

# **COMMEX TECHNOLOGY LIMITED POWERING EXCHANGES**



**Annual Report 2012-2013**

**BOARD OF DIRECTORS**

Ketan Sheth  
Sudip Bandyopadhyay  
Jayant Mitra  
Madhukar Nath Chaturvedi  
Kishore Hegde\*

\*(Resigned w.e.f. 31<sup>st</sup> March, 2013)

Chairman & Managing Director  
Non-Executive & Independent Director  
Non-Executive & Independent Director  
Non-Executive & Independent Director  
Non-Executive & Independent Director

**AUDITORS**

Gadgil & Co., Chartered Accountants  
118-B, Mittal Tower  
210, Nariman Point  
Mumbai-400 021

**COMPANY SECRETARY**

Vineet Kakkad  
Vivek Thakur

(upto 10<sup>th</sup> June, 2013)  
(w.e.f. 10<sup>th</sup> June, 2013)

**BANKERS**

ICICI Bank Limited  
Abu Dhabi Commercial Bank  
State Bank of India

**REGISTERED OFFICE**

Dev Plaza, 506  
5th Floor, S.V. Road  
Andheri (West)  
Mumbai- 400058  
Tel: +91 (22) 2621 2117  
Fax: +91 (22) 2621 2118  
Email: investor@commextechnology.com  
Website: www.commextechnology.com

**REGISTRAR AND SHARE TRANSFER AGENT**

Universal Capital Securities Private Limited  
21, Shakil Niwas, Opp. Satya Saibaba Temple  
Mahakali Caves Road, Andheri- (East)  
Mumbai-400093  
Tel: +91 (22) 2825 7641  
Fax: +91 (22) 28211996  
Email: info@unisec.in  
Website: www.unisec.in

**CORPORATE IDENTIFICATION NUMBER (CIN)**

:L72900MH2000PLC123796

Thirteenth Annual General Meeting on Monday the 30<sup>th</sup> day of September, 2013 at 10.00 AM at Event Banquet, Near Filmistan Studio, S.V. Road, Goregaon West, Mumbai 400062

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## NOTICE

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the members of Commex Technology Limited (Formerly known as IT People (India) Limited) will be held on Monday, the 30<sup>th</sup> day of September, 2013 at 10.00 a.m. at Event Banquet, Near Filmistan Studio, S.V.Road, Goregaon West, Mumbai 400062 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March 2013 and Statement of Profit & Loss Account for the year ended as on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Madhukar Nath Chaturvedi, who retires by rotation and being eligible, offers himself for reappointment.
3. To declare dividend on Equity shares for the financial year ended on 31<sup>st</sup> March, 2013.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

**"RESOLVED THAT** M/s. Gadgil & Co., Chartered Accountants, Mumbai (Firm Registration No. 102876W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** Mr. Sudip Bandyopadhyay who was appointed by the Board of Directors as an Additional Director of the Company with effect from 2<sup>nd</sup> April, 2013 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

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

**"RESOLVED THAT** Mr. Jayant Mitra who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24<sup>th</sup> December, 2012 and who holds office upto the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."



7. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the said Act), Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as also of any other applicable Laws, Rules, Regulations, Guidelines, Notifications and Circulars etc. issued there under (including any modification or re-enactment thereof, for the time being in force) and in terms of the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Government of India (GOI), Foreign Investment Promotion Board (FIPB), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Stock Exchange and other authorities, if any, and subject to the consents, permissions and sanctions of the concerned authorities, if any, to the extent required to such conditions and modifications as may be prescribed or may be imposed while according such consents, which may be considered appropriate by the Board of Directors of the Company or any authorized committee thereof, (hereinafter referred to as "the Board") in its absolute discretion, and accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the consent of the Company be and is hereby accorded to the Board to create, offer, issue, allot and deliver, at its sole discretion, Equity Shares / Warrants / Foreign Currency Convertible Bonds (FCCBs) / Partly Convertible Debentures (PCDs) / Optionally Convertible Debentures (OCDs) / Fully Convertible Debentures (FCDs), Debentures attached with warrants whether secured or unsecured / Global Depository Receipts (GDRs) / American Depository Receipts (ADRs) / Bonds / and any other Equity related instruments with or without warrants ( herein after referred to as 'Security(ies)' or Any combination of such securities, whether rupee denominated or denominated in foreign currency for an aggregate sum of upto US\$ 100 Millions (United States Dollars One Hundred Millions only) or its equivalent in any other currency(ies), inclusive of such premium as may be determined by the Board to be subscribed in Indian and/ or one or more foreign currencies, which, at the option of the holders of the security and /or at the option of the Company, may be converted into Equity Shares of the Company, such offer, issue and allotment of securities and conversion of such securities into equity shares of the Company to be made in one or more tranches, through Prospectus, Information Memorandum, Offering Circular, Offer Letter and any other mode, whether public or on private placement basis and combination thereof, to all eligible investors including Indian Public, Foreign Investors, Foreign Institutional Investors (FIIs), Non-Resident Indians (NRIs), Overseas Corporate Bodies (OCBs), Bodies Corporate, Association of Persons, Banks, Financial Institutions, Mutual Funds, Trusts, promoters, person acting in concert of the Company and other entities/ authorities (herein after referred to as 'Investors'), whether such investors are existing equity shareholders of the Company or not, at such a price/ prices at discount or premium to market price or prices in accordance with the applicable law and otherwise on such terms and conditions as may be decided at the time of offer, issue and allotment, by the Board in accordance with the rules, regulations, terms, conditions as may be decided by the Board whenever necessary in consultation with the Lead Managers, Underwriters and Advisors at the time of issue or allotment of such securities."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may in its absolute discretion consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid including without limitation signing of all applications, filings, deeds, documents and



writings required to be filed with any statutory authority (ies) and to settle any question, doubt or difficulty that may arise in regard to the offer, issue and allotment of Securities."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to enter into and execute arrangements/ agreements with Lead Managers / Underwriters / Guarantors / Depository (ies)/ Registrars / Custodians / Advisors / Bankers and all such agencies as may be involved or concerned and to remunerate all such Lead Managers/ Underwriters/ Guarantors / Depository (ies)/ Registrars / Custodians / Advisors / Bankers and all other Advisors and agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any."

**"RESOLVED FURTHER THAT** the Company and /or any agency or body authorized by the Company may issue Global Depository Receipts / American Depository Receipts and /or any other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets in instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital market."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination of terms in accordance with applicable regulations and prevalent international practice."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to dispose of such securities as are to be issued and are not subscribed on such terms and conditions as it may in its absolute discretion deem fit."

**"RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize the mode , terms and timing of the issue (s) including the class of investors to whom the securities are to be offered , issued and allotted , to the exclusion of all other categories of investors, the number of securities to be allotted in each tranche, issue price, face value ,premium amounts on issue /conversion of securities /exercise of warrants /redemptions of securities, rates of interest, redemptions, period, listings on one or more Stock Exchanges in India and/or abroad , as the Board may in its absolute discretion deem fit and to issue and allot such number of Equity Shares upon conversion of any of the Securities referred to in paragraph(s) above in accordance with the terms of offering and also to seek the listing /admission of any or all of such Equity shares on the Stock Exchanges /Depositories in India where the existing Equity Shares of the Company are Listed /admitted."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate any or all the powers conferred upon it by this resolution, to any committee formed thereof or any one or more Directors of the Company or to any individual so authorized by the Board of the Company."

8. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the provision of SEBI (Issue of Capital and Disclosure Requirements)



Regulations, 2009 as amended from time to time (hereinafter referred to as the "SEBI ICDR Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulation 2000, as also of any other applicable Laws, Rules, Regulations, and Guidelines, (including any amendment thereto or re-enactment thereof) and the enabling provisions in the Memorandum and Articles of Association of the Company, and the Listing Agreements entered into by the Company with the concerned Stock Exchanges in India where the equity shares / securities of the Company are listed, as may be applicable, and subject to such approvals, permissions, sanctions and consents as may be necessary and required under applicable Laws, Rules, Regulations, Agreements and Contracts on such terms, conditions, alterations, modifications, corrections, changes and variations, if any, that may be stipulated or imposed or prescribed under such approvals, permissions, sanctions and consents, which may be agreed and accepted by the Board of Directors (which term shall include any duly constituted and authorized "Committee of Directors" thereof), the consent of the company be and is hereby accorded to the Board of Directors to create, offer, issue and allot in one or more tranches, Equity Shares to Qualified Institutional Buyers (QIBs) (as defined in the "SEBI ICDR Regulations") by way of Qualified Institutional Placement, as provided under chapter VIII –of the SEBI ICDR Regulations for an aggregate amount not exceeding to ₹ 500 Crores (Rupees Five Hundred Crores only), inclusive of such premium as may be decided by the Board, at a price which shall not be less than the price determined in accordance with the pricing formula stipulated under chapter VIII of the "SEBI ICDR Regulations."

**"RESOLVED FURTHER THAT** the relevant date for the purpose of arriving at the aforesaid minimum issue price of the Specified Securities shall be the date of the meeting in which the Board (or any committees thereof constituted /to be constituted), decides to open the issue of the Specified Securities, subsequent to the receipt of Shareholders' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 as also of other applicable Laws, Regulations and Guidelines in relation to the proposed issue of the Specified Securities."

**"RESOLVED FURTHER THAT:**

- i. The Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares proposed to be issued through the Qualified Institutional Placement shall rank pari passu with the then existing Equity Shares of the Company in all respect including Dividend; and
- iii. The number of equity shares issued and allotted through Qualified Institutional Placement shall be appropriately adjusted in accordance with the SEBI ICDR Regulations for corporate actions such as Bonus Issue, Right Issue, Split and Consolidation of Share Capital, Merger, Demerger or any such capital or Corporate Restructuring."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms and combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets and the Board subject to the applicable Laws, Regulations, Guidelines, be and is hereby authorized to dispose off such Specified Securities that are not subscribed in such manner as it may in its absolute discretion deem fit."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary as well as final offer document(s), determining the form, manner and timing of issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount, if any, rate of interest, execution of various Agreements/ Deeds/Documents/ Undertaking/ creation of mortgage/ charge in accordance with the Section 293 (1) (a) of the Companies Act, 1956, in respect of any of the securities issued through the Qualified Institutional Placement, either on Pari Passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further concern or approval of the Members to the end and intent that the Members shall be deemed to have given their approval thereto expressly by virtue of this resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Bankers, Solicitors, Lawyers, Merchant Bankers, and any such Agencies and Intermediaries as may be involved or concerned in such offerings of Specified Securities and to remunerate all such agencies by way of commission, brokerage, fees, or the like, and to enter into or execute Agreements/Arrangements/MOUs with any such Agency or Intermediary and also to seek the listing of any /or all of such Specified Securities or Securities representing the same in one or more Stock Exchanges."

**Date: 30<sup>th</sup> May, 2013**

**Place: Mumbai**

**By Order of the Board of Directors**

**Ketan Sheth**

**Chairman & Managing Director**



**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members, Societies, partnership firms, etc. intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The relevant explanatory statement pursuant to section 173(2) of the Companies Act, 1956 setting out the material facts concerning the Special Business mentioned under item nos. 5, 6, 7 & 8 of the notice are annexed hereto.
4. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
5. The Annual Report of the Company is also available on the Company's website at [www.commextechnology.com](http://www.commextechnology.com)
6. The Company is concerned with environment and utilizes natural resources in a sustainable way. the Ministry of Corporate Affairs (MCA), Government of India through its circular Nos. 17/2011 and 18/2011 dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively, has allowed the companies to send official documents to their shareholders electronically as a part of green initiatives in corporate governance. The Company recognizes the spirit of the circular and henceforth proposes to send documents like Notice convening General Meeting, Directors' Report, Auditors' Report etc. to the email address provided by you to the depositories. We request you to update your email address with the depository participants to ensure that the annual report and other documents reach you on your preferred email.
7. The Register of Members and the Shares Transfer Books of the Company will be closed from 27<sup>th</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive).
8. The register of Directors Shareholding, maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the meeting.
9. Members are requested to address all the documents, transfer deeds, demat requests, and other communications with respect to shares in physical mode to the Registrar & Share Transfer Agents of the Company, M/s. Universal Capital Securities Private Ltd. directly quoting their Full Name, Folio No. and Name of the Company.
10. As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Share Transfer Agents.

11. Members holding shares in multiple folios in the identical order of names are requested to consolidate their holdings into one folio and intimate the same to our R&T Agents.
12. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance officer at least ten days in advance of the meeting so that the information required can be made readily available at the meeting to the extent possible.
13. Members are requested to intimate all changes pertaining to their Bank details, ECS, mandates, nominations, power of attorney, change of address/notice etc.:
  - a. To their Depository Participants (DPs) in respect of their electronic share accounts.
  - b. To the Company's Registrar & Share Transfer Agents M/s. Universal Capital Securities Private Ltd. in respect of their physical share folios, if any.
14. The dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid on or after 30<sup>th</sup> September, 2013 to those persons or their mandate:
  - a. Whose names appear as Beneficial Owners as at the end of the business hours on Thursday, 26<sup>th</sup> September, 2013 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - b. Whose names appear as members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Share Transfer Agents on or before Thursday, 26<sup>th</sup> September, 2013
15. Documents referred to in any of the items of the notice are available for inspection at the registered office of the Company up to 30<sup>th</sup> September, 2013 on all working days, except Sundays, during business hours of the Company.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.



**EXPLANATORY STATEMENT IN RESPECT OF ITEM NOS. 5, 6, 7 & 8 OF THE NOTICE PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**ITEM NO. 5**

Mr. Sudip Bandyopadhyay was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 2<sup>nd</sup> April, 2013, pursuant to Article 120 of the Articles of Association of the Company. In terms of the provision of Section 260 and other applicable provisions of the Companies Act, 1956, the Additional Director would hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment. The Company has received a notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member of the Company proposing his candidature for the office of Director of the company.

The Company would also be benefited by knowledge and experience of Mr. Sudip Bandyopadhyay. A brief resume of Mr. Sudip Bandyopadhyay including nature of his expertise in specific functional areas is provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. Sudip Bandyopadhyay may be deemed to be concerned or interested in the resolution as it relates to his own appointment.

The Board recommends the Resolution set out at Item No. 5 of the Notice for your approval.

**ITEM NO. 6**

Mr. Jayant Mitra was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 24<sup>th</sup> December, 2012 pursuant to Article 120 of the Articles of Association of the Company. In terms of the provision of Section 260 and other applicable provisions of the Companies Act, 1956, the Additional Director would hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment. The Company has received a notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹500/- from a member of the Company proposing his candidature for the office of Director of the company.

The Company would also be benefited by knowledge and experience of Mr. Jayant Mitra. A brief resume of Mr. Jayant Mitra including nature of his expertise in specific functional areas is provided in the Report on Corporate Governance forming part of the Annual Report.

Mr. Jayant Mitra may be deemed to be concerned or interested in the resolution as it relates to his own appointment.

The Board recommends the Resolution set out at Item No. 6 of the Notice for your approval.

**ITEM NO.7**

The Company has successfully promoted a commodity exchange named as "Universal Commodity Exchange Limited." UCX is a full-fledged Commodity Exchange for Agro, Bullion, Energy & other Commodities for futures & derivatives markets.

The operational cost of the project is estimated at US\$ 100 Millions (United States Dollar One Hundred Millions only) and in order to raise such means, it has been proposed to approach investors/lenders through Private Offers for External Commercial Borrowings, GDRs, Fully Convertible Debentures and / or other instruments as the Directors may find expedient. Such offer, issue and allotment of FCDs/ GDRs/ Shares will be subject to the Memorandum and Articles of Association of the Company, the Companies Act, 1956, Rules, Regulations and guidelines formed by SEBI, Central Government, Reserve Bank of India and also the conditions of the Listing Agreement with the Bombay Stock Exchange Limited.

As the shares resulting from the conversion of instruments may be issued and allotted to persons other than the existing equity shareholders, it is necessary to pass the resolution under this item, as compliance of Section 81 (1A) of the Companies Act, 1956.

Members approval is sought for raising this amount and also to authorize Board of Directors to mobilize adequate resources to implement the plan of investment of the Company and to finalise the detailed terms of issue including the pricing of the issue which may be fixed keeping in view of the capital market conditions, practices and guidelines, if any, issued by Securities and Exchange Board of India (SEBI) and in consultation with Lead Managers, Merchant Bankers and other advisors subject to other regulatory requirements/ approvals.

The proposed resolution is an enabling resolution to authorize the Board of Directors to mobilize adequate resources to meet growing needs of the Company depending on market dynamics by way of issue of Equity Securities / ADRs/ GDRs etc.

The Board of Directors of your Company recommends the resolution for your approval. None of the Directors is in anyway concerned or interested in the proposed resolution.

**ITEM NO. 8**

In order to strengthen the expansion plans and investment in other avenues of Business your management is of the opinion that apart from the GDR, the Company should take up QIP route also.

Accordingly, the Company is planning to raise around ₹ 500 crores by way of QIP's. The proposed special resolution seeks the enabling authorization of the Members of the Company to the Board of Directors (Board), to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyer in accordance with the Provisions of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.(SEBI ICDR Regulations)

The said QIP by the Board shall be subject to the provisions of the SEBI ICDR Regulations, as amended from time to time including the pricing, which will not be less than the average of weekly high and low of the closing prices of the related shares quoted on the Bombay Stock Exchange Limited (BSE) during the two weeks preceding the relevant date. The Relevant date for the determination of applicable



price for the issue of QIP Securities shall be the date of the meeting in which the Board of the Company decide to open the proposed issue .

According to Section 81 (1A) of the Companies Act, 1956 and Listing Agreement entered with stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of Equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Members decide otherwise. The Special Resolutions seeks the consent and authorization of the members to the Board of Directors to make the proposed issue of the securities, in consultation with lead managers, lead legal advisors and other intermediaries, keeping in view the then prevailing market condition and in accordance with applicable provisions of rules , regulations, or guidelines.

The Board of Directors of your Company recommends the Resolutions for your approval.

None of the Directors is in anyway concerned or interested in the proposed resolution.

**Date: 30<sup>th</sup> May, 2013**

**Place: Mumbai**

**By Order of the Board of Directors**

**Ketan Sheth**  
**Chairman & Managing Director**

**CHAIRMAN REVIEW**

Dear Investors,

"If you want to succeed you should strike out on new paths, rather than travel the worn paths of accepted success."

At Commex Technology, we are working diligently towards realizing our dreams, vision and goals, which is evident from the milestones that we continue to achieve.

In current year, our earlier years perseverance and hard work paid off, and we achieved the milestones to by successfully promote Universal Commodity Exchange Limited, a nation- wide Commodity Futures Exchange.

We are delighted to inform you that Commex promoted, Universal Commodity Exchange went live on 19<sup>th</sup> April, 2013, on the auspicious day of Ram Navami. The Exchange was inaugurated by our esteemed Chief Guest, Shri Pankaj Agrawala (I.A.S) - Secretary, Ministry of Consumer Affairs, Food and Public Distribution and Guest of Honour, Shri Ramesh Abhishek - Chairman, Forward Markets Commission. Universal Commodity Exchange Limited ("UCX") is the next generation national level commodity exchange for derivatives market across all commodity segments. UCX is headquartered in the financial capital of India, Mumbai with presence in 20 cities spread across India. The strategic Partners in this initiative are IDBI Bank, IFFCO, NABARD and REC.

COMMEX Technology have adopted an analytical and systematic approach to technology resource consulting through a delivery design that creates real business value to its clients. The IT Consulting Services division of the company focuses on key technologies and promotes the Extended Offsite Delivery Center model. The division also provides services of facilities Management and Managed services.

Our consulting services are centered on helping firms in understanding the vital link between business processes, technologies and resource requirements. Our global delivery services model combines client's business processes, and resource management requirements that creates a smoother flow of operations through availability & optimum utilization of resources with greater flexibility in resource Management.

COMMEX Technology Limited ("COMMEX") is among the few companies in its sphere following stringent quality and information security standards. We are working towards strengthening our position in the industry with our strategic partners IDBI, IFFCO, NABARD and REC.

The company has entered into a strategic partnership with Aptech Ltd, a global leader in career education, to impart training in the financial services domain. This partnership intends to focus on training in the Commodity, Equity, Forex Markets etc. by providing short term certificate courses in the initial phase.

I would like to thank you all for giving us your valuable extended support in our endeavor to make Commex a leading growing Company in IT software solutions. We would like to reassure our esteemed shareholders for a mutually rewarding and brighter future.

I look forward to your continued support.

With warm regards,

**Ketan Sheth**  
**Chairman**



### Directors' Report

Dear Members,

Your Directors have pleasure in presenting their Thirteenth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2013.

(₹ in Lacs)

Sr. No	Particulars	Standalone		Consolidated	
		31.03.2013	31.03.2012	31.03.2013	31.03.2012
1.	Income from operations	2,370.01	1,414.41	2,392.14	1,425.63
2.	Other Income	91.53	88.62	91.53	88.62
3.	Net Total Income (1+2)	2,461.54	1,503.03	2,483.67	1,514.25
4.	Employee Benefit Expenses	680.49	490.51	684.06	490.50
5.	Other Expenses	288.79	59.36	299.12	68.55
6.	EBITDA	1,492.26	953.16	1,500.49	955.20
7.	Less: Interest and Finance charges	66.77	22.31	66.77	22.33
8.	Less: Depreciation	418.12	284.37	418.12	284.37
9.	<b>Profit before Tax (6-7-8)</b>	<b>1,007.38</b>	<b>646.48</b>	<b>1,015.60</b>	<b>648.50</b>
10.	Provision for Tax	173.00	40.00	173.00	40.00
	Less: MAT Credit Entitlement	(173.00)	-	(173.00)	-
11.	<b>Net Profit after tax (9-10)</b>	<b>1,007.38</b>	<b>606.48</b>	<b>1,015.60</b>	<b>608.50</b>
12.	Extra Ordinary Items	-	-	-	-
13.	Net Profit/(Loss) for period <b>(11-12)</b>	1,007.38	606.48	1015.60	608.50
14.	Less: Minority Interest	-	-	-	-
15.	Paid up Equity Share Capital (Face value ₹ 2/- per share)	3,102.14	3,102.14	3,102.14	3,102.14
16.	Reserves Excluding Revaluation Reserve	8,791.53	8,036.52	8,025.54	7,028.37
17.	Earning Per Shares (Basic)	0.65	0.39	0.65	0.39
18.	Earning Per Shares (Diluted)	0.65	0.39	0.65	0.39

### Dividend:

Your Directors have recommended a dividend of ₹ 0.14 Paisa per share (i.e. 7%) amounting to ₹ 25.24 Million including dividend distribution tax, (previous year ₹ 0.12 Paisa per equity Shares (i.e. 6%) amounting to ₹ 21.63 Million including dividend distribution tax) for the financial year ended on 31<sup>st</sup> March, 2013.

### Performance Review (Consolidated Basis):

- Sales increased by 67.80% from ₹ 142.56 Millions to ₹ 239.21 Millions.
- Operating EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization) increased by 57.09 % from ₹ 95.52 Millions to ₹ 150.05 Millions.
- Profit Before Tax (PBT) increased by 56.61% from ₹ 64.85 Millions to ₹ 101.56 Millions.
- Profit After Tax (PAT) increased by 66.90% from ₹ 60.85 Millions to ₹ 101.56 Millions.

### Business Outlook:

Commex Technology Limited ("COMMEX") has successfully capitalized and transformed itself from being a mere solution and service provider in the Information Technology domain to the holding entity of various exchanges which would operate at a national level.

With a clear focus on exchange business and technology, Commex has efficiently harnessed its decades of exposure in the IT space, the domain expertise developed and acquired by it through its various approach plans for inorganic growth. Your Company has successfully developed a state-of-the-art exchange solution suite addressing commodity and capital markets in the country.

Commex continues to invest in the research and development of cutting edge IT products for its various exchange initiatives. The in-house technology bandwidth and the domain expertise are critical success factors for the various exchange initiatives undertaken by the company.

Commex has successfully promoted Universal Commodity Exchange Limited ("UCX") national level multi-commodity exchange covering Agri, Bullion & Metals, Energy and others. Other shareholders in UCX include IDBI Bank Limited, Indian Farmers Fertilizer Co-operative (IFFCO), National Bank for Agriculture and Rural Development (NABARD) and Rural Electrification Corporation Limited (REC). Apart from the sustained efforts to enhance the company's technology capabilities in the capital & commodities markets, the company also has ventured into the infrastructure services vertical which is expected to substantially benefit the company in its various exchange and allied initiatives.

### Fixed Deposits:

During the year under review, your Company has not accepted any deposit under Section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.



### **Consolidated Accounts:**

In accordance, with the requirements of Accounting Standards AS-21, prescribed by the Institute of Chartered Accountants of India, the consolidated accounts and cash flow are annexed to this report.

Pursuant to the provision of section 212 of the Companies Act, 1956, the Ministry of Corporate affairs vide its General Circular no. 2/2011 dated 8<sup>th</sup> February, 2011 has granted a general exemption subject to certain conditions to holding Companies from complying with the provision of Section 212 of the Act which required the attaching of the Balance Sheet along with Statement of Profit and Loss Account and other documents of its Subsidiary Companies to its Balance Sheet. Accordingly, the said documents are not being included in this Annual Report.

The Company will make available at any point of time the said annual accounts and related detailed information of the subsidiary companies upon request by any member of the Company or its subsidiary companies and the same will also be kept open for inspection by any member at the Head Office of the Company and the subsidiary companies.

### **Directors:**

In term of provision of section 255 and 256 of the Companies Act, 1956, read with the Articles of Association of the Company, Mr. M. N. Chaturvedi, Director of the Company retires by rotation and being eligible, offers himself for re-appointment in the ensuing Annual General Meeting.

During the year, Mr. Kishore Hegde has resigned (w.e.f. 31<sup>st</sup> March, 2013) from the Board of the Company. The Board places on record its gratitude for the services rendered by Mr. Hegde during his tenure as member of the Board.

Mr. Sudip Bandyopadhyay and Mr. Jayant Mitra are inducted as additional Director with effect from 2<sup>nd</sup> April, 2013 and 24<sup>th</sup> December, 2012 respectively. The brief resume/details relating to the Directors who are to be appointed/ reappointed is furnished in the Report of Corporate Governance forming part of the Annual Report.

### **Directors' Responsibility Statement:**

Your Directors confirm the Directors' Responsibility Statement pursuant to Section 217 (2AA) of the Companies Act, 1956, as under that:

- in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2013 and profits for the year ended on that date;
- the Directors have taken proper and sufficient care 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 for preventing and detecting fraud and other irregularities;
- the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2013 on a 'going concern' basis.

## Corporate Governance:

It has always been the Company's endeavor to excel through better Corporate Governance and fair and transparent practices, many of which have already been in place even before they were mandated by the law. The Company complies with all the provisions of revised Clause 49 of the Listing Agreement. A separate report on Corporate Governance compliance is included as a part of the Annual Report along with the reports on Management Discussion and Analysis. The certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with stock exchanges is annexed to this report.

## Auditors:

M/s. Gadgil & Co., Chartered Accountants, the Auditors of the Company would retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

The Company has received letters from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act.

## Auditors' Report:

The observations made by the Auditors in their report are self-explanatory. The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## Foreign Exchange Earnings And Outgo:

The details of Foreign Exchange Earnings and Outgo are detailed in Note No. 22 forming a part of the Accounts.

## Particulars of Employees:

Particulars of the employees as required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of the Employees) Rules, 1975 are not applicable since, none of the employee of the Company is drawing more than ₹ 60,00,000 p.a. or ₹ 5,00,000 p.m. for the part of the year.

## Secretarial Audit Report:

As directed by Securities and Exchange Board of India (SEBI) Secretarial Audit is being carried out at the specified periodicity by M/s. S G & Associates, the Secretarial Auditors of the Company.

The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, The Foreign Exchange Management Act, 1999, and all the Regulations and Guidelines of SEBI as applicable to the Company, including The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, and Listing Agreement with the Stock Exchange.



**Conservation of Energy:**

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are provided in this report.

The activities of your company require minimal energy consumption and every endeavor has been made to ensure the optimal use of energy, avoid wastage and conserve energy as far as possible.

**Listing:**

The Company's shares continues to remain listed with Bombay Stock Exchange Limited (BSE), Mumbai, where the shares is actively traded and records healthy volume on daily basis The Company has paid the Annual Listing Fees to the Stock Exchange for the year 2013-2014.

**Dematerialization of Shares:**

The shares of the Company are admitted with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Accordingly, the Shares of your Company are available for dematerialization and can be traded in Demat mode. The Company has paid charges to NSDL and CDSL for the year 2013-2014.

**Acknowledgments:**

Your Directors take this opportunity to thank all the shareholders of the Company, the Bankers, Registrars and Transfer Agents, Auditors, Customers, Vendors and executives of the respective agencies, for their continued support during the year.

Your Directors place on record their appreciation of all the employees and consultants of the Company for their untiring personal efforts as well as their collective contribution to the Company's performance during the year.

**Date: 30<sup>th</sup> May, 2013**  
**Place: Mumbai**

**By Order of the Board of Directors**

**Ketan Sheth**  
**Chairman & Managing Director**

## Management Discussion and Analysis

### India's Economic Outlook:

While India's macroeconomic outlook for FY 2012-13 remains favourable, continued tightening of monetary policy and further escalation in global oil prices pose certain risks to both growth and inflation. As domestic prices adjust further to international commodity prices, inflation gap is likely to close, but at a slower pace.

However, firms' high top-line growth indicates strong demand conditions. Continuation of fiscal consolidation process could provide support to private investment. Recent improvement in exports and decline in imports provides a good base for net external demand. The policy and procedural reforms in areas such as retail, insurance, agriculture and banking should continue to enhance the ease of doing business in India. Improving market sentiment, strengthening employment scenario, further liberalization of policies and increasing disposable incomes will contribute to the growth.

### The Indian Commodities Market:

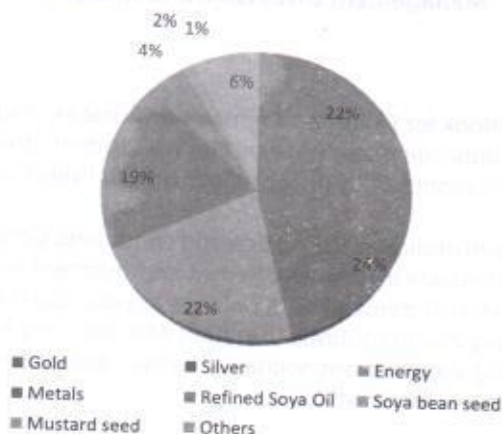
Commodities play an important role in India's economy. India has over 7,000 regulated agricultural markets, or mandis, and the majority of the nation's agricultural production is consumed domestically, according to the Agricultural Marketing Information Network. India is the world's leading producer of several agricultural commodities. The agriculture sector accounted for approximately 16.1 % of India's gross domestic product (GDP) at a constant price (2004-05) for the fiscal 2012. India's GDP at current market prices for the fiscal 2012 was estimated to be ₹ 83,534.95 billion (Source: Economic Survey 2012-13). There are currently 22 commodity exchanges recognized by FMC in India offering trading in over 60 commodity futures with the approval of FMC. In the fiscals 2009, 2010, 2011, 2012 and 2013 the total value of commodities traded on commodity futures exchanges in India was ₹ 52,489.57 billion, ₹ 77,647.54 billion, ₹ 119,489.42 billion, ₹ 181,261.04 billion and ₹ 170,468.40 billion respectively.

### Industry Growth in India

Commodity futures trading in India has grown since the Government of India issued a notification on April 1, 2003 permitting futures trading in commodities. The total value of commodities futures traded in India in the fiscal 2013 was ₹ 170,468.40 billion, representing growth of approximately 132-fold from the value of commodity futures contracts traded in the fiscal 2004, which was ₹ 1,293.67 billion. Commodity futures trading volumes have risen at a compound annual growth rate of 97.9% between fiscal 2004 and fiscal 2010.

There are currently over 60 commodities futures that have been approved by the FMC for trading during the calendar year 2011, with Gold, Silver, Energy, Metals, Refined soya Oil, Soyabean seed, Mustard seed comprising the majority of the trading turnover for the year 2012-13, as depicted in the graph below::





### Industry Structure and Developments

India is currently one of the fastest growing economies in the world and is expected to be the third largest economy by 2050 according to Goldman Sachs' Research Report: "Dreaming with BRICS – The Path to 2050". India did well to weather the global financial crisis over the last year and a half, with GDP growing at 6% at the worst of times, compared to most of the other countries which showed negative growth in one or more quarters during this period.

The macroeconomic parameters indicate the high potential for commodity exchanges in India. The growth of the overall economy in India is expected to drive the underlying demand for commodities and an increase in physical market volumes may increase the hedging requirements driving derivative volumes. The market structure is still evolving in India, thus offering scope for a player with strong capabilities to develop the market and sustain a space for itself. Development and research of cutting edge IT products with a focus on Exchange solutions for the Commodities & Capital Market which enhances the In-house technology bandwidth in the development and research, areas are critical success factors in the exchange space. The deep domain technology expertise of the company in the Exchange space for the Capital, Commodities & Currency Markets, would play crucial roles in the success of the various exchange initiatives undertaken by Commex.

With sustained growth and rapid development in technology and infrastructure, an increasing share of financial services would get centralized. As India experiences continued economic growth, the financial sector could generate about 10 million jobs and a GDP contribution of USD 350 to 400 billion by 2020. McKinsey market assessment report estimates potential of about 6 million centralized jobs across multiple services. Several developed countries have successfully established high-tech financial hubs, which over time have evolved as international financial service centers. The company also has ventured into the infrastructure services vertical which is expected to substantially benefit the company in its various exchange and allied initiatives.

### Indian Government Initiatives to Modernize Commodity Futures Markets

**Effect of removing restrictions from trade of options and swaps:** In developed markets, options volumes are approximately one-fourth to one-third of futures volumes. The Government of India may allow trading in options contracts on commodities, which we believe will boost volumes and overall growth in the Indian

commodity market.

**Introduction Of New Commodities:** Under current regulations, the FMC may approve of all commodities that can be traded on exchanges in India. Introduction of these and similar new commodities to the Indian commodity market will drive growth in the Indian commodities trading market

**Widening Investor Participation:** New participants are expected to enter the trading markets as exchanges become more accessible, the availability of market information increases and awareness regarding the benefits of hedging becomes more widespread. Some of the new entrants can be Farmers, Equity investors, Manufacturers, Oil manufacturers, Hedge funds seeking to capitalize on price differentials and Banks seeking to hedge their risk against collateral

### **Human Resource Development**

The Company's progress is largely attributed to the whole-hearted support from its manpower. The technical team were constantly challenged for quality performance and expected to work with an entrepreneurial spirit on the project.

### **Internal Control Systems And Their Adequacy**

The Company has in placed the internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure that:

All assets and resources are used efficiently and are adequately protected. All internal policies and statutory guidelines are complied with. There is accuracy and timing of financial reports and management information.

Audit Committee, the details of which has been provided in the Corporate Governance Report has been entrusted with detailed terms of reference to review and look into proper recording of transactions and preparation of financial statement. One of the important functions of the Audit Committee is to review the adequacy of internal control systems and compliance thereof.

### **Opportunities and Threats**

#### **Opportunities:**

India, in the recent years, is witnessing higher investments in infrastructure activities, so the atmosphere is expected to be more conducive in the time to come.

The exchange business is likely to see a growing investor base - large part of incremental growth likely to come from regional cities (non metros – tier II & III cities) i.e growth in newer products like new commodities, contracts, product & service innovations.

Other opportunities include state-of-the-art In-house Technology Bandwidth, deep domain expertise and a nationwide reach.



**Threats:**

1. Significant competition from Indian and Foreign companies operating in the similar segment.
2. Changes in governing laws may adversely affect the business operations.
3. Liquidity budgets and newer offerings could get duplicated by existing competitors.
4. Increased competition could result in pressure on pricing and commoditization of some services.

**Risk and Concerns:**

Besides increasing the client base, the Company needs to retain its current clients by providing timely, cost effective quality services in the competitive environment. The Company must also look for emerging business opportunity across industries.

**Date: 30<sup>th</sup> May, 2013****Place: Mumbai****By Order of the Board of Directors****Ketan Sheth**  
**Chairman & Managing Director**

**REPORT ON CORPORATE GOVERNANCE**  
**(As required under Clause 49 of the Listing Agreements**  
**entered into with Stock Exchange)**

Your Board of Directors present the Corporate Governance Report for the year 2012-2013 based on the disclosure requirements under Clause 49 of the Listing Agreement with the Stock Exchange existing as of 31<sup>st</sup> March, 2013.

**I. MANDATORY REQUIREMENT**

**A. Company's Philosophy on Code of Corporate Governance:**

The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. The Company believes in high degree of transparency and accountability in its business operations and business practices and continues to adopt all measures to enhance its level.

The Company respects the rights of all its stakeholders to information on the performance of the Company. The Company has adopted a Code for Corporate Disclosure Practice for Prevention of Insider Trading. The Company is committed to maintain high standard of corporate governance towards its shareholders, Government, clients, employees and society.

**B. Composition of the Board of Directors:**

Board has an optimum combination of Executive and Non-Executive Directors, and is in conformity with Clause 49 of the Listing Agreement with the Stock Exchange in which the Company's Ordinary Equity Shares are listed.

In advance of each meeting the Board is presented with all relevant information of various matters relating to the working of the Company, especially those that requires deliberations at the highest level. Directors have separate access to senior management at all times. In addition to items which are required to be placed before the Board for its noting or approval, information is provided on various significant items.

To enable the Board, to discharge its responsibilities effectively, the members of the Board are briefed at every Board meeting on the overall performance of the Company. The minutes of the Board meeting are circulated in advance to all Directors and confirmed at the subsequent Board meeting.



As on 31<sup>st</sup> March, 2013, the composition of the Board and other related information are as given below:

Name	Category	Attendance of Meeting		Directorship and Chairmanships/ Membership in other Companies		
		Board	General	No.of Directorships*	Committee Positions	
					Member**	Chairman***
Mr. Ketan Sheth (Chairman & Managing Directors)	Executive Director	11	Yes	4	2	1
Mr. Madhukar Nath Chaturvedi	Independent, Non Executive Director	8	No	2	2	0
Mr. Jayant Mitra <sup>#</sup>	Independent, Non Executive Director	2	No	3	2	0
Mr. Kishore Hegde <sup>#</sup>	Independent, Non Executive Director	11	Yes	6	2	1

\* Including private Companies and foreign Companies Directorship and Directorship in Commex technology Limited.

\*\* Includes only Audit Committee and Shareholders /Investors' Grievance Committee in all companies including CommexTechnology Limited

# Resigned w.e.f. 31<sup>st</sup> March, 2013.

## Appt. w.e.f. 24<sup>th</sup> December, 2012.

**Brief resume of the Directors proposed to be appointed/re-appointed at the ensuing annual General Meeting is as under:**

- Sudip Bandyopadhyay is a prominent personality in the financial world. Mr. Sudip is a qualified CA and a Cost Accountant. Mr. Bandyopadhyay has been a Non-Executive Director of the Hong Kong Mercantile Exchange since 1<sup>st</sup> July 2009. Presently, he is Managing Director and CEO of Destimoney Securities, a full service financial organization in India promoted by New Silk Route – an Asia-focused, growth capital private equity firm with over \$1.5 billion under management.

With over 23 years of experience in the financial sector, Mr. Bandyopadhyay was earlier the Managing Director and CEO of Reliance Money, the retail financial services arm of India's Reliance Anil Dhirubhai Ambani Group. During his career at Reliance, he played a pivotal role in the acquisition of AMP Sanmar that launched group's foray in the life insurance segment. He also served as Director of Wall Street Finance Ltd from 2008 until 2010, and was also formerly a Director at India's National Multi-Commodity Exchange.

- Mr. Jayant Mitra is an Information technology veteran with over three decades of varied experience in the fields of Software development, Project Management, Sales & Administration, Customer Relationship Management and Business Development in the Information Technology space. Mr. Mitra is a Science Graduate (Physics - Hons ) from Mumbai University and holds several certifications in the fields of Cyber law, e-Commerce, Information Security among others.

He has successfully managed various state-wide e-Governance projects like NREGS, Public Distribution System, Financial Inclusion, Labour Department, Banking and Finance, Retail and IT infrastructure Management.

- Madhukar Nath Chaturvedi, 65 years of age is holding Master's Degree in Mechanical Engineering from Indian Institute of Technology, Kanpur, India. He has also attended Management Development Programs at IIM Ahmedabad and IIT Delhi and has over two decades of experience in software industry. He worked at Engineers India Limited and NTPC before moving to Emitac/ Datamation Systems in the Middle East to head their software division. He is the founder director of Orient Information Technology Ltd, which is a SEI-CMM Level 4 company, with offices spread globally. Madhukar Nath Chaturvedi has been recognized by WIL (Walchandnagar Industries Ltd.), his first work organization as the Best Performing Engineer and was presented by Emitac with the Outstanding Contribution Award. He is also the founder director of Advanced Business Solutions FZ, LLC based in Dubai Internet City, which offers solutions and services for Microsoft Technologies to all the Business Sectors.

#### C. Non-executive Directors' compensation and disclosures

The Non-Executive Directors including Independent Directors are paid sitting fees for attending the meetings of the Board. Currently, a fee is ₹ 5,000/- per meeting per Director is paid for attending the meeting of the Board.

#### D. Number of Board Meeting held and dates of Board Meeting

During the financial year 2012-2013, the Board of Directors met Eleven (11) times as under:

Sr. No	Date of Board Meeting	Sr. No	Date of Board Meeting
1	29 <sup>th</sup> May, 2012	2.	19 <sup>th</sup> June, 2012
3.	14 <sup>th</sup> August, 2012	4.	30 <sup>th</sup> August, 2012
5.	1 <sup>st</sup> September, 2012	6.	03 <sup>rd</sup> October, 2012
7.	10 <sup>th</sup> November, 2012	8.	19 <sup>th</sup> December, 2012
9.	24 <sup>th</sup> December, 2012	10.	02 <sup>nd</sup> January, 2013
11.	14 <sup>th</sup> February, 2013		

#### E. Code of Conduct

The code of conduct which is applicable to all employees including the Managing and Executive Directors were laid down by the Board and the same has been posted on the website of the Company.



## **F. Board Committees**

### **I. Audit Committee:**

#### **Brief Description of Terms of Reference**

The Audit Committee of the Board of Directors of the Company provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. Its main aim is to monitor and to provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures, and transparency, integrity and quality of financial reporting.

Your Company has Audit committee comprising of four members out of which three directors are Independent non-executive directors viz, Madhukar Nath Chaturvedi, Jayant Mitra and Kishore Hegde.

All members of the audit committee are financially literate.

The terms of reference of the Audit committee are wide enough to cover the matters specified for Audit Committee under clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956 and inter-alia include:

- a. To discuss with the auditors periodically about internal control systems, the scope of audit including the observations of the auditors.
- b. To ensure compliance with internal control systems,
- c. To review the quarterly, half-yearly and annual financial statements before submission to the Board.
- d. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- e. Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- f. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
  - Major accounting entries involving estimates based on exercise of judgment by the management
  - Qualifications in draft audit report
  - Significant adjustments arising out of audit

- The going concern assumption
  - Compliance with accounting standards
  - Compliance with stock exchange and legal requirements concerning Financial statements
  - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- g. Reviewing with the management, performance of statutory and internal auditors, and the adequacy of internal control systems.
  - h. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - i. Discussion about any significant findings of internal auditors and follow up there on.
  - j. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - k. Discussion with external auditors, before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - l. Reviewing the Company's financial and risk management policies.
  - m. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends and creditors.)

During the year under review, four (4) Audit Committee meetings were held on 29<sup>th</sup> May, 2012, 14<sup>th</sup> August, 2012, 10<sup>th</sup> November, 2012, and 14<sup>th</sup> February, 2013.

Members	Designation	Meetings held	Meetings attended
Mr. Kishore Hegde*	Chairman	4	4
Mr. Ketan Sheth	Member	4	4
Mr. Madhukar Nath Chaturvedi	Member	4	3
Mr. Jayant Mitra*	Member	4	1

\*Resigned w. e. f. 31<sup>st</sup> March, 2013.

\*Appointed as Independent Director w.e.f. 24<sup>th</sup> December, 2012.



## ii. INVESTORS' GRIEVANCE AND SHARE TRANSFER COMMITTEE

Investors' Grievance and Share Transfer Committee specifically looks into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend etc. In addition, the Committee also looks into matters that can facilitate better investor services and relations:

The Committee consists of four members out of which three are Non-Executive Independent Directors viz. Madhukar Nath Chaturvedi, Kishore Hegde, Jayant Mitra and Ketan Sheth is the Chairman of the Committee.

During the year under review, the Committee met Four (4) times on 16<sup>th</sup> April, 2012, 11<sup>th</sup> July, 2012, 18<sup>th</sup> October, 2012, and 12<sup>th</sup> January, 2013.

Attendance at the Investors' Grievance and Share Transfer Committee meeting:

Members	Designation	Meetings held	Meetings attended
Mr. Kishore Hegde*	Chairman	4	4
Mr. Ketan Sheth	Member	4	4
Mr. Madhukar Nath Chaturvedi	Member	4	3
Mr. Jayant Mitra*	Member	4	1

\*Resigned w.e.f. 31<sup>st</sup> March, 2013.

\*Appointed as Independent Director w.e.f. 24<sup>th</sup> December, 2012.

All shares received for transfer were registered and dispatched within fifteen days of receipt, if the documents were correct and valid in all respects. There were no pending share transfers as on 31<sup>st</sup> March, 2013. During the year under review, the Company had received 1 complaint from shareholder relating to dividend and has been duly resolved.

## G. General Body Meeting

Location and time of General Meeting

Year	Date	Type of Meeting	Venue	Time
2009-10	28 <sup>th</sup> September, 2010	AGM	Event Banquet, Near Filmistan Studio S. V. Road, Goregaon West, Mumbai 400062	10.00 A.M
2010-11	29 <sup>th</sup> September, 2011	AGM		10.00 A.M
2011-12	28 <sup>th</sup> September, 2012	AGM		10.00 A.M

All the above meetings were held at one venue only. All the resolutions moved at the last AGM were passed by show of hands by the requisite majority of Members attending the Meeting.

No Postal Ballot was conducted during the year.

The following are the Special resolutions passed at the General Meetings held in past 3 years:

AGM/EGM held on	Whether Special Resolution Passed	Summary
28 <sup>th</sup> August, 2009	No	<ul style="list-style-type: none"> <li>• Issuance of Global Depository Receipts</li> <li>• Issue of shares/securities to Qualified Institutional Buyers</li> <li>• QIP's by way of Qualified Institutional Placement (QIP's)</li> </ul>
28 <sup>th</sup> September, 2010	Yes	<ul style="list-style-type: none"> <li>• Raising of Capital by an International Offer of Equity Shares represented by Global Depository Receipts</li> <li>• Private Placement of Equity Shares/ any instrument convertible into Equity</li> <li>• Shares to Qualified Institutional Buyers (QIB's)</li> </ul>
29 <sup>th</sup> September, 2011	No	
28 <sup>th</sup> September, 2012	Yes	<ul style="list-style-type: none"> <li>• Limits of Loans and Investments raised to ₹1000 crores u/s 372 A.</li> <li>• Raising Borrowing Limit u/s 293(1) (d) to ₹ 600 crores.</li> </ul>

All resolutions as set out in the respective notices were duly passed by the shareholders.

## H. Disclosure

### a) Disclosures On Materially Significant Related Party Transactions

The Company has not entered into any transaction of material nature with the Promoters, Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Related party transactions are disclosed in the Notes to Accounts forming part of this Annual Report. Transactions entered into by the Company with related parties during the year were periodically placed before the Audit Committee for review. The Register of Contracts containing transactions, in which Directors are interested, is placed before the Board regularly.

### b) Statutory Compliance, Penalties And Strictures

The Company has complied with the various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital markets. No penalties or strictures have been imposed by them on the Company.



**c) Disclosure Of Accounting Treatment**

In the preparation of financial statements, the Company has followed Generally Accepted Accounting Principles (followed in India) as prescribed in Accounting Standards.

**d) Subsidiary Companies**

The company has Five Subsidiary Companies viz,

- i. IT Capital Services Pvt Ltd
- ii. Orient Infotech Ltd UK
- iii. Orient Information Technology INC. USA
- iv. Orient Information Technology FZ LLC – UAE
- v. Information Technology People WLL – Bahrain

**e) Risk Management**

The Company has a defined Risk Management framework. The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

**f) Code of Conduct**

The Board of Directors has adopted code of Business Conduct and Ethics for Directors and Senior Management. The said code has been communicated to the Directors and members of the senior Management. The code has also been displayed on the Company's website – [www.commextechnology.com](http://www.commextechnology.com). All Directors and senior management have affirmed compliance with the code. A declaration to this effect signed by Managing Director is given in this annual report.

**g) Means of Communication**

The Company normally publishes its quarterly and/or yearly financial results in the leading national newspapers namely The Free Press Journal in addition, the same are published in local language (Marathi) newspapers namely Navshakti.

The Company puts forth vital information about the Company and its performance, quarterly & yearly financial results, official news releases, communication & presentation made to the institutional investors and analysts on Company's official website at [www.commextechnology.com](http://www.commextechnology.com) regularly and also for the benefit of the public at large.

**h) Secretarial Audit for Reconciliation of Capital**

A qualified Practicing Company Secretary carried out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

**i) Chief Executive Officer (CEO)/CFO Certification:**

As required under Clause 49(V) of the Listing Agreement, the CEO/CFO Certification given by Managing Director of the Company confirming the correctness of the Financial Statements, the Cash Flow Statement and the adequacy of Internal Control Systems for financial reporting was placed before the Board of Directors.

**Non-mandatory Requirements**

- A. Office of the Chairman of the Board and reimbursement of expenses by the Company. The Company is presently reimbursing the expenses incurred in performance of duties.
- B. Shareholders' rights - furnishing of quarterly & yearly financial results. The Company's quarterly & financial results are published in English and Marathi newspapers having wide circulation.
- C. Postal Ballot

The Company will seek shareholders' approval through postal ballot in respect of such resolutions as are laid down in Companies (Passing of Resolution by Postal Ballot) Rules, 2011, as and when the occasion arises.

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges on Code of Corporate Governance, Certificate from Statutory Auditors' of the Company regarding compliance of conditions of Corporate Governance by the Company is annexed. The Statutory Auditors Certificate will also be sent to the Bombay Stock Exchange Limited where the Company's shares are listed, along with the annual return to be filed by the Company.



## GENERAL SHAREHOLDERS INFORMATION

### I. Annual General Meeting

Day, Date and Time : Monday, 30<sup>th</sup> September, 2013. 10.00 A.M  
Venue : Event Banquet, Near Filmistan Studio,  
S.V.Road, Goregaon West, Mumbai 400062

### ii. Financial calendar

Financial Year : 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014

Financial Reporting (tentative)

First Quarter result : Second Week of August, 2013

Quarterly/Half-yearly result : Second Week of November, 2013

Third Quarter result : Second Week of February, 2014

Fourth Quarter result : Fourth Week of May, 2014

iii. Dates of Book Closure : From 27<sup>th</sup> September, 2013 to 30<sup>th</sup> September, 2013 (Both days Inclusive)

iv. Dividend Payment : on or after 30<sup>th</sup> Day of September, 2013

v. Listing on Stock Exchange : Bombay Stock Exchange Limited (BSE), Mumbai  
PhirozeJeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

vi. Stock code - Scrip code (BSE) : 532342  
Scrip ID(BSE) : COMMEXTECH

Vii. Market price Data and share price Performance in comparison to broad based indices:

Members	Bombay Stock Exchange Limited		
	High ₹	Low ₹	Total Number of Shares Traded
April 2012	31.65	17.30	12,99,383
May 2012	33.40	25.80	10,81,035
June 2012	34.00	28.10	8,26,909
July 2012	33.40	25.70	23,73,644

August 2012	32.00	19.70	15,00,374
September 2012	34.00	25.10	11,82,141
October 2012	27.70	19.00	8,46,428
November 2012	21.85	18.15	6,89,267
December 2012	20.40	15.00	7,20,886
January 2013	18.50	14.55	10,46,792
February 2013	16.90	11.70	40,99,259
March 2013	13.35	9.74	51,92,724

Source: BSE Website-www.bseindia.com

- viii. Registrar and Share Transfer Agent: **Universal Capital Securities Pvt. Ltd.**  
 21, Shakil Niwas,  
 Opp. Satya Saibaba Temple,  
 Mahakali Caves Road,  
 Andheri (East), Mumbai 400 093.  
 Ph: 022 28257641, Fax: 022 28207207.

- ix. Outstanding GDRs / ADRs / Warrants or any Convertible instruments.  
 Conversion likely impact on equity: There are 3,95,09,900 (Three Crores Ninety Five Lacs Nine Thousand and Nine Hundred ) number of shares issued as GDR are outstanding as on 31<sup>st</sup> March, 2013.

Shareholding pattern as on 31<sup>st</sup> March, 2013

Category	No. of Shares held	Percentage to total share capital
Promoters	6,47,14,731	41.72
Corporate Bodies	55,12,848	3.55
FII/NRI/OCBs	3,38,87,917	21.85
Indian Public	1,14,81,594	7.41
Any other	3,95,09,900	25.47
<b>Total</b>	<b>15,51,06,990</b>	<b>100</b>



x. Distribution of Shareholding as on 31<sup>st</sup> March, 2013.

Range			Shareholders		Shares	
No. of Shares			Numbers	% of Total Shareholders	Numbers	% of Total Shareholding
Up	to	500	17061	87.92	1866160	1.20
501	-	1000	1095	5.64	863527	0.56
1001	-	2000	553	2.85	819511	0.53
2001	-	3000	223	1.15	567914	0.37
3001	-	4000	85	0.44	307527	0.20
4001	-	5000	100	0.52	480779	0.31
5001	-	10000	131	0.68	977707	0.63
10001	And	Above	158	0.81	149223865	96.21
<b>Total</b>			<b>19406</b>	<b>100.00</b>	<b>155106990</b>	<b>100.00</b>

## xi. Address for correspondence:

**Commex Technology Limited**

Dev Plaza, 506, 5th Floor,

S. V. Road, Opp. Fire Birgade,

Andheri (West), Mumbai- 400058

Tel: +91 (22) 2621 2117 Fax: +91 (22) 2621 2118

Email: investor@commextechnology.com

Website: www.commextechnology.com

**Annual Declaration By Managing Director Pursuant To Clause 49 (I) (d)(ii) of the Listing Agreement**

As the Chairman & Managing Director of Commex Technology Limited, I hereby declare that all the Board members and senior management personnel of the Company have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial year.

**Date: 30<sup>th</sup> May, 2013**

**Place: Mumbai**

**By Order of the Board of Directors**

**Ketan Sheth**

**Chairman & Managing Director**

**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 employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

Both these Codes are available on the Company's website. I confirm that the Company has in respect of the financial year ended 31<sup>st</sup> March, 2013, received from the Senior Management Team 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 Team means the Chief Financial Officer, employees in the Executive Vice President cadre, Vice President Global Human Resources and the Company Secretary as on 31<sup>st</sup> March, 2013.

**Date: 30<sup>th</sup> May, 2013**

**Place: Mumbai**

**By Order of the Board of Directors**

**Ketan Sheth**

**Chairman & Managing Director**



**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER CLAUSE  
49 OF LISTING AGREEMENT**

**To**  
**The Members of**  
**Commex Technology Limited**

We have examined the compliance of conditions of corporate governance by Commex Technology Limited, for the year ended on March 31, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 Agreement.

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 SG & Associates**  
**Company Secretaries**

**Suhas Ganpule**  
**(Proprietor)**  
**M. No. 12122**  
**C.P. No. 5722**  
**Date:- 30<sup>th</sup> May, 2013**  
**Place:- Mumbai**

**AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF COMMEX TECHNOLOGY LIMITED (FORMERLY KNOWN AS IT PEOPLE (INDIA) LTD.) ON THE CONSOLIDATED FINANCIAL STATEMENTS OF COMMEX TECHNOLOGY LIMITED (FORMERLY KNOWN AS IT PEOPLE (INDIA) LTD.) AND ITS SUBSIDIARIES**

We have examined the attached consolidated Balance sheet of Commex Technology Ltd. (Formerly known as IT People (India) Ltd.) and its subsidiaries as at 31<sup>st</sup> March 2013, the Consolidated Statement of Profit and Loss for the year as on that date. These financial statements are the responsibility of the Commex Technology Ltd (Formerly known as IT People (India) Ltd.) management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

We have audited financial statements of three Subsidiaries, viz IT Capital Services Pvt. Ltd, Orient Information FZ-LLC-UAE & Information Technology People WLL- Bahrain. The financial statements of Orient Infotech Limited – United Kingdom, Orient Information Technology Inc. – USA, have been consolidated on the basis of unaudited financial statements

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Commex Technology Limited (Formerly Known as IT People (India) Ltd) and its subsidiaries included in the consolidated financial statements.

Subject to 3 of Note No. 22 forming part of accounts and on the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of Commex Technology Limited (Formerly Known as IT People (India) Ltd.) and its aforesaid subsidiaries, we are of the opinion that:

- (a) the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of Commex Technology Limited (Formerly Known as IT People (India) Ltd.) and its subsidiaries as at 31<sup>st</sup> March 2013; and
- (b) the Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of Commex Technology Limited (Formerly known as IT People (India) Ltd.) and its subsidiaries for the as on that date.



- (c) the Consolidated Cash Flow statement gives a true and fair view of the consolidated cash flow of operations of Commex Technology Ltd (Formerly known as IT People (India) Ltd.) and its subsidiaries for the year as on that date.

**For Gadgil & Co.**  
**Chartered Accountants**  
**Firm Registration No. 102876W**

**Place: Mumbai**

**Dushyant A. Gadgil**  
**Proprietor**  
**M.No:17795**

**Dated: 30<sup>th</sup> May 2013.**

**COMDEX TECHNOLOGY LIMITED**  
**Consolidated Balance Sheet as at 31<sup>st</sup> March, 2013**

(₹ in Lacs)

Particulars	Note no.	Figures at the end of current reporting period		Figures at the end of previous reporting period	
<b>I. EQUITY AND LIABILITIES</b>					
(1) <u>Shareholders' Funds</u>					
a. Share Capital	3	3,102.14		3,102.14	
b. Reserves and Surplus	4	8,025.54		7,028.37	
c. Money received against share warrants			11,127.68	-	10,130.51
(2) <u>Share Application money pending allotment</u>					
(3) <u>Non-Current Liabilities</u>					
a. Long-term borrowings	5	-		444.24	
b. Deferred tax liabilities (Net)		-		-	
c. Other Long term liabilities		-		-	
d. Long term provisions		-		-	444.24
(4) <u>Current Liabilities</u>					
a. Short-term borrowings	6	10.00		-	
b. Trade payables	7	612.99		0.08	
c. Other current liabilities	8	1,314.81		1,432.59	
d. Short-term provisions		461.23		356.34	
			2,399.02		1,789.00
<b>TOTAL</b>			<b>13,526.70</b>		<b>12,363.76</b>
<b>II. ASSETS</b>					
(1) <u>Non-current assets</u>					
a. Fixed assets	9				
(i) Tangible assets		639.20		707.69	
(ii) Intangible assets		659.15		1,004.53	
(iii) Capital work-in-progress		3,803.53		3,771.88	
(iv) Intangible assets under development		-		-	
		5,101.89		5,484.09	
b. Non Current Investments	10	3,000.00		3,000.00	
c. Deferred Tax Assets (Net)	11	71.23		71.23	
d. Long Term Loans and Advances		-		-	
e. Other Non-Current Assets		-		-	
			8,173.12		8,555.32
(2) <u>Current Assets</u>					
a. Current investments	10	175.75		75.75	
b. Inventories	12	813.02		696.21	
c. Trade Receivables	13	66.49		340.08	
d. Cash and Cash Equivalents	14	4,288.20		2,687.48	
e. Short-Term Loans and Advances	15	10.12		8.92	
f. Other Current Assets					
			5,353.58		3,808.43
<b>TOTAL</b>			<b>13,526.70</b>		<b>12,363.76</b>
Significant accounting policies	2				
Notes to accounts	22				

As per Our Report of Even Date Annexed  
 For Gadgil & Co.  
 Firm Registration No. 102876W  
 Chartered Accountants

For & On Behalf of Board of Directors

Dushyant A. Gadgil  
 Proprietor  
 M.No.: 17795  
 Place: Mumbai  
 Date: 30<sup>th</sup> May 2013.

Ketan Sheth  
 Managing Director

Jayant Mitra  
 Director

Vineet Kakkad  
 Company Secretary



**COMMEX TECHNOLOGY LIMITED**

 Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2013

(₹ in Lacs)

	Particulars	Note no.	Figures for the current reporting period		Figures for the previous reporting period	
I.	Revenue from operations	16	2,392.14		1,425.63	
II.	Other income	17	91.53		88.62	
	<b>Total Revenue (I + II)</b>			<b>2,483.67</b>		<b>1,514.25</b>
III.	<b>Expenses:</b>					
IV.	<b>Cost of material consumed</b>		-		-	
	Purchase of Stock-in-Trade		-		-	
	Changes in inventories of finished goods		-		-	
	work-in- progress and Stock-in Trade		-		-	
	<b>Employee benefits expense</b>	18	684.06		490.50	
	<b>Finance costs</b>	19	66.77		22.33	
	<b>Depreciation and amortization expense</b>	20	418.12		284.37	
	<b>Other Expenses</b>	21	299.12		68.55	
	<b>Total expenses</b>		<b>1,468.07</b>		<b>865.75</b>	
V.	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>1,015.60</b>		<b>648.50</b>	
VI.	<b>Exceptional items</b>		-		-	
VII.	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>1,015.60</b>		<b>648.50</b>	
VIII.	<b>Extraordinary items</b>		-		-	
IX.	<b>Profit before tax (VII - VIII)</b>		<b>1,015.60</b>		<b>648.50</b>	
X.	<b>Tax expense:</b>				40.00	
	(1) Current tax		173.00		-	
	Less: MAT credit entitlement		(173.00)		40.00	
	Net Current Tax		-		-	
	(2) Deferred tax		-		40.00	
XI.	<b>Profit/(Loss) for the period from continuing operations (IX - X)</b>		<b>1,015.60</b>		<b>608.50</b>	
XII.	<b>Profit/(Loss) from discontinuing operations</b>		-		-	
XIII.	<b>Tax expense of discontinuing operations</b>		-		-	
XIV.	<b>Profit/(Loss) from Discontinuing operations (after tax) (XII - XIII)</b>		<b>1,015.60</b>		<b>608.50</b>	
XV.	<b>Profit/(Loss) for the period (XI + XIV)</b>					
XVI.	<b>Earnings per equity share:</b>		<b>0.65</b>		<b>0.39</b>	
	(1) Basic		-		-	
	(2) Diluted		-		-	
	<b>Significant accounting policies</b>	2				
	<b>Notes to accounts</b>	22				

 As per Our Report of Even Date Annexed  
 For Gadgil & Co.  
 Firm Registration No. 102876W  
 Chartered Accountants

For &amp; On Behalf of Board of Directors

 Dushyant A. Gadgil  
 Proprietor  
 M.No.: 17795  
 Place: Mumbai  
 Date: 30<sup>th</sup> May 2013.

 Ketan Sheth  
 Managing Director

 Jayant Mitra  
 Director

 Vineet Kakkad  
 Company Secretary

## COMMEX TECHNOLOGY LIMITED

Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2013

(₹ in Lacs)

	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A.	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Profit Before Tax from continuing operations	1,015.60	648.50
	Profit Before Tax from discontinuing operations	-	-
	Profit Before Tax	<b>1,015.60</b>	<b>648.50</b>
	<b>Non- Cash Adjustment To Reconcile Profit Before Tax To Net Cash Flow</b>		
	Increase/(Decrease) in Reserve on Consolidation	233.93	(351.19)
	Depreciation/Amortization on Continuing Operation	418.12	284.37
	Depreciation/Amortization on Discontinuing Operation	-	-
	Impairment / Other write off on Tangible/Intangible assets pertaining to Continuing Operation	-	-
	Loss/(Profit) on sale of Fixed Assets	-	4.21
	Provision Written Back	-	(8.88)
	Prior Period Expenses	-	-
	Net Gain on sale of Current Investments	-	-
	Interest Expenses	45.33	22.33
	Interest Income	(25.45)	(10.78)
	Dividend Income	-	-
	Operating Profit Before Working Capital Changes	<b>1,687.53</b>	<b>588.56</b>
	<b>Movements in Working Capital:</b>		
	Increase/(Decrease) in Trade Payable	612.91	(64.77)
	Increase/(Decrease) in Long Term Provision	-	-
	Increase/(Decrease) in Short Term Provision	104.89	(31.88)
	Increase/(Decrease) in Other Current Liabilities	(117.78)	1,299.67
	Increase/(Decrease) in Other Long Term Liabilities	-	-
	Decrease/(Increase) in Short Term Advance	(1,600.72)	862.32
	Decrease/(Increase) in Trade Receivable	(116.81)	85.89
	Decrease/(Increase) in Inventories	-	-
	Decrease/(Increase) in Other Current Assets	0.73	(0.69)
	Decrease/(Increase) in Other Non-Current Assets	-	-
	Direct Tax Paid (Net of Refunds)	-	(40.00)
	<b>Net Cash Flow from/(Used in) Operating Activities (A)</b>	<b>570.75</b>	<b>2,699.08</b>
B.	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets incl. Intangible Assets, CWIP	(35.90)	(1,355.01)
	Capital Advances	-	-
	Proceeds of Sale of Fixed Assets	-	-
	Proceeds of Non-Current Investment	-	(5.00)
	Purchase of Non-Current Investment	(100.00)	(75.75)
	Purchase of Current Investment	-	-
	Proceeds from Sale/ maturity of Current Investment	-	-
	Investment In Bank Deposits ( having original maturity of more than three Months)	-	-
	Redemption/ Maturity of Bank Deposits ( having original maturity of more than three Months)	-	-
	Interest Received	25.45	10.78
	Dividend Received from Subsidiary Company	-	-
	Dividend received	-	-
	<b>Net Cash Flow from/(Used in) Investing Activities (B)</b>	<b>(110.45)</b>	<b>(1,424.98)</b>



(₹ in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issuance of Equity Share Capital	-	-
Proceeds from Issuance of Preference Share Capital	-	-
Proceeds from long term Borrowings	-	450.00
Repayment of long term Borrowings	(444.24)	(5.76)
Proceeds from Short term Borrowings	10.00	-
Repayment of Short term Borrowings	-	(1,178.07)
Interest Paid	(45.33)	(22.33)
Dividend paid on Equity Shares	(217.15)	(186.13)
Dividend paid on Preference Shares	-	-
Tax on Equity Dividend paid	(35.22)	(30.19)
Tax on Preference Dividend paid	-	-
<b>Net Cash Flow from/(Used in) Financing Activities (C)</b>	<b>(731.94)</b>	<b>(972.48)</b>
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(271.65)	301.62
Cash & Cash Equivalents at the Beginning of the Year	348.26	46.65
<b>Cash &amp; Cash Equivalents at the End of the year</b>	<b>76.61</b>	<b>348.26</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash in Hand	5.48	1.45
Cheque/ Drafts on Hand	-	-
with Banks on - Current Account	61.01	48.63
- Deposits Account	-	290.00
- Deposits Account (Margin)	10.12	8.19
<b>Total Cash and Cash Equivalents</b>	<b>76.61</b>	<b>348.26</b>

As per Our Report of Even Date Annexed  
For Gadgil & Co.  
Firm Registration No. 102876W  
Chartered Accountants

For & On Behalf of Board of Directors

Dushyant A. Gadgil  
Proprietor  
M.No.: 17795  
Place: Mumbai  
Date: 30<sup>th</sup> May 2013.

Ketan Sheth  
Managing Director

Jayant Mitra  
Director

Vineet Kakkad  
Company Secretary

## **Notes forming Parts of Consolidated Accounts**

### **Note No.1**

#### **1. Corporate Information**

Commex Technology Limited (Formerly known as IT People (India) Ltd.) is a Company promoting software products and solutions to the capital and commodities markets and IT Consulting Services and solutions to companies worldwide. The Company is listed at the Bombay Stock Exchange Limited (BSE).

Software products includes products, solutions and services division for the financial and capital markets addressing Stock and Commodities Exchange, Intermediary Brokerage House, Merchant Banking Operation and Financial Services in India and Overseas.

#### **Incorporation and Registration**

"Commex Technology Limited" was originally incorporated as a Private Limited Company with the name "Global e-Com (India) Private Limited" on 24<sup>th</sup> January 2000, under Companies Act, 1956, and was issued a certificate of incorporation bearing number 11-123796 of 2000 by the Registrar of Companies Maharashtra. The Company became a Public Limited Company on 8<sup>th</sup> February 2000 and the name of the Company was changed to "Global e-Com (India) Limited", thereafter, on 11<sup>th</sup> April 2000 the name of the Company was again changed to "Balwas e-Com India Limited".

The Company subsequently on 28<sup>th</sup> October 2003 changed its name to "Starmax Infomedia Limited" and was issued with a fresh certificate of Incorporation consequent upon change of name on its acquisition by "IT People Private Limited".

The Company subsequently on 22<sup>nd</sup> November, 2004 changed its name to "IT People (India) Limited" and was issued a fresh certificate of Incorporation consequent upon change of name bearing number L72900MH2000PLC123796 by the registrar of Companies, Maharashtra. Further on 14<sup>th</sup> November, 2011 the name of the Company was again changed to "Commex Technology Limited".

### **Note No.2**

#### **Summary of Significant Accounting Policies**

##### **2.1 Method of Consolidation:**

For the purpose of consolidation, Accounts of the parent as well as the subsidiaries are considered for the year up to 31-3-2013. Accounts of the Orient Infotech. Ltd U.K., Orient Information Technology Inc. USA are unaudited and compiled by independent, external accounting agencies, as the local rules governing these Companies do not require Audit of these Companies. Accounts of Orient Information Technology FZ -LLC -UAE & Information Technology People WLL-Bahrain, IT Capital Services Private Limited are audited. All inter-company transactions between the group companies are eliminated. The subsidiary of the company at USA, UK, Bahrain & Germany are inactive.



## **2.2 Translation Of Financial Statements Of The Subsidiaries:**

Transactions arising in foreign currency are reported at the rates closely approximating to those ruling during the relevant transaction dates. All monetary assets and liabilities in foreign currency as at the date of financial statements are restated at the exchange rates prevalent at the Balance Sheet date. The reporting currency of the Company is Indian Rupees. The reporting currencies of its subsidiaries are - Orient Infotech. Ltd U.K.,-Great Britain Pounds, Orient Information Technology Inc. USA-United States Dollars, Orient Information Technology FZ -LLC -UAE United Arab Emirates Dirhams & Information Technology People WLL Bahrain – Bahraini Dinars. The revenue items of the foreign subsidiaries are translated to Indian Rupees using the Simple Average of the quarterly closing rates. Non-monetary items in the Balance Sheet of the foreign subsidiaries are translated at the rates closely approximating those ruling during the relevant transaction dates. The net impact of such change is disclosed under General Reserve on consolidation.

## **2.3 Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expense and liabilities and disclosures of contingent liabilities, at the end of the reporting Period. Although these estimates are based on the managements best knowledge of current events and actions, uncertainty about these assumptions and estimates could results in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

## **2.4 Tangible Fixed Assets**

Fixed assets, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price, borrowing costs if capitalization criteria met and directly attributable cost of bringing the assets to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an items of fixed assets is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standards of performance. All other expenses on existing fixed assets, including day- to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit & loss for the period during which such expenses are incurred.

## **2.5 Depreciation on Tangible Fixed Assets**

Till 31<sup>st</sup> March 2003 Depreciation on Fixed Assets has been provided on straight-line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on fixed assets is calculated on straight line basis using the rates arrived at based on useful lives estimates by the management or those prescribed under the schedule XIV to the Companies Act 1956, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets.

Keeping in view the wear and tear and the actual realizable value of the fixed assets, the Company has provided depreciation from 1<sup>st</sup> April, 2004 on Straight Line Method at the higher rates than as prescribed by the Companies Act. The depreciation as per Act and as per books in respect of the fixed assets is as under.

Particulars	Depreciation Rate as per Companies Act %	Depreciation Rate as per Books %	Depreciation as per Companies Act ₹	Depreciation as per Books ₹
Plant & Machinery	4.75	45.00	4,304	40,775
Furniture & Fittings	6.33	8.00	31,00,648	39,18,671
Office Equipment	4.75	25.00	35,150	1,85,000
Computer Accessories	16.21	50.00	58,367	1,80,035
<b>Total</b>			<b>31,98,469</b>	<b>43,24,481</b>

As a result of the above, the Depreciation provision for the year is higher by ₹ 11,26,012/- and consequently the Profit for the year ended is lower by ₹ 11,26,012/-. This change was made w.e.f. 1<sup>st</sup> April, 2004 in case of the company and hence the Reserves to date of the company are lower by ₹ 9,41,85,140/-

Further the Management has written off the Fixed Assets at the Rates higher than prescribed under the Schedule XIV of the Companies Act, 1956, keeping in view their impairment due to the technological obsolescence prevalent in the Information Technology Sector, so as to make adequate provision for Impairment of the said Assets, as per the Accounting treatment prescribed under the Accounting Standard 26 on Impairment of Assets (AS 28) issued by the Institute of Chartered Accountants of India.

## 2.6 Impairment of Tangible and Intangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an assets is required, the company estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets or cash generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individuals assets, unless the assets does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an assets or CGU exceeds its recoverable amount, the assets is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre – tax discounts rate that reflects current market assessment of time value of money & risk specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of Five (5) Years. For longer periods a long term growth rate is calculated and applied to projects future cash flows after the 5 (Five) Years.



Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit & loss, except for previously revalued tangible fixed assets where the revaluation reserves up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

An assessment is made at each reporting dates as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the assets or CGU recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. The reversal is limited so that would have been determined, net of depreciation had no impairment loss has been recognized for the assets in prior years. Such reversal is recognized in the statement of profit and loss unless the assets is carried at a revalued amount in which case the reversal is treated as a revaluation increase.

## 2.7 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments.

On initial recognition all investments are matured at cost. The cost comprise purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or other securities the acquisition cost is the fair value of the securities issued if an investment is acquired in exchange for another assets the acquisition is determined by reference to the fair value of the assets given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investment are carried in the financial statement at lower cost and fair value determined on an individuals investment basis. Long term investment are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit & loss account.

## 2.8 Revenue Recognized

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The followings specific recognition criteria must also be met before revenue is recognized

### Income From Services

Revenues from contract priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contracts using the proportionate completion method, with contract costs determining the degree of completion, foreseeable losses on such contracts are recognized when probable.

Revenues from sale of software licenses are recognized upon delivery where there is no customization required. In case of customization the same is recognized over the life of the contract using the proportionate completion method.

Revenues from maintenance contracts are recognized pro-rata over the period of the contract.

Revenues are reported net of discounts. The billing of consultants employed outside India, which is borne directly by the overseas clients is excluded from the revenue.

## **2.9 Foreign Currency Transaction**

The Company has the billing process whereby it bills its overseas clients in INR and the amount is remitted by the overseas clients by converting the equivalent local currency equivalent to the Billing made in INR.

### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non monetary items which are measured in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non monetary items which are measures at fair value or other similar valuation denominated in foreign currency are transferred using the exchange rate at the date when such value was determined.

## **2.10 Income Taxes**

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflects the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier years. Deferred tax is measured using the tax rates and tax laws enacted or substantially enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses all deferred tax assets are recognized only if there is virtual certainly supporting evidence that they can be realized against future taxable profits.



In situation where the company is entitled to a tax holiday under the Income Tax Act 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates no deferred tax (assets or liabilities) is recognized in respect of timing difference which reverse during the tax holiday period to the extent the company's gross total income is subjected to the deduction during the tax holiday period. Deferred tax in respect of timing difference which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However the company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually as the case may be that sufficient future taxable income will be available against which deferred tax assets can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relates to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an assets only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an assets in accordance with the Guidance Note on Accounting for credit available of minimum alternate tax under Income Tax Act 1961. The said assets is created by way of credit to the statement of profit and loss and shown as "MAT credit Entitlement". The company reviews the MAT credit entitlement assets at each reporting date and writes down the assets to extent the company does not have convincing evidence that it will pay normal tax during the specified period.

## **2.11 Earnings Per share**

Basics earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity shares to the extent that they are entitled to participate in dividend related to fully paid equity shares during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issues bonus element in a right shares, split issue and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a correspondence change in resources.

**2.12 Employment Benefits**

The Company's contribution to provident fund is accounted on accrual basis and is charged to the profit and loss account.

No provision has been considered necessary towards gratuity since none of the employees have put in the qualified number of years of service with the Company.

**2.13 Provisions**

A provision is recognized when the company has present obligation as a result of past events. It is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed for example under Insurance Contract, the re-imbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expenses relating to any provision is presented in the statement of profit and loss net of any reimbursement.

**Warranty Provisions**

Provisions for warranty related costs are recognized when the products are sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.

**2.14 Contingent Liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

**2.15 Cash & Cash Equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprises cash at bank and in hand and short term investments with an original maturity of three months or less.



**COMMEX TECHNOLOGY LIMITED**

 Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO 3: SHARE CAPITAL**

(₹ in Lacs)

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
<b>Note 'A'</b>				
<b>Share Capital</b>				
<b>Authorised</b>				
26,25,00,000 Equity Shares Of ₹ 2/- each and ₹ 7,50,00,000 unclassified shares		6,000.00		6,000.00
<b>Issued, Subscribed and Paid - up</b>				
11,55,97,090 Equity Shares of ₹ 2/- each Fully paid up (Out of above shares 1,08,24,600 (P.Y. 4,50,05,000) equity shares of ₹ 2/- each fully paid up upon conversion of 2,16,492 GDR (P.Y. 9,00,100 GDR)@ 50 equity shares per GDR (P.Y. 10,47,72,490 Equity Shares of ₹ 2/- each fully paid up )	2,311.94		2,095.45	
<b>Global Depository Receipts (GDR)</b>				
7,90,198 GDR each representing 50 equity shares of ₹ 2/- each fully paid up (P.Y.10,06,690 GDR representing 50 Equity shares of ₹ 2/- each fully paid up)	790.20		1,006.69	
		3,102.14		3,102.14
<b>Total Share Capital</b>		<b>3,102.14</b>		<b>3,102.14</b>

**a. Reconciliation of the shares outstanding at the beginning and at the end of the period**
**Equity Shares**

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
	No (In Lacs)	₹ (In Lacs)	No (In Lacs)	₹ (In Lacs)
<b>At the beginning of the period</b>	1,047.72	2,095.45	1,047.72	2,095.45
issued during the period - On conversion of GDR	108.25	216.49	-	-
Issued during the period - Bonus Issue	-	-	-	-
Issued during the period - ESOP	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>1,155.97</b>	<b>2,311.94</b>	<b>1,047.72</b>	<b>2,095.45</b>

**Reconciliation of the Global Depository Receipt outstanding at the beginning and at the end of the period**
**Global Depository Receipt (GDR)**

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
	No (In Lacs)	₹ (In Lacs)	No (In Lacs)	₹ (In Lacs)
<b>At the beginning of the period</b>	10.07	1,006.69	10.07	1,006.69
Issued during the period	-	-	-	-
Less :Converted into Equity Shares during the period	(2.17)	(216.49)	-	-
<b>Outstanding at the end of the period</b>	<b>7.90</b>	<b>790.20</b>	<b>10.07</b>	<b>1,006.69</b>

**b. Terms/rights attached to equity shares**

The company has only one class of the shares having a par value of ₹ 2/- per shares. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Terms/rights attached to Global Depository Receipt (GDR)**

The Global Depository Receipts ("GDRs") represented by this certificate are each issued in respect of 50 equity Shares of par value ₹ 2/- each (the "Shares") in Commex Technology Ltd. (formerly known as IT People (India) Limited (the "Company")) pursuant to and subject to a Depository agreement dated 18<sup>th</sup> May 2009, and made between the Company and Deutsche Bank Trust Company Americas Depository and/or any other Depository which may from time to time be appointed under the agreement (the "Depository") (such agreement, as amended from time to time, being hereinafter referred to as the "Deposit Agreement").

**d. Details of shareholders holding more than 5% shares in the company**

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
	No (In Lacs)	% holding in the class	No (In Lacs)	% holding in the class
<b>Equity shares of ₹ 2/- each fully paid</b>				
Skyline Capital Pvt. Ltd.	627.04	40.43	570.08	36.75

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.



**COMDEX TECHNOLOGY LIMITED**

 Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

(₹ in Lacs)

**NOTE NO 4: RESERVES & SURPLUS**

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
<b><u>Securities premium account (Equity Shares)</u></b>				
Balance as per the last financial statements	6,288.20		6,288.20	
<b>Add:-</b> Premium on Equity Shares	-		-	
<b>Less:-</b> amounts utilized towards issue of fully paid up bonus shares	-		-	
<b><u>Securities premium Equity Shares Closing Balance</u></b>		<b>6,288.20</b>		<b>6,288.20</b>
<b><u>Securities premium account (GDR)</u></b>				
Balance as per the last financial statements	3,146.20		3,146.20	
<b>Add:-</b> Premium on GDR	-		-	
<b>Less:-</b> amounts utilized towards issue of fully paid up bonus shares	-		-	
<b><u>Securities premium GDR Closing Balance</u></b>		<b>3,146.20</b>		<b>3,146.20</b>
<b><u>General Reserve</u></b>				
Balance as per the last financial statements	1,721.10		1,721.10	
<b>Add:-</b> amounts transferred from surplus balance in the statement of profit & loss	-		-	
<b><u>General Reserve Closing Balance</u></b>		<b>1,721.10</b>		<b>1,721.10</b>
<b><u>Forfeited Equity Shares</u></b>				
Balance as per the last financial statements	278.63		278.63	
<b>Add:-</b> amounts transferred	-		-	
<b><u>Forfeited Equity Shares Closing Balance</u></b>		<b>278.63</b>		<b>278.63</b>
<b><u>Surplus/(deficit) in the statement of P&amp;L</u></b>				
Balance as per the last financial statements	(1,354.84)		(1,742.35)	
Provision made earlier years written back	-		4.21	
Profit/(Loss) for the year	1,015.60		608.50	
	(339.24)		(1,129.64)	
<b><u>Less :- Appropriation</u></b>				
Proposed final equity dividend	217.15		186.13	
Provision for Dividend Distributions Tax	35.22		30.19	
Prior period Expenses	-		8.88	
	252.37		225.20	
<b><u>Surplus/(deficit) in the statement of P&amp;L</u></b>		<b>(591.61)</b>		<b>(1,354.84)</b>
<b><u>Provision for diminution of value of investment</u></b>		<b>(3,108.14)</b>		<b>(3,108.14)</b>
<b><u>General Reserve on Consolidation</u></b>		<b>291.16</b>		<b>57.23</b>
<b><u>Total Reserves &amp; Surplus</u></b>		<b>8,025.54</b>		<b>7,028.37</b>

## COMMEX TECHNOLOGY LIMITED

Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

## NOTE NO.5. LONG TERM BORROWINGS

(₹ in Lacs)

Particulars	Non - Current Portion		Current Maturities	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>LONG- TERM BORROWINGS</b>				
<b>Term Loans</b>				
(Secured against Property Lease Rent Receivable)	-	444.24	-	-
<b>Total Long- term borrowings</b>	-	<b>444.24</b>	-	-

## NOTE NO.6. SHORT TERM BORROWINGS

(₹ in Lacs)

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
<b>SHORT- TERM BORROWINGS (Unsecured)</b>				
Interest free loans & advances repayable on demand				
- Related Parties	10.00		-	
- Directors	-		-	
- Others		10.00		-
<b>Total Short- term borrowings</b>		<b>10.00</b>		-

## NOTE NO 7: OTHER CURRENT LIABILITIES

(₹ in Lacs)

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
<b>Other Liabilities</b>				
a. Interest free Security Deposits from Lessees	11.00		86.00	
b. Employees Profession Tax Payable	0.04		0.01	
c. Employers ESIC Payable	0.40		0.39	
d. Employees PF Payable	0.01		0.01	
e. TDS Payable	17.30		1.18	
f. Service Tax Payable	0.02		-	
g. MVAT Payable	110.22		-	
h. Others	1,175.83		1,345.00	
		1,314.81		1,432.59
<b>Total Other Current Liabilities</b>		<b>1,314.81</b>		<b>1,432.59</b>



**COMMEX TECHNOLOGY LIMITED**

Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO. 8. PROVISIONS**

(₹ in Lacs)

Particulars	Long - Term		Short - Term	
	31.03.13	31.03.12	31.03.13	31.03.12
<b><u>Provision for employee benefits</u></b>				
Provision for Gratuity	-	-	1.96	8.40
Provision for Leave Encashment	-	-	2.46	2.39
	-	-	<b>4.42</b>	<b>10.79</b>
<b><u>Others Provisions</u></b>				
Provisions for Expenses	-	-	9.20	96.05
Provision for MAT	-	-	194.56	31.92
Provision for Proposed Div. 2011-12	-	-	0.69	186.13
Provision for Dividend Distribution Tax	-	-	35.22	30.19
Provision for Proposed Div. 2010-11	-	-	-	1.26
Provision for Proposed Div. 2012-13	-	-	217.15	-
			<b>456.81</b>	<b>345.55</b>
<b>Total Provisions</b>	-	-	<b>461.23</b>	<b>356.34</b>

**COMMEX TECHNOLOGY LIMITED**  
 Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO. 9 - TANGIBLE ASSETS**

(₹ in Lacs)

Particulars	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Others (Computers)	Total
<b>Cost or Valuation</b>								
<b>Gross Block</b>								
At 1 <sup>st</sup> April 2011	-	850.71	2,613.20	489.63	19.36	46.35	103.00	4,122.25
Additions	-	-	0.02	-	-	0.55	0.49	1.06
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2012	-	850.71	2,613.22	489.63	19.36	46.90	103.49	4,123.31
Additions	-	-	-	0.29	-	-	2.88	3.17
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2013	-	850.71	2,613.22	489.92	19.36	46.90	106.38	4,126.49
<b>Depreciation</b>								
At 1 <sup>st</sup> April 2011	-	295.59	2,612.81	273.12	19.30	44.87	102.04	3,347.72
charge for the year	-	28.41	-	39.17	0.06	0.18	0.07	67.90
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2012	-	324.00	2,612.81	312.29	19.36	45.05	102.11	3,415.62
charge for the year	-	28.41	0.41	39.19	-	1.85	1.80	71.66
Disposals	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2013	-	352.42	2,613.22	351.47	19.36	46.90	103.91	3,487.28
<b>Impairment Loss</b>								
At 1 <sup>st</sup> April 2011	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2012	-	-	-	-	-	-	-	-
charge for the year	-	-	-	-	-	-	-	-
At 31 <sup>st</sup> March 2013	-	-	-	-	-	-	-	-
<b>Net Block</b>								
At 31 <sup>st</sup> March 2012	-	526.70	0.41	177.34	-	1.85	1.39	707.69
At 31 <sup>st</sup> March 2013	-	498.29	-	138.44	-	-	2.47	639.20



**COMMEX TECHNOLOGY LIMITED**  
 Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO. 9 - INTANGIBLE ASSETS**

(₹ in Lacs)

Particulars	Goodwill	Brands/ Trademarks	Patents and IPR	Technical Know how	Computer Software	Internet Portal	Others	Total
<b>Gross Block</b>								
<b>At 1<sup>st</sup> April 2011</b>	138.66	-	-	-	198.33	1,738.64	-	2,075.64
Purchase	-	32.25	1.91	33	18.87	82.35	40.8	2,104.58
Internal Development	-	-	-	-	-	-	-	-
Disposal	-	51.75	-	10.5	-	78	1.52	141.57
	-	834.96	183.19	313.73	10.30	42.05	102.11	1,386.33
<b>At 31<sup>st</sup> March 2012</b>	138.66	-	-	-	198.33	1,738.64	-	2,075.64
<b>Gross Block</b>								
Purchase	-	28.41	5.21	26.13	6.61	37.37	1.5	76.28
Internal Development	-	60.24	52.11	51.15	1.08	140.53	140.25	435.36
Disposal	-	94.5	29.8	42.82	16.7	85.4	85.77	355.64
	-	93.16	77.12	70.08	17.69	152.47	127.52	438.04
<b>At 31<sup>st</sup> March 2013</b>	138.66	-	-	-	199.41	1,738.64	-	2,076.72
<b>Amortization</b>								
At 1 <sup>st</sup> April 2011	-	426.63	2,411.53	469.63	15.87	807.91	1,029.63	4,752.20
charge for the year	-	-	-	-	198.33	656.32	-	854.65
Disposal	-	-	0.34	-	-	216.47	-	216.81
	-	603	2,411.19	469.63	15.87	491.44	1,029.63	4,032.96
<b>At 31<sup>st</sup> March 2012</b>	-	-	-	-	198.33	872.79	-	1,071.11
charge for the year	-	-	-	-	0.12	346.34	-	346.46
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	-	-	-	-	198.44	1,219.13	-	1,417.57
<b>Net Block</b>								
At 31 <sup>st</sup> March 2012	138.66	-	-	-	-	865.86	-	1,004.53
At 31 <sup>st</sup> March 2013	138.66	-	-	-	0.96	519.51	-	659.15

## COMMEX TECHNOLOGY LIMITED

Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

## NOTE NO. 10 - INVESTMENTS

₹ in Lacs

Particulars	Non - Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Investments</b> (Valued at Cost unless stated otherwise)				
<b>A Unquoted equity instruments</b>				
<b>Universal Commodity Exchange Ltd *</b> (30000000 Shares of ₹ 10/- each (Face Value ₹ 10/- (P.Y.30000000 Shares of ₹ 10/- each Face Value ₹ 10/-)	3,000.00	3,000.00	-	-
	<b>3,000.00</b>	<b>3,000.00</b>	-	-
<b>B Investment in Gold</b> 5965 GMS (Previous Years GMS 2765) (Market Value ₹ 1,76,62,365 Previous Year ₹ 77,53,060/-)	-	-	175.75	75.75
<b>Total Investments</b>	<b>3,000.00</b>	<b>3,000.00</b>	<b>175.75</b>	<b>75.75</b>

## NOTE NO 11: DEFERRED TAX

Particulars	Figure as at the end of current reporting period		Figure as at the end of previous reporting period	
<b>Deferred Tax Liabilities</b> Fixed Assets : impact of differences between tax depreciation and depreciation/amortization charged for the financial reporting				
<b>Gross Deferred Tax Liabilities</b>				
<b>Deferred Tax Assets</b> Carried Forward Losses under Income Tax Act, 1961		71.23		71.23
<b>Gross Deferred Tax Assets</b>		71.23		71.23
<b>Net Deferred Tax Assets</b>		71.23		71.23

## NOTE NO. 12 - TRADE RECEIVABLES

Particulars	Non- Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Outstanding for a period of exceeding Six months from the date they are due for payment</b>				
Secured considered good	-	-	-	-
Unsecured, considered good	-	-	562.31	-
Provision for doubtful receivables	-	-	-	-
(A)	-	-	<b>562.31</b>	-
<b>Other Receivables</b>				
Secured considered good	-	-	-	-
Unsecured, considered good	-	-	250.72	696.21
Provision for doubtful receivables	-	-	-	-
(B)	-	-	<b>250.72</b>	<b>696.21</b>
<b>Total (A+B)</b>	-	-	<b>813.02</b>	<b>696.21</b>

**COMMEX TECHNOLOGY LIMITED**

 Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO. 13 - CASH & CASH EQUIVALENTS**

(₹ in Lacs)

Particulars	Non- Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Cash and cash equivalents</b>				
<b>Balance with Bank</b>				
On Current accounts	-	-	61.01	48.63
Deposits with original maturity of less than three months	-	-	-	290.00
	-	-	<b>61.01</b>	<b>338.63</b>
<b>Cash on hand</b>	-	-	<b>5.48</b>	<b>1.45</b>
<b>Other bank balance</b>				
Margin Money deposit	-	-	10.12	8.19
	-	-	<b>10.12</b>	<b>8.19</b>
Amount Disclosed under Other Current Assets	-	-	<b>76.61</b>	<b>348.26</b>
	-	-	<b>10.12</b>	<b>8.19</b>
	-	-	<b>66.49</b>	<b>340.08</b>

**NOTE NO 14: LOANS & ADVANCES**

Particulars	Long Term		Short Term	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>A Capital advances</b>				
Secured considered good	-	-	-	-
Unsecured considered good	-	-	-	-
<b>B Security Deposits</b>				
Secured considered good	-	-	13.84	3.19
Unsecured considered good	-	-	2,450.00	-
	-	-	<b>2,463.84</b>	<b>3.19</b>
<b>C Loans and advances to related parties</b>				
Secured considered good	-	-	-	-
Unsecured, considered good	-	-	26.52	0.09
	-	-	<b>26.52</b>	<b>0.09</b>
<b>D Advances recoverable in cash or kind</b>				
Secured considered good	-	-	-	-
Unsecured considered good	-	-	1,323.28	2,425.88
	-	-	<b>1,323.28</b>	<b>2,425.88</b>
<b>E Other loans &amp; advances (Unsecured considered good)</b>				
Advance to employees	-	-	0.15	0.20
Balance with Statutory / government Authorities	-	-	197.37	31.16
Others	-	-	277.03	226.96
	-	-	<b>474.55</b>	<b>258.32</b>
<b>Total (A+B+C+D+E)</b>	-	-	<b>4,288.20</b>	<b>2,687.48</b>



**COMMEX TECHNOLOGY LIMITED**Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013**NOTE NO. 15 - OTHER CURRENT ASSETS**

(₹ in Lacs)

Particulars	Non- Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b><u>Unsecured considered good unless stated otherwise</u></b>				
<b>A</b> Non-Current bank balances	-	-	10.12	8.19
	-	-	<b>10.12</b>	<b>8.19</b>
<b>B</b> <b><u>Others</u></b>				
Interest accrued on fixed deposits	-	-	-	-
Others	-	-	-	0.73
			-	<b>0.73</b>
<b>Total (A+B)</b>	-	-	<b>10.12</b>	<b>8.92</b>

**NOTE NO. 16. REVENUE FROM OPERATIONS**

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
<b><u>Revenue from Operations</u></b>				
Sale of IT Services		77.59		1,425.63
Sale of IT Products		2,314.56		-
<b>Revenue from Operation (net)</b>		<b>2,392.14</b>		<b>1,425.63</b>

**NOTE NO. 17. OTHER INCOME**

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
<b><u>Interest Income on</u></b>				
Interest on Bank Fixed Deposit	21.74		0.77	
Other Interest	3.71		10.01	
		25.45		10.78
<b><u>Other Non Operating Income</u></b>				
Rent	66.07		77.81	
Other Non Operating Income	-		0.03	
		66.07		77.84
<b>Total Other Income</b>		<b>91.53</b>		<b>88.62</b>

**NOTE NO. 18. EMPLOYEE BENEFIT EXPENSES**

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
<b><u>Employee Benefit Expenses</u></b>				
Salary & Wages and Bonus		67.70		13.66
Software Product Development, Implementation & Maintenance Cost		612.48		476.39
Contribution to provident & other fund		0.07		0.17
Leave Encashment Expenses		2.48		0.04
Staff welfare expenses		1.34		0.24
<b>Total Employee Benefit Expenses</b>		<b>684.06</b>		<b>490.50</b>

**COMMEEX TECHNOLOGY LIMITED**

Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

**NOTE NO. 19. FINANCE COST**

(₹ in Lacs)

Particulars	Figure for the current reporting period	Figure for the previous reporting period
<b>Finance Cost</b>		
Interest on Secured Loan	45.33	14.00
Other Interest	0.01	0.20
Bank charges	0.18	0.21
Other Finance Cost	21.25	7.92
<b>Total Financial Cost</b>	<b>66.77</b>	<b>22.33</b>

**NOTE NO. 20. DEPRECIATION AND AMORTIZATION EXPENSES**

Particulars	Figure for the current reporting period	Figure for the previous reporting period
<b>Depreciation and amortization expenses</b>		
Depreciation Of Tangible Fixed Assets	71.66	67.90
Depreciation Of Intangible Fixed Assets	346.46	216.47
<b>Total Depreciation Expenses</b>	<b>418.12</b>	<b>284.37</b>

**COMMEX TECHNOLOGY LIMITED**Notes forming part of consolidated accounts as on 31<sup>st</sup> March, 2013

(₹ in Lacs)

**NOTE NO 21: OTHER EXPENSES**

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
Power and Fuel		4.93		2.15
Rent		-		-
Repairs to Building		1.58		0.87
Repairs to Machinery		0.26		0.19
Repairs - Vehicle		1.02		-
Repairs - Others		0.18		0.05
Insurance		0.05		0.41
Rates & Taxes	120.84			6.29
Auditors Remuneration		3.74		3.74
Brokerage		2.75		-
Business Promotion		9.86		0.93
Communication Expenses		6.13		2.80
Company Secretarial Expenses		12.89		8.42
Directors Sitting Fees		1.00		0.80
Donation		2.00		-
Infrastructure Cost		2.12		0.22
Office Expenses		10.80		6.59
Postage & Courier Charges		0.33		1.11
Printing & Stationary		0.57		1.39
Professional Charges		8.89		20.35
Software Development Charges		100.51		-
Miscellaneous Expenses		8.66		12.25
		<b>299.12</b>		<b>68.55</b>

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
<b><u>Payment to Auditor</u></b>				
<b><u>As Auditor</u></b>				
Audit fees	2.40		2.40	
Tax audit fees	0.40		0.40	
Limited Review	-	2.80	-	2.80
<b><u>In other capacity</u></b>				
Taxation matter	-		-	
Company law matters	0.35		0.35	
Management services	-		-	
Other services (certification fees)	0.59		0.59	
Reimbursement of expenses	-	0.94	-	0.94
<b>Payment to Auditors</b>		<b>3.74</b>		<b>3.74</b>



**Notes Forming Part of Consolidated Accounts for the Year ended 31<sup>st</sup> March, 2013.**
**Note No. 22**

1. The Company is engaged in the Information Technology Solutions Services, which cannot be expressed in any generic unit. Hence it is not possible to give quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of part II of Schedule VI to the Companies Act, 1956.

**2. Earnings in Foreign Exchange during the year:**

Particulars	2012-13 ₹	2011-12 ₹
Information Technology Solutions Services	77,58,600/-	14,25,63,000/-
<b>Total</b>	<b>77,58,600/-</b>	<b>14,25,63,000/-</b>

**3. Expenditure in Foreign Currency: Nil (Previous Year Nil)**

4. In the opinion of the management, Current Assets, Loans and advances are realizable at the values represented in accounts.
5. The balance of Trade Receivables, Trade Payables, Loans & advances, Deposits, etc are subject to confirmation.
6. As per the information available with the Company, there are no small- scale industrial undertakings to whom an amount of Rupees one lakh or more was outstanding for more than 30 days.

**7. Related Party Disclosures :**
**A. Particulars of Related parties :**

Sr. No.	Name of Related Party	Nature of Relationship
<b>I</b>	Skyline Capital Pvt. Ltd.	Associate Company – Share Holding
<b>II</b>	Universal Commodity Exchange Ltd.	Associate Company – Share Holding
<b>III</b>	Mr. Ketan Sheth	Key Managerial Person
<b>IV</b>	Mr. Jayant Mitra	Additional Director
<b>V</b>	Mr. Madhukar Nath Chaturvedi	Independent Director
<b>VI</b>	<b>Subsidiaries</b>	As under
	IT Capital Services Pvt. Ltd.	Wholly Owned Subsidiary
	Orient Information Technology FZ LLC	Wholly Owned Subsidiary

	Orient Information Technology INC	Wholly Owned Subsidiary
	Orient Infotech Limited UK	Wholly Owned Subsidiary
	Information Technology People WLL	Wholly Owned Subsidiary

**B. Transactions with Related Parties:**

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Transactions during Year Amt. ₹	Outstanding Balance as on 31.03.13 Amt. ₹	Outstanding Balance as on 31.03.12 Amt. ₹
1	Skyline Capital Private Ltd. (Formerly IT People Pvt. Ltd.)	Associate Company – Share Holding	Unsecured Loan Given	19,49,884/-	19,49,884/-	NIL
			Earnest Deposit	24,50,00,000/-	24,50,00,000/-	NIL
2	Ketan Sheth	Chairman & Managing Director	Unsecured Loan Taken	10,00,000/-	10,00,000/-	NIL
			Loan Repaid			
3	Universal Commodity Exchange Ltd	Associate Company – Share Holding	Software Development	23,14,55,700/-	1,95,24,662/-	NIL

**8. Earning Per Shares:**

Particulars	31st March, 2013	31st March, 2012
Net Profit attributable to Equity Share Holders	₹ 0.65	₹ 0.39
Nominal Value of Equity Share	₹ 2/-	₹ 2/-

9. Previous Year's figures are regrouped/ restated wherever necessary to confirm with this year's classification

**SIGNATURES TO NOTE NOS "1 To 22"**

As per Our Report of Even Date Annexed  
For Gadgil & Co.  
Firm Registration No. 102876W  
Chartered Accountants

Dushyant A. Gadgil  
Proprietor  
M.No.: 17795  
Place: Mumbai  
Date: 30<sup>th</sup> May 2013.

For & On Behalf of Board of Directors

Ketan Sheth  
Managing Director

Jayant Mitra  
Director

Vineet Kakkad  
Company Secretary



## Independent Auditors' Report

### To the Members of Commex Technology Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Commex Technology Limited ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2013, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2013;
- (b) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of 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, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
  - d. in our opinion, the balance sheet, the statement of profit and loss and the cash flow statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
  - e. on the basis of written representations received from the Directors as on 31<sup>st</sup> March 2013, and taken record by the Board of Directors, none of the Directors are disqualified as on 31<sup>st</sup> March, 2013, from being appointed as a Director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.

**For Gadgil & Co**  
**Chartered Accountants**  
**Firm's Registration No: 102876W**

**Dushyant A. Gadgil**  
**Proprietor**  
**Membership No: 17795**

**Date: 30<sup>th</sup> May 2013.**  
**Place: Mumbai**



### Annexure to Independent Auditors' Report - 31<sup>st</sup> March 2013

(Referred to in our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details & situation of Fixed Assets
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size and nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off a substantial part of the Fixed Assets.
- (ii) The Company being in the business of Information Technology Solutions Services, is not having any inventory, hence the question of its physical verification and maintenance of records does not arise.
- (iii) a) The company has advanced loan of ₹ 2,33,11,187/- to one of its subsidiaries. The maximum amount involved during the year was ₹ 2,33,11,187/- & the year end balance of loans given to such party was ₹ NIL. The said amount is advanced in the course of business of the Company to make acquisitions of new business overseas, in pursuance of the utilization of the proceeds received on issue of Global Depository Receipt. **The said advance is interest free and to the extent it is prejudicial to the interest of the holding Company.**
- The company has also advance a loan of ₹ 19,49,884/- to one of its related party. The maximum amount involved during the year was ₹ 19,49,884/- & the year end balance of loans given to such party was ₹ 19,49,884/- . **The said advance is interest free and to the extent it is prejudicial to the interest of the Company.**
- (b) The Company has taken loans of ₹ 10,00,000/- from party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 10,00,000/- and the year end balance of loans taken from such party is ₹ 10,00,000/-.
- (c) The said loans taken from the party listed in the register maintained under section 301 of the Companies Act, 1956 are interest-free and without limitation on repayment and therefore the loans are prima facie, not prejudicial to the interests of the Company.
- (d) There being no stipulation as regards the repayment and other terms and conditions on which loan has been taken from the Company listed in the register maintained under section 301 of the Companies Act, 1956, the question of regularity of payment of Principal and interest does not arise.
- (iv) In our opinion and according to explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and with regard to sale of Goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.
- (v) In our opinion & according to information and explanation given to us, there are no transactions of purchases and services made in pursuance of contracts or arrangements, entered into by the



Company with the party listed in the register maintained under section 301 of the Companies Act, 1956 and aggregating during the year to ₹ 5,00,000/- or more.

- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any public deposits and therefore the provisions of Section 58A & 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the Company.
- (vii) In our opinion the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have been informed that the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- (ix) Certain isolated instances of delay in payment of Tax Deducted at Source have been observed during the course of our audit, which has since been complied by the company by making payment of the Tax Deducted at Source along with interest. Except that the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, cess and other material statutory dues applicable to it.
- (x) The Company has no accumulated losses as on 31<sup>st</sup> March 2013. The Company has not incurred cash losses during the financial year covered under the audit nor in the financial year immediately preceding such financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion the company is not dealing in or trading in shares, securities debentures and other investments. Accordingly the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Therefore the provisions of clause 4 (xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvi) The Company has not raised term loan during the year. Therefore the provisions of clause 4 (xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short-term basis that have been used for long-term investments.

- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of Shares to the parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us, the company has not issued any debentures during the year covered by our audit report.
- (xx) During the year covered by our audit no money has been raised by Public issue & therefore the provisions of clause 4 (xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For Gadgil & Co**  
**Chartered Accountants**  
**Firm's Registration No: 102876W**

**Dushyant A. Gadgil**  
**Proprietor**  
**Membership No: 17795**

**Date: 30<sup>th</sup> May 2013.**

**Place: Mumbai**

**Commex Technology Limited**  
 (Formerly known as IT People(India) Ltd.)  
**Standalone Balance Sheet as at 31st March, 2013**

(₹ in Lacs)

Particulars	Note no.	Figures at the end of current reporting period		Figures at the end of previous reporting period	
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	3	3,102.14		3,102.14	
(b) Reserves and Surplus	4	8,791.53		8,036.52	
(c) Money received against share warrants		-		-	
			<b>11,893.67</b>		<b>11,138.66</b>
<b>(2) Share Application money pending allotment</b>			-		-
<b>(3) Non-Current Liabilities</b>					
(a) Long-term borrowings	5	-		444.24	
(b) Deferred tax liabilities (Net)		-		-	
(c) Other Long term liabilities		-		-	
(d) Long term provisions		-		-	
				<b>444.24</b>	
<b>(4) Current Liabilities</b>					
(a) Short-term borrowings	6	10.00		-	
(b) Trade payables		612.99		0.08	
(c) Other current liabilities	7	1,314.19		92.59	
(d) Short-term provisions	8	461.12		364.42	
			<b>2,398.30</b>		<b>457.09</b>
<b>TOTAL</b>			<b>14,291.97</b>		<b>12,039.99</b>
<b>II. ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Fixed assets	9				
(i) Tangible assets		639.20		707.69	
(ii) Intangible assets		659.15		1,004.53	
(iii) Capital work-in-progress		1,730.97		1,731.34	
(iv) Intangible assets under development		-		-	
		<b>3,029.32</b>		<b>3,443.57</b>	
(b) Non Current Investments	10	5,792.04		5,792.04	
(c) Deferred Tax Assets (Net)	11	71.23		71.23	
(d) Long Term Loans and Advances		-		-	
(e) Other Non-Current Assets		-		-	
			<b>8,892.59</b>		<b>9,306.83</b>
<b>(2) Current Assets</b>					
(a) Current investments	10	175.75		75.75	
(b) Inventories		-		-	
(c) Trade Receivables	12	813.02		696.21	
(d) Cash and Cash Equivalents	13	37.21		317.76	
(e) Short-Term Loans and Advances	14	4,363.27		1,635.25	
(f) Other Current Assets	15	10.12		8.19	
			<b>5,399.38</b>		<b>2,733.16</b>
<b>TOTAL</b>			<b>14,291.97</b>		<b>12,039.99</b>
<b>Significant accounting policies</b>	2				
<b>Notes to accounts</b>	22				

As per Our Report of Even Date Annexed  
 For Gadgil & Co.  
 Firm Registration No. 102876W  
 Chartered Accountants

For & On Behalf of Board of Directors

Dushyant A. Gadgil  
 Proprietor  
 M.No.: 17795  
 Place: Mumbai  
 Date: 30<sup>th</sup> May 2013.

Ketan Sheth  
 Managing Director

Jayant Mitra  
 Director

Vineet Kakkad  
 Company Secretary



**Commex Technology Limited**  
 (Formerly known as IT People(India) Ltd.)

**Standalone Statement of Profit and Loss for the year ended 31st March, 2013** (₹ in Lacs)

	Particulars	Note no.	Figures for the current reporting period	Figures for the previous reporting period
<b>A</b>	<b>CONTINUING OPERATION</b>			
<b>I</b>	Revenue from operations	16	2,370.01	1,414.41
<b>II</b>	Other income	17	91.53	88.62
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>2,461.54</b>	<b>1,503.03</b>
<b>IV</b>	<b>Expenses:</b>			
	<b>Cost of material consumed</b>			
	Purchase of Stock -in -Trade		-	-
	Changes in inventories of finished goods		-	-
	work-in- progress and Stock-in-Trade		-	-
	<b>Employee benefits expense</b>	18	680.49	490.51
	<b>Finance costs</b>	19	66.77	22.31
	<b>Depreciation and amortization expense</b>	20	418.12	284.37
	<b>Other Expenses</b>	21	288.79	59.36
	<b>Total expenses</b>		<b>1,454.16</b>	<b>856.54</b>
<b>V</b>	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>1,007.38</b>	<b>646.48</b>
<b>VI</b>	<b>Exceptional items</b>		-	-
<b>VII</b>	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>1,007.38</b>	<b>646.48</b>
<b>VIII</b>	<b>Extraordinary Items</b>			
<b>IX</b>	<b>Profit before tax (VII - VIII)</b>		<b>1,007.38</b>	<b>646.48</b>
<b>X</b>	<b>Tax expense:</b>			
	(1) Current tax		173.00	40.00
	Less: MAT credit entitlement		(173.00)	-
	Net Current Tax		-	40.00
	(2) Deferred tax		-	-
				40.00
<b>XI</b>	<b>Profit (Loss) for the period from continuing operations (IX - X)</b>		<b>1,007.38</b>	<b>606.48</b>
<b>B</b>	<b>DISCONTINUING OPERATION</b>			
<b>XII</b>	<b>Profit (Loss) from discontinuing operations</b>		-	-
<b>XIII</b>	<b>Tax expense of discontinuing operations</b>		-	-
<b>XIV</b>	<b>Profit/(Loss) from Discontinuing operations (after tax) (XII - XIII)</b>		-	-
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>1,007.38</b>	<b>606.48</b>
<b>C</b>	<b>TOTAL OPERATION</b>			
<b>XVI</b>	<b>Earnings per equity share:</b>			
	(1) Basic		0.65	0.39
	(2) Diluted		-	-
	<b>Significant accounting policies</b>	2		
	<b>Notes to accounts</b>	22		

As per Our Report of Even Date Annexed  
 For Gadgil & Co.  
 Firm Registration No. 102876W  
 Chartered Accountants

For & On Behalf of Board of Directors

Dushyant A. Gadgil  
 Proprietor  
 M.No.: 17795  
 Place: Mumbai  
 Date: 30<sup>th</sup> May 2013.

Ketan Sheth  
 Managing Director

Jayant Mitra  
 Director

Vineet Kakkad  
 Company Secretary

## Commex Technology Limited

(Formerly known as IT People(India) Ltd.)

Standalone Cash Flow Statement for the year ended 31st March, 2013

(₹ in Lacs)

Particulars		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before tax from continuing operations		1,007.38	646.48
Profit Before tax from discontinuing operations		-	-
Profit Before Tax		1007.38	646.48
<b>Non- Cash Adjustment To Reconcile Profit Before Tax To Net Cash Flows</b>			
Share of (Profit)/Loss from Investment in Partnership Firm		-	-
Depreciation/Amortization on Continuing Operation		418.12	284.37
Depreciation/Amortization on Discontinuing Operation		-	-
Impairment/Other Write-off on Tangible/Intangible Assets		-	-
pertaining to Continuing Operation		-	-
Loss/(Profit) on sale of Fixed Assets		-	-
Provision for Diminution in Value of Investments in Subsidiary Co.		-	-
Provision for Diminution in Value of Investments (Current Plus other Long Term)		-	-
Provision Written Back		-	-
Prior Period Expenses		-	4.21
Net Gain on sale of Current Investments		-	(8.82)
Interest Expenses		-	-
Interest Income		45.33	22.31
Dividend Income		(25.45)	(10.78)
Operating Profit Before Working Capital Changes		1,445.37	937.77
<b>Movements in Working Capital:</b>			
Increase/(Decrease) in Trade Payable		612.91	(64.77)
Increase/(Decrease) in Long Term Provision		-	-
Increase/(Decrease) in Short Term Provision		-	-
Increase/(Decrease) in Other Current Liabilities		96.70	(23.59)
Increase/(Decrease) in Other Long Term Liabilities		1,221.60	(45.33)
Decrease/(Increase) in Short Term Advances		-	-
Decrease/(Increase) in Trade Receivable		(2,728.02)	1,276.94
Decrease/(Increase) in Inventories		(116.81)	85.89
Decrease/(Increase) in Other Current Assets		-	-
Decrease/(Increase) in Other Non- Current Assets		-	-
Direct Refunds		-	(40.00)
<b>Net Cash Flow from/(Used in) Operating Activities (A)</b>		<b>531.74</b>	<b>2,126.90</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets Incl. Intangible Assets, CWIP		(3.87)	(1,314.48)
Capital Advances		-	-
Proceeds from Sale of Fixed Assets		-	-
Proceeds of Non- Current Investments		-	-
Purchase of Non Current Investments		-	(5.00)
Purchase of Current Investments		(100.00)	(75.75)
Proceeds from Sale/ Maturity of Current Investments		-	-
Investments in Bank Deposits (having Original Maturity of more than three months)		-	-
Redemption/Maturity of Bank Deposits (having original maturity of more than three months)		-	-
Interest Received		25.45	10.78
Dividend Received from Subsidiary Company		-	-
Dividend Received		-	-
<b>Net Cash Flow from/(Used in) Investing Activities (B)</b>		<b>(78.42)</b>	<b>(1,384.45)</b>

**Commex Technology Limited**  
**(Formerly known as IT People(India) Ltd.)**  
**Standalone Cash Flow Statement for the year ended 31st March, 2013** (₹ in Lacs)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issuance of Equity Share Capital	-	-
Proceeds from Issuance of Preference Share Capital	-	-
Proceeds from Long Term Borrowings	-	450.00
Repayment of Long Term Borrowings	(444.24)	(5.76)
Proceeds from Short Term Borrowings	10.00	-
Repayment of Short Term Borrowings	-	(652.91)
Interest Paid	(45.33)	(22.31)
Dividend Paid on Equity Shares	(217.15)	(186.13)
Dividend Paid on Preference Shares	-	-
Tax on Equity Dividend Paid	(35.22)	(30.19)
Tax on Preference Dividend Paid	-	-
<b>Net Cash Flow from/(Used in) Financing Activities (C)</b>	<b>(731.94)</b>	<b>(447.30)</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(278.62)	295.15
Cash & Cash Equivalents at the Beginning of the Year	<b>325.95</b>	<b>30.80</b>
<b>Cash &amp; Cash Equivalents at the End of the year</b>	<b>47.33</b>	<b>325.95</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash in Hand	4.33	0.29
Cheque/Drafts on Hand with Banks on -	-	-
- Current Account	32.88	26.77
- Deposits Account	-	290.70
- Deposits Account (Margin)	10.12	8.19
Unpaid Dividend Accounts*	-	-
Unpaid Matured Deposits*	-	-
Unpaid Matured Debentures*	-	-
<b>Total Cash and Cash Equivalents</b>	<b>47.33</b>	<b>325.95</b>

\* The company can utilize these balances only towards settlement of the respective unpaid dividend, unpaid maturity deposits and unpaid matured debenture liabilities.

**As per Our Report of Even Date Annexed**  
**For Gadgil & Co.**  
**Firm Registration No. 102876W**  
**Chartered Accountants**

**For & On Behalf of Board of Directors**

**Dushyant A. Gadgil**  
**Proprietor**  
**M.No.: 17795**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2013.**

**Ketan Sheth**  
**Managing Director**

**Jayant Mitra**  
**Director**

**Vineet Kakkad**  
**Company Secretary**



**Notes Forming Parts of Accounts as on 31<sup>st</sup> March, 2013**  
**Note No.1**

**1. Corporate Information**

Commex Technology Limited ( Formerly known as IT People (India) Ltd.) is a Company promoting software products and solutions to the capital and commodities markets and IT Consulting Services and solutions to companies worldwide. The Company is listed at the Bombay Stock Exchange Limited (BSE).

Software products includes products, solutions and services division for the financial and capital markets addressing Stock and Commodities Exchange, intermediary Brokerage House, Merchant banking Operation and Financial services in India and Overseas.

**Incorporation and Registration**

"Commex Technology Limited" was originally incorporated as a Private Limited Company with the name "Global e-Com (India) Private Limited" on 24<sup>th</sup> January 2000, under Companies Act, 1956, and was issued a certificate of incorporation bearing number 11-123796 of 2000 by the Registrar of Companies Maharashtra. The Company became a Public Limited Company on 8<sup>th</sup> February 2000 and the name of the Company was changed to "Global e-Com (India) Limited", thereafter, on 11<sup>th</sup> April 2000 the name of the Company was again changed to "Balwas e-Com India Limited".

The Company subsequently on 28<sup>th</sup> October 2003 changed its name to "Starmax Infomedia Limited" and was issued with a fresh certificate of Incorporation consequent upon change of name on its acquisition by "IT People Private Limited".

The Company subsequently on 22<sup>nd</sup> November, 2004 changed its name to "IT People (India) Limited" and was issued a fresh certificate of Incorporation consequent upon change of name bearing number L72900MH2000PLC123796 by the registrar of Companies, Maharashtra. Further on 14<sup>th</sup> November, 2011 the name of the Company was again changed to "Commex Technology Limited".

**Note No.2**

**Summary of Significant Accounting Policies**

**2.1 Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expense and liabilities and disclosures of contingent liabilities, at the end of the reporting Period. Although these estimates are based on the managements best knowledge of current events and actions, uncertainty about these assumptions and estimates could results in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

## 2.2 Tangible Fixed Assets

Fixed assets, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price, borrowing costs if capitalization criteria met and directly attributable cost of bringing the assets to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an items of fixed assets is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standards of performance. All other expenses on existing fixed assets, including day-to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit & loss for the period during which such expenses are incurred.

## 2.3 Depreciation on Tangible Fixed Assets

Till 31<sup>st</sup> March 2003 Depreciation on Fixed Assets has been provided on straight-line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on fixed assets is calculated on straight line basis using the rates arrived at based on useful lives estimates by the management or those prescribed under the schedule XIV to the Companies Act 1956, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets.

Keeping in view the wear and tear and the actual realizable value of the fixed assets, the Company has provided depreciation from 1<sup>st</sup> April, 2004 on Straight Line Method at the higher rates than as prescribed by the Companies Act. The depreciation as per Act and as per books in respect of the fixed assets is as under.

Particulars	Depreciation Rate as per Companies Act %	Depreciation Rate as per Books %	Depreciation as per Companies Act ₹	Depreciation as per Books ₹
Plant & Machinery	4.75	45.00	4,304	40,775
Furniture & Fittings	6.33	8.00	31,00,648	39,18,671
Office Equipment	4.75	25.00	35,150	1,85,000
Computer Accessories	16.21	50.00	58,367	1,80,035
<b>Total</b>			<b>31,98,469</b>	<b>43,24,481</b>

As a result of the above, the Depreciation provision for the year is higher by ₹ 11,26,012/- and consequently the Profit for the year ended is lower by ₹ 11,26,012/-. This change was made w.e.f. 1st April, 2004 in case of the company and hence the Reserves to date of the company are lower by ₹ 9,41,85,140/-

Further the Management has written off the Fixed Assets at the Rates higher than prescribed under the Schedule XIV of the Companies Act, 1956, keeping in view their impairment due to the technological obsolescence prevalent in the Information Technology Sector, so as to make adequate provision for Impairment of the said Assets, as per the Accounting treatment prescribed under the Accounting Standard 26 on Impairment of Assets (AS 28) issued by the Institute of Chartered Accountants of India.



## 2.4 Impairment of Tangible and Intangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an assets is required, the company estimates the assets recoverable amount. An assets recoverable amount is the higher of an assets or cash generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individuals assets, unless the assets does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an assets or CGU exceeds its recoverable amount, the assets is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre – tax discounts rate that reflects current market assessment of time value of money & risk specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's CGU to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of Five (5) Years. For longer periods a long term growth rate is calculated and applied to projects future cash flows after the 5 (Five) Years.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit & loss, except for previously revalued tangible fixed assets where the revaluation reserves up to the amount of any previous revaluation.

After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

An assessment is made at each reporting dates as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the assets or CGU recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. The reversal is limited so that would have been determined, net of depreciation had no impairment loss has been recognized for the assets in prior years. Such reversal is recognized in the statement of profit and loss unless the assets is carried at a revalued amount in which case the reversal is treated as a revaluation increase.

## 2.5 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long term investments.

On initial recognition all investments are matured at cost. The cost comprise purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or other securities the acquisition cost is the fair value of the securities issued if an investment is acquired in exchange for another assets the acquisition is determined by reference to the fair value of the assets given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.



Current investment are carried in the financial statement at lower cost and fair value determined on an individual investment basis. Long term investment are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit & loss account.

## **2.6 Revenue Recognized**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliable measured. The followings specific recognition criteria must also be met before revenue is recognized

### **Income From Services**

Revenues from contract priced on a time and material basis are recognized when services are rendered and related costs are incurred.

Revenues from turnkey contracts, which are generally time bound fixed price contracts, are recognized over the life of the contracts using the proportionate completion method, with contract costs determining the degree of completion, foreseeable losses on such contracts are recognized when probable.

Revenues from sale of software licenses are recognized upon delivery where there is no customization required. In case of customization the same is recognized over the life of the contract using the proportionate completion method.

Revenues from maintenance contracts are recognized pro-rata over the period of the contract.

Revenues are reported net of discounts

## **2.7 Foreign Currency Transaction**

The Company has the billing process whereby it bills its overseas clients in INR and the amount is remitted by the overseas clients by converting the equivalent local currency equivalent to the Billing made in INR.

### **Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non monetary items which are measured in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction. Non monetary items which are measures at fair value or other similar valuation denominated in foreign currency are transferred using the exchange rate at the date when such value was determined.

## 2.8 Income Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961, enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflects the impact of timing difference between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier years. Deferred tax is measured using the tax rates and tax laws enacted or substantially enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses all deferred tax assets are recognized only if there is virtual certainly supporting evidence that they can be realized against future taxable profits.

In situation where the company is entitled to a tax holiday under the Income Tax Act 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates no deferred tax (assets or liabilities) is recognized in respect of timing difference which reverse during the tax holiday period to the extent the company's gross total income is subjected to the deduction during the tax holiday period. Deferred tax in respect of timing difference which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However the company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the company reassesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax assets to the extent that it is no longer reasonably certain or virtually as the case may be that sufficient future taxable income will be available against which deferred tax assets can be realized. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relates to the same taxable entity and the same taxation authority.



Minimum alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an assets only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an assets in accordance with the Guidance Note on Accounting for credit available of minimum alternate tax under Income Tax Act 1961. The said assets is created by way of credit to the statement of profit and loss and shown as "MAT credit Entitlement". The company reviews the MAT credit entitlement assets at each reporting date and writes down the assets to extent the company does not have convincing evidence that it will pay normal tax during the specified period.

## 2.9 Earnings Per share.

Basics earnings per share are calculated by dividing the net profit and loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity shares to the extent that they are entitled to participate in dividend related to fully paid equity shares during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issues bonus element in a right shares, split issue and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a correspondence change in resources.

## 2.10 Employment Benefits

The Company's contribution to provident fund is accounted on accrual basis and is charged to the profit and loss account.

No provision has been considered necessary towards gratuity since none of the employees have put in the qualified number of years of service with the Company.

## 2.11 Provisions

Provisions is recognized when the company has present obligation as a results of past events. It is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the company expects some or all of a provision to be reimbursed for example under Insurance Contract, the re-imbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expenses relating to any provision is presented in the statement of profit and loss net of any reimbursement.

### Warranty Provisions

Provisions for warranty related costs are recognized when the products is sold or service provided. Provision is based on historical experience. The estimate of such warranty related costs is revised annually.



## 2.12 Contingent Liabilities

A contingent liability possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

## 2.13 Cash & Cash Equivalents

Cash and cash equivalents for the purpose of cash flow statement comprises cash at bank and in hand and short term investments with an original maturity of three months or less.

Commex Technology Limited  
(Formerly known as IT People(India) Ltd.)  
Notes forming part of accounts as on 31<sup>st</sup> March, 2013

(₹ in Lacs)

Note 3: Share Capital

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	No. in Lacs	₹ in Lacs	No. in Lacs	₹ in Lacs
<b>Note 'A'</b> <b>Share Capital</b> <b>Authorised</b> 26,25,00,000 Equity Shares Of ₹2/- each and ₹7,50,00,000 unclassified shares		6,000.00		6,000.00
<b>Issued, Subscribed and Paid - up</b> 11,55,97,090 Equity Shares of ₹2/- each Fully paid up (Out of above shares 1,08,24,600 (P.Y. 4,50,05,000) equity shares of ₹2/- each fully paid up upon conversion of 2,16,492 GDR (P.Y. 9,00,100 GDR) @ 50 equity shares per GDR (P.Y. 10,47,72,490 Equity Shares of ₹ 2/- each fully paid up )	2,311.94		2,095.45	
<b>Global Depository Receipts (GDR)</b> 7,90,198 GDR each representing 50 equity shares of ₹ 2/- each fully paid up (P.Y.10,06,690 GDR representing 50 Equity shares of ₹ 2/- each fully paid up)	790.20		1006.69	
		3,102.14		3,102.14
<b>Total Share Capital</b>		<b>3,102.14</b>		<b>3,102.14</b>

a. Reconciliation of the shares outstanding at the beginning and at the end of the period Equity Shares

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	No. in Lacs	₹ in Lacs	No. in Lacs	₹ in Lacs
<b>At the beginning of the period</b>	1,047.72	2,095.45	1,047.72	2,095.45
issued during the period - On conversion of GDR	108.25	216.49	-	-
issued during the period - Bonus Issue	-	-	-	-
issued during the period - ESOP	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>1,155.97</b>	<b>2,311.94</b>	<b>1,047.72</b>	<b>2,095.45</b>

Reconciliation of the Global Depository Receipt outstanding at the beginning and at the end of the period  
Global Depository Receipt (GDR)

Particulars	Figures at the end of current reporting period		Figures at the end of previous reporting period	
	No. in Lacs	₹ in Lacs	No. in Lacs	₹ in Lacs
<b>At the beginning of the period</b>	10.07	1,006.69	10.07	1,006.69
issued during the period -	-	-	-	-
Less :converted into Equity Shares during the period	(2.17)	(216.49)	-	-
<b>Outstanding at the end of the period</b>	<b>7.90</b>	<b>790.20</b>	<b>10.07</b>	<b>1,006.69</b>

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**NOTE NO. 3. SHARE CAPITAL**
**b. Terms/rights attached to equity shares**

The company has only one class of the shares having a par value of ₹ 2/- per shares. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c. Terms/rights attached to Global Depository Receipt (GDR)**

The Global Depository Receipts ("GDRs") represented by this certificate are each issued in respect of 50 equity Shares of par value ₹ 2/- each (the "Shares") in Commex Technology Limited (Formerly Known as IT People (India) Limited) (the "Company") pursuant to and subject to a Depository agreement dated 18th May, 2009, and made between the Company and Deutsche Bank Trust Company America's Depository and/or any other Depository which may from time to time be appointed under the agreement (the "Depository") (such agreement, as amended from time to time, being hereinafter referred to as the "Deposit Agreement").

**d. Details of shareholders holding more than 5% shares in the company**

Particulars	Figures at the end of current reporting period		Figures at the end of previous reporting period	
	No. in Lacs	% holding in the class	No. in Lacs	% holding in the class
<b>Equity shares of ₹ 2/- each fully paid</b>				
Skyline Capital Pvt. Ltd.	627.04	40.43	570.08	36.75

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares



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(₹ in Lacs)

**NOTE 4: RESERVES & SURPLUS**

Particulars	Figures at the end of current reporting period		Figures at the end of previous reporting period	
<b>Securities premium account (Equity Shares)</b>				
Balance as per the last financial statements	6,288.20		6,288.20	
<b>Add:-</b> Premium on Equity Shares	-		-	
<b>Less:-</b> amounts utilized towards issue of fully paid up bonus shares	-		-	
<b>Securities premium Equity Shares Closing Balance</b>		<b>6,288.20</b>		<b>6,288.20</b>
<b>Securities premium account (GDR)</b>				
Balance as per the last financial statements	3,146.20		3,146.20	
<b>Add:-</b> Premium on GDR	-		-	
<b>Less:-</b> amounts utilized towards issue of fully paid up bonus shares	-		-	
<b>Securities premium GDR Closing Balance</b>		<b>3,146.20</b>		<b>3,146.20</b>
<b>General Reserve</b>				
Balance as per the last financial statements	1,721.10		1,721.10	
<b>Add:-</b> amounts transferred from surplus balance in the statement of profit & loss	-		-	
<b>General Reserve Closing Balance</b>		<b>1,721.10</b>		<b>1,721.10</b>
<b>Forfeited Equity Shares</b>				
Balance as per the last financial statements	278.63		278.63	
<b>Add:-</b> amounts transferred	-		-	
<b>Forfeited Equity Shares Closing Balance</b>		<b>278.63</b>		<b>278.63</b>
<b>Surplus/(deficit) in the statement of P&amp;L</b>				
Balance as per the last financial statements	(289.46)		(675.02)	
Provision made earlier years written back	-		4.21	
Profit/(Loss) for the year	1,007.38		606.48	
	717.92		(64.33)	
<b>Less :- Appropriation</b>				
Proposed final equity dividend	217.15		186.13	
Provision for Dividend Distribution Tax	35.22		30.19	
Prior period Expenses	-		8.82	
	252.37		225.14	
<b>Surplus/(deficit) in the statement of P&amp;L</b>		<b>465.54</b>		<b>(289.46)</b>
<b>Provision for diminution of value of investment</b>		<b>(3,108.14)</b>		<b>(3,108.14)</b>
<b>Total Reserves &amp; Surplus</b>		<b>8,791.53</b>		<b>8,036.52</b>

**NOTE 5: LONG TERM BORROWINGS**

Particulars	Non Current Portion		Current Maturities	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>LONG- TERM BORROWINGS</b>				
<b>Term Loans</b>				
(Secured against Property Lease Rent Receivable)	-	444.24	-	-
<b>Total Long- term borrowings</b>	-	<b>444.24</b>	-	-

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**NOTE 6: SHORT TERM BORROWINGS**

(₹ In Lacs)

Particulars	Figures as at end of current reporting period		Figures as at end of previous reporting period	
<b>SHORT- TERM BORROWINGS</b>				
<b>Principal</b>				
-Director	10.00		-	
-Other	-		-	
Interest		10.00	-	
<b>Total Short- term borrowings</b>		<b>10.00</b>		

**NOTE 7: OTHER CURRENT LIABILITIES**

Particulars	Figures as at end of current reporting period		Figures as at end of previous reporting period	
<b>Other Liabilities</b>				
a Interest free Security Deposits from Lessees	11.00		86.00	
b Employees Profession Tax Payable	0.04		0.01	
c ESIC Payable	0.40		0.39	
d Employees PF Payable	0.01		0.01	
e TDS Payable	16.78		1.18	
f Service Tax Payable	0.02		-	
g MVAT Payable	110.22		-	
h Others	1,175.73		5.00	
		1,314.19		92.59
<b>Total Other Current Liabilities</b>		<b>1,314.19</b>		<b>92.59</b>

**NOTE 8: PROVISIONS**

Particulars	Long - Term		Short - Term	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Provision for employee benefits</b>				
Provision for Gratuity	-	-	1.96	8.40
Provision for Leave Encashment	-	-	2.46	2.39
	-	-	<b>4.42</b>	<b>10.79</b>
<b>Others Provisions</b>				
Provisions for Expenses	-	-	9.09	96.05
Provision for MAT	-	-	194.56	40.00
Provision for Dividend Distribution Tax	-	-	35.22	30.19
Provision for Proposed Div. 2010-11	-	-	-	1.26
Provision for Proposed Div. 2011-12	-	-	0.69	186.13
Provision for Proposed Div. 2012-13	-	-	217.15	-
			<b>456.70</b>	<b>353.63</b>
<b>Total Provisions</b>	-	-	<b>461.12</b>	<b>364.42</b>

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**NOTE NO. 9 – TANGIBLE ASSETS**

(₹ in Lacs)

Particulars	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Others (Computers)	Total
<b>Cost or Valuation</b>								
<b>Gross Block</b>								
<b>At 1<sup>st</sup> April 2011</b>	-	850.71	2,613.20	489.63	19.36	46.35	103.00	4,122.25
Additions	-	-	0.02	-	-	0.55	0.49	1.06
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2012</b>	-	<b>850.71</b>	<b>2,613.22</b>	<b>489.63</b>	<b>19.36</b>	<b>46.90</b>	<b>103.49</b>	<b>4,123.31</b>
Additions	-	-	-	0.29	-	-	2.88	3.17
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	-	<b>850.71</b>	<b>2,613.22</b>	<b>489.92</b>	<b>19.36</b>	<b>46.90</b>	<b>106.38</b>	<b>4,126.49</b>
<b>Depreciation</b>								
<b>At 1<sup>st</sup> April 2011</b>	-	295.59	2,612.81	273.12	19.30	44.87	102.04	3,347.72
charge for the year	-	28.41	-	39.17	0.06	0.18	0.07	67.90
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2012</b>	-	<b>324.00</b>	<b>2,612.81</b>	<b>312.29</b>	<b>19.36</b>	<b>45.05</b>	<b>102.11</b>	<b>3,415.62</b>
charge for the year	-	28.41	0.41	39.19	-	1.85	1.80	71.66
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	-	<b>352.42</b>	<b>2,613.22</b>	<b>351.47</b>	<b>19.36</b>	<b>46.90</b>	<b>103.91</b>	<b>3,487.28</b>
<b>Impairment Loss</b>								
<b>At 1<sup>st</sup> April 2011</b>	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2012</b>	-	-	-	-	-	-	-	-
charge for the year	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	-	-	-	-	-	-	-	-
<b>Net Block</b>								
<b>At 31<sup>st</sup> March 2012</b>	-	<b>526.70</b>	<b>0.41</b>	<b>177.34</b>	-	<b>1.85</b>	<b>1.39</b>	<b>707.69</b>
<b>At 31<sup>st</sup> March 2013</b>	-	<b>498.29</b>	-	<b>138.44</b>	-	-	<b>2.47</b>	<b>639.20</b>



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**NOTE NO. 9 - INTANGIBLE ASSETS**

Particulars	Goodwill	Brands/ Trademarks	Patents and IPR	Technical Know how	Computer Software	Internet Portal	Others	Total
<b>Gross Block</b>								
<b>At 1<sup>st</sup> April 2011</b>	138.66	-	-	-	198.33	1,738.64	-	2,075.64
Purchase	-	-	-	-	-	-	-	-
Internal Development	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2012</b>	138.66	-	-	-	198.33	1,738.64	-	2,075.64
Purchase	-	-	-	-	-	-	-	-
Internal Development	-	-	-	-	1.08	-	-	1.08
Disposal	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	138.66	-	-	-	199.41	1,738.64	-	2,076.72
<b>Amortization</b>								
At 1 <sup>st</sup> April 2011	-	-	-	-	198.33	656.32	-	854.65
charge for the year	-	-	-	-	-	216.47	-	216.47
Disposal	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2012</b>	-	-	-	-	198.33	872.79	-	1,071.11
charge for the year	-	-	-	-	0.12	346.34	-	346.46
Disposals	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	-	-	-	-	198.44	1,219.13	-	1,417.57
<b>Net Block</b>								
<b>At 31<sup>st</sup> March 2012</b>	138.66	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2013</b>	138.66	-	-	-	0.96	865.86	-	1,004.53
						519.51	-	659.15

**Commex Technology Limited**  
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 Notes forming part of accounts as on 31<sup>st</sup> March, 2013

**NOTE 10: INVESTMENTS**

(₹ in Lacs)

	Particulars	Non - Current		Current	
		31.03.13	31.03.12	31.03.13	31.03.12
	<b>Investments</b> (Valued at Cost unless stated otherwise)				
<b>A</b>	<b>Unquoted equity instruments</b>				
<b>A.1</b>	<b>Universal Commodity Exchange Ltd</b> *(3,00,00,000 Shares of ₹ 10/- each (Face Value ₹ 10/-) (P.Y. 3,00,00,000 Shares of ₹ 10/- each Face Value ₹ 10/-)	3,000.00	3,000.00		
<b>A.2</b>	<b>Investment in Subsidiaries</b>				
	<b>Overseas Subsidiaries</b>				
	<b>Orient Information Technology FZLLC-UAE</b> (60 Shares of AED Dirhams 1,00,000 each) (P.Y. 60 Shares of AED Dirhams 1,00,000 each)	791.04	791.04		
	<b>Indian Subsidiaries</b>				
	<b>IT Capital Services Private Limited</b> (10,10,000 Shares of ₹ 10/- each (Face Value ₹ 10/-) (P.Y. 10,10,000 Shares of ₹. 10/- each (Face Value ₹.10/-)	2,001.00	2,001.00		
	(Out of which 10,00,000 shares are issued at premium of ₹ 190/- each) (P.Y. 10,10,000 Shares of ₹ 10/- each (Face Value ₹10/-)				
		<b>5,792.04</b>	<b>5,792.04</b>	-	-
<b>B</b>	<b>Investment in Gold</b> 5965 GMS (Previous Years GMS 2765) (Market Value ₹ 1,76,62,365/- Previous Year ₹77,53,060/-)	-	-	175.75	75.75
	<b>Total Investments</b>	<b>5,792.04</b>	<b>5,792.04</b>	<b>175.75</b>	<b>75.75</b>

**NOTE 11: DEFERRED TAX**

Particulars	Figures at end of current reporting period		Figures at end of previous reporting period	
<b>Deferred Tax Liabilities</b>				
Fixed Assets : impact of differences between tax depreciation and depreciation/amortization charged for the financial reporting				
<b>Gross Deferred Tax Liabilities</b>				
<b>Deferred Tax Assets</b>				
Carried Forward Losses under Income Tax Act, 1961		71.23		71.23
<b>Gross Deferred Tax Assets</b>		71.23		71.23
<b>Net Deferred Tax (Assets)</b>		71.23		71.23

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**NOTE 12: TRADE RECEIVABLES**

(₹ in Lacs)

Particulars	Non - Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Outstanding for a period of exceeding Six months from the date. they are due for payment</b>				
secured considered good			-	-
unsecured, considered good			-	-
Provision for doubtful receivables			562.31	-
(A)	-	-	562.31	-
<b>Other receivables</b>				
secured considered good			-	-
unsecured, considered good			-	-
Provision for doubtful receivables			250.72	696.21
(B)	-	-	-	-
<b>Total (A+B)</b>	-	-	250.72	696.21
	-	-	813.02	696.21

**NOTE 13: CASH AND CASH EQUIVALENTS**

Particulars	Non - Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Cash and cash equivalents</b>				
<b>Balance with Bank</b>				
On Current accounts	-	-	32.88	26.77
Deposits with original maturity of less than three months	-	-	-	290.70
<b>Cash on hand</b>	-	-	32.88	317.47
<b>Other bank balance</b>	-	-	4.33	0.29
Margin Money deposit	-	-	10.12	8.19
	-	-	10.12	8.19
Amount Disclosed under Other Current Assets	-	-	47.33	325.95
	-	-	10.12	8.19
	-	-	37.21	317.76



**Commex Technology Limited**  
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**Notes forming part of accounts as on 31<sup>st</sup> March, 2013**

(₹ in Lacs)

**NOTE 14: LOANS AND ADVANCES**

	Particulars	Long Term		Short Term	
		31.03.13	31.03.12	31.03.13	31.03.12
<b>A Capital advances</b>					
	Secured considered good	-	-	-	-
	Unsecured considered good	-	-	-	-
<b>B Security Deposits</b>					
	Secured considered good	-	-	13.84	3.19
	Unsecured considered good	-	-	2,450.00	-
				<b>2,463.84</b>	<b>3.19</b>
<b>C Loans and advances to related parties</b>					
	Secured considered good	-	-	-	-
	Unsecured, considered good	-	-	26.52	233.21
				<b>26.52</b>	<b>233.21</b>
<b>D Advances recoverable in cash or kind</b>					
	Secured considered good	-	-	-	-
	Unsecured considered good	-	-	1,399.86	1,141.96
				<b>1,399.86</b>	<b>1,141.96</b>
<b>E Other loans &amp; advances</b> (Unsecured considered good)					
	Advance to employees	-	-	0.15	0.20
	Balance with statutory / government authorities	-	-	197.37	31.16
	Others	-	-	275.53	225.53
				<b>473.05</b>	<b>256.89</b>
	<b>Total (A+B+C+D+E)</b>			<b>4,363.27</b>	<b>1,635.25</b>

**NOTE 15: OTHER CURRENT ASSETS**

Particulars	Non - Current		Current	
	31.03.13	31.03.12	31.03.13	31.03.12
<b>Unsecured considered good unless stated otherwise</b>				
Non-Current bank balances			10.12	8.19
	-	-	<b>10.12</b>	<b>8.19</b>
<b>Others</b>				
Interest accrued on fixed deposits	-	-	-	-
	-	-	-	-
<b>Total (A+B)</b>	-	-	<b>10.12</b>	<b>8.19</b>

**NOTE 16: REVENUE FROM OPERATIONS**

Particulars	Figures for the current reporting period		Figures for the previous reporting period	
<b>Revenue from Operations</b>				
Sale of IT services		55.46		1,414.41
Sale of IT Products		2,314.56		-
<b>Revenue from Operation (net)</b>		<b>2,370.01</b>		<b>1,414.41</b>

**Commex Technology Limited**  
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**NOTE 17: OTHER INCOME**

(₹ in Lacs)

Particulars	Figures for the current reporting period		Figures for the previous reporting period	
<b>Interest Income on</b>				
Interest on Bank Fixed Deposit	21.74		0.77	
Other Interest	3.71		10.01	
		25.45		10.78
<b>Other Non Operating Income</b>				
Rent	66.07		77.81	
Other Non Operating Income	-		0.03	
		66.07		77.84
<b>Total Other Income</b>		<b>91.53</b>		<b>88.62</b>

**NOTE 18: EMPLOYEE BENEFIT EXPENSES**

Particulars	Figures for the current reporting period		Figures for the previous reporting period	
<b>Employee Benefit Expenses</b>				
Salary & Wages and Bonus		65.44		13.66
Software Product Development, Implementation & Maintenance Cost		612.48		476.39
Contribution to provident & other fund		0.07		0.17
Leave Encashment Expenses		2.48		0.04
Staff welfare expenses		0.02		0.24
<b>Total Employee Benefit Expenses</b>		<b>680.49</b>		<b>490.51</b>

**NOTE 19: FINANCE COST**

Particulars	Figures for the current reporting period		Figures for the previous reporting period	
<b>Finance Cost</b>				
Interest on Secured Loan				
Other Interest		45.33		14.00
Bank charges		0.01		0.20
Other Finance Cost		0.17		0.18
		21.25		7.92
<b>Total Financial Expense</b>		<b>66.77</b>		<b>22.31</b>

**NOTE 20: DEPRECIATION AND AMORTIZATION EXPENSES**

Particulars	Figures for the current reporting period		Figures for the previous reporting period	
<b>Depreciation and amortization expenses</b>				
Depreciation Of Tangible Fixed Assets		71.66		67.90
Depreciation Of Intangible Fixed Assets		346.46		216.47
		<b>418.12</b>		<b>284.37</b>

**Commex Technology Limited**  
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**Notes forming part of accounts as on 31<sup>st</sup> March, 2013**

(₹ in Lacs)

**Note No 21: OTHER EXPENSES**

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
Power and Fuel		4.93		2.15
Rent		-		-
Repairs to Building		1.58		0.87
Repairs to Machinery		0.26		0.19
Repairs - Vehicle		-		-
Repairs - Others		-		0.05
Insurance		0.05		0.41
Rates & Taxes		118.95		6.29
Auditors Remuneration		3.74		3.74
Brokerage		2.75		-
Business Promotion		9.86		0.93
Communication Expenses		2.99		2.80
Company Secretarial Expenses		11.32		8.13
Directors Sitting Fees		1.00		0.80
Donation		2.00		-
Infrastructure Cost		2.12		0.22
Office Expenses		10.80		6.59
Postage & Courier Charges		0.33		1.11
Printing & Stationary		0.57		1.39
Professional Charges		8.84		19.90
Software Development Charges		100.51		3.79
Miscellaneous Expenses		6.18		-
		<b>288.79</b>		<b>59.36</b>

Particulars	Figure for the current reporting period		Figure for the previous reporting period	
<b>Payment to Auditor</b>				
<b>As Auditor</b>				
Audit fees	2.40		2.40	
Tax audit fees	0.40		0.40	
Limited Review	-	2.80	-	2.80
<b>In other capacity</b>				
Taxation matter	-		-	
Company law matters	0.35		0.35	
Management services	-		-	
Other services (certification fees)	0.59		0.59	
Reimbursement of expenses	-	0.94	-	0.94
<b>Payment to Auditors</b>		<b>3.74</b>		<b>3.74</b>



**Note No. 22**

1. The Company is engaged in the Information Technology Solutions Services, which cannot be expressed in any generic unit. Hence it is not possible to give quantitative details of sales and certain information as required under paragraphs 3, 4C and 4D of part II of Schedule VI to the Companies Act, 1956.

**2. Earnings in Foreign Exchange during the year:**

Particulars	2012-13 ₹	2011-12 ₹
Information Technology Solutions Services	55,45,600/-	14,14,40,967/-
<b>Total</b>	<b>55,45,600/-</b>	<b>14,14,40,967/-</b>

**3. Expenditure in Foreign Currency: Nil (Previous Year Nil)**

4. In the opinion of the management, Current Assets, Loans and advances are realizable at the values represented in accounts.
5. The balance of Trade Receivables, Trade Payables, Loans & advances, Deposits, etc are subject to confirmation.
6. As per the information available with the Company, there are no small- scale industrial undertakings to whom an amount of Rupees one lakh or more was outstanding for more than 30 days.

**7. Related Party Disclosures:**
**A. Particulars of Related parties:**

Sr. No.	Name of Related Party	Nature of Relationship
I	Skyline Capital Pvt. Ltd.	Associate Company – Share Holding
II	Universal Commodity Exchange Ltd.	Associate Company – Share Holding
III	Mr. Ketan Sheth	Key Managerial Person
IV	Mr. Jayant Mitra	Additional Director
V	Mr. Madhukar Chaturvedi	Independent Director
VI	<b>Subsidiaries</b>	As under
	IT Capital Services Pvt. Ltd.	Wholly Owned Subsidiary
	Orient Information Technology FZ LLC	Wholly Owned Subsidiary
	Orient Information Technology INC	Wholly Owned Subsidiary
	Orient Infotech Limited UK	Wholly Owned Subsidiary
	Information Technology People WLL	Wholly Owned Subsidiary

**B. Transactions with Related Parties:**

Sr. No.	Name of Related Party	Relationship	Nature of Transaction	Transactions during Year Amt. ₹	Outstanding Balance as on 31.03.13 Amt. ₹	Outstanding Balance as on 31.03.12 Amt. ₹
1	Skyline Capital Private Ltd. (Formerly IT People Pvt. Ltd.)	Associate Company – Share Holding	Unsecured Loan Loan Given	19,49,884/-	19,49,884/-	NIL
			Earnest Deposit	24,50,00,000/-	24,50,00,000/-	NIL
2	Ketan Sheth	Chairman & Managing Director	Unsecured Loan Loan taken	10,00,000/-	10,00,000/-	NIL
			Loan Repaid			
3	Orient Information Technology FZ LLC	Wholly Owned Subsidiary	Loan Given			2,33,11,187/-
			Loan Given Loan Repaid	233,11,187/-	NIL	
4	Universal Commodity Exchange Ltd	Associate Company – Share Holding	Software Development	23,14,55,700/-	1,95,24,662/-	NIL

**8. Earning Per Shares:**

Particulars	31st March, 2013	31st March, 2012
Net Profit attributable to Equity Share Holders	₹ 0.65	₹ 0.39
Nominal Value of Equity Share	₹ 2/-	₹ 2/-

9. Previous Year's figures are regrouped/ restated wherever necessary to confirm with this year's classification

**SIGNATURES TO NOTE NOS "1 To 22"**

**As per Our Report of Even Date  
For Gadgil & Co.  
Firm Registration No. 102876W  
Chartered Accountants**

**For & On Behalf of Board of Directors**

**Dushyant A. Gadgil  
Proprietor  
M.No.: 17795  
Place: Mumbai  
Date: 30<sup>th</sup> May 2013.**

**Ketan Sheth  
Managing Director**

**Jayant Mitra  
Director**

**Vineet Kakkad  
Company Secretary**



FINANCIAL INFORMATION OF SUBSIDIARIES PURSUANT SEC 212 (8) OF THE COMPANIES ACT, 1956  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2013

Name of Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Details of Investment	Turnover	Profit/ Loss before taxation	Provision for Tax	Proposed Dividend
			₹	₹	₹	₹	₹	₹	₹	₹	₹
IT Capital Services Pvt Ltd	INR	1.00	101.00	1,896.95	3,023.25	3,023.25	NIL	NIL	(0.26)	NIL	NIL
Orient Infotech Ltd UK	GBP	82.56	468.31	(466.52)	1.79	1.79	NIL	0.99	0.38	NIL	NIL
Orient Information Technology INC. USA	USD	54.35	543.55	(549.12)	4.21	4.21	NIL	1.57	0.60	NIL	NIL
Orient Information Technology FZ LLC - UAE	AED	14.79	889.02	(877.48)	11.53	11.53	NIL	8.78	3.37	NIL	NIL
Information Technology People WLL - Bahrain	BHD	142.40	578.10	(567.54)	10.56	10.56	NIL	10.79	4.14	NIL	NIL

For & On Behalf of Board of Directors

As per Our Report of Even Date  
For Gadgil & Co.  
Firm Registration No. 102876W  
Chartered Accountants

Vineet Kakkad  
Company Secretary

Jayant Mitra  
Director

Ketan Sheth  
Managing Director

Dushyant A. Gadgil  
Proprietor  
M.No.: 17795  
Place: Mumbai  
Date: 30<sup>th</sup> May 2013.

**COMMEX TECHNOLOGY LIMITED**  
**(FORMERLY KNOWN AS IT PEOPLE (INDIA) LTD.)**

Regd. Office: Dev Plaza, 506, 5th Floor, S V Road, Opp. Fire Brigade  
Andheri (West) Mumbai- 400058

**ATTENDANCE SLIP**

**I/ We hereby record my/ our presence at the 13<sup>th</sup> Annual General Meeting held at Event Banquet, Near Filmistan Studio, S.V. Road, Goregaon (West), Mumbai 400062 on**

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:
Name and address of the Shareholder( s)	
If Shareholder(s), Please sign here	If Proxy, Please sign here

**PROXY FORM**

DP ID No.*:	L. F. No.:
Client ID No.*:	No. of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being a Member/Members of Commex Technology Limited hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ as my/ our proxy to attend and vote for me /us and on my/our behalf at the Annual General Meeting of the Company scheduled to be held on Monday, the 30<sup>th</sup>, September, 2013 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of September 2013.

Affix 1  
Rupee  
Revenue  
Stamp

**NOTES:**

1. The form should be signed across the stamp as per specimen signature(s) registered with the Company.
2. The proxy form must be deposited at registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A proxy need not be a member.

- Applicable for Investors holding shares in electronic form

BOOK - POST

To,

*If undelivered, please return to :*



(Formerly known as IT People (India) Ltd.)

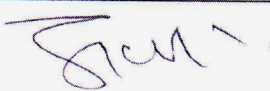
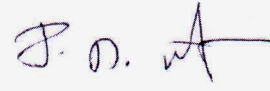
Dev Plaza, 506, 5th Floor,  
S. V. Road, Opp. Fire Birgade,  
Andheri (West), Mumbai- 400058  
Tel: +91 (22) 2621 2117 Fax: +91 (22) 2621 2118

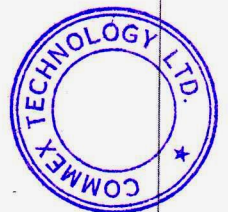
[www.commextechnology.com](http://www.commextechnology.com)

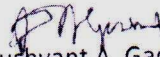



**FORM A**

**(Pursuant to Clause 31(a) of Listing Agreement)**

No.	Particulars	Details
1.	Name of the Company	Commex Technology Limited ( Formerly Known as IT People (India) Ltd.)
2.	Annual Standalone financial statements for the year ended	31 <sup>st</sup> March, 2013
3.	Type of Audit Observation	<p><b>(iii)(a) of Annexure to Independent Auditor's Report:</b></p> <p><b>Para 1:</b> The company has advanced a loan of ₹2,33,11,187/- to one of its subsidiaries. The maximum amount involved during the year was ₹ 2,33,11,187/- &amp; the year end balance of loans given to such party was ₹ NIL. The said amount is advanced in the course of business of the Company to make acquisitions of new business overseas, in pursuance of the utilization of the proceeds received on issue of Global Depository Receipt. <b>The said advance is interest free and to the extent it is prejudicial to the interest of the holding Company.</b></p> <p><b>Para 2:</b> The company has also advance a loan of ₹19,49,884/- to one of its related party. The maximum amount involved during the year was ₹ 19,49,884/- &amp; the year end balance of loans given to such party was ₹ 19,49,884/-. <b>The said advance is interest free and to the extent it is prejudicial to the interest of the Company.</b></p>
	Comment on Above Observation	<p><b>Para 1:</b> The said amount is advanced in the course of business of the Company to make acquisitions of new business overseas, in pursuance of the utilization of the proceeds received on issue of Global Depository Receipt which has been fully repaid during the year.</p> <p><b>Para 2:</b> The said amount is given for the temporary working capital requirement of Skyline Capital Private Limited which was originally the holding company.</p>
4.	Frequency of Observation	Para 1 : Fourth Year and Para 2: First Year
5.	To be Signed by:	
	• Managing Director	Ketan Sheth 
	• Audit Committee Chairman	Jayant Mitra 



	<ul style="list-style-type: none"> <li>Auditor of the company</li> </ul>	<p>Refer Our Audit Report dated 30<sup>th</sup> May 2013 On the Standalone Financial Statements of the Company For Gadgil &amp; Co. Chartered Accountants Firm Regn No :102876W</p> <p> Dushyant A. Gadgil Proprietor M No. 17795 Mumbai, 2<sup>nd</sup> September, 2013</p> 
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