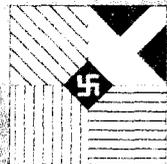
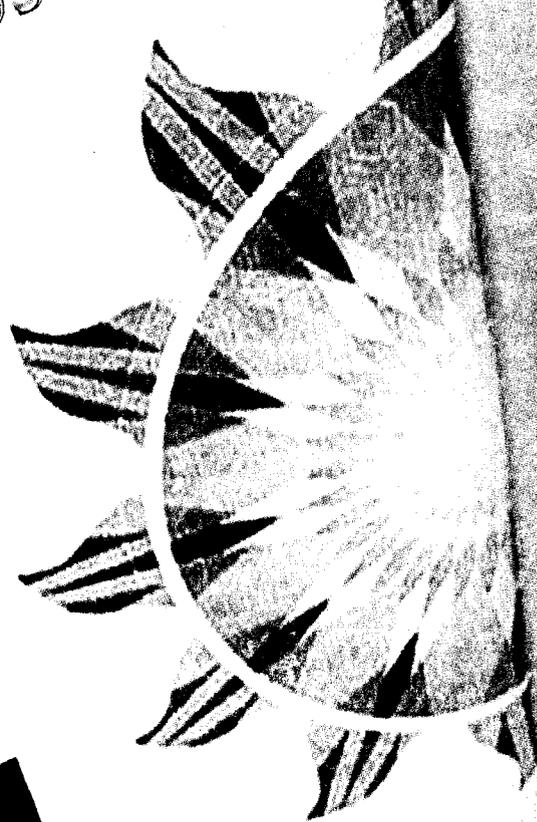


PRITHVI SOFTECH LIMITED
15th ANNUAL REPORT - 2010



BOARD OF DIRECTORS

Mr. P. Delichand Jain, Chairman
Mr. Ashok Kumar Kavadi, Managing Director
Mr. M.D. Vasudevan, Director
Mr. V.G. Venkatadri, Director
Mr. V. Krishnaswami, Director
Mr. K.N. Deenadayalan, 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.
- Bank of Baroda.
- HDFC Bank Ltd * ICICI Bank Ltd.
- IDBI Bank Ltd. * Indian Overseas Bank Ltd.
- Oriental Bank Of Commerce.
- Royal Bank of Scotland.
- Standard Chartered 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

**FIFTEENTH ANNUAL
GENERAL MEETING**

Date : 29/09/2010

Day : Wednesday

Time : 11 am

Place : NAHAR HALL,
Desabandu Plaza,
No. 47, Whites Road,
Royapettah, Chennai-14.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 15th Annual General Meeting of the company will be held on 29th September 2010, at 11 a.m. at "NAHAR HALL", Deshbandhu Plaza, 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 2010, 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. Deenadayalan who retires by rotation.
4. To appoint a director in the place of Mr. Delichand Jain who retires by rotation.
5. To appoint the Auditors and to fix their remuneration.

SPECIAL BUSINESS

To consider and if thought fit to pass with or without modification(s), the following Resolutions:

6. As a Special Resolution:

"RESOLVED FURTHER that subject to the approval of the Central Government and pursuant to section 309(3) and other applicable provisions of the Companies Act, 1956, and subject to modifications (if any) which the Central Government may direct or make in this regard, consent be and is hereby accorded to the payment of remuneration to Mr. Ashok Kumar Kavād, Managing Director of the Company for Rs. 300000/- p.m.

By Order of the Board
For PRITHVI SOFTECH LIMITED

Date 31/05/2010.

Chennai.

sd/-
D. Ashok Kumar Kavād
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 Septemebre 2010
5. Dividends will be paid to those shareholders whose names appear on the company's Register of Members on 29th September 2010.
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 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 at meeting and to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
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
Dr. Ashok Kumar Kavad	Finance	MA,FCA, Phd	Nil	Nil
Mr.Deenadayalan	Banking and Foreign Exchange	BSc., CAIIB.	Nil	Nil
Mr. Delichand Jain	Finance	S.S.L.C	Nil	Nil

Place: Chennai
Date : 31/05/2010

By Order of the Board
Sd/-
Dr. Ashok Kumar Kavad
Managing Director

ANNEXURE TO NOTICE

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

Item No.6

Dr. Ashok Kumar Kavad Managing Director is the man behind the success of last few years after the merger of PRITHVI SECURITIES LIMITED. Because of his vision and knowledge only the company is standing at this stage and he has been the mentor of forex business. He is also the founder secretary of Money Changer Association, Chennai.

During his tenure, the Company has grown rapidly. Being associated with the Company as a managing director he has hands-on experience of Company operations and is fully seized of the problems and challenges in store. Also the company has been awarded with the Authorised Dealer Licence, being one of the very few entities in the country.

The resolution at Item No.6, of the notice seeks approval of the members in respect of the re-appointment and payment of remuneration to him as the Managing Director of the company. The Board of Directors of the company at its Meeting held on 31/07/2010 has subject to the approval of the Members of the company in General Meeting and by other approval as may be necessary, appointed him managing director for a period of three years with effect from 01.10.2010 on the remuneration as approved and recommended by the Compensation Committee.

PRITHVI SOFTECH LIMITED

Statement pursuant to sub-clause (iv) of Clause (1B) of Section II of Part II of Schedule XIII of the Companies Act, 1956

I. GENERAL INFORMATION																				
1.	Nature of Industry	FOREIGN EXCHANGE.																		
2.	Date of Commencement of Business	17 th August, 1995.																		
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable																		
4.	Financial Performance 31/03/2010	<table border="1"> <tr> <td>Income from operation</td> <td>Rs. 368.07 Lakhs</td> </tr> <tr> <td>Profit after Tax</td> <td>Rs. 71.90 lakhs</td> </tr> <tr> <td colspan="2">(Rs. in lakhs)</td> </tr> <tr> <td>Paid-up Share Capital</td> <td>585.98</td> </tr> <tr> <td>Reserves & Surplus</td> <td>607.61</td> </tr> <tr> <td>Total</td> <td>1193.59</td> </tr> <tr> <td>Less: Investments</td> <td>100.25</td> </tr> <tr> <td>Preliminary Expenses (To The extent not written off)</td> <td>5.19</td> </tr> <tr> <td>Effective Capital as on 31-03-10</td> <td>1088.15</td> </tr> </table>	Income from operation	Rs. 368.07 Lakhs	Profit after Tax	Rs. 71.90 lakhs	(Rs. in lakhs)		Paid-up Share Capital	585.98	Reserves & Surplus	607.61	Total	1193.59	Less: Investments	100.25	Preliminary Expenses (To The extent not written off)	5.19	Effective Capital as on 31-03-10	1088.15
Income from operation	Rs. 368.07 Lakhs																			
Profit after Tax	Rs. 71.90 lakhs																			
(Rs. in lakhs)																				
Paid-up Share Capital	585.98																			
Reserves & Surplus	607.61																			
Total	1193.59																			
Less: Investments	100.25																			
Preliminary Expenses (To The extent not written off)	5.19																			
Effective Capital as on 31-03-10	1088.15																			
5.	Export performance and net Foreign Exchange Collaborations, if any	NIL																		
6.	Foreign investments or Collaborations, if any	NIL																		
II. INFORMATION ABOUT APPOINTEE:																				
Dr.Ashok Kumar Kavad																				
1.	Background details	Dr.Ashok Kumar Kavad 47 years, has been the Managing Director of the company since December 2004. He is by profession a Chartered Accountant. Due to his continuous trust for knowledge he pursued many courses and had been awarded Doctorate. He has over 23 years experience in business and profession.																		
2.	Past Remuneration	Rs.2,50,000/- per month (cost to the Company).																		
3.	Recognition or awards	Doctorate In Jainology By Madras University.																		

4 Job Profile and his suitability	Dr.Ashok Kumar Kavad is entrusted with substantial powers of management and is responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.
5 Remuneration proposed	Rs.3,00,000/- per month
6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration, is the minimum as compared with that one paid by other companies in the same line of business and of similar size. for a professional of his stature and experience.
7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial person, if any	He is related to Mr.P.Delichand Jain , director of the company
<p align="center">III. OTHER INFORMATION</p> <p>Reasons for loss or inadequate profits</p>	NA
1 Steps taken for improvement	Company is taking steps to reduce costs and to increase sales so as to increase the profits.
2 Expected increase in productivity and profits in measurable terms	The Company expects that improvement in business environment and several steps being taken to enhance revenue and reduce costs, which may yield higher growth in sales and in terms of Profit.

By Order of the Board
For PRITHVI SOFTECH LIMITED
sd/-

D. Ashok Kumar Kavad
Managing Director

Palce : Chennai
Date 31/05/2010

DIRECTOR'S REPORT

Your Directors have the pleasure in presenting the FIFTEENTH ANNUAL REPORT and that of the Auditors together with the audited Balance Sheet as at 31st March 2010 and the Profit and Loss account for the year ended on that date.

PERFORMANCE

The financial results for the year ended 31st March 2010 are as under:

Rs. (In Lacs)

	31.03.2010	31.03.2009
Income	412.99	466.41
Profits before depreciation and interest	111.32	174.83
Depreciation	10.39	10.42
Interest	1.43	2.60
Profit before Tax	99.50	161.81
Provision for taxation	27.60	57.94
Profit After Tax	71.90	103.87
Provision for Dividend	32.16	Nil
Tax on proposed Dividend	4.67	Nil
Transfer to general Reserve	Nil	Nil
Surplus carried to Balance Sheet	35.07	103.87

COURSE OF BUSINESS AND OUTLOOK

During the year under review, the company's performance was Satisfactory. Your company had achieved an income of Rs.413 lacs as compared to Rs.466 lacs in previous year. The profit before tax stood at Rs.99.50 lacs as compared to Rs.161.80 lacs in the previous year. The out look in the forthcoming year is far better than the year under report.

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 2010.

DIRECTORS

Mr.Deenadayalan and Mr.Delichand Jain retires by rotation and being eligible, offer for re-appointment.

INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to section 205C of the Companies Act, 1956, your company has transferred a sum of Rs.64, 100/- being unclaimed final dividend for the year 2001-02.

AUDITORS

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

PARTICULARS OF EMPLOYEES AS PER SECTION 217(2A) OF THE COMPANIESACT,1956:

The Information as per Section 217 (2A) of the Companies Act 1956 required to be given in the Directors report is annexed as Aneexure A herewith.

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

Being in to 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.2.78 lacs (P.Y.) Rs. 3.36 lacs Foreign Outgo : Rs.5.26 lacs (P.Y)
NIL

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.

EMPLOYEE RELATIONS:

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 31/03/2010 duly certified by the auditors of the company is annexed (Annexure B)

ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for the support and co operation of all stakeholders. At the very heart of our success and our ability to deliver quality service and satisfaction is the considerable skill and motivation of our employees. On behalf of all the company's stakeholders who benefit from the hard work of the employees, the Board would like to express its sincere appreciation and gratitude.

For and on behalf of the Board

Sd/-

P.Delichand Jain

Chairman

Place: Chennai

Date : 31/05/2010

ANNEXURE 'A' TO DIRECTORS REPORT

Information as section 217 (2A) read with the Companies (particulars of Employees) Rules, 1975 and forming part of the Directors' Report- Details of remuneration paid for the twelve months period ended 31st March 2010.

EMPLOYED THROUGHOUT THE PERIOD AND WERE IN RECEIPT OF REMUNERATION AGGREGATING NOT LESS THAN RS. 30, 00,000/- FOR THE YEARENDED 31ST MARCH 2010.

Name (Age)	Designation/ Nature of Duties	Remuneration Rs.	Qualification/ Experience (Years)	Date of Commencement of Employment	Previous Employment
Dr. Ashok Kumar Kavad (47 Yrs.)	Managing Director	30,00,000/-	MA,FCA,Phd (23 Years)	01/10/2007	Prithvi Securities Limited Managing Director

ANNEXURE-B TO THE DIRECTORS' REPORT

1. MANAGEMENT DISCUSSION AND ANALYSIS

I. PRITHVI SOFTECH is one of the pioneers in Foreign Exchange Business . Our Company's identity in the industry is well established and it's a brand in the market

II. Performance Review

The company had achieved a turnover of Rs.413 lacs as compared to Rs.466 lacs in last year and made a profit of Rs.71.89 lacs as compared to Rs.103.86 lacs in the previous year.

III. Risks & Concerns

The main risk to which the company is exposed is competition from the various competitors, Exchange rate fluctuations –Nationally and Internationally etc. The company has consolidated its operations .This, we believe will strengthen the company to weather any unforeseen volatility in its operations.

IV. Internal Control Systems

The company has adequate internal control systems and procedures commensurate with the size and nature of its business. The Company has an Audit Committee comprising of Non Executive Directors to monitor the functioning.

2. CORPORATE GOVERNANCE REPORT

Corporate Governance refers to the manner, in which a company is directed, and laws and custom affecting that direction. It includes the manner in which company operates under various laws governing it, the bye laws established by itself for its operations and the distribution of rights and responsibilities primarily among directors and managers. The fundamental concern of corporate Governance is to ensure conditions whereby a company's directors and managers act in the interest of the company.

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 2009-10, **5 (Five)** Board Meetings were held on the following dates:

30/06/2009, 31/07/2009, 25/08/2009, 30/10/2009, 30/01/2010

III. Composition and Category of Directors:

Name	Designation	Category	No. of Board Meetings attended during 2006-07	Whether attended last AGM	No. of directorships in public companies	No. of committee member-ships/ (chairmanship) in public companies
1.Mr.P.Dlichand Jain	Director	NonExecutive & Non-independent (Promoter)	5	YES	NIL	NIL
2.Dr.D.Ashok Kumar Kavad	Managing Director	Executive & Non-independent (Promoter)	5	Yes	Nil	Nil
3.Mr.V.G.Venkatadri	Director	Non executive	3	Yes	Nil	Nil
4.Mr.V.Krishnaswami,	Director	Non executive	2	Yes	NIL	Nil
5.Mr. M.D.Vasudevan	Director	Non executive	2	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.

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 2009-10, No meeting of the Remuneration Committee was held

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 31-03-2010 no shares / debentures are pending for transfer for more than 15 days.

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

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 Practicing Company Secretary and submitted to the Stock Exchanges where the Company's Shares are listed. As on 31st March 2010, 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 MEETING

I. Meeting Details

II.

Year	Location	Date	Time	Number of Special Resolution passed
2006-07	“Nahar Hall”,Deshbandhu Plaza,47,Whites Road,Roypettah,Chennai-14	27-09-2007	10.30 A.M	Two
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

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.

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 2009-10 (Rs.)	Performance Incentive	Stock Options
1. Mr. P. Delichand Jain	Director	Nil	Nil	Nil
2. Dr.Ashok Kumar Kavad	Managing Director	30,00,000	Nil	Nil
3. Mr.V.G.Venkatadri	Director	3000	Nil	Nil
4. Mr.V.Krishnaswami,	Director	Nil	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 Kurai and Trinity Mirror**.

9. GENERAL SHAREHOLDER INFORMATION

Investor Relations:

The company has assigned a separate E-mail ID investor.relations@prithvifx.com for investor correspondence. The company's quarterly, Half-yearly and annual results are published in its official website www.prithvifx.com.

I. 15th Annual General Meeting :

The 15th annual general meeting will be held on 29th September 2010 at "Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Roypettah, Chennai-14

II. Tentative Financial Reporting Calendar

Financial Reporting 2010	From	To	Date
1 st Quarter	April	June	30 th July
2 nd Quarter	July	September	30 th October
3 rd Quarter	October	December	30 th January
4 th Quarter	January	March	30 th April Unaudited / Audited on or before 31-05-2011
Annual General Meeting	April 2010	March 2011	On or before September 2011

III. Book Closure

The date of closure is on 29/09/2010 .

IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees Paid Upto	ISIN
Bombay Stock Exchange	53168	31/03/2011	NSDL INE 706E01016
Madras Stock Exchange	OTL	31/03/2011	CDSL INE621B01013

V. Market price data

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

Month	Bombay Stock Exchange	
	High (Rs.)	Low
April 2009	9.93	6.31
May 2009	15.90	9.89
June 2009	14.80	11.65
July 2009	14.20	10.50
August 2009	16.20	11.50
September 2009	14.86	11.50
October 2009	16.59	13.92
November 2009	16.00	13.60
December 2009	16.70	12.55
January 2010	19.50	15.50
February 2010	17.00	14.30
March 2010	18.60	11.65

VI. Share Transfer System

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

M/s. Integrated Enterprises (India) Limited.

2nd Floor, Kences Towers.

No.1, Ramakrishna Street

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 31-03-2010 there were no valid requests pending for transfer of shares.

VII. Distribution of shareholding

As on 31st March, 2010

	Category	Number of Shares held	% of holding
1.	Promoters		
	Indian	213725	3.89
	- Foreign	Nil	Nil
2.	Persons acting in concert	3497067	63.59
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	432819	7.87
	- Indian Public	1356156	24.66
	- NRIs / OCBs	Nil	Nil
	- Other than specified above Clearing Members	Nil	Nil
	Total	5499767	100.00
	Paid-up Shares	5499767	100%

III. Distribution schedule as on 31/03/2010

Sl. No.	Category of Shares	Holders		Shares	
		Nos.	%	Nos.	%
1	1 - 500	4732	91.71	201849	3.67
2	501 - 1000	278	5.39	185598	3.37
3	1001 - 2000	85	1.65	124749	2.27
4	2001 - 3000	14	0.27	33927	0.62
5	3001 - 4000	15	0.29	51619	0.94
6	4001 - 5000	5	0.10	21906	0.40
7	5001 - 100000	8	0.16	54964	1.00
8	100001 and above	23	0.45	4825155	87.73
	TOTAL	5160	100.00	5499767	100.00

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, 4245105 being 77.19% shares have already been dematerialized.

For and on behalf of the Board
Sd/-

Dr. Ashok Kumar Kavad
Managing Director

Place: Chennai
Date: 31/05/2010

**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 2010, 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, 2010 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st March 2010 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, 2010.
- 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 : 31/05/2010

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, 2010.

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 of 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 respects 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.
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 2010, 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

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 over all 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.
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 : 31/05/2010

PRITHVI SOFTECH LIMITED**BALANCE SHEET AS AT 31st MARCH 2010**

<u>SOURCES OF FUNDS</u>	Schedule	AS AT 31.03.2010	AS AT 31.03.2009
SHARE HOLDERS FUNDS			
Share Capital	1	58,597,670	58,597,670
Reserves And Surplus	2	60,760,512	56,786,958
Secured Loan	3	226,764	-
Deferred Tax Liability		385,000	350,000
		<u>119,969,946</u>	<u>115,734,628</u>
<u>APPLICATION OF FUNDS</u>			
FIXED ASSETS			
Gross Block	4	13,664,512	13,302,369
Less: Depreciation		6,643,261	5,898,951
Net Block		7,021,251	7,403,418
INVESTMENTS	5	10,024,711	7,617,487
CURRENT ASSETS , LOANS AND ADVANCES			
Stock in Trade	6	19,804,087	11,510,216
Sundry Debtors	7	21,592,420	20,270,770
Cash & Bank Balances	8	56,875,922	52,728,316
Loans & Advances	9	<u>28,574,615</u>	<u>26,647,626</u>
		126,847,044	111,156,928
Less: Current Liabilities & Provisions	10	<u>24,442,163</u>	<u>11,080,438</u>
		102,404,881	100,076,490
MISCELLANEOUS EXPENSES (To the extent not written off or adjusted)	11	519,103	637,233
		<u>119,969,946</u>	<u>115,734,628</u>
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 : 31/05/2010

PRITHVI SOFTECH LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2010**

<u>INCOME</u>	Schedule	AS AT 31.03.2010	AS AT 31.03.2009
Income from Operation	12	36,806,687	43,818,567
Other Income	13	4,491,917	2,822,753
		<u>41,298,604</u>	<u>46,641,320</u>
<u>EXPENDITURE</u>			
Establishment Expenses	14	17,134,475	15,489,786
Administrative & Selling Expenses	15	13,032,405	13,668,421
Finance Charges	16	143,294	260,396
Depreciation		1,038,819	1,042,145
		<u>31,348,993</u>	<u>30,460,748</u>
Profit for the year		9,949,611	16,180,572
Less: Provision for Taxation			
a. Current Income Tax		2,725,000	5,500,000
b. Deferred Tax		35,000	89,000
c. Fringe Benefit Tax		-	205,000
Profit after Tax		7,189,611	10,386,572
Profit brought forward		56,704,208	46,317,636
		<u>63,893,819</u>	<u>56,704,208</u>
APPROPRIATION			
Proposed Dividend & Tax		3,216,057	-
Balance carried to Balance Sheet		<u>60,677,762</u>	<u>56,704,208</u>
Earning Per Share-Basic & Diluted (Face value of Rs.10/- per shares)		1.31	1.89

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 : 31/05/2010

PRITHVI SOFTECH LIMITED**SCHEDULE FORMING PART OF ACCOUNTS**

	AS AT 31.03.2010	AS AT 31.03.2009
<u>SCHEDULE 1</u>		
<u>SHARE CAPITAL</u>		
<u>Authorised</u>		
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.	30,000,000	30,000,000
	<hr/>	<hr/>
<u>Issued, Subscribed & Paid - Up</u>		
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	3,600,000
	<hr/>	<hr/>
	58,597,670	58,597,670
	<hr/>	<hr/>
<u>SCHEDULE 2</u>		
<u>RESERVES & SURPLUS</u>		
Capital Reserve	82,750	82,750
(Amount Received on forfeited Shares)		
Balance of Profit & Loss Account	60,677,762	56,704,208
	<hr/>	<hr/>
	60,760,512	56,786,958
	<hr/>	<hr/>
<u>SCHEDULE 3</u>		
<u>SECURED LOAN</u>		
H.D.F.C Bank - Overdraft (Secured by Fixed Deposit)	226,764	-
	<hr/>	<hr/>
	226,764	-
	<hr/>	<hr/>

Financial Year : 2009 - 2010

Schedule 4 : Fixed Asset

Particular	Gross Block				Depreciation				Net Block	
	Upto 01/04/2009	Additions	Deletions	Upto 31/03/2010	Upto 01/04/2009	For the Year	On deletion	Upto 31/03/2010	As at 31/3/2010	As at 31/3/2009
Air Conditioner	667,482	26,200	23,000	670,682	146,615	32,100	7,450	171,265	499,417	520,867
Computer & Accessories	5,029,378	292,452	178,002	5,143,828	3,534,993	422,884	167,115	3,790,762	1,353,066	1,494,385
Electrical Fittings	391,403	11,364	-	402,767	105,409	27,487	-	132,896	269,871	285,994
Furniture & Fixture	2,576,338	142,810	54,456	2,664,692	749,929	163,270	40,302	872,897	1,791,795	1,826,409
Motor Cycles	3,103,188	175,350	120,805	3,157,733	767,773	292,127	64,109	995,791	2,161,942	2,335,415
Office Equipments	1,534,580	153,501	63,271	1,624,810	594,232	100,950	15,532	679,650	945,160	940,348
Total	13,302,369	801,677	439,534	13,664,512	5,898,951	1,038,818	294,508	6,643,261	7,021,251	7,403,418
Previous Year Figures	11,308,784	3,065,342	1,071,757	13,302,369	5,406,418	1,042,145	549,612	5,898,951	7,403,418	5,902,366

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 31.03.2010	Face Value (Rs)	AS AT 31.03.2010	AS AT 31.03.2009
B.S Refrigeration Ltd	1,900	10	12,760	12,760
Becons Industries Ltd	-	10	-	64,960
Bharat Strips Ltd	-	10	-	36,000
Bharti Airtel	275	10	83,957	-
Bicon Limited	6,300	10	64,960	-
Canara Bank	25	10	8,739	-
Development Credit	2,300	10	85,183	-
Dharmadeep Propertise & Alloys Ltd	-	10	-	62,500
Everon Systems limited	100	10	19,098	-
G.V Films Ltd	82,000	2	119,560	135,120
Galada Finance Limited	145,000	10	2,900,000	-
HCL Infosys	2,000	2	192,019	129,448
HCL Technologies Ltd	700	2	73,789	123,594
Hexaware Ltd	4,000	2	96,243	98,489
Indian Overseas Bank Ltd	1,300	10	100,449	141,121
Infosys Technologies Ltd	70	5	82,195	123,749
Jaisal Securities Ltd	5,759	10	292,074	332,939
Mahanagar Telecom Nigam Ltd	900	10	64,220	151,885
Munoth Financial Services Ltd	1,892	10	23,461	23,461
Pace Automation Ltd	-	10	-	4,200
Pan Electronics Ltd	-	10	-	14,075
Polaris Software Ltd	1,100	5	86,659	-
Rajeswari Foundation Ltd	82,214	10	1,160,611	1,154,114
Reliance Capital Ltd	30	10	23,547	16,240
Reliance Communication Ltd	2,590	5	563,723	181,337
Satyam Computers Ltd	1,700	2	76,887	-
State Bank of India	50	10	75,736	32,361
Sugal & Damani Share Brokers Ltd	27,030	10	394,830	-
Tambraparni Limited	-	10	-	970
Tata Communication Ltd	65	10	28,972	-
Tata Consultancy Services Ltd	150	1	22,982	58,135
Tata Elaxi	800	10	110,629	-
Tata Teleservices Ltd	2,500	10	75,560	-
Tech Mahindra Ltd	75	10	24,691	285,719
UCO Bank Ltd	3,200	10	134,582	-
Yes Bank Ltd	500	10	37,065	104,071
			7,035,181	3,287,248
Unquoted share (fully paid up)				
Indocal Power Venture P. Ltd		10	-	1,340,709
TOTAL			7,035,181	4,627,957
b) Investment in Gold			2,989,530	2,989,530
			10,024,711	7,617,487
Aggregate of Quoted Investments				
- At cost			7,035,181	3,287,248
- At Market Value			9,900,596	2,351,871

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	AS AT 31.03.2010	AS AT 31.03.2009
SCHEDULE - 6		
<u>STOCK IN TRADE</u>		
(As valued and certified by the management)		
a.Foreign Currencies	19,797,142	11,503,366
(Valued at Cost or Market price, Whichever is less)		
b.Non Tradeable Currencies	6,945	6,850
	19,804,087	11,510,216
 SCHEDULE - 7		
<u>SUNDRY DEBTORS</u>		
Unsecured & Considered Goods		
a)Outstanding More than Six Months	20,398	11,067
b)Other Debts	21,572,022	20,259,703
	21,592,420	20,270,770
 SCHEDULE - 8		
<u>CASH & BANK BALANCES</u>		
Cash and Cheques on Hand	17,218,133	15,829,840
<u>BALANCE WITH SCHEDULED BANKS</u>		
In Current Accounts	28,638,208	26,634,693
In Fixed Deposit	11,019,581	10,263,783
	56,875,922	52,728,316
 SCHEDULE - 9		
<u>LOAN & ADVANCES</u>		
(Unsecured - considered good)		
Unsecured Loans	15,761,722	16,143,331
Advances & Deposits	7,515,602	6,905,487
(Advances & Deposits recoverable in cash or in kind or for value to be received)		
Income Tax & TDS	5,297,291	3,598,808
	28,574,615	26,647,626
 SCHEDULE - 10		
<u>CURRENT LIABILITES & PROVISIONS</u>		
<u>A. CURRENT LIABILITIES</u>		
Creditors for Trade	11,604,171	1,655,221
Creditors for expenses	1,340,829	2,204,664
Other Creditors	8,214,522	7,146,121
 <u>B. PROVISIONS</u>		
FBT Provision	66,584	74,432
Proposed Dividend & Tax	3,216,057	-
	24,442,163	11,080,438

PRITHVI SOFTECH LIMITED**SCHEDULE FORMING PART OF ACCOUNTS**

	AS AT 31.03.2010	AS AT 31.03.2009
<u>SCHEDULE -11</u>		
<u>MISCELLANEOUS EXPENSES</u>		
Public Issue Expenses	519,103	519,103
Amalgamation Expenses	-	118,130
	<u>519,103</u>	<u>637,233</u>
<u>SCHEDULE -12</u>		
<u>INCOME FROM OPERATIONS</u>		
Income From Forex Business	34,657,347	42,408,400
Commission Receipts	2,149,340	1,410,167
	<u>36,806,687</u>	<u>43,818,567</u>
<u>SCHEDULE - 13</u>		
<u>OTHER INCOME</u>		
Interest Receipts (TDS Rs.225483/- , Previous year Rs.430646/-)	2,567,466	2,044,749
Dividend Receipts	142,266	120,058
Commission Receipts	-	43,604
Profit On Sale of Shares	1,275,642	261,781
Other Income	506,543	352,561
	<u>4,491,917</u>	<u>2,822,753</u>
<u>SCHEDULE - 14</u>		
<u>ESTABLISHMENT EXPENSES</u>		
Salaries,Bonus & Incentives	16,551,082	14,985,313
Staff Welfare	583,393	504,473
	<u>17,134,475</u>	<u>15,489,786</u>

PRITHVI SOFTECH LIMITED

SCHEDULE FORMING PART OF ACCOUNTS

	AS AT 31.03.2010	AS AT 31.03.2009
SCHEDULE - 15		
<u>ADMINISTRATIVE AND OTHER EXPENSES</u>		
Advertisement Expenses	829,556	885,582
AGM Expenses	37,180	3,110
Auditor's Remueration	240,000	210,000
Amex TC Indent Charges	526,459	-
Bad Debts	335,990	187,600
Bank Charges	680,808	557,069
Books & Periodicals	10,565	6,849
Business Promotion	197,080	406,682
Consultancy Charges	196,050	269,694
Custodial Fees	21,152	-
Delivery Charges	3,435	27,128
Director's Sitting Fees	7,000	3,000
Donation	505,700	748,101
Electricity Charges	778,725	661,023
Entertainment Expenses	22,540	88,152
Export Processing Charges	-	7,999
General Expenses	97,578	161,615
Insurance Charges	337,112	717,039
Internal Audit Fees	72,000	155,400
Keyman Insurance Policy	444,290	444,290
Listing Fees	39,708	28,465
Loss on Sale of Asset	74,625	137,245
Miscellaneous Expenses	86,810	199,128
Office Maintainance	270,299	-
Postage & Telegrams	99,790	74,913
Preliminary Expenses w/o	118,130	258,437
Printing & Stationery	644,285	444,827
Professional Charges	36,500	20,000
Rates & Taxes	8,514	-
Rent	2,710,538	2,383,872
Repairs & Maintenance	654,284	1,146,354
Referral Commission	3,332	-
Share Brokerage & Expenses	13,277	26,949
Share Registration Expenses	-	138,937
Security Charges	60,216	-
Share Transfer Expenses	42,249	12,307
Telephone & Internet Charges	1,411,279	1,726,153
Travelling & Conveyance Expenses	468,988	466,931
Vehicle Maintenance	946,361	1,063,570
	13,032,405	13,668,421
 SCHEDULE - 16		
<u>FINANCE CHARGES</u>		
Interest Expenditure	143,294	260,396
	143,294	260,396

SCHEDULE : 17 NOTES FORMING PART OF ACCOUNTS

1.1 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.

1.2 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.

1.3 Investments

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

1.4 Fixed Assets and Depreciation

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.

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 during the year.

1.5 Inventories

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

1.6 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.

1.7 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.

1.8 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.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made as at the balance sheet date. Contingent liabilities and contingent assets are neither recognized nor disclosed in the financial statements.

PRITHVI SOFTECH LIMITED

1.10 Segment Reporting

The company operates in a single segment i.e trading of foreign currencies and hence does not call 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.

1.11 Earnings per share

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, 2010	Year ended March 31, 2009
Profit after taxation	7,189,611	10,386,572
Weighted number of Equity Shares	5,499,767	5,499,767
Earnings per Share	1.31	1.89

1.12 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.

2. Contingent Liabilities

(a) Disputed Income tax demands appealed against, not provided for :	12.15 Lakhs	20.72 Lakhs
--	-------------	-------------

3. Managerial Remuneration

Salary & Other allowances	3,000,000	3,000,000
---------------------------	-----------	-----------

4. Auditor's Remuneration

For Statutory Audit	170,000	150,000
For Tax Audit	20,000	15,000
For Tax matters	20,000	15,000
Out of Pocket Expenses	30,000	30,000
	240,000	210,000

5. Deferred Tax Liability

On Depreciation	385,000	350,000
	385,000	350,000

6. Earnings in Foreign Currencies

Commission Receipts	277,929	336,061
---------------------	---------	---------

7. Expenditure in Foreign Currencies

Amex TC Indent Charges	526,459	-
------------------------	---------	---

8. Related Party Disclosure

A. Manegerial Personnel
Name

Relationship

Mr.Delichand Jain	Chairman
Dr.Ashok Kumar Kavad	Managing Director
Mr.M.D Vasudevan	Director
M.R V.G Venkadri	Director
Mr.V.Krishnaswami	Director

B. Details of transactions with related parties

Description	With reference to (a) above
Managerial Remuneration	3,000,000
Keyman Insurance Policy	444,290
Balance as on March 31, 2010	
Account Payable	-
Account Receivable	-

9. No further information pursuant to paragraphs 4C & 4D of Schedule VI of the Companies Act,1956 is either NIL or Not Applicable.

10. Previous year's figures have been regrouped and rearranged wherever found necessary.

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 : 31/05/2010

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 2010 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 2010, 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 : 31/05/2010

**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: 31/05/2010

**DR.ASHOK KUMAR KAVAD
MANAGING DIRECTOR**

**CHIEF EXECUTICVE 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 31/03/2010 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

Sd/-

Dr.ASHOK KUMAR KAVAD
MANAGING DIRECTOR / CEO

Place: Chennai
Date: 31/05/10

PRITHVI SOFTECH LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2010

	(Rs. in Lakhs)	
	Year ended 31.03.2010	Year ended 31.03.2009
<u>A. CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before tax & extraordinary Items	99.50	161.81
<u>Add : Adjustment for non cash flow and non operating items</u>		
Depreciation	10.39	10.42
Preliminary Expenses	1.18	2.59
Dividend Income	(1.42)	(1.20)
Interest Paid	1.43	2.60
Loss on sale of Assets	0.75	1.37
Profit on sale of Shares	(12.76)	(2.62)
Operating Profit before working capital changes	99.07	174.97
<u>Add / (Less) : Increase or decrease in working capital</u>		
(Increase)/Decrease in Stock In Trade	(82.94)	81.87
(Increase)/Decrease in Sundry Debtors	(13.22)	267.09
(Increase)/Decrease in Loans & Advances	(2.29)	(54.65)
Increase/(Decrease) in Current Liabilities	101.46	(121.70)
Cash generated from operation	102.08	347.58
Less : Income Tax paid	(44.23)	(56.69)
Interest Paid	(1.43)	(2.60)
Fringe Benefit tax paid	-	(1.95)
Net Cash flow from Operating Activities (A)	56.42	286.34
<u>B. CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets (Net)	(7.32)	(26.80)
Sale of Investments (Net)	(11.32)	4.13
Net Cash flow from Investing Activities (B)	(18.64)	(22.67)
<u>C. CASH FLOW FROM FINANCING ACTIVITIES</u>		
Reduction in Secured Loans	2.27	(99.23)
Dividend Receipts	1.42	1.20
Net Cash flow from Financing Activities (C)	3.69	(98.03)
Net increase or (decrease) in cash or cash equivalents (A +B +C)	41.47	165.64
Cash & Cash equivalents as at March,2009	527.28	361.64
Cash & Cash equivalents as at March,2010	568.75	527.28

for and on behalf of the Board

P. Delichand Jain
Chairman

Dr. Ashok Kumar Kavadi
Managing Director

Place : Chennai
Date : 31/05/2010

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 2010. 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
Date: 31/05/2010

PRITHVI SOFTECH LIMITED

IV. Performance of Company (Amounts in Thousand)

Total Income	41,299	Total Expenditure	31,349
Profit / Loss Before Tax	9,950	Profit / Loss After Tax	7,190
Earning Per Share in Rs. (Annualised)	1.31	Dividend Rates	5%

V. Generic Names of Three Products / Service of Company (as per monetary terms)

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

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 : 31.05.2010

PRITHVI SOFTECH LIMITED

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, Roypettah, Chennai-14 at 11.00 am on 29th September 2010.

Signature of the attending Member/Proxy :

----- TEAR HERE -----

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 2010 at 11 am or at an adjournment thereof.

Signed this day of 2010

Folio No.:

Client Id*:

DP.Id* :

Number of shares :

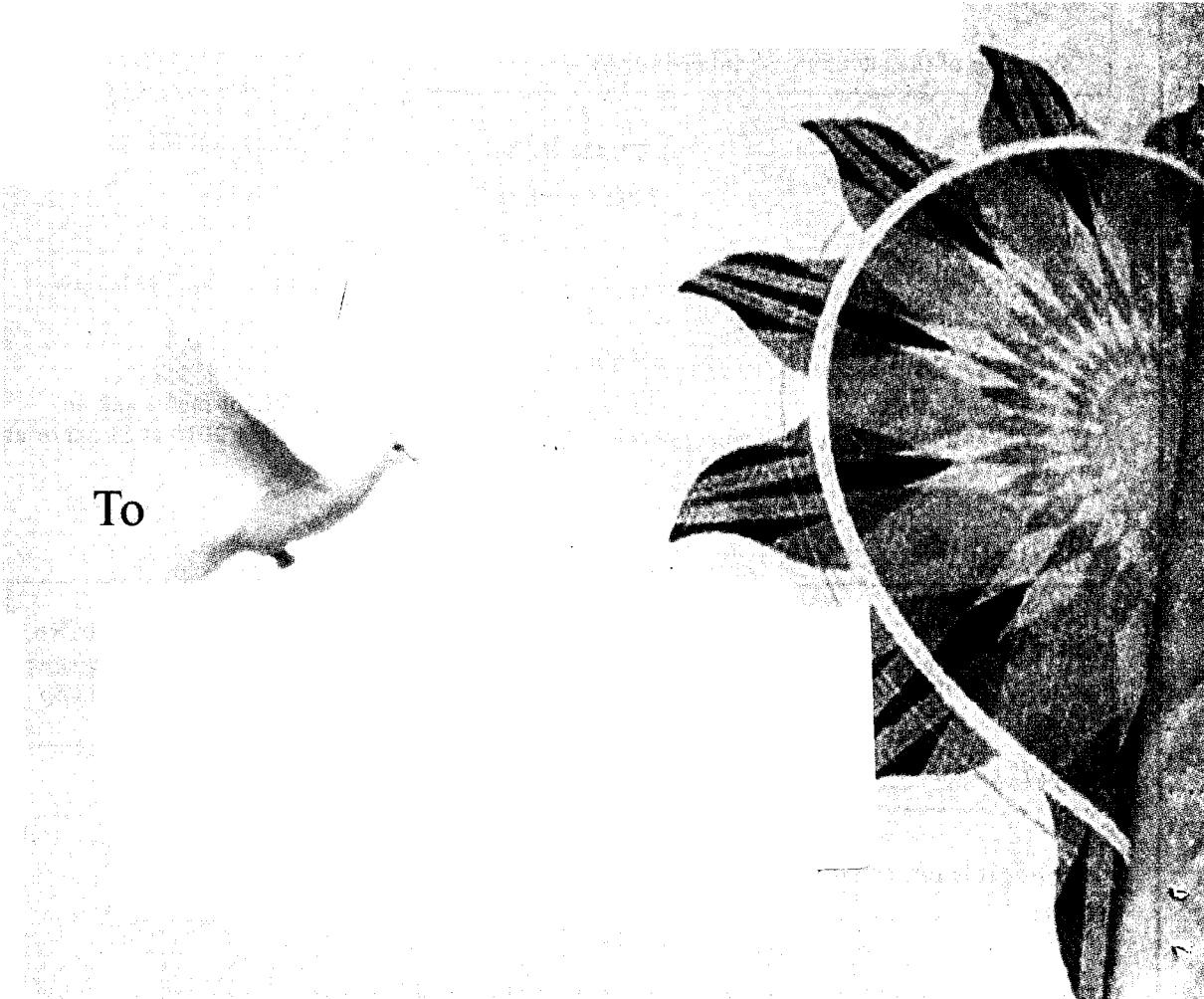
Affix Re.1
Revenue
Stamp

*** 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.



To

If undelivered please return to :

*Integrated Enterprises (India) Ltd,
'Kenees Town' 2nd Floor No. 1, Ramakrishnan Street,
North Usman Road, T.Nagar, Chennai - 600 017.
Phone Nos : 28140801/ 802 / 803*