

***TELESYS SOFTWARE LIMITED***

***Annual Report***

***2006 - 2007***

## ***TELESYS SOFTWARE LIMITED***

---

**BOARD OF DIRECTORS** : Mr. Heera Chand Surana Chairman  
Mr. Y.Satya Kumar Managing Director  
Mr. AXN Prabhu Director  
Mr. R.Vednarayanan Director

**AUDITORS** : Venkat & Rangaa  
Chartered Accountants

**BANKERS** : Tamilnadu Mercantile Bank  
Mount Road Branch  
Chennai – 600 002

**REGISTERED OFFICE** : New No.33, Old No. 15  
Postal Colony First Street,  
West Mambalam,  
Chennai – 600 033.

**SHARE TRANSFER AGENTS** : M/s.CAMEO CORPORATE SERVICES LIMITED  
“Subramaniam Building”  
V Floor, 1 Club House Road,  
Chennai – 600 002.  
Phone: (044) 28460390 (5 Lines)  
Fax: (044) 28460129

## **TELESYS SOFTWARE LIMITED**

### **NOTICE**

NOTICE is hereby given that the Fifteenth Annual General Meeting of the Members of the Company will be held on 29 Th day of September 2007 at 10:00 AM at the Registered Office of the company at New No 33, Old No.15, Postal Colony First Street, West Mambalam, Chennai-600 033 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2007 and the Profit and Loss account for the year ended on that date and the reports of the board of Directors and Auditors thereon.
2. To appoint Auditors of company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company . The remuneration may be fixed by the Board of directors.
3. To appoint Mr.AXN Prabhu as a Director who retires by rotation and being eligible offers himself for reappointment.

**By Order of the Board  
For Telesys Software Limited**

**Place: Chennai  
Date:01/09/2007**

**(Y.SATYA KUMAR)  
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 and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
3. The Register of Members and the Transfer of book in respect of the Equity shares will remain closed from 21st September 2007 to 27th. September 2007 both days inclusive.
4. The Members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, # 1, Subramaniam Building, Club House Road, Mount Road, Chennai – 2, Change of address, if any at the earliest quoting their registered folio number.

## TELESYS SOFTWARE LIMITED

---

### DIRECTOR'S REPORT

Dear Members,

Your Directors have great pleasure in presenting the Fifteenth Annual Report of the company with audited accounts for the year ended 31<sup>st</sup> March 2007.

Financial Results	Year ended 31.3.2007	Year ended 31.03.2006
Revenue from operation	385.92	131.64
Profit before Depreciation & Goodwill	166.05	(69.54)
Less: Depreciation	49.91	85.49
Less: Goodwill written off	151.84	151.84
Profit/Loss before tax	(35.70)	(306.87)
Less: Provisions for Tax- Current & Deferred	(8.05)	0
Profit / (Loss) after Tax	(27.65)	(306.87)
Balance carried forward to Balance sheet	(532.85)	(505.34)

#### DIVIDEND:

Our Directors have not recommended any dividend as the company was running under loss.

#### MANAGEMENT DISCUSSION AND ANALYSIS:-

##### A) Industry Structure And Development:

There has been considerable decline in software industry globally even then the company has considerably improved its activities when compared with previous year.

##### b) Business Performance & Segment Reporting:

The income from operation is Rs.385.92 lacs in financial year 2006-07 against Rs. 131.77 lacs in financial year 2005-06. The company has incurred loss of Rs.27.64 lacs after tax as compared to previous year loss of Rs.306.75 lacs. Your Directors are hopeful of Maintaining and improving the turnover and profit in coming years by strategic Business plans. The company operates in one segment viz software development & real estate.

## **TELESYS SOFTWARE LIMITED**

### **c) Internal control systems and their adequacy:**

The System on of Internal Control Comprises established to provide reasonable assurance of safeguarding Assets and Maintenance of proper Accounting records and its Accuracy. The business Risks and its Control procedures are reviewed frequently. Systems Audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to Strengthen Controls where necessary. Much has been done in cutting off expenditures in almost all areas. Manpower is carefully taken in by making systematic study of their skill and exposure in regard to the projects the company is handling greater care is shown in the effective utilization of these skills by coordinating all the individual efforts towards the corporate goal incurring minimal cost.

### **d) Human Resources and Industrial relations:**

Your Directors wish to place on record their deep appreciation of the dedication and commitment of employees to the growth of your company during the year. Your Directors also express their sincere gratitude to the Bankers, Consultants, Auditors and Shareholders for their continued patronage and co-operations.

### **DIRECTORS:**

In Accordance with the provisions of the companies Act, 1956 and the companies Articles of Association Mr.AXN Prabhu due to retire by rotation and being eligible for reappointment. He seek accord from the members to continue so.

### **DEPOSITS:**

The Company has not accepted any deposit from the public.

### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

As required under section 217 of the companies Act, 1956 the Directors hereby confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period.

## **TELESYS SOFTWARE LIMITED**

---

3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.

### **AUDITOR AND AUDITORS REPORT:**

The Board recommends the appointment of M/s Venkat & Rangaa; Chartered Accountants as the Auditors of the company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed by the Board. A letter from the Auditor about the compliance under section 224(1B) of the companies Act, has been duly received.

### **CORPORATE GOVERNANCE:**

Your company has always striven to incorporate appropriate standards for good corporate governance. It has taken adequate steps to ensure that all mandatory provisions of corporate governance as prescribed under the amended listing agreements of the stock exchanges, with which the company is listed are complied with. A separate report on corporate Governance is produced as a part of the annual report.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS/ OUTGO:**

The Company has no activity relating to conservation of energy or technology absorption. The company did not have any foreign exchange earnings or outgo during the year.

### **STATEMENT UNDER SECTION 217(2A) ON PERSONNEL:**

Particulars of Employees pursuant to Section 217(2A) of the Companies Act, 1956 are not applicable since none of the employees are in receipt of remuneration in excess of the limits specified herein during the period under review.

## **TELESYS SOFTWARE LIMITED**

---

### **CAUTIONARY STATEMENT:**

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

### **ACKNOWLEDGEMENTS:**

Your directors wish to place on record their deep appreciation of the dedication and commitment of employees to the growth of your company during the year. Your Directors also express their sincere gratitude to the Banks, consultants, Auditors and shareholders for their continued patronage and co – operation.

**By Order of the Board,  
For Telesys Software Limited**

**(Y.Satyakumar)  
Managing Director**

**(Heera Chand Surana)  
Chairman**

**Place: Chennai  
Dated: 30/06/2007**

## **TELESYS SOFTWARE LIMITED**

### **STATEMENT AND REPORTS ON CORPORATE GOVERNANCE:**

#### **A MANDATORY REPORT ON CORPORATE GOVERNANCE:**

##### **I. Company's Philosophy on Corporate Governance:**

The Company's philosophy is aimed at exhibiting maximum transparency to the investors by providing them with more information. This is done not only with the information that are to be revealed under mandatory provisions but also with those information which according to the Management and the Board are relevant to the investors and other Statutory Authorities to whom these Reports are addressed to:

##### **II. BOARD OF DIRECTORS:**

<b>Name</b>	<b>Designation</b>	<b>Category</b>	<b>No of Board Meetings attended during 2006-07</b>	<b>Whether attended the Last AGM</b>	<b>No of Directorships in public companies</b>	<b>No of other Board committees in which he/she is Member or Chairperson</b>
<b>1. Mr.Heera Chand Surana</b>	<b>Chairman</b>	<b>Executive</b>	<b>6</b>	<b>Yes</b>	<b>Nil</b>	<b>1</b>
<b>2. Mr.Y.Satya kumar</b>	<b>Managing Director</b>	<b>Executive</b>	<b>6</b>	<b>Yes</b>	<b>Nil</b>	<b>2</b>
<b>3. Mr.R.Ved narayanan</b>	<b>Director</b>	<b>Executive</b>	<b>4</b>	<b>Yes</b>	<b>Nil</b>	<b>3</b>
<b>4. Mr.AXN Prabhu</b>	<b>Director</b>	<b>Non Executive</b>	<b>4</b>	<b>Yes</b>	<b>Nil</b>	<b>3</b>

The Board of Directors comprises of One Managing Director and 2 Independent Directors.

##### **BOARD MEETINGS:**

Six Board Meeting were held on the following dates: 30<sup>th</sup> June 2006, 31<sup>st</sup> July 2006, 30<sup>th</sup> September 2006, 1<sup>st</sup> January 2007, 25<sup>th</sup> January 2007 & 19<sup>th</sup> March 2007

None of the Directors is member in more than 10 committees or acting as Chairman of more than Five Committees.



## **TELESYS SOFTWARE LIMITED**

---

### **III.AUDIT COMMITTEE:**

#### **Constitution:**

The Committee consists of 3 Directors.

1. Mr. Y.Satyakumar – Chairman
2. Mr.AXN Prabhu – Director
3. Mr.R.Vednarayanan – Director

The Committee is chaired by Mr.Y.Satyakumar

#### **TERMS OF REFERENCE:**

The charter of the committee is a prescribed under clause 49 of the Listing Agreement viz,

- 1) Oversight of Company's financial reporting process and disclosure of its financial Information to ensure that the financial statements are correct, sufficient and credible.
- 2) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval of any other services.
- 3) Reviewing with the management the annual financial statements before submission to the Board focusing primarily on:
  - i) Any changes in accounting policies and practices.
  - ii) Major accounting entries based on exercise of judgment by Management.
  - iii) Qualification in draft audit report.
  - iv) Significant adjustments arising out of audit.
  - v) The 'Going Concern" assumption.
  - vi) Compliance with Accounting Standards.
  - vii) Any related party transaction i.e., transaction of the company of material nature with promoters of the management and their subsidiaries or relatives etc., that may have potential conflict with the interest of the company at large.
- 4) Reviewing with management, external and internal audit function including the structure of internal control system.
- 5) Reviewing the adequacy of internal audit function including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 6) Discussing with internal auditors any significant findings and follow up thereon.
- 7) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud and irregularity or a failure of internal control systems of a material nature and reporting the matter of the Board.

## **TELESYS SOFTWARE LIMITED**

- 8) Discussing with the external auditors before the audit commences, nature and scope of audit, as well as post-audit discussion to ascertain any area of concern.
- 9) Reviewing the company's financial and risk management policies.
- 10) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividend) and creditors.

### **Meetings and attendance:**

The Audit committee met 3(Three) times during the year i.e., on 30<sup>th</sup> June 2006, 1<sup>st</sup> January 2007 & 19<sup>th</sup> March 2007 and all the directors have attended all the three (3) the meetings.

### **IV.REMUNERATION COMMITTEE:-**

#### **Constitution:**

The Committee consists of 3 (Three) directors.

- |                           |   |          |
|---------------------------|---|----------|
| 1. Mr.Heera Chand Surana. | - | Chairman |
| 2. Mr AXN Prabhu          | - | Director |
| 3. Mr.R.Vednarayanan      | - | Director |

The committee is headed by Mr.Heera Chand Surana

### **TERMS OF REFERENCE:**

The Remuneration committee has been constituted to recommend and review the remuneration packages of the Managing Director, Whole Time Directors and to formulate a broad policy for management remuneration.

### **Remuneration Policy:**

The Remuneration Policy as outlined by the committee aims at recognizing and rewarding performances and achievements, while fixing the remuneration of Directors, their contribution by way of their professional approach. This policy is in tune with current national and international practices.

### **Meetings and Attendances:**

During the year 2006-07, the committee met once on 1<sup>st</sup> January 2007.

## **TELESYS SOFTWARE LIMITED**

### **Details of Remuneration of Directors:**

<b>Name</b>	<b>Salary</b>	<b>Perquisites</b>	<b>Commission</b>	<b>Contribution to Provident fund</b>	<b>Sitting Fees</b>	<b>Stock Option</b>	<b>Total Rs</b>
1.Mr. Satya Kumar	100000						100000
<b>Total</b>	<b>100000</b>						<b>100000</b>

### **V.SHARE HOLDERS COMMITTEE:**

Constitution:

The Committee consists of 3 (Three) Directors.

1. Mr.Y.Satyakumar
2. Mr.AXN Prabhu
3. Mr.R.Vednarayanan

The Committee is headed by Mr.Y.Satyakumar

Name and designation of the Compliance Officer: Mr.Y.Satyakumar

Pending Share Transfers: There are no pending transfers.

### **VI. GENERAL BODY MEETING:**

<b>General Body Meeting</b>	<b>Date</b>	<b>Venue</b>	<b>Time</b>	<b>Special Resolutions Passed at AGM</b>
AGM for the year 31.3.2006	30.09.2006	New No 33, Old No 15, Postal Colony, First Street, West Mambalam, Chennai – 600 033.	9.30AM	Yes*
AGM for the year 31.3.2005	29.09.2005	No.48, Navalar Thirumana Maaligai, SRP Koil Street, Agaram, Chennai.	9.30AM	Yes**
AGM for the year 31.3.2004	29.09.2004	No.48, Navalar Thirumana Maaligai, SRP Koil Street, Agaram, Chennai.	9.30AM	No

## **TELESYS SOFTWARE LIMITED**

---

\*The company has passed Special Resolutions for change in object clause under Section 17.

\*\* The company has passed a Special Resolution by way of postal ballot under Section 372A of the Companies Act,1956 in the AGM on 29.09.2005.

There was no occasion to pass special Resolution through Postal Ballot on any other matters specified under Clause 49 of the Listing Agreement with the Stock Exchange.

### **VII.DISCLOSURES:**

There are no materially significant transactions made by the company with its promoters, the directors or the Management, their subsidiaries or relatives etc., which require separate disclosure. No penalties / strictures have been imposed on the company by any regulatory authority for non – compliance of any law.

### **VIII. MEANS OF COMMUNICATIONS:**

#### **Quarterly Results:**

The Company has published its quarterly Financial Results in the Following News papers:-

Quarter ended: 30.06.2006: Tirinity Mirror and Makkal Kural on 01.08.2006

Quarter ended: 30.09.2006: Trinity Mirror and Makkal Kural on 31.10.2006

Quarter ended: 31.12.2006: Trinity Mirror and Makkal Kural on: 01.02.2007

Quarter ended: 31.03.2007: Trinity Mirror and Makkal Kural on 01.07.2007

**Company's E Mail ID.telesyss@yahoo.com**

#### **Management Discussion and Analysis Report:**

The Management Discussion and Analysis Report is included in the Director's Report and Forms part of the annual Report. (Annexure – A to the Directors Report).

### **IX.GENERAL SHAREHOLDER INFORMATION:**

Number of AGM : 15th AGM  
Date : 29<sup>th</sup> September 2007  
Day : Saturday  
Time : 9.30AM  
Venue : New No.33, Old No.15 Postal Colony, First Street,  
West Mambalam, Chennai – 33.

**FINANCIAL YEAR: April 2006 to March 2007.**

Book Closure date 21.09.2007 to 27.09.2007 (Both days Inclusive).

Dividend Payment date: Not Applicable.

## **TELESYS SOFTWARE LIMITED**

---

### **LISTING ON STOCK EXCHANGES:**

The shares are listed on the following Stock Exchanges:

1. The Bombay Stock Exchange Ltd, Mumbai

Listing Fee: Listing Fee paid upto: 2007-08

**Stock Code: 532315**

### **Market Price Data:**

**The High and Low prices of shares during the year.**

<b>MONTH</b>	<b>HIGH</b>	<b>LOW</b>
52 week High 52 Week Low All time High All time Low		

### **REGISTRAR AND TRANSFER AGENTS:**

**M/s.Cameo Corporate Service Ltd,  
"Subramaiaam Building"  
No"1, Boat Club House Road,  
Chennai -600001**

### **SHARE TRANSFER SYSTEM:**

The share transfers are processed and the share certificates returned within a period of 10 to 15 days from the date of receipt, so long as the documents have been clear in all respects. The Company has, as per SEBI Guidelines offers the facility of transfer cum demats.

## TELESYS SOFTWARE LIMITED

SHARE HOLDING PATTERN as on 31<sup>st</sup> March 2007:

Category	Shares	%
<b>A. Promoters Holding:</b>		
<b>1. Promoters</b>		
Indian Promoters	1325000	5.70
Foreign Promoters		
<b>2. Persons Acting in concert</b>		
Sub- Total	1325000	5.70
<b>B. Non Promoters Holding:</b>		
<b>3. Institutional Investors</b>		
a) Mutual Funds and UTI's		
b) Banks, Financial Institution, Insurance Companies (Central/State Govt/Institutions/ Non-Govt Institutions) City Union Bank	100	0.0004
c) FII's		
Sub - Total	100	0.0004
<b>4. Others:</b>		
a. Private Bodies Corporate	5665106	24.3815
b. Pan Link Consultants		
c. Indian Public	16245044	69.9064
d. NRI/ OCB's		
e. Any Other (Please Specify)		
Shares in Transit		
Forfeited Shares		
Foreign National		
Sub- Total	21910150	94.2879
Grand Total	23235250	100.00

## **TELESYS SOFTWARE LIMITED**

**DISTRIBUTION SCHEDULE AS ON 31.03.2007:**

No of Equity Shares held	No of shareholders	%	No of shares	%
Upto 5000	25832	91.39	3302025	14.21
5001-10000	1127	3.99	996256	4.28
10001-20000	605	2.14	985310	4.24
20001-30000	228	0.81	588014	2.53
30001-40000	91	0.32	333450	1.44
40001-50000	120	0.42	576075	2.48
50001-100000	137	0.48	1069104	4.60
100001 and above	125	0.44	15385016	66.21
Total	28265	100.00	23235250	100.00

Address for Correspondence : New No 33, Old No.15, Postal Colony First Street,  
West Mambalam, Chennai-600 033.

Factory Location : Nil

## **TELESYS SOFTWARE LIMITED**

**AUDITOR CERTIFICATE REGARDING COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT:-**

**REGISTRATION NO OF THE COMPANY: 18-23621**

**NOMINAL CAPITAL: RS.25, 00, 00,000/-**

**TO  
THE MEMBERS OF THE TELESYS SOFTWARE LTD:  
CHENNAI**

We have examined all the relevant records of M/s. Telesys Software Ltd, Chennai for the purpose of certifying compliance of the conditions of Corporate Governance under clause 49 of the Listing Agreement with BSE for the financial year ended 31.3.2007. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof. This certificate is neither as assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanation and information furnished, we certify that the Company has complied with:

- (a) All the mandatory conditions of the said Clause 49 of the Listing Agreement.
- (b) The following non mandatory requirements of the said clause 49.

Signature                      Sd/-  
   Mohan  
   Partner - Venkat & Rangaa  
   Chartered Accountants

Membership no : 206393

Date: 30/06/2007  
Place: CHENNAI



## **TELESYS SOFTWARE LIMITED**

Certification by CEO and CFO s issued pursuant to revised Clause 49 of the Listing Agreement:

I, Y.Satyakumar, Managing Director of M/s.Telesys Software limited, Chennai certify that:

- (a) I have reviewed the financial statements including the cash flow statement of M/s.Telesys Software Limited, Chennai for the year ended 31<sup>st</sup> March 2007
- I. To the best of my knowledge and belief , the financial statements including cash flow statements do not contain any materially untrue statement or omit any material fact or contains statements that might be mis- leading :
  - II. To the best of my knowledge and belief, the financial statements including cash flow statements presents a true and fair view of company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the company during the year, which are fraudulent, illegal or violative to the company's code of conduct.
- (c) Based on my observance and on the basis of submission received through sub-certification process, I certify that internal controls for financial reporting are established, maintained and are effective considering the nature and size of the business. Further no deficiencies have observed in design or operation of such internal controls for the period covered by this report.
- (d) During the period under review, no significant changes were observed in the internal controls over financial reporting and accounting policies of the company. Furthermore, no instance of fraud found by management or employees having a significant role on the company's internal control system over financial reporting.

Date: 30/06/2007  
Place: Chennai

Sd/-  
Y.Satyakumar  
(Signature of the Certifying Authority)  
Managing Director

## **TELESYS SOFTWARE LIMITED**

---

### **AUDITORS' REPORT TO THE MEMBERS OF TELESYS SOFTWARE LIMITED**

1. We have audited the attached Balance Sheet of Telesys Software Limited as at 31<sup>st</sup> March 2007, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement of the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:
  - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii) In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of those books.
  - iii) The Balance Sheet, Profit and Loss Account dealt with by this report are in agreement with the books of account
  - iv) In our opinion, the Balance Sheet, Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2007, and taken on record by the Board of Directors, We report that none of directors are disqualified as on 31<sup>st</sup> March 2007 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
  - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

## **TELESYS SOFTWARE LIMITED**

the nature of its business. During the course of audit, We have not observed any continuing failure demanding correction of weaknesses in internal control system.

5. The company has not entered into any contracts or arrangements attracting provisions of Section 301 of the Companies Act 1956 requiring the maintenance of a register under the above section.
6. The company has not accepted any deposits from the public.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The Company has not been required by the Central Government to maintain cost records under section 209 (1) (d) of the Companies Act, 1956.
9.
  - a. The company is regular in depositing with appropriate authorities undisputed statutory dues such as sales tax, Income tax, education cess and other material statutory dues applicable to it.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax sales tax and cess were in arrears as at 31<sup>st</sup> March 2007 for a period of more than six months from the date they became payable.
10. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by this audit and has incurred cash loss during the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not availed any loan from financial institution, bank or debenture holders and hence the question of default in repayment doesn't arise.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly Clause 4(xii) of the order is not applicable.
13. 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 (Auditors' Report) Order, 2003 are not applicable to the company.
14. The company has given guarantee to Andhra Bank, Sowcarpet Branch for Rs.20.48 Crores against Term Loan sanctioned to M/S.Chitra Bio Energy Limited and the terms and conditions whereof are not prejudicial to the interest of the company

## **TELESYS SOFTWARE LIMITED**

---

- the nature of its business. During the course of audit, We have not observed any continuing failure demanding correction of weaknesses in internal control system.
5. The company has not entered into any contracts or arrangements attracting provisions of Section 301 of the Companies Act 1956 requiring the maintenance of a register under the above section.
  6. The company has not accepted any deposits from the public.
  7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
  8. The Company has not been required by the Central Government to maintain cost records under section 209 (1) (d) of the Companies Act, 1956.
  9.
    - a. The company is regular in depositing with appropriate authorities undisputed statutory dues such as sales tax, Income tax, education cess and other material statutory dues applicable to it.
    - b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax sales tax and cess were in arrears as at 31<sup>st</sup> March 2007 for a period of more than six months from the date they became payable.
  10. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by this audit and has incurred cash loss during the immediately preceding financial year.
  11. In our opinion and according to the information and explanations given to us, the company has not availed any loan from financial institution, bank or debenture holders and hence the question of default in repayment doesn't arise.
  12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly Clause 4(xii) of the order is not applicable.
  13. 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 (Auditors' Report) Order, 2003 are not applicable to the company.
  14. The company has given guarantee to Andhra Bank, Sowcarpet Branch for Rs.20.48 Crores against Term Loan sanctioned to M/S.Chitra Bio Energy Limited and the terms and conditions whereof are not prejudicial to the interest of the company

**TELESYS SOFTWARE LIMITED**

---

15. According to the information and explanations given to us, we report that the company has not raised any term loan during the year.
16. According to the information and explanations given to us, We report that the company has not raised any short-term or long-term funds during the year.
17. According to the information and explanations given to us, during the year the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
18. According to the information and explanations given to us, during the period covered by this audit report, the company has not issued any debentures.
19. The company has not raised any money by way of public issue during the year.
20. 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 the audit.

**Place: Chennai**  
**Date: 30/06/2007**

**Venkat & Rangaa**  
**Chartered Accountants**

# TELESYS SOFTWARE LIMITED

BALANCE SHEET AS AT 31.03.2007

Particulars	Sch	As at March 31, 2007 Rs.	As at March 31, 2006 Rs.
<b>SOURCES OF FUNDS</b>			
<b>SHARE HOLDERS' FUNDS</b>			
Share capital	1	232,252,500	232,352,500
Reserves & Surplus	2	34,949,500	34,949,500
<b>LOAN FUNDS</b>			
Secured Loans		-	-
Unsecured Loans		-	-
Deffered Tax Liability			
		1,916,112	3,033,448
		<b>269,218,112</b>	<b>270,335,448</b>
<b>APPLICATION OF FUNDS</b>			
<b>FIXED ASSETS</b>			
Gross Block	3	177,435,710	155,613,962
Less: Depreciation		63,855,410	61,910,267
Net Block		113,580,300	93,703,695
Goodwill on Amalgamation		30,367,280	45,550,920
<b>INVESTMENTS</b>			
CURRENT ASSETS, LOANS AND ADVANCES	4	25,770,125	5,321,520
<b>Sundry Debtors</b>			
Sundry Debtors	5	-	13,021,725
<b>Cash And Bank Balances</b>			
Cash And Bank Balances	6	3,202,774	1,023,342
<b>Loans and Advances</b>			
Loans and Advances	7	53,647,434	65,615,804
Sub Total		56,850,208	79,660,871
<b>Less: CURRENT LIABILITIES AND PROVISIONS</b>			
Liabilities & provisions	8	12,125,815	6,865,067
<b>NET CURRENT ASSETS</b>			
Miscellaneous Expenditure (To the Extent not written off or adjusted)	9	1,490,392	2,441,999
Profit & Loss Account		53,285,621	50,521,510
		<b>269,218,112</b>	<b>270,335,448</b>
<b>Significant Accounting Policies &amp; Notes to Accounts</b>			
	12		

For and on behalf of board

As per our report of Even date

Y.Satya Kumar  
Managing Director

Heera Chand Surana  
Chairman

Venkat & Rangaa  
Chartered Accountants

Place: Chennai  
Date: 30/06/2007

## **TELESYS SOFTWARE LIMITED**

### **Profit and Loss Account for the year ended March 31, 2007**

	Schedule	As On 31/03/2007	As On 31/03/2006
<b>INCOME</b>			
Sales and service Income		2,294,570	8,185,000
Other income		1,801,364	4,991,912
profit on sale of shares		11,008	
profit on sale of land		34,484,620	
		<b>38,591,562</b>	<b>13,176,912</b>
<b>EXPENDITURE</b>			
Software Development Expenses	10	4,795,033	5,108,915
Operating & Administrative expenses	11	16,239,745	14,057,761
Depreciation		4,991,237	8,549,744
Preliminary Expenses Written off		951,607	951,608
Goodwill Written Off		15,183,640	15,183,640
		<b>42,161,261</b>	<b>43,851,668</b>
<b>PROFIT BEFORE TAX</b>		<b>(3,569,699)</b>	<b>(30,674,756)</b>
Provision for FBT		8,196	-
Provision for taxation-Current		303,552	-
Provision For Deferred Tax		(1,117,336)	-
<b>PROFIT AFTER TAX</b>		<b>(2,764,111)</b>	<b>(30,674,756)</b>
		<b>(2,764,111)</b>	<b>(30,674,756)</b>
Add: Balane brought forward		<b>(50,521,510)</b>	<b>(19,846,754)</b>
Balance carried to Balance sheet		<b>(53,285,621)</b>	<b>(50,521,510)</b>

Notes to Accounts 12

For and on behalf of board

As per our report of Even date

Y.Satya Kumar  
Managing Director

Heera Chand Surana  
Chairman

Venkat & Rangaa  
Chartered Accountants

Place: Chennai  
Date: 30/06/2007

## **TELESYS SOFTWARE LIMITED**

### Schedules forming part of Accounts

Particulars	As at March 31, 2007 Rs	As at March 31, 2006 Rs
<b>SCHEDULE 1</b>		
<b>Authorized</b>		
25000000 Equity Shares of Rs.10/- cash (Py 25000000)	250,000,000	250,000,000
<b>Issued and Subscribed &amp; Paid Up:-</b>		
23235250 (Py 23235250) Equity shares of Rs. 10/- each	<u>232,352,500</u>	<u>232,352,500</u>
<b>SCHEDULE 02</b>		
<b>RESERVES &amp; SURPLUS</b>		
Share Premium	<u>34,949,500</u>	<u>34,949,500</u>
<b>SCHEDULE 03</b>		
<b>FIXED ASSETS</b>		
(Separate Statement Attached)		
<b>SCHEDULE 4</b>		
<b>INVESTMENT</b>		
<b>Quoted Investments</b>		
IQ Infotech Limited		31,395
Cost of nil(p.y 122019) Equity Shares of face value Rs 10/each		
Sharpre Infotech India Limited	1,760,000	1,760,000
Cost of 1183933 (p.y 1183933)Equity Shares of face value Rs 10/each		
Omni ax's software limited	3,182,426	1,451,250
Cost of 3498600(p.y 1935000) Equity Shares of face value Rs 10/each		
SMR Universal Softech Limited	2,017,239	1,199,275
Cost of 1052400 (p.y489500) Equity Shares of face value Rs 10/each		
Twincities Infotech Limited	1,245,815	879,600
Cost of 894500 (p.y694500) Equity Shares of face value Rs 10/each		
<b>Non Quoted Investments</b>		
J.C. Bitotech Pvt Limited	3,500,000	-
cost of 350000(p.y.nil)Equity shares of face value Rs 10 each		
Baghmar Finance Limited	6,500,000	-
cost of 325000(p.y.nil)Equity shares of face value Rs 10 each		
Dynamic Securities Limited	3,830,000	-
Cost of 230000 shares Equity shares of face value Rs 10 each		



**SCHEDULES FORMING PART OF ACCOUNTS**

**SCHEDULE 3  
FIXED ASSETS**

(Rs. in thousands)

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.4.2006	Additions	Deletions	As at 31.3.2007	Up to 01.04.2006	for the period	Deletion	Up to 31.03.2007	As at 31.03.2007	As at 31.03.2006
Computers,Softwares & Peripherals	115,115,978	-	-	115,115,978	58,005,919	4,891,532	-	62,897,451	52,218,527	57,110,059
Office Equipments	1,543,444	-	-	1,543,444	838,123	98,110	-	936,233	607,211	705,321
Furniture &Fixtures	4,353,252	-	4,353,252	-	3,046,094	-	3046094	-	-	1307158
Vehicles	26,288	-	-	26,288	20,131	1,594	-	21,725	4,563	6,157
	121,038,962	-	4,353,252	116,685,710	61,910,267	4,991,237	3,046,094	63,855,410	52,830,300	59,128,695
Capital Work in Progress (Software under development)	34,575,000	35,000,000	8,825,000	60,750,000	-	-	-	-	60,750,000	34,575,000
	155,613,962	35,000,000	13,178,252	177,435,710	61,910,267	4,991,237	-	63,855,410	113,580,300	93,703,695

## **TELESYS SOFTWARE LIMITED**

manas labs limited	26,50,000	-
cost of 265000(p.y.nil) Equity shares of face value Rs 10 each		
parque foods&Exports Limited	244,514	-
cost of 198300(p.y.nil) Equity shares of face value Rs 10 each		
pentagaon global Solutions limited	840,131	-
cost of 880275(p.y.nil)Equity shares of face value Rs 10 each		
	<b>25,770,125</b>	<b>5,321,520</b>

### **SCHEDULE 05**

#### **SUNDRY DEBTORS**

##### **Unsecured Considered Good**

Debts outstanding for a period exceeding six months	-	13,021,725
Other debts	-	-
	-	<b>13,021,725</b>

### **SCHEDULE 06**

#### **CASH AND BANK BALANCES**

##### **Fixed Deposit**

Cash on hand	1,750,000	706,941
On Current Accounts	380,057	316,401
	<b>1,072,716</b>	<b>316,401</b>
	<b>3,202,774</b>	<b>1,023,342</b>

### **SCHEDULE 07**

#### **LOANS AND ADVANCES**

##### **Unsecured considered good**

##### **Unsecured considered good Advances**

recoverable in cash or in kind for value to be received	52,886,040	65,267,602
Tax Deducted At Source		
Opening Balance	348203.00	761,394
Add:Additions During the Year	413191.00	348,203
Advances &Deposits		
	<b>53,647,434</b>	<b>65,615,805</b>

### **SCHEDULE 08**

#### **CURRENT LIABILITITES& PROVISIONS**

Sundry Creditors for Expenses&Other Liabilities	9,100,000	4,171,000
Provision for Taxation	2,997,619	2,694,067
Provision for Expenses	20,000	-
Provision for FBT	8,196	-
	<b>12,125,815</b>	<b>6,865,067</b>

### **SCHEDULE 09**

#### **MISCELLANEOUS EXPENDITURE**

Opening Balance	2,441,999	3,393,607
Less:Written off during the year	951,607	951,608
	<b>1,490,392</b>	<b>2,441,999</b>

## **TELESYS SOFTWARE LIMITED**

### **SCHEDULE 10**

#### **SOFTWARE DEVELOPMENT EXPENSES**

Salaries Allowances & Incentives	1,589,000	542,500
Staff Welfare-Employees	116,533	66,415
Cost of Software Packages & computer Maintenance	3,089,500	4,500,000
	<u>4,795,033</u>	<u>5,108,915</u>

### **SCHEDULE 11**

#### **OPERATING AND ADMINISTRATIVE EXPENSES**

Directors Remuneration	-	240,000
Travelling & Conveyance	121,750	66,315
Rent	80,000	67,919
Electricity	81,950	
Postage & Courier	297,720	360,539
Printing & Stationary	156,540	107,400
Repairs & Maintenance		26,683
Advertisement & Marketing Expenses	6000	35,000
-		
Directors Sitting Fees		25,000
Share Transfer Agent Fees		32,000
Loss on sale of assets	382,158	-
Loss on sale of shares	6,448,427	12,870,250
Auditors Remuneration	25,000	15,000
Miscellaneous Expenses	84,388	23,470
Bank Charges	11,255	1,485
Bad debts	8,371,238	
service tax paid	64,926	
Bank transaction charges	-	
NSDL Fees	66,443	90,000
Commission paid	-	
Listing Fees		50,000
share transfer agent fees	27,450	
Consultancy Charges	14,500	46,700
Income Tax Paid		
	<u>16,239,745</u>	<u>14,057,761</u>

For and on behalf of board

As per our report of Even date

Y.Satya Kumar  
Managing Director

Heera Chand Surana  
Chairman

Venkat & Rangaa  
Chartered Accountants

Place: Chennai  
Date: 30/06/2007

# **TELESYS SOFTWARE LIMITED**

---

## **SCHEDULE-12**

### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

#### **I Significant Accounting Policies**

**1. Basis of preparation of Financial Statements:**

The Financial Statements have been prepared in accordance with the generally accepted accounting principles on accrual basis and comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956 as adopted consistently by the company. The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis.

**2. Revenue Recognition:**

Revenue from software development is recognized at the time of invoicing them to customers

**3. Fixed Assets:**

Fixed assets are stated at historical cost less accumulated depreciation.

**4. Investments:**

Investments are classified as long-term investments and current investments. Long-term investments are stated at cost and any decline other than temporary, in the value of such investments is charged to the Profit and Loss Account. Current investments are stated at lower of cost and market value. Investments are held in the name of the company.

**5. Depreciation:**

Depreciation on fixed assets is provided on written down value basis at the rates prescribed in schedule XIV to the Companies Act, 1956. The Company has provided depreciation only on the assets utilized during the year.

#### **II Notes on Accounts**

1. Miscellaneous Expenditure represents preliminary expenses amortised over a period of five years and public issue expenses to be written off over a period of ten years.
2. In compliance with the Accounting Standard – AS 22 relating to "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax asset has been created .

## **TELESYS SOFTWARE LIMITED**

### **3. Related Party Disclosure:**

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosure of transaction with the related parties are given below:

#### **I Name of the related party:**

Key Management Personnel (KMP): Mr. Satya Kumar (Managing Director)

#### **II Disclosure of related party transaction:**

<i>Nature of transaction</i>	<i>Nature of Relationship</i>	<i>Amount</i>
Directors' Remuneration	KMP	Rs. 1,00,000

### **4. Auditors' Remuneration:**

	<i>2006-07</i>	<i>2005-06</i>
	<i>Rs.</i>	<i>Rs.</i>
Audit Fees	15,000	10,000
Income Tax Matters	5,000	5,000
Expenses reimbursed		
	<u>20,000</u>	<u>15,000</u>

5 Contingent Liability -Nil

6 Expenditure in Foreign Currency – Nil

7 CIF Value of imports-Capital Goods –Nil

8 Salaries, allowances and incentives includes Directors' Remuneration of Rs NIL

<b>9 Earnings per Share:</b>	<u><i>2006-07</i></u>	<u><i>2005-06</i></u>
Profit/(Loss) after tax as per Accounts	(3569699)	(30687547)
Weighted Average number of Equity Shares	2,32,35,250	2,32,35,250
Basic earnings per share (Rs.)	(0.15)	(1.32)

## **TELESYS SOFTWARE LIMITED**

- 10 Information pursuant to the provisions in part II of Schedule VI of the Companies Act, 1956 – Expenditure on employees drawing remuneration of Rs. 24 Lacs or more per annum when employed throughout the year or Rs. 2,00,000/- or more per month when employed for part of the year – Nil
- 11 As the Company is engaged in the development of software, it is not possible to give the quantitative details.
- 12 Previous year's figures have been regrouped or restated wherever necessary to conform to the current year's presentation.

**Y. Satya Kumar**  
Managing Director

**Heera Chand Surana**  
Chairman

**Venkat & Rangaa**  
Chartered Accountants

Place: Chennai  
Date: 30/06/2007

## **TELESYS SOFTWARE LIMITED**

### **CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2006**

	(Rs.in Lakhs) 2006-07	2005-06
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit/Loss After Tax And Extra Ordinary Items	(38.82)	(306.75)
Adjustment for:		
- Depreciation	49.91	85.50
- Miscellaneous expenses written off	9.52	9.52
- Loss on sale of Fixed Assets & Shares	64.48	128.70
Profit on sale of shares		(14.33)
Goodwill Written off	151.84	151.84
<b>Operation Profit before Working Capital Changes</b>	<b>236.93</b>	<b>54.47</b>
Adjustment for:		
- Trade Réceivables & other assets	130.22	221.95
- Inventories	-	-
- Other Payables	52.61	33.11
<b>Net Cash From Operating Activities</b>	<b>419.76</b>	<b>309.53</b>
<b>B: CASH FLOW FROM INVESTING ACTIVITIES:</b>		
- Purchase of Fixed Assets	(261.75)	(72.69)
- Sale of Fixed Assets	13.07	
Loans & Advances	119.68	(441.87)
- pur of Investments	268.97	201.70
<b>Net Cash used in Investing Activites</b>	<b>(397.97)</b>	<b>(312.86)</b>
<b>C: CASH FLOW FROM FINANCING ACTIVITIES:</b>		
- Proceed From Issue Of Share Capital		
Increase In Unsecured Loan		
- Fees paid for Increase In Authorised Captial		
- Other income		
<b>Net Cash From Financing Activies</b>		-
<b>D: NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>21.78</b>	<b>(3.33)</b>
<b>E.Cash &amp; Cash equivalents at the beginning of the year</b>	<b>10.23</b>	<b>13.56</b>
<b>F.Cash and Cash Equivalents at the end of the year</b>	<b>32.02</b>	<b>10.23</b>

Place :Chennai  
Date :30/06/2007

Y.Satya Kumar  
Managing Director

### **AUDITORS CERTIFICATE**

We have examined the attached cash flow statement of Telesys Software Limited(the company) for the year ended 31st March 2006.The statement has been prepared by the company in accordance with the requirments of Listing Agreement and is based on and in agreement with the Corresponding Profit and Loss Account and Balance Sheet of the company covered by our report of even date to the members of the company.

Place :Chennai  
Date :30/06/2007

Venkat &Rangaa  
Chartered accountants

## TELESYS SOFTWARE LIMITED

PART IV - BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE			
<b>1. REGISTRATION DETAILS</b>			
Registration No.: 23621	(State Code)	18	(Refer Code List)
	31	03	2007
	Date	Month	Year
<b>II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands)</b>			
Public Issue	= Nil	Right issue	= Nil
Bonus Issue	= Nil	Private issue	= Nil
<b>III. POSITION OF MOBILIZATION &amp; DEPLOYMENT OF FUNDS (Amount in Rs. Thousands)</b>			
Total Liabilities	= 269218	Total Assets	= 269218
<b>SOURCE OF FUNDS</b>		<b>SOURCE OF FUNDS</b>	
Paid up Capital	= 232353	Reserves & Surplus	= 34950
Secured Loan	= Nil	Unsecured Loans	= Nil
		Deffered tax Liability	= 1915
<b>APPLICATION OF FUNDS</b>		<b>APPLICATION OF FUNDS</b>	
Net Fixed Assets	= 113580	Investments	= 25770
Net Current Assets	= 44724	Misc. Expenses	= 1490
Accumulated Losses	= 53286	Goodwill	= 30368
<b>IV. PERFORMANCE OF COMPANY (Amount in Rs. Thousands)</b>			
Turn Over	= 38592	Total Expenditure	= 42161
Profit/ (Loss) before tax	= (3570)	Profit/Loss after tax	= (2764)
Earning per Share in Rs.	= Nil	Dividend Rate %	= Nil
<b>V. GENERIC NAMES OF THREE PRICIPAL PRODUCTS / SERVICES OF COMPANY (as per Monetary terms)</b>			
Item Code No. (ITC Code) Product Description : Development of Software			
Item Code No. (ITC Code) Product Description : Development of Software			
Item Code No. (ITC Code) Product Description : Development of Software			
Note : For ITC of products please refer to the publication Indian trade classification based on harmonized commodity description and coding system by Ministry of Commerce, Directorate General of Commercial intelligence and statistic, Calcutta - 700 001.			



**TELESYS SOFTWARE LIMITED**

---

**TELESYS SOFTWARE LIMITED**  
New No.33, Old No.15, Postal Colony, First Street, West Mambalam, Chennai – 600 017.

**ATTEDANCE SLIP**

Please complete the Attendance slip and hand it over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s)

Ledger Folio No. :

No. of Shares held :

I hereby record my presence at the Annual General Meeting of the Company, at New No.33, Old No.15, Postal Colony, First Street, West Mambalam, Chennai – 600 033, on Saturday, the 29<sup>th</sup> September 2007 at 10.00 A.M.

SIGNATURE OF THE SHAREHOLDERS / PROXY\*

\* Strike out whichever is not applicable.

————— CUT HERE —————

**TELESYS SOFTWARE LIMITED**  
New No.33, Old No.15, Postal Colony, First Street, West Mambalam, Chennai – 600 033.

**FORM OF PROXY**

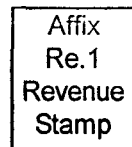
Proxy No.....

Ledger Folio No.....

NO.OF SHARES.....

I/We ..... being a Member/ Members of **TELESYS SOFTWARE LIMITED** hereby appoint..... Or failing him/her.....of..... As my/our proxy to vote for me / us on my/ our behalf at the Annual General Meeting of the Company to be held on Saturday, the 29<sup>th</sup> September 2007 at 10.00 A.M.

Signed this..... Day of.....2007.



**BOOK POST**

**If Undelivered Please Return to :-**  
**REGISTERED OFFICE**  
New No.33, Old No. 15, Postal Colony,  
1st Street, West Mambalam,  
Chennai - 600 033.