

globalsyn infotech

GLOBSYN INFOTECH LIMITED
ANNUAL REPORT 2010-11

globalsyn infotech limited

FINANCIAL HIGHLIGHTS

	2010-11 12 months & Year ended 31.3.2011	2009-10 12 months & year ended 31.3.2010	2008-09 9 months & year ended 31.03.2009 (Figure in Lakhs)
INCOME			
Income from Operations	409.81	429.80	270.57
Other Income	4.48	8.03	147.44
TOTAL INCOME	414.29	437.83	418.01
EXPENDITURE			
Administrative & Other Expenses	367.69	349.18	343.11
Interest & Finance Charges	0.00	4.47	7.08
Depreciation	26.70	26.59	21.46
TOTAL EXPENDITURE	394.40	380.24	371.65
Net Profit after tax	6.50	45.06	38.06
Paid-up Equity Share Capital	637.97	1011.30	1011.30
Reserves (Excluding revaluation Reserves, which are NIL)	81.22	890.42	890.42

Corporate Information

BOARD OF DIRECTORS

(As on 29th July, 2011)

BIKRAM DASGUPTA
SUJIT PODDAR
K. VIJAYARAGHAVAN
ROMIT DASGUPTA
RAHUL DASGUPTA
V.SANJAY KUMAR
R.C. BHATTACHARYA

Chairman
Director
Director
Director
Director
Director
Director

COMPLIANCE OFFICER

ASHISH KOTHARI

Company Secretary

BANKER TO THE COMPANY

United Bank of India

STATUTORY AUDITORS

R. Devarajan & Co.,
Chartered Accountants,
408, Anurag Business Centre,
Chembur, Mumbai - 400 071

REGISTERED OFFICE

401/402, Samartha Vaibhav,
Off Link Road,
Lokhandwala Complex,
Andheri West, Maharashtra,
Mumbai 400 053
Ph.: 022-4039 4000 /4026
Fax: 022-4039 4039

HEAD OFFICE

Globsyn Crystals, XI-11 & 12,
Block-EP, Sector-V, Salt Lake
Electronics Complex, Kolkata 700 091
Ph.: 033-2357 3610-14, 033-4000 3600,
Fax: 033-2357 3684

WEBSITE: www.globsyninfotech.com

REGISTRAR & SHARE TRANSFER AGENT

CB Management Services Private Limited
P-22, Bondel Road, Kolkata 700 019
Ph : 033 – 4011 6700
Fax : 033- 4011 6739
Email : rta@cbmsl.com
web : www.cbmsl.com

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NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of **GLOBSYN INFOTECH LIMITED** will be held at 12.00 NOON on Friday, 30th day of September 2011 at Hotel Karl Residency, 36, Lallu bhai Park Road, Andheri (W), Mumbai – 400 058 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at March 31, 2011, the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sujit Poddar, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Romit Dasgupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rahul Dasgupta, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company to hold office from the conclusion of the 27th Annual General Meeting until the conclusion of the 28th Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. R.C. Bhattacharya, who had been appointed as an Additional Director of the Company with effect from 26.05.2011 and who, in terms of Section 260 of the Companies Act, 1956 and Article 85 of the Articles of Association of the Company, holds office of directorship up to the date of the 27th Annual General Meeting and in respect to whom the Company has received a notice in writing from a member under section 257 of the Companies Act, 1956 signifying his intention to propose Mr. R.C. Bhattacharya as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board
For **GLOBSYN INFOTECH LIMITED**
ASHISH KOTHARI
COMPANY SECRETARY

Dated: 29th day of July 2011

Registered Office:

401/402, Samartha Vaibhav,
Off Link Road, Lokhandwala Complex
Andheri (West), Mumbai 400 053

NOTES

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect to the Item No. 6 of the Notice is annexed hereto.
2. **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.** Proxies, in order to be effective, must be duly filled, stamped, signed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation. A form of Proxy and Admission Slip is enclosed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 23rd day of September 2011 to 30th day September 2011 (both days inclusive).
4. The Company or its Registrar and Share Transfer Agent (RTA) cannot act on any request received directly from the members holding equity shares in dematerialized form, for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participants of the Members.
5. Members holding equity shares in physical form are requested to advise any change of address immediately to the Company's Registrar & Share Transfer Agent (RTA) M/s. CB Management Services Private Limited. Members holding equity shares in dematerialized form must send advise about change of address to their respective Depository Participants and not to the Company.
6. As per the provisions of the Companies Act, 1956, nomination facility is available to the Members, in respect of the Equity Shares held by them. Nomination forms can be obtained from the Company's Registrar & Share Transfer Agent (RTA).
7. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
8. Admission restricted to members or proxies only. Members / Proxy holders are requested to produce their admission slips at the entrance of the meeting hall.
9. Copies of all documents referred to in the Notice and Explanatory Statement annexed thereto are available for inspection at the Registered Office of the Company between 11:00 am to 1:00 pm on all working days till the date of the Annual General Meeting.

Explanatory Statement Pursuant To Section 173(2) of The Companies Act, 1956

The following Explanatory Statement set out all material facts relating to item no 6 of the accompanying notice:

Item No 6

Mr. R.C. Bhattacharya had been appointed as an Additional Director on the Board of Directors of the Company with effect from 26th day of May 2011. Pursuant to Section 260 of the Companies Act, 1956 and Articles 85 of the Articles of Association of the Company, Mr. R.C. Bhattacharya holds office up to the date of the 27th Annual General Meeting, and is eligible for re-appointment. The Company has received a notice from a Member along with requisite deposit, under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. R.C. Bhattacharya as a Director of the Company. If appointed, Mr. R.C. Bhattacharya shall hold office as such, and his period of office shall be liable to determination by retirement of Directors by rotation.

Attention of the Members is invited to the information on Mr. R.C. Bhattacharya, a Director, recommended for appointment, which is annexed hereto.

No Director, are in any way, concerned or interested in the resolution.

Your Directors recommends the resolution for your approval.

By Order of the Board
For **GLOBSYN INFOTECH LIMITED**
ASHISH KOTHARI
COMPANY SECRETARY

Dated: 29th day of July 2011

Registered Office:

401/402, Samartha Vaibhav,
Off Link Road, Lokhandwala Complex,
Andheri (West), Mumbai 400 053

Details of the Directors seeking re-appointment at the 27th Annual General Meeting

1. Name of the Director : **Mr. Sujit Poddar**
 Date of Birth : 07.02.1947
 Date of appointment : 11.07.2007
 Qualifications : B.A., LL.B.
 Expertise in specific functional area : A Law Graduate from Calcutta University, Mr. Poddar was enlisted as an Advocate with Calcutta High Court. He also has the experience of working with the Govt. of West Bengal in the Finance Dept. Mr. Poddar was also associated with Indian Research Institute as an Executive Director. Having won significant laurels over the years, he is currently working as a Corporate Advisor and Consultant to various Corporations.
- Directorships held in other public companies : Globsyn Technologies Limited
 Luxmi Township Ltd.
 Luxmi Tea Co. Ltd.
 Infinity Infotech Park Ltd.
 Choicest Enterprises Ltd.
 Nicco Corporation Limited
 Nicco Parks & Resorts Limited
 Bhagirathi Greenfield Real Estate Limited
- Memberships / Chairmanships of Committees in Public Companies : Globsyn Infotech Limited – Member, Audit Committee
 Globsyn Technologies Limited – Chairman, Audit Committee & Member, Remuneration Committee
 Infinity Infotech Park Limited- Member, Audit Committee.
- Shareholding, if any, in the Company : NIL
2. Name of the Director : **Mr. Romit Dasgupta**
 Date of Birth : 13.04.1979
 Date of appointment : 28.01.2010
 Qualifications : B. Sc.(Computer Science), FMB - (S. P. Jain Inst. of Mgnt. Research)
 Expertise in specific functional area : A Computer Science Engineer from Syracuse University, USA, Romit has completed his executive education in management from IIM Ahmedabad and ISB Hyderabad. Currently heading the Marketing function of Globsyn Group, Romit is passionate about management education and has had an important role to play in the growth of Globsyn Business School – a brand that he currently focusing on to take to the next level. He has been a speaker at various seminars on Technology Innovation and published several articles on Future of Digital Media, Management Education in India and Innovation related topics. Prior to coming back to India, Romit was responsible for growing Globsyn's technology business based out of New York, USA.
- Directorships held in other public companies (excluding foreign and private companies) : Globsyn Technologies Limited- Director
 Global Synergies Limited- Director
 Globsyn Education Limited- Director
- Memberships / Chairmanships of Committees in Public Companies : Globsyn Infotech Limited – Member, Audit Committee
- Shareholding, if any, in the Company : NIL

4. Name of the Director : **Mr. Rahul Dasgupta**
- Date of Birth : 13.04.1979
- Date of appointment : 28.01.2010
- Qualifications : B. A. (Business Management)
- Expertise in specific functional area : A finance graduate from School of Management, Syracuse University, USA, Rahul has worked in Fortune 500 companies like Deloitte & Touché Tomatshu, and Merrill Lynch & Co. Inc. before joining Globsyn. Rahul, currently heading Globsyn's US operations has completed his executive education from Indian Institute of Management, Ahmedabad. With his strong background in the financial sector Rahul has helped Globsyn's Infotech to establish a strong foothold in BFSI market.
- Directorships held in other public companies (excluding foreign and private companies) : Globsyn Technologies Limited- Director
Global Synergies Limited- Director
Globsyn Education Limited- Director
- Memberships / Chairmanships of Committees in Public Companies : NIL
- Shareholding, if any, in the Company : NIL
4. Name of the Director : **Mr. R.C. Bhattacharya**
- Date of Birth : 05.06.1937
- Date of appointment : 26.05.2011
- Qualifications : B. SC., LIM, AIM, DMS, MBA.
- Expertise in specific functional area : Prof. Bhattacharya is a Metallurgist by profession and an MBA from Cranfield Business School, UK. Prof. Bhattacharya has also completed a program on "Strategic Thinking and Management" from Wharton Business School, U.S. Prof. Bhattacharya has been teaching Marketing, Industrial Marketing, Marketing of services, Strategic Marketing, Strategic Management and other topics as visiting Professor in many renowned business schools. He has been a visiting professor at IIM-Calcutta for about 20 years. He has conducted more than 30 Management Development Programs and has published and presented a number of papers in India and abroad. He has 1st hand experience in Strategic Alliances, Brand Building in Industrial Markets, Corporate Marketing, Relationship Marketing, Loyalty Building etc.
- Directorships held in other public companies (excluding foreign and private companies) : Globsyn Technologies Limited- Director
- Memberships / Chairmanships of Committees in Public Companies : Globsyn Infotech Limited – Member, Audit Committee
- Shareholding, if any, in the Company : NIL

DIRECTORS' REPORT

To the Members,

Your Directors present their report on the business and operations of the company for the year ending 31st March, 2011.

PERFORMANCE OF THE COMPANY

The performance of the Company during the financial year ended on 31st March 2011 is summarized below

1. Consolidated Financials including Subsidiaries

	(₹ in Lakhs) Year ended 31.03.2011	(₹ in Lakhs) Year ended 31.03.2010
Income from Operations	791.33	1057.18
Other Income	4.48	8.76
Operating Profit (PBIDT)	(5.48)	94.92
Profit before Tax	(32.33)	63.05
Profit after Tax	(45.72)	49.25

2. Indian Company numbers

	(₹ in Lakhs) Year ended 31.03.2011	(₹ in Lakhs) Year ended 31.03.2010
Income from Operations	409.80	429.80
Other Income	4.48	8.03
Operating Profit (PBIDT)	46.60	88.65
Profit before Tax	19.89	57.58
Profit after Tax	6.50	45.06

REVIEW OF THE PERFORMANCE FOR THE ACCOUNTING YEAR ENDED 31ST MARCH 2011**REVIEW OF OPERATIONS**

The consulting business has grown from RM 1.2 mil in 2010 to RM 2.1 mil in 2011. Relationships with existing customers have grown which has helped to mine the accounts and get additional business from newer divisions of the clients.

PRODUCT BUSINESS

In the past one year Globsyn Infotech Ltd., has continued to serve their existing customers in both the product and services space. We have extended SWIFT operations for our customers for their new foreign exchange designated branches. We have 2 customers on streamlining their foreign exchange payments by enabling Straight Through Processing with Bank's in internal Core Banking and Treasury systems.

As SWIFT is a critical application for Bank's, we have enabled Real-Time Disaster Recovery for SWIFT operations for 2 of our esteemed customers. Our in-house developed product "SWIFThru" has been accepted well by Banks in India and both the customer's using our and competitor's SWIFT interface have expressed keen interest on our offering. At one of our esteemed customer, apart from facilitating real-time Email/SMS notifications of SWIFT transactions, we have even facilitated real-time E-mail notifications of Account Statements and Bank Advices.

With our continuous focus on the 'Payment Solutions' area, we along with our Business and Support Partner, BankServ., USA are working on creating a generic OFAC/AML (Office of Foreign Asset Control / Anti Money Laundering) solution to scan through Suspect messages using the international Bridger's Watch List. We are closely working with a big private sector Bank on our AML solution. This solution will be a direct plug & play with any SWIFT system used by the Bank today. Additionally we are working with an international company for a Business Alliance to promote generic reconciliation solution to Bank's in India.

Globsyn Infotech Ltd, Kolkata team enhanced product for Banking sector a Payment solution messages, one for Foreign transaction and another for RTGS. The product is running in 3 Banks as POC expected to close the deal very soon.

In the past one year Globsyn Infotech Ltd, Kolkata, has continued to serve their existing customers in both the product ITMS and Services space. Our domestic and overseas customers are happy with the product features and services provided by support team.

This year, Globsyn Infotech Ltd, Kolkata designed and developed two new products (a) Social Media (b) Education Domain with high level scalable platform. Social Media connect to others, share articles, images and videos with friends, create own Forums,

Chat-Rooms and engage friends. This year, more than 2000 Students from 71 Engineering Colleges participated as Summer School Training Program. The other product is eGlobsyn on Education domain. It is a technology driven platform that enables educational institutions and business organizations to move teaching, training and learning initiatives and programs on the Internet for E-learning to take place.

With the product business growth been restrictive, consultancy & service business focus has been increased many fold. We have planned to look at services business to our existing customers, Banks and also enhance consulting business overseas.

USA SUMMARY

	Year ended 31.03.2011	(USD) April 09 to March 10
Income from Operations	177610	969901
Profit before Tax	(108302)	525
Profit after Tax	(108302)	525

MALAYSIA SUMMARY

	Year ended 31.03.2011	(RM) April 09 to March 10
Income from Operations	2052195	1219970
Profit before Tax	31446	36708
Profit after Tax	25157	27363

USA — GLOBSYN TECHNOLOGIES INC

	Year ended 31.03.2011	(USD) April 09 to March 10
Income from Operations	1100	1500
Profit before Tax	(16251)	425
Profit after Tax	(16251)	425

OUTLOOK OF THE COMPANY

A stable recruitment team has been created at Kolkata HQ which supports consulting requirements for Malaysia. SAP consulting continues to be the focus area and a growing network of SAP professionals across various geographies shall help to fulfill client's requirements quickly and efficiently. Processes and HR policies set in place in the last few quarters have added positively to the reputation of the company among the consultant fraternity. This trend will continue for consultants to consider your company among the top choices to advance their career.

On the whole, management is optimistic about the year ahead.

FIXED DEPOSITS

Your Company has not accepted any deposits from the public during the year under review and there are no deposits matured and outstanding as on 31st March, 2011.

SUBSIDIARY COMPANIES

In accordance with the provision of Section 212 of the Companies Act 1956, the Annual Report of the following wholly owned subsidiaries is annexed to this Annual Report :

1. Synergy Information Technology Inc., USA
2. Synergy Log-In Systems Sdn. Bhd., Malaysia
3. Globsyn Technologies Inc., USA

DIRECTORS

Mr. Sujit Poddar, Mr. Romit Dasgupta and Mr. Rahul Dasgupta, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Mr. R.C. Bhattacharya had been appointed as an Additional Director on the Board of Directors of the Company with effect from 26th day of May 2011. Pursuant to Section 260 of the Companies Act, 1956 and Articles 85 of the Articles of Association of the Company, Mr. R.C. Bhattacharya holds office up to the date of the 27th Annual General Meeting, and is eligible for re-appointment. The Company has received a notice from a Member along with requisite deposit, under Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. R.C. Bhattacharya as a Director of the Company.

None of the Company's Directors are disqualified from being appointed as Directors as specified in Section 274 of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000.

DIRECTORS' RESPONSIBILITY STATEMENT:

- As required under Section 217(2AA) of the Companies Act 1956, your Directors confirm that :
- In the preparation of annual accounts, the applicable accounting standards have been followed ;
- Appropriate accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.3.2011 and of its profit for the period ended on that date ;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis .

CORPORATE GOVERNANCE

Your company has complied with the Corporate Governance regulations as laid down in Clause 49 of the listing Agreement with the Stock Exchange, Mumbai. A detailed compliance report on Corporate Governance is enclosed in this report.

COMPLIANCE CERTIFICATE

A Certificate from the Secretarial Auditor of the Company regarding compliance of the conditions of the Corporate Governance is attached.

BANKS

Bankers to the Company is United Bank of India.

AUDITORS

The Auditors M/s. R. Devarajan & Co. Chartered Accountant retires at the forthcoming Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if reappointed.

PERSONNEL

None of the employees are covered under Sections 217(2A) of the Companies Act, 1956 read together with the Companies (Particulars of Employees) Rules 1975.

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

The particulars as prescribed under sub-section (1) of section 217 of the Companies Act 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rule, 1988 are set out in the Annexure included in this report.

ACKNOWLEDGEMENT

Your Directors thank the customers, investors and bankers for their continuing support to your company's growth. Your Directors place on record their appreciation of the contribution made by the employees at all levels, who, through their competence, hard work, solidarity, co-operation and support, have enabled the company to achieve significant growth during the year.

Annexure To The Directors' Report

Particulars Pursuant to Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

1. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION	:	Not Applicable
2. RESEARCH AND DEVELOPMENT	:	Not Applicable
3. FOREIGN EXCHANGE EARNINGS AND OUTGO		
Foreign Exchange Earnings	:	₹ 105.83 lacs
Foreign Exchange Outgo	:	₹ 63.70 lacs

For and on behalf of the Board of Directors
BIKRAM DASGUPTA
 Chairman

Place : Kolkata
 Dated : 29th day of July 2011

CORPORATE GOVERNANCE REPORT

Your Directors present the Company's Report on Corporate Governance in compliance with Clause 49 of the Listing Agreement executed with the Stock Exchange :

1. The Company's philosophy on Corporate Governance

Globsyn pursues its long-term corporate goals on the bedrock of financial discipline, high ethical standards, transparency and trust. The Company believes in good corporate governance and continuously endeavors to improve focus on it by behaving responsibly towards its shareholders, business partners, employees and society. The Company also believes that the quest for excellence in performance vests on unflinching adherence to the core values of honesty, transparency and accountability in all business transactions. The objective of the Company is to deliver quality product and services in a timely manner to every customer at an optimal cost to the Company.

2. Board of Directors

The Board, an apex body formed by the shareholders, provides and evaluates the strategic directions of the Company; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders.

The Board was constituted in compliance with the Companies Act, 1956 and listing agreement with the stock exchanges and in accordance with best practice of Corporate Governance. The Board is headed by Mr. Bikram Dasgupta, Non- Executive Chairman and six other directors.

a. Composition and category of Directors :

S. No	Name	Designation	Category
1	Mr. Bikram Dasgupta	Chairman	Non-executive Chairman
2	Mr. Sujit Poddar	Director	Independent, Non-executive Director
3	Mr. K. Vijayaraghavan	Director	Independent, Non-executive Director
4	Mr. V. Sanjay Kumar	Director	Non-executive Director
5	Mr. Romit Dasgupta	Director	Non-executive Director
6	Mr. Rahul Dasgupta	Director	Non-executive Director
7	Mr. R.C. Bhattacharya	Director	Non-executive Director

b. Board Procedures

- A. Four board meetings were held in the financial year ended 31st March 2011 with a gap of less than four months between any two meetings one each on 28th May 2010, 30th July 2010, 7th October 2010 & 28th January 2011. All the information to the Board as per the Listing Agreement as mentioned in **Annexure – 1** was made available at the Board.
- B. No director is a member in more than 10 Committees or acts as Chairman of more a mandatory annual requirement for every director to inform the company about the Committees/ Board member position he occupies in other Companies and notify the change, if any.
- C. No director is a member in more than 10 Committees or act as Chairman of more than 5 Committees of company in which he is a Director. The company also has a mandatory annual requirement for every director to inform the company about the Committees/ Board member position he occupies in other Companies and notify the change, if any.

Attendance of each Director at the last AGM and meetings of the Board of Directors

Name of the Directors	AGM	Board Meeting			
	10.12.2010	28.05.10	30.07.10	07.10.10	28.01.11
Mr. Bikram Dasgupta	✓	— Leave of absence —		✓	✓
Mr. Romit Dasgupta	✓	— Leave of absence —		✓	✓
Mr. Rahul Dasgupta		— Leave of absence —			
Mr. Chandan Kumar Roy		✓	— Resigned —		
Mr. K. Vijayaraghavan	✓	✓	— Leave of absence —		
Mr. Sujit Poddar	✓	✓	✓	✓	✓

3. Code Of Conduct

This Code of conduct applies to the Directors and Senior Management personnel of Globsyn Infotech Limited, who has affirmed compliance to this Code on annual basis at the end of each financial year.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board had approved of the Code of Conduct as applicable to the Directors and the Senior Management. All Directors and members of the Senior Management have adhered to the Code of Conduct of the Company during the year and have signed declarations of the compliances of the same. The Annual Report of the Company contains a declaration to this effect from the Chairman & Managing Director. The Company has a Code of Conduct for prevention of Insider Trading in its shares which applies to all its Directors and designated employees.

4. Audit Committee:

Audit Committee comprises of Mr. Romit Dasgupta, Mr. R.C. Bhattacharya, Mr. K. Vijayaraghavan and Mr Sujit Poddar. Mr. Sujit Poddar is the Chairman of the Committee. The composition of the audit committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the listing agreement. The Audit Committee meetings took place on 28.05.2010, 07.10.2010 & 28.01.2011 respectively.

As recommended by the Corporate Governance Voluntary Guidelines issued by the Ministry of Corporate Affairs, the Audit Committee has now initiated a practice of regular meetings with the auditor separately without the presence of the management

Key Responsibilities

1. Overseeing financial reporting process and disclosure of financial information, to ensure that the financial statements are correct, sufficient and credible;
2. Recommending appointment, re- appointment and removal of the statutory Auditors, fixation of audit fees and approval for payment of any other services;
3. Reviewing with the management, the periodical financial statements including Subsidiaries / associates, in particular the investments made by the unlisted subsidiaries of the Company, before submission to the Board for approval;
4. Reviewing with the management the adequacy of internal control systems and recommending improvements to the management;
5. Reviewing with the management, the annual financial statements and the CEO & CFO Certificate as per Clause 49 of the Listing Agreement before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgement by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions (AS 18 of ICAI and RBI guidelines).
 - g. Qualifications in the draft audit report.
6. Discussion with internal auditors on any significant findings and follow-up thereon;
7. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, as well as post-audit discussions to ascertain any area of concern;
8. Reviewing with the management discussion and analysis of financial condition and results of operations, statement of significant related party transactions, management letters/letter of internal control weakness issued by statutory auditors;
9. Reviewing the Company's financial and risk management policies; and
10. Such other functions as may be delegated by the Board from time to time.

5. Remuneration Policy, remuneration to Directors:

- A. The matters that are required to be discussed under Management Discussion and Analysis report has been included in the Directors' Report to the shareholders. Whenever commercial transaction and financial transactions have been entered with Company, where Directors are interested, the nature of interest is being disclosed to the Board of Directors.
- B. During the year under review, there were no transactions of any material financial and commercial transactions, which had personal interest of the management that had a potential conflict with the interest of the Company at large.
- C. Details of Remuneration to Non-Executive Directors

Name of Directors	Board Meeting Fees ₹	Committee Membership Fees ₹	Consultancy Fees ₹	Total ₹
Mr. Bikram Dasgupta	20,000	—	—	20,000
Mr. Romit Dasgupta	20,000	10,000	4,50,000	4,80,000
Mr. Rahul Dasgupta	—	—	—	NIL
Mr. Chandan Kumar Roy	10,000	5,000	—	15,000
Mr. K. Vijayaraghavan	10,000	5,000	—	15,000
Mr. Sujit Poddar	40,000	15,000	—	55,000

6. Shareholders Grievance Redressal Committee

- **Name of non-executive director heading the committee**
Mr. Romit Dasgupta
- **Name and designation of the Compliance Officer**
Mr. Ashish Kothari, Company Secretary
- Number of shareholders complaints / communications received so far and number solved to the satisfaction of shareholder

	Through SEBI	Through Stock Exchange	Direct Holders	Total
Received	Nil	1	7	8
Resolved	Nil	1	7	8

Category

Complaint

1	Non-Receipt of Share Certificates	1
2	Non-Receipt of Dividend Warrants/Cheques/Demand Drafts	Nil
	Sub Total	1

Request

1	Change of Address/Bank Mandate/ECS Mandate	7
2	Procedure for Loss of Share Certificate	Nil
3	Procedure for Transmission	Nil
	Sub Total	7

Information

1	Issue of Duplicate Share Certificate(R/H & OP doc)	Nil
2	General Queries	Nil
	Sub Total	Nil
	Grand Total	Nil

Shareholders

- A) The Company informs the shareholders and puts up updates on its website www.globsyninfotech.com, on appointment or re-appointment of a director, and provides a brief resume of the Director, expertise and name of Companies in which the person also holds the directorship and membership of committee of the board.
- B) All quarterly results were put up on the Company's website www.globsyninfotech.com. Further, quarterly and annual results were sent to stock exchanges on which the Company is listed to enable them to put on their website.
- C) The Shareholders Grievance Committee was formed with its own detailed charter of responsibilities and operations, to include responsibilities like redressing shareholder and investor complaint pertaining to transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, etc. and also for addressing the shareholders grievances. For this the company has created new email id shareholders@globsyn.com.

7. General Body Meetings

Location and time of last three GMs held			
Sl. No.	Date of AGM	Time of AGM	Location
1	December 10, 2010	12.00 Noon	Conference Hall, Matoshri Arts & Sports Trust Complex, Jogeshwari- Vikhroli Link Road, Andheri East, Mumbai- 400 0069
2	September 8, 2009	11.00 A.M.	SUNVILLE 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018
3.	November 4, 2008	11.00 A.M.	SUNVILLE 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018

8. Disclosures**a) Material Related Party Transactions**

None of the materially significant transactions with any of the related parties was in conflict with the interest of the Company. Details of the material related party transactions are disclosed at Notes to the Accounts in the Annual Report.

b) Compliances

No penalties or strictures have been imposed on the Company during the past three years by Stock Exchanges or SEBI or any statutory authorities, on any matter related to capital markets. The Company has complied with applicable rules and regulations prescribed by Stock Exchanges, SEBI or any other statutory authority relating to the capital markets. All Returns/Reports were filed within the stipulated time with the Stock Exchanges/other authorities.

c) Whistle Blower Mechanism

In pursuit to maintain the highest ethical standards in the course of its business, the Company has put in place a mechanism for reporting of instances of conduct which is not in conformity with its Code. Directors, employees, vendors, customers or any person having dealings with the Company may report non-compliance of the Code to the notified person. The Directors and management personnel maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discrimination.

d) Policy for Prevention of Insider Trading

With a view to prevent trading of shares of the Company by an insider on the basis of unpublished price sensitive information, the Board has approved "Policy for Prevention of Insider Trading" (the Policy) in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. Under the policy, insiders are prohibited to deal in the Company's shares while in possession of unpublished price sensitive information.

e) Compliance with the ICSI Secretarial Standards

The Company has substantially complied with the Secretarial Standards, wherever applicable as laid down by the Institute of Company Secretaries of India.

f) Green Initiatives by MCA

In order to protect the environment, and after withdrawal of the certificate of posting facility by the postal department, the Ministry of Corporate Affairs had recently clarified that communications to the shareholders through e-mail or equivalent mode will also be in compliance with the provisions of Section 53 of the Companies Act, 1956. Accordingly the Company has decided to send all future communications through e-mail to those

shareholders, who have registered their e-mail id with their depository participant/Company's registrar and share transfer agent. In case the shareholders desire to receive printed copy of such communications, they may requisition to the Company and the Company will forthwith send a printed copy of the communication to the respective shareholder.

9. Means of Communication

The half-yearly financial results were put up on the Company's website www.globsyninfotech.com. All quarterly financial results as well as quarterly investor updates were also published and put up on the Company website for uniform and simultaneous dissemination to employees, shareholders, investors, etc. The financial results were put up in *FREE PRESS JOURNAL* in English and in NAVSHAKTHI, a vernacular Marathi daily, in Mumbai edition. A Management Discussion and Analysis Report has been included in the Director's Report of this Annual Report.

The Company also issues official press releases to the print media. The Company's website includes all major press releases made by the Company.

The requirement of the Listing Agreement relating to uploading of data in respect of quarterly financial results, shareholding pattern, annual report, etc. on SEBI's EDIFAR website "www.sebiedifar.nic.in" was discontinued w.e.f. 1.4.2010 as per SEBI Circular No. CIR/CFD/DCR/3/2010 dt. 16.4.2010.

The Company has not made any presentation to institutional investors/ analysts during the year.

Exclusive Designated e-mail id

The Company has designated a dedicated email id shareholders@globsyn.com exclusively for investors' servicing for faster registration of their queries and/or grievances. All investors are requested to avail this facility

10. Subsidiary Monitoring Framework

All subsidiaries of the Company are Board managed with their respective Boards having rights and obligations to manage such companies in the best interest of their stakeholders. As a majority shareholder, the Company monitors and reviews the performance of such companies' inter-alia, by the following means:

- a) Financial Statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed periodically by the Audit Committee;
- b) Minutes of the meetings of the unlisted subsidiary companies are placed before the Company's Board, periodically; and
- c) Statements containing significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors

11. General Shareholder Information

- Annual General Meeting

Date	30 th day of September 2011
Time	12.00 Noon
Venue	Hotel Karl Residency 36, Lallu bhai Park Road, Andheri (W), Mumbai - 58
- Financial Calendar

Financial reporting for the quarter ending June 2011	End July 2011
Financial reporting for the quarter ending September 2011	End October 2011
Financial reporting for the quarter ending December 2011	End January 2012
Financial reporting for the quarter / year ending March 2012	End June 2012
● Date of Book Closure	23 rd September 2011 to 30 th September 2011
● Dividend Payment Date	Not applicable
● Registered Office	401/402, 4 th Floor SAMARTHA VAIBHAV, OFF Link Road Lokhandwala Complex, Andheri (W) Mumbai – 400 053
● Listing on Stock Exchanges	Bombay Stock Exchange Limited

● *Stock Code*

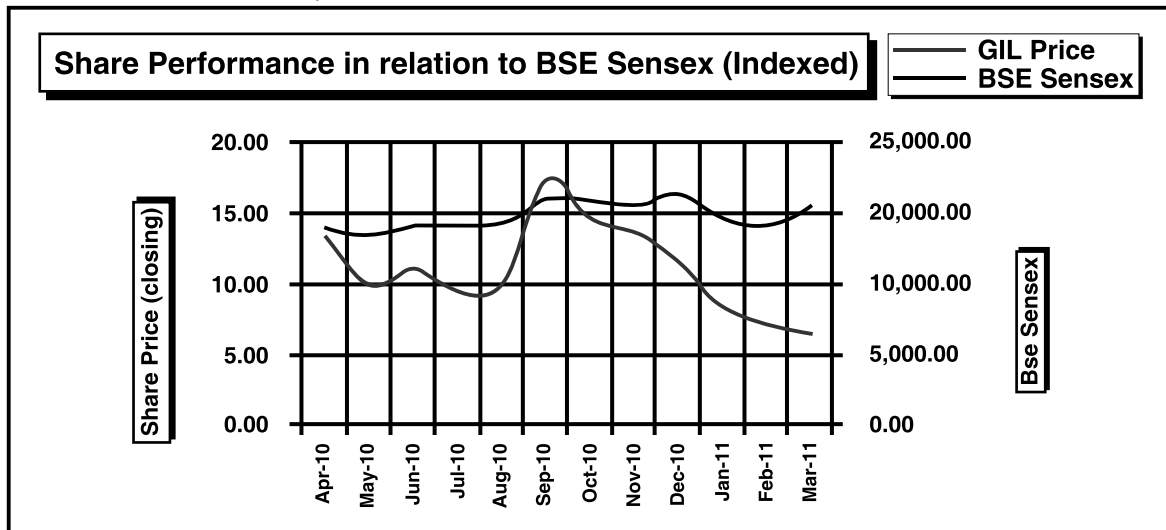
The Stock Exchange, Mumbai	GLOBSYN INF – 511503
ISIN for NSDL & CDSL	INE160B01038

Market price Data: High, Low during each month in last financial year

Month	High Price	Low Price
April,2010	16.60	9.25
May,2010	13.50	9.50
June, 2010	11.56	9.15
July, 2010	12.00	9.30
August, 2010	11.01	9.31
September, 2010	17.32	16.50
October, 2010	22.05	14.15
November, 2010	16.95	12.11
December, 2010	15.25	11.00
January, 2011	11.98	6.83
February, 2011	8.59	6.10
March, 2011	7.30	5.70

Source : www.bseindia.com

● *Stock Performance in comparison with BSE Sensex*



● *Registrar and Share Transfer Agent*

CB Management Services Private Ltd
 P-22, Bondel Road, Kolkata – 700 019
 Ph: 033 – 40116700, Fax: 033- 40116739
 Email: rta@cbmsl.com, Website: www.cbmsl.com

● *Share Transfer System*

All transfers, transmission, etc. are received and approved by the Share Transfer Committee, which normally meets once fortnight, or at more frequently depending on the volume of transfers, transmissions, etc.

- Distribution of holding and share holding pattern as on March 31, 2011

From	To	No. of Shares	% Shares	No of Holders
1	1000	1164766	18.26	10860
1001	2000	297062	4.66	200
2001	3000	192888	3.02	77
3001	4000	128759	2.02	37
4001	5000	131559	2.06	28
5001	10000	355738	5.58	51
10001	& Above	4108960	64.40	76
Total		6379732	100.00	11329

- Particulars of Shares held in physical/Electronics form as on March 31, 2011

Particulars	Holders	Shares	% of Shares
Shares in Physical form	2663	1436622	22.52
Shares in Electronic form	8666	4943110	77.48
Total	11329	6379732	100.000

- Shareholding Pattern as on March 31, 2011

Category	No. of Shares	% of Shares
Indian Promoter	988206	15.49
Mutual Funds and UTI	610803	9.57
Foreign Institution Investors	440	0.01
Private Corporate Bodies	1178649	18.47
Indian Public	3197019	50.11
NRI/OCB	372113	5.84
Others-Trust	325	0.01
Clearing Members	32177	0.50
Banks	Nil	Nil
Directors and Relatives	Nil	Nil
Total	6379732	100.00

- Dematerialisation of Shares and liquidity Over 77.48% of outstanding equity share capital has been dematerialized up to March 31, 2011. Trading in Equity Shares of the Company is permitted only in the dematerialized form with effect from May 8, 2000 as per notifications issued by SEBI/ Stock Exchange.
- Outstanding GDRs/ADRs/Warrants or any Convertible instruments The Company has not issued any GDR/ADR/Warrants etc.
- Unit Location

Registered Office / Bombay Office	401/402, 4 th Floor, SAMARTHA VAIBHAV, OFF Link Road, Lokhandwala Complex, Andheri (W), Mumbai – 400 053 Phone: 022- 4039 4000 Fax : 022 – 4039 4039
Head Office/ Kolkata	Globsyn Crystals, XI – 11 & 12, Block – EP, Sector – V, Salt Lake Electronics Complex, Kolkata 700 091
Subsidiaries	Synergy Information Technology Inc. 100 Overlook Center, 2 nd Floor, Princeton, NJ 08540, USA

Synergy Log-In Systems Sdn. Bhd.,
 Lot 2-4A, Incubator 2, Technology Park Malaysia,
 Bukit Jalil – 57000, Kuala Lumpur, Malaysia.
 e-mail: gauthamsas3@synlog.net

Globsyn Technologies Inc. USA,
 40, West, 37th Street, Suite # 403, Fourth Floor, New York-NT 10018

- Shareholders Correspondence should be addressed to

Corporate Office	401/402, 4 th Floor, SAMARTHA VAIBHAV OFF Link Road, Lokhandwala Complex Andheri (W), Mumbai – 400 053 Phone: 022- 4039 4000 , Fax : 022 – 4039 4039
Registrar and Share Transfer Agent	CB Management Services Private Ltd P-22, Bondel Road, Kolkata – 700 019 Ph: 033– 4011 6700, Fax: 033- 4011 6739 Email: rta@cbmsl.com. / Web : www.cbmsl.com

Shareholders holding shares in Electronic mode should address all their correspondence to their respective Depository Participants.

For and on behalf of the Board of Directors
 For **GLOBSYN INFOTECH LIMITED**
BIKRAM DASGUPTA
CHAIRMAN

Place:Kolkata
 Dated :29th July, 2011

Certification by Chairman and Director of the Company

IN TERMS OF CLAUSE 49(V) OF THE LISTING AGREEMENT

We, Bikram Dasgupta, Director and Romit Dasgupta, Director of Globsyn Infotech Limited certify that:

- We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2011 and that to the best of our knowledge and belief :
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
 - 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.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and the steps have been taken to rectify these deficiencies.
- We have indicated to the auditors and the Audit Committee the following:
 - There has not been any significant changes in internal control over financial reporting during the year under reference ;
 - There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

BIKRAM DASGUPTA
Chairman

ROMIT DASGUPTA
Director

Place : Kolkata
 Dated : 29th July' 2011

Certificate Of Compliance Of Corporate Governance

AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH STOCK EXCHANGE IN INDIA

To the Members of Globsyn Infotech Limited

I have examined the compliance of provisions of Corporate Governance by M/s. Globsyn Infotech Limited for the year ended on 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange in India.

The compliance of conditions of Corporate Governance is responsibility of the management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the requirements of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the provisions/requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

I 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.

SANTOSH KUMAR TIBREWALLA

Practising Company Secretary

Membership No.: 3811

Certificate of Practice No.: 3982

Place : **Kolkata**
Date : **29th July 2011****Auditors' Report To The Members Of Globsyn Infotech Limited**

We have audited the attached Balance Sheet of Globsyn Infotech Limited as at March 31, 2011, the Profit and Loss Account and also 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 have conducted our audit in accordance with auditing standards generally accepted in India. These 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 (Auditor's Report) Order, 2003 issued by the Central Government of India 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.
3. Further to our comments in the Annexure referred to in paragraphs 1 and 2 above, we state that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us.
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with in this report are in agreement with the books of account and the returns.
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with mandatory Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956, except non-provision for diminution in the value of investment as per AS-13.
 - e. On the basis of written representations received from the directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub - section (1) of 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, subject to para 1.4 of Notes to Accounts, relating to non provision for diminution in the value of Investments, the said accounts together with the other notes 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 March 31, 2011;
 - ii. in the case of Profit and Loss account, of the profit for the year ended on that date; and
 - iii. in case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **R DEVARAJAN & CO**

Chartered Accountants

FRN: 102415W

SV SUBRAMANIAM

Partner

M.No.: 036157

Place : **Mumbai**
Dated : **26th May, 2011**

Annexure To The Auditors' Report**(Referred to in paragraph 1 of our report of even date)**

1. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the Company has not disposed off a substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. The Company does not have any inventory and consequently the clauses 4(ii)(a) to (c) of the Order are not applicable.
3.
 - a. The company has granted unsecured loan to one company covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 20.44 lacs and the year-end balance of loans granted to such party was Rs. 20.44 lacs.
 - b. In our opinion, the rate of interest and other terms and conditions of such loans are not, prima facie, prejudicial to the interest of the company.
 - c. Since the loan has been given at the year end, there is no repayment of principal and payment of interest.
 - d. There are no overdue amounts in excess of Rs. 1 lakh in respect of loan granted to company, listed in the register maintained under Section 301 of the Companies Act, 1956.
 - e. The company has taken any loans, secured or unsecured to/from companies covered in the register maintained u/s 301 of the Companies Act, 1956. Hence the comments required under sub-clauses (e) to (g) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures, commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weakness in internal controls.
5. In respect of transactions covered under section 301 of the Companies Act, 1956:
 - a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - b. In our opinion and according to the information and explanations given to us, transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public.
7. Although the company had no formal system of internal audit, the internal control and procedures followed by the Company, in our opinion, are adequate considering the size of the company and nature of its business.
8. The Central Government has not prescribed maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.
9. In respect of statutory dues:
 - a. According to the records of the Company, undisputed statutory dues including employees' state insurance, provident fund, income tax, sales tax and other applicable statutory dues have been generally regularly deposited with the appropriate authorities.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, service tax were in arrears, as at March 31, 2011 for a period of more than six months from the date of becoming payable.

- c. Disputed statutory dues aggregating to Rs. 876.88 lakhs, that have not been deposited on accounts of matters pending before appropriate authorities are as under :

SI No	Name of the statute	Nature of the dues	Forum where dispute is pending	Period to which amount relates	Amount (Rs in lakhs)
1	Income Tax Act, 1961	TDS on salaries	High Court	AY 1997-98 and 1998-99	9.94
2	Income Tax Act, 1961	Assessment dues	High Court	AY 1995-96	106.67
3	Income Tax Act, 1961	Assessment dues	High Court	AY 1997-98	10.37
4	Income Tax Act, 1961	Assessment dues	ITAT	AY 1998-99	181.05
5	Income Tax Act, 1961	Assessment dues	ITAT	AY 2002-03	262.22
6	Income Tax Act, 1961	Assessment dues	ITAT	AY 2001-02	109.41
7	Income Tax Act, 1961	Assessment dues	ITAT	AY 2003-04	123.27
8	Income Tax Act, 1961	Assessment dues	ITAT	AY 2004-05	42.75
9	Income Tax Act, 1961	Assessment dues	CIT(A)	AY 2007-08	31.17

10. The Company has no accumulated loss as at March 31, 2011. The Company has not incurred cash loss for the year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to banks. There are no debenture holders.
12. In our opinion and according to the explanations given to us, no loans or advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. In our opinion, the Company is not dealing in shares, securities, debentures and other investments and hence the question of maintenance of proper records of the transactions and contracts does not arise.
15. The Company has not given guarantees for loans taken by others from banks or financial institutions.
16. According to the records of the Company, the Company has not obtained any term loans during the year under review. Therefore, clause 4(xvi) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the funds raised on short term basis, prima facie not been used during the year for long term investment and vice versa.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year and hence the question of creating any security thereof does not arise.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed by us or reported during the year that causes the financial statements to be materially misstated.

For **R DEVARAJAN & CO**
Chartered Accountants
FRN: 102415W

S V SUBRAMANIAM
Partner
M.No.: 036157

Place : Mumbai
Dated : 26th May, 2011

Stand Alone Balance Sheet As At 31st March 2011

	SCH	As at March 31, 2011		As at March 31, 2010	
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
SOURCES OF FUNDS					
Shareholders' funds					
Capital	1	637.97		1,011.30	
Reserves and surplus	2	159.45	797.42	962.15	1973.45
Total			797.42		1973.45
APPLICATION OF FUNDS					
Fixed assets					
Gross block	3	1,256.13		2,133.88	
Less : Accumulated depreciation		1,202.73	53.40	1,724.72	409.16
Net block					
Investments	4		569.35		569.59
Current Assets, Loans and Advances					
Current Assets	5	93.85		725.39	
Loans and Advances	6	314.38		816.65	
		408.23		1,542.05	
Less : Current Liabilities and Provisions					
Current Liabilities	7	192.65		521.59	
Provisions		47.31		31.81	
		239.96		553.41	
Net Current Assets			168.27		988.63
Deferred Tax Asset			6.40		6.07
Total			797.42		1973.45
Notes to Accounts	10				

As per our report attached
For R DEVARAJAN & CO
Chartered Accountants

S.V.SUBRAMANIAM
Partner

Mumbai
Dated : 26th May , 2011

For and on behalf of the Board
BIKRAM DASGUPTA
Chairman

ROMIT DASGUPTA
Director

Kolkata
Dated : 26th May , 2011

Stand Alone Profit And Loss Account For The Year Ended 31st March , 2011

		For the year ended March 31, 2011		For the year ended March 31, 2010	
	SCH	₹ In lakhs	₹ In lakhs	₹ In lakhs	₹ In lakhs
INCOME	8				
Income from operations		409.81		429.80	
Other Income		<u>4.48</u>	414.29	<u>8.03</u>	437.83
EXPENDITURE					
Administrative and Other Expenses	9	367.70		349.18	
Depreciation		26.70		26.59	
Interest and Finance Charges		<u>—</u>	394.40	<u>4.48</u>	380.25
PROFIT BEFORE TAXES			19.89		57.58
LESS : PROVISION FOR TAXES					
CURRENT TAX			13.73		18.59
DEFERRED TAX			(0.34)		(6.07)
PROFIT AFTER TAXATION			6.50		45.06
ADD : BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR			71.73		26.67
BALANCE CARRIED OVER TO THE BALANCE SHEET			<u>78.23</u>		<u>71.73</u>
EARNINGS PER SHARE			0.11		0.45
Notes to Accounts	10				

As per our report attached
For **R DEVARAJAN & CO**
Chartered Accountants

S.V.SUBRAMANIAM
Partner

Mumbai
Dated : 26th May , 2011

For and on behalf of the Board
BIKRAM DASGUPTA
Chairman

ROMIT DASGUPTA
Director

Kolkata
Dated : 26th May , 2011

Schedules Forming Part of Accounts for the Year ended 31st March, 2011

	As at March 31, 2011 ₹ in lakhs	As at March 31, 2010 ₹ in lakhs
SCHEDULE 1 - SHARE CAPITAL		
Authorised:	2,000.00	2,000.00
1,75,00,000 equity shares of Rs 10 each		
25,00,000 unclassified shares of Rs. 10 each		
Issued and subscribed:		
63,79,732 equity shares of Rs 10 each	637.97	1,011.30
Paid up:		
63,79,732 equity shares of Rs 10 each fully paid up	637.97	1,011.30
	<u>637.97</u>	<u>1,011.30</u>
SCHEDULE 2 - RESERVES AND SURPLUS		
Capital Reserve	0.11	0.11
General Reserve	81.11	890.31
Profit & Loss Account	78.23	71.73
	<u>159.45</u>	<u>962.15</u>

Schedules Forming Part of Accounts For the year ended 31st March 2011

SCHEDULE 3 - FIXED ASSETS

(₹ in Lakhs)

	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	As at 01.04.10	Acquired during the period	Deletion during the period	As at 31.3.2011	Upto 01.04.10	Addition during the Period	For the Period year	Deletion during the Period	Upto 31.3.2011	As at 31.3.2011	As at 31.3.2010
OWNED ASSETS											
Furniture & Fixtures	85.92	0.60	—	86.52	70.28	0.08	0.12	—	70.48	16.04	15.64
Office Equipments	37.94	0.48	—	38.41	27.43	0.07	0.39	—	27.88	10.53	10.51
Computers & Accessories	1,067.12	16.87	—	1,084.00	1,041.22	5.67	25.55	—	1,072.45	11.55	25.90
Electrical Installation	16.51	0.38	—	16.89	14.98	0.11	0.30	—	15.39	1.50	1.52
Vehicles	30.28	—	—	30.28	16.15	—	0.36	—	16.51	13.77	14.13
Software Designs	896.12	—	896.12	—	554.65	—	—	554.65	—	—	341.46
Books	—	0.03	—	0.03	—	0.03	—	—	0.03	—	—
GRAND TOTAL	2,133.88	18.33	896.12	1,256.13	1,724.72	5.92	26.70	554.65	1,202.73	53.40	409.16
Previous Year	2141.97	0.07	8.16	2133.88	1705.50	—	26.59	7.36	1724.72	409.16	436.47

Schedules Forming Part of Accounts for the Year ended 31st March, 2011

	As at March 31, 2011 ₹	As at March 31, 2010 ₹
SCHEDULE 4 - INVESTMENTS		
Long Term Investments - quoted, at cost		
100 Equity Shares of RCS Vanaspati Ltd.	—	0.01
50 Equity Shares of State Bank of India	—	0.11
Unquoted, at cost		
100 Equity Shares of The Kapole Co-op. Bank Ltd.	—	0.01
Subsidiary Companies :		
500000 Equity Shares of Synergy Information Technology Inc	141.53	141.53
100000 Equity Shares of SigmaSoft Pte Ltd.	41.52	41.52
197342 Equity Shares of Synergy Log-in Systems Sdn.Bhd.	24.18	24.18
7675000 Equity Shares of Globsyn Technologies Inc	362.12	362.12
Government Securities, at Cost :		
National Savings Certificates	—	0.10
	<u>569.35</u>	<u>569.59</u>
SCHEDULE 5 - CURRENT ASSETS		
Sundry debtors (Unsecured, considered good)		
Six Months	43.99	556.52
Above Six Months	14.45	115.26
	<u>58.44</u>	<u>671.78</u>
Cash and Bank Balances		
Cash in Hand	0.08	0.71
In Current Accounts with Scheduled Banks	35.33	52.90
	<u>35.41</u>	<u>53.61</u>
	<u>93.85</u>	<u>725.39</u>

Schedules Forming Part of Accounts for the Year ended 31st March, 2011

	As at March 31, 2011 ₹ in lakhs	As at March 31, 2010 ₹ in lakhs
SCHEDULE 6 - LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	170.88	708.02
Deposits with Public Bodies	—	1.75
Inter Corporate Deposit	20.44	—
Other Deposits	14.60	15.59
Advance Payment against Taxes	108.46	91.28
	<u>314.38</u>	<u>816.65</u>
SCHEDULE 7 - CURRENT LIABILITIES		
Advances from Group Companies	—	228.77
Other Liabilities	192.65	292.83
Provision for Taxation	40.27	26.54
Provision for Bonus , Gratuity	7.04	5.27
	<u>239.96</u>	<u>553.41</u>

Schedules Forming Part of Accounts for the Year ended 31st March, 2011

	For the Year ended March 31, 2011		For the Year ended March 31, 2010	
	₹ In lakhs	₹ In lakhs	₹ In lakhs	₹ In lakhs
SCHEDULE 8 - INCOME				
INCOME FROM OPERATIONS				
Domestic				
Sale of Software Products, Accessories and Services	303.98		180.49	
Exports				
Software Products -Accessories & Services	105.83		249.31	
		409.81		429.80
Other income		4.48		8.03
Dividend Income				
TOTAL		414.29		437.83
SCHEDULE 9 - ADMINISTRATIVE AND OTHER EXPENSES				
Payments to and Provisions for Employees :				
Salaries, Bonus etc	108.77		206.46	
Staff welfare	2.07		2.29	
Contributions to Provident and Other Funds	1.73	112.57	2.27	211.03
Other Expenses :				
Advertisement	0.82		0.76	
Brokerage Paid	1.83		0.84	
Bad Debts	96.02		0.44	
Conveyance	3.20		2.56	
Travelling Expenses	43.17		11.20	
Printing and Stationery	1.99		2.23	
Postage, Telegram and Telephones	7.36		9.45	
Rent, Rates and Taxes	33.71		38.21	
Vehicle Expenses	1.99		1.35	
Insurance	0.05		0.13	
Electricity Expenses	1.11		3.43	
Repairs and Maintenance -				
Premises	1.40		2.38	
Others	0.32		2.34	
Auditors' Remuneration	.035		0.57	
License Renewal Charges	23.27		31.51	
Profession & Legal Fees	17.64		3.02	
General expenses	15.88		9.40	
Software Purchase	—		9.72	
Loss on sale of Fixed Assets	—		0.80	
Prior period Expenses	—		0.84	
Product Distribution Charges	5.03	255.13	6.99	138.15
		367.70		349.18

SCHEDULE 10 – NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2011**1. SIGNIFICANT ACCOUNTING POLICIES (to the extent applicable)**

The Financial statements have been prepared in accordance with the requirement of Section 209(3) (b) of the Companies Act, 1956.

1.1. Income/Expenditure

The Company recognises its revenue and expenses on accrual basis.

1.2. Fixed assets.

Fixed Assets are stated at cost of acquisition less accumulated depreciation.

1.3. Depreciation

- i. Fixed assets, except Computer Hardware, depreciation has been provided on a written down value method at rates prescribed in Schedule XIV to the Companies Act, 1956.
- ii. Depreciation on Computer & accessories (other than those acquired from Globsyn) has been provided on an accelerated basis according to which the cost of Computer hardware would be written off over a period of 3 years.
- iii. Computer Hardware acquired from Globsyn has been written off over a period of 10 years.
- iv. As per Management Policy the cost of the ITMS Software Design would be amortized over 50 copies. Since there were no ITMS product sales during the financial year, depreciation has not been provided for in the books.

1.4. Investments

Investments classified as Long Term, are stated at cost of acquisition, and includes brokerage, fees, and incidental expenses. No provision has been made in the books for diminution in the value of investment of Sigma Soft Pte Ltd. as the amount is unascertainable.

1.5. Retirement Benefits

The Company contributes to provident fund maintained under the Employees' Provident Fund and ESIC Scheme run by the Central Government. The Company recognizes its obligation towards gratuity payable to employees on actuarial valuation.

1.6. Foreign Currency Transactions

Income and Expenditure in foreign currency is accounted for at the prevailing exchange rates as on the day of the transaction. Monetary items like receivables/payables in foreign currency are reported at the exchange rate prevailing on the Balance Sheet date. Gains/Loss arising due to exchange rate fluctuations on reporting as stated above and/or on actual realisation or remittance is transferred to Profit and Loss Account.

1.7. Income Taxes :

Income Taxes are accounted for in accordance with Accounting Standard (AS-22) "Accounting for Taxes on Income". Tax expense comprises current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. The Company recognizes deferred tax (subject to consideration of prudence) based on the tax effect of timing differences, being differences between taxable income and accounting income that originate in one period and are

capable of reversal in one or more subsequent periods. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of profit and loss using the tax rates and tax laws that have enacted or subsequently enacted by the balance sheet date.

1.8. Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities, if any, are not recognized but disclosed by way of notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

2. In the opinion of management, current assets, loans and advances have a value on realization in the ordinary course of business, atleast equal to the sum amount at which they are stated in the Balance Sheet.

3. ADDITIONAL DETAILS

	(₹ in lakhs) April 2010 to March 2011	(₹ in lakhs) April 2009 to March 2010
DETAILS OF IMPORTS/EARNINGS & EXPENDITURE IN FOREIGN CURRENCY.		
IMPORTS ON C.I.F BASIS (Including customs duties and other charges)		
EXPENDITURE IN FOREIGN CURRENCY		
Foreign Travel	35.41	—
Product Distribution Charges	5.02	6.99
Others	23.27	41.23
TOTAL	<u>63.70</u>	<u>48.22</u>
EARNINGS IN FOREIGN CURRENCY		
Software Exports and Services	105.83	249.30
TOTAL	<u>105.83</u>	<u>249.30</u>

4. AUDITOR'S REMUNERATION

	(₹ in lakhs) <u>Current Year</u>	(₹ in lakhs) <u>Previous Year</u>
Audit Fees	0.20	0.25
Tax Audit Fees	0.10	0.25
Out of Pocket Expenses	0.05	0.07
	<u>0.35</u>	<u>0.57</u>

5. DEFERRED TAX

The tax effect of significant timing difference during the year that has resulted in deferred tax assets and liabilities are given below :

	As at March 31, 2011 ₹
a) Deferred tax liability	—
b) Deferred tax asset – Depreciation differences	6,40,093
Net deferred tax asset	<u>6,40,093</u>

6. Disclosure of information under applicable Accounting Standards (AS) issued by the Institute of Chartered Accountants of India:

I. Segment Reporting: (AS - 17)

Information about primary segment business (₹ in lacs)

	Domestic		Overseas		Total	
	This year	Previous year	This year	Previous year	This year	Previous year
Revenue						
— External Sales	303.98	180.49	105.28	249.30	409.81	429.79
Total Revenue	303.98	180.49	105.28	249.30	409.81	429.79
Segment Results before Interest and Taxation						
unallocated expense net of unallocated income	—	—	—	—	—	—
Interest expense (net)	—	—	—	—	—	—
Profit before Tax	—	—	—	—	19.89	57.58
Taxes	—	—	—	—	13.39	12.52
Net Profit	—	—	—	—	6.50	45.06
Segment Assets	—	—	—	—		1,722.43
Segment Liabilities	—	—	—	—		324.63

II. Related Party Transaction: (AS - 18)

Key Managerial Personnel:

Mr. Bikram Dasgupta - Chairman • Rahul Dasgupta – Director • Romit Dasgupta - Director

The Enterprise over which the Key Management Personnel has significant influence are.

Globsyn Technologies Limited
BDG Global Private Limited
Romit Leasing and Finance Private Limited
Global Synergies Limited
Globsyn Innoventures Private Limited
Infinity Infotech Parks Limited
Ivision Inc

III. Subsidiary Companies

Name of the related party

a) Synergy Log-in Systems Sdn.bhd

Details of transactions with related Parties are given below :

Nature of Transaction

Income from offshore projects
Professional Fees paid to Key Managerial Person
ICD given
Interest on ICD

Funds Received (Amount)

Rs.23,98,535(RM1,67,500)

Amount

Rs.22,64,270 (USD 50,000)
Rs. 4,50,000
Rs.20,00,000
Rs. 43,726

IV. Earnings Per Share: (AS - 20)

Net Profit after Tax (A)
Weighted no. Of Equity Shares (B)
Basic and diluted earnings per share:
of Rs.10 each

2010-2011
(₹ in Lacs)

6.50
58.83
0.11

2009-2010
(₹ in Lacs)

45.06
101.13
0.45

V. Consolidated Financial Statement: (AS-21)

The Company has the following wholly owned subsidiaries

Name of the Company	Country of Incorporation	Proportion of Ownership
Synergy Information Technology Inc	USA	100%
Synergy Log-In Systems. Bhd.	Malaysia	100%
Sigmasoft Pte Ltd	Singapore	100%
Globsyn Technologies Inc	USA	100%

In accordance with the Consolidation procedure under the Accounting Standards 21, the excess of the cost to the Company over the equity of the above subsidiaries is shown as Goodwill in the consolidated financial statements.

VI. Interim Financial Reporting: (AS - 25)

In accordance with the listing agreement entered into with The Stock Exchange Mumbai, the Company is publishing the quarterly audited / unaudited financial results in the news papers both in English and the regional language Marathi as the Company was registered in Mumbai.

7. Contingent Liability

F.Y.	A .Y.	Name of Statute	Nature of dues	Amounts in appeal	Forum
	1997-98 & 1998-99	Income Tax Act, 1961	TDS on salaries	994,000	Bombay High court
1994-95	1995-96	Income Tax Act, 1961	Assessment dues	1,06,67,679	Bombay High court
1996-97	1997-98	Income Tax Act, 1961	Assessment dues	10,37,801	Bombay High court
1997-98	1998-99	Income Tax Act, 1961	Assessment dues	1,81,05,053	ITAT
2000-01	2001-02	Income Tax Act, 1961	Assessment dues	1,09,41,501	ITAT
2001-02	2002-03	Income Tax Act, 1961	Assessment dues	2,62,22,055	ITAT
2002-03	2003-04	Income Tax Act, 1961	Assessment dues	12,327,217	ITAT
2003-04	2004-05	Income Tax Act, 1961	Assessment dues	4,278,515	ITAT
2006-07	2007-08	Income Tax Act, 1961	Assessment dues	3,117,354	CIT (A)

8. The General Reserve arising on Capital Reduction has been utilized for writing off unrecoverable receivables and the amount shown in the Balance Sheet is after adjusted unrecoverable receivables. The summary is given below.

General Reserve arising on Capital Reduction	297.17
Less: Unrecoverable receivables adjusted	216.06
General Reserve appearing in Balance Sheet	81.11

9. Previous Year's figures have been regrouped and reclassified wherever necessary.
 10. Accounts presented here are for 12 months.
 11. Information required by Part IV of Schedule VI to the Companies Act, 1956 is enclosed as an Annexure.

As per our report attached
For R DEVARAJAN & CO
 Chartered Accountants

S.V.SUBRAMANIAM
 Partner

Mumbai
 Dated : 26th May , 2011

For and on behalf of the Board
BIKRAM DASGUPTA
 Chairman

ROMIT DASGUPTA
 Director

Kolkata
 Dated : 26th May , 2011

Auditors' Report On Consolidated Financial Statements

We have examined the attached consolidated Balance Sheet of GLOBSYN INFOTECH LIMITED and its subsidiaries (the Group) as at March 31, 2011 and also the consolidated Profit and Loss account of the Group for the year then ended. These financial statements are the responsibility of Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in 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. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of Rs. 82,679,204 (USD 1,825,736) as at March 31, 2011 and total revenue of Rs. 38,155,096 (USD 836,789) for the year then ended. In respect of these financial statements, which have been audited by other auditors and whose reports have been furnished to us, our opinion, in so far as it relates to the amounts included in respect of subsidiary is based on the reports of the other auditors. In respect of the financial statement of a subsidiary, which is not required to be audited as per the provisions of law applicable to the country wherein the subsidiary is incorporated, our opinion, is so far as it relates to the amounts included in respect of the said subsidiary, is based solely on the unaudited financial statement certified by the Board of Directors.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard 21, 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Company and its subsidiaries included in the financial statements

On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of the Company and its subsidiaries, we are of the opinion that :

- a. the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of the Group as at March 31, 2011;
- b. the consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of the Group and its subsidiaries for the year then ended.

For **R DEVARAJAN & CO**
Chartered Accountants
FRN: 102415W
S V SUBRAMANIAM
Partner
M.No.: 036157

Place : Mumbai
Dated : 26th May' 2011

Consolidated Balance Sheet As At March 31, 2011

	SCH	As at 31st March, 2011		As at 31st March, 2010	
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
SOURCES OF FUNDS					
Shareholders' funds					
Capital	1	637.97		1,011.30	
Reserves and surplus	2	171.72	809.69	890.42	1,901.72
Total			809.69		1,901.72
APPLICATION OF FUNDS					
Fixed assets					
Gross block	3	1445.60		2,313.68	
Less : Accumulated depreciation		1250.72		1,772.60	
Net block			194.88		541.08
Investments	4	0.00			0.23
Current Assets, Loans and Advances					
Current Assets	5	359.77		983.73	
Loans and Advances	6	576.38		691.16	
		936.15		1,674.89	
Less : Current Liabilities and Provisions					
Current Liabilities	7	280.47		304.96	
Provisions		47.31		31.81	
		327.78		336.77	
Net Current Assets			608.37		1,338.12
Miscellaneous Expenditure (to the extent not written off or adjusted)			0.04		0.02
DEFERRED TAX ASSETS			6.40		6.07
Profit & Loss Account			0.00		16.20
Total			809.69		1,901.72

As per our report attached
For **R DEVARAJAN & CO.**
Chartered Accountants

S.V.SUBRAMANIAM
Partner

Mumbai,
Dated : 26th day of May, 2011

For and on behalf of the Board
For **BIKRAM DASGUPTA**
Chairman

ROMIT DASGUPTA
Director

Dated : 26th day of May, 2011

Consolidated Profit And Loss Account For The Year Ended March 31,2011

	SCH	For the Year ended March 31,2011		For the Year ended March 31,2010	
		₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
INCOME	8	795.81	795.81		1,065.94
EXPENDITURE					
Administrative and Other Expenses	9	801.29		971.03	
Depreciation		26.82		27.38	
Interest and Finance Charges		0.03		4.48	
			828.14		1,002.89
PROFIT BEFORE TAXES			(32.33)		63.05
LESS : PROVISION FOR TAXES			13.73		19.87
FRINGE BENEFIT TAX			—		—
DEFERRED TAX			(0.34)		(6.07)
PROFIT AFTER TAXATION			(45.72)		49.25
ADD : BALANCE BROUGHT FORWARD					
FROM PREVIOUS YEAR			(16.20)		(37.82)
ADD: TRANSFER FROM GOODWILL			150.51		(27.63)
BALANCE CARRIED OVER TO					
THE BALANCE SHEET			<u>88.59</u>		<u>(16.20)</u>
EARNINGS PER SHARE			—		0.49

As per our report attached
For **R DEVARAJAN & CO.**
Chartered Accountants

S.V.SUBRAMANIAM
Partner

Mumbai,
Dated : 26th day of May, 2011

For and on behalf of the Board
For **BIKRAM DASGUPTA**
Chairman

ROMIT DASGUPTA
Director

Dated : 26th day of May, 2011

Consolidated Schedules Forming Part of Accounts for The Year Ended March 31,2011

	As at 31st March 2011		As at 31st March 2010	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
SCHEDULE 1 - SHARE CAPITAL				
Authorised :				
1,75,00,000 equity shares of Rs 10 each		2,000.00		2000.00
25,00,000 unclassified shares of Rs.10 each				
Issued and subscribed :				
63,79,732 equity shares of Rs 10 each		637.97		1,011.30
Paid up :				
63,79,732 equity shares of Rs 10 each fully paid up		637.97		1,011.30
		637.97		1,011.30
SCHEDULE 2 - RESERVES AND SURPLUS				
Capital Reserve		0.11		0.11
Foreign Currency Translation Reserve		1.93		(0.00)
General Reserve		81.11		
Share Premium				
As per last Balance Sheet	890.31			
Less: Transferred to Capital Reduction	890.31	—		890.31
Profit & Loss Account		88.59		—
		171.74		890.42

Consolidated Schedules Forming Part of Accounts for The Year Ended March 31, 2011

SCHEDULE 3 - FIXED ASSETS

(₹ In Lakhs)

	GROSS BLOCK			DEPRECIATION					
	Asat 1.4.2010	Acquired during the Period	Deductions during the Period	Asat 31.03.2011	Upto 1.4.2010	Additions during the year	For the the period	Upto 31.03.2011	Asat 31.03.2011
GOWNED ASSETS									
Good will on consolidation	141.01			141.01					141.01
Furniture & Fixtures	88.48	0.60		89.08	71.83	0.08	0.12	72.03	17.05
Office Equipments	50.62	0.48		51.10	35.80	0.07	0.39	36.26	14.84
Computers & Accessories	1,091.95	17.45		1,109.39	1,068.46	5.67	25.66	1,099.79	9.60
Electrical Installation	16.51	0.38		16.89	14.97	0.11	0.30	15.38	1.52
Vehicles	38.09			38.09	26.88		0.36	27.24	10.85
Software Designs	896.12		896.12	0.00	554.65		554.65	(0.00)	0.01
Books		0.03		0.03		0.03		0.03	
GRAND TOTAL	2,322.77	18.94	896.12	1,445.60	1,772.60	5.95	26.82	1,250.72	194.88
Previous year	2,349.40	0.07	35.79	2,313.68	1,753.05	—	27.39	1,772.60	541.08

Consolidated Schedules Forming Part of Accounts for The Year Ended March 31,2011

	As at March 31,2011 ₹ in lakhs	As at March 31,2010 ₹ in lakhs
SCHEDULE 4 - INVESTMENTS		
Long Term Investments - quoted, at cost		
100 Equity Shares of RCS Vanaspati Ltd.	—	0.01
50 Equity Shares of State Bank of India	—	0.11
Unquoted, at cost		
100 Equity Shares of The Kapole Co-op. Bank Ltd.	—	0.01
100000 Equity Shares of SigmaSoft Pte Ltd.	—	—
Government Securities, at Cost :		
National Savings Certificates	—	0.10
	—	0.23
Aggregate Cost of Quoted Long Term Investments	—	—
Market Value of Quoted Long Term Investments :	—	—
SCHEDULE 5 - CURRENT ASSETS		
Sundry debtors (Unsecured, considered good)		
— Domestic	30.59	576.40
— Overseas	237.00	310.71
	267.59	887.11
Cash and Bank Balances		
Cash in Hand	0.21	0.71
In Current Accounts with Scheduled Banks	91.97	94.10
In Fixed Deposit Accounts with Scheduled Banks	0.00	1.81
	92.18	96.62
	359.77	983.73

Consolidated Schedules Forming Part of Accounts for The Year Ended March 31,2011

	As at March 31,2011	As at March 31,2010
₹ in lakhs	₹ in lakhs	₹ in lakhs
SCHEDULE 6 - LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	171.28	352.20
Deposits with Public Bodies	0.00	1.75
Other Deposits	15.27	18.73
Advances to Group Companies	0.00	0.00
Advance Payment against Taxes	165.87	93.89
Other Current Assets	223.97	224.59
	<u>576.38</u>	<u>691.16</u>
SCHEDULE 7- CURRENT LIABILITIES		
Advances from customers	0.00	86.13
Other Liabilities	280.47	218.84
Provision for Income Tax	40.27	26.54
Provision for Bonus , Gratuity	7.04	5.27
	<u>327.78</u>	<u>336.77</u>
SCHEDULE 8- INCOME		
INCOME FROM OPERATIONS		
	For the Year ended 31.03.2011	For the year ended 31.03.2010
Domestic		
Sale of Software Products, Accessories and Services	303.98	180.49
Exports		
Software Products -Accessories & Services	—	876.69
Others	487.35	—
	791.33	1057.18
Other income	4.48	8.76
	<u>795.81</u>	<u>1065.94</u>

Consolidated Schedules Forming Part of Accounts for The Year Ended March 31,2011

	For the Year ended March 31,2011		For the Year ended March 31,2010	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
SCHEDULE 9 - ADMINISTRATIVE AND OTHER EXPENSES				
Payments to and Provisions for Employees :				
Salaries, Bonus etc	408.16		487.43	
Staff welfare	2.20		2.43	
Contributions to Provident and Other Funds	3.48	413.84	5.43	495.29
Other Expenses :				
Advertisement	1.76		1.16	
Brokerage Paid	1.83		0.84	
Conveyance	3.20		2.56	
Travelling Expenses	54.93		19.23	
Printing and Stationery	2.24		2.45	
Postage,Telegram and Telephones	10.08		11.44	
Rent, Rates and Taxes	49.77		55.77	
Vehicle Expenses	1.99		1.63	
Insurance Premium	0.27		3.88	
Electricity Charges	1.51		3.81	
Repairs and Maintenance —				
Premises	1.75		3.22	
Others	0.32		2.34	
Auditors' Remuneration	1.34		1.19	
License Renewal charges	23.27		31.51	
Profession & Legal Fees	17.64		274.25	
General Expenses	113.38		42.12	
Bad Debts	96.02		0.00	
Other overseas expenses	1.13		0.00	
Prior Period Expenses	—		0.84	
Software Purchase	—		9.72	
Loss on sale of Fixed Assets	—		0.80	
Product Distribution Charges	5.03	387.46	6.99	475.75
		801.29		971.04

Balance Sheet Abstract and Company's General Business Profile

(As required by Part IV of Schedule VI to the Companies Act, 1956)

I Registration Details

Registration No. State Code

Balance Sheet Date

II Capital raised during the year (Amount in Rs. Thousands)

Public Issue Right Issue

Preferential Issue Private Placement

III Position of Mobilization and Deployment of Fund (Amount in Rs. Thousands)

Total Liabilities Total Assets

Source of Fund

Paid up Capital Reserves & Surplus

Secured Loans Unsecured Loans

Deferred Payment Liabilities

Application of Fund

Net Fixed Assets Investments

Net Current Assets Misc. Expenditure

Accumulated Losses

IV Performance of Company (Amount in Rs. Thousands)

Turnover Total Expenditure

Profit / Losses Before Tax Profit / Losses After Tax

Earning per Share (in Rs.) Dividend Rate

V Generic Names of Three Principal Products / Services of the Company (as per Monetary terms)

Item Code :

(ITC CODE) :

Product Description : DATA PROCESSING & SOFTWARE DEVELOPMENT

As per our report attached
For R DEVARAJAN & CO
Chartered Accountants

S.V.SUBRAMANIAM
Partner

Mumbai
Dated : 26th May , 2011

For and on behalf of the Board
BIKRAM DASGUPTA
Chairman

ROMIT DASGUPTA
Director

Kolkata
Dated : 26th May , 2011

Cash Flow Statement for the period April-2010 to March-2011

	2010-2011		2009-2010	
	₹ In Lakhs	₹ In Lakhs	₹ In Lakhs	₹ In Lakhs
A Cash from Operating Activities				
Net Profit before Tax and Extraordinary Items		19.89		57.58
Adjustments for				
Add : Depreciation	26.70		26.59	
Add : Miscellaneous Expenditure	—		—	
Add : Interest & Finance Charges	—		2.62	
Less : Interest Income	(0.44)		(0.29)	
Less : Dividend Income	—		0.00	
Add : Profit/Loss on Sale of Shares	0.23	26.50	0.73	29.66
Operating Profit before working Capital Changes		46.39		87.24
Adjustments for Working Capital				
(Increase)/Decrease in Loans and Advances	499.45		18.94	
(Increase)/Decrease in Debtors	613.35		(73.86)	
Increase/(Decrease) in Current Liabilities	(328.94)	—	44.20	(10.72)
Increase/(Decrease) in Provisions	1.77	—	—	—
		785.62		
Cash Generated from Operations		832.02		76.52
Direct Taxes Paid		(17.18)		(13.93)
Cash flow before Extraordinary Items		814.84		62.60
Extraordinary Items				
Transfer of Fixed Assets	341.46			
Purchase of Fixed Assets	(12.41)			
Decrease in Share Capital	(373.33)			
Decrease in Securities Premium	(890.31)			
Increase in General Reserve	81.11	(853.47)		
Net Cash Generated from Operating Activities		(38.63)		62.60
B Cash Flow from Investing Activities				
Intercompany Deposit Made	20.00			
Transfer of Fixed Assets			0.07	
Purchase of Fixed Assets			(0.07)	
Interest Income	0.44		0.29	
Dividend Income				
Net Cash from Investing Activities		20.44		0.29
C Cash Flow from Financing Activities				
Decrease in Share Capital				
Decrease in Securities Premium				
Increase in General Reserve				
Bank Facilities	—		(29.11)	
Term Loan borrowings	—			
Interest and Finance Charges			(2.62)	
Deferred Payment figures (Net)				
Net Cash from Financing Activities		—		(31.73)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(18.20)		31.15
Cash and Cash Equivalents at the beginning of the year	53.61		22.46	
Cash and Cash Equivalents at the end of the year	34.41		53.61	
Cash Generated as per Opening & Closing Cash and Bank Balance		(18.20)		31.15

As per our report attached
For R DEVARAJAN & CO
Chartered Accountants
S.V.SUBRAMANIAM
Partner
Mumbai
Dated : 26th May , 2011

For and on behalf of the Board
BIKRAM DASGUPTA
Chairman
ROMIT DASGUPTA
Director
Kolkata
Dated : 26th May , 2011

Auditors' Certificate

We have examined the attached cash flow statement of **GLOBSYN INFOTECH LIMITED** for the year ended March 31, 2011. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreements with the stock exchanges and is based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company covered by our report dated May 26, 2011 to the members of the Company.

As per our report attached
For R DEVARAJAN & CO
S.V.SUBRAMANIAM
 Chartered Accountants
 Partner
 M. No. : 036157

Mumbai
 Dated : 26th May , 2011

Statement of information regarding Subsidiary Companies

(₹ In Lakhs)

Name of the Subsidiary	Issued & Subscribed Share Capital	Reserves	Total Assets	Total Liabilities	Investments (Excluding Investments made in Subsidiaries)	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit /Loss after Taxation	Dividend (Including Dividend Distribution Tax)
Synergy Information Technology Inc. USA *	137.75	177.75	315.50	315.50	0	82.12	(49.38)	0.00	(49.38)	NIL
Synergy Log-Din Systems Sdn. Bhd. Malaysia **	29.51	24.40	60.75	60.75	0	298.90	4.58	0.00	4.58	NIL
Globsyn Technologies Inc. USA*	347.57	0.00	347.57	347.57	0	0.50	(7.41)	0.00	(7.41)	NIL
Synergy Software Pte. Ltd - Singapore ^	74.30	0.00	74.30	74.30	0	0.00	0.00	0.00	0.00	NIL

* Converted in to Indian Rupees at the exchange rate, 1 USD = ₹ 45.29 for Assets & Liabilities & 1 USD = ₹ 45.597 for Turnover figure.

** Converted in to Indian Rupees at the exchange rate, 1 RM = ₹ 14.95 for Assets & Liabilities and 1 USD = ₹ 14.56 for Turnover figures

^ Converted in to Indian Rupees at the exchange rate, 1 SGD = ₹ 14.95 Assets & Liabilities

Notes:

1. The Conversion rates are taken as on 31.3.2011 for Assets and Liabilities where as for Profit & Loss figures rates are average rate for 12 months from April 2010.
2. The aforesaid data in respect of the Subsidiaries is for a period of 12 months as on 31st March 2011

Globsyn Infotech Limited

401/402, Samartha Vaibhav, Off Link Road, Lokhandwala Complex, Andheri West, Mumbai 400 053

Attendance Slip
27th Annual General Meeting

Please fill the attendance slip and hand it over at the entrance of the Meeting Hall. Joint shareholders may obtain additional slip on request.

DP ID NO..... Regd. Folio/Client ID No.....

I am/we are a registered shareholder/proxy for the registered shareholder of the Company and hereby record my/our presence at the Twenty Seventh Annual General Meeting of the company held at 12.00 Noon on 30th day of September 2011 at Hotel Karl Residency, 36, Lallu bhai Park Road, Andheri (W), Mumbai - 400 058

NAME OF THE SHAREHODLER/PROXY (in block letters)

SIGNATURE OF THE SHAREHOLDER / PROXY

Note: Shareholder / Proxy Holder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and handover the same at the entrance, duly signed

Globsyn Infotech Limited

401/402, Samartha Vaibhav, Off Link Road, Lokhandwala Complex, Andheri West, Mumbai 400 053

PROXY
27th Annual General Meeting

L.F. No. No..... No. of Shares held

I/We of

in the district of being a Member/ members of the Globsyn Infotech Limited, Mumbai hereby appoint of in the district of as my/our proxy to vote for me/us on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held at 12.00 Noon on 30th day of September 2011 at Hotel Karl Residency, 36, Lallu bhai Park Road, Andheri (W), Mumbai - 400 058

Signed this day of 2011.

Regd. Folio/Client ID No:

DP ID No:

No.of Shares:

Signature:

Affix
Revenue
stamp of
Rs.1.00

Note: The Proxy completed in all respects must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.

BOOK POST

If undelivered, please return to :

CB Managemnt Service Private Limited

Unit : globsyn infotech limited
P-22, Bondel Road, Kolkata - 700 019
Ph : 033 – 4011 6700
Fax : 033- 4011 6739
Email : rta@cbmsl.com
web : www.cbmsl.com