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**Indo-City
Infotech Limited**

18th ANNUAL REPORT

2 009 - 2 0 10

E-mail : indocity@bom8.vsnl.net.in

Website : www.indo-city.com



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REGISTERED OFFICE

A6, Mittal Estate, Bldg. No. 2,
Andheri- Kurla Road,
Andheri (East),
Mumbai-400 059.

SHARE TRANSFER OFFICE

Sharepro Services
Satam Estate, 3rd Floor, Above Bank of Baroda,
Cardinal Gracious Road, Chakala, Andheri (E),
Mumbai- 400 099.

BANKERS

HDFC Bank
The Bharat Co-op. Bank Ltd.
Tamilnad Mercantile Bank Ltd.

AUDITORS

S.K.Patodia & Associates
Chartered Accountants
Mumbai-400 072.

INVESTOR HELD DESK

Telephone: - +91 22 2850 62 76
E-Mail: indocity@bom8.vsnl.net.in



NOTICE

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NOTICE is hereby given that the Annual General Meeting of INDO-CITY INFOTECH LTD. will be held on Wednesday, 29th September, 2010 at 11.00 A.M. at the Registered Office of the Company at No. 2, Mittal Estate, Bldg. No. 2, Andheri-Kurla Road, Andheri (E), Mumbai-400059, for transacting the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the financial year ended on that date and to receive and consider the Directors Report and Auditor's Report thereon;
2. To appoint a director in place of Mr. Brij Kishor Gupta, who retires by rotation and, being eligible, offers himself for reappointment;
3. To consider the reappointment of M/s S. K. PATODIA & ASSOCIATES, Chartered Accountants, as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

**By Order of the Board
For Indo-City Infotech Limited**

Place: Mumbai
Dated: 10th August, 2010

Registered Office:

A6, Bldg. No. 2, Mittal Estate, Andheri-Kurla Road,
Andheri (E), Mumbai-400 059.

**(Aneel Jain)
Chairman & Managing Director**

NOTES: -

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy form should, however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. Members are requested to notify immediately changes in their respective addresses, if any, to the Company's Registrars quoting their Folio No.
3. The register of members and the share transfer book will remain closed from 25/09/2010 to 29/09/2010 (both days inclusive) in terms of the provisions of Section 154 of the Companies Act, 1956.
4. Members intending to require information about accounts to be explained in the meeting are requested to inform the company in writing at least seven days in advance of the Annual General Meeting.
5. Shareholders are requested to please bring their Copies of Annual Report in the Meeting.



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 DIRECTOR'S REPORT
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To,
 The Members of Indo-City Infotech Limited,

Your Directors have pleasure in presenting the **Eighteenth Annual Report** and Audited Accounts of the Company for the year ended 31st March, 2010.

		(Rupees)	
I. FINANCIAL RESULTS:		<u>2009-10</u>	<u>2008-09</u>
PROFIT BEFORE TAX		42,653.44	17, 03,886.60
Less : Provision for Tax (including Deferred Tax & Freinge Benefit Tax)		(40,875.00)	(1,67,469.00)
Total		1778.01	18,71,355.60
 Add.: Amount Brought Forward		 59, 76,698.72	 41,05,343.12
Balance Carried to Balance Sheet		59, 78,476.73	59, 76,698.72

II. DIVIDEND:
 To conserve the resources, your directors express their inability to recommend any dividend for the year under review.

III. PERFORMANCE:
 Total income of the company during the year under review is Rs. 254.97 Lacs as against Rs. 356.96 Lacs for the previous year and the profit after tax for the year stood at Rs. 0.017 Lacs as against Rs. 18.71 lacs for the previous year.

IV. FUTURE OUTLOOK:
 Your Company is planning for expanding their existing business as well as other projects also the work on which is going on. Your directors foresee bright future and higher earnings in the coming years.

V. DIRECTORS:
 Mr. Brij Kishor Gupta , Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

VI. CORPORATE GOVERNANCE:
 Your company has been proactive in following the principle and practice of good corporate governance. The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges are complied with.
 A separate statement on corporate governance is annexed as a part of the Annual Report along with the Auditors certificate on its compliance. A report in the form of Management Discussion and Analysis pursuant to clause 49 of the Listing Agreement, as a part of this report is annexed hereto.

VII. AUDITORS:
M/s S.K. PATODIA & ASSOCIATES, Chartered Accountants, retire at the forthcoming Annual General Meeting. The Company has received the certificate of their eligibility under section 224 (1-B) of the Companies Act, 1956. Your directors recommend their appointment.



Observation made in the Auditor's Report are self-explanatory and therefore do not call for any further comment under section 217(3) of the Companies Act, 1956.

IX. FIXED DEPOSIT:

Your Company has not accepted any fixed deposit from public within the meaning of section 58A of the Companies Act, 1956 and the Rules made there under

X. PARTICULARS OF EMPLOYEES:

The information required U/s. 217 (2A) of the Companies Act, 1956 with the Companies (Particulars of Employees) Rules, 1975 are not applicable to the Company, as the Company has not employed any employee whose salary exceeds Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month.

XI. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO:

Details of energy conservation and research and development activities undertaken by the Company along with the information in accordance with the provisions of Section 217 (1) (a) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 absorption is not being given, since the Company is not engaged in manufacturing activity during the year. The Company did not earn and spend any foreign exchange.

XII. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under section 217 (2AA) of the Companies Act, 1956, it is hereby stated that;

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) 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; and
- d) the Directors had prepared the annual accounts on a going concern basis.

XIII. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation and acknowledgement with gratitude for the support and assistance extended to the Company by the Bankers, Shareholders and Customers. Your Directors place on record their deep sense of appreciation for the devoted service of the executives and staff at all levels of the Company.

**For and on behalf of the Board
For Indo-City Infotech Limited.**

**Place: Mumbai.
Date : 28th May, 2010**

**Aneel Jain
Chairman & Managing Director**



1.

Forward Statement and Developments

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The Company was incorporated on 22/09/1992. In 1999 the Company changed its name and thereafter started its business in IT. The Company had a humble beginning and is restructuring itself year by year to make a name in the IT industry. With its dedicated team of professionals the company is planning to grow strength by strength. Due to the recent setback in USA and global recession in IT industry, the activities of the company were slightly affected. However, after launch of the new project on hand on which the work is in progress, the company will have its name reckoned with the industry.

2. Opportunities, threats risk and concerns

The Company is progressively in contact with end users of its products the work on which is continue and with the launch of these products, the Company expects more cliental base in its activities.

The low economic growth worldwide may affect the activities of the company. However, with continuous technological advancement and measures taken for cost effectiveness for the company's product, the Company is expected to face the emerging challenges in a confident and optimistic manner.

3. Segment-wise or product-wise performance.

The Company recognizes Hardware / software as its only primary segment. The overall performance of the company is the segment wise performance of the company.

4. Business Outlook.

As a forward looking statement it can be noted that the company appears to heading better all round performance during the coming years. Towards this, the company is working on various software packages.

5. Internal Control System and their adequacy.

The Company has adequate internal control procedures commensurate with the size and nature of its business. The internal control system provides for policies, guidelines, authorization and procedures. The Audit Committee of the Board of Directors headed by an independent director periodically reviews the internal audit reports, significant risk area assessment and adequacy of internal controls for ensuring Checks and balances.

6. Discussion on Financial Performance:

The financial results and performance for the year are elaborated in the Director's Report.

7. Human resources:

Harmonious relations continued to prevail throughout the year. The focus is on maintaining a high level of motivation and on leadership development and the number of employees are maintained according to business development.

8. Cautionary Statement:

This report contains estimates and expectations, which the company believes or may be considered to be Forward Looking Statements within the meaning of applicable laws and regulations. Actual results could differ or vary materially from those expressed or implied due to various factors.

For and on behalf of the Board

Place: Mumbai.
Date : 28th May, 2010

Aneel Jain
Chairman & Managing Director



1) **Company's Philosophy:**

The Company has the principle of treating their shareholders as the most valued assets of the Company. The Company emphasizes in customer-focused creativity. The Company keeps on identifying the latest business requirements in terms of products etc. and fulfilling the requirements thereby enhancing the value of Company.

The Company provides the customers various with dynamic productivity and with total satisfaction. The Company's core vision is to place belief in clients, customers, investors and associates. The Company is prompt in discharging its statutory obligations and duties. The Board has adequate representation of professional, qualified, Non – executive and Independent directors

2) **Board of Directors:**

The Composition of Board with reference to number of Executive, Non-executive and Independent Directors, meets the requirement of code of Corporate Governance.

Composition and Category of Directors:

Name	Category	No. of Board Meeting Attended	Attendance At last AGM	No. of Other Directorship	No. of other committees in which chairman / member Member/ Chairman	
Sh. Aneel Banwari Jain	Chairman & Managing Director	6	Yes	4	-	-
Smt. Shashi Jain	Non Executive Director	6	Yes	4	3	2
Sh. Anirudh Goyal	Non Executive Independent Director	6	Yes	1	3	1
Sh. Brij Kishor Gupta	Non Executive Independent Director	6	Yes	5	3	1

During the financial year 2009-2010, the Company has held 6 Meeting as against the minimum requirements of 4 meeting . The meetings are held on 29/06/2009, 30/07/2009, 29/09/2010, 30/10/2009, 29/01/2010 and 04/03/2010.

3) **Audit Committee:**

During the financial year 2009-10, the company held 4 meetings of the audit committee. The composition of committee and attendance are as under:-

Name	Category	No. of Meeting Attended
Smt. Shashi Jain	Non-Executive Director	4
Sh. Anirudh Goyal	Non Executive Independent Director	4
Sh. Brij Kishor Gupta	Non Executive Independent Director	4

The following were the major tasks assigned to the Audit Committee:



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- I. Review of Company's financial reporting process and financial statements i.e. quarterly and annual financial statements and ensure their compliance with the requirements of various authorities, before they are adopted by the Board.
- II. Review of Accounting and financial policies and practices.
- III. Review of internal control and internal audit system.
- IV. Recommendation to the Board of Directors the selection of Auditors, considering their independence and effectiveness, and approval of their fees for audit and for non-audit services.
- V. Discussion with Auditors on any significant findings and follow up thereon.
- VI. Considering and approving the present accounting principles and policies being followed by the Company, suggested changes in the same, if so required, and assessing whether the changes accepted by the management have been implemented.

The terms of reference stipulated by the Board to the Audit Committee are, as contained under Clause 49 of the Listing Agreement, as follows:

- Overseeing the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the board, focusing primarily on i) any changes in accounting policies and practices, ii) major accounting entries based on exercise of judgment by management, iii) qualifications in draft audit report, iv) significant adjustments arising out of audit, v) the going concern assumption, vi) compliance with accounting standards, vii) compliance with Stock Exchange and legal requirements concerning financial statements and viii) any related party transaction i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with external auditors before the audit commences nature and scope of audit as well as had post-audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management policies.
- To look into the reasons for substantial defaults in the payment to the creditors.

4) Remuneration Committee:

Composition of Remuneration Committee and Attendance:

Name	Category	No. of Meeting Attended
Smt. Shashi Jain	Non-Executive Director	3
Sh. Anirudh Goyal	Non Executive Independent Director	3
Sh. Brij Kishor Gupta	Non Executive Independent Director	3



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5) **Shareholders / Investors Grievance Committee:-**

- The Company has constituted the Shareholders / Investors Grievance Committee comprising of Mrs. Shashi Jain , Mr. Anirudh Goyal and Mr. Birj Kishor Gupta.
- The Committee is headed by Mr. Anirudh Goyal . The committee oversees the performance of the Registrars and Transfer Agents and recommends measures to improve the level of investor services.
- The Company has authorized Mrs. Shashi Jain and Mr. Anirudh Goyal, jointly & severally, to approve the share transfers.
- The Board has designated Ms Sonal Khandelwal, as compliance officer.

a) The function of the committee includes:

To specifically look into redressing investors’ grievances pertaining to:

- 1) Transfer of Shares;
- 2) Dividends, if any applicable;
- 3) Dematerialization of Shares;
- 4) Replacement of lost/stolen/mutilated share certificates;
- 5) Non-receipt of right/bonus/split share certificates;
- 6) Any other related issues;

There are no valid requests pending for share transfers / dematerialization of shares as on the date of Director’s Report.

6) **Date, Venue and Time for the last three Annual General Meetings :-**

Date	Venue	Time	No. of Special Resolutions
28 th September, 2007	Registered Office	4.30 P.M.	-----
29 th September, 2008	Registered Office	11.00 .M.	-----
30 th September, 2009	Registered Office	11.00 .M.	-----

7) **Disclosures :**

There were no materially significant related party transactions i.e., transactions, material in nature, with its promoters, the directors or the management or relatives etc. that may potentially conflict with the interest of the Company at large. There was no instances of non – compliance or penalty, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

8) **Means of Communication:**

Half yearly results are not sent to shareholders since it is not mandatory. The Company has a system of sending Annual Report only once in a year.



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No presentation was made to the Institutional Investors or to the Analysts during the Financial Year 2009-2010. Management Discussion and Analysis Report forms a part of this Annual report.

9) General Shareholders Information:

- 9.1 **Annual General Meeting**
 Date & Time : 29th September 2010 at 11.00 A.M. .
 Venue : **Registered Office**
- 9.2 Financial Calendar : 1st April to 31st March
- 9.3 Date of Book Closure : 25.9.2010 to 29.9.2010 (both days inclusive)
- 9.4 Dividend Payment Date : No dividend has been recommended by the Board for the financial year 2009-2010.
- 9.5 Listing of Equity Shares : Bombay Stock Exchange Ltd.
 BSE Code : **532100**

Market Price Data : High, Low during each month in last Financial Year,

Month	High (Rs.)	Low (Rs.)
April, 2009	3.73	2.57
May, 2009	4.63	2.83
June, 2009	5.39	4.50
July, 2009	5.16	3.60
August, 2009	5.12	3.75
September, 2009	5.55	4.53
October, 2009	4.88	3.98
November, 2009	5.47	3.96
December, 2009	5.51	3.89
January, 2010	6.07	4.30
February, 2010	5.75	4.00
March, 2010	4.98	3.70

- 9.7 Performance in comparison to Broad based indices such as BSE, Sensex, CRISIL Index etc. : Not linked to any Sensex / Index.
- 9.8 Registrar and Transfer Agents : SHAREPRO SERVICES
 : Satam Estate, 3rd Floor, Chakala,
 : Andheri (East), Mumbai – 400 099 INDIA
- 9.9 Share Transfer System:

Share Transfer request received in physical form are registered within 15 days from the date of receipt and Demat request are normally confirmed within an average of 15 days from the date of receipt.

INDO-CITY INFOTECH LIMITED

9.10 Shareholding Pattern as on 31st March, 2010:



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Category	No. of Shares held	% of Shareholding
Promoters	3414400	32.83%
Private- Bodies Corp.	663319	6.38%
Public- Individuals	6318331	60.75%
NRI's/OCB's	3950	0.04%
Total	10,400,000	100.00%

9.11 Dematerialization of Shares & Liquidity :

The Company's equity shares are included in the list of Companies whose scripts have been mandated by the SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") to offer depository services to its shareholders. 99, 50,565 Equity Shares of the total number of equity shares of the Company have been dematerialized as on 31/03/2010.

9.12 Outstanding GDR/ADR/Warrants or any convertible instrument, : N.A.

Conversion date and likely impact on equity.

9.13 Address for Investor Correspondence :

- i) for transfer / dematerialization of shares : SHAREPRO SERVICES
: Satam Estate, 3rd Floor, Chakala,
Andheri (East), Mumbai – 400 099 INDIA
- ii) for any query on Annual Report : Registered Office of the Company.

Investors Relations Cell :

Company has appointed an independent agency to maintain smooth relations with the investors, who give details of all-important events to the investors from time to time.

There are no valid requests pending for share transfers as on the date of Directors' Report.

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AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of **INDO-CITY INFOTECH LIMITED.**

We have examined the compliance of conditions of Corporate Governance by **Indo-City Infotech Limited**, for the year ended 31st March, 2010 as stipulated in Clause-49 of the Listing Agreements of the said Company with the stock exchange in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's 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 for nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us:

- (i) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements.
- (ii) 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 **S.K. PATODIA & ASSOCIATES**
Chartered Accountants

S. K. Patodia
Partner
M.No. 45489

Place : Mumbai
Date : 28th May, 2010



To,
The Members of Indo-City Infotech Limited,

We have audited the attached Balance Sheet of **Indo-City Infotech Limited** as at **31st March, 2010**, the Profit and Loss Account and the Cash Flow Statement 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.

- 1 We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors Report) Order, 2003 and amendments thereto issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company as it appears from our examination of those books.
 - c) The said Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, Profit and Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956, **except Accounting Standard 15 (AS-15) relating to Accounting of Employee Benefits as referred to in Note no. II(A) in Schedule "I"**.



On the basis of written representations received from the directors as on 31st March, 2010 and

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section 274 of the Companies Act, 1956.

- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with notes appearing thereon, 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:
- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010,
 - ii) In the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For S. K. Patodia & Associates
Chartered Accountants
Firm Reg. No. : 112723W

Place : Mumbai

Date : 28th May, 2010

Sunil Patodia
Partner
Mem. No. : 045489

Annexure to Auditors Report



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As required by the Companies (Auditors Report) Order, 2003 and amendments thereto and According to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
 - b) All the assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size of the company and the nature of business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
 - c) No major asset has been disposed off during the year.
- (ii)
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedure of physical verification of inventory followed by the Company are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii)
 - a) The company has granted unsecured loans to six parties covered in the register maintained under section 301 of the Companies Act, 1956 on call basis. The maximum amount involved during the year was Rs. 131.43 Lacs and and the year end balance of the loans granted to such persons is Rs.110.02 lacs.
 - b) In our opinion and according to information and explanation given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interests of the company
 - c) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest is also general regular.
 - d) According to the information provided to us, the Company has taken reasonable steps for recovery of the said loans.
 - e) The company has not taken any loan from any party covered in the register maintained under Section 301 of the Companies Act, 1956.
 - f) In view of our comments in para (iii) (e) above, clause (iii) (f) and (g) of the said Order is not applicable to the company.
- (iv) In our opinion and according to the information and explanation given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.



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- (v) In our opinion and according to the information and explanation given to us, the company has an adequate internal audit system commensurate with size and nature of its business. contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained in that section.
- b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any public deposit.
- (vii) In our opinion and according to the information and explanation given to us, the company has an adequate internal audit system commensurate with size and nature of its business.
- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 for the Company.
- (ix) (a) Accordingly to the records of the Company, the undisputed statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty and Excise Duty, Cess have been regularly deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2010 for a period more than six months from the date they became payable.
- (b) There are no amount in respect of any disputed income tax, sales tax, wealth tax, service tax, custom duty, excise duty and cess.
- (x) The company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current as well as previous year.
- (xi) The Company has not defaulted in repayment of its dues to banks and financial institutions.
- (xii) The company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the company.
- (xiv) In respect of dealing in shares, securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities and other investments have been held by the company in its own name.
- (xv) The company has not given any guarantee for loans taken by others from banks and financial institutions.
- (xvi) The Company has not taken any Term Loan during the year.
- (xvii) On an overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long term investments.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by way of public issue during the year.

(xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year.

 **nitro**
For S. K. Patodia & Associates
Chartered Accountants
Firm Reg. No. : 112723W

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Sunil Patodia
Partner
Mem. No: 045489
Place : Mumbai.
Date : 28th May, 2010

**A. Basis of Accounting**

The financial statements are prepared under the historical cost convention, on a going concern concept and in compliance with the Accounting Standards notified by the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act 1956. The Company follows mercantile system of accounting and recognizes Income & Expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realization in respect of incomes. Accounting policies not specifically referred to otherwise, are consistent and in consonance with the generally accepted accounting principles.

B. Recognition of Income & Expenditure

The Company follows the accrual basis of accounting except in the following cases, where the same are recorded on cash basis on ascertainment of right and obligation.

- i) Payment of Bonus
- ii) Gratuity Liability, if any.

C. Fixed Assets

All fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all incidental expenses related to acquisition.

D. Impairment of Fixed Assets:

At the end of each year, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made.

E. Depreciation

- i) Depreciation on Fixed Assets has been provided on 'Straight Line Method' as per the rates specified in Scheduled XIV of the Companies Act, 1956.
- ii) Depreciation on acquired/sold during the year is provided on prorata basis.

F. Investment

Investments are valued at cost.

G. Miscellaneous Expenditure

Preliminary expenditures are amortised in the year in which incurred.

H. Treatment of Contingent Liabilities

Contingent liabilities are disclosed by way of notes to accounts. Disputed demands in respect of income tax and other proceeding are disclosed as contingent liabilities. Payments in respect of such demands, if any are shown as advances.



Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. The effect of a change in tax rates on deferred tax and assets or liabilities are recognized in the period that includes the enactment date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

II. Notes on Accounts

- A) Liabilities in respect of gratuity & leave encashment are accounted for on cash basis which is not in conformity with Accounting Standard (AS)15 (Revised 2005) on Employee Benefits as notified by the Companies (accounting Standard) Rules , 2006 which requires that Gratuity and Leave Encashment Liabilities be accounted for on accrual basis.
- B) In the opinion of the Board the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- C) Details of Auditor's remuneration is as under:-

Particulars	Amount (Rs)	
	2009-10	2008-09
Audit Fees	30,000	30,281
Tax Audit Fees	8,605	8,428
Other Services	66,830	2,808
Total	1,05,435	41,517

D) **Earning Per Share (As per AS – 20)**

In accordance with Accounting Standard 20- Earning per Share, the computation of earning per share is set out below:

Sr. No.	Particulars	31st March 2010	31st March 2009
i)	Weighted average number of Equity Shares of Rs. 10 each		
a)	Number of shares at the beginning of the period	1,04,00,000	1,04,00,000
b)	Number of shares at the end of the period	1,04,00,000	1,04,00,000
c)	Weighted average number of shares outstanding during the period	1,04,00,000	1,04,00,000
ii)	Net Profit after tax available for equity shareholders	1778.01	18,71,355.60
iii)	Basic Earning Per Share (In Rs.)	0.0002	0.180

The Company does not have any dilutive potential equity shares. Consequently the basic and diluted earning per share of the Company remain the same.



F) Taxes on Income

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The accumulated balance in Net Deferred Tax Liability/ (Assets) comprises of:-

Particulars	Deferred Tax Liability/ (Asset) as at 1 st April 09 (Rs.)	Current Year change (Rs.)	Deferred Tax Liability/ (Asset) as at 31 st March 10 (Rs.)
Difference between Book & Tax Depreciation	5,42,202	(2,55,852)	(2,86,350)
Deferred Tax Liability/ (Assets) (Net)	5,42,202	(2,55,852)	(2,86,350)

F) Additional information pursuant to the provision of Part II of the Schedule VI of the Companies Act 1956 to the extent applicable :

- Foreign Exchange Earnings & Outgo : NIL

Particulars	2009 – 2010 (Amt. In Rs.)	2008 – 2009 (Amt. In Rs.)
Earning and Expenditure in Foreign currency	Nil	Nil

G) Related Party Disclosures:

i) For the year ended 31st March, 2010

a) Key Management Personnel

Aneel Jain	Managing Director
Shashi Jain	Director
Aniruddh Goyal	Director
Brij Kishor Gupta	Director

b) Name of the relatives of Key Management Personnel

- Avani Jain
- Swati Jain
- Vineet Jain

c) Name of the enterprises having same Key Management Personnel and/or their relatives as the reporting enterprise with whom the Company has entered into transactions during the year.

- Towermatic Plastic Private Limited
- ABJ Developers Private Limited (Formerly known as Rajkul Developers Pvt Ltd)

- Indo-Castle Shares & Stocks Limited (Formerly known as Sanskaar India Corp

Ltd)



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IndoCoins Capital Markets Private Limited (Formerly known as Devkrupa

Mitro Pvt. Ltd.)

Vimal Jain HUF

Vineet Enterprises

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Nature of Transactions	In relation to (a) above	In relation to (b) above	In relation to (c) above
Directors Remuneration	9,02,700	NIL	NIL
Interest charged	NIL	3,42,831	2,59,595
Loan given	NIL	5,00,000	35,00,000
Loan received back	NIL	21,00,000	NIL

Nature of Transactions	In relation to (a) above	In relation to (b) above	In relation to (c) above
Balance at the end of the year			
Loans & Advances	NIL	41,42,831	68,59,595

Note: Related Parties are as disclosed by the Management and relied upon by the Auditors

- H)** The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

As per our Report of even date attached

For S. K. Patodia & Associates
Chartered Accountants

For Indo-City Infotech Limited

Sunil Patodia
Partner
Mem. No. 45489

Aneel Jain
Director

Shashi Jain
Director

Place : **Mumbai**
Date : **28th May, 2010**

Place : **Mumbai**
Date : **28th May, 2010**

BALANCE SHEET AS AT 31ST MARCH, 2010

(in Rupee's)

PARTICULARS	SCHEDULE	AS AT 31.03.2010	AS AT 31.03.2009
SOURCES OF FUNDS :			
Share Capital	A	10,40,00,000.00	10,40,00,000.00
Reserve & Surplus	B	2,65,32,476.73	2,65,30,698.72
Deferred Tax Liability		2,86,350.00	5,42,202.00
Total		13,08,18,826.73	13,10,72,900.72
APPLICATION OF FUNDS :			
FIXED ASSETS :			
Gross Block	C	1,27,97,444.15	1,39,25,348.15
Less : Depreciation		64,18,214.37	65,83,046.34
NET BLOCK		63,79,229.78	73,42,301.81
INVESTMENTS	D	4,13,41,967.96	3,72,60,939.87
CURRENT ASSETS, LOANS AND ADVANCES :			
Sundry Debtors	E	2,44,337.01	1,00,335.23
Cash and Bank Balance		15,41,041.16	37,85,756.68
Other Current Assets		19,02,000.00	19,02,000.00
Loans and Advances		7,97,31,358.70	8,12,00,672.13
		8,34,18,736.87	8,69,88,764.04
Less: Current Liabilities and Provisions	F	3,21,107.88	5,19,105.00
NET CURRENT ASSETS		8,30,97,628.99	8,64,69,659.04
Total		13,08,18,826.73	13,10,72,900.72

**SIGNIFICANT ACCOUNTING POLICIES
& NOTES ON ACCOUNTS**

I

Schedule 'A' to 'F' & Schedule 'T' referred to above form part of the Balance Sheet.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For S.K. PATODIA & ASSOCIATES
Chartered Accountants

For and on behalf of Board

**SUNIL PATODIA
PARTNER**

Aneel Jain

Chairman & Managing Director

Shashi Jain

Director

PLACE : MUMBAI
DATED : 28th MAY, 2010

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

(in Rupee's)

PARTICULARS	SCHEDULE	YEAR ENDED	YEAR ENDED
		31.03.2010	31.03.2009
		Rs.	Rs.
INCOME :			
Income from Operation		1,98,21,257.00	2,63,76,094.60
Other Income	G	56,76,012.85	93,20,426.80
TOTAL		2,54,97,269.85	3,56,96,521.40
EXPENDITURE :			
Operational Expenses		1,91,78,147.00	2,35,97,502.00
Loss on Shares Trading		0.00	3,83,141.20
Administrative & other expenses.	H	30,75,771.38	85,35,576.08
Depreciation		11,29,897.03	14,76,415.52
TOTAL		2,33,83,815.41	3,39,92,634.80
PROFIT BEFORE TAX AND EXCEPTIONAL ITEM		21,13,454.44	17,03,886.60
VAT		20,70,801.00	0.00
PROFIT BEFORE TAX		42,653.44	17,03,886.60
Provision for Income Tax		1,57,000.00	1,79,960.00
Deferred Tax Liability/(Assets)		-2,55,852.00	-3,90,680.00
Fringe Benefit Tax		0.00	43,251.00
Tax for earlier years		1,39,727.43	0.00
NET PROFIT FOR THE YEAR		1,778.01	18,71,355.60
ADD: BALANCE BROUGHT FORWARD		59,76,698.72	41,05,343.12
BALANCE CARRIED TO BALANCE SHEET		59,78,476.73	59,76,698.72
EARNING PER SHARE		0.0002	0.180
SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS			
	I		

Schedule 'G' to 'H' & Schedule 'T' referred to above form part of the Profit & Loss Account

AS PER OUR REPORT OF EVEN DATE ATTACHED

For S.K. PATODIA & ASSOCIATES
Chartered Accountants

For and on behalf of Board

SUNIL PATODIA
PARTNER
M. NO. 45489

Aneel Jain

Chairman & Managing Director

PLACE : MUMBAI
DATED : 28th MAY, 2010

Shashi Jain

Director



PARTICULARS	2009-2010	2008-2009
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax & extraordinary items	21,13,454.44	17,03,886.60
Adjusted for:		
1. Depreciation	11,29,897.03	14,76,415.52
2. Interest (Net) / Other Income	(50,67,769.00)	(59,29,670.00)
3. Miscellaneous Income	(6,08,243.85)	(33,90,756.80)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(24,32,661.38)	(61,40,124.68)
Adjusted for:		
1. Inventories	0.00	22,71,426.00
2. Receivables	(144001.78)	89,12,706.19
3. Trade Payables	(175000.00)	(80,24,459.31)
5. Other Current Liabilities	43,213.88	(63,506.92)
CASH GENERATED FOR OPERATIONS	(27,08,449.28)	(30,43,958.72)
2. Taxes Paid	(3,62,938.43)	(6,68,682.00)
CASH FLOW BEFORE EXTRA ORDINARY ITEMS	(30,71,387.71)	(37,12,640.72)
Extra Ordinary Expenses	(20,70,801.00)	0.00
NET CASH FROM OPERATING ACTIVITIES	(51,42,188.71)	(37,12,640.72)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	(1,66,825.00)	(53,865.00)
Sale of Fixed Assets	0.00	1,55,000.00
Loss on sale of Computers	0.00	2,31,809.00
Loans & Advances	14,69,313.43	(90,82,719.70)
Purchase/Sale of Investments	(40,81,028.09)	(2,77,15,285.25)
Interest (net) / Other Income	50,67,769.00	59,29,670.00
Miscellaneous Income	6,08,243.85	33,90,756.80
NET CASH FLOW IN INVESTING ACTIVITIES	28,97,473.19	(2,71,44,634.15)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share capital & Premium	0.00	0.00
NET CASH FLOW IN FINANCIAL ACTIVITIES	0.00	0.00
Net increase/decrease in Cash and Cash Equivalents	(22,44,715.52)	(3,08,57,274.87)
Cash and Cash Equivalents as on 01.04.2009	37,85,756.68	3,46,43,031.55
Cash and Cash Equivalents as on 31.03.2010	15,41,041.16	37,85,756.68

NOTES TO CASH FLOW STATEMENTS

1. Components of cash and cash Equivalents includes cash & bank balances in current and deposit accounts

This is the Cash Flow Statement referred to in our report of even date.

For S. K. PATODIA & ASSOCIATES
Chartered Accountants

For and on behalf of the Board

SUNIL PATODIA
Partner
M. No. 45489

Aneel Jain
Chairman & Managing Director

Place : Mumbai
Date : 28th May, 2010

Shashi Jain
Director

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT & LOSS ACCOUNT

(In Rupee`s)

Particulars	AS AT	AS AT
	31.3.2010	31.03.2009
SCHEDULE `A` :		
SHARE CAPITAL :		
AUTHORIZED		
10750000 (Previous year 10750000) Equity shares of Rs. 10/- each.	10,75,00,000.00	10,75,00,000.00
	10,75,00,000.00	10,75,00,000.00
ISSUED, SUBSCRIBED AND PAID UP :		
10400000 (Previous year 10400000) Equity Shares of Rs. 10/- each fully paid up in cash	10,40,00,000.00	10,40,00,000.00
	10,40,00,000.00	10,40,00,000.00
SCHEDULE `B` :		
RESERVES & SURPLUS :		
A. SECURITIES PREMIUM ACCOUNT	2,05,54,000.00	2,05,54,000.00
B. PROFIT & LOSS ACCOUNT	59,78,476.73	59,76,698.72
TOTAL (A+B)	2,65,32,476.73	2,65,30,698.72

INDO-CITY INFOTECH LIMITED

SCHEDULE 'C':

FIXED ASSETS :

ASSETS	Dep. Rate	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT 1.04.2009	ADDITIONS DURING THE YEAR	DELETION	AS AT 31.03.2010	UPTO 1.04.2009	FOR THE YEAR	ADJUSTME NT	UP TO 31.03.2010	AS AT 31.03.2010	AS AT 31.03.2009
Land & Development	0	33,06,382.00	-	-	33,06,382.00	-	-		-	33,06,382.00	33,06,382.00
Air Conditioners	4.75%	2,75,940.00	-	-	2,75,940.00	1,12,841.72	13,107.16		1,25,948.88	1,49,991.12	1,63,098.28
Computers & Software	16.21%	67,42,998.00	34,000.00	12,94,729.00	54,82,269.00	52,31,846.38	8,87,089.13	12,94,729.00	48,24,206.51	6,58,062.49	15,11,151.62
Furniture & Fixtures	6.33%	34,95,006.15	1,32,825.00	-	36,27,831.15	12,24,521.87	2,24,712.18	-	14,49,234.05	21,78,597.10	22,70,484.28
Office Equipments	4.75%	1,05,022.00	-	-	1,05,022.00	13,836.37	4,988.56		18,824.93	86,197.07	91,185.63
TOTAL		1,39,25,348.15	1,66,825.00	12,94,729.00	1,27,97,444.15	6583046.34	11,29,897.03	12,94,729.00	64,18,214.37	63,79,229.78	73,42,301.81
PREVIOUS YEAR Rs.		1,47,75,272.15	53,865.00	9,03,789.00	1,39,25,348.15	5623610.82	14,76,415.52	0.00	6583046.34	73,42,301.81	-



Particulars	31.03.2010	31.03.2009
SCHEDULE 'D' :		
INVESTMENTS :(At Cost)		
A. QUOTED EQUITY SHARES (FULLY PAID UP):		
130149 Eq. Sh.[P.Y 125399(indo castle)] of Indo-Bonito Mult. Ltd	7,24,192.69	6,31,287.87
30000 Eq. Sh (P.Y 5000) of Ispat Industries Ltd	5,75,649.00	54,250.00
30000 Eq. Sh.(P.Y NIL) of NHPC	9,36,369.00	0.00
21600 Eq. Sh.(P.Y NIL) of GTL Infra Ltd	9,97,005.27	0.00
ZERO Eq. Sh.(P.Y 11000) of RPL	0.00	10,46,650.00
	32,33,215.96	17,32,187.87
Market Value of Quoted shares(31.03.2010)	35,02,020.54	-
B. UNQUOTED EQUITY SHARES:		
25 Eq. Sh (P.Y 25) of Bharat Co-op Bank Ltd.	252.00	252.00
23000 Eq. Sh (P.Y NIL) of ABJ Developers Pvt. Ltd.	23,00,000.00	0.00
61000 Eq. Sh (P.Y NIL) of Devkrupa Multitrade Pvt Ltd	61,00,000.00	0.00
48285 Eq. Sh (P.Y NIL) of Indo-Castle Shares & Stocks Ltd.	48,28,500.00	0.00
SHARES & SECURITIES SUBSCRIPTION	2,48,80,000.00	3,55,28,500.00
	3,81,08,752.00	3,55,28,752.00
TOTAL (A+B)	4,13,41,967.96	3,72,60,939.87
DEFERRED TAX ASSETS	2,55,852.00	0.00
SCHEDULE 'E' :		
CURRENT ASSETS, LOANS & ADVANCES :		
Sundry Debtors		
Debts Due for more than 6 months	1,00,335.23	0.00
Other Dues	1,44,001.78	1,00,335.23
Total	2,44,337.01	1,00,335.23
Cash & Bank Balance		
Cash in Hand	2,90,913.59	27,74,601.59
Balance with Scheduled Banks	0.00	0.00
Balance with other Banks	12,50,127.57	10,11,155.09
	15,41,041.16	37,85,756.68
Other Current Assets		
Business Assets		
Software Development	16,92,000.00	16,92,000.00
Website Development	2,10,000.00	2,10,000.00
Total	19,02,000.00	19,02,000.00
Loans & Advances		
(Unsecured, Considered good)		
Loans & Advances received cash or in kind	7,88,78,842.70	7,90,22,855.70
Deposits	31,500.00	31,500.00
Advance Tax & TDS	8,21,016.00	21,46,316.43
	7,97,31,358.70	8,12,00,672.13
	8,34,18,736.87	8,69,88,764.04
SCHEDULE 'F' :		
CURRENT LIABILITIES AND PROVISIONS :		
CURRENT LIABILITIES :		
Advance From Debtors	0.00	1,75,000.00
Other liabilities	1,64,107.88	1,20,894.00
	1,64,107.88	2,95,894.00
PROVISIONS:		
For Taxation	1,57,000.00	2,23,211.00
	1,57,000.00	2,23,211.00
	3,21,107.88	5,19,105.00

Sundry Debtors

Others Due	
Olympia Industries Ltd.	143968.08
Ind-Castle Shares & Stocks Ltd.	325405
Ise Securities & Services Ltd.	33.7
Total	469406.78

Details of Bank balance

Bharat Co-Op. Bank Ltd.	54188.86
HDFC Bank Ltd	1175096.55
Tamilnad Mercantile Bank Ltd.	20842.16
Total Bank Balance	1250127.57

Details of Deposits

MTNL Deposits	1500
Telephone Deposits	30000
Total Deposits	31500

Details of Advnace Tax & TDS

FBT Fin. Year 2008-09	3469
TDS Fin. Year 2008-09	527129
TDS Fin. Year 2009-10	290418
Total Advance Tax & TDs	821016

Details of Other Liability

Salary Payable	98979
Audit Fees Payable	37651
Electricity Charges Payable	5760
Shree Sai Cable Service	250
Prof. Tax payable	3475
Shubadra Milk & Cold Drink	728
TDS Payable	6469
Telephone Charges payable	3572
Vat payable	7223.88
	164107.88



Particulars	AS AT 31.03.2010	AS AT 31.03.2009
SCHEDULE 'G' :		
OTHER INCOME		
Interest Income (TDS:- C.Y Rs. 290,418; P.Y Rs.715,369)	50,67,769.00	59,29,670.00
Miscellaneous Income	6,08,243.85	33,90,756.80
	56,76,012.85	93,20,426.80
SCHEDULE 'H' :		
ADMINISTRATIVE AND OTHER EXPENSES :		
Salaries	11,50,038.00	13,19,512.00
Staff Welfare	61,920.50	3,20,379.34
Business Promotion Expenses	52,173.00	3,35,012.45
Communication exp	33,468.83	1,28,651.41
Computer Expenses	64,943.00	4,10,143.00
Conveyance	1,54,265.50	4,61,497.43
Electricity Charges	36,808.00	61,579.00
Legal & Professional Charges	77,830.00	59,150.00
Listing Fees	33,090.00	33,251.00
Loss on sale of Computers	0.00	2,31,809.00
Office Expenses	1,36,811.13	9,09,848.95
Postage & Courier Expenses	41,629.00	3,31,443.00
Printing & Stationery	1,36,681.32	9,90,138.00
Bank Charges	2,434.10	18,349.50
Reduction in Value of Shares	0.00	7,74,600.00
Rent, Rates & Taxes etc.	0.00	20,000.00
Repairs & Maintenance	53,102.00	11,07,341.00
Directors Remuneration	9,02,700.00	9,02,700.00
Share Transfer Charges	99,272.00	78,654.00
Audit Fees	38,605.00	41,517.00
TOTAL	30,75,771.38	85,35,576.08

INDO-CITY INFOTECH LIMITED

Regd. Office : 2/6, Mittal Estate, Andheri-Kurla Road,
Andheri (E), Mumbai-400 059.



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PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL

(Joint Shareholders may obtain additional Attendance Slips on request).

Regd. Folio No.....
D.P. ID* Client ID
Name of the Shareholder (s) or Proxy.....
(IN BLOCK LETTERS)
No. of Shares held.....

I hereby record my presence at the Fifteenth Annual General Meeting of the Company on Saturday,
29th September, 2007 at 2/6, Mittal Estate, Andheri-Kurla Road, Andheri (East), Mumbai-400 059 at 3.00 p.m.

SIGNATURE OF THE
SHAREHOLDER OR PROXY.....

* Applicable to Investors holding shares in electronic form

INDO-CITY INFOTECH LIMITED

Regd. Office : 2/6, Mittal Estate, Andheri Kurla Road,
Andheri (E), Mumbai-400 059.

PROXY FORM

I/ We
of.....
being Member/Members of INDO-CITY INFOTECH LIMITED hereby
appoint.....of.....or
failing himof.....

as my/our Proxy to vote for me/us and on my/our behalf at the Fifteenth Annual General Meeting of the
company to be held on Saturday, **29th September, 2008** at 3.00 P.M. and at any adjournment thereof.

Signed this.....day of.....2007.

Affix
One Rupee
Revenue
Stamp

Regd. Folio No.....
DP. ID No. Client ID

Note : The Proxy form must be deposited at the Registered Office of the Company not less than
48 hours before the time for holding the meeting.