
2nd Floor, Kences Towers,
No. 1, Ramakrishna Street,
North Usman Road,
T. Nagar, Chennai - 600 017.
Tel : 28140801 / 02 / 03

SIXTEENTH ANNUAL GENERAL MEETING

Date : 29 / 09 / 2011
Day : Thursday
Time : 11 a.m.
Place : "Nahar Hall",
Desabandu Plaza,
No. 47, Whites Road,
Royapettah, Chennai - 600 014.

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PRITHVI SOFTECH LIMITED

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 16th Annual General Meeting of the company will be held on 29th September 2011 at 11 a.m. at NAHAR HALL, Desabandu Plaza, No-47, Whites Road, Royapettah, Chennai-14 for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a director in the place of Mr.M.D.Vasudevan who retires by rotation.
4. To appoint a director in the place of Mr.V.G.Venkatadri who retires by rotation.
5. To appoint the Auditors and to fix their remuneration.

By Order of the Board
For PRITHVI SOFTECH LIMITED

Date 1/06/2011

Chennai

sd/-
Dr. Ashok Kumar Kavad
Managing Director

NOTES:-

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
2. A MEMBER OF THE COMPANY, WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. Instrument of Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the Annual General Meeting. A Form of Proxy is enclosed.
4. The Register of members and the share transfer books of the company will remain closed on 29th September 2011.
5. Dividend will be paid to those shareholders whose names appear on the company's Register of Members on 29th September 2011.
6. Members are requested to notify immediately changes in their respective addresses, if any, quoting their folio number so that the dividend warrants are correctly despatched.
7. In case the members desire that the dividend to be credited to their bank account through Electronic Clearing Service (ECS), kindly send the ECS mandate form duly completed in all respects immediately.
8. Shareholders / proxy holders are requested to bring their copy of the annual report with them to meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.

PRITHVI SOFTECH LIMITED

9. Members desirous of getting any information about the accounts and operation of the company are requested to address their query to the company at the registered office of the company well in advance so that the same may reach at least seven days before the date of meeting to enable the management to keep the required information readily available at the meeting.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting of the Company. Also refer to the explanatory statement to the notice for other appointees details.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange.

Name of Director	Expertise in Specific Functional Areas	Qualifications	Director-Ship in Other Public Companies	Chairman/ Member of Committee
Mr.M.D.Vasudevan	Chartered Accountant	Chartered Accountant	NIL	NIL
Mr.V G Venkatadri	Business and Accountancy	Chartered Accountant	NIL	NIL

By Order of the Board

Sd/-

Dr. Ashok Kumar Kavadi
Managing Director

Place: Chennai
Date : 01/06/2011

PRITHVI SOFTECH LIMITED

DIRECTORS' REPORT

Your Directors have the pleasure in presenting the 16th ANNUAL REPORT and that of the Auditors together with the audited Balance Sheet as at 31st March 2011 and the Profit and Loss account for the year ended on that date.

PERFORMANCE

The financial results for the year ended 31st March 2011 are as under:

Rs. (In Lacs)

	31.03.2011	31.03.2010
Income	520.72	412.99
Profits before depreciation and interest	196.51	111.32
Depreciation	10.21	10.39
Interest	1.59	1.43
Profit before Tax	184.71	99.50
Provision for taxation	61.65	27.60
Profit After Tax	123.06	71.90
Provision for Dividend	27.50	27.50
Tax on proposed Dividend	4.67	4.67
Transfer to general Reserve	NIL	NIL
Surplus carried to Balance Sheet	90.89	39.73

AWARDS AND ACHIEVEMENTS

During the year the company has been World Quality Commitment (WQC) award for the year 2011 by Business Initiative Directors (BID) Madrid, Spain.

“Star Performer Award” given by Spice Money for Western Union Money Transfer Business.

The company has won “Fly to Switzerland Contest” and “Travel Dhamaka” contest by Axis Bank.

In recognition of our excellent performance during the year, Axis Bank has launched Prithvi Exchange – Axis Bank Co-branded (VISA) foreign Currency Prepaid Cards.

COURSE OF BUSINESS AND OUTLOOK

During the year under review, the company's performance was good. Your company had achieved an income of Rs. 521 lacs as compared to Rs.413 lacs in previous year. The profit before tax stood at Rs.184.71 lacs as compared to Rs.99.49 lacs in the previous year.

PRITHVI SOFTECH LIMITED

FIXED DEPOSIT

The company has not accepted any fixed deposit during the year.

DIVIDEND

The Directors recommend a dividend of 5% exclusive of dividend tax for the financial year ended 31st March 2011.

DIRECTORS

Mr.M.D.Vasudevan and Mr.V G Venkatadri retires by rotation and being eligible, offer for re-appointment.

AUDITORS

The auditors of the Company M/s.CHANDARANA & SANKLECHA, Chartered Accountants retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

STATUTORY DISCLOSURES

The Company had no employee covered by the provisions of section 217(2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO:

Being into Forex business, Particulars with respect to Conservation of Energy , as required under Part “a” of the above rules are NIL.

FOREIGN EXCHANGE EARNINGS/OUTGO:

Foreign Earnings: Rs.2.14 lacs (P.Y Rs. 2.78 lacs) towards turnover incentive received from American Express in US dollar.

Foreign outgo: Rs.5.28 lacs (P.Y Rs.5.26 lacs) towards annual seller fee and distribution fee paid to American Express in US dollar.

DIRECTORS' RESPONSIBILITY STATEMENT:

Directors hereby declare:

- i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period ;
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities subject to the inherent limitations that should be recognized in weighing the assurance ;
- iv) That the directors had prepared the annual accounts on a going concern basis.

PRITHVI SOFTECH LIMITED

HUMAN RESOURCES MANAGEMENT :

Employee relations throughout the company were harmonious. The board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the company's vision and strategy to deliver another record performance.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement, a report of compliance of corporate governance as on 31/03/2011 duly certified by the auditors of the company is annexed (Annexure – A)

ACKNOWLEDGEMENTS:

Your Directors wish to place on record their sincere appreciation to the Governmental authorities, Company's bankers and customers, vendors and investors for their continued support during the year.

Your Directors are also pleased to record their appreciation for the dedication and contribution made by employees at all levels who through their competence and hard work have enabled your Company achieve good performance year after year and look forward to their support in the future as well.

For and on behalf of the Board

Sd/-

P. Delichand Jain
Chairman

Place: Chennai
Date : 01/06/2011

Annexure - A to the Directors' Report

Corporate Governance

Long-term shareholders' value is always linked to good corporate governance, which, in turn is linked to transparency and accountability. The Company remains committed to good corporate governance and has been consistently improving transparency and accountability to all its stakeholders. The Company's policies and practices are also unequivocally targeted towards this aim. PRITHVI is committed to highest standards of corporate Governance in all its activities.

I. Board of Directors

The present company's board strength is 6 comprising of 1 executive director and 5 non-executive directors, of which 4 are independent.

II. Board Meetings & Attendance of Directors

During the year 2010-11, 4 (Four) Board Meetings were held on the following dates:

31/05/2010, 30/07/2010, 30/10/2010, 29/01/11

III. COMPOSITION AND CATEGORY OF DIRECTORS:

Name	Designation	Category	No. of Board Meetings attended during 2010-11	Whether attended last AGM	No. of directorships in public companies	No. of committee memberships/ (chairmanship) in public companies
1. Mr. P. Delichand Jain	Director	NonExecutive & Non-independent (Promoter)	4	No	Nil	Nil
2. Dr. Ashok Kumar Kavad	Managing Director	Executive & Non-independent (Promoter)	4	Yes	Nil	Nil
3. Mr. V.G. Venkatadri	Director	Non Executive	4	Yes	Nil	Nil
4. Mr. V. Krishnaswami	Director	Non executive	4	Yes	Nil	Nil
5. Mr. M.D.Vasudevan	Director	Non executive	4	Yes	Nil	Nil
6. Mr. Deenadayalan	Director	Non Executive	4	Yes	Nil	Nil

IV. Directors seeking Reappointment

The required information regarding the details of directors who are seeking appointment or reappointment is set out in the notes to the notice.

V. Disclosure of Director's Interests in Transaction with the Company

None of the non-executive directors had any pecuniary relationship or transaction with the company pursuant to the provisions of Clause 49 VII (D) of the Listing Agreement other than sitting fees.

No director has been paid any remuneration as the Director of the Company except the executive directors who were being paid remuneration for acting as Managing / Whole Time Director of the Company.

VI. Code of Conduct

The board of directors had implemented a Code of Conduct to be applicable to all directors and employees.

3. AUDIT COMMITTEE

I. Terms of Reference

The audit committee of the company has been mandated with the same terms of reference as specified in Clause 49 of the Listing Agreements with stock exchanges.

II. Composition

The audit committee comprises 3 non - executive directors who have considerable financial expertise and experience. The Head of Finance and the Statutory Auditors are permanent invitees to the committee.

III. Attendance

The committee met four times during the year and attended by all the members.

4. REMUNERATION COMMITTEE

Constitution

The Committee consists of 3 directors - all non executive and independent.

Terms of Reference :

The Remuneration Committee has been constituted to recommend and review the remuneration packages of the Managing, Whole Time Directors, and to formulate a broad policy for management remuneration.

Meetings & Attendance:

During the year 2010-11, a meeting of the Remuneration Committee was held on 31/07/2010.

Remuneration Policy :

The Remuneration Policy as outlined by the Committee aims at

- Recognising and rewarding performance and achievements,
- While fixing the remuneration of Directors, their contribution by way of their professional services as directors, towards the growth of the Company.

This policy is in tune with current national and international practices.

5. SHAREHOLDER'S / INVESTOR'S GRIEVANCE COMMITTEE

A Shareholder's / Investor's Grievance Committee has been constituted by the Board to monitor the redressal of the shareholders / investors grievances. The Committee reviews the status of complaints received from shareholders/investors and redressal thereof. A status report of shareholders complaints and redressal thereof is prepared and placed before the Shareholders / Investors Grievance Committee. As on 31-03-2011 no shares / debentures are pending for transfer for more than 15 days.

All complaints have been resolved to the satisfaction of shareholders within a reasonable time.

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Constitution

The Committee consists of 3 non-executive independent directors:

Pending share Transfers:

There are no pending share transfers. As required by the regulations of SEBI, the issued and listed capital of the Company is reconciled with the aggregate of the number of shares held by Investors in physical mode and in the demat mode. A certificate is being obtained on a quarterly basis to this effect from a Practising Company Secretary and submitted to the Stock Exchanges where the Company's Shares are listed. As on 31st March 2011, there were no differences between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

6. GENERAL BODY MEETINGS

I. Meeting Details

Year	Location	Date	Time	Number of Special Resolution passed
2007-08	"Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Roypettah, Chennai-14	27-09-2008	11.00 A.M	Nil
2008-09	"Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Roypettah, Chennai-14	30-09-2009	11.00 A.M	Nil
2009-10	"Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Roypettah, Chennai-14	29-09-2010	11.00 A.M	1

All the Resolutions were passed on a voting by show of hands.

II. Postal Ballot

During the financial year under review, no postal ballots were used for voting at meetings. At the ensuing AGM there is no item on the agenda that is required to be passed by postal ballot.

7. DISCLOSURES

I. Related Party Transactions

There has been no materially significant related party transactions with the company's subsidiaries, promoters, directors, management or their relatives which may have a potential conflict with the interests of the company. Members may refer to the notes to the accounts for details of other related party transactions.

II. Compliance with Regulations

The company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the company on any matters related to the capital markets, nor as any penalty or stricture been imposed on the Company by Stock Exchange, SEBI or any other Statutory authority.

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III. Accounting Standards

The company has rigorously followed the accounting standards, laid down by the Institute of Chartered Accountants of India.

IV. Risk Management

The audit committee regularly reviews the risk management strategy of the company to ensure the effectiveness of risk management policies and procedures.

V. Remuneration to the Directors:

Name	Designation	Total Remuneration paid during 2010-11 (Rs.)	Performance Incentive	Stock Options
1. Mr. P. Delichand Jain	Director	Nil	NIL	NIL
2. Dr. Ashok Kumar Kavadi	Managing Director	30,00,000	NIL	NIL
3. Mr. V.G. Venkatadri	Director	1000	NIL	NIL
4. Mr. V. Krishnaswami	Director	3000	NIL	NIL
5. Mr. M.D. Vasudevan	Director	Nil	NIL	NIL
6. Mr. Deenadayalan	Director	4000	NIL	NIL

8. CEO/CFO CERTIFICATION

As required by clause 49 of the Listing Agreement, the certificate from Managing Director was placed before the Board of Directors

9. COMMUNICATION APPROACH

The company's financial results are published in the Makkal Kural and Trinity Mirror.

10. GENERAL SHAREHOLDER INFORMATION

I. 16th Annual General Meeting

The 16th Annual General Meeting will be held on 29/09/2011 at NAHAR HALL, Desabandu Plaza, No. 47, Whites Road, Royapettah, Chennai - 14.

II. Tentative Financial Reporting Calendar

Financial Reporting 2011	From	To	Date
1st Quarter	April	June	30th July
2nd Quarter	July	September	30th October
3rd Quarter	October	December	30th January
4th Quarter	January	March	30th April Unaudited / Audited on or before 31.05.2012
Annual General Meeting	April 2011	March 2012	On or before September 2012

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III. Book Closure

The date of closure is on 29/09/2011.

IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees Paid Upto	ISIN
Bombay Stock Exchange	53168	31/03/2012	NSDL INE621B01021
Madras Stock Exchange	OTL	31/03/2012	CDSL INE621B01021

V. Market price data

As per the agreement Madras Stock Exchange had with National Stock Exchange the company shares are allowed to trade on NSE platform with effect from 1st October 2010

High and low prices of Equity shares in the financial year 2009-10 were as follows:

Month	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2010	17.80	14.10	-	-
May 2010	15.75	13.15	-	-
June 2010	15.00	11.50	-	-
July 2010	15.21	12.75	-	-
August 2010	16.50	14.01	-	-
September 2010	18.30	14.01	-	-
October 2010	20.40	16.80	20.80	16.15
November 2010	20.95	15.60	21.70	14.60
December 2010	17.50	15.25	17.45	14.40
January 2011	17.00	14.70	17.75	15.15
February 2011	16.90	14.00	16.50	16.00
March 2011	16.00	14.10	16.25	13.60

VI. Share Transfer System

The Share Transfer work is being handled by Company's Registrar and Transfer Agents,

M/s. INTEGRATED ENTERPRISES (INDIA) LTD.
2nd Floor, KENCES TOWERS
No.1, Ramakrishna Street
Off. North Usman Road, T. Nagar
Chennai - 600 017

The Company has established connectivity with the depositories, namely, National Securities Depository Limited, Mumbai and Central Depository Services (India) Limited, Mumbai. The transfers are approved by the Share Transfer Committee. Share Transfers are registered and despatched within a period of 30 days from the date of receipt if the documents are correct and valid in all respects. As on 31-03-2011 there were no valid requests pending for transfer of shares.

PRITHVI SOFTECH LIMITED

VII. Distribution of shareholding

As on 31st March, 2011

Sl. No.	Category	Number of Shares held	% of holding
1.	Promoters		
	- Indian	213725	3.89
	- Foreign	Nil	Nil
2.	Persons acting in concert	3768882	68.52
3.	Institutional Investors	Nil	Nil
	a. Mutual Funds & UTI	Nil	Nil
	b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Inst./ Non-Govt. Inst)	Nil	Nil
	c. FIIs	Nil	Nil
4.	Others		
	- Bodies Corporate	87843	1.59
	- Indian Public	1424068	25.89
	- NRIs / OCBs	Nil	Nil
	- Other than specified above Clearing Members	5249	0.095
	Total	5499767	100
	Paid-up Shares	5499767	100%

VIII. Distribution schedule as on 31/03/2011

Sl. No.	Category of Shares	Holders		Shares	
		Nos.	%	Nos.	%
1	1 - 500	4589	92.038	198528	3.610
2	501 - 1000	257	5.154	172032	3.128
3	1001 - 2000	83	1.665	119010	2.164
4	2001 - 3000	9	0.181	21389	0.389
5	3001 - 4000	15	0.301	51689	0.940
6	4001 - 5000	3	0.060	12870	0.234
7	5001 - 100000	21	0.421	362985	6.600
8	100001 and above	9	0.181	4561264	82.936
	TOTAL	4986	100.00	5499767	100.00

PRITHVI SOFTECH LIMITED

IX. Dematerialisation of shares

The equity shares of the company are required to be compulsorily traded and settled only in the dematerialised form.

X. Regd. Office Location

The company has its Regd. Office at # 33, Montieth Road, Egmore, Chennai - 600 008.

XI. Dematerialisation of Shares and Liquidity

Shares of the company can be held and traded in electronic form.

Approximately, 5136631 being 93.40% shares have already been dematerialized.

For and on behalf of the Board

Sd/-

Dr. Ashok Kumar Kavad
Managing Director

Place: Chennai
Date: 01/06/2011

PRITHVI SOFTECH LIMITED

AUDITOR'S REPORT TO THE MEMBERS OF M/S PRITHVI SOFTECH LIMITED

1. We have audited the attached Balance Sheet of **M/S PRITHVI SOFTECH LIMITED**, (formerly known as "Octagon Technology Limited") as at 31st March 2011, the Profit and Loss Account and also the Cash Flow Statements for the year ended on that date annexed thereto. 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 as to whether the financial statements are free from 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, issued by the Central Government of India, as amended by Finance Act, 2004, in terms of section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit,
 - (ii) In our opinion, proper books of account, as required by law, have been kept by the company, so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (iii) In our opinion, the Balance sheet and the Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - (iv) On the basis of representations received from the Directors of the Company as at 31st March, 2011 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st March 2011 from being appointed as a director of the company in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 and,
 - (v) In our opinion and to the best of information and explanations given to us, the said accounts read together with the company's accounting policies and the notes thereto, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) In the case of the Balance Sheet, of the state of affairs of the company as at March 31, 2011.
 - b) In the case of the Profit & Loss Account, of the profit of the company for the year ended on that date, and
 - c) In the case of the Cash flow statement, of the cash flows for the year ended on that date.

For CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regn.No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No.027539

Place : Chennai
Date : 01/06/2011

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in para 3 of the Auditor's Report to the members of
M/s. PRITHVI SOFTECH LIMITED for the year ended 31st March, 2011.

1. a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The fixed assets have been physically verified by the management as per a phased program of verification. In our opinion, the frequency of such verification is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. Fixed assets disposed of during the year were not substantial, so as to affect the going concern status of the company.
2. a. The management, at reasonable intervals, has physically verified the inventories during the year. In our opinion, the frequency of such verification is reasonable.
- b. The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The company has maintained proper records of inventory. We are informed that no material discrepancies were noticed during physical verification of inventory.
3. The company has neither granted nor taken any loan, secured or unsecured, to / from companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and nature of its business for the purchase and sale of inventory and fixed assets. During the course of our audit, we have not noticed any continuing failure to correct any major weakness in the internal control system.
5. According to the information and explanations given to us, we report that there are no such transactions made in pursuance of contract or arrangements referred to in section 301 of the Companies Act, 1956, exceeding the value of Rupees five lakhs, in respect of any party during the year.
6. According to the information and explanations given to us, the company has not accepted any deposit from the public during the year and as such the compliance with the directives of the Reserve Bank of India, provisions of Section 58A, Section 58AA, or any other relevant provisions of the Companies Act, 1956, and the rules framed there under are not applicable.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 in respect of the activities carried on by the company.

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9. a. According to the information and explanations given to us, the company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and any other statutory dues with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at 31st March 2011, for a period of more than six months from the date of becoming payable.
- b. According to the information and explanations given to us, the details of statutory dues which have not been deposited with the concerned authorities on account of any dispute are given below.

Particulars	Financial year to which the matter pertains	Forum where dispute is pending	Amount Rs. Lakhs
Income Tax	A.Y 1999-2000	Tribunal	7.69
Income Tax	A.Y 2000-2001	Tribunal	4.46
Income Tax	A.Y 2005-2006	Tribunal	12.61

10. The company has no accumulated losses at the end of the financial year. The company has neither incurred cash losses during the financial year covered by the audit nor in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund, nidhi or mutual benefit fund/society.
14. The company has maintained proper records of the transactions and contracts in respects of trading or dealing of shares, securities, debentures and other investments, wherein timely entries have been made by the company so far as appears from our examination of those records. The shares, securities, debentures and other investments have been held by the company in its own name, except to the extent exemption granted under Section 49 of the Companies Act 1956.
15. 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.
16. The company has not obtained any term loan during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance sheet of the company, we report that no funds raised on short term basis have been used for long term investment.
18. According to the information and explanations given to us, the company, during the year under audit, has not made any preferential allotment of shares to parties & companies covered in the register maintained under section 301 of the Companies Act, 1956.

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19. The company has not issued any debenture during the year.
20. The company has not raised any money by way of public issue during the year.
21. According to the information and explanations given to us, during the course of audit carried out by us, no fraud on or by the company has been noticed by or reported to us during the year under report.

For CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regd.No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No. 027539

Place : Chennai
Date : 01/06/2011

PRITHVI SOFTECH LIMITED

BALANCE SHEET AS AT 31st MARCH 2011

	Schedule	As At 31.03.2011	As At 31.03.2010
SOURCES OF FUNDS			
SHARE HOLDERS FUNDS			
Share Capital	1	54,997,670	58,597,670
Reserves and Surplus	2	69,849,137	60,760,512
Secured Loan	3	–	226,764
Deferred Tax Liability		350,000	385,000
		125,196,807	119,969,946
APPLICATON OF FUNDS			
FIXED ASSETS			
Gross Block	4	14,046,680	13,664,512
Less: Depreciation		7,644,257	6,643,261
Fixed Assets		6,402,423	7,021,251
INVESTMENTS	5	13,718,632	10,024,711
CURRENT ASSETS, LOANS AND ADVANCES			
Stock in Trade	6	23,824,571	19,804,087
Sundry Debtors	7	17,927,633	21,592,420
Cash & Bank Balances	8	44,676,763	56,875,922
Loans & Advances	9	40,311,441	28,574,615
		126,740,408	126,847,044
Less: Current Liabilities & Provisions	10	22,183,759	24,442,163
		104,556,649	102,404,881
MISCELLANEOUS EXPENSES	11	519,103	519,103
(To the extent not written off or adjusted)			
		125,196,807	119,969,946
Notes on Account	17		

As per our report of even date attached

for CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regd No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No : 027539

P. DELICHAND JAIN
Chairman

For and on behalf of the Board,

Dr. ASHOK KUMAR KAVAD
Managing Director

Place : Chennai
Dated : 01/06/2011

PRITHVI SOFTECH LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

	Schedule	As At 31.03.2011	As At 31.03.2010
INCOME			
Income from Operation	12	49,331,905	36,806,687
Other Income	13	2,740,705	4,491,917
		<u>52,072,610</u>	<u>41,298,604</u>
EXPENDITURE			
Establishment Expenses	14	18,475,934	17,134,475
Administrative & Selling Expenses	15	13,944,413	13,032,405
Finance Charges	16	159,755	143,294
Depreciation	4	1,021,656	1,038,819
		<u>33,601,758</u>	<u>31,348,993</u>
Profit for the year		18,470,852	9,949,611
Less: Provision for Taxation			
a. Current Income Tax		6,200,000	2,725,000
b. Deferred Tax		(35,000)	35,000
Profit after Tax		12,305,852	7,189,611
Profit brought forward		60,677,762	56,704,208
		<u>72,983,614</u>	<u>63,893,819</u>
APPROPRIATION			
Proposed Dividend & Tax		3,217,227	3,216,057
Balance carried to Balance Sheet		<u>69,766,387</u>	<u>60,677,762</u>
Earning Per Share-Basic & Diluted (Face value of Rs.10/- per shares)		2.24	1.31
Notes on Account	17		

As per our report of even date attached

for CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regd No : 000557S

For and on behalf of the Board,

BHARAT RAJ SANKLECHA
Proprietor
Membership No : 027539

P. DELICHAND JAIN
Chairman

Dr. ASHOK KUMAR KAVAD
Managing Director

Place : Chennai
Dated : 01/06/2011

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	As At 31.03.2011	As At 31.03.2010
SCHEDULE - 1		
SHARE CAPITAL		
Authorised		
70,00,000 Equity Shares of Rs.10 each.	70,000,000	70,000,000
3,00,000 6% Redeemable Preference Shares of Rs.100 each.	<u>30,000,000</u>	<u>30,000,000</u>
Issued, Subscribed & Paid - Up		
54,99,767 Equity Shares of Rs.10/- each fully paid up.	54,997,670	54,997,670
36,000 6% Redeemable Preference Shares of Rs.100 each fully paid up.	-	3,600,000
	<u>54,997,670</u>	<u>58,597,670</u>
 SCHEDULE - 2		
RESERVES & SURPLUS		
Capital Reserve (Amount Received on forfeited Shares)	82,750	82,750
Balance of Profit & Loss Account	<u>69,766,387</u>	<u>60,677,762</u>
	<u>69,849,137</u>	<u>60,760,512</u>
 SCHEDULE - 3		
SECURED LOAN		
Bank - Overdraft (Secured by Fixed Deposit)	-	226,764
	<u>-</u>	<u>226,764</u>

SCHEDULE - 4**FIXED ASSETS****FINANCIAL YEAR : 2010-2011**

Particular	Gross Block			Depreciation			Net Block		
	Upto 1/4/2010	Additions	Deletions	Upto 31/03/2011	For the Year	On deletion	Upto 31/03/2011	As at 31/3/2010	As at 31/03/2011
Air Conditioner	663,332.00	28,099.00	-	691,431.00	31,815.00	-	201,464.84	489,966.16	493,682.16
Computer & Accessories	5,151,178.25	64,770.00	4,368.00	5,211,580.25	399,550.98	4,368.00	4,187,559.53	1,024,020.72	1,358,801.70
Electrical Fittings	402,766.90	54,039.00	17,576.00	439,229.90	21,279.00	1,672.00	152,503.75	286,726.15	289,870.15
Furniture & Fixture	2,664,692.54	72,619.00	65,014.00	2,672,297.54	166,655.00	10,860.00	1,028,692.56	1,643,604.98	1,791,794.98
Motor Cycles	3,157,733.00	144,610.00	-	3,302,343.00	297,788.00	-	1,293,579.14	2,008,763.86	2,161,941.86
Office Equipments	1,624,810.05	111,120.00	6,132.00	1,729,798.05	104,568.00	3,760.00	780,457.61	949,340.44	945,160.44
Total	13,664,512.74	475,257.00	93,090.00	14,046,679.74	1,021,655.98	20,660.00	7,644,257.43	6,402,422.31	7,021,251.29
Previous Year Figures	13,302,369.00	801,677.00	439,534.00	13,664,512.00	1,038,818.00	294,508.00	6,643,261.00	7,021,251.00	7,403,418.00

PRITHVI SOFTECH LIMITED

SCHEDULE - 5

INVESTMENTS - LONG TERM AT COST (NON-TRADE)

a) In Equity Shares (Quoted & Fully Paid - Up)

Name of the Company	Quantity	Face Value	As At	As At
	31.03.2011	(Rs.)	31.03.2011	31.03.2010
Arum Soft System	43,192	2	292,074	-
Bafna Paharmaceutical	68,555	10	3,493,884	-
B.S Refrigeration Ltd	1,900	10	12,760	12,760
Bharti Airtel	275	10	83,957	83,957
Bicon Limited	6,300	10	64,960	64,960
Canara Bank	25	10	-	8,739
Development Credit	2,300	10	61,813	85,183
Everon Systems limited	100	10	-	19,098
G.V Films Ltd	82,000	2	141,880	119,560
Galada Finance Limited	145,000	10	2,900,000	2,900,000
HCL Infosys	2,000	2	301,294	192,019
HCL Technologies Ltd	700	2	51,649	73,789
Hexaware Ltd	4,000	2	101,187	96,243
IDFC	700	10	117,673	-
Indian Overseas Bank Ltd	1,300	10	72,343	100,449
Infosys Technologies Ltd	70	5	70,766	82,195
Jaisal Securities Ltd	5,759	10	-	292,074
Mahanagar Telecom Nigam Ltd	900	10	64,220	64,220
Munoth Financial Services Ltd	1,892	10	23,461	23,461
Polaris Software Ltd	1,100	5	79,746	86,659
Rajeswari Foundation Ltd	82,214	10	1,146,438	1,160,611
Reliance Capital Ltd	30	10	31,304	23,547
Reliance Communication Ltd	2,590	5	563,723	563,723
Satyam Computers Ltd	1,700	2	67,765	76,887
State Bank of India	50	10	95,696	75,736
Sugal & Damani Share Brokers Ltd	27,030	10	415,125	394,830
Tata Communication Ltd	65	10	28,972	28,972
Tata Consultancy Services Ltd	150	1	22,982	22,982
Tata Elaxi	800	10	88,513	110,629
Tata Teleservices Ltd	2,500	10	75,560	75,560
Tech Mahindra Ltd	75	10	59,649	24,691
UCO Bank Ltd	3,200	10	117,098	134,582
Yes Bank Ltd	500	10	29,652	37,065
TOTAL			10,676,144	7,035,181
b) Investment in Gold			2,989,530	2,989,530
c) Investment in coin			52,958	
			13,718,632	10,024,711
Aggregate of Quoted Investments				
- At cost			10,676,144	7,035,181
- At Market Value			10,411,726	9,900,596

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	As At 31.03.2011	As At 31.03.2010
SCHEDULE - 6		
STOCK IN TRADE		
(As valued and certified by the management)		
a. Foreign Currencies	23,751,625	19,797,142
(Valued at Cost or Market price, Whichever is less)		
b. Non Tradeable Currencies	6,946	6,945
c. Stock of Sim card	66,000	-
	<u>23,824,571</u>	<u>19,804,087</u>
SCHEDULE - 7		
SUNDRY DEBTORS		
Unsecured & Considered Goods		
a)Outstanding More than Six Months	-	20,398
b)Other Debts	17,927,633	21,572,022
	<u>17,927,633</u>	<u>21,592,420</u>
SCHEDULE - 8		
CASH & BANK BALANCES		
Cash and Cheques on Hand	12,747,240	17,218,133
BALANCE WITH SCHEDULED BANKS		
In Current Accounts	31,929,523	28,638,208
In Fixed Deposit	-	11,019,581
	<u>44,676,763</u>	<u>56,875,922</u>
SCHEDULE - 9		
LOAN & ADVANCES		
(Unsecured - considered good)		
Unsecured Loans	14,553,614	15,761,722
Advances & Deposits	20,915,462	7,515,602
(Advances & Deposits recoverable in cash or in kind or for value to be received)		
Income Tax & TDS	4,842,365	5,297,291
	<u>40,311,441</u>	<u>28,574,615</u>
SCHEDULE - 10		
CURRENT LIABILITES & PROVISIONS		
A. CURRENT LIABILITIES		
Creditors for Trade	12,522,252	11,604,171
Creditors for expenses	1,724,569	1,340,829
Other Creditors	4,719,711	8,214,522
B. PROVISIONS		
FBT Provision	-	66,584
Proposed Dividend & Tax	3,217,227	3,216,057
	<u>22,183,759</u>	<u>24,442,163</u>

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	As At 31.03.2011	As At 31.03.2010
SCHEDULE - 11		
MISCELLANEOUS EXPENSES		
Public Issue Expenses	519,103	519,103
	<u>519,103</u>	<u>519,103</u>
SCHEDULE - 12		
INCOME FROM OPERATIONS		
Income From Forex Business	40,136,769	34,657,347
Commission Receipts	5,636,439	2,149,340
Other Forex Income	3,558,697	-
	<u>49,331,905</u>	<u>36,806,687</u>
SCHEDULE - 13		
OTHER INCOME		
Interest Receipts (TDS Rs.158316/-, Previous year Rs.225483/-)	1,914,089	2,567,466
Dividend Receipts	117,889	142,266
Profit On Sale of Assets	4,128	
Profit On Sale of Shares	384,069	1,275,642
Other Income	320,530	506,543
	<u>2,740,705</u>	<u>4,491,917</u>
SCHEDULE - 14		
ESTABLISHMENT EXPENSES		
Salaries, Bonus & Incentives	17,689,992	16,551,082
Staff Welfare	785,942	583,393
	<u>18,475,934</u>	<u>17,134,475</u>

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	As At 31.03.2011	As At 31.03.2010
SCHEDULE - 15		
<u>ADMINISTRATIVE AND OTHER EXPENSES</u>		
Advertisement Expenses	296,876	829,556
AGM Expenses	91,832	37,180
Auditor's Remueration	270,000	240,000
Amex TC Indent Charges	528,213	526,459
Bad Debts	–	335,990
Bank Charges	851,457	680,808
Books & Periodicals	19,173	10,565
Business Promotion	378,650	197,080
Consultancy Charges	54,486	196,050
Custodial Fees	140,116	60,860
Delivery Charges	28,842	3,435
Director's Sitting Fees	3,500	7,000
Donation	187,046	505,700
Electricity Charges	762,454	778,725
Entertainment Expenses	3,900	22,540
General Expenses	142,683	97,578
Insurance Charges	396,598	337,112
Internal Audit Fees	64,000	72,000
Keyman Insurance Policy	–	444,290
Loss on Sale of Asset	–	74,625
Miscellaneous Expenses	91,092	86,810
Office Maintainance	306,052	270,299
Postage & Telegrams	118,897	99,790
Preliminary Expenses w/o	–	118,130
Printing & Stationery	652,415	644,285
Professional Charges	44,000	36,500
Rates & Taxes	–	8,514
Rent	4,147,305	2,710,538
Repairs & Maintenance	778,386	654,284
Referral Commission	–	3,332
Share Brokerage & Expenses	7,489	13,277
Service charges	319,516	–
Sundry Assts writtrn off	70,058	–
Security Charges	4,253	60,216
Share Transfer Expenses	11,294	42,249
Telephone & Internet Charges	1,365,810	1,411,279
Travelling & Conveyance Expenses	541,480	468,988
Vehicle Maintenance	1,266,540	946,361
	<u>13,944,413</u>	<u>13,032,405</u>
SCHEDULE - 16		
<u>FINANCE CHARGES</u>		
Interest Expenditure	159,755	143,294
	<u>159,755</u>	<u>143,294</u>

PRITHVI SOFTECH LIMITED

NOTES ON ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(All amounts are in Indian Rupees unless otherwise stated.)

SCHEDULE - 17

1. Significant accounting policies

(i) **Basis of Accounting**

The financial statements have been prepared on historic cost convention on accrual basis, except otherwise stated, in accordance with the Accounting Principles Generally accepted in India and comply with mandatory Accounting Standards notified by the Central Government of India under the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

(ii) **Use of estimates**

The preparation of financial statements, in conformity with the generally accepted accounting principles, requires the management to make estimates and assumptions based on the evaluation of the circumstances and the conditions prevailed in the industry that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities as of the date of the financial statements. Actual results could differ from those estimated.

(iii) **Investments**

Long term investments are stated at cost less provision, if any, for permanent diminution in the value of the investment.

(iv) **Fixed Assets**

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises of purchase price and other attributable costs, if any, in bringing the assets to its working condition for its intended use.

(v) **Depreciation**

Depreciation is provided for on Straight Line method at the rates and in the manner prescribed under Schedule XIV of the Companies Act, 1956. In respect of addition of assets, other than assets costing less than Rs. 5000/- each, depreciation has been provided on pro-rata basis. Assets costing less than Rs. 5000/- are fully depreciated in the year of purchase.

(vi) **Inventories**

Stocks which are primarily foreign currencies or a varied form thereof are valued at cost or market price whichever is less.

(vii) **Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(viii) **Deferred Revenue Expenditure**

Preliminary expenses are being amortized over a period of 10 years.

Amalgamation expenses are being amortized over a period of 5 years.

Preliminary expenses (Relating to public issue Expenses) of amalgamating company has not been written off.

(ix) **Employee Benefits**

Regular contributions are being made towards the Provident fund and the same has been charged to revenue. The company does not provide for employees gratuity, superannuation, pension or any other benefits of similar nature. Provision for leave encashment has been made.

PRITHVI SOFTECH LIMITED

(x) **Taxation**

Provision for taxation comprises of the current tax provision, and the net change in the deferred tax asset or liability during the year. Provision for deferred tax is made on the timing differences arising between the taxable income and the accounting income computed using the tax rates and the laws that have been enacted or substantively enacted as of the balance sheet date.

(xi) **Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

(xii) **Contingent Liabilities and Contingent Assets**

Contingent liabilities and contingent assets are neither recognized nor disclosed in the financial statements.

(xiii) **Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

II Notes forming part of accounts

- 1 Earning per share, both basic and diluted, are calculated in accordance with the Accounting Standard - 20 issued by the Institute of Chartered Accountants of India.

	Year ended March 31, 2011	Year ended March 31, 2010
Profit after taxation	12,305,851	7,189,611
Weighted number of Equity Shares	5,499,767	5,499,767
Earnings per Share	2.24	1.31

2 **Segment Reporting**

The company operates in a single segment i.e trading of foreign currencies and hence does not calls for segmentwise disclosure of assets, liabilities, revenues or expenses as prescribed under Accounting Standard 17 on "Segment Reporting", issued by the Institute of Chartered Accountants of India.

3 **Disclosure requirement regarding Micro, Small & Medium Scale Enterprises**

The company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and Hence, disclosure, if any, relating to amount unpaid as at the year end together with interest paid/ payable as required under the said Act have not been given.

4 **Contingent Liabilities**

	Year ended March 31, 2011	Year ended March 31, 2010
(a) Disputed Income tax demands appealed against, not provided for :	24.76 Lakhs	12.15 Lakhs

PRITHVI SOFTECH LIMITED

	Year ended March 31, 2011	Year ended March 31, 2010
5 Managerial Remuneration		
Salary & Other allowances	3,000,000	3,000,000
6 Auditor's Remuneration		
For Statutory Audit	190,000	170,000
For Tax Audit	25,000	20,000
For Tax matters	25,000	20,000
Out of Pocket Expenses	30,000	30,000
	<u><u>270,000</u></u>	<u><u>240,000</u></u>
7 Deferred Tax Liability		
On Depreciation	350,000	385,000
	<u><u>350,000</u></u>	<u><u>385,000</u></u>
8 Earnings in Foreign Currencies		
Commission Receipts	214,644	277,929
9 Expenditure in Foreign Currencies		
TC Indent Charges	528,213	526,459

10 Related Party Disclosure

A. Managerial Personnel

Name	Relationship
Mr. Delichand Jain	Chairman
Dr. Ashok Kumar Kavad	Managing Director
Mr. M.D Vasudevan	Director
Mr. V.G Venkatadri	Director
Mr. V.Krishnaswami	Director

B. Details of transactions with related parties :

Description	With reference to (a) above	
Managerial Remuneration	3,000,000	3,000,000
Keyman Insurance Policy	-	444,290
Balance as on March 31, 2011		
Account Payable	-	
Account Receivable	-	

PRITHVI SOFTECH LIMITED

- 11 No further information pursuant to paragraphs 4C & 4D of Schedule VI of the Companies Act, 1956 is either NIL or Not Applicable.
- 12 Previous year's figures have been regrouped and rearranged wherever found necessary.

for CHANDARANA & SANKLECHA

Chartered Accountants
Firm Regd.No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No : 027539

Place : Chennai
Dated : 01/06/2011

for and on behalf of the Board,

P. DELICHAND JAIN
Chairman

Dr. ASHOK KUMAR KAVAD
Managing Director

PRITHVI SOFTECH LIMITED

Auditor's Certificate regarding compliance with the conditions of Corporate Governance Under Clause 49 of the Listing Agreement

To the members of **PRITHVI SOFTECH LIMITED**

We have examined the compliance of the conditions of Corporate Governance by the company for the year ended 31st March 2011 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange in India.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination 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 explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March 2011, no investor grievances are pending against the company for a period exceeding one month as per records maintained by the company which are presented to the shareholders/Investor Grievance Committee.

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

For CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regn.No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No : 027539

Place : Chennai
Date : 01/06/2011

PRITHVI SOFTECH LIMITED

Declaration under clause 49 of the Listing Agreement regarding adherence to the code of conduct

I, Dr. ASHOK KUMAR KAVAD, Managing Director of the Company, hereby declare that the Board of Directors has laid down a code of conduct for its Board Members and Senior Management Personnel of the Company and the Board Members and Senior Management Personnel have affirmed compliance with the said code of conduct.

FOR PRITHVI SOFTECH LIMITED

Place: Chennai
Date: 01/06/2011

Dr. ASHOK KUMAR KAVAD
MANAGING DIRECTOR

PRITHVI SOFTECH LIMITED

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors,
PRITHVI SOFTECH LIMITED

I, the undersigned, in my respective capacity as CEO AND CFO of the company to the best of our knowledge and belief certify that:

- (a) I have examined the financial statement and the cash flow statement for the year ended 31/03/2011 and based on our knowledge and belief we state that :
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Chennai
Date: 01/06/2011

Sd/-
Dr.ASHOK KUMAR KAVAD
MANAGING DIRECTOR / CEO

PRITHVI SOFTECH LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2011

	Year ended 31.03.2011	Year ended 31.03.2010
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & extraordinary Items	184.71	99.50
Add : Adjustment for non cash flow and non operating items		
Depreciation	10.22	10.39
Preliminary Expenses	0.00	1.18
Dividend Income	(1.18)	(1.42)
Interest Paid	1.60	1.43
Fixed Assets Written off	0.70	-
Profit on sale of Assets	(0.04)	0.75
Profit on sale of Shares	(3.84)	(12.76)
Operating Profit before working capital changes	<u>192.17</u>	<u>99.07</u>
Add / (Less) : Increase or decrease in working capital		
(Increase)/Decrease in Stock In Trade	(40.20)	(82.94)
(Increase)/Decrease in Sundry Debtors	36.65	(13.22)
(Increase)/Decrease in Loans & Advances	(121.91)	(2.29)
Increase/(Decrease) in Current Liabilities	(22.60)	101.46
Cash generated from operation	<u>44.11</u>	<u>102.08</u>
Less : Income Tax paid	(57.45)	(44.23)
Interest Paid	(1.60)	(1.43)
Fringe Benefit tax paid		-
Net Cash flow from Operating Activities (A)	<u>(14.94)</u>	<u>56.42</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Net)	(4.70)	(7.32)
Purchases of Investments (Net)	(33.10)	(11.32)
Net Cash flow from Investing Activities (B)	<u>(37.80)</u>	<u>(18.64)</u>

PRITHVI SOFTECH LIMITED

C. CASH FLOW FROM FINANCING ACTIVITIES

Increase in Secured Loans	(2.27)	2.27
Redemption of preference capital	(36.00)	
Dividend paid	(32.16)	
Dividend Receipts	1.18	1.42
Net Cash flow from Financing Activities (C)	<u>(69.25)</u>	<u>3.69</u>
Net increase or (decrease) in cash or cash equivalents (A +B +C)	(121.99)	41.47
Cash & Cash equivalents as at March, 2010	568.75	527.28
Cash & Cash equivalents as at March, 2011	446.76	568.75

For and on behalf of the Board,

P. Delichand Jain
Chairman

Dr. Ashok Kumar Kavad
Managing Director

Place : Chennai
Dated : 01/06/2011

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of M/S PRITHVI SOFTECH LIMITED derived from the audited financial statements for the year ended 31st March 2011. The statement has been prepared by the company in accordance with the requirements of Clause 32 of listing agreement with Stock Exchange.

for CHANDARANA & SANKLECHA
Chartered Accountants
Firm Regd.No : 000557S

BHARAT RAJ SANKLECHA
Proprietor
Membership No : 027539

Place : Chennai
Dated : 01/06/2011

PRITHVI SOFTECH LIMITED

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956 BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS :

Registration No.

31931

State Code :

18

Balance Sheet Date :

March 31, 2011

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

Public Issue

Nil

Rights Issue

Nil

Bonus Issue

Nil

Private Placement

Nil

6% Preference Shares

Nil

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

Total Liabilities

125197

Total Assets

125197

SOURCES OF FUNDS

Paid-up Capital

54998

Reserves & Surplus

69849

Secured Loans

0

Unsecured Loans

0

Deferred Tax

350

-

APPLICATION OF FUNDS

Net Fixed Assets

6402

Investments

13719

Net Current Assets

104,557

Misc. Expenditure

519

Accumulated Losses

-

Capital Work in Progress

-

PRITHVI SOFTECH LIMITED

IV PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)

	Turnover		Total Expenditure
	52073		33602
+ -	Profit/Loss Before Tax	+ -	Profit/Loss After Tax
+	18471	+	12306
	('+' for Profit, '-' for Loss)		('+' for Profit, '-' for Loss)
+ -	Earning Per Share in Rs.		Dividend Rate %
+	2.24		5
	('+' for Profit, '-' for Loss)		

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

Product Description	Foreign Exchange Money Changer
Item Code No. (ITC Code)	N A
Product Description	Computer Software

As per our report of even date attached

For Chandarana & Sanklecha
Chartered Accountants

Bharat Raj Sanklecha
Proprietor
Membership No : 027539

Place: Chennai
Date : 01/06/2011

For and on behalf of the Board of Directors

P. Delichand Jain
Chairman

Dr. Ashok Kumar Kavad
Managing Director

NECS Mandate Form

Please fill up this form and arrange to send it to :

The following address if shares are held in physical form

OR

To your DP if shares are held in demat

To

Integrated Enterprises India Ltd.

2nd Floor, Kences Towers,
No.1, Ramakrishna Street, North Usman Road,
T.Nagar, Chennai 600 017.

1. Name of 1st Registered Holder : _____
(in Block Letters)
2. Folio No./DPID & Client ID No. : _____
3. Name of the Bank : _____
4. Name of the Branch : _____
5. Account Number : _____
(As appearing on your Cheque book)

6. Account Type (Saving Bank A/c. : _____
Current A/c. or Cash Credit) with
code 10/11/13
- | 10 - S.B. | 11 - Current | 13 - Cash Credit |
|-----------|--------------|------------------|
| | | |

7. 9-Digit MICR Code Number of the
Bank & Branch appearing on the
MICR cheque issued by the Bank
- | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|

(Please attach a photocopy of a cheque or cancelled cheque for verifying the accuracy of the MICR code number)

8. 11-Digit IFSC Code*
- | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|

(Optional - Can be obtained from your banker)

Signature of the First Registered Shareholder
(As per the specimen signature with the Company/DP)

Name _____

Address _____

Phone No. _____ Email Id. _____

* The Company, its Registrars and bankers will make best endeavors to remit dividend through NECS. However, for non CBS branches of the banks, the IFSC code will be utilised to remit the dividend either by National Electronic Funds Transfer (NEFT) or Real Time Gross Settlement (RTGS). The branch where you operate your bank account will assist you to provide the IFSC, a 11-digit code to enable the remittance through NEFT or RTGS.

Green Initiative in Corporate Governance

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from Company in electronic mode, you may submit the Registration Form given below along with the survey form in the enclosed postage pre-paid envelope. Shareholders holding shares in demat mode are requested to register their e-mail address with the Depository Participant.

E-COMMUNICATION REGISTRATION FORM

(in terms of circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011
issued by the Ministry of Corporate Affairs)

Folio No. / DP ID & Client ID :

Name of the 1st Registered Holder :

Name of Joint Holder(s) :

Registered Address :

E-mail ID (to be registered) :

I/We shareholder(s) of Prithvi Softech Limited agree to receive communication from the Company in electronic mode. Please register my/our above e-mail ID in your records for sending communication through e-mail.

Date :

Signature :

Note: Shareholder(s) are requested to keep the Company / Depository Participant informed as and when there is any change in the e-mail address.

PRITHVI SOFTECH LIMITED

Registered Office :

33, Montieth Road, Egmore, Chennai - 600 008.

ATTENDANCE SLIP

Name of the Member :

Address :

Folio Number :

Client ID* :

DP.ID* :

*** Applicable for investors holding shares in electronic form.**

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company at "Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Royapettah, Chennai - 600 014 at 11 a.m. on 29th September 2011.

Signature of the attending Member/Proxy :

TEAR HERE

PRITHVI SOFTECH LIMITED

Registered Office :

33, Montieth Road, Egmore, Chennai - 600 008.

PROXY FORM

I/ We
of being a member/members of Prithvi Softech Limited hereby
appoint
of or failing him
of as my/our proxy to vote for me/us and on my/our
behalf at the Annual General Meeting to be held on 29th September 2011 at 11 a.m. or at any adjournment
thereof.

Signed this day of 2011.

Folio No.:

Client Id*:

DP.Id* :

Number of shares :

Affix
Re.1
Revenue
Stamp

*** Applicable for investors holding shares in electronic form**

NOTES:

1. The Proxy form duly filled-in must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
2. Shareholder / Proxyholder wishing to attend the Meeting must bring the Attendance Slip to the Meeting duly filled in and hand it over at the Entrance of the Meeting Hall.

Book - Post

To

If undelivered please return to :

Integrated Enterprises (India) Ltd.,

'Kences Towers', 2nd Floor, No. 1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai - 600 017.

Phone Nos. : 28140801 / 802 / 803