



2011



Annual Report 2010-11



BOARD OF DIRECTORS

- R. GANAPATHI** - Chairman and Executive Director
- Dr. P. RAJA MOHAN RAO** - Non - Executive Director
- C.V. RAO** - Non - Executive Director
- Dr. C. RAO KASARABADA** - Non - Executive Director
- Ms. P. BHAVANA RAO** - Non - Executive Director
- VIVEK KULKARNI** - Independent Director
- MAULIK SHAH** - Independent Director
- CH. V.V.PRASAD** - Independent Director
- VIVEK KHARE** - Independent Director
- Dr. B. R. PATIL** - Independent Director

CHIEF FINANCIAL OFFICER
MILIND TELAWANE

COMPANY SECRETARY
RAJESH SHIRAMBEKAR

AUDITORS
PRICE WATERHOUSE
CHARTERED ACCOUNTANTS

BANKERS
PUNJAB NATIONAL BANK
ING VYSYA BANK
HDFC BANK

REGISTERED OFFICE
UNIT 27, SDF I,
SEEPZ - SEZ, ANDHERI (E),
MUMBAI 400 096.

US OFFICE
100, METROPLEX DRIVE, EDISON, NJ 08817 USA.

GERMANY OFFICE
JULIUS-MOSER –STR.9
D-75179 PHORZHEIM, GERMANY.

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NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **Trigyn Technologies Limited** will be held on Wednesday, September 28, 2011 at 3.30 p.m. at All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. R. Ganapathi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr. P. Raja Mohan Rao, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Ch. V. V. Prasad, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s Price Waterhouse, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

6. To appoint a director in place of Dr. B. R. Patil, who was appointed as an Additional Director of the Company by the Board of Directors on October 1, 2010, pursuant to Article 131 of the Articles of Association of the Company and under Section 260 of the Companies Act, 1956 and in respect of whom notice in writing have been received by the Company from a member proposing his candidature for the office of a director and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution, the following:-

"RESOLVED THAT Dr. B. R. Patil be and is hereby appointed as the Director of the Company."

7. To appoint a director in place of Ms. P. Bhavana Rao, who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting held on February 9, 2011, pursuant to Article 131 of the Articles of Association of the Company and under Section 260 of the Companies Act, 1956 and in respect of whom notice in writing have been received by the Company from a member proposing her candidature for the office of a director and to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution, the following:-

"RESOLVED THAT Ms. P. Bhavana Rao be and is hereby appointed as the Director of the Company."

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary & Head - Legal

Regd. Office :
27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 24, 2011

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 in respect of Items nos.6 and 7 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2011 to September 28, 2011 (both days inclusive).
4. The instrument appointing a Proxy should be deposited at the Registered Office of the Company not less than fortyeight hours before the time fixed for the meeting.
5. Members / Proxies should bring the Attendance Slip duly filled in and hand over the same at the entrance of the place of the meeting.
6. Members desiring any information on the business to be transacted at the meeting are requested to write to the Company at least ten days in advance to enable the Management to keep the information ready at the meeting, to the extent possible.
7. Members are requested to inform any change in their address immediately to the Company's Registrar & Transfer Agents in case physical shareholding or their respective Depository Participants so far as electronic shareholding is concerned.
8. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting.

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

Item No.6 & 7

Dr. B. R. Patil and Ms. P. Bhavana Rao were appointed as Additional Directors on the Board of the Company with effect from October 1, 2010 and February 9, 2011, respectively, under Article 131 of the Articles of the Association of the Company and under Section 260 of the Companies Act, 1956.

Dr. Patil and Ms. Rao holds their respective offices as Additional Director up to the date of the ensuing Annual General Meeting of the Company.

Notice in writing have been received from a members of the Company under Section 257 of the Companies Act, 1956 signifying his intention to propose the aforesaid Directors as the candidate to the office of the Director of the Company.

A brief profile of the aforesaid Director pursuant to Clause 49 of the Listing Agreement is mentioned in elsewhere in the notice convening the meeting.

It would be in the interest of the Company to avail of the valuable experience and guidance of Dr. Patil and Ms. Rao. The Board recommends the appointment of Mr. Patil and Ms. Rao as Directors of the Company.

Dr. Patil is concerned or interested in resolution no.6 in respect of his own appointment.

Dr. P. Raja Mohan Rao is concerned or interested in resolution no.7 in respect of appointment of his relative.

Save as aforesaid, none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary & Head - Legal

Regd. Office :

27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096
Place : Mumbai
Date : August 24, 2011

Information pursuant to Clause 49 of the Listing Agreement on the re-appointment of Directors

R. Ganapathi

Mr. R. Ganapathi is the Chairman and Executive Director of Trigyn. He is an IIT, Madras graduate with a B.Tech Degree. He is also a fellow of the Indian Institute of Foreign Trade. He gained a rich experience while working with Bharat Heavy Electricals Ltd. and Best & Crompton Ltd. has rich experience. He is actively involved in execution of welfare projects undertaken by Rotary Club, Chennai. He is having a marketing consultancy firm in the areas of power projects and power transmission. He is also associated with software training. He represents as a nominee of Electronics Corporation of Tamilnadu on board of companies.

Dr. P. Raja Mohan Rao

Dr Raja Mohan Rao is a doctorate in Economics and was associated with National Council of Applied Economic Research as a research fellow. He is the Managing Director of United Telecom Ltd. After education, he was involved with setting up of various companies in the telecommunications sector. He was instrumental in setting up J T Mobile, a cellular mobile telephone company in AP and Karnataka, which is now a part of AIRTEL. He also served as the President of Telecom Equipment Manufacturers Association of India during 1993-94. He is also an avid social worker actively involved in many philanthropic activities.

Mr. Ch. V. V. Prasad

Mr. Ch. V. V. Prasad holds Diploma in Mechanical engineering from Bangalore University. He is involved in manufacturing, research and development, electronic design, fabrication in telecommunication/PCB/Computer industries.

Dr. B. R. Patil

Dr. Patil has done his doctorate from University of Illinois, U.S.A. with specialization in theories of communication, transfers of technologies and development; and in the application of survey research, sampling, statistical, econometric and computerized techniques and qualitative and participatory methods. Dr. Patil has also done Masters and Bachelors from University of Pune, with specialization in development administration, community development, local self-government, institution and leadership building, and socioeconomic change.

Dr. Patil has to his credit rich experience of 35 years in research, training and consulting experience at progressively higher levels in leading national and international organizations like World Bank (WB), Asian Development Bank (ADB), various divisions of United Nations, Canadian International Development Agency (CIDA), Swedish International Development Agency (SIDA), Center for Development Research (CDR) Sweden, South Asia Partnership (SAP) Canada, Aga Khan Foundation (AKF), Lutheran World Service (LWS), Johns Hopkins University (JHU), University of Lovain (UOL) Belgium, Leicester University (LU) UK and for many other universities, government, private, voluntary and cooperative agencies in India and South Asia.

Ms. P. Bhavana Rao

Ms. P. Bhavana Rao has done her graduation in B Tech (IT) and post graduation in MBA (Human Resource). She has rich work experience in the field of Information Technology, e-Governance, Education Training and Telecom. She won award in Citation for Excellence from PES Institute of Technology, in recognition of involvement in research activities, and achieving accolades in various competitions and Special Mention Award at the CSI Regional (South) Competition for Young IT Professionals (2004) for paper titled 'A Versatile Web-Enabled E-learning Engine at a mouse click'.

By Order of the Board of Directors
For Trigyn Technologies Limited

Rajesh Shirambekar
Company Secretary & Head - Legal

Regd. Office :

27, SDF I, SEEPZ, M.I.D.C.,
Andheri (East),
Mumbai - 400 096

Place : Mumbai

Date : August 24, 2011

DIRECTORS' REPORT

Your Directors present the Twenty Fifth Annual Report and audited statement of accounts of Trigyn Technologies Limited for the year ended March 31, 2011.

FINANCIAL RESULTS:

Item	(Rs. In Lakhs)	
	Year ended March 31, 2011	Year ended March 31, 2010
Income from operations	2746.92	2528.13
Other Income	184.11	177.89
Depreciation	89.73	79.86
Other Expenditure including Personnel costs	1946.61	
Profit before Tax	544.00	679.55
Fringe benefit tax	-	0.80
Profit after tax	544.00	678.75
Add : Exceptional Items	-	409.65
Net Profit	544.00	1088.40
Add: Balance Brought Forward	(59937.52)	(61025.91)
Balance To Be Carried Forward	(59393.51)	(59937.52)

OPERATIONS :

During the year under review, the Company achieved a net turnover of Rs.2746.92 lakhs as against Rs. 2528.13 lakhs in the previous year. Deducting there from the expenditure incurred and Rs.89.73 lakhs for Depreciation, the operations of your Company resulted in to a net profit of Rs.544 lakhs.

United Telecoms Limited (UTL), the Promoters, have further strengthened it's commitment and confidence in the Company by subscribing in full towards equity shares of Rs. 10/- each at a premium of Rs.8.81 per share on conversion 41,40,000 warrants allotted on December 4, 2009, in terms of the SEBI (ICDR) Regulations, on preferential basis.

Your Directors are confident that in view of the aforesaid financial commitment by the Promoters, your Company will continue to be a **debt free** Company with an improved performance in the current fiscal and foresee a better future outlook.

INCREASE IN SHARE CAPITAL:

The Company has issued and allotted 13,80,000 and 14,45,000 equity shares to United Telecoms Limited (UTL) on March 30, 2011 and June 2, 2011, respectively, on conversion of warrants.

Consequent to allotment of the equity shares, as stated above, the paid up share capital of your Company has increased to Rs.29,34,87,360/-. The amount mobilized by preferential issue of shares was utilized for meeting working capital needs.

DIVIDEND:

In view of carried forward losses, your Board of Directors do not recommend any dividend.

SUBSIDIARIES:

The consolidated financial statements presented by the Company include financial information of its subsidiaries prepared in compliance with applicable accounting standards. The Ministry of Corporate Affairs, Government of India, vide its circular no.5\12\2007-CL-III dated February 8, 2011 has granted general exemption under Section 212 (8) of the Companies Act, 1956 from attaching the balance sheet, profit and loss account and other documents of the subsidiary companies, to the balance sheet of the Company, provided certain conditions are fulfilled. Accordingly, annual accounts of the subsidiary companies and the related detailed information will be made available to the holding and subsidiary companies shareholders seeking such information. The annual accounts of the subsidiaries will also be kept for inspection by any shareholder at Registered Office.

Particulars of loans /advances and investment in its own shares by listed companies, their subsidiaries, associates etc. required to be disclosed in the annual report of the Company pursuant to clause 32 of the Listing Agreement and loans and advances in the nature of loans to subsidiaries are given in the statement of accounts forming part of the Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS:

The Management Discussion & Analysis Report as annexed hereto and forms an integral part of this report.

FIXED DEPOSITS:

The Company has not accepted any fixed deposits and as such, no principal or interest amount is outstanding as on the Balance Sheet date.

CERTIFICATIONS:

Your Company has been accredited with CMMI VER 1.2 Level 3 certification, implying strong management practices and processes in place aiding in planning and execution of projects.

Your Company also has an accreditation from Microsoft Corporation as the "Microsoft Gold Certified Partner" in the area of Custom Development Solution and Data Management Solution, recognizing the highest level of technological excellence, market place impact and satisfaction of customers through Microsoft products and services.

Your Company has also entered into a Channel Partner Agreement with EMC Corporation, USA to provide services related to Content Management EMC Software. This Partnership will enable your Company to provide product implementation, customization, transition and building solution around the products for various verticals.

During the year your Company has successfully renewed and certified with ISO 9001:2008.

DIRECTORS:

Dr. B. R. Patil and Ms. P. Bhavana Rao were appointed as Additional Directors of the Company w.e.f. October 1, 2010 and February 9, 2011, respectively, subject to the approval of the members at the ensuing Annual General meeting.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. R. Ganapathi, Dr. P. Raja Mohan Rao and Mr. Ch. V. V. Prasad retires by rotation and being eligible offers themselves for the re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to section 217(2AA) of the Companies Act 1956, the Directors confirm that :

- i) The annual accounts have been prepared as per the applicable accounting standards, along with proper explanations relating to material departures.
- ii) Appropriate accounting policies have been selected and applied consistently and judgements and estimates have been made that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the profit & loss account for the year ended March 31, 2011.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and detecting fraud and other irregularities.
- iv) The annual accounts have been prepared on a going concern basis.

EMPLOYEE STOCK OPTION PLAN (ESOP):

Details required to be provided under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in Annexure I to this Report.

CORPORATE GOVERNANCE:

A Report on Corporate Governance for the year 2010-11 is given separately in the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY:

With a noble cause to help the deserving people in the society, during the year, your Company has donated Rs.8,35,800/- to the charitable institutions engaged in the activity of medical centre, upliftment of the down trodden and assisting the old age people.

The donation amount is within the limits prescribed under Section 293(1)(e) of the Companies Act, 1956.

AUDITORS QUALIFICATIONS :

The Auditor's remarks in the Auditor's Report are self explanatory. The management is taking appropriate measures to rectify the same.

AUDITORS:

M/s Price Waterhouse, Chartered Accountants, have confirmed their willingness and eligibility for their re-appointment as Statutory Auditors for the financial year 2011-12 subject to approval of members at the ensuing Annual General Meeting.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

In view of the nature of activities that are being carried on by your Company, rule 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption, respectively, are not applicable to your company. Your company is, however, making all efforts for reducing energy consumption at office facilities by installing computer systems designed for low power consumption.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The foreign exchange earnings of your Company during the year were Rs 27,23,49,742/- (Previous year Rs.25,28,12,830/-) while the outgoings were Rs. 3,93,60,422/- (Previous year Rs.1,10,82,741/-).

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956:

Information to be provided under section 217(2A) of the Companies Act, read with the Companies (Particulars of Employees) Rules 1975 as amended from time to time forms a part of this report. However as per the provisions of section 219 (1)(b)(iv) of the Act, the report and accounts are being sent to all the members excluding the statement containing the particulars of employees to be provided under section 217(2A) of the Act. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company for a copy.

ACKNOWLEDGEMENTS:

Your Directors gratefully acknowledge the contributions made by the employees towards the success of your Company. Your Directors are also thankful for the co-operation and assistance received from its shareholders, customers, vendors, bankers, SEEPZ, regulatory and Government authorities in India and abroad.

On behalf of the Board of Directors
R. Ganapathi
Chairman and Executive Director

Mumbai,
Date: August 24, 2011

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Directors including Executive Directors, Non-Executive Directors and Senior Management Officials, which is available on the Company's web site.

I confirm that the Company has in respect of the financial year ended March 31, 2011, received from the Senior Management Officials of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Officials means personnel on the key management positions in the Company as on March 31, 2011.

For Trigyn Technologies Limited

Mumbai
August 24, 2011

R. Ganapathi
Chairman and Executive Director

INFORMATION REGARDING EMPLOYEE STOCK OPTION PLAN

(As on March 31, 2011)

Sr.	Particulars	ESOP – 2000	ESOP – 1998
1	Number of stock options granted	10,78,000	31,000
2	Pricing Formula	Market Price	Rs.265 per option or prevailing market price whichever is higher
3	Number of options vested	4,92,050	1,500
4	Number of options exercised	20,750	Nil
5	Total number of shares arising as a result of exercise of option	20,750	Nil
6	Number of options cancelled / lapsed	10,350	1,000
7	Variation of terms of options	Exercise Period extended up to May 6, 2020	Nil
8	Money realized by exercise of options	2,07,500	Nil
9	Total number of options in force	5,59,950	500
10	employee wise details of options granted to:		
	(i) senior managerial personnel	Mr. R. Ganapathi – 1,00,000 Mr. Homi Panday – 2,40,000 Mr. Thomas Gordon – 1,50,000	Nil
	(ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	Nil	Nil
	(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Same as (i) above	Nil
11	diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share	2.00	2.00
12	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Nil	Nil
13	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	1,00,000 options were granted during the year	No options were granted during the year
14	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	Nil	Nil
	(i) risk-free interest rate,	Nil	Nil
	(ii) expected life,	Nil	Nil
	(iii) expected volatility,	Nil	Nil
	(iv) expected dividends,	Nil	Nil
	(v) the price of the underlying share in market at the time of option grant.(in Rs.)	Nil	Nil

STATEMENT PURSUANT TO SECTION 212(1) (E) AND (F) OF THE COMPANIES ACT, 1956

Name of the Subsidiary	Leading Edge Infotech Limited	eCapital Solutions (Bermuda) Ltd.
The financial year of the Subsidiary ended on	March 2011	March 2011
Number of equity shares held by Trigyn Technologies Limited in the subsidiary company on the above date	500000	7350000
Holding company's interest (%)	100	100
The net aggregate profit/(loss) of the subsidiary company so far as it concerns the holding company		
I) not dealt with in the accounts of Trigyn Technologies Limited		
a) for the subsidiary's financial year ended as above	(10,11,147)	(14,51,122)
b) for the previous financial years of the subsidiary since it became subsidiary of Trigyn Technologies Limited	(10,14,207)	(38,55,40,375)
II) dealt with in the accounts of Trigyn Technologies Limited		
a) for the subsidiary's financial year ended as above	Nil	Nil
b) for the previous financial years of the subsidiary since it became subsidiary of Trigyn Technologies Limited	Nil	Nil

For Trigyn Technologies Ltd.

R. Ganapathi
Chairman and Executive Director

Dr. P. Raja Mohan Rao
Director

Milind Telawane
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

Place: Mumbai
Date: August 24, 2011

SUMMARISED FINANCIAL INFORMATION OF SUBSIDIARIES

Disclosure as per order of Ministry of Corporate Affairs vide General Circular Letter No.2/2011-CL-III dated February 8, 2011.

Rs. in lakhs

Particulars	Leading Edge Infotech Ltd.	eCapital Solutions (Bermuda) Ltd.
Capital	50.00	2724.23
Reserves	Nil	1513.12
Total Assets (Gross)	5.27	176.18
Total Liabilities	5.63	84.90
Details of Investments (except in case of subsidiaries)	Nil	Nil
Turnover	22.52	
Profit / (Loss) before taxation	(5.14)	(14.51)
Provision for taxation	4.96	Nil
Profit / (Loss) after taxation	(10.11)	(14.51)
Proposed dividend	Nil	Nil

Note: Corresponding figures for previous year presented have been regrouped, wherever necessary to confirm to the current year's classification.

MANAGEMENT DISCUSSION & ANALYSIS

Overview

Trigyn Technologies Ltd., earlier known as Leading Edge Systems Ltd., (“Trigyn” or the “Company”) is a leading IT solutions and services Company with global operations, delivering cost effective and quality end to end solutions and services. Trigyn’s services help its customers to integrate business processes with technology and to operate in a marketplace that is no longer constrained by time and distance, thus providing a sustainable competitive advantage to its customers. The Company has a presence in the domains of International Organizations, Non-Governmental Organizations, State and Local Governments, and the Commercial sector including Financial Services, Pharmaceutical, Manufacturing and Distribution. The Company offers a comprehensive range of service offerings including Offshore Development and Maintenance Solutions and Services, Staff Augmentation, Managed Services, and Business Process Outsourcing. These services include Application Development and Maintenance, Reengineering, 24X7 Support Services, and more. The Company maintains Centers of Excellence in its Offshore Development Center focused on technologies which include Microsoft SharePoint (MOSS), Microsoft .Net, J2EE, Open Source, EMC’s Documentum, Helpdesk Services, Financial Products support for the Asia marketplace and others.

Quality

Trigyn maintains the prestigious CMMI for Development certification which it acquired during fiscal year 07-08 (CMMI Version 1.2 Level 3), which implies that strong management practices and processes are in place, and which aids in the planning and execution of projects. There is also a continuous effort to improve the quality management process which is evidenced by the Company’s ISO 9001:2008 recertification, and a commitment by the Company to achieve even higher levels of quality certifications throughout its operations. The Total Quality Management & Business Excellence culture followed by the Company, seeks to achieve a number of goals including:

- Customer Delight
- Respect for the Individual
- Honesty and Fairness
- Innovate, Achieve, Excel

Corporate Citizenship

Trigyn is committed to understanding and reducing the environmental impact of the Company and its employees in all geographies where we provide services. We are committed to improving the lives of our employees and those in the communities where we operate. Trigyn has engaged in a number of alternative “Green Energy” initiatives with its customers. These include:

- Green IT Operations & Data Centers
- Development of Green Technologies and Alternative Energy training programs
- Producing a Green Alternative Energy Guidelines Booklet

Diversity and Gender Equality

Trigyn is committed to diversity across all of the geographic locations where it provides services and solutions to its customers. To this end, the Company continues to enter into contracts with several US based Minority and Women owned businesses. Outside of the US, the Company has undertaken a number of initiatives aimed at broadening the diversity of its work force, from its operations in India to a number of its work locations around the globe. Trigyn has also taken steps to ensure Gender Equality throughout its operations and has launched specific initiatives to ensure Gender Equality throughout all facets of its operation. Trigyn developed and adopted an Affirmative Action Plan in the US, to ensure operational compliance with its objectives and values.

Solutions & Services

• **Offshore Development Center (ODC) Services**

Trigyn operates a highly effective, efficient and proven Offshore Development Center (ODC) based in Mumbai, India. Trigyn provides a host of services for its customers from its ODC, these include; 24X7 Helpdesk and Support Services, Application Development and Maintenance Services, Reengineering Services, Content Management Services, Web Application and Support Services, and Business Process Outsourcing Services. There is an ongoing endeavor to leverage the Company's quality achievements which include CMMI Version 1.2 Level 3 process maturity, as well as its ISO 9001:2008 certification, to add value to its esteemed customer's investments and to manage the delivery and support services provided by the Company. The Company prides itself on having a proven team to oversee the ODC, along with a highly integrated and automated set of tools to track, manage and maximize its human capital resources, control risk and provide transparency in all its operations to ensure its customers remain satisfied and receive value from its services. To ensure that these objectives are achieved, the Company implemented an industry leading tool called Digité, during the fiscal year 07-08, which is used by a number of its multi national competitors.

• **Managed Services**

Trigyn's experience providing large scale Managed Services is extensive. Trigyn has delivered large scale Managed Services engagements globally, across 14 countries and has established infrastructure, management resources, and methodologies that ensure success. Trigyn has the experience to meet and exceed the most demanding Service Level Agreements (SLAs) in very challenging environments. Trigyn is able to mobilize and deploy IT and other logistical services resources to some of the most remote locations on earth. Today, Trigyn has over 400 highly skilled resources working in its Managed Services operation, providing services in more than 14 different countries. The services provided are as diverse as the resources deployed and include the following:

- Communications Infrastructure
- Information Technology
- Applications and Network Development & Support
- Website and Portal Development & Support
- Satellite / Radio / Broadcasting
- Radio / Broadcasting
- Video Conferencing
- VHF / UHF / HF
- Digital Trunking / Digital Microwave

Trigyn's Managed Services offerings provide a host of benefits to our clients, including:

- Improved service levels, security and availability
- Extended capabilities without the need to add staff
- Ability to manage change with agility & excellence
- Ability to align IT with business strategy

• **Staff Augmentation Services**

Trigyn operates a highly refined, mature and integrated Staff Augmentation business which provides qualified and reliable resources to its customer over a broad range of technologies and in diverse geographic locations. This operation is headed by a team of industry veterans with extensive industry knowledge and staffed by seasoned

resource specialists both in the US and in our ODC facility in Mumbai, India. The Company has invested in human capital and tools to ensure that this sector of its business can respond to the highly competitive nature of this business and has achieved significant success measured by the growth in its base of esteemed customers. At the core of this offering is a fully integrated Resource Management System (RMS), which allows for the seamless integration of opportunities from around the globe to be sourced by the most cost effective means and managed from multiple locations. The Company continues to enjoy much success from its continued focus on the diversification of its Staff Augmentation business. The Company continues to add to its portfolio of clients in the International Governments, Non-Governmental, State and Local Governments and Commercial sectors. Most of the resources placed fall into the following areas or domains:

- Project Managers & Business Analysts
- Software Architects, Developers, Designers and Testers
- Helpdesk and Network Support Resources
- Network & Infrastructure Engineers
- ERP Technical and Functional Resources (SAP & Oracle)
- Web Architects, Developers, Designers and Usability Specialists

Organizational Strategy

The Management of Trigyn follows the Organizational Strategy and Roadmap put in place during fiscal year 07-08 and continued to implement a series of initiatives to streamline and refocus the Company to achieve certain objectives. A number of these objectives include:

- Enhanced integration of the Company's US subsidiary, Trigyn Technologies, Inc, with e-Government, and related initiatives being pursued across other geographies by the Company.
- Continued focus on consolidating overhead to least costly geographies, to realize savings and enhance service offerings as a result of further integration, automation, knowledge transfer and training.
- Reevaluation of initiatives in geographies where economic conditions are no longer favorable for continued expansion efforts and such geographies can be serviced through partnerships or from other locations. This activity would be carried out subject to obtaining requisite statutory approvals from the concerned authorities.
- Focus on the retention and development of existing talent through the offering of incentives such as stock options, optimum compensation structures, training and promotion from within.
- Ensure strict compliance of all laws and regulations in all regions where we operate and identify and bring to the fore all issues of non-compliance.

Industry Outlook

Trigyn is well positioned to continue to grow along with the industry. With the continued economic slowdown which has impacted the US and EU markets, the advantages for companies operating in resource rich markets such as India, will continue to prove to be a source of stability and growth.

It has also been widely reported in the past from several multi nationals with multi-country operations as well as syndicated analysts comparing the various sourcing locations that India offers the best "bundle" of benefits being sought by the global sourcing industry.

Opportunities

Trigyn is well positioned to leverage the expanding human capital at its disposal through its unique global footprint anchored by its Offshore Development Center (ODC) in Mumbai, India. Trigyn has made impressive progress over the past few years on a number of fronts to ensure its continued growth. Trigyn has a stable operating management team which averages over 5 years with the Company and 15-20 years of industry experience. It has tenaciously and deliberately moved to ensure that its business is derived from multiple sources including Offshore Development, Managed Services and Staff Augmentation, as well as across diverse geographies such as the US, Europe, Africa and Asia. It has worked hard to ensure that a number of the critical business functions are serviced by resources in its ODC and has integrated the cultures across its operations.

Results of Operations

- Total Income

The total income of Trigyn for the year 2010-11 was Rs.2746.92 lakhs as compared to Rs. 2528.13 lakhs during the year 2009-10. The increase in revenue was primarily due to the higher volume of business during the year under review.

- Total Expenditure

The total expenditure including interest and depreciation of Trigyn for the year 2010-11 was Rs.2387.03 lakhs as compared to Rs. 2026.47 lakhs during the previous year. Cost control was a priority of the Management during the year and the total expenditure more than proportionately reduced over the last year due to measures initiated to contain direct and indirect costs.

- Gross Profit

The Gross Profit of Trigyn was Rs.544.00 lakhs for the year 2010-11 as compared to Gross Profit of Rs. 679.55 lakhs during the previous year.

- Net Profit

The Net Profit of Trigyn was Rs.544.00 lakhs for the year 2010-11 as compared to a profit of Rs.1088.40 lakhs during the previous year.

The Company mainly operates in a single segment i.e. Information Technology Services and therefore segment reporting as required under Accounting Standard -17 is not applicable.

Threats

The business revenues are sourced predominantly from the US market. Given the prolonged economic impact in this market, Trigyn's business could be adversely impacted. This impact could also be felt by the State and Local Governments, as these entities are negatively impacted by a loss of tax revenues and institute budget cuts for resources and postpone or cancel projects. Another area of concern for the Company is the increasing level of competition across the IT services industry. With a shrinking number of client dollars and more competitors chasing these dollars, the threat to revenue and equally as significant, profit margins, become ever more likely.

Risks and Concerns

The revenue growth and profitability of the business of Trigyn is subject to the following:

- Changes in the domestic and international economic and business conditions
- Commoditization of the Offshore Software Services business

- Foreign exchange rate fluctuations
- Length of the sales cycle
- Success in expanding the global operations through direct sales force and indirect distribution
- Economic downturn impacting our customers
- Activities of our competitors
- Allocation and availability of resources
- Over reliance on business from one client, the United Nations.

Based on the preceding factors, the Company could experience a shortfall in revenues or earnings or fail to meet the public market expectations, which could materially and adversely affect the business operations, financial condition and market price of the Company's shares on the stock market.

Internal Controls and Adequacy

Trigyn continuously reviews its Internal Control system in order to further strengthen and make it commensurate with the size and nature of the business which currently is well defined and commensurate with the scale of operations of the Company.

Human Resource

The Company believes that effective human resource administration is the best way to ensure that personnel needs are well integrated and amalgamated in to long term organizational goals. Effective employee management tops the priority of the Human Resource Department of the Company.

The Company has overall 856 employees including the employees of it's overseas subsidiaries.

Cautionary Statement

Some of the statements made in this section may contain certain ěforward looking statementsí within the meaning of securities laws and regulations in force. Facts which are not historical in nature and include but are not limited to Trigyn business, financial condition, business strategy, plans relating to products and services, future prospects or any related assumptions thereto should be deemed to be ěforward looking statementsí and should be considered as such. These ěforward looking statementsí are inherently subject to risks and uncertainties, beyond the control of Trigyn and accordingly the actual results could differ materially from those indicated by the ěforward looking statementsí. Trigyn shall not be liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein nor would be under any obligation to update the ěforward looking statementsí to reflect the developments of events or circumstances hereafter.

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY:

Trigyn Technologies Limited ("the Company") believes in conducting its affairs in a fair, transparent and professional manner and maintaining the good ethical standards in its dealings with all its constituents.

The Company is committed to follow good Corporate Governance practices, which include having professional Directors on the Board, adopting pragmatic policies and effective systems and procedures and subjecting business processes to audits and checks measuring upto required standards.

The driving force behind the Company's management is "Tomorrow's Progress Today" and backed by "A culture of High - Tech and Quality". The Company quality policy is "To satisfy customer needs and retain leadership by delivering quality services through continuous improvement by motivated employees".

The policies and actions of the Company are in terms of applicable guidelines on Corporate Governance with endeavor to enhance shareholders' value. Pursuant to Clause 49 of the Listing Agreement of Stock Exchanges, the following details are presented:

BOARD OF DIRECTORS

The Board of Directors as on March 31, 2011 comprises of ten Directors, of which five are Independent Directors. The Chairman is an Executive Director.

The Company's Board of Directors met four times during the year 2010-11 and the minimum required information has been placed before the Board. The Board Meetings took place on May 7, 2010, August 13, 2010, November 3, 2010 and February 9, 2011.

The Composition of the Board, attendance at Board Meetings (BM) held during the financial year under review and the last Annual General Meeting (AGM), number of Directorships, Memberships/Chairmanships in Public Companies and their shareholding in the Company are as follows:

Name	Category	FY 2010-11 Attendance at		No. of Directorships in other public companies @		Outside Committee positions held ***	
		BM	Last AGM	Chairman	Member	Chairman	Member
Mr. R. Ganapathi	Chairman and Executive Director	4	Yes	-	5	-	-
Dr. P. Raja Mohan Rao	Non-executive Director	3	No	-	1	-	-
Mr. C.V. Rao	Non-executive Director	0	No	-	11	-	-
Ms. P. Bhavana Rao*	Non-executive Director	1	No	-	1	-	-
Dr. C. Rao Kasarabada	Non-executive director	1	No	-	4	-	-
Mr. Ch. V.V. Prasad	Independent Director / Non Executive Director	2	No	-	10	-	-
Mr. Vivek Kulkarni	Independent Director / Non Executive Director	1	No	-	1	-	-
Mr. Maulik Shah	Independent Director / Non Executive Director	2	No	-	-	-	-
Mr. Vivek Khare	Independent Director / Non Executive Director	4	Yes	-	-	-	-
Dr. B.R. Patil*	Independent Director / Non Executive Director	2	No	-	-	-	-

* Dr. B. R. Patil and Ms. P. Bhavana Rao were appointed as an Additional Director w.e.f. October 1, 2010 and February 9, 2011, respectively.

** only two committees i.e. the Audit Committee and Share Transfer/Investor Grievance Committee are considered.

@ excluding Directorship in Private and Foreign Companies

As on March 31, 2011, none of the Directors hold any share in the Company.

None of the Directors on the Board hold the office of Directors in more than 15 companies or memberships of committees in more than 10 committees or Chairmanship of more than 5 committees across all companies.

The information as required under clause 49 (IV) (G) of the Listing Agreement is annexed to the Notice of the Annual General Meeting.

AUDIT COMMITTEE

The Company has constituted an Audit Committee of Directors in accordance with the requirements of Section 292A of the Companies Act 1956 read with Clause 49 of the Listing Agreement. No personnel have been denied access to the audit committee.

The Committee elects the Chairman of the meeting from the Independent Directors present at the meeting in the absence of Mr. Vivek Khare.

Amongst other things, the Audit Committee oversees the Company's financial reporting process and disclosures of its financial information to ensure that the financial statements are correct, sufficient, factual and credible. This Committee also periodically reviews the compliance requirements and various internal processes and systems, internal and statutory audit processes and reports. During the year 2010-11, the Committee met four times, on May 7, 2010, August 13, 2010, November 3, 2010 and February 9, 2011.

The composition of the Committee and attendance at its meeting is as under:

Name of the Director	Attendance at the Audit Committee Meetings
Mr. R. Ganapathi	4
Ms. P. Bhavana Rao*	1
Mr. Ch. V.V. Prasad	2
Mr. Vivek Khare	4
Mr. Maulik Shah	2
Dr. B. R. Patil	2

* Dr. B. R. Patil and Ms. P. Bhavana Rao were appointed as the member of the Audit Committee w.e.f. October 1, 2010 and February 9, 2011, respectively.

The Audit Committee has the following powers:

- i. to investigate any activity within its terms of reference
- ii. to seek any information from any employee
- iii. to obtain outside legal and professional advice
- iv. to secure attendance of outsiders with relevant expertise, if it considers necessary

REMUNERATION COMMITTEE

The Company is not paying remuneration to any of the Non Executive Directors other than sitting fees.

The Remuneration Committee of the Company consists of the following Directors:

Mr. Ch. V.V. Prasad – Independent Director

Mr. Vivek Khare - Independent Director

Mr. Maulik Shah – Independent Director

Mr. R. Ganapathi – Executive Director

Ms. P. Bhavana Rao – Non-Executive Director

Remuneration paid to Directors during 2010 – 2011 is as given below:

Names	Sitting fees (Rs.)	Remuneration including Salary & Perquisites (Rs.)	Contribution to PF	Service Contracts	Notice Period
Mr. R Ganapathi	-	30,00,000/-	3,60,000/-	01-04-2009 to 31-03-2012	1 month
Mr. Ch. V.V. Prasad	45,000/-	-	-	-	-
Mr. Vivek Kulkarni	10,000/-	-	-	-	-
Mr. Vivek Khare	90,000/-	-	-	-	-
Mr. Maulik Shah	50,000/-	-	-	-	-
Dr. B. R. Patil	45,000/-	-	-	-	-

Mr. R. Ganapathi holds 1,00,000 stock options granted at a price of Rs.22.40 each exercisable into equal number of equity shares as per the ESOP 2000.

Amongst other things, the issues under the purview of this Committee are the administration of employee stock options, the compensation policy for key personnel, etc. The Remuneration Committee also functions as the Compensation Committee as per SEBI guidelines on the Employee Stock Option Scheme. During the year 2010-11, the Committee met twice on May 7, 2010 and February 9, 2011. The meetings were attended by majority of Independent Directors.

SHARE TRANSFER / INVESTOR GRIEVANCE COMMITTEE

The shares of the Company are listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.. The trading thereof is done in demat mode. The Share Transfer / Investor Grievance Committee of the Company as of March 31, 2011 consists of the following Directors :

Mr. Ch. V.V. Prasad – Independent Director

Mr. Vivek Khare – Independent Director

Dr. B. R. Patil - Independent Director

Mr. Maulik Shah – Independent Director

Mr. R. Ganapathi – Executive Director

Ms. P. Bhavana Rao – Non-Executive Director

The Committee elects the Chairman of the meeting from the Independent Directors present at the meeting.

Amongst other things, this Committee reviews critical Investor Grievances and ensures the issues of Investors, both large and small are addressed timely which are referred to by the Company Secretary or by the Company's Registrar & Transfer Agents ('RTA'). The Committee met thrice during the year, on July 23, 2010, November 3, 2010 and February 9, 2011. Mr. Vivek Khare, Mr. Maulik Shah, Dr. B. R. Patil and Mr. R. Ganapathi attended the respective meetings.

During the year, the Company has received one complaint from Investor which has been resolved as on date. No complaint received from any of the Stock Exchanges or SEBI. No share transfers were pending as on March 31, 2011.

The Company Secretary acts as a Secretary to all the aforesaid three Committees of the Board and also acts as a Compliance Officer.

GENERAL BODY MEETINGS

Details of the location of the Annual General Meetings held during the last three years:

Financial Year	Date	Time
2007 – 2008	December 23, 2008	3.30 p.m.
2008 – 2009	September 30, 2009	3.00 p.m.
2009 – 2010	September 30, 2010	3.30 p.m.

The following special resolutions were passed during the last three Annual General Meetings (AGM):

1. At the 22nd AGM held on December 23, 2008 towards approval for appointment and payment of remuneration to Mr. R. Ganapathi, approval for appointment and payment of remuneration to Mr. S. Mukundan.
2. At the 23rd AGM held on September 30, 2009 towards approval for appointment and payment of remuneration to Mr. R. Ganapathi and consent under Section 163 of the Companies Act, 1956 for change in office place of M/s Sharepro Services (India) Pvt. Ltd., the Registrar and Transfer Agents for keeping the Register and Index of members, returns and documents of the Company.
3. At the 24th AGM held on September 30, 2009 towards approval for extension of period of ESOP Scheme 2000 up to May 6, 2020, approval for extension period of ESOPs granted to employees and non-executive director, approval for extension of ESOPs granted to employees of subsidiary company, approval for extension of period of ESOPs granted exceeding 1% of the issued share capital,

22nd and 24th AGMs for the financial year 2007-08 and 2009-10 were held at All India Plastic Manufacturers' Association Auditorium, AIIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093. 23rd AGM for the financial year 2008-09 was held at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (E), Mumbai – 400093.

Special resolution passed by Postal Ballot in the last year 2009-10

Pursuant to Section 192A of the Companies Act, 1956 a special resolution under section 81(1A) of the Companies Act, 1956 in terms of SEBI (ICDR) authorizing Board to issue and allot 41,40,000 warrants to United Telecoms Ltd., the Promoters, eligible for conversion in to equal number of equity shares as per notice of postal ballot dated October 6, 2009 was passed by the members by postal ballot on November 20, 2009 by overwhelming majority of 99.88% votes cast in favour. Details of the Postal Ballot report is available on company website.

Mr. S. N. Ananthasubramanian, Partner, M/s S.N. Ananthasubramanian & Co., Company Secretaries, as the scrutinizer conducted the Postal Ballot exercise.

The details of voting pattern are:

		Number of Postal Ballot Forms	
1	Received		393
2	Invalid		17
3	Valid		376
No. of Ballot Papers	No. of votes	Percentage	
Votes cast in favour	351	1,10,11,825	99.88
Votes cast Against	25	13,049	0.12
Total Votes	376	1,10,24,874	100.00

The Company has no immediate proposal to pass any special resolution by Postal Ballot.

DISCLOSURES

- a) The relevant details of all transactions with related parties given in Note No. 10 of Schedule No.15 of the audited Accounts for the financial year 2010-2011, forms part of this report also. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
- b) No penalty or stricture has been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority, on any matter related to the capital markets, during the last 3 years.

COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS**i) Management Discussion and Analysis**

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under clause 49 (IV) (F) of the Listing Agreement

ii) Subsidiary Companies

The Company did not have a material non-listed Indian Subsidiary during the financial year 2010-11.

iii) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

iv) Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures which is periodically reviewed by the Board.

v) Proceeds from the Preferential Issue of equity shares

During the year, the Company allotted 13,80,000 equity shares to United Telecoms Ltd., the Promoters of the Company at Rs.18.81 per share (including a premium of Rs.8.81) on preferential basis on conversion of warrants. The details of utilization of such proceeds have been disclosed to the Audit Committee.

The Company has not utilized these funds for purposes other than those stated in the notice of the postal ballot held on November 20, 2009.

vi) Code of Conduct

The Company has adopted the code of conduct and ethics for Directors and senior management which is displayed on Company's website www.trigyn.com. In compliance thereof, a declaration by the Executive Director of the Company forms part of the Director's Report.

vii) CEO/CFO Certification

A certificate from the Executive Director and Chief Financial Officer on the financial statements of the Company was placed before the Board.

viii) Review of Director's Responsibility Statement

The Board in its report have confirmed that the annual accounts for the period ended March 31, 2011 have been prepared as per applicable accounting standards and policies and sufficient care has been taken for maintaining adequate accounting records.

The Company has adopted the mandatory requirements and is considering to follow the non-mandatory requirements as per the listing agreement for Corporate Governance.

MEANS OF COMMUNICATION

The financial results are currently being published in the leading Newspapers like Business Standard (English) and Mumbai Lakshadeep (Marathi). These results are also made available on the Company's website www.trigyn.com after the respective Stock Exchanges are intimated. Official news releases, details of presentations or analyst meets, if any, and material press coverage received by the Company is also uploaded on the said website for the information of the shareholders.

GENERAL SHAREHOLDERS' INFORMATION

- **Date, time and venue of the Annual General Meeting**

September 28, 2011 at 3.30 p.m. at All India Plastic Manufacturers' Association Auditorium, AIIPMA House, A-52, Street No.1, M.I.D.C., Andheri (E), Mumbai - 400 093.

- **Financial Calendar (tentative and subject to change)**

April 1, 2011 to March 31, 2012

Financial reporting for the Quarter ended June 30, 2011	Board Meeting was held on August 12, 2011.
Financial reporting for the Quarter/ Half Year ended September 30, 2011	On or before November 14, 2011
Financial reporting for the Quarter ended December 31, 2011	On or before February 14, 2012
Financial reporting for the Quarter ended March 31, 2012	On or before May 15, 2012
Annual General Meeting for the year ended March 31, 2012	On or before September 30, 2012

- **Date of Book Closure**

September 19, 2011 to September 28, 2011 (both days inclusive)

- **Dividend Payment Date**

No dividend has been declared by the Company during the year 2010-11

- **Listing on Stock Exchanges**

The Company is listed on :

Bombay Stock Exchange Ltd. (BSE) under Scrip Code 517562

National Stock Exchange of India Ltd. (NSE) under Scrip Code TRIGYN

The Annual Listing Fees in respect of the equity shares of the Company has been paid for the year 2011-12.

- **Stock Market Price Data**

During the year, the monthly High and Low prices of the Company's script were as under:

Month / Year	Bombay Stock Exchange		National Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2010	23.95	20.40	24.00	20.45
May, 2010	24.30	16.85	23.70	16.85
June, 2010	21.05	17.10	21.30	17.35
July, 2010	21.80	18.65	21.80	18.80
August, 2010	25.10	18.50	25.30	18.50
September, 2010	24.70	19.95	24.90	20.00
October, 2010	34.00	22.15	34.05	22.30
November, 2010	30.90	20.50	31.20	20.70
December, 2010	26.90	19.30	26.65	19.55
January, 2011	27.50	19.80	27.25	19.80
February, 2011	21.35	17.40	21.60	17.35
March, 2011	24.50	18.15	24.45	17.80

- **Performance of the Company's share prices vis-à-vis the BSE SENSEX & NSE NIFTY**

Month / Year	BSE closing price	SENSEX closing	NSE closing price	NIFTY closing
April, 2010	21.40	17558.71	21.45	5278.00
May, 2010	18.50	16944.63	18.65	5086.30
June, 2010	18.95	17700.90	18.85	5312.50
July, 2010	19.05	17868.29	19.00	5367.60
August, 2010	19.95	17971.12	19.85	5402.40
September, 2010	22.90	20069.12	22.65	6029.95
October, 2010	28.15	20032.34	28.25	6017.70
November, 2010	22.90	19521.25	23.05	5862.70
December, 2010	26.65	20509.09	26.35	6134.50
January, 2011	20.35	18327.76	20.50	5505.90
February, 2011	18.35	17823.40	18.40	5333.25
March, 2011	21.30	19445.22	20.15	5833.75

- **Registrar and Transfer Agents**

M/s. Sharepro Services (India) Pvt. Ltd.

Unit: Trigyn Technologies Ltd.

Samhita Warehousing Complex,

13 AB, Gala No. 52, 2nd Floor,

Nr. Sakinaka Telephone Exchange,

Off. Kurla Andheri Road,

Sakinaka, Mumbai 400072.

Tel. : 022 - 67720300 / 67720309

Fax : 022 - 28591568

E-mail : laxmanp@shareproservices.com / praving@shareproservices.com

sharepro@vsnl.com

- **Share Transfer System**

The Company processes share transfers and such related issues twice in a month. Transfer or transmission documents which are complete in all respects are returned to the respective Shareholders / Lodgers within 30 days of lodgment. Since the Company's shares are currently being traded in dematerialised form, the shareholders are requested to send the shares if held in physical form, directly to their Depository Participant (DP), which would, then by sent to the Registrar and Transfer Agents for dematerialisation.

Based on the information given by our Registrars and Transfer Agents, no shareholder complaints were pending as on March 31, 2011. The complaints mainly related to issues related to revalidation of warrants, change of address, etc.

- **Distribution of Shareholding as on 31st March, 2011**

Shareholding in No. of shares	Shareholders		Shares	
	Nos.	% to Total	Nos.	% to Total
Less than 500	10845	77.01	2080893	7.46
501 - 1000	1597	11.33	1386916	4.97
1001 - 2000	813	5.77	1289933	4.62
2001 - 3000	252	1.78	650404	2.33
3001 - 4000	124	0.88	446472	1.60
4001 - 5000	129	0.92	614480	2.20
5001 - 10000	177	1.26	1302267	4.67
10001 and above	147	1.05	20132371	72.15
Total	14084	100.00	27903736	100.00

• **Shareholding Pattern as on 31st March, 2011**

Category	No of shares held	Percentage of shareholding
Promoter's Holding		
Promoters		
- Indian Promoters	1,27,14,020	45.56
- Foreign Promoters	-	-
Persons Acting in Concert	-	-
Sub-Total	1,27,14,020	45.56
Non- Promoters Holding		
Institutional Investors	-	-
Mutual Funds and UTI	-	-
Banks, Financial Institutions, Insurance Companies, (Central/ State Govt.Institutions/Non-Government Institutions)	-	-
FII's	3,400	0.01
Sub-Total	3,400	0.01
Others		
Bodies Corporate	20,76,325	7.44
Indian Public	1,24,65,010	44.68
NRIs	4,94,981	1.77
Foreign National	1,50,000	0.54
Sub-Total	1,51,86,316	54.43
Grand Total	2,79,03,736	100.00

• **Dematerialisation of Shares**

The shares of the Company are traded in a compulsory demat mode under ISIN : INE948A01012.

As on March 31, 2011, 94.14% shares of the Company have been dematerialised.

• **Outstanding Warrants, conversion date and likely impact on equity**

The Company has issued and allotted 41,40,000 warrants to United Telecoms Ltd., the Promoters. Out of which, 14,45,000 warrants are eligible for conversion on or before June 3, 2011 in to equal number of equity shares. The conversion of said warrants shall result in increase in the paid up equity share capital of the Company.

• **Locations of Offices and Development Centre**

Registered / Corporate Office
Unit 27, SDF-I,
SEEPZ, Andheri (East),
Mumbai 400096
US Office
100, Metroplex Drive,
Edison, NJ 08817,
USA

- **Address for Shareholder Correspondence**

The Company has already displayed on its website a designated email ID viz.ro@trigyn.com, of the grievance redressal division for the purpose of registering complaints / correspondence by investors in terms of clause 47 (f) of the listing agreement.

All Shareholders / Investors should address their correspondence to:

Mr. Laxman Poojari/ Mr.Pravin Golatkar

Senior Manager

Sharepro Services (India) Pvt. Ltd.

Unit : Trigyn Technologies Limited

Samhita Warehousing Complex,

13 AB, Gala No. 52, 2nd Floor,

Nr. Sakinaka Telephone Exchange,

Off. Kurla Andheri Road,

Sakinaka, Mumbai 400072.

Tel. : 022 - 67720300 / 67720309

Fax : 022 – 28591568

E-mail : laxmanp@shareproservices.com

praving@shareproservices.com

Mr. Rajesh Shirambekar

Company Secretary & Head - Legal

Trigyn Technologies Limited

Unit 27, SDF-I,

SEEPZ, Andheri (East),

Mumbai 400096

Tel. : 022 - 61400909

Fax : 022 – 28291418

E-mail : ro@trigyn.com

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To the members of **Trigyn Technologies Limited**

We have examined the compliance of conditions of Corporate Governance by **Trigyn Technologies Limited** for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Price Waterhouse**
Chartered Accountants
Firm Registration No: 012754N

Vilas Y. Rane

Partner

Membership No: F - 33220

Mumbai
August 24, 2011

PERFORMANCE AT A GLANCE

 (Rs. In Millions)
 for the year ending March 31,

	2011	2010	2009	2008	2007
Total income	293.10	270.60	245.97	158.48	96.07
Operating expenses	226.72	191.36	139.51	112.51	72.79
operating profit	66.38	79.24	106.47	45.97	23.28
Interest and finance charges	3.00	3.30	2.90	1.85	1.29
Depreciation	8.97	7.99	5.52	3.25	1.12
Profit before taxes	54.40	67.95	98.05	40.87	20.87
Taxation	-	0.08	0.86	0.67	0.34
Net profit / (loss)	54.40	67.87	97.19	40.20	20.54
Share Capital					
Equity	279.04	265.03	250.05	249.90	249.61
Preference	-	-	0.00	0.00	0.00
Reserves & Surplus	668.91	602.37	481.95	378.74	330.44
Net worth	947.95	867.40	732.01	628.64	580.05
Net Assets	954.74	880.69	732.40	629.04	588.54
<u>Performance Indicators</u>					
as a % of total income					
Operating Margin	22.65	29.28	43.28	29.01	24.23
Net Margin	18.56	25.08	39.51	25.37	21.38
Taxation	-	0.03	0.35	0.42	0.35
Taxation / Net profit / (loss)	-	0.12	0.88	1.63	1.61
Current Ratio	4.24	4.46	2.31	2.24	2.04
total income/net working capital(times)	0.61	0.67	0.96	1.17	1.01
Fixed assets turnover (times)	1.57	1.50	1.41	0.98	0.62
Receivable (in days)	187.01	170.95	159.26	145.07	167.09
<u>Investment Indicators</u>					
Book value per share	33.97	32.73	29.27	25.16	23.24
Earnings per share	2.05	2.71	3.89	1.61	0.82
Return on capital employed %	5.70	7.71	13.27	6.39	3.49
Share price as on March 31, (BSE) Rs.	21.30	20.10	8.00	17.60	25.60
Market capitalisation (in millions)	594.35	532.71	200.04	439.83	639.00

Auditors' Report to the Members of Trigyn Technologies Limited

1. We have audited the attached Balance Sheet of **Trigyn Technologies Limited** (the "Company") as at March 31, 2011, and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto (together referred as 'financial statements'), which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance 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.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
4. *We draw your attention to Note 3 on the financial statements, regarding investment in a subsidiary, carried at Rs.456,750,000 (net of valuation allowances of Rs. 5,607,966,375) as at March 31, 2011, which may be overstated or understated by material amounts, as the extent of provisioning required for the other-than-temporary diminution in the value of investments in the subsidiary in accordance with Accounting Standard 13 - Accounting for Investment is yet to be quantified and determined by the Management. Adjustments to the valuation allowance as at March 31, 2011, that may involve material amounts, may be required in the subsequent reporting periods upon completion of the valuation of the subsidiary by an independent valuer recently engaged by the Management. We are, therefore, unable to comment on the adequacy, or otherwise, of the provision for the other-than-temporary diminution in the value of investment in the subsidiary as at March 31, 2011, and the consequential effects on the reported amounts under carrying value of investments, profit before tax, balance in profit and loss account and earnings per share in the financial statements.*
5. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (a) *Except for the matter referred to in paragraph 4 above*, 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) *Except for the indeterminate effect of the matter referred to in paragraph 4 above*, 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;
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) *Except for the matter referred to in paragraph 4 above*, in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - (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, 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 Act;
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto give, in the prescribed manner the information required by the Act, *and except for the indeterminate effect of the matter referred to in paragraph 4 above*, 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 the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **Price Waterhouse**
Chartered Accountants
Firm Registration Number: 012754N

Vilas Y. Rane
Partner
Membership Number: F-33220

Mumbai
Date: August 24, 2011

Annexure to Auditors' Report

Referred to in paragraph 3 of the Auditors' Report of even date to the members of Trigyn Technologies Limited on the financial statements for the year ended March 31, 2011

1. (a) *The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets except for certain items of fixed assets purchased in earlier years, in respect of which the records are being updated.*

(b) *The fixed assets of the Company have not been physically verified by the Management during the year.*

(c) In our opinion and according to the information and explanations given to us, substantial part of fixed assets has not been disposed off by the Company during the year.
2. The Company did not hold any inventories during the year, hence provisions of paragraph 4 (ii) (a), (b) and (c) of the said Order are not applicable.
3. (a) The Company has granted interest free unsecured loans, to companies covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year-end balance of such loans aggregates to Rs. 230,872,563 and Rs. 230,872,563 respectively. These loans have been already provided as doubtful of recovery to the extent of Rs 226,773,630.

(b) The terms of repayment of the said loans are not stipulated. Hence, we have no comment on regularity of repayment of principal amounts.

(c) The Company has not taken any loans, secured or unsecured, from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of paragraph 4(iii)(f) and 4(iii)(g) of the Order, are not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, there have been no contracts or arrangements referred to in Section 301 of the Act during the year to be entered in the register required to be maintained under that section. Accordingly, the question of commenting on transactions made in pursuance of such contracts or arrangements does not arise.
6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company needs to strengthen its internal audit system to make it commensurate with the size of the Company and the nature of its business.
8. The Central Government of India has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Act for any of the products of the Company.
9. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, cess and other material statutory dues as applicable with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, customs duty, excise duty and cess which have not been deposited on account of any dispute as on March 31, 2011 except as follows:

Name of the statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act 1961	Income tax demand	152,047,027	Assessment year 2007 - 2008	Deputy commissioner (Appeals)

10. In our opinion and according to the information and explanations given to us, the Company's accumulated losses exceed 50% of its net worth at the end of the financial year under reporting. The Company has neither incurred cash losses in the financial year under report nor in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. The Company has not obtained any term loans.
17. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
18. The Company has made preferential allotment of shares to promoter company covered in the register maintained under Section 301 of the Act during the year. In our opinion and according to the information and explanations given to us, the price at which such shares have been issued is not prejudicial to the interest of the Company.
19. The Company did not have any outstanding debentures during the year. Accordingly, paragraph 4 (xix) of the Order is not applicable.
20. The Company has not raised any money by public issues during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

For **Price Waterhouse**
Chartered Accountants
Firm Registration Number: 012754N

Mumbai
Date: August 24, 2011

Vilas Y. Rane
Partner
Membership No.: F-33220

TRIGYN TECHNOLOGIES LIMITED

Balance Sheet as at March 31, 2011

	Schedule	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	279,037,360	265,029,860
Equity share warrants (Refer note 11 of schedule 15)		6,795,113	13,284,563
Reserves and surplus	2	6,608,262,405	6,596,123,910
		<u>6,894,094,878</u>	<u>6,874,438,333</u>
APPLICATION OF FUNDS			
Fixed assets			
Gross block	3	186,917,253	180,794,734
Less: Accumulated depreciation		171,142,238	162,168,511
Net block		15,775,015	18,626,223
Capital Work in Progress		185,000	-
		<u>15,960,015</u>	<u>18,626,223</u>
Investments	4	456,803,600	456,803,600
Current assets, loans and advances			
Unbilled debtors	5	-	-
Sundry debtors	6	140,742,650	118,405,220
Cash and bank balances	7	255,425,153	130,873,190
Loans and advances	8	234,580,733	273,179,835
		<u>630,748,536</u>	<u>522,458,245</u>
Less: Current liabilities and provisions			
Current liabilities	9	145,057,782	114,410,085
Provisions	10	3,710,951	2,791,743
		<u>148,768,733</u>	<u>117,201,828</u>
Net current assets		<u>481,979,803</u>	<u>405,256,416</u>
Profit and loss account		<u>5,939,351,460</u>	<u>5,993,752,094</u>
		<u>6,894,094,878</u>	<u>6,874,438,333</u>
Notes to the accounts	15		

As per our report of even date attached

For Price Waterhouse

Chartered Accountants

Firm Registration Number : 012754N

Vilas Y. Rane

Partner

Membership No.: F-33220

Place: Mumbai

Date: August 24, 2011

For Trigyn Technologies Limited

R Ganapathi

Chairman & Executive Director

Milind Telawane

Chief Financial Officer

Place: Mumbai

Date: August 24, 2011

Dr. P Raja Mohan Rao

Director

Rajesh Shirambekar

Company Secretary

Profit and loss account for the year ended March 31, 2011

	Schedule	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Income			
Software development and other support services		274,692,008	252,812,830
Other income	11	18,411,678	17,789,027
		<u>293,103,686</u>	<u>270,601,857</u>
Expenditure			
Personnel costs	12	163,662,463	114,845,341
Other costs	13	63,062,010	76,517,542
Depreciation	4	8,973,727	7,985,950
Finance charges	14	3,004,852	3,298,364
		<u>238,703,052</u>	<u>202,647,197</u>
Profit for the year before tax and exceptional items		54,400,634	67,954,660
Add: Exceptional Items (Refer note 7 to schedule 15)		-	40,964,582
Profit for the year after tax		54,400,634	108,919,242
Less: Provision for taxation			
- Income tax			
Current year		-	18,287
- Adjustments for earlier years		-	61,553
		<u>54,400,634</u>	<u>108,839,402</u>
Profit for the year after tax		54,400,634	108,839,402
Losses brought forward		(5,993,752,094)	(6,102,591,496)
Losses carried to balance sheet		(5,939,351,460)	(5,993,752,094)
Earnings per share before exceptional items			
- Basic earnings per share		2.05	2.71
- Diluted earnings per share		2.00	2.42
Earnings per share after exceptional items			
- Basic earnings per share		2.05	4.34
- Diluted earnings per share		2.00	3.88
(Face value of Rs. 10 each, refer note 5 to schedule 15)			
Notes to the accounts	15		

As per our report of even date attached**For Price Waterhouse**

Chartered Accountants

Firm Registration Number : 012754N

Vilas Y. Rane**Partner**

Membership No.: F-33220

Place: Mumbai

Date: August 24, 2011

For Trigyn Technologies Limited**R Ganapathi****Chairman & Executive Director****Milind Telawane****Chief Financial Officer**

Place: Mumbai

Date: August 24, 2011

Dr. P Raja Mohan Rao**Director****Rajesh Shirambekar****Company Secretary**

Cash Flow Statement for the year ended March 31, 2011

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Cash flow from operating activities		
Profit for the year before tax	54,400,634	108,919,242
Adjustments for:		
Interest income	(15,374,215)	(12,599,595)
Income from trade investments	(7,500)	(7,500)
Provision for doubtful advances to subsidiaries	5,541,123	12,282,945
ESOP Forfeiture	(19,305)	(5,005)
Sundry Balance written back	(482,706)	(299,881)
Depreciation and amortization	<u>8,973,727</u>	<u>7,985,950</u>
Operating profit before working capital changes	53,031,758	116,276,157
Changes in working capital		
(Increase)/Decrease in Sundry Debtors	(22,337,430)	(26,544,142)
(Increase)/Decrease in Loans and advances	(44,317,834)	12,781,403
Increase/(Decrease) in Current Liabilities and Provisions	<u>31,566,905</u>	<u>(78,489,409)</u>
Cash generated from / (used in) operations	17,943,399	24,024,008
Direct tax paid (net)	<u>(12,141,482)</u>	<u>(3,986,483)</u>
Net cash generated from / (used in) operations (A)	5,801,917	20,037,525

Cash Flow Statement for the year ended March 31, 2011 (Contd.)

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Cash flow from investing activities		
Purchase of fixed assets	(6,307,519)	(6,955,811)
Inter corporate deposits (given) / refunded	90,000,000	(90,000,000)
Interest received	15,374,215	12,599,595
Dividend received	7,500	7,500
Deposit of margin money	(2,829,592)	(13,326,772)
Net cash generated from/(used in) investing activities (B)	96,244,604	(97,675,488)
Cash flow from financing activities		
Proceeds from fresh issue of equity shares	19,675,850	27,862,063
Net cash generated from / (used in) financing activities (C)	19,675,850	27,464,563
Increase / (Decrease) in cash and cash equivalents (A+B+C)	121,722,371	(50,173,400)
Cash and cash equivalents at the beginning of year	61,360,800	111,534,200
Cash and cash equivalents at the end of year	183,083,171	61,360,800

Notes:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 'Cash flow statements' as specified in Companies (Accounting Standards) Rules, 2006
- Cash and cash equivalents as at the year end consist of cash Rs.4676 (P.Y: Rs.1087) and bank balances in current account Rs.103,147,714 (P.Y.: Rs.22,803,707) and in deposit account Rs. 79,930,781 (P.Y.: Rs.38,552,765) . Excludes margin money accounts of Rs 72,341,982 (P.Y:69,512,390)

As per our report of even date attached**For Price Waterhouse**

Chartered Accountants

Firm Registration Number : 012754N

Vilas Y. Rane**Partner**

Membership No.: F-33220

Place: Mumbai

Date: August 24, 2011

For Trigyn Technologies Limited**R Ganapathi****Chairman & Executive Director****Milind Telawane****Chief Financial Officer**

Place: Mumbai

Date: August 24, 2011

Dr. P Raja Mohan Rao**Director****Rajesh Shirambekar****Company Secretary**

Schedules to the financial statements for the year ended March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 1. Share capital		
Authorised		
35,000,000 (P.Y.: 35,000,000) equity shares of Rs 10 each.	350,000,000	350,000,000
5,000,000 (P.Y.: 5,000,000) preference shares of Rs 10 each.	50,000,000	50,000,000
Total	400,000,000	400,000,000
Issued, subscribed and paid-up		
27,903,736 (P.Y.: 26,502,986) equity shares of Rs 10 each fully paid-up.	279,037,360	265,029,860
Total	279,037,360	265,029,860

1) The above includes :

- a) 5,251,666 (P.Y.: 5,251,666) equity shares of Rs 10 each fully paid-up have been issued as bonus shares by capitalisation of share premium
- b) 7,350,000 (P.Y.: 7,350,000) equity shares of Rs 10 each fully paid-up have been allotted to eCapital Holding (Bermuda) Limited for consideration other than cash.
- c) 1,380,000 (P.Y.: 1,315,000) equity shares of Rs 10 each fully paid-up with a premium of Rs 8.81 have been allotted to United Telecoms Limited, the Promoters, on preferential basis in terms of SEBI (ICDR) Regulations, 2009. (Refer note 11 of Schedule 15)

2) During the year 20,750 shares (P.Y.:182,500) were allotted to employees of the Company under Employee Stock Options. (Refer note no. 9 to Schedule 15)

Schedule 2. Reserves and surplus

Securities premium

- Balance at the beginning of the year	6,585,338,865	6,573,753,715
Add:- On conversion of equity warrants (refer note 11 of Schedule 15)	12,157,800	11,585,150
- Balance at the end of the year	6,597,496,665	6,585,338,865

Employee stock options outstanding

- Balance at the beginning of the year	2,685,045	2,690,050
Less:- Forfeiture of stock options	19,305	5,005
- Balance at the end of the year (Refer note 9 to Schedule15)	2,665,740	2,685,045

Capital reserve

	8,100,000	8,100,000
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Total	6,608,262,405	6,596,123,910
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Schedules to the financial statements for the year ended March 31, 2011 (Contd.)

Schedule 3 - Fixed Assets

(Amount in Rs.)

	Gross Block				Depreciation				Net Block	
	As at April 1, 2010	Additions during the year	Deletions/ Adjustments during the year	As at March 31, 2011	As at April 1, 2010	For the Year	Deletions/ Adjustments during the Year	As at March 31, 2011	As at March 31, 2011	As at March 31, 2010
Tangible Assets										
Leasehold Improvements	77,381,247	-	-	77,381,247	75,621,600	327,385	-	75,948,985	1,432,262	1,759,647
Buildings (Note 1)	6,449,503	18,390	-	6,467,893	3,967,122	364,635	-	4,331,757	2,136,136	2,482,381
Office Equipments	9,867,176	76,475	-	9,943,651	8,771,967	536,678	-	9,308,645	635,006	1,095,209
Computers & Peripherals	67,558,119	1,793,948	-	69,352,067	63,530,233	2,627,110	-	66,157,343	3,194,724	4,027,886
Furniture & fixtures	6,478,945	444,000	-	6,922,945	4,917,519	1,099,186	-	6,016,705	906,240	1,561,426
Intangible Assets										
Computer Software	13,059,744	3,789,706	-	16,849,450	5,360,070	4,018,733	-	9,378,803	7,470,647	7,699,674
Total current year	180,794,734	6,122,519	-	186,917,253	162,168,511	8,973,727	-	171,142,238	15,775,015	18,626,223
Total previous year	173,838,923	6,955,811	-	180,794,734	154,182,561	7,985,950	-	162,168,511	18,626,223	-
Capital work-in-progress (at cost) including advances on capital account									185,000	-
									15,960,015	18,626,223

Note 1: Building includes value of properties in Co-operative societies including shares of respective societies.

As at	As at
March 31, 2011	March 31, 2010
Rs.	Rs.

Schedule 4. Investments

Long term investments (at cost)**Investment in wholly owned subsidiaries (unquoted)- trade**

7,350,000 (P.Y.:7,350,000) equity shares of US \$ 0.40 each fully paid -up in eCapital Solutions (Bermuda) Limited

6,064,716,375 6,064,716,375

15,000 (P.Y.:15,000) equity shares of US \$ 1 each fully paid-up in Applisoft Inc. USA (Refer note 14 of Schedule 15)

421,629,079 421,629,079

500,000 (P.Y.: 500,000) equity shares of Rs 10 each fully paid-up in Leading Edge Infotech Limited

5,000,000 5,000,000

6,491,345,454 6,491,345,454

Less: Provision for diminution (other than temporary) in the value of investment in subsidiaries (Refer note 3 of Schedule 15)

6,034,595,454 6,034,595,454

456,750,000 456,750,000

Non - trade investment (unquoted)

100 (P.Y.: 100) equity shares of Rs 36 each fully paid-up in Bombay Mercantile Co operative Bank Limited

3,600 3,600

5,000 (P.Y.: 5,000) equity shares of Rs 10 each fully paid-up in North Kanara GSB Co operative Bank Limited

50,000 50,000

53,600 53,600

Total

456,803,600 456,803,600

Schedule 5. Unbilled debtors

(Unsecured, considered good, unless otherwise stated)

Debts over six months

- Considered doubtful

1,319,189 1,319,189

Less: Provision for doubtful debts

1,319,189 1,319,189

Total

- -

Schedules to the financial statements for the year ended March 31, 2011 (Contd.)

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 6. Sundry debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- Considered doubtful	179,026,567	179,026,567
Others debts		
- Considered good	140,742,650	118,405,220
	<u>319,769,217</u>	<u>297,431,787</u>
Less: Provision for doubtful debts	179,026,567	179,026,567
Total	<u><u>140,742,650</u></u>	<u><u>118,405,220</u></u>
(Refer note 10 & 14 of Schedule 15)		
Schedule 7. Cash and bank balances		
Cash on hand	4,676	1,087
Balances with scheduled banks		
- in current accounts	103,147,714	22,803,707
- in deposit accounts	79,930,781	38,552,765
- In Margin money accounts (against bank guarantee given to United Nations)	72,341,982	69,512,390
	<u>255,425,153</u>	<u>130,869,949</u>
Balances with non-schedule banks in current account		
- First Fidelity Bank NA, USA	-	3,240
	<u>-</u>	<u>3,240</u>
Total	<u><u>255,425,153</u></u>	<u><u>130,873,190</u></u>
Maximun balance held during the year		
-First Fidelity Bank NA, USA	659	23,562

Schedules to the financial statements for the year ended March 31, 2011 (Contd.)

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 8. Loans and advances		
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
- Considered doubtful	6,449,421	2,359,421
- Considered good	<u>207,804,378</u>	<u>168,373,999</u>
	214,253,799	170,733,420
Less: Provision for doubtful advances	<u>6,449,421</u>	<u>2,359,421</u>
	207,804,378	168,373,999
Loans to subsidiaries		
- Considered doubtful	226,773,630	225,322,507
- Considered good	<u>4,098,934</u>	<u>2,900,000</u>
	230,872,564	228,222,507
Less: Provision for doubtful advances	<u>226,773,630</u>	<u>225,322,507</u>
	4,098,934	2,900,000
Inter corporate deposits	-	90,000,000
LIC Gratuity fund receivable	-	1,369,897
Income tax payments, net of provisions (Refer note 4 of Schedule 15)	22,463,079	10,321,597
Fringe benefit tax payments, net of provisions	<u>214,342</u>	<u>214,342</u>
Total	<u>234,580,733</u>	<u>273,179,835</u>
(Refer note 10 & 14 of Schedule 15)		
Schedule 9. Current liabilities		
Sundry creditors (Refer Note 12 to Schedule 15)	7,288,223	5,028,372
Other liabilities	<u>137,769,559</u>	<u>109,381,713</u>
	145,057,782	114,410,085
Schedule 10 - Provisions		
Leave Encashment	3,185,670	2,791,743
Gratuity	<u>525,281</u>	-
	3,710,951	2,791,743

Schedules to the financial statements for the year ended March 31, 2011 (Contd.)

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Schedule 11. Other income		
Interest income	15,374,215	12,599,595
[Tax Deducted at Source Rs: 1,494,159 (Previous year: Rs. 1,834,754)]		
Lease rental income	2,545,755	4,657,957
Dividend from non-trade investments (long term)	7,500	7,500
Sundry balances written back	482,705	304,886
Miscellaneous income	1,503	219,089
	<u>18,411,678</u>	<u>17,789,027</u>
Schedule 12. Personnel costs		
Salaries, bonus and overseas allowances	147,390,083	101,562,970
Contribution to provident and other funds	7,548,642	6,419,987
Gratuity and leave encashment	2,965,689	1,442,252
Managerial remuneration	3,220,000	3,165,680
Staff welfare	2,538,049	2,254,452
	<u>163,662,463</u>	<u>114,845,341</u>
Schedule 13. Other costs		
Travel and conveyance costs	12,653,974	12,908,315
Legal and professional fees	11,046,831	6,092,562
Recruitment expense	803,259	547,617
Consultancy charges	5,894,416	6,708,361
Advertisement	491,096	1,454,523
Sales & marketing expenses	6,464,805	13,778,638
Rent	1,306,823	1,199,400
Electricity charges	4,858,401	4,935,630
Communication expenses	2,920,280	2,148,440
Insurance	1,292,805	1,375,070
Repairs and maintenance		
- Buildings	-	8,000
- Plant and machinery	315,810	81,585
- Others	440,193	320,436
Exchange loss (net)	1,608,504	21,081,454
Miscellaneous expenses	6,884,099	3,877,511
Bad debts	539,591	-
Provision for doubtful advances	5,541,123	-
	<u>63,062,010</u>	<u>76,517,542</u>
Schedule 14. Finance cost		
Bank and other finance charges	3,004,852	3,298,364
	<u>3,004,852</u>	<u>3,298,364</u>

Schedules annexed to and forming part of accounts for the year ended March 31, 2011

Schedule 15. Notes to Accounts

1. Background

Trigyn Technologies Limited ('TTL' or 'the Company') was incorporated on March 25, 1986. TTL has its software development center in Mumbai, India ('the Head Office') and the Company operates in US through its subsidiary Trigyn Technologies Inc.

2. Principal accounting policies

2.1 Basis of preparation of financial statements

- a. The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI).
- b. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provision for doubtful debts, future obligations under employee retirement benefit plans and the useful lives of fixed assets and intangible assets.

Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

2.2 Revenue recognition

Revenues from software development services comprise income from time and material and fixed price contracts. Revenue from 'time and material' contracts is recognised, as and when related services are performed and accepted by the customer. Revenue from fixed price contracts is recognised using the percentage of completion method of accounting, under which the sales value of performance, including the profit thereon, is determined by relating the actual man hours of work performed to date to the estimated total man hours for each contract. Provision for estimated losses on uncompleted contracts are recorded in the period in which such losses become probable, based on current contract estimates.

Unbilled receivables represent costs incurred and revenues recognised on contracts, to be billed in subsequent periods as per the terms of the contract.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

2.3 Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost comprises of purchase price and attributable costs, if any.

Depreciation on additions and disposals is provided pro-rata for the period of use.

Depreciation is provided on straight line basis at higher of the rates based on useful lives of the fixed assets as estimated by the management and those stipulated in Schedule XIV to the Companies Act, 1956.

The useful lives of fixed assets as estimated by the management are:

Asset	Useful life (in years)
Leasehold improvements / Assets taken on lease	Over the term of the lease or the estimated useful life of the asset which ever is shorter
Buildings	20 years
Office equipment	3-4 years
Computers and peripherals and Computer Software	3 years and 2 months
Furniture and fixtures	4 years
Motor vehicles	4 years and 2 months

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

2.4 Retirement benefits

Contributions to the employees' provident fund, which is a defined contribution scheme, are charged to the Profit and Loss account in the year in which the contributions are due. Leave encashment costs are provided for, based on an actuarial valuation carried out by an independent actuary at the balance sheet date. Gratuity costs, which are defined benefits, are based on an actuarial valuation carried out by an independent actuary at the balance sheet date.

2.5 Investments

Long-term investments are carried at cost. Provision is made to recognize a decline other than temporary in the carrying amount of long term investments. Current investments are carried at lower of cost and fair value.

2.6 Income tax

Current tax provision is made annually based on the tax liability computed after considering tax allowances, exemptions and reliefs. Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, other than deferred tax assets in respect of unabsorbed depreciation and carry forward tax losses, which are recognised only to the extent that there is virtual certainty that they will be realized. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their carrying values.

2.7 Leases

Assets given under operating lease are reflected in the financial statements under fixed assets. Further, lease income from such operating lease arrangements have been recognised in the statement of profit and loss on a straight line basis over the lease term.

2.8 Foreign currency transactions

Transactions in foreign currency are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in Profit and Loss Account.

Foreign currency monetary assets and liabilities at the year end are translated at the year end exchange rates and the resultant exchange differences are recognised in the Profit and Loss Account.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign subsidiaries are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made.

Foreign branches

Operations of foreign branch are classified as "integral foreign operations".

Revenue and expenses are translated at the monthly average rate.

Monetary assets and liabilities at the year end are translated at the year end exchange rates. Non-monetary items are translated using the exchange rate at the date of transaction.

The net exchange difference resulting from the translations of items in the financial statements of the foreign branch are recognised as income/ expense for the year.

2.9 Stock based compensation

Compensation cost relating to employee stock options granted by the Company has been accounted in accordance with the "SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme)

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

Guidelines, 1999" issued by Securities and Exchange Board of India. Accordingly, the excess of the market price of the underlying equity share as at the date of grant of the option over the exercise price of the options on the date of grant has been recognized as employee compensation expense and is reflected as 'Employee Stock Options Outstanding' under the head 'Reserves and Surplus'.

2.10 Earnings per share

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earning per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2.11 Segment reporting

The Company mainly operates in a single segment, namely information technology services and therefore segment reporting as required under Accounting Standard-17 is not applicable.

2.12 Provisions and contingent liabilities

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. A Provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year end date.

Contingent Assets are not recognized or disclosed in the financial statements.

3. Provision for decline other than temporary in the value of investments

The Company has made provisions for decline in the value of investments in eCapital Solutions (Bermuda) Limited, Leading Edge Infotech Limited and Applisoft Inc. aggregating Rs. 6,034,595,454 upto the year end March 31, 2011 (includes part provision of Rs 5,607,966,375 against carrying value of investment of Rs 6,064,716,375 in eCapital Solutions (Bermuda) Limited).

The board of directors at the current juncture believes that the Investment in the subsidiary eCapital Solutions (Bermuda) Limited has been adequately provided for, considering the performance of its subsidiary, namely Trigyn Technologies Inc. The board has initiated the process of valuation of Trigyn Technologies Inc and had engaged an independent valuer for the said purpose. The adjustment, if any, required to the carrying value of the said investment will be made upon the completion of the valuation process.

4. Contingent Liabilities

- (a) The Income tax department had during the year issued assessment order for AY 2007-08 whereby, various additions / disallowances were made by the Assessing Officer and income tax demand of Rs.152,047,027 (Including interest of Rs. 47,905,228) was raised. The Company has disputed the said demand and filed an appeal before the Commissioner of Income Tax. Pending the disposal of the appeal, an application filed by the Company for stay of the recovery of the said demand, has been allowed on the condition that a payment of Rs. 100 lacs would be made before March 31st with a direction to pay Rs. 15 lacs per month commencing from April 11 till October 2011 or till the final disposal of the appeal, whichever is earlier. The Company has paid Rs. 100 lacs upto March 31, 2011 as per the said stay order. Based on the facts of the case and advice received by the Company, the management is of the opinion that it has a good case and the liability is contingent in nature. Hence, no provision has been considered necessary on this account.
- (b) Guarantees given by bank on behalf of the Company Rs 72,048,000 (2010: Rs 72,048,000) to United Nations.
- (c) The disputed service tax claim not recognized in the books amounts to Rs. 19.28 lacs

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

5. Earnings per share

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

	2011	2010
Profit after tax and before Exceptional Items	54,400,634	67,874,820
Add: Exceptional Items – net	-	40,964,582
Profit after tax and Exceptional Items	54,400,634	108,839,402
Number of shares outstanding at the year end	27,903,736	26,502,986
Weighted average number of shares used in computing earning per share (Basic)	26,529,194	25,052,755
Weighted average number of shares used in computing earning per share (Diluted)	27,201,143	28,030,831
Face value of Rs.	10	10
Earnings per share before exceptional items		
- Basic	2.05	2.71
- Diluted	2.00	2.42
Earnings per share after exceptional items		
- Basic	2.05	4.34
- Diluted	2.00	3.88

6. (a) There is no provision for current tax liability as the Company has unabsorbed brought forward losses / depreciation under the Income tax act, 1961. As the Company carries on its business from Special Economic Zone, the provisions of section 115 JB of the Income Tax Act, 1961 (Minimum Alternate Tax) are not applicable to the Company for the year under review.
- (b) Deferred tax assets on carry forward business losses and unabsorbed depreciation have not been recognised as there is no virtual certainty that sufficient future taxable income will be available against which deferred tax assets would be realised.
7. Exceptional items of Rs. 40,964,582 for the previous year ended March 31, 2010 is net of write back of provisions for doubtful debt no longer required of Rs. 53,247,527 and Rs. 12,282,945 lakhs towards provisions for doubtful loans. The aforesaid items related to subsidiary Companies.
8. The following table sets forth the funded status of the plan and the amounts relating to gratuity and Leave encashment recognized in the Company's Financial Statements:

(A) Defined benefit plans (Gratuity funded):

	As at March 31, 2011	As at March 31, 2010
I. Actuarial assumptions for Gratuity benefits and Compensated absence for employees:		
Discount rate	8.05%	8.15%
Rate of return on plan assets *	7.50%	7.50%
Salary escalation rate **	7.00%	7.00%
Mortality	Published notes under the LIC (1994-96) Ultimate	

* The expected rate of return on plan assets is based on expectation of the average long term rate of return expected on investment of the fund during the estimated term of the obligations.

** The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. The expected rate of return on plan assets is based on the current portfolio of assets, investment strategy and market scenario. The above information has been certified by the actuary.

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

	As at March 31, 2011	As at March 31, 2010		
II. Change in defined benefit obligations:				
Liability at the beginning of the year	4,301,106	3,143,269		
Interest cost	453,073	330,189		
Current service cost	1,346,494	1,277,137		
Past service cost	893,763	-		
Benefits paid	(466,175)	(109,892)		
Actuarial (gain) / loss on obligations	(293,032)	(339,597)		
Liability at the end of the year	<u>6,235,229</u>	<u>4,301,106</u>		
III. Fair value of plan assets:				
Fair value of plan asset at the beginning of the year	5,671,003	3,660,746		
Expected return on plan assets	418,693	313,870		
Contributions	-	1,783,951		
Benefits paid	(466,175)	(109,892)		
Actuarial gain / (losses) on plan assets	86,428	22,328		
Fair value of plan assets at the end of the year	<u>5,709,949</u>	<u>5,671,003</u>		
IV. Actual return on plan assets:				
Expected return on plan assets	418,693	313,870		
Actuarial gains / (losses) on plan assets	86,428	22,328		
Actual return on plan assets	<u>505,121</u>	<u>336,198</u>		
V. Amount recognised in the Balance Sheet:	As at March 31, 2011	As at March 31, 2010	As at March 31, 2009	As at March 31, 2008
Liability at the end of the year	6,235,229	4,301,106	3,143,269	2,609,901
Fair value of plan assets at the end of the year	(5,709,949)	(5,671,003)	(3,660,746)	(1,674,276)
Difference	356,027	(1,369,897)	(517,477)	935,625
Unrecognised past service cost	169,254	-	-	-
Liability recognised in the Balance Sheet	<u>525,281</u>	<u>(1,369,897)</u>	<u>(517,477)</u>	<u>935,625</u>
VI. Percentage of each category of plan assets to total fair value of plan assets:	As at March 31, 2011	As at March 31, 2010		
Insurer managed funds	100%	100%		
VII. Expenses recognised in the Profit and Loss Account:				
Current service cost	1,346,494	1,277,137		
Interest cost	453,073	330,189		
Expected return on plan assets	(418,693)	(313,870)		
Net actuarial (gain) / loss to be recognized	(379,460)	(361,925)		
Past service cost	724,510	-		
Expense recognised in Profit and Loss Account	<u>1,725,924</u>	<u>931,531</u>		

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

	As at March 31, 2011	As at March 31, 2010	As at March 31, 2009	As at March 31, 2008
VIII. Experience adjustments:				
On plan liability (gains) / losses	(362,641)	234,012	152,638	1,396
On plan assets (losses) / gains	86,428	22,328	29,068	(412,044)
			As at March 31, 2011	As at March 31, 2010
IX. Expected contribution for next year:				
As per actuarial valuation report			1,000,000	—

(B) Leave encashment (Unfunded)

The Company permits encashment of privileged leave accumulated by its employees on retirement and separation. The liability for unexpired leave is determined and provided on the basis of actuarial valuation at the Balance Sheet date. The privileged leave liability is not funded.

Amount recognized in the Balance Sheet and movements in net liability:

Particulars	For the year ended March 31, 2011	For the year ended March 31, 2010
Opening Balance of Compensated Absences (a)	2,791,743	2,733,976
Present Value of Compensated Absences (As per actuary valuation) as at the year end (b)	3,185,670	2,791,743
(Excess)/Unfunded liability of Compensated Absences recognized in the Profit and Loss account for the year (b-a)	393,927	57,767

(C) Provident Fund

The Company has recognized Rs. 6,555,117 (Previous year: Rs. 5,812,371) towards contribution to provident fund in the Profit and Loss Account.

9. Employee Stock Option Plans

i) The 1998 Employee Stock Option Plan

The 1998 Employees Stock Option Plan ('the Plan') provided for the issue of options up to 5% of the paid up equity share capital at a minimum exercise price of Rs 265 per equity share, with a vesting period of 36 months from the date of grant of option. In 2002, the Company revised the Plan, whereby the options granted to the employees would vest in four equal installments from the date of the grant of the options.

Presented below is a summary of the Company's 1998 stock option plan activity during the year ended 31 March 2011:

Number of options granted, exercised and foreited during	Year ended March 31, 2011	Year ended March 31, 2010
Options Outstanding, beginning of period	1,500	2,000
Less:- Exercised	-	-
Forfeited	1,000	500
Options outstanding, end of period	500	1,500

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

II) Employee stock option plan 2000

In June 2000 the shareholders of the Company approved the Employees Stock Option Plan 2000 ("the 2000 Plan"), which covers the employees of the Company including its subsidiaries and affiliates. These options would vest equally over a period of four years, with a minimum vesting period of one year from the date of the grant of these options.

During the year ended March 31, 2001, the Company issued 156,060 options including 34,250 options to employee of its subsidiary, at an exercise price of Rs 380 per option and the prevalent market price of the shares, on the date of grant of these options was Rs 394.3 per share.

In the AGM held on 30 December 2003, the Company passed a resolution to grant Mr. Homiyar Panday, President - US Operations and Employee of the step down Subsidiary Company, Trigyn Technologies Inc., upto a maximum limit of 240,000 stock options convertible into equivalent amount of equity shares in one tranche at an exercise price of Rs.10/- per equity share. These shares, after a lock in period of one year from the date of grant of the said stock options.

The period for exercise of the option has been extended to May 6, 2020

During the year in terms board resolution passed in board meeting and remuneration committee meeting held on May 7, 2010 the Company granted 100,000 stock options convertible into equivalent amount of equity shares at an exercise price of Rs. 22.40 per equity share under ESOP 2000 scheme to Mr. R. Ganapathi (Chairman and Executive Director) The vesting period for same is within one year from the date of the grant.

Presented below is a summary of the Company's 2000 stock option plan activity during the years ended 31 March 2011:

Number of options granted, exercised and foreited during	Year ended March 31, 2011	Year ended March 31, 2010
Options Outstanding, beginning of period	492,050	675,400
Granted during the year	100,000	
Less:-Exercised	20,750	182,500
Forfeited	11,350	850
Options outstanding, end of period	559,950	492,050

10. Related party transactions

Details of related parties including summary of transactions entered into by the Company during the year ended March 31, 2011 are summarized below:

Names of related parties:

Subsidiary Companies

Leading Edge Infotech Limited

eCapital Solutions (Bermuda) Limited

Applisoft Inc. (till May 18, 2010 as company was voluntarily liquidated)

Key Management Personnel

R. Ganapathi

Step down Subsidiary Companies

Trigyn Technologies (India) Private Limited

Trigyn Technologies Europe GmbH

Trigyn Technologies Inc

eCapital Solutions (Mauritius) Limited

(till December 30, 2009 as the company was voluntarily liquidated)

Entity which has a substantial interest in the Company

United Telecom Limited

TRIGYN TECHNOLOGIES LIMITED

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

Particulars of related party transactions during the year ended March 31, 2011

Nature of transactions	Transactions	
	2011	2010
Transactions during the year		
a. Subsidiary Company		
i. Loan given		
Leading Edge Infotech Limited	1,046,213	1,991,512
ecapital Solutions (Bermuda) Limited	1,451,123	-
Applisoft Inc.	-	361,208
ii. Provision for loan given		
Leading Edge Infotech Limited	-	3,727,519
ecapital Solutions (Bermuda) Limited	14,51,123	2,191,750
Applisoft Inc.	-	528,933
Balances as at year end		
i. Loan given		
Leading Edge Infotech Limited	13,335,702	12,289,489
Applisoft Inc	1,252,081	1,252,081
ecapital Solutions (Bermuda) Limited	3,642,873	2,191,750
ii. Provision for loan given		
Leading Edge Infotech Limited	12,289,489	12,289,489
Applisoft Inc	528,933	1,252,081
ecapital Solutions (Bermuda) Limited	3,642,873	2,191,750
Transactions during the year		
b. Step down Subsidiary Company		
i. Loan given		
Trigyn Technologies (India) Private Limited	152,721	51,643
eCapital Solutions (Mauritius) Limited	-	208,946
ii. Expenses Incurred on behalf of the Company		
Trigyn Technologies Inc.	19,307,136	11,727,421
iii. Expenses incurred by the Company		
Trigyn Technologies Inc.	1,032,099,007	1,014,657,860
iv. Provision for Loans		
Trigyn Technologies (India) Private Limited	-	5,625,796
eCapital Solutions (Mauritius) Limited	-	208,946
v. Services rendered		
Trigyn Technologies Inc.	269,819,679	252,812,830
vi. Recovery of doubtful debts		
Trigyn Technologies Inc.	-	53,247,527

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

Nature of transactions	Transactions	
Transactions during the year	2011	2010
Balances as at year end		
i. Loan given		
Trigyn Technologies (India) Private Limited	210,320,929	210,168,208
eVector (India) Private Limited	9,505	9,505
Trigyn Technologies Limited UK	2,075,814	2,075,814
eVector Inc. USA	26,713	26,713
ii. Provision for loan given		
Trigyn Technologies (India) Private Limited	207,268,208	207,268,208
eVector (India) Private Limited	9,505	9,505
Trigyn Technologies Limited UK	2,075,814	2,075,814
eVector Inc. USA	26,713	26,713
iii. Advance receivable		
Trigyn Technologies Inc.	190,252,693	157,421,747
iv. Outstanding receivables		
Trigyn Technologies Inc.	139,514,419	118,405,220
v. Expenses Incurred on behalf of the Company		
United Telecom Limited	-	378,746
vi. Expenses Incurred by the Company		
United Telecom Limited	1,378,750	-
vii. Repayment for expense incurred on behalf of the Company		
United Telecom Limited	-	578,511
Balances as at year end		
Other Payable		
United Telecom Limited	1,378,750	-

Transactions with Key Management Personnel:

- (a) For remuneration paid to Directors, refer note no. 14 (i) to schedule 15 to the financial statements
- (b) For ESOP issued to Mr. R. Ganapathi, refer note 9(II) to schedule 15 to the financial statements

11. During the year, the promoter exercised the option to convert 1,380,000 (Previous year: 1,315,000) preference warrants into equity shares. Accordingly 1,380,000 (Previous year: 1,315,000) equity shares were issued at premium of Rs. 8.81 resulting in increase in share capital by Rs. 13,800,000 (Previous year: Rs. 13,150,000) and share premium by Rs. 12,157,800 (Previous year: Rs. 11,585,150). As at the year end 1,445,000 warrants are outstanding, which are pending to be converted into equity shares at the option of promoters. Upfront money of Rs. 6,795,113 (Previous year: Rs. 13,284,563) paid against these warrants is reflected as 'Equity Share Warrants'.
12. The Company is in process of identifying Micro, Small and Medium Enterprises as defined under the Micro Small and Medium Enterprises Development Act, 2006. Hence disclosure relating to amounts unpaid as at the year end together payable with interest thereon has not been given.

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

13. Supplementary statutory information

(i) Managerial Remuneration comprises of following: -

R. Ganapathi – Chairman & Executive Director

1. Chairman & Executive Director and Other Whole – time Director	2011	2010
Salary	3,000,000	3,000,000
Contribution to provident and other funds	360,000	360,000
	<u>3,360,000</u>	<u>3,360,000</u>
2. Non Whole – time Directors		
Sitting Fees	220,000	240,000

Note: Since no commission is payable during the year, computation of net profit for the year under section 198 of the Companies Act, 1956 has not been given.

(ii) **Other costs include:**

Auditor's remuneration:

-statutory audit fees	1,819,950	1,268,450
-tax audit fees	165,450	165,450
-other services	441,200	441,200
-out of pocket expenses	28,189	30,992
	<u>2,454,789</u>	<u>1,906,092</u>

(iii) **Expenditure in foreign currency:**

Travel and conveyance	3,725,633	1,623,803
Sales & marketing expenses	4,375,047	-
Overseas payroll cost	24,468,060	1,985,632
Legal and professional fees	-	380,229
Consultancy Charges	5,500,600	5,729,300
Insurance Charges	1,291,082	1,363,777
	<u>39,360,422</u>	<u>11,082,741</u>

(iv) **Earnings in foreign currency:**

Software development and support services	272,349,742	252,812,830
	<u>272,349,742</u>	<u>252,812,830</u>

Schedules annexed to and forming part of accounts for the year ended March 31, 2011 (Contd.)

14. (a) Following balances in the accounts relating to subsidiary companies which were wound up / liquidated / under liquidation in the earlier years are fully provided for: -

Particulars	March 31, 2011	March 31, 2010
Investments		
Applisoft Inc	421,629,079	421,629,079
Debtors		
Trigyn Technologies Limited, UK	6,009,496	6,009,496
Loans and Advances		
Applisoft Inc	1,252,081	1,252,081
Trigyn Technologies Limited, UK	2,075,814	2,075,814
eVactor Inc USA	26,713	26,713
eCapital Solutions (Mauritius) Limited	208,946	208,946
eVector India Private Limited	9,505	9,505

These balances are carried forward in the financial statements and would be written off upon compliance with formalities with Reserve Bank of India.

- (b) The Company had, in earlier years, applied to Reserve Bank of India for condonations/ permissions in respect of certain non-compliances relating to non-realisation of export debtors. These applications are pending disposal. Most of these non-compliances were a result of the persistent down trend in the past in the software industry, particularly in the United States, which was the largest customer market for the Company. These unrealised balances included in sundry debtors have been fully provided in earlier years.
15. The Company is significantly dependent on business from its wholly owned step down subsidiary, Trigyn Technologies Inc. (TT Inc.) and it provides communication and information technology staffing support to TT Inc. in relation to TT Inc. contract with United Nations (UN). The management is confident of renewal of contract upon completion of its term in December, 2011. The management is also actively pursuing business from other sources by way of concerted marketing efforts.
16. The Company has not entered into any derivative contracts during the year.
17. Prior year figures have been reclassified to conform to current year's presentation.

For Price Waterhouse

Chartered Accountants
Firm Registration Number : 012754N

Vilas Y. Rane
Partner

Membership No.: F-33220

Place: Mumbai
Date: August 24, 2011

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 24, 2011

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS:

I. REGISTRATION DETAILS:

Registration No. State Code

Balance Sheet Date - -

Date Month Year

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS):

Public Issue - Rights Issue -

Bonus Issue - Private Placement (including share application money) -

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS):

Total Liabilities Total Assets

SOURCE OF FUNDS:

APPLICATION OF FUNDS:

Paid-up Capital Net Fixed Assets

(including share application money)

Reserves & Surplus Investments

Secured Loans - Net Current Assets

Unsecured Loans - Miscellaneous Expenditure -

Accumulated loss

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS):

Turnover Total Expenditure

(including other income)

+ Profit Before Tax + Profit for the year

(Please tick appropriate box + for Profit, for Loss)

Earning per Share in Rs. . Dividend % -

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS):

ITEM CODE NO. (ITC CODE) .

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

ITEM CODE NO. (ITC CODE)

PRODUCT DESCRIPTION

Auditors' report on Consolidated Financial Statements

The Board of Directors of Trigyn Technologies Limited

1. We have audited the attached consolidated balance sheet of Trigyn Technologies Limited (the "Company") and its subsidiaries; hereinafter referred to as the "Group" [(refer Note 1 on Schedule 16 to the attached consolidated financial statements)] as at March 31, 2011, the related consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the year ended on that date annexed thereto, which we have signed under reference to this report. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance 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.
3. We have relied on the unaudited financial statements of two subsidiaries included in the consolidated financial statements, which constitute total assets of Rs. 1,848,092 and net liabilities of Rs. 5,120,531 as at March 31, 2011, total revenue of Rs. 13,127,998, net loss of Rs. 568,523 and net cash inflows amounting to Rs. 437,986 for the year then ended. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of these subsidiaries is based solely on such approved unaudited financial statements.
4. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 - Consolidated Financial Statements notified under sub-section 3C of Section 211 of the Companies Act, 1956.
5. *As stated in note 11 of Schedule 16, the Group has not complied with disclosure requirement of Accounting Standard 17 ñ Segment Reporting.*
6. *As stated in note 11 to Schedule 16, advance of Rs. 10,134,342 (net of deposit received) in one of the subsidiary company as at balance sheet date is outstanding for a long time. We are unable to comment on its recoverability and its impact on the consolidated financial statements.*
7. *Subject to matters referred in paragraph 5 and 6 above, based on our audit and on consideration of management approved separate financial statements and the other financial information of the components of the Group as referred to in paragraph 3 above, and to the best of our information and according to the explanations given to us, in our opinion, the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:*
 - (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2011;
 - (b) in the case of the consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date: and
 - (c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For Price Waterhouse
Chartered Accountants
Firm Registration Number: 012754N

Mumbai
Date: August 24, 2011

Vilas Y. Rane
Partner
Membership Number: F-33220

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Consolidated Balance Sheet as at March 31, 2011

	Schedule	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
SOURCES OF FUNDS			
Shareholders' funds			
Share capital	1	279,037,360	265,029,860
Equity share warrants (Refer note 6 to Schedule 16)		6,795,113	13,284,563
Reserves and surplus	2	6,606,712,614	6,623,343,543
		6,892,545,087	6,901,657,966
Minority interest (Refer note 4 to Schedule 16)		-	347,106,880
Loan funds			
Unsecured loans	3	4,302,549	7,929,750
		4,302,549	7,929,750
		6,896,847,636	7,256,694,596
APPLICATION OF FUNDS			
Fixed assets			
Gross block	4	231,889,416	307,597,073
Less: Accumulated depreciation		215,243,678	284,516,007
Net block		16,645,738	23,081,066
Capital work-in-progress		185,000	-
		16,830,738	23,081,066
Investments	5	103,600	103,600
Current assets, loans and advances			
Unbilled receivables	6	8,057,723	4,468,202
Sundry debtors	7	564,816,326	389,142,929
Cash and bank balances	8	298,334,894	266,245,043
Loans and advances	9	42,273,855	142,843,379
		913,482,798	802,699,553
Less: Current liabilities and provisions			
Current liabilities	10	253,401,831	202,325,685
Provisions	11	12,594,195	20,859,168
		265,996,026	223,184,853
Net current assets		647,486,772	579,514,701
Profit and loss account		6,232,426,526	6,653,995,229
		6,896,847,636	7,256,694,596

Notes to the accounts 16

As per our report of even date attached

For Price Waterhouse

Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner

Membership Number :F-33220

Place: Mumbai
Date: August 24, 2011

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 24, 2011

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Consolidated Profit and Loss Account for the year ended March 31, 2011

	Schedule	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Income			
Software and Consultancy Services		2,345,472,145	1,946,167,103
Other Income	12	19,860,306	19,785,849
		<u>2,365,332,451</u>	<u>1,965,952,953</u>
Expenditure			
Personnel costs	13	1,687,671,150	1,479,406,991
Other Costs	14	523,648,525	361,864,038
Depreciation	4	9,585,212	10,319,093
Finance Charges	15	3,477,596	3,967,748
		<u>2,224,382,483</u>	<u>1,855,557,870</u>
Profit for the year before tax and exceptional items		140,949,968	110,395,083
Less: Provision for taxation			
Income Tax			
- Current year		31,291,442	14,590,331
Fringe benefit tax		-	61,553
		<u>109,658,526</u>	<u>95,743,199</u>
Profit for the year after tax and before exceptional items		109,658,526	95,743,199
Add : Exceptional Items (Refer note 4 to schedule 16)		311,910,177	-
		<u>421,568,703</u>	<u>95,743,199</u>
Profit for the year after exceptional items		421,568,703	95,743,199
Accumulated loss, brought forward		(6,653,995,229)	(6,749,738,427)
Accumulated loss, carried forward		(6,232,426,526)	(6,653,995,229)
Earnings per share before exceptional Items			
- Basic earnings per share		4.13	3.82
- Diluted earnings per share		4.03	3.42
Earning per share after exceptional items			
- Basic earnings per share		15.89	3.82
- Diluted earnings per share		15.50	3.42
(Face value of Rs. 10 each, refer note no. 8 to schedule 16)			
Notes to the accounts	16		

As per our report of even date attached

For Price Waterhouse
Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner
Membership Number :F-33220

Place: Mumbai
Date: August 24, 2010

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 24, 2010

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Consolidated Cash Flow Statement for the year ended March 31, 2011

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Profit for the year before tax	140,949,968	110,395,083
Adjustments for:		
Interest income	(15,769,118)	(13,095,089)
Income from Trade Investments	(15,000)	(15,000)
Provision for doubtful debts/advances	4,629,591	
Depreciation and amortization	9,585,212	10,319,093
Loss on sale of fixed assets	6,760,885	
Bad debts	27,758,350	
Provision for doubtful debts utilised	(27,752,655)	
ESOP Forfeiture	(19,305)	(5,005)
Operating profit before working capital changes	146,127,928	107,599,082
Changes in:		
(Increase)/Decrease in Sundry Debtors	(183,898,204)	(38,612,076)
(Increase)/Decrease in Loans and advances	(2,637,047)	2,964,772
Increase/(Decrease) in Current Liabilities and Provisions	42,811,173	(45,476,196)
Cash (used in) / generated from operations	2,403,850	26,475,581
Direct tax paid (net)	(56,383,074)	(22,847,946)
Net cash (used in) / generated from operations (A)	(53,979,224)	3,627,635
Cash flow from investing activities		
Purchase of fixed assets	(6,994,268)	(7,148,764)
Sale / (Purchase) of investments	-	872,233
Inter corporate deposits refund / (given)	90,000,000	(90,000,000)
Interest Received	15,769,118	13,095,089
Dividend Received	15,000	15,000
Deposit/realisation of margin money from/(used in)	(2,829,592)	(13,326,772)
Net cash (used in) /generated from investing activities (B)	95,960,258	(96,493,214)
Cash flow from financing activities		
Proceeds from fresh issue of equity shares	19,675,850	39,447,213
Loans taken / (Repayment of loans)	(3,627,201)	(678,300)
Net Cash (used in) / generated from financing activities (C)	16,048,649	38,768,913
(Decrease) / Increase in cash and cash equivalents (A+B+C)	58,029,683	(54,096,665)
Adjustments on account of currency translation reserve	(28,769,424)	(6,516,542)
Cash and cash equivalents at the beginning of year	196,732,653	257,345,861
Cash and cash equivalents at the end of year	225,992,912	196,732,653

Note:

- The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard-3 'Cash flow statements' as specified in Companies (Accounting Standards) Rules, 2006
- Cash and cash equivalents as at the year end consist of cash Rs. 6,119 (P.Y: Rs. 5,769) and bank balances in current account Rs. 119,473,677 (P.Y: Rs. 148,475,095) and in deposit account Rs. 106,513,116 (P.Y:Rs. 48,251,789). Excludes margin money accounts of Rs 72,341,982 (P.Y: Rs 69,512,390)

As per our report of even date attached

For Price Waterhouse

Chartered Accountants
FRN 012754N

Vilas Y. Rane
Partner

Membership Number :F-33220

Place: Mumbai
Date: August 24, 2011

For Trigyn Technologies Limited

R Ganapathi
Chairman & Executive Director

Milind Telawane
Chief Financial Officer

Place: Mumbai
Date: August 24, 2011

Dr. P Raja Mohan Rao
Director

Rajesh Shirambekar
Company Secretary

Schedules to the consolidated financial statements for year ended March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 1. Share capital		
Authorised		
35,000,000 (P.Y. : 35,000,000) equity shares of Rs 10 each.	350,000,000	350,000,000
5,000,000 (P.Y. : 5,000,000) preference shares of Rs 10 each.	50,000,000	50,000,000
	400,000,000	400,000,000
Issued, subscribed and paid-up		
27,903,736(P.Y. : 26,502,986) equity shares of Rs 10 each fully paid-up.	279,037,360	265,029,860
Total	279,037,360	265,029,860

1) The above includes :

- a) 5,251,666 (P.Y. : 5,251,666) equity shares of Rs 10 each fully paid-up have been issued as bonus shares by capitalisation of share premium.
- b) 7,350,000 (P.Y. : 7,350,000) equity shares of Rs 10 each fully paid-up have been allotted to eCapital Holding (Bermuda) Limited for consideration other than cash.
- c) 1,315,000 (P.Y. : Nil) equity shares of Rs 10 each fully paid-up with a premium of Rs 8.81 have been allotted to United Telecoms Limited, the Promoters, on preferential basis in terms of SEBI (ICDR) Regulations, 2009. (Refer note 6 of Schedule 16)

2) During the year 182,500 shares (P.Y. : 15,000) were allotted to employees of the Company under Employee Stock Options. (Refer note no. 5 to Schedule 16)

Schedule 2. Reserves and surplus**Share premium account**

- Balance at the beginning of the year	6,585,338,865	6,573,753,715
- Addition on issue of shares	12,157,800	11,585,150
- Balance at the end of the year	6,597,496,665	6,585,338,865

Employee stock options outstanding

- Balance at the beginning of the year	2,685,045	2,690,050
- Addition on issue of stock options	-	-
- Reversal on forfeiture of stock options	19,305	5,005
- Balance at the end of the year	2,665,740	2,685,045

Capital Reserve	8,100,000	8,100,000
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Foreign Exchange Translation Reserve	(1,549,791)	27,219,633
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Total	6,606,712,614	6,623,343,543
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TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Schedules to the consolidated financial statements for year ended March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 4. Loan funds		
From others	4,302,549	7,929,750
Total	4,302,549	7,929,750

Schedule 5. Fixed assets (At cost)

(Amount in Rs.)

Particulars	Gross Block				Depreciation				Net Block	
	As at 1-Apr-10	Additions during the year	Deletion during the year*	As at 31-Mar-11	As at 1-Apr-10	For the year	Deletion during the year*	As at 31-Mar-11	As at 31-Mar-11	As at 31-Mar-10
Tangible assets										
Buildings (Note 1)	6,449,503	18,390	-	6,467,893	3,967,122	364,635	-	4,331,757	2,136,136	2,482,381
Leasehold Improvements	116,501,308	-	-	116,501,308	114,741,659	327,385	2	115,069,046	1,432,262	1,759,649
Computers & Peripherals	122,958,071	2,465,054	(53,056,985)	72,366,140	116,072,794	3,064,927	(50,850,944)	68,286,777	4,079,363	6,885,277
Office Equipments	13,860,899	76,475	(3,911,944)	10,025,430	12,302,271	612,914	(3,453,324)	9,461,861	563,569	1,558,628
Furniture & Fixtures	10,834,763	459,643	(1,615,211)	9,679,195	8,639,304	1,196,616	(1,120,489)	8,715,431	963,764	2,195,459
Intangible assets										
- Computer Software	36,992,529	3,789,706	(23,932,785)	16,849,450	28,792,857	4,018,733	(23,432,786)	9,378,804	7,470,646	8,199,672
Total	307,597,073	6,809,268	(82,516,925)	231,889,416	284,516,007	9,585,212	(78,857,541)	215,243,678	16,645,738	23,081,066
<i>Previous Year</i>	306,330,122	7,232,987	5,966,036	307,597,073	280,078,727	10,319,093	5,881,813	284,516,007	23,081,066	-
							Capital Work in Progress	185,000		
									16,830,738	23,081,066

Note 1 : Building includes value of properties in Co-operative societies including shares of respective societies.

Note 2 : * Deletions/Adjustments also include on account of foreign currency translation

Schedules to the consolidated financial statements for year ended March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 5. Investments		
Long term investments (at cost)		
Non - trade (unquoted) investments		
100 equity shares (P.Y.: 100) of Rs.36 each fully paid up in Bombay Mercantile Co-operative Bank Limited	3,600	3,600
10,000 equity shares (P.Y.: 10,000) of Rs.10 each fully paid up in North Kanara GSB Co-operative Bank Limited	100,000	100,000
	<u>103,600</u>	<u>103,600</u>
100,000 shares (P.Y.: 100,000) of \$0.01 each fully paid up of Empowertel Systems, each fully paid up	485,600	485,600
Less: Provision for decline other than temporary in value of investment	485,600	485,600
	-	-
Total	<u>103,600</u>	<u>103,600</u>
Schedule 6. Unbilled debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- considered good	-	-
- considered doubtful	1,319,189	1,319,189
Other debts		
- considered good	8,057,723	4,468,202
	<u>9,376,912</u>	<u>5,787,391</u>
Less: Provision for doubtful debts	<u>1,319,189</u>	<u>1,319,189</u>
	<u>8,057,723</u>	<u>4,468,202</u>
Schedule 7. Sundry debtors		
(Unsecured, considered good, unless otherwise stated)		
Debts over six months		
- considered good	56,380,865	19,988,599
- considered doubtful	229,088,429	194,439,232
Other debts		
- considered good	508,435,461	369,154,330
- considered doubtful	-	-
	<u>793,904,755</u>	<u>583,582,161</u>
Less: Provision for doubtful debts	<u>229,088,429</u>	<u>194,439,232</u>
Total	<u>564,816,326</u>	<u>389,142,929</u>

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Schedules to the consolidated financial statements for year ended March 31, 2011

	As at March 31, 2011 Rs.	As at March 31, 2010 Rs.
Schedule 8. Cash and bank balances		
Cash on hand	6,119	5,769
Cheques on hand	-	-
Balances with scheduled banks		
- in current account	104,363,106	23,872,420
- in deposit account	83,833,670	48,159,221
- In Margin money accounts	72,341,982	69,512,390
	<u>260,544,877</u>	<u>141,549,800</u>
Balances with non scheduled banks		
- in current account	15,110,571	124,602,675
- in deposit account	22,679,446	92,568
Total	<u><u>298,334,894</u></u>	<u><u>266,245,043</u></u>
Schedule 9. Loans and advances		
(Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
- Considered doubtful	8,261,021	2,359,421
- Considered good	36,028,731	29,942,568
	<u>44,289,752</u>	<u>32,301,989</u>
Less: Provision for doubtful advances	8,261,021	2,359,421
	<u>36,028,731</u>	<u>29,942,568</u>
Deposits	456,270	94,003,925
Gratuity Fund Receivable	672,107	573,568
Income tax payments, net of provisions	5,116,747	18,323,317
	<u>6,245,124</u>	<u>112,900,810</u>
Total	<u><u>42,273,855</u></u>	<u><u>142,843,379</u></u>

Schedules to the consolidated financial statements for year ended March 31, 2011

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Schedule 10. Current liabilities		
Sundry creditors	72,353,008	50,863,538
Advance Received from Customer	2,497	-
Other liabilities	181,046,326	151,462,147
Total	253,401,831	202,325,685
Schedule 11. Provisions		
Provision for leave encashment and gratuity costs	12,594,195	20,859,168
Total	12,594,195	20,859,168
Schedule 12. Other income		
Interest on deposits with banks	15,769,118	13,095,089
Interest on income tax refund	-	-
Lease rental income	2,545,755	4,900,017
Dividend from non trade investments	15,000	15,000
Exchange gain (Net)	-	-
Miscellaneous income	1,530,433	1,775,743
Total	19,860,306	19,785,849
Schedule 13. Personnel costs		
Salaries, bonus and overseas allowances	1,611,280,977	1,429,974,210
Contribution to provident and other funds	9,054,911	46,680,070
Gratuity and leave encashment costs	4,618,586	2,122,915
Staff welfare	59,494,017	611,857
Sales commission	-	17,939
Managerial remuneration	3,222,659	-
Total	1,687,671,150	1,479,406,991
Schedule 14. Finance charges		
Bank and other finance charges	3,477,596	3,967,748
Total	3,477,596	3,967,748

TRIGYN TECHNOLOGIES LIMITED AND ITS SUBSIDIARIES

Schedules to the consolidated financial statements for year ended March 31, 2011

	For the year ended March 31, 2011 Rs.	For the year ended March 31, 2010 Rs.
Schedule 15. Other costs		
Consultancy charges	417,629,541	238,280,426
Bad debts	27,758,350	540,222
Less: Provision utilised	<u>(27,752,655)</u>	-
	5,695	540,222
Provision for doubtful debts	4,629,591	-
Recruitment charges	9,531,855	9,962,054
Advertisement & promotion expenses	897,185	1,454,523
Rent, rates and taxes	6,464,166	5,837,704
Electricity charges, power and fuel	4,858,401	4,940,437
Water Charges	-	
Travel and conveyance costs	20,827,398	27,364,557
Legal and professional fees	16,964,057	10,081,626
Directors Other Cost	-	
Operating Expenses	15,773,360	
Communication expenses	4,484,743	4,127,843
Insurance	3,244,675	3,546,983
Repairs and maintenance	756,003	449,827
Exchange loss (net)	1,535,963	23,073,536
Miscellaneous expenses	15,255,584	32,204,301
Prior Perod Expenses	790,308	-
Total	<u><u>523,648,525</u></u>	<u><u>361,864,038</u></u>

Notes to the consolidated financial statements for the year ended March 31, 2011

Schedule 16

1. Background

Trigyn Technologies Limited (TTL or 'the Company' or 'the Parent Company') was incorporated on March 25, 1986 under the Indian Companies Act, 1956, with its registered office in Mumbai, India.

TTL is the holding company of the Trigyn Group of companies.

TTL has its software development center in Mumbai, India ('the Head Office') and the Company mainly operates in US through its step down subsidiary Trigyn Technologies Inc.

List of subsidiaries is summarized below:

Subsidiaries	Country of incorporation and other particulars	Percentage of holding (%)
eCapital Solutions (Bermuda) Limited, ('EB')*	A subsidiary of TTL organised under the laws of Bermuda.	100
Leading Edge Infotech Limited, ('LEIL')	A subsidiary of TTL incorporated under the laws of India.	100
Trigyn Technologies Inc., ('TTI')	A subsidiary of EB organised under the laws of Delaware, USA.	100
Trigyn Technologies (India) Private Limited, ('TTIPL')	A subsidiary of EB incorporated under the laws of India.	100
Trigyn Technologies Europe GmbH, Pforzheim, Germany ('TTE')	A subsidiary of EB organised under the laws of Germany.	100

* The Company is in the process of initiating voluntary liquidation proceedings of eCapital Solutions (Bermuda) Limited.

The accounts of eCapital Solutions (Bermuda) Limited and Trigyn Technologies Europe GmbH used for consolidation are approved by the Board of respective company and the same are not audited.

2. Principal accounting policies

2.1 Basis of preparation of consolidated financial statements and principles of consolidation

The consolidated financial statements of TTL and its subsidiaries (as listed in note 1 above), collectively referred to as the "Trigyn Group" or the "Group" have been prepared under the historical cost convention on going concern basis. These consolidated financial statements have been prepared in accordance with the requirements of Accounting Standard (AS) 21, "Consolidated Financial Statements" as specified in Companies (Accounting Standards) Rules, 2006 and on the basis of the separate audited / unaudited (refer note 3(i) below) financial statements of TTL and its subsidiaries, included in the consolidated financial statements. All income and expenditure having a material bearing on the financial statements are recognised on accrual basis.

The financial statements of the Parent Company and its subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances/transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated unless cost to the Group cannot be recovered. The amounts shown in respect of accumulated losses/reserves comprise the accumulated losses/reserves as per the Balance Sheet of the Parent Company and its share in the post acquisition increase in the relevant accumulated losses/reserves of its subsidiaries.

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of the relevant

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying consolidated financial statements.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements, except as stated in paragraph 2.4 below.

2.2 Revenue recognition

Revenues from software development services comprise income from time and material and fixed price contracts. Revenue from 'time and material' contracts is recognised, as and when related services are performed and accepted by the customer. Revenue from fixed price contracts is recognised using the percentage of completion method of accounting, under which the sales value of performance, including the profit thereon, is determined by relating the actual man hours of work performed to date to the estimated total man hours for each contract. Provision for estimated losses on uncompleted contracts are recorded in the period in which such losses become probable, based on current contract estimates. The revenue allocated to post-contract customer support is recognized ratably over the term of the support and revenue allocated to service elements such as training, installation and customization is recognized as the services are performed.

Unbilled receivables represent costs incurred and revenues recognised on contracts, to be billed in subsequent periods as per the terms of the contract. Amounts received in advance of meeting the revenue recognition criteria are deferred and reflected as 'Billings in excess of costs and estimated earnings on uncompleted contracts'.

Interest and Other income are accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

2.3 Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Cost comprises of purchase price and attributable costs, if any.

Depreciation on additions and disposals is provided pro-rata for the period of use.

Depreciation is provided on straight line basis at higher of the rates based on useful lives of the fixed assets as estimated by the management and those stipulated in Schedule XIV to the Companies Act, 1956.

The useful lives of fixed assets as estimated by the management are:

Asset	Useful life (in years)
Leasehold improvements / Assets taken on lease	Over the term of the lease or the estimated useful life of the asset whichever is shorter
Buildings	20 years
Office equipment	3-4 years
Computers and peripherals and Computer Software	3 years and 2 months
Furniture and fixtures	4 years
Motor vehicles	4 years and 2 months

2.4 Retirement benefits

In accordance with Indian regulations, TTL and LEIL provide for gratuity, a defined benefit retirement plan covering all its eligible employees. Gratuity costs are based on an actuarial valuation carried out by an independent actuary at the balance sheet date in the case of TTL and on an arithmetic basis in case of LEIL.

In accordance with Indian regulations, all employees of TTL and LEIL receive benefits from a provident fund, which is a defined contribution retirement plan. Contributions to the provident fund are charged to the profit and loss account in the year in which the contributions are due.

TTL provides for leave encashment costs based on an actuarial valuation carried out by an independent actuary at the balance sheet date

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

LEIL and TTInc provides for leave encashment costs based on leave balances to the credit of employees at the year-end at the prevalent salary rates on arithmetical basis.

2.5 Investments

Long-term investments are carried at cost. Provision is made to recognize a decline other than temporary in the carrying amount of long term investments. Current investments are carried at lower of cost and fair value.

2.6 Income tax

Current tax provision is made annually based on the tax liability computed after considering tax allowances, exemptions and reliefs. Deferred tax liability or asset is recognized for timing differences between the profits/losses offered for income taxes and profits/losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized, other than deferred tax assets in respect of unabsorbed depreciation and carry forward tax losses, which are recognised only to the extent that there is virtual certainty that they will be realized. Deferred tax assets are reviewed at each balance sheet date for the appropriateness of their carrying values.

In case of TTI current taxes comprise federal taxes in the United States.

2.7 Leases

Assets given under operating lease are reflected in the financial statements under fixed assets. Further, lease income from such operating lease arrangements have been recognised in the statement of profit and loss on a straight line basis over the lease term.

2.8 Foreign currency transactions

Transactions in foreign currency are recorded at simple monthly average exchange rates. Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the year are recognised in the profit and loss account. Foreign currency denominated current assets and current liabilities at the year-end are translated at the year-end exchange rates and the resulting net gain or loss is recognised in the profit and loss.

2.9 Foreign currency translation*Non-Indian operations*

The consolidated financial statements are reported in Indian rupees. The translation of the local currency of each foreign subsidiary, considered as non integral operations, and conversion of foreign branches, which are integral to the operations within the Group into Indian rupees is performed in respect of assets and liabilities other than fixed assets using the exchange rate in effect at the balance sheet date and for revenue and expense items other than the depreciation costs using a simple average exchange rate for the year. Fixed assets are translated at exchange rates on the date of the transaction and depreciation on fixed assets is translated at exchange rates used for translation of the underlying fixed assets.

Net exchange difference resulting from the above translation of the financial statements of foreign subsidiaries has been transferred to foreign exchange translation reserve and in respect of foreign branches the exchange difference is recognised in the consolidated profit and loss account.

2.10 Stock based compensation

TTL being a listed company is required to comply with the 'Employees Stock Option Scheme and Employees Stock Purchase Scheme' guidelines, 1999 issued by Securities and Exchange Board of India ('SEBI') for accounting compensation cost relating to employee stock options granted by the Company. Accordingly, the excess of the market price of the underlying equity share as at the date of grant of the option over the exercise price of the options on the date of grant has been recognised as employee compensation expense and is reflected as 'Employee Stock Options Outstanding' under the head 'Reserves and Surplus'.

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

2.11 Provision and contingent liabilities

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Provisions are recognized based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year end date.

Contingent Assets are not recognized or disclosed in the financial statements.

2.12 Impairment of assets

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

2.13 Earning per share

The basic earnings per share is computed by dividing the profit/ loss after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit/ loss after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3. Contingent liabilities not provided for in respect of:

- (i) Disputed tax demands / claims:

(Rs. In Lakhs)

	As at March 31, 2011	As at March 31, 2010
Sales tax	13.10	13.10
Income tax	5.78	—
Service tax	19.28	—

- (ii) The Income tax department had during the year issued assessment order for AY 2007-08 whereby, various additions / disallowances were made by the Assessing Officer and income tax demand of Rs. 152,047,027 (Including interest of Rs. 47,905,228) was raised. The Company has disputed the said demand and filed an appeal before the Commissioner of Income Tax. Pending the disposal of the appeal, an application filed by the Company for stay of the recovery of the said demand, has been allowed on the condition that a payment of Rs. 100 lacs would be made before March 31st with a direction to pay Rs. 15 lacs per month commencing from April 11 till October 2011 or till the final disposal of the appeal, whichever is earlier. The Company has paid Rs. 100 lacs upto March 31, 2011 as per the said stay order. Based on the facts of the case and advice received by the Company, the management is of the opinion that it has a good case and the liability is contingent in nature. Hence, no provision has been considered necessary on this account.
- (iii) Guarantees given by bank on behalf of the Company Rs. 72,048,000 (P.Y. Rs. 72,048,000) to United Nations.
- (iv) The lawsuit filed against the Company and one of it's employees for breach of contract is pending. The possible liability which may arise in the event of unfavorable outcome of the matter is presently unascertainable.

4. Accounting adjustments/assumptions in consolidation

The Consolidated financial statements for the previous years included financials of the following non operational subsidiaries accounts of which were unaudited and updated upto a particular date and were prepared by the management.

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

- Name of the Subsidiaries	- Updated upto	- Status
- Trigyn Technologies Limited, UK	- March 31, 2002	- Liquidated in 2004
- eVector (Cayman) Limited and its subsidiaries ('EVCL')	- March 31, 2002	- Under liquidation since 2002
- eCapital Solutions (Mauritius) Limited	- March 31, 2005	- Liquidated in 2009
- Applisoft Inc	- January 2010	- Liquidated in 2010

The effect of the winding up of the aforesaid subsidiaries/step down subsidiaries had not been given due to lack of latest financial statements and adequate details regarding certain inter company balances across all subsidiaries.

During the year, the management has reconsidered the matter and has decided to exclude the said entities from consolidation as the said entities are not in existence and the management has not received or aware of any claims or pending litigations relating to these entities. The management has also confirmed that there had been no changes in the financial status of these entities from the date on which the last financial statements have been drawn. Having regard to the said facts and significant lapse of time since the liquidation process, the management has decided to give effect to the winding up of the said entities in the consolidated financial statements of current year. Consequently, following adjustments were carried in the consolidated financial statements.

- (a) Minority interest aggregating Rs. 347,106,880 relating to EVCL has been written back in the consolidated profit and loss account.
- (b) Other adjustment of Rs. 35,196,703 on account of winding up / liquidation of aforesaid entities has been charged to consolidated profit and loss account.

Net effect of Rs. 311,910,177 (Credit) has been reflected as exceptional item in the consolidated profit and loss account.

Considering the above effect of winding up / liquidation of aforesaid entities, current year figures are not directly comparable with previous year figures.

5. Employee Stock Option Plans**I) The 1998 Employee Stock Option Plan**

The 1998 Employees Stock Option Plan ('the Plan') provided for the issue of options up to 5% of the paid up equity share capital at a minimum exercise price of Rs 265 per equity share, with a vesting period of 36 months from the date of grant of option. In 2002, the Company revised the Plan, whereby the options granted to the employees would vest in four equal installments from the date of the grant of the options.

Presented below is a summary of the Company's 1998 stock option plan activity during the year ended 31 March 2011:

Number of options granted, exercised and foreited during	Year ended March 31, 2011	Year ended March 31, 2010
Options Outstanding, beginning of period	1,500	2,000
Less:- Exercised	-	-
Forfeited	1,000	500
Options outstanding, end of period	500	1,500

II) Employee stock option plan 2000

In June 2000 the shareholders of the Company approved the Employees Stock Option Plan 2000 ("the 2000

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

Plan”), which covers the employees of the Company including its subsidiaries and affiliates. These options would vest equally over a period of four years, with a minimum vesting period of one year from the date of the grant of these options.

During the year ended March 31, 2001, the Company issued 156,060 options including 34,250 options to employee of its subsidiary, at an exercise price of Rs 380 per option and the prevalent market price of the shares, on the date of grant of these options was Rs 394.3 per share.

In the AGM held on 30 December 2003, the Company passed a resolution to grant Mr. Homiyar Panday, President - US Operations and Employee of the step down Subsidiary Company, Trigyn Technologies Inc., upto a maximum limit of 240,000 stock options convertible into equivalent amount of equity shares in one tranche at an exercise price of Rs.10/- per equity share. These shares, after a lock in period of one year from the date of grant of the said stock options.

The period for exercise of the option has been extended to May 6, 2020

During the year in terms board resolution passed in board meeting and remuneration committee meeting held on May 7, 2010 the Company granted 100,000 stock options convertible into equivalent amount of equity shares at an exercise price of Rs. 22.40 per equity share under ESOP 2000 scheme to Mr. R. Ganapathi (Chairman and Executive Director) The vesting period for same is within one year from the date of the grant.

Presented below is a summary of the Company’s 2000 stock option plan activity during the years ended 31 March 2011:

Number of options granted, exercised and foreited during	Year ended March 31, 2011	Year ended March 31, 2010
Options Outstanding, beginning of period	492,050	675,400
Granted during the year	100,000	
Less:- Exercised	20,750	182,500
Forfeited	11,350	850
Options outstanding, end of period	559,950	492,050

6. During the year, the promoter exercised the option to convert 1,380,000 (Previous year: 1,315,000) preference warrants into equity shares. Accordingly 1,380,000 (Previous year: 1,315,000) equity shares were issued at premium of Rs. 8.81 resulting in increase in share capital by Rs. 13,800,000 (Previous year: Rs. 13,150,000) and share premium by Rs. 12,157,800 (Previous year: Rs. 11,585,150). As at the year end 1,445,000 warrants are outstanding, which are pending to be converted into equity shares at the option of promoters. Upfront money of Rs. 6,795,113 (Previous year: Rs. 13,284,563) paid against these warrants is reflected as 'Equity Share Warrants'.

7. Key Management Personnel

R. Ganapathi – Chairman of Trigyn Technologies Limited

Homiyar Panday - Director of Trigyn Technologies Inc.

Personnel cost includes managerial remuneration paid to above key management personnel as follows:

Particulars	2011	2010
-Salaries and bonus	25,032,275	20,045,658
-Others	373,318	539,319
	25,405,593	20,584,977

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)**8. Earnings Per Share**

Details of numerator and denominator used for the purposes of computing earnings per share are summarized below:

Particulars	2011	2010
Profit for the year after tax and exceptional items	421,568,703	95,743,199
Profit for the year after tax and before exceptional items	109,658,526	95,743,199
Exceptional items	311,910,177	—
Number of shares outstanding at the year end	27,903,736	26,502,986
Weighted average number of shares used in computing earnings per share (Basic)	26,529,194	25,052,755
Weighted average number of shares used in computing earnings per share (Diluted)	27,201,143	28,030,831
Face Value of Rs.	10	10
Earnings per share before exceptional items		
- Basic	4.13	3.82
- Diluted	4.03	3.42
Earnings after exceptional items		
- Basic	15.89	3.82
- Diluted	15.50	3.42

9. Regulatory matters

The Company had, in earlier years, applied to Reserve Bank of India for condonations/ permissions in respect of certain non-compliances relating to non-realisation of export debtors. These applications are pending disposal. Most of these non-compliances were a result of the persistent down trend in the past in the software industry, particularly in the United States, which was the largest customer market for the Company. These unrealised balances included in sundry debtors have been fully provided in earlier years.

- 10.** There is no provision for current tax liability as the Company has unabsorbed brought forward losses / depreciation under the Income tax act, 1961. As the Company carries on its business from Special Economic Zone the provisions of section 115 JB of the Income Tax Act, 1961 (Minimum Alternate Tax) are not applicable to the Company.
- 11.** The Group's financial reporting is organized in four major segments viz. Consultancy and IT services, Finance and Insurance, Government and manufacturing and Pharma. These divisions are the basis on which the Group is reporting its primary segment information. Segments are identified based on the types of the customers. Information in respect of primary segment and secondary segment are not given as the same has not been compiled.
- 12.** Advance recoverable in cash or kind of TTIPL a step down subsidiary includes Rs. 10,134,342 (net of deposit received) as at balance sheet date is outstanding for a long time and the company is confident to recover these outstanding dues.

Notes to the consolidated financial statements for the year ended March 31, 2011 (contd.)

13. The step down subsidiary TT Inc. has entered into operating lease arrangements, for leasing office premises in USA. The office premise has been taken under a non-cancelable lease for a period of 5 years, which is renewable at the option of the Company.

The future minimum lease payments in respect of non-cancelable operating lease in the US as at 31 March 2011 are summarized below:

	2011	2010
Lease rental payments for the year	31,67,771	28,25,211
Future minimum lease rentals payments payable:		
- not later than one year	2,988,126	3,127,673
- Later than one year but not later than five years	1,992,084	49,52,148
	8,149,993	10,907,042

14. The previous year's figures have been regrouped / reworked and or rearranged wherever necessary to confirm to current year's groupings and classifications.

For Price Waterhouse

Chartered Accountants

Firm Registration Number: 012754N

Vilas Y. Rane

Partner

Membership Number :F-33220

Place: Mumbai

Date: August 24, 2011

For Trigyn Technologies Limited

R Ganapathi

Chairman & Executive Director

Milind Telawane

Chief Financial Officer

Place: Mumbai

Date: August 24, 2011

Dr. P Raja Mohan Rao

Director

Rajesh Shirambekar

Company Secretary

GREEN INITIATIVE

To be given by shareholder holding shares in Physical Form only. Shareholders holding shares in demat mode are requested to give their E-mail ID to their Depository Participant in the format provided by them.

Date: _____

To,
M/s. Sharepro Services (India) Pvt. Ltd.
Unit: Trigyn Technologies Limited
13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka, Andheri (E),
Mumbai - 400 072.

Sub: Request for E-mail ID Registration

Unit: Trigyn Technologies Limited

Folio Number: _____

Name of First Shareholder: _____

E-mail ID: _____

Signature of First Shareholder: _____

Note:

Members are requested to send this E-mail registration request letter to Company's Registrar & Transfer Agent as aforesaid. Such registration of E-mail ID will help the Company to send communication related to the Company on such registered E-mail ID on regular basis.

TRIGYN TECHNOLOGIES LIMITED

Regd. Office : 27, SDF I, SEEPZ - SEZ, M.I.D.C., Andheri (East), Mumbai 400 096. INDIA
PHONE : +91 (22) 6140 0909, FAX : +91 (22) 2829 1418.

PROXY FORM

DP ID _____ Client ID _____

Folio No. _____ No. of Shares held _____

I/We _____ of

_____ being a Member / Members of Trigyn Technologies Limited hereby

appoint _____ or failing him / her

_____ of _____ as

my / our proxy in my / our absence to attend and vote on my / our behalf at the Twenty Fifth Annual General Meeting of the Company to be held at The All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No. 1, MIDC, Marol, Andheri (E), Mumbai 400 093 on September 28, 2011 at 3.30 p.m.

Signed this _____ day of _____, 2011

Signature _____

Please affix
1 Rupee
Revenue
Stamp here

Note : The proxy must be returned so as to reach registered office of the Company not less than forty eight hours before the time for holding the aforesaid meeting.

------(TEAR HERE)-----

TRIGYN TECHNOLOGIES LIMITED

Regd. Office : 27, SDF I, SEEPZ - SEZ, M.I.D.C., Andheri (East), Mumbai 400 096. INDIA
PHONE : +91 (22) 6140 0909, FAX : +91 (22) 2829 1418.

ATTENDANCE SLIP

DP ID _____ Client ID _____

Folio No. _____ No. of Shares held _____

Full name of Member (s) _____

I / We hereby record my / our presence at the Twenty Fifth Annual General Meeting of the Company to be held at The All India Plastics Manufacturers' Association Auditorium, AIPMA House, A-52, Street No. 1, MIDC, Marol, Andheri (E), Mumbai 400 093 on September 28, 2011 at 3.30 p.m.

Signed of the Member / Proxy / Representative * _____

Note : Please fill in this attendance slip and hand over at the entrance to the meeting.

* Strike out whichever is not applicable.

