



**PRITHVI SOFTECH LIMITED**

# PRITHVI SOFTECH LIMITED

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## BOARD OF DIRECTORS

Mr. P. Delichand Jain, *Chairman*  
Mr. Ashok Kumar Kavadi, *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.

### SEVENTEENTH ANNUAL GENERAL MEETING

Date : 29 / 09 / 2012  
Day : Saturday  
Time : 11 a.m.  
Place : "Nahar Hall",  
Desabandu Plaza,  
No. 47, Whites Road,  
Royapettah, Chennai - 600 014.

## BANKERS

- Axis Bank Ltd.
- HDFC Bank Ltd • ICICI Bank
- Royal Bank of Scotland
- IDBI Bank Ltd • Bank of Baroda
- IOB • State Bank of Mysore
- YES Bank • Indus Ind Bank

## CORPORATE LAW ADVISOR

N K BHANSALI & CO.,  
Company Secretaries  
Crescent Courts, # 963 / 15 3rd Floor  
Poonamallee High Road, Chennai - 600084.

## 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: 044 - 28140801 / 02 / 03.

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# PRITHVI SOFTECH LIMITED

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 17th Annual General Meeting of the company will be held on 29th September 2012 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 2012, 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. V. Krishnaswami who retires by rotation.
4. To appoint a director in the place of Mr. K.N. Deenadayalan who retires by rotation.
5. To appoint the Auditors and to fix their remuneration.

### SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to provisions of Section 17 and other applicable provision, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to amend the Objects Clause of the Memorandum of Association of the Company be altered by adding the following sub-clause 4, 5 and 6 after existing sub-clause 3 of Clause III (A), i.e., in the Main Objects, of the Company:
7. To undertake, carry on, establish, organize, promote, operate, conduct and develop whether in India or elsewhere, through out the world (subject to the laws of the place where the business is to be carried on), as owner or otherwise, all kinds of insurance business, whether of a kind now known or hereafter devised and all kinds of guarantee and indemnity business, and in particular without prejudice to the generality of the foregoing words, to undertake, carry on and transact all branches of health, fire, marine, aviation, accident, motor vehicle, employers liability, workmen's compensation, disease, sickness, failure of issue, loss of key-man, third party liability, burglary and robbery, theft, rural, social, credit, engineering, fidelity and transit insurance and insurance covering risk against any liability under any law, convention or agreement, and to undertake all other risk and liabilities usually undertaken by persons or companies carrying on the business of insurance
8. To design, develop, fabricate, manufacture, assemble, export from and import into India, buy, sell or otherwise deal in and to act as consultants or render services in connection with all kinds of telecommunication equipments including terminal equipments, exchange equipments, electronic private automatic branch exchanges (EPABX), rural automatic exchanges (RAX), telephone instruments, switching exchanges, equipments, power line protective relay systems wave traps, measuring and testing instruments, wire group selectors and inter digital multi line connectors, power line carriers, communication equipment systems, radar and satellite communication equipments, digital telemetering control systems and all components, accessories, spare parts, kits and sub-assemblies in respect thereof.
9. To carry on the business of developing, maintaining and operating of providing telecommunication services whether basic or cellular including radio paging, domestic satellite service or network of trunking and electronic data interchange services, the telecommunication services be provided either by satellite owner and operated by an Indian company or a foreign company and/ or To establish software development centers, to enter into joint development/business alliances with other national or international firms/companies/individuals/consultants and to carry on the business of the information technology, software

## PRITHVI SOFTECH LIMITED

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consultancy in telecom and all other areas. Industries, sectors including government and multilateral agencies etc. and / or to act as Internet service providers, content development of internet, web hosting, web sites design, domain name services, server farms, e-mail services, e-commerce and other business. To carry on the business of setting, running, managing internet networks, advertising through network, and production of other intellectual properties.

By Order of the Board  
For PRITHVI SOFTECH LIMITED

sd/-

**Dr. Ashok Kumar Kavad**  
Managing Director

Date : 03/09/2012

Place : Chennai

### NOTES:-

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Annual General Meeting.
3. Annual Report is available at the website of the Company at [www.prithvifx.com](http://www.prithvifx.com) in the Investor Relations section.
4. The Register of Members and Share Transfer Books of the Company will remain closed on 29/09/2012 for the purposes of dividend entitlement which will be paid after approval of the Shareholders in the ensuing Annual General Meeting.
5. The Board of Directors recommended a final dividend of Rs.0.50 per share on Equity share of Re.10/- each, if declared at the Annual General Meeting, will be paid on or before the 30th day from the date of the declaration, i.e. 29/10/2012.
6. Members are requested to:
  - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company. (in case of shares held in physical mode).
  - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
  - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent
7. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.
8. Corporate members are requested to send a duly certified copy of the board resolution/ power of attorney authorising their representative to attend and vote at the Annual General Meeting.
9. Members having any questions on accounts are requested to send their queries at least 7 days in advance to the Company at its registered office address to enable the Company to collect the relevant information.
10. The brief profile of the Directors proposed to be appointed/re-appointed is given in the section of Corporate Governance of the Annual Report.

By Order of the Board

Sd/-

**Dr. Ashok Kumar Kavad**  
Managing Director

Place: Chennai  
Date : 30/07/2012

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### Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

#### Item No. 6

As the members are aware that insurance and mobile industry is growing at a very fast pace. The board of directors propose to start these operations subject to the approval of the shareholders which they opinion holds a good business prospects. Accordingly, it has been found desirable that the Objects Clause of the Memorandum of Association of the Company be amended suitably so as to include the said objects therein. As per the provisions of Section 17 of the Companies Act 1956, it has been made mandatory to get the approval of shareholders by passing Special Resolution before initiating any change in the existing Object Clause. Therefore, the above resolutions are being sent to seek your consent, in the Annual General Meeting per the requirements of the Companies Act, 1956. Your Directors recommend the resolutions as set out above for your approval. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board

Sd/-

**Dr. Ashok Kumar Kavad**  
Managing Director

Place: Chennai  
Date : 30/07/2012

### Details of Directors seeking appointment and re-appointment at the forthcoming Annual general meeting of the Company.

#### 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. V. Krishnaswami	Company Law	MSc., B.L	NIL	NIL
Mr. K.N. Deenadayalan	Banking and Foreign Exchange	BSc., CAIIB	NIL	NIL

By Order of the Board

Sd/-

**Dr. Ashok Kumar Kavad**  
Managing Director

Place: Chennai  
Date : 30/07/2012

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## DIRECTORS' REPORT

Your Directors have the pleasure in presenting the 17th ANNUAL REPORT and that of the Auditors together with the audited Balance Sheet as at 31st March 2012 and the Profit and Loss account for the year ended on that date.

### PERFORMANCE

The financial results for the year ended 31st March 2012 are as under:

Rs. (In Lacs)

	31.03.2012	31.03.2011
Income	518.20	520.72
Profits before depreciation and interest	163.35	196.51
Depreciation	10.39	10.21
Interest	0.41	1.59
Profit before Tax	152.55	184.71
Provision for taxation	43.81	61.65
Profit After Tax	108.74	123.06
Provision for Dividend	27.50	27.5
Tax on proposed Dividend	4.25	4.67
Transfer to general Reserve	NIL	NIL
Surplus carried to Balance Sheet	76.99	90.89

### COURSE OF BUSINESS AND OUTLOOK

During the year under review, the company's operations were stable. Your company had achieved an income of 518 lacs as compared to Rs.521 lacs in previous year. The profit before tax stood at Rs.152.55 lacs as compared to Rs.184.71 lacs in the previous year due to inflationary pressure and competition.

### FIXED DEPOSIT

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

### DIVIDEND

The Directors recommends a dividend of 5% exclusive of dividend tax for the financial year ended 31st March 2012.

### DIRECTORS

Mr. V. Krishnaswami and Mr. K.N. Deendayalan 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 in to Forex trading business, Particulars with respect to Conservation of Energy, as required under Part "a" of the above rules are NIL.

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### FOREIGN EXCHANGE EARNINGS/OUTGO:

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

**Foreign outgo:** Rs.5.92 lacs (P.Y Rs. 5.28 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.

### Corporate social responsibility

The vision of the company Prithvi on Corporate Social Responsibility (CSR) is "To be a socially responsible corporate citizen".

CSR activities of the company includes support to needy and handicapped person. In this direction the company performs its CSR through School of Human Genetics and Population Health, Help Age, and Bhagwan Mahaveer Viklang Sahayata Samiti etc. We firmly believe to move beyond the business and add colours to many lives, because we believe ... LIVE AND LET LIVE.

### 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 31/03/2012 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 : 30/07/2012

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## 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 have 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 2011-12, 4 (Four) Board Meetings were held on the following dates:

01/06/2011, 30/07/2011, 29/10/2011, 30/01/2012

#### III. COMPOSITION AND CATEGORY OF DIRECTORS:

Name	Designation	Category	No. of Board Meetings attended during 2011-12	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	Yes	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	2	Yes	Nil	Nil
4. Mr. V. Krishnaswami	Director	Non executive	3	Yes	Nil	Nil
5. Mr. M.D.Vasudevan	Director	Non executive	2	Yes	Nil	Nil
6. Mr. K.N.Deenadayalan	Director	Non Executive	3	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.

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## PRITHVI SOFTECH LIMITED

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### 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 2011-12, 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 31-03-2012 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 2012, 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.

## PRITHVI SOFTECH LIMITED

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### 6. GENERAL BODY MEETINGS

#### I. Meeting Details

Year	Location	Date	Time	Number of Special Resolution passed
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
2010-11	"Nahar Hall", Deshbandhu Plaza, 47, Whites Road, Roypettah, Chennai-14	29-09-2011	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 transaction 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.

## PRITHVI SOFTECH LIMITED

### V. Remuneration to the Directors:

Name	Designation	Total Remuneration paid during 2011-12 (Rs.)	Performance Incentive	Stock Options
1. Mr. P. Delichand Jain	Director	Nil	NIL	NIL
2. Dr. Ashok kumar Kavadi	Managing Director	30,00,000.00	NIL	NIL
3. Mr. V.G. Venkatadri	Director	NIL	NIL	NIL
4. Mr. V. Krishnaswami	Director	2,000.00	NIL	NIL
5. Mr. M.D. Vasudevan	Director	1,000.00	NIL	NIL
6. Mr. K.N. Deenadayalan	Director	5,000.00	NIL	NIL

### 8. CEO/CFO CERTIFICATION

As required by clause 49 of the Listing Agreement, the certificate from Chairman and 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. 17th Annual General Meeting

The 17th Annual General Meeting will be held on 29/09/2012 at NAHAR HALL, Desabandu Plaza, No. 47, Whites Road, Royapettah, Chennai - 14.

#### II. Tentative Financial Reporting Calendar

Financial Reporting 2012	From	To	Date
1st Quarter	April	June	30th July 2012
2nd Quarter	July	September	30th October 2012
3rd Quarter	October	December	30th January 2013
4th Quarter	January	March	30th April Unaudited / Audited on or before 31.05.2013
Annual General Meeting	April 2012	March 2013	On or before September 2013

#### III. Book Closure

The date of closure is on 29 / 09 / 2012.

#### IV. Stock Exchange Listing

Stock Exchange	Stock Code	Listing Fees Paid Upto	ISIN
Bombay Stock Exchange	531688	31/03/2013	NSDL INE621B01021
Madras Stock Exchange	OTL	31/03/2013	CDSL INE621B01021

## PRITHVI SOFTECH LIMITED

### V. Market price data

High and low prices of Equity shares in the financial year 2011-12 were as follows:

Month	BOMBAY STOCK EXCHANGE		NATIONAL STOCK EXCHANGE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-11	16.80	14.25	16.65	16.50
May-11	15.75	14.30	16.45	16.75
Jun-11	15.05	14.00	15.40	14.50
Jul-11	16.70	14.35	14.75	14.00
Aug-11	18.00	15.65	15.40	14.25
Sep-11	16.60	14.05	15.45	14.25
Oct-11	14.20	12.75	14.95	14.95
Nov-11	12.86	11.85	–	–
Dec-11	14.00	11.00	11.75	11.75
Jan-12	16.15	13.78	–	–
Feb-12	16.25	14.75	16.80	15.00
Mar-12	15.48	12.15	15.80	12.50

### 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 31-03-2012 there were no valid requests pending for transfer of shares.

### VII. Distribution of shareholding

As on 31st March, 2012

Sl. No.	Category	Number of Shares held	% of holding
1.	Promoters		
	– Indian	213725	3.89
	– Foreign	Nil	Nil
2.	Persons acting in concert	3768882	68.53
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. FIs	Nil	Nil
4.	Others		
	– Bodies Corporate	184160	3.35
	– Indian Public	1332650	24.23
	– NRIs / OCBs	350	–
	– Other than specified above Clearing Members	–	–
	Total	5499767	100.00
	Paid-up Shares	5499767	100.00

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### VIII. Distribution schedule as on 31/03/2012

Sl. No.	Category of Shares	Holders		Shares	
		Nos.	%	Nos.	%
1	1 – 500	4415	91.88	191548	3.48
2	501 – 1000	254	5.29	171139	3.11
3	1001 – 2000	78	1.62	112638	2.05
4	2001 – 3000	11	0.23	26371	0.48
5	3001 – 4000	12	0.25	40526	0.74
6	4001 – 5000	3	0.06	12870	0.23
7	5001 – 100000	13	0.27	94465	1.72
8	100001 and above	19	0.40	4850210	88.19
	TOTAL	4805	100.00	5499767	100.00

#### X. 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 No.33, Montieth Road, Chennai - 600 008.

#### XI. Dematerialisation of Shares and Liquidity

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

Approximately, 51,69,063 shares being 93.99 % shares have already been dematerialized.

For and on behalf of the Board

Sd/-

Place: Chennai  
Date : 30/07/2012

**Dr. Ashok Kumar Kavad**  
Managing Director

## PRITHVI SOFTECH LIMITED

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### 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 2012, 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, 2012 and taken on record by the Board of Directors, we report that no director is disqualified as on 31st March 2012 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, 2012.
    - 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 : 30/05/2012

## **PRITHVI SOFTECH LIMITED**

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### **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, 2012.

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 2012, for a period of more than six months from the date of becoming payable.

## PRITHVI SOFTECH LIMITED

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- 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 referred back to the matter to Assessing Officer	7.69
Income Tax	A.Y 2000-2001	Tribunal referred back to the matter to Assessing Officer	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 : 30/05/2012

# PRITHVI SOFTECH LIMITED

## ABRIDGED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2012

Particulars	Note	Current reporting	Previous reporting
		period (31.03.2012)	period (31.03.2011)
		INR	INR
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Paid-up Share Capital	3		
(i) Equity		5,49,97,670	5,49,97,670
(b) Reserve and surplus	4		
(i) Capital Reserves		82,750	82,750
(ii) Surplus		7,74,66,329	6,97,66,387
		<b>13,25,46,749</b>	<b>12,48,46,807</b>
<b>2 Non-current liabilities</b>			
(a) Deferred tax liabilities (net)		1,30,707	3,50,000
(b) Other long-term liabilities	5	61,500	61,500
		<b>1,92,207</b>	<b>4,11,500</b>
<b>3 Current liabilities</b>			
(a) Trade payables	6	1,58,02,895	1,26,55,954
(b) Other current liabilities	7	48,89,350	58,97,958
(c) Short-term provisions	8	39,29,155	40,23,650
		<b>2,46,21,400</b>	<b>2,25,77,562</b>
<b>Total of (1) to (3)</b>		<b>15,73,60,356</b>	<b>14,78,35,869</b>
<b>B ASSETS</b>			
<b>4 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets (Original cost less depreciation)	9	65,27,851	64,02,422
		65,27,851	64,02,422
(b) Non-current investments	10	2,21,07,543	1,37,18,633
(c) Long-term loans and advances	11	71,94,853	87,24,732
(d) Other non-current assets	12	52,38,013	5,19,104
		<b>4,10,68,260</b>	<b>2,93,64,891</b>
<b>5 Current assets</b>			
(a) Inventories	13	1,90,52,706	2,38,24,575
(b) Trade receivables	14	2,92,57,036	1,84,21,163
(c) Cash and cash equivalents	15	4,49,57,330	4,46,86,763
(d) Short-term loans and advances	16	2,29,76,839	3,14,48,793
(e) Other current assets	17	48,185	89,684
		<b>11,62,92,096</b>	<b>11,84,70,978</b>
<b>Total of (4) to (5)</b>		<b>15,73,60,356</b>	<b>14,78,35,869</b>

The accompanying notes are an integral part of the financial statements

**Note:** Complete Balance Sheet, Statement of Profit and Loss, other statements and notes thereto prepared as per the requirements of Schedule VI to the Companies Act, 1956 are available at the company's website at link [www.prithvifx.com](http://www.prithvifx.com)

In terms of our report attached  
for CHANDARANA & SANKLECHA  
Chartered Accountants  
Firm Regd No : 000557S

For and on behalf of the Board of Directors

BHARAT RAJ SANKLECHA  
Proprietor  
Membership No : 027539

P. DELICHAND JAIN  
Chairman

Dr. ASHOK KUMAR KAVAD  
Managing Director

Place : Chennai  
Dated : 30/05/2012

# PRITHVI SOFTECH LIMITED

## ABRIDGED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2012

Particulars	Note No.	For the year	For the year
		ended 31.03.2012	ended 31.03.2011
		INR	INR
1 Income from operations	18	4,91,85,570	4,93,31,905
2 Other income	19		
(a) Interest Income		19,87,513	19,14,089
(b) Dividend Income		1,19,232	1,17,889
(c) Other Incomes		5,28,088	7,08,727
<b>3 Total income (1+2)</b>		<b><u>5,18,20,403</u></b>	<b><u>5,20,72,610</u></b>
<b>4 Expenses</b>			
(a) Employee benefits expense	20	1,96,61,777	1,84,75,934
(b) Finance costs	21	40,683	1,59,755
(c) Depreciation	9	10,38,990	10,21,656
(d) Other expenses	22		
– Other Expenses		1,55,53,563	1,36,74,413
– Auditor's Remuneration		2,70,000	2,70,000
<b>Total expenses</b>		<b><u>3,65,65,013</u></b>	<b><u>3,36,01,758</u></b>
<b>5 Profit / (Loss) before tax (3 - 4)</b>		<b><u>1,52,55,390</u></b>	<b><u>1,84,70,852</u></b>
<b>6 Tax Expenses</b>			
(a) Current tax		46,00,000	62,00,000
(b) Deferred Tax		-2,19,293	-35,000
		<b><u>43,80,707</u></b>	<b><u>61,65,000</u></b>
<b>7 Profit / (Loss) for the year (5 - 6)</b>		<b><u>1,08,74,683</u></b>	<b><u>1,23,05,852</u></b>
<b>8 Earnings per share (Refer Note No.30):</b>			
(a) Basic & Diluted		1.98	2.24
<b>Significant accounting policies</b>	<b>2</b>		

**The accompanying notes are an integral part of the financial statements**

In terms of our report attached

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

BHARAT RAJ SANKLECHA  
Proprietor  
Membership No : 027539

Place : Chennai  
Dated : 30/05/2012

For and on behalf of the Board of Directors

P. DELICHAND JAIN  
Chairman

Dr. ASHOK KUMAR KAVAD  
Managing Director

# PRITHVI SOFTECH LIMITED

## ABRIDGED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2012

Particulars	Figures for current reporting period 31/03/2012	Figures for the previous reporting period 31/03/2011
	INR	INR
1. Cash flows from operating activities	1,14,77,495	71,83,078
2. Cash flows from investing activities	-73,73,708	-17,46,633
3. Cash flow from financing activities	-32,36,667	-72,02,576
4. Net increase / (decrease) in Cash and cash equivalents (1+2+3)	8,67,120	-1,766,131
5. Cash and cash equivalents at the beginning of the period	4,40,90,210	4,58,56,341
6. Cash and cash equivalents at the end of the period	<b>4,49,57,330</b>	<b>4,40,90,210</b>

### Components of Cash and Cash Equivalents

Particulars	Figures for current reporting period 31/03/2012	Figures for the previous reporting period 31/03/2011
	INR	INR
(a) Cash on hand	1,15,42,099	86,55,427
(b) Cheques, drafts on hand	19,58,114	40,91,813
(c) Balances with banks		
(i) In current accounts	3,14,57,117	3,13,42,970
	<b>4,49,57,330</b>	<b>4,40,90,210</b>

In terms of our report attached

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

BHARAT RAJ SANKLECHA  
Proprietor  
Membership No : 027539

For and on behalf of the Board of Directors

P. DELICHAND JAIN  
Chairman

Dr. ASHOK KUMAR KAVAD  
Managing Director

Place : Chennai  
Dated : 30/05/2012

# PRITHVI SOFTECH LIMITED

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## NOTES FORMING PART OF THE ABRIDGED FINANCIAL STATEMENTS

### 1 Corporate information

'Prithvi Softech Limited, a public limited company incorporated under Company Act, is licensed by RBI to function as Authorised Dealer Category – II. Prithvi Softech Limited operates under the brand name of "PRITHVI EXCHANGE" which conveys the company's line of business i.e. Foreign Exchange. The company deals in all tradable foreign currencies, traveller cheques, drafts and swift transfers. At present we have 15 branches spread in the state of TamilNadu, Karnataka, Andhra Pradesh and Goa.

'Prithvi Exchange is also the authorised agent to receive Money Transfer sent through Western Union Money Transfer, Money Gram and Xpress Money.

### 2 Significant accounting policies

#### (i) Basis of Accounting

'The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### (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 investments.

#### (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 net realizable value 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 provide for employees leave encashment, gratuity, superannuation, pension or any other benefits of similar nature and the same has been charged to revenue.

(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 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 not recognized 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.

### 3 Abridged financial statement

The abridged financial statements have been prepared pursuant to Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 as per notification F.No. 17/51/2012-CL-V, dated May 31, 2012 and are based on the annual financial statements for the year ended March 31, 2012 approved by the Board of Directors at their meeting held on May,30 2012.

# PRITHVI SOFTECH LIMITED

## Notes forming part of the Abridged financial statements

Particulars	As at 31 March, 2012 INR	As at 31 March, 2011 INR
<b>4. Contingent liabilities and commitments (to the extent not provided for)</b>		
(i) Contingent liabilities(Refer No. 23 of Financial Statements)		
(a) Claims against the Company not acknowledged as debt		
(i) Disputed Income tax demands appealed against, not provided for :	12.15 Lakhs	24.76 Lakhs
<b>5. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (Refer No. 24 of Financial Statements)</b>		
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.		
<b>6. Expenditure in foreign currency : (Refer No.25 of Financial statements)</b>	<b>For the year ended 31 March, 2012 INR</b>	<b>For the year ended 31 March, 2011 INR</b>
TC Indent Charges	5,91,885	5,28,213
<b>7. Earnings in foreign exchange : (Refer No.26 of Financial statements)</b>		
Commission Receipts	–	2,14,644
<b>8. Quoted Investments (Refer No. 10 of financial statements)</b>		
a) Book Value	74,14,316	74,71,310
b) Market Value	85,12,676	74,66,634
<b>9. Employee benefit plans(Refer No.27 of financial statements)</b>		
9.1.a Defined contribution plans		
The Company makes Provident Fund and other Fund contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised INR 603693 (Year ended 31 March, 2011 INR 626703) for Provident Fund and other fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.		
9.1.b Leave Encashment		
The Company provides benefit to employees for leave encashment as per the scheme laid down.		
9.1.c Gratuity		
The Company provides gratuity to the employees on estimated basis and is unfunded.		
<b>10. Segment information(Refer No.28 of financial statements)</b>		
The Company operates in a single segment i.e trading of foreign currencies and hence not call for segmentwise disclosure of assets, liabilities, revenues or expenses as prescribed under Accounting Standard 17 on "Segment Reporting", issued by ICAI		

# PRITHVI SOFTECH LIMITED

## Notes forming part of the Abridged financial statements (Contd.)

### 11. Related party transactions (Refer no. 29 of financial statements)

Description of relationship	Names of related parties
-----------------------------	--------------------------

#### **Key Management Personnel (KMP)**

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

#### **Details of transactions with related parties :**

Description	With reference to (a) above	
Managerial remuneration Rs.	30,00,000.00	30,00,000.00
	-	-

Particulars	For the year ended 31 March, 2012 INR	For the year ended 31 March, 2011 INR
-------------	--	--

### 12. Earnings per share (Refer No. 30 of financial statements)

#### **Basic**

Net profit / (loss) for the year	1,08,74,683	1,23,05,852
Weighted average number of equity shares	54,99,767	54,99,767
Par value per share	10	10
Earnings per share	1.98	2.24

Particulars	For the year ended 31 March, 2012 INR	For the year ended 31 March, 2011 INR
-------------	--	--

### 13. Deferred tax (liability) / asset (Refer no. 31 of financial statements)

#### **Tax effect of items constituting deferred tax liability**

On difference between book balance and tax balance of fixed assets	3,03,694	3,50,000
Tax effect of items constituting deferred tax liability	3,03,694	3,50,000

#### **Tax effect of items constituting deferred tax assets**

Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961 (Bonus)	1,72,987	-
Tax effect of items constituting deferred tax assets	1,72,987	-
<b>Net deferred tax (liability) / asset</b>	<b>1,30,707</b>	<b>3,50,000</b>

## PRITHVI SOFTECH LIMITED

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### Notes forming part of the Abridged financial statements (Contd.)

14. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. (Refer no. 32 of financial statements)
15. The above salient features of the Balance sheet and the Profit & Loss Account should be authenticated in the same manner as financial statements.

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In terms of our report attached.

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

For and on behalf of the Board of Directors

BHARAT RAJ SANKLECHA  
*Proprietor*  
Membership No : 027539

P. DELICHAND JAIN  
*Chairman*

Dr. ASHOK KUMAR KAVAD  
*Managing Director*

Place : Chennai  
Dated : 30/05/2012

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## **PRITHVI SOFTECH LIMITED**

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### **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 2012 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 2012, 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 : 30/07/2012

**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.

Place: Chennai  
Date: 30/07/2012

**FOR PRITHVI SOFTECH LIMITED**  
**Dr. ASHOK KUMAR KAVAD**  
MANAGING DIRECTOR

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

To  
The Board of Directors,  
**PRITHVI SOFTECH LIMITED**

I, the undersigned, in my respect capacity as CEO and CFO of the Company to best of my knowledge and beleive certified that:

- (a) I have examined the financial statement and the cash flow statement for the year ended 31/03/2012 and based on my knowledge and belief I 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: 30/07/2012

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

---

**Green Initiative in Corporate Governance**

Dear Shareholder,

**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)

1. Folio No. / DP ID & Client ID : .....

2. Name of the 1st Registered Holder : .....

3. 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 2012.

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 2012 at 11 a.m. or at any adjournment  
thereof.

Signed this ..... day of ..... 2012.

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.

By 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