

TECHTREK INDIA LIMITED
(Previously known as Zentronics Technologies Limited)

TWENTYSIXTH ANNUAL REPORT 2009-10

BOARD OF DIRECTORS	Mr. P.M.SHAH	: Chairman & Non Executive Director
	Mr. Dilip V Damle	: Independent Director
	Mr. Anthony Clifford Gale	: Non Executive Director
	Mr. Narayanan R. Pisharoty	: Independent Director
AUDITORS	M/s A. PURI & CO CHARTERED ACCOUNTANTS	
BANKERS	INDIAN OVERSEAS BANK	
REGISTERED OFFICE	PLOT NO.124, ROAD NO.17, M.I.D.C, MAROL, ANDHERI (E) MUMBAI – 400093.	

NOTICE OF MEETING:

NOTICE is hereby given that TWENTY SIXTH ANNUAL GENERAL MEETING, of the Members of TECHTREK INDIA LIMITED (Previously known as Zentronics Technologies Limited) will be held at the Registered Office of the Company at Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East), Mumbai 400093 on Thursday, the 30th September, 2010 at 10.00 a.m to transact the following business as:

ORDINARY BUSINESS:

1. To Consider and adopt the Audited Profit and Loss Account of the Company for the ended 31st March, 2010 and Balance Sheet as at that date, and the reports of the Directors, Company Secretaries and the Auditors thereon.
2. To appoint a Director in place of Mr. Anthony Clifford Gale who retires by rotation and being eligible, offers himself for re-election.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

TO AUTHORISE TO MORTGAGE AND/OR CHARGE THE PROPERTIES OF THE COMPANY

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded in terms of section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to mortgaging and/or charging by the Board of Directors of the Company, by way of first /second charge of all the immovable and movable properties of the Company in favour of the bankers, financial institutions, State Financial Institutions, or other lenders, to secure the credit facilities not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) for credit facilities sanctioned/ to be sanctioned by bankers, institutions etc from time to time to the Company together with interest, further interest, liquidated damages, costs, charges, expenses and all other monies payable by the Company to bankers, institutions etc by the company in respect of the said limit.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to finalise with SEDBI the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

TO AUTHORISE TO MORTGAGE AND/OR CHARGE THE PROPERTIES OF THE COMPANY

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

"RESOLVED THAT the consent of the members be and is hereby accorded to the Board of Directors under section 293(1)(d) of the Companies Act, 1956 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the money already borrowed by the Company's bankers, institutions, or any other lenders in the ordinary course of business may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any

specific purposes, provided however, the total amount so borrowed shall not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crores Only).”

Place: Mumbai.

Date: 2nd September, 2010

Registered Office:

Plot No. 124, Road No. 17,
M.I.D.C., Marol, Andheri (East),
Mumbai – 400093.

By Order of the Board of Directors

**P. M. SHAH
CHAIRMAN**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED TO BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
- The Register of Member will remain close from 29th September, 2010 to 30th September, 2010 (both days inclusive).
- Please intimate the changes, if any, in your registered address, to the Company’s Registrar & Share Transfer Agent at the following address:-
Purva Sharegistry (India) Private Limited
Shiv Shakti Industrial Estate, Unit No.9, J R Boricha Marg,
Sitaramil Compund, Lower Parel, Mumbai – 11, Ph No: 022 23018261 email:
purvashr@mtnl.net.in
- Shareholders who have multiple folios in identical names or joint names in the same order are requested to intimate to Company to consolidate all such share holding into a single folio.
- Shareholders desiring any information as regards the Accounts are requested to write to the Company at any early date so as to enable the Management to keep the information ready.
- At the ensuing Annual General Meeting Mr. P M Shah – Director, retires by rotation and being eligible offers himself for re-appointment, the brief resume of the director is as under:

Name	Mr. Anthony Clifford Gale
Age	61 Years
Qualification	F.C.A.
Expertise in Specific Area	FINANCE
Date of First Appointment on the Board of the Company	8.1.2009
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	Tech Trek Technologies(India) Limited

EXPLANATORY STATEMENT

PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4 & 5 – Authority to the board to borrow in excess of paid up capital and free reserves and to authorise to mortgage and/or charge the properties of the company

To meet the future needs of the constantly expanding business of the Company and its capacity to utilize the funds effectively and efficiently, it is considered desirable that the Board of Directors should be authorized to borrow from time to time all sum of moneys for the purpose of the Business of the Company, notwithstanding the money to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Companies bankers in the ordinary course of Business) will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, Reserves not set apart for any specific purpose, upto a limit of Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

Further the Board of Director should also be authorized to secure the borrowing by creation of mortgages and/or charges on the assets of the company and/or by issuing Convertible or Non-convertible Debentures whether to Public or specified individuals, banks, financial institutions, State Financial Institutions, Mutual Funds or other lenders of such nominal value and on such terms and conditions as to the duration and the manner of redemption or conversion of debentures, the interest payable and as to the security, as may be decided by the Board of Directors of the Company in the best Interests of the Company

In terms of the provisions of section 293(1)(a) & (d) of the Companies Act, 1956, these requires approval of the members in the General Meeting of the company, the resolution is proposed for the approval of the member as an Ordinary Resolution.

Your Board recommends to pass the above said resolution through the postal ballot process as per provisions of the section 192A of the Act read with the Companies [Passing of resolution by Postal Ballot] Rules, 2001.

None of the Directors are interested in the resolution.

Place: Mumbai.

Date: 2nd September, 2010

Registered Office:

Plot No. 124, Road No. 17,
M.I.D.C., Marol, Andheri (East),
Mumbai – 400093.

By Order of the Board of Directors

**P. M. SHAH
CHAIRMAN**

DIRECTORS REPORT OF THE SHAREHOLDERS

Your Directors have pleasure in presenting their 26th Annual Report with the Audited Account of the Company for the period ended 31st March, 2010.

FINANCIAL RESULTS:

	For the year ended on 31.03.2010	(Rs. in Lac) For the year ended on 31.03.2009
Total Income	134.17	149.50
Total Expenditure	49.06	78.65
Profit / (Loss) before Taxation	85.11	70.85
Provision for Tax	20.00	18.00
Profit / (Loss) after Taxation	65.50	53.80
Balance b/f from Previous Year	(440.06)	(493.86)
Balance Carried to Balance Sheet	(369.79)	(440.06)

OPERATIONS:

The total income for the period ended 31.03.2010 was Rs 134.17 Lac (Previous Year Rs. 149.49 Lac). The Profit After Tax is Rs 65.50 Lac (Previous Year Rs. 53.80 Lac).

CURRENT STATUS AND FUTURE PLANS OF COMPANY:

The Company has not been able to start any Manufacturing activities due to pending litigations and clearing of debts. The management has decided to exit the main business activities in the year 2007-08 and altered its main object to IT and IT enabled services as the existing CEO Mr. Naresh Malhotra and his associates has vast knowledge and experience in IT Sector. The Company will be benefited from his rich knowledge and experience. To generate some income the Company has started to lease the premises. The company's proposed business plans could not be materialized, due to worldwide recession during the period 2008-09 and 2009-10. The management is giving its best efforts to generate the income from the IT and IT enabled services.

CHANGE OF NAME

The Company has changed its name from Zentroncis Technologies Limited to Techtrek India Limited in the Extra Ordinary General Meeting held on 23rd February, 2010, considering brand name and goodwill of "TECHTREK"(Group Company Name) in the international market.

DIVIDEND:

In view of the accumulated losses, your Directors have decided not to recommend any dividend for the year under review. (Previous Year: Nil).

FIXED DEPOSITS:

The Company has not invited / accepted / renewed any fixed deposits as per the provisions of Section 58 A of the Companies Act 1956 from the public during the year under review.

CONSERVATION OF ENERGY:

The company is into Services Industry hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be **NIL**.

TECHNOLOGY ABSORPTION FOREIGN EXCHANGE EARNING AND OUTGO:

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PARTICULARS OF EMPLOYEES:

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1974 are mentioned below:

Name & Designation	Age	Date of Appointment	Experience in years	Gross Remuneration (In Rupees)
Mr. Naresh Malhotra CEO	66	1.10.2009	35	Rs. 20,00,000/-

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act 1956, the directors would like to state that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the Annual Accounts on a going concern basis.

AUDITORS:

M/s. A. Puri & Co, Auditors of the Company retire at the conclusion of ensuring Annual General Meeting and are eligible for reappointment. You are requested to appoint Auditors to hold of his until the next Annual General Meeting.

AUDITORS REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence do not call, any further comments under Section 217 of the Companies Act 1956.

SECRETARIAL AUDITORS REPORT:

The Compliance Certificate under section 383A has been obtained from the Practicing Company Secretary and is form part of the Balance Sheet.

DIRECTOR RETIRE BY ROTATION

Mr. Anthony Clifford Gale retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Directors recommends his re-appointment.

CORPORATE GOVERNANCE REPORT

A separate report on corporate governance is attached herewith which may be considered as a part of Directors' Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A separate report on "Management Discussion and Analysis Report" is attached herewith which may be considered as a part of Directors' Report.

APPRECIATION:

Your Company & its Directors wish to extend their sincerest thanks to the Bankers, State Government, Customers, Suppliers and Staff for their continuous co-operation & guidance.

For and on behalf of Board of Directors.

Place : Mumbai

Dated: 2nd September, 2010

Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The management of your Company presents its analysis covering the performance of the Company during the year 2009-2010 and an outlook for future.

INDUSTRY STRUCTURE, DEVELOPMENT:

Your Company is engaged in IT Business and IT Enabled Services. The company has no manufacturing activities.

PERFORMANCE

The Company has not been able to start any commercial operations due to pending litigations, labour problems etc since 1998 year. The present major income of the Company comes from the rental income.

SEGMENT-WISE PERFORMANCE:

The Company is not manufacturing any products. Thus no segment wise performance is given.

THREATS

This IT & IT enabled services has undergone significant changes during the past few years. Due to one or other reasons, the Company's ability to run the business has been affected and has been suffering continuous losses. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well.

EXPLORATION:

The Company in the year 2007-2008 has changed its name and object to IT & IT enabled services. The management are evaluating various offers and opportunities suitable to the best interest of the Company.

STRENGTH

The existing CEO and his associates, has a strong technical knowledge and experience in the IT sector. Their experience and expertise in the IT Sector can be used as a tool to come out of dire health to healthy financial state.

OPPORTUNITIES AND OUTLOOK

The IT industry is showing healthy signs of growth after the worldwide recession in 2008-09. The Company is trying to augment working capital limits and looking to reach optimum operation levels. The Company's focus will be on sustaining its competitive edge and maximizing growth through available opportunities, by means of on-going efforts towards offering value-added products and services, reducing delivery lead times, lowering costs, rationalizing resources, increasing productivity, strengthening the IT infrastructure and further improving its service. The long term outlook for the IT Industry is good.

RISKS AND CONCERNS

Your company is working essentially in global market place. Global macro economic factors remain permanent risks attached to our existing and proposed business. Further the booming market has seen

new players entering the markets, which will also be a concern. However the capability of providing quality services, timely completing of projects and the excellent performance will provide the competitive edge to the Company's proposed business in this sector.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The audit committee reviews the implementation of management policies to ensure that transaction has been accurately recorded and promptly reported.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with workers at plant and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance:

The Company's philosophy is to aim at the highest levels of quality management through transparency and commitment to all the stakeholders viz. its shareholders, employees, Government, lenders (Banks/Financial Institutions) and the promoters.

Board of Directors:

The Board of Directors provides the strategic direction and thrust to the operations of the Company. The Board has a Non Executive Chairman and 3 other Directors. Out of these, 2 members are Independent Directors.

Board procedures:

The Director prepares the agenda in consultation with the Board of Directors and the Chairman of the various committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance of the meetings. The meetings are held at the Registered Office of the Company.

Attendance at Board Meeting:

During the year under review, the Board of Directors met 11(Eleven) times on 10th April, 2009, 17th April, 2009, 30th April, 2009, 31st July, 2009, 3rd September 2009, 10th September 2009, 31st October 2009, 28th December, 2009, 27th January, 2010, 31st January 2010 and 30th March 2010. The attendance record of the Directors at each Board meeting and the last Annual General Meeting held on 30th September, 2009 is given below:

Name of Director	Type of Director	Board Meeting Attended	AGM Attended	No. of Committee Memberships held (excl. Private Cos.)	No. of outside Directorships Held (excl. Private Cos.)
Mr. Praveen Shah	Chairman & NED	11	Yes	NIL	NIL
Mr. Dilip Damle	Director	11	Yes	NIL	NIL
Mr. Anthony Clifford Gale	Non Executive Director	-	No	NIL	NIL
Mr. Narayanan Rama Pisharoty	Independent Director	11	Yes	NIL	NIL

Brief Resume of Directors seeking re-appointment:

A brief resume of Directors seeking re-appointment at the 26th Annual General Meeting is given in notes to the Annual Report.

Audit Committee:

The Audit Committee consists of three Non Executive Directors viz. The Audit Committee met 5(Five) times on 30th April, 2009, 31st July, 2009, 3rd September, 2009, 31st October 2009, and 31st January 2010.

Sl. No.	Name	Category of Membership
1.	Mr. Dilip Damle	Chairman
2.	Mr. P M Shah	Member
3.	Mr. Narayanan Rama Pisharoty	Member

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges.

The Attendance of Directors at the Audit Committee Meetings held during the year ended 31st March 2010 is given below:

Sl. No.	Name	Meetings Held	Meetings Attended
1.	Mr. Dilip Damle	Chairman	5
2.	Mr. P M Shah	Member	5
3.	Mr. Narayanan Rama Pisharoty	Member	5

Shareholders/Investors Grievance and Share Transfer Committee

The Shareholders/Investors Grievance and Share Transfer Committee consists of three Non Executive Directors viz.

Sl. No.	Name	Category of Membership
1.	Mr. Dilip Damle	Chairman
2.	Mr. P M Shah	Member
3.	Mr. Narayanan Rama Pisharoty	Member

The Committee oversees the performance of share transfer and recommends measures to improve the shareholders/investors service.

The Committee met 5(Five) times on 30th April, 2009, 31st July, 2009, 3rd September, 2009, 31st October 2009, and 31st January 2010. The Attendance of Directors at the Shareholders/Investors

Sl. No.	Name	Meetings Held	Meetings Attended
1.	Mr. Dilip Damle	Chairman	5
2.	Mr. P M Shah	Member	5
3.	Mr. Narayanan Rama Pisharoty	Member	5

Remuneration Committee:

The Remuneration Committee comprise of three Directors viz :

Sl. No.	Name	Category of Membership
1.	Mr. Dilip Damle	Chairman
2.	Mr. P M Shah	Member
3.	Mr. Narayanan Rama Pisharoty	Member

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

The Non-executive Directors are not paid commission not the sitting fees for attending meetings of the Board or Committee thereof.

No Remuneration Committee Meeting held during the year ended 31st March 2010.

General Body Meetings:

(i) The particulars of Annual General Meetings held during the last three years are as under:

Year	Date and Time	Venue
2009	30 th September, 2009 9.30 a.m.	Registered Office : Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East), Mumbai 400093
2008	30 th September, 2008 9.30 a.m.	Registered Office : Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East), Mumbai 400093
2007	29 th September, 2007 9.30 a.m.	Registered Office : Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East), Mumbai 400093

(ii) The particulars of Extra-Ordinary General Meetings held during the last three years are as under:

Year	Date and Time	Venue	Particulars
2008	14 th December, 2007 at 11.00 a.m.	Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East), Mumbai 400093	Change of Name Change of Object
2007	-- N.A.--	-- N.A.--	-- N.A.--
2006	-- N.A.--	-- N.A.--	-- N.A.--

(iii) Special Resolution passed in the previous three Annual General Meeting

No Special Resolution was passed in the last three Annual General Meeting.

(iv) Postal Ballot

No postal ballot was conducted in the year 2009. As on date, the Company does not have any proposal to pass any special resolution by way of postal ballot.

Disclosures:

- a. Related Party Transactions: Disclosure on transaction(s) with related party as required under Accounting Standard 18 has been incorporated in the Notes to the Accounts.
- b. There have been no instances of non-compliance with Stock Exchange (except those related to furnishing of quarterly results and related communication) or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any statutory authority for any violation related to Capital Markets during the last three years.
- c. The Company has complied with the requirements of the Listing Agreement with the Stock Exchanges as well as with the Regulations of the Securities and Exchange Board of India, subject to note (b) above.
- d. Our risk management procedures ensure that the management control risks through means of a properly defined framework.
- e. Our whistle blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action. The Company's personnel have not been denied access to the Audit Committee.

Means of Communication:

The Quarterly Financial Results have not been published in English and vernacular newspapers.

Management discussion and Analysis Report:

The Management Discussion and Analysis (MDA) giving an overview of the Company's business and its financial etc. is provided separately as part of this Annual Report.

Code of Conduct:

The code of Conduct for all the members of the Board and senior management of the Company has been prepared.

Shareholders' Information:

1. Annual General Meeting

Date : 30th September, 2010

Time : 10.00 a.m

Venue : Plot No.124, Road No.17, M.I.D.C., Marol, Andheri (East),
Mumbai 400093

2. Book Closure Date

29th September, 2010 to 30th September, 2010

3. Financial Calendar

April, 2009 to March, 2010

Results for the quarter ending June 30, 2010	Last week of July 2010 (tentative)
Results for the quarter ending September 30, 2010	Last week of October 2010 (tentative)
Results for the quarter ending December 31, 2010	Last week of January 2011 (tentative)
Results for the quarter ending 31 st March, 2011	Last week of April 2011 (tentative)
Annual General Meeting for financial year 31 st March, 2011	On or before 30 th September,2011

4. Listing of Shares on Stock Exchanges

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited.

Stock Code: 513153

The ISIN No. is not allotted.

5. Status of Listing Fees

The Company has paid Listing Fees for the year 2009-10 to the Bombay Stock Exchange Limited.

6. Stock Price Data

The shares of the Company are not traded on any stock exchange as the trading of the Company is suspended due to certain non-compliances.

7. Registrar and Share Transfer Agents**Purva Sharegistry (India) Private Limited**

Shiv Shakti Industrial Estate, Unit No.9, J R Boricha Marg,

Sitaramil Compund, Lower Parel, Mumbai – 11,

Ph No: 022 23018261 email: purvashr@mtnl.net.in

8. Shareholding Pattern as on 31.03.2010

Category	No. of Shares	Percentage
Promoters and Persons acting in concert	500000	13.77
Mutual Funds	NIL	NIL
Financial Institutions/Banks	NIL	NIL
Foreign Institutional Investors	NIL	NIL
Private Corporate Bodies	244700	6.74

Public	2885520	79.49
NRI's	NIL	NIL
Clearing Members	NIL	NIL
TOTAL	3630220	100

9. Distribution Schedule As On 31.3.2010

Holding of nominal value of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 5000	1472	47.13	6456910	13.73
5001 to 10000	1009	32.31	8954010	19.04
10001 to 20000	358	11.46	5481000	11.66
20001 to 30000	98	3.14	2520990	5.36
30001 to 40000	30	0.96	1084000	2.31
40001 to 50000	51	1.63	2491000	5.30
50001 to 100000	46	1.47	3256000	6.93
100001 & above	59	1.90	16772000	35.67
Total	3123	100.00	3630220	100.00

10. Percentage of Shares held in physical & dematerialized form:

As on 31st March 2010, all Shares are in physical form.

11. Address for Correspondence:

Zentronics Technologies Limited
Plot No.124, Road No.17, M.I.D.C.,
Marol, Andheri (East), Mumbai 400093
Ph No. 022 66970711 email: invest@zentronics.in

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management personnel have confirmed compliance with the code of conduct for the financial year ended 31st March 2010.

For And On Behalf Of Board Of Directors

Date: 2nd September, 2010

Place: Mumbai

Chairman

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Techtrek India Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Techtrek India Limited (Previously known as Zentronics Technologies Limited) for the year ended on 31st March, 2010 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our Examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of an 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 and the representations made by the Directors and the Management, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement under the clause 49 except that, the website designing and posting of necessary information of the listing requirements on the company's website is not done. However, though it has been explained to us the management of the company is committed to be persistent in their efforts to ensure that these conditions are also fulfilled at the earliest.

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.

A. PURI & CO
Chartered Accountants

Place: Mumbai
2nd September, 2010.

(Ashok Puri)
Proprietor
Membership No. 13203