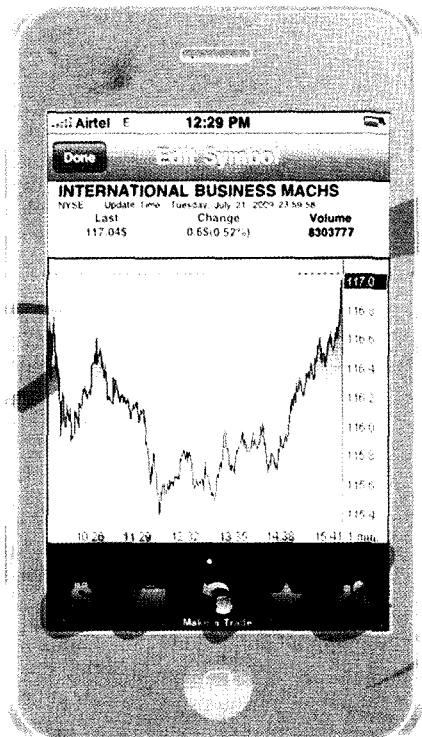


16th Annual Report

2009 - 2010



BOARD OF DIRECTORS

| | |
|-------------------|--------------------|
| Simon Mathews | Chairman |
| Sridhar Chelikani | Director |
| Clive Menhinick | Director |
| T N J Raman | Director |
| R S Sampath | Director |
| Murty Gudipati | Executive Director |

Auditors

Rambabu & Co.,
Chartered Accountants
Hyderabad - 500 082.

Bankers

IndusInd Bank Limited
Andhra Bank

**Registrar and Transfer Agent
(Physical and Depository)**

Dakshin Consultants (P) Ltd
6-3-655/2/4, Civil Supplies Bhavan Lane,
Somajiguda, Hyderabad - 500 082.

Registered Office

No.302, My Home Sarovar Plaza,
5-9-22, Secretariat Road,
Hyderabad - 500 063.

U.S. Subsidiary : Saven Technologies Inc.,
1051 Perimeter Drive,
Suite 1175, Schaumburg,
IL 60173, USA

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting of Saven Technologies Limited will be held on Thursday, the 24th day of September, 2009, at 4.00 P.M at the Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500 004, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended March 31, 2009 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. T N J Raman, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. R S Sampath, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Rambabu & Co., a firm of Chartered Accountants, as Statutory Auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors plus out-of-pocket expenses.

SPECIAL BUSINESS

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

"Resolved that Mr. Murty Gudipati who was appointed as an Additional Director of the Company on March 13, 2009 and who, in terms of section 260 of the Companies Act, 1956 read with Articles 107 and 108 of the Articles of Association of the Company, holds such office upto the date of this Annual General Meeting and in respect of whom the company has received a notice from a member of the Company under section 257 of the Companies Act, 1956 proposing his candidature

for the office of Director, along with a deposit of Rs 500/-, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 311, 314 and schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the shareholders of the company be and is hereby accorded to the appointment of Mr. Murty Gudipati as Executive Director of the Company for a period of two years from and including March 13, 2009 and that the following remuneration recommended by the Board's Remuneration Committee be and is hereby approved to be paid to Mr. Gudipati during the said period he holds office as Executive Director : -

- a. Remuneration:

Salary: Basic salary at the rate of Rs 50,000/- per month.

- b. In addition to the above Basic Salary, he shall be entitled to the following allowances and perquisites namely:-

- i. Other Allowances: The Company shall pay City Compensatory Allowance of Rs.40,000/- and Special Allowance at Rs 50,000/- per month.

- ii. Medical: Reimbursement of all medical expenses incurred for self, spouse, children and dependant parents to the extent of Rs 15,000/- per annum. He will be covered under Group Hospitalization for self, spouse, children and dependant parents and Accident Insurance Scheme for self as per the Company's rules.

- iii. Leave Travel Assistance: Leave Travel Assistance for self and family, maximum upto 1(one) month's Basic Salary, once in a year for any destination in India or, if agreed to by the Board, abroad.

- iv. Use of Vehicle(s): Company maintained vehicle(s)

- for use for the Company's business, (the expenditures on such vehicle(s) shall not be considered as a prerequisite)
- v. Communications facility at Residence: Telephone and Communication facilities at the residence, namely, fax, E-mail, internet, etc, the expenditure on which shall not be considered as a prerequisite
 - vi. *Provident Fund: Contribution to the Provident Fund* in accordance with the rules of the Company subject to a ceiling of 12% of the Basic salary, as per prevailing rules or as may be notified by the Government from time to time.
 - vii. *Gratuity: Payable in accordance with the rules of the Company as applicable or as may be notified by the Government from time to time.*
 - viii. *Earned/Privilege Leave: Leave with full pay and allowances, in accordance with the rules of the Company.*
- Memorandum of Concern or Interest:
- Apart from Mr. Murty Gudipati, none of the other Directors is concerned or interested in the above matter
- "FURTHER RESOLVED THAT Mr. R.S. Sampath, Director, be and is hereby authorized to take all necessary steps and do all such acts, deeds and things as may be required for giving effect to the above resolution."
- Notes
1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself and the proxy need not be a Member. The proxy form is enclosed which should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting.
 2. The Register of Members and Share Transfer Books of the Company will remain closed from September 18, 2009 to September 24, 2009, both days inclusive.
 3. Members / Proxies are requested to bring to the meeting their copies of the Annual Report and the Attendance Slip duly filled in for attending the meeting.
 4. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business is annexed hereto.
 5. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by them may be made available at the meeting.
 6. Shareholders are requested to intimate immediately any change in the address registered with the Company. Members holding shares in dematerialised form are requested to notify any change in address to their respective Depository Participants (DPs).
 7. Trading in the equity shares of the Company is compulsorily in dematerialised form for all investors. The ISIN (International Securities Identification Number) allotted to the Company's equity shares is INE 856B 01015.
 8. In compliance of the SEBI circular no.MRD/DoP/ Cir-05/2009 dated May 20, 2009, the shareholders/transferees (including joint holders) holding shares in physical form are requested to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
 9. Members are requested to send all communications relating to shares to the Company's Share Transfer Agents (Physical and Depository) at the following address:
Dakshin Consultants (P) Ltd.
6-3-655/2/4, Civil Supplies Bhavan Lane,
Somajiguda,
Hyderabad - 500 082
- EXPLANATORY STATEMENT (pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 5 & 6

Mr Murty Gudipati is an Engineering Graduate (B.Tech - ECE) with M.S. in Computer Engineering from Clemson University, USA.

Mr Murty Gudipati has more than 10 years of experience in information technology. Mr.Murty Gudipati worked as Software Consultant at MCI Corporation, New York, USA and Dow Jones Company, Princeton, New Jersey, USA from 1993 till 1995. He also worked as Engineering Manager at Interactive Data Corporation, New York, USA (1995 -2006).

Mr. Murty Gudipati was appointed as an Additional Director of the Company at the Board meeting held on March 13, 2009 and holds office till the commencement of the ensuing Annual General meeting. The company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature as a director along with the requisite deposit.

Mr. Murty Gudipati has been the Head of the Company's Offshore Development Center for a period of two years and he has enlarged the team to about 30 members with billing of USD half a Million from India to US. In order to benefit from his experience and avail his expert advice, the Board of Directors of the Company has co-opted him on the Board as Executive Director

On the recommendation of the Remuneration Committee, the Board, at its meeting held on March 13, 2009, approved the terms and conditions of Mr. Murty Gudipati's appointment, subject to the approval of the shareholders.

The terms of appointment and remuneration including minimum remuneration proposed to Mr. Murty Gudipati are fully set out in the resolution No. 6 herein before written. The same constitutes the abstract of the terms of appointment of Mr. Murty Gudipati as required

under Section 302 of the Companies Act, 1956.

No Director of the Company other than Mr. Murty Gudipati is concerned or interested in the resolution.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION AT THE ENSUING ANNUAL GENERAL MEETING (Pursuant to Clause 49 VI(A) of Listing Agreement with Stock Exchanges)

Mr. T N J Raman

Mr. T N J Raman aged about 78 years received B.A (Hons) in Economics from Delhi University and post graduation in Personnel Management and social work from Kolkatta University. With over 40 years of experience in Personnel Management and Manpower Development. Mr. Raman has held senior position in ITC, Lipton and Union Carbide. He served as an Executive Director on the Board of Jenson & Nicholson.

Mr T N J Raman serves on the Audit, Investors Grievances and Remuneration Committees of the Board of the Company. He is a Director on the Board of Pennar Chemicals Limited and also serves on its Remuneration Committee.

Mr R S Sampath

Mr. R S Sampath is a Chartered Accountant (B. Com, FCA) of the 1968 batch. Aged 63 years, he is having about 40 years of rich and diverse experience in Finance, Accounts, Administration and General Management. He was with Voltas Ltd over a period of 23 years and has been with Pennar Group for the last 17years.

By Order of the Board
for Saven Technologies Limited

Place : Hyderabad

Ansu Elezabeth Thomas

Date : August 12, 2009

Company Secretary

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 16th Annual Report on the business and operations of your Company for the year ended March 31, 2009.

Financial Results

Your Company's total revenue was at Rs. 38.81 Million as against Rs.35.85 Million for the previous year. Software development and service by Offshore Development Center had recorded an increase of 75% from Rs. 11.90 Million to Rs. 20.80 Million during the year ended March 31, 2009. The net profit for the year was Rs.3.09 Million as against a net loss of Rs.3.23 Million for the previous year.

Your Company and its Subsidiary in USA, Saven Technologies Inc. achieved a consolidated income of Rs. 594.78 Million as against Rs.604.22 Million for the previous year. By most counts 2008 was a challenging year for IT Companies, mostly due to the credit-induced economic crisis in the US. Due to substantial slowdown and recession many Companies had either pruned down their IT spending or had postponed. This has resulted in a reduced revenue generation and an increase in the bench cost of the employees. In addition, the US subsidiary had to bear an unfavourable fluctuation in the foreign exchange variation of Rs.5.95 Million as compared to a favourable fluctuation of Rs.0.67 Million for the previous year. As a result, the consolidated loss for the year was Rs. 19.55 Million compared with a profit of Rs. 16.60 Million for the previous year. However, due to reduced provision of income tax of Rs. 0.38 Million as against Rs. 9.73 Million for the previous year and after adjustment of Minority Interest the net consolidated loss for the year was Rs. 10.29 Million as against net consolidated profit of Rs. 5.07 Million for the previous year.

Business Overview:

Off-shore Development Center

The economic slowdown in US is forcing small business enterprises to optimize their IT output by outsourcing their work to Offshore Development Centers. The Companies have also shown open minded approach in this regard and have further accelerated an emerging emphasis on improving business performance. Your Company has also been involved in a lot of pre-sales

activities. The Company is also planning to enlarge the strength of the developers by more than 50% from the present level, after these engagements turnout to be revenue generating projects. Your Company's Software Development Center is also in the process of delivery data base tool that manages exchange traded funds and are also in the process of building advanced screening tools for ETFs for use by retail investors.

Your Directors are pleased to inform you that applications developed by your Offshore Development Center with their capabilities on new web technologies like abode Flex and Microsoft Silver Light in Rich internet Application space have been well appreciated. In addition, the analytical libraries built by the center to facilitate traders have provided tremendous value to our customers' products and this has strengthened the level of trust of our customers in our analytical capabilities.

Your Company's Software Development Center has recently engaged itself in building Mobile Applications using iPhone and Googles Android platforms.

The Company is also examining various opportunities available to it from the domestic market including deployment of tools built for US based fund managers for their Indian counterparts. The size of Saven being relatively small, it is seeking a modest share of the business and the Company is optimistic of withstanding the adverse effect of the present slow down.

IT Enabled Services

Your Company continued to operate in a small way in the financial service segment. While there is no immediate plan to scale up the operations in this segment, the Company would examine the various alternatives available for development of business in this segment.

Subsidiary Companies:

The US subsidiary, IT services provider, specializes in planning, managing and implementing information technology solutions, besides offering consultancy services onsite, offsite and offshore basis. Saven also develops products complementary to its consulting operations which further add measurable value to its clients.

The ongoing economic crisis has significantly impacted global economic growth. According to World Bank forecast, world economy is set to grow at a modest

0.9% in 2009, whilst the US is said to contract by 0.5%. This has impacted the performance of your subsidiary Company, Saven Technology Inc. The total income for the year ended March 31, 2009 was \$ 13.14 Million as compared to \$14.50 Million, a reduction of almost 10%. However, in terms of rupees, the total income was Rs.592.22 Million as compared to Rs. 600.00 Million for the previous year, since the income was converted into rupees at a much favourable foreign exchange rate for the year 2008-09. Due to substantial increase in the personnel cost in terms of revenue owing to bench costs and reduced revenue due to pressure on billing, the subsidiary incurred a net operating loss of Rs. 15.93 Million as against a profit of Rs. 15.22 Million for the previous year. However, owing to reduced income tax burden, the net loss was Rs. 16.40 Million as against a profit of Rs. 4.80 Million for the previous year. Your subsidiary has implemented various cost cutting measures including pruning the staff by 15% and at the same time strengthening the marketing staff to increase the volume of business. With signs of improvement, Saven, US, is aggressively pitching to increase the number, despite the rather stringent conditions in the immigration process.

Saven Technologies (UK) Limited, a wholly-owned Subsidiary of your Company in UK, did not have any operations during the year under review. As it is not worthwhile to make this subsidiary again operational, it is proposed to approach the regulatory authorities to seek their permission to strike off its name from the list of Companies.

The Annual Reports of these subsidiaries have been attached to this Report as required under Section 212 of the Companies Act, 1956.

Joint Venture

Penrillian Limited, a joint venture of your Company in UK is in the business of software development for wireless information devices. Despite unprecedented economic slowdown, your joint venture was able to sustain its operation and continue to provide high end technical solutions to leading mobile Companies.

Consolidated Financial Statements

In conformity with Clause 32 of the Listing Agreement with the Stock Exchange and as required by Accounting Standard 21 issued by The Institute of Chartered Accountants of India (ICAI), the Consolidated Financial

Statements of your Company and its Subsidiaries are published in the Annual Report in addition to their individual financial statements.

Dividend

In the absence of distributable profits, your Directors regret their inability to recommend any dividend for the year under review.

Fixed Deposits

Your Company has not accepted any deposits and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

Management Discussion & Analysis and Corporate Governance

The "Management Discussion and Analysis Report" highlighting the industry structure and developments, opportunities and threats, future outlook, risks and concerns etc. is furnished separately and forms part of this Directors' Report.

As per the requirements of the Listing Agreement with Stock Exchanges, a report on Corporate Governance duly audited is annexed for information of the Members.

Directors

Mr. R.S. Sampath, Director had been appointed as Manager under the Companies Act, 1956, with effect from February 06, 2007 for a period of two years. After the said term expired on February 05, 2009, Mr. R.S. Sampath continued to be a Director. The Board placed on record its appreciation of the contribution made by Mr. R.S. Sampath during his tenure as Manager under the Companies Act, 1956.

Mr. Murty Gudipati was appointed as an Additional Director on the Board of the Company with effect from March 13, 2009 and would hold office upto the date of the ensuing Annual General Meeting. A resolution for his appointment as a Director of the Company has been included in the Notice for the ensuing Annual General Meeting. Mr. Murty Gudipati was also appointed as Executive Director of the Company for a period of two years with effect from that date.

Pursuant to Article 125 of the Articles of Association of your Company, read with Section 256 of the Companies Act, 1956, Mr. T.N.J. Raman & Mr. R.S. Sampath retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

For perusal of the shareholders, a brief resume of the Directors to be appointed / re-appointed along with other necessary particulars are given in the Explanatory Statement to the Notice. The Directors commend their appointment / re-appointment.

Mr. Dhari Al-Roomi who had been a member of your Board of Directors from April, 2000 ceased to be a Director of the Company with effect from September 22, 2008. The Board placed on record its appreciation of the contribution made by Mr. Dhari Al-Roomi during his tenure as a Director.

Auditors

The Auditors, Rambabu & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept the office, if re-appointed.

Auditors' Qualification

The qualification made by the auditors in their report regarding the accounts for the period ended March 31, 2009 has been dealt with in the Notes to Accounts. (Schedule 13) and is self-explanatory.

Directors' Responsibility Statement pursuant to Section 217(2AA) of the Companies Act 1956

Your Directors state:

That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2009 and the Profit of the Company for that financial year;

That 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;

That the Directors have prepared the Annual Accounts on a going concern basis.

Disclosure as per the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

In terms of 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 your Directors furnish the required details below:

Conservation of Energy

The nature of the Company's operations require a very low level of energy consumption.

Research and Development (R&D)

The Company continues to look at opportunities in the areas of research and development in its present range of activities.

Technology Absorption

The Company has not imported any technology during the year.

Foreign Exchange Earnings and Outgo

During the year under review, your Company earned foreign exchange aggregating to Rs. 16.05 Million. The Foreign Exchange outgo during the year was nil.

Particulars of Employees

During the year under review, none of the employees of the Company have drawn remuneration as specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

Acknowledgments

Your Directors thank the investors, bankers, clients and vendors for their continued support. Your Directors place on record their appreciation of the valuable contribution made by the employees at all levels.

For and on behalf of the Board

Place :Hyderabad
Date : August 12, 2009

Simon Mathews
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (forming part of Directors' Report)**a. Industry Structure and Developments**

The Indian IT Industry has been going through a most challenging time. The Industry which is credited to have brought India on the forefront of the global map is struggling with economic turmoil in its biggest market. After enjoying 30% + growth rate for the last couple of years, Nasscom has announced in its findings that the industry could record a growth of 16.3% in the financial year 2008 - 09. The slowdown will result in terms of reduced growth rates, pricing pressures, cancellations, delays or no orders. The rising unemployment in the US has also evoked anti-outsourcing sentiments. The forecast of World Bank that the World economy is set to grow at a modest 0.9% in 2009 whilst the US, is set to contract by 0.5% indicates a tough business outlook for Indian IT Companies. The activities like restructuring and acquisitions to combat slow down, also have a negative impact on the continuation of business with existing clients. The domestic segment however grew by 21% to register a revenue of INR 570 billion in the financial year 2008-09. Domestic segment is expected to get a special boost with large transformational deals in telecom and e-governance.

b. Opportunities, Threats, Risks and Concerns

Changing economic and business conditions are creating an increasingly competitive market environment, driving corporations to transform the manner in which they operate. The role of technology has evolved from supporting operations to transforming them. The ability to design, develop and implement technology platforms and solutions to address business and client needs has become a competitive advantage. Further, the surge in growth in IT spending within India has created a new avenue for the domestic companies.

While the decreasing IT spends, drop in volumes and margin pressure will mean trouble for several small and mid-tier IT Companies, the bigger IT Companies with diverse services, quality control and strong Balance Sheets are better placed to weather the current head winds.

In a dynamic Industry such as Information Technology, risk is an inherent aspect of business. The volatility in the foreign exchange rate can adversely affect our revenue and margins. In an economic slowdown, reduction in IT spending or postponement may further impact the business. The political concerns on the issue of outsourcing and protectionism could create uncertainty in the business developments. However, your Company including its US Subsidiary is closely

monitoring the developments in the Industry and will continue to regularly monitor risk levels on various parameters and evolve strategies to mitigate the risk.

c. Outlook

Your Company continues to provide enterprise software development services using open source technologies for US clients in the financial market data services segment. The Company has been able to expand into more phases of integrated software development life cycle as mutual trust with the client has been established. This has enabled the Company to take more control over Project execution including Collection / Analysis, Architecture, Design, Coding/Debugging, Production Deployment and Support. The slowdown in US is forcing small business enterprises to optimize their IT output by outsourcing their work to offshore development centers. The Company is presently engaged in a lot of presale activities. It is sincerely hoped that these engagements will turn out to be revenue generating projects.

d. Internal Control Systems and their adequacy

There are adequate internal control procedures and internal audit systems commensurate with the size of the Company and the nature of its business. The Management periodically reviews the internal control systems for further improvement.

e. Discussion on financial performance with respect to operational performance

The financial statements have been prepared under the historical cost convention, on the basis of a going concern.

Financial condition**1. Share Capital**

The authorized Share Capital of the Company is Rs.16 Crores divided into 1.6 Crores of Equity Shares of Rs.10/- each.

The Issued and subscribed Share Capital was 10,878,748 Equity Shares of Rs.10/- each.

2. Preferential Warrants Funds Utilization

An amount of Rs.10.40 Million received towards Preferential Warrants, during the year 2007-08. An amount of Rs.3.60 Million has been utilized towards Capital Expenditure, towards Working Capital Rs.1.00 million and the balance amount of Rs.5.80 Million has been deposited in Fixed Deposits in a Scheduled Bank.

3. Reserves and Surplus

There has not been any change in the Share Premium amount during the year and the same stands at Rs.1,89,47,380/-.

During the year, the Company has forfeited 1,400,000 Warrants issued on Preferential basis and the amount paid on these warrants of Rs.1,400,000 was transferred to Capital Reserve.

4. Fixed Assets

Addition to the Gross Block in fiscal 2009 amounted to Rs.7.15 lakhs (Rs.30.12 lakhs in fiscal 2008).

The significant additions in fiscal 2009 were Hardware and Software of Rs.2.55 lakhs (Rs.6.86 lakhs in fiscal 2008) and Furniture & Fixtures and Air Conditioners of Rs.2.80 lakhs (Rs.19.89 lakhs in fiscal 2008) and Electrical Fittings of Rs.1.80 lakhs (Rs.2.54 lakhs in fiscal 2008).

5. Investments

The Company had, during the previous years, made strategic investments aggregating to Rs.20.16 Million in its Subsidiaries / Joint Venture. During the year 2001-02, the Company had provided diminution in the value of the investments to the extent of Rs.0.61 Million.

6. Net Current Assets

The net current assets of the Company have increased to Rs. 37.07 Million as on March 31, 2009 from Rs. 31.59 Million the previous year. The current ratio as on March 31, 2009 was 9:1.

7. Results of Operations

The total income for the year ended March 31, 2009 was Rs. 38.81 Million as compared to Rs. 35.85 Million for the previous year. The Operating Profit for the year under review, before depreciation, was Rs. 6.27 Million, as compared to Rs.1.08 Million Operating Loss for the previous year. After considering depreciation of Rs. 3.10 Million and Fringe Benefit Tax (FBT) aggregating Rs.0.072 Million for the year under review, the Net Profit was Rs. 3.09 Million, as compared to a Net Loss of Rs. 3.23 Million for the previous year.

The Technology Consultancy Services were discontinued with effect from January 01, 2009 and that the financial results under this segment were only for the period of nine months. The total income for the year ended March 31, 2009 was Rs. 14.99 Million as compared to Rs. 20.59 Million for the previous year.

The Offshore Development & Services income for the year ended March 31, 2009 was Rs. 20.80 Million as compared to Rs. 11.90 Million for the previous year.

The other income includes favourable foreign exchange variance of Rs. 1.75 Million as compared to unfavourable foreign currency fluctuation for the previous year.

f. Material developments in Human Resources / Industrial Relations front, including number of people employed

Being engaged in a people-oriented business, it has always been the Company's endeavour to create and encourage talent by providing a good working environment, need based training, career growth plans and a fairly competitive remuneration package.

Saven Employees Foundation Trust continues to hold 200,000 equity shares of Rs.10/- each, for grant of stock options to the Company's employees.

As at the end of the year, the Company had 40 employees on its rolls. The Company recruits the required personnel depending on its requirements from time to time.

FORWARD-LOOKING STATEMENTS

Some of the statements contained in the above discussion are of a forward-looking nature and it will be appreciated that the Company cannot guarantee that these expectations will be realised. Actual results and outcome may, despite efforts on the part of the Company, differ materially from those discussed.

for and on behalf of the Board

Place : Hyderabad
Date : August 12, 2009

Simon Mathews
Chairman

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of Listing Agreement with Stock Exchange, your Directors present below a detailed Compliance Report on Corporate Governance.

1. Company's Philosophy

Your Company is committed to good Corporate Governance and the Company's philosophy is aimed at conducting business ethically and efficiently in a transparent manner and

establishing enduring relationship with all its stakeholders and optimize growth.

2. Board of Directors*a. Composition of the Board*

The Company's Board consists of six Directors including the Promoter Director. The Company has as many as five independent Directors including the Non-executive Chairman.

b. Attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) and details of other Directorships, etc.

| Name of the Director | Category of Directorship | Attendance | | No. of other Companies in which Director | No. of Committees (other than those constituted by the Company in which Member /Chairman) |
|-----------------------|-------------------------------------|---------------|----------|--|---|
| | | Board Meeting | Last AGM | | |
| Simon Mathews | Independent, Non-executive Chairman | 6 | Yes | 1 | 1 |
| T N J Raman | Independent, Non-executive | 6 | Yes | 1 | 1 |
| Sridhar Chelikani | Promoter, Non-executive | 2 | No | 2 | Nil |
| R S Sampath (1) | Independent, Non-executive | 6 | Yes | 2 | Nil |
| Clive Menhinick | Independent, Non-executive | Nil | No | 4 | Nil |
| Murty Gudipati (2) | Independent, Executive | 1 | Yes | 1 | Nil |
| Dhari Al-Roomi (3) | Independent, Non-executive | Nil | No | 3 | Nil |
| John Oliver Brady (4) | Independent, Non-executive | Nil | No | 3 | Nil |

Note: Date of last Annual General Meeting (AGM) - September 22, 2008.

- (1) Ceased to Manager under the Companies Act, 1956, with effect from February 05, 2009.
- (2) Appointed as an Executive Director with effect from March 13, 2009 subject to the consent of the shareholders being duly obtained in the ensuing AGM.
- (3) Not reappointed as Director at the AGM held on September 22, 2008.
- (4) Ceased to be a Director with effect from July 31, 2008.

c. *Number of Board Meetings held during the financial year and the dates of the Board Meetings*

Six Board Meetings were held during the financial year 2008-09. The gap between any two Board Meetings did not exceed four months.

The dates on which the Meetings were held are as follows:

June 27, 2008, July 31, 2008, August 14, 2008, October 31, 2008, January 31, 2009 and March 13, 2009

d. *The Company's Non-executive Directors do not have any pecuniary relationship or transactions with the Company.*

3. Audit Committee

a. *Brief description of terms of reference*

The terms of reference of the Audit Committee is in conformity with the provisions of Sub-clause II of Clause 49 of the Listing Agreements entered with Bombay Stock Exchange Limited and The National Stock Exchange of India Limited, which, inter alia, includes the following:

- Oversight of Company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing of their fees.
- Reviewing with Management the quarterly, half yearly and annual financial results / statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the Internal Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the audit findings as also the adequacy of internal control systems.
- Discussion with external auditors regarding nature and scope of audit.

b. *Composition, Names of members and Chairperson*

The Company has a qualified and an independent Audit Committee consisting of four members.

The composition of the Audit Committee and the details of meetings attended by the Directors are given below:-

| Sl. No. | Name of the Director | Category | No. of Meetings attended during the year 2008-09 |
|---------|----------------------|----------------------------|--|
| 1 | Simon Mathews | Independent, Non-Executive | 4 |
| 2 | T N J Raman | Independent, Non-Executive | 4 |
| 3 | R S Sampath | Independent, Non-Executive | 4 |
| 4 | Murty Gudipati* | Independent, Executive | Nil |

* Murty Gudipati was appointed as a member of Committee on July 28, 2009.

Four Audit Committee Meetings were held during the financial year 2008-09. The dates on which the said Meetings were held are as follows :

June 27, 2008, July 31, 2008, October 31, 2008 and January 31, 2009

4. Remuneration of Directors

a. *Remuneration to Non-executive Directors*

Presently, the non-executive Directors do not receive any remuneration from the Company and are only paid sitting fee for attending the meetings of the Board and Committees thereof.

b. *Remuneration to Executive Director*

Mr Murty Gudipati was appointed as Additional Director and Executive Director for a period of two years with effect from March 13, 2009 subject to the approval of the members at the ensuing Annual General Meeting.

The details of remuneration payable to Mr. Murty Gudipati as the Executive Director per annum is as follows

| | |
|----------------|----------------|
| Salary | Rs. 600,000/- |
| Provident Fund | Rs. 72,000/- |
| Perquisites | Rs. 65,000/- |
| Others | Rs.1,080,000/- |

5. Shareholders' / Investors' Grievances Committee

The Company has an Investors' Grievances Committee to specifically look into the redressal of shareholders' / investors' complaints and to strengthen investor relations.

As there was no investor complaint, no formal meeting of the Investors' Grievances Committee was held during the year under review.

- a. Name of non-executive Director heading the Committee

The Committee functions under the Chairmanship of Mr. Simon Mathews, a non-executive, independent Director. The other members of the Committee are Mr. T N J Raman and Mr. R S Sampath, both being non-executive, independent Directors.

- b. Name and designation of Compliance Officer
Ms Ansu Elezabeth Thomas, Company Secretary

- c. Status of investor complaints received during the financial year

No complaints were received during the financial year under review

- d. Number of pending share transfers

There was no share transfer pending as at the end of the financial year.

6. Share Allotment Committee

As no allotment had to be made, no meeting of the Share Allotment Committee was held during the financial year.

The Committee consists of:

Mr. Simon Mathews (Chairman), Mr. T N J Raman and Mr. R S Sampath

7. Share Transfer Committee

As no Share Transfer was received by the Company during the financial year, no meeting of Share Transfer Committee was held.

The Committee consists of:

Mr. Simon Mathews (Chairman), Mr. R S Sampath and Mr. T N J Raman

8. General Body Meetings

- a. *Details of the location and time of the last three Annual General Meetings (AGMs) of the Company*

The details in respect of the last three Annual General Meetings (AGMs) of the Company are as follows:

| Date of the meeting (Year) | Venue of the meeting | Time of the meeting | Special Resolutions |
|----------------------------|---|---------------------|--|
| 28.09.2006 (2005-06) | Surana Udyog Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004. | 10:30 A.M. | Nil |
| 20.09.2007 (2006-07) | --- Do --- | 10:30 A.M. | 1. to issue and allot not more than 23,00,000 convertible warrants 2. voluntary delisting of shares from the Hyderabad Stock Exchange Limited |
| 22.09.2008 (2007-08) | --- Do --- | 10.30 A.M. | 1. to consider the Company's ESOP Plan 2. Authorisation to extend the ESOP Plan 2008 to Employees of the US Subsidiary |

- b. *Information on Directors seeking re-appointment as required under Clause 49VI(A) of the Listing Agreement with Stock Exchanges*

This information is provided in the Notes appended to the Notice of the Annual General Meeting under the heading 'Additional information on Directors seeking re-election at the ensuing Annual General Meeting'.

- c. *Postal Ballot*

No Postal Ballot had to be conducted during the year.

9. Disclosures

- a. *CEO*

Executive Director under Sec 269 & 316 of the Companies Act, 1956, has given a Certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

- b. *Related Party Transactions*

There were no materially significant related party transactions, which had potential conflict with the interests of the Company at large.

Transactions with the Related Parties are disclosed in Note No.6 of Schedule 13 to the Accounts in the Annual Report.

- c. *Compliance*

At every Board Meeting a Statement of Compliance with all Laws and Regulations as certified by the Manager (now by the Executive Director) is placed for review by the Board. The Board reviews the compliance of all the applicable Laws and gives appropriate directions whenever necessary.

- d. *Code of Conduct*

The Board of Directors have laid-down a "Code of Conduct" (Code) for all the Board Members and the Senior Management of the Company and this code is posted on the website of the Company. Annual declaration is obtained from every person covered by the code, other than two Directors, who are foreign nationals.

- e. *Risk Management*

The Board regularly discusses the significant business risks identified by the Management and the mitigation process being taken up.

- f. *During the last three years, there were no strictures or penalties imposed on the Company by either Stock Exchanges or Securities and Exchange Board of India or any statutory authority for non-compliance on any matter related to Capital markets.*

10. Means of Communication

- a. Quarterly Results of the Company are published in Financial Express and Andhra Prabha (Hyderabad Edition). The results are also posted on the Company's Website www.saventech.co.in.
- b. Management Discussion & Analysis is annexed to the Directors' Report and forms part of the Annual Report.

11. General Shareholder Information

- a. *Date, time and venue of Annual General Meeting*
September 24, 2009 at 4.00 P.M. at Surana Udyog Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, Hyderabad - 500 004.
- b. *Dates of book closure*
September 18, 2009 to September 24, 2009 (both days inclusive)
- c. *Dividend payment date*
Not applicable
- d. *Listing on Stock Exchanges*
Bombay Stock Exchange Limited
- e. *Listing fee*
Paid Annual Listing Fee to BSE for the year 2009-10.
- f. *Electronic connectivity*
National Securities Depository Limited
Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.
Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Towers, 28th Floor, Dalal Street, Mumbai - 400 023.
- g. *Registered Office (Address for correspondence)*
No.302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063.
Tel. Nos: +91-40-2323 3358, 2323 7303/04
Fax No. +91-40-2323 7306
email : info@saventech.com
Website : www.saventech.co.in
- h. *Company's stock code on Stock Exchanges:*
Bombay Stock Exchange Ltd,
532404 / SAVEN TECHNO
ISIN for (shares) of NSDL & CDSL
INE 856B 01015

- i. *Communication regarding share transfers and other related correspondence*
Registrar & Transfer Agent
(Physical and Depository)
Dakshin Consultants (P) Ltd.
6-3-655/2/4, Civil Supplies Bhavan Lane
Somajiguda, Hyderabad - 500 082
Tel.No. 040-3068 8443 Fax: 040-3068 8441
E-mail : dakshinindia@rediffmail.com
- processed and approved by the share transfer committee. For this purpose, the Committee meets often as required.
In compliance of the SEBI circular, the shareholders/ transferee (including joint holders) holding shares in physical form are requested to furnish a copy of their PAN Card to the Company/ RTA for register of transfer of shares.
- j. *Share Transfer System*
Shares lodged for physical transfer are
- k. *Dematerialisation of Shares and Liquidity*
78% of the shareholding has been dematerialized as on 31.03.2009
- l. *Distribution of Shareholding as on March 31, 2009*

| No. of equity shares held | No. of shareholders | % of shareholders | No. of shares | % of shareholding |
|---------------------------|---------------------|-------------------|-------------------|-------------------|
| 1-500 | 1,190 | 57.82 | 280,794 | 2.58 |
| 501-1000 | 419 | 20.36 | 340,473 | 3.13 |
| 1001-5000 | 325 | 15.79 | 775,840 | 7.13 |
| 5001-10000 | 44 | 2.15 | 350,853 | 3.23 |
| 10001-100000 | 68 | 3.30 | 2,091,690 | 19.23 |
| 100001 and above | 12 | 0.58 | 7,039,098 | 64.70 |
| Total | 2,058 | 100.00 | 10,878,748 | 100.00 |

- m. *Outstanding GDRs / ADRs / Warrants or any other convertible instruments' conversion date and likely impact on equity.*

The Company has not issued any GDRs / ADRs / Warrants or any other convertible instruments so far.

- n. *Plant locations* : Not applicable

- o. *Market Price Data*

Monthly high and low quotations and volume of shares traded on Bombay Stock Exchange Limited, Mumbai, (BSE) for the financial year 2008-09:

| Month | BSE | | |
|--------------|---------------|--------------|------------------|
| | High (Rs.) | Low (Rs.) | Volume (Nos.) |
| April '08 | 10.07 | 7.10 | 68,817 |
| May | 8.96 | 7.25 | 38,181 |
| June | 8.43 | 5.84 | 57,082 |
| July | 6.13 | 3.86 | 413,844 |
| August | 8.00 | 5.20 | 212,104 |
| September | 7.20 | 4.83 | 56,449 |
| October | 5.25 | 3.40 | 88,572 |
| November | 3.70 | 2.55 | 28,469 |
| December | 3.31 | 2.43 | 7,064 |
| January '09 | 5.10 | 3.20 | 12,122 |
| February | 4.71 | 2.81 | 8,662 |
| March | 2.95 | 2.20 | 46,281 |
| Total | | | 1,037,647 |

(Source : www.bseindia.com)

p. Shareholding Pattern as on March 31, 2009

| Category | No. of shareholders | % of shareholders | No. of shares held | Voting strength (%) |
|---|---------------------|-------------------|--------------------|---------------------|
| Resident individuals | 1,948 | 94.66 | 3,656,663 | 33.61 |
| Bodies corporate | 84 | 4.08 | 1,243,588 | 11.43 |
| NRI'S/OCBS/Foreign Nationals | 20 | 0.97 | 1,166,828 | 10.73 |
| Trust | 1 | 0.05 | 200,000 | 1.84 |
| Promoters (including relatives, friends & associates) | 5 | 0.24 | 4,611,669 | 42.39 |
| Total | 2,058 | 100.00 | 10,878,748 | 100.00 |

q. Financial Calendar (tentative and subject to change)

| | |
|--|-------------------------|
| Financial reporting for the first quarter ending June 30, 2009 | By July 31, 2009 |
| Financial reporting for the second quarter ending September 30, 2009 | By October 31, 2009 |
| Financial reporting for the third quarter ending December 31, 2009 | By January 31, 2010 |
| Financial results for the year ending March 31, 2010 | By June 30, 2010 |
| Annual General Meeting for the year ending March 31, 2010 | August/ September, 2010 |

r. *Investors' correspondence may be addressed to:*

Ansu Elezabeth Thomas
Company Secretary
Saven Technologies Limited,
No.302, My Home Sarovar Plaza,
5-9-22, Secretariat Road,
Hyderabad - 500 063.
Tel : 040 - 2323 3358, 2323 7303 / 04,
Fax : 040 - 2323 7306
Email: ansu@saventech.com

s. *Queries relating to the financial statements of the Company may be sent to:*

S. Mohan Rao
AGM - Finance & Accounts
Saven Technologies Limited,
No.302, My Home Sarovar Plaza,
5-9-22, Secretariat Road,
Hyderabad - 500 063.
Tel : 040-2323 3358, 2323 7303 / 04,
Fax : 040-2323 7306

12. Non-Mandatory Requirementsa. *Chairman of the Board*

A non-executive Chairman should be entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. For reasons of economy, a separate office has not been provided in the Company's premises. However suitable accommodation is provided whenever the Chairman visits the office.

b. Remuneration Committee

The Company has a Remuneration Committee consisting of three members, all being non-executive, independent Directors.

The Committee consists of:

1. Mr. T N J Raman (Chairman)
2. Mr. Simon Mathews, and
3. Mr. R S Sampath

c. Shareholder Rights

The half-yearly declaration of financial performance including summary of the significant events in last six months, should be sent to each household of shareholders.

As the Company's financial results are published in major Newspapers (including regional language newspaper) having wide circulation and the same are posted on the Company's web-site <http://www.saventech.co.in>, it is not considered necessary at this stage to send the same to the shareholders. The Company's official press releases are also posted on the said web-site.

d. Postal Ballot

No resolution requiring the approval of Members by means of Postal Ballot is proposed to be placed before the ensuing Annual General Meeting.

Place : Hyderabad
Date : August 12, 2009

Simon Mathews
Chairman

Declaration on Code of Conduct

The Board of Directors of Saven Technologies Limited have on January 4, 2006 adopted the Code of Conduct for the Directors and also for the Senior Management Personnel of the Company, which have been posted on the website of the Company.

I hereby declare that all the Directors and Senior Management Personnel of the Company have affirmed compliance of the aforesaid Code of Conduct as on 31st March, 2009 and the confirmation to that effect have been given by each of them.

Place : Hyderabad
Date : August 12, 2009

Murty Gudipati
Executive Director

AUDITORS' CERTIFICATE

To
The Members
SAVEN TECHNOLOGIES LIMITED
HYDERABAD.

We have examined the compliance of provisions of Corporate Governance by SAVEN TECHNOLOGIES LIMITED for the year ended 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges.

The compliance of provisions of Corporate Governance is the responsibility of the management. Our examination has been in the manner prescribed in the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the provisions of Corporate Governance as stipulated in the said Clause. 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, and based on our reliance upon the representations made by the management, we certify that the Company has complied with the provisions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the company as per the records maintained by the shareholders / investor's grievance committee.

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 RAMBABU & Co.,
Chartered Accountants

Place : Hyderabad
Date : August 12, 2009

RAVI RAMBABU
Partner
M.No.18541

AUDITORS' REPORT

To
The Members of
SAVEN TECHNOLOGIES LIMITED,
HYDERABAD

We have audited the attached Balance Sheet of SAVEN TECHNOLOGIES LIMITED, HYDERABAD, as at 31st March, 2009 and the Profit and Loss Account for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date which we signed in reference to this Report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 from 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.

1. As required by the Companies (Auditor's 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 on the matters specified in paragraphs 4 and 5 of the said Order.

2. Further to our comments in the annexure referred to in paragraph 1 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 purpose of our audit.

ii) 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.

iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by his Report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.

v) In our opinion and based on written representations received from Directors, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

vi) Attention is invited to Note No.1 to Notes on Accounts of Schedule 13 regarding the Company not having provided for depreciation amounting to Rs.9.52 Million for the financial year ended on 31st March, 2003. Out of the said amount of Depreciation Rs. 8.38 Million were provided in earlier years and the balance amount of Rs. 1.14 Million was provided during the year Accordingly the profit for the year was understated to the extent of Rs.1.14 Million.

vii) Subject to paragraphs (vi) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other Notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:

a) in so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;

b) in so far as it relates to Profit and Loss Account, of the Profit of the Company for the year ended on that date; and

c) in so far as it relates to Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For RAMBABU & CO.,
Chartered Accountants

RAVI RAMBABU

Partner

M.No. 18541

Place: Hyderabad
Date: June 19, 2009

Annexure to the Auditors' Report

Referred to as in paragraph 1 of our Report of even date.

1. In respect of its Fixed Assets:

(a) The Company has maintained proper records showing full particulars including details and situation of Fixed Assets.

(b) As explained to us, all the Fixed Assets have not been physically verified by the Management during the year but there is a program of verification in phased periodical manner at regular intervals, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such physical verification.

(c) During the year, the Company has not disposed off substantial part of the assets. According to the information and explanations given to us, we are of the opinion that no transactions are affected involving disposal of assets so as to affect going concern status of the Company.

2. In respect of its Inventories:

As explained to us, the Company does not hold any inventories and, hence, the question of physical verification, procedures followed for verification and discrepancies thereof does not arise.

3. In respect of loans secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956:

(a) During the year, the Company has not taken / granted loans from / to parties covered in the Register maintained under Section 301 of the Companies Act 1956 and accordingly paragraph 4(iii)(b)(c) and (d) of the order does not arise.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for purchase of fixed assets, office equipment and for rendering of services. During the course of

our audit, based on our audit procedures applied, we have not observed any continuing failure to correct major weaknesses in internal controls.

5. In respect of transactions covered under Section 301 of the Companies Act, 1956:

(a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered into the Register maintained under Section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000 with parties covered above, during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any Deposits from public to which the directives issued by the Reserve Bank of India and the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 framed there under apply.

7. In our opinion, the Company has an independent internal audit system commensurate with its size and the nature of its business.

8. We are informed and according to the information and explanations given to us, that the Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, for the activities of the Company.

9. In respect of statutory dues:

(a) According to the records of the Company and as per the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Employees state insurance, Income tax, investor education and

- protection fund, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, there are no undisputed amount payable in respect of income tax, Wealth Tax, Sales Tax, Customs Duty, Excise Duty and Cess were outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of sales tax, income tax, Customs duty, Wealth tax, Excise duty and Cess, which have not been deposited on account of any dispute.
10. In our opinion, the Company has accumulated losses at the end of the year and has not incurred cash losses during the financial year covered by our audit and has incurred cash losses in the immediately preceding financial year.
11. As per the records of the Company 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, banks or debenture holders.
12. According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Accordingly, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities and 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.
15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions.
16. In our opinion, during the year, the Company has not taken any fresh term loans.
17. In our opinion, according to the information and explanations given to us and on an overall examination of statements and records of the Company, that the funds raised on short-term basis have, prima facie, not been used during the year for long-term investment.
18. In our opinion and according to the information and explanations given to us, the Company has not issued debentures during the year.
19. In our opinion, the Company has not raised money by way of public issue for any specific purpose during the year.
20. In our opinion, the Company has not made any preferential allotment of shares/securities during the year to the parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
21. According to the information and explanations given to us and based on audit procedures performed, no fraud on or by the Company has been noticed during the year.

for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No.18541

Place : Hyderabad
Date : June 19, 2009

BALANCE SHEET AS AT MARCH 31, 2009

(Amount in Rs.)

| Particulars | Schedule | As at March 31, 2009 | As at March 31, 2008 |
|--|----------|-------------------------|-------------------------|
| I. SOURCES OF FUNDS | | | |
| 1. Shareholders' Funds | | | |
| (a) Share Capital | 1 | 108,787,480 | 108,787,480 |
| (b) Share Warrant Appl. Money | | -- | 1,400,000 |
| (c) Reserves and Surplus | 2 | 23,633,280 | 22,233,280 |
| TOTAL | | 132,420,760 | 132,420,760 |
| II. APPLICATION OF FUNDS | | | |
| 1. Fixed Assets | | | |
| (a) Gross Block | 3 | 39,389,078 | 38,674,294 |
| (b) Less: Depreciation | | <u>26,977,734</u> | <u>23,873,487</u> |
| (c) Net Block | | <u>12,411,344</u> | <u>14,800,807</u> |
| 2. Investments | 4 | 19,547,694 | 19,547,694 |
| 3. Current Assets, Loans & Advances | | | |
| (a) Sundry Debtors | 5 | 27,759,206 | 20,306,532 |
| (b) Cash and Bank balances | 6 | 7,179,408 | 8,771,900 |
| (c) Loans and Advances | 7 | <u>6,758,396</u> | <u>3,757,011</u> |
| | | 41,697,010 | 32,835,443 |
| Less: Current Liabilities and Provisions | 8 | <u>4,623,928</u> | <u>1,245,202</u> |
| Net Current Assets | | <u>37,073,082</u> | <u>31,590,241</u> |
| 4. Profit & Loss Account | | 63,388,640 | 66,482,018 |
| TOTAL | | 132,420,760 | 132,420,760 |
| Notes on Accounts | 13 | | |

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ansu Elezabeth Thomas
Company Secretary

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

(Amount in Rs.)

| Particulars | Schedule | For the year ended March 31, 2009 | For the year ended March 31, 2008 |
|--|----------|--------------------------------------|--------------------------------------|
| INCOME | | | |
| Services - Overseas | | 35,795,275 | 34,704,925 |
| Domestic | | 671,400 | 558,000 |
| Other Income | 9 | 2,352,376 | 587,207 |
| TOTAL | | 38,819,051 | 35,850,132 |
| EXPENDITURE | | | |
| Personnel Expenses | 10 | 26,754,915 | 29,108,824 |
| Operating and Administrative Expenses | 11 | 5,735,216 | 7,751,479 |
| Financial Expenses | 12 | 58,965 | 65,018 |
| Depreciation | 3 | 3,104,247 | 2,035,468 |
| TOTAL | | 35,653,343 | 38,960,789 |
| Profit / (Loss) Before Taxation and Non-recurring items | | 3,165,708 | (3,110,657) |
| Provision for Taxation | | 72,330 | 62,697 |
| Profit / (Loss) After Taxation and Before Non-recurring items | | 3,093,378 | (3,173,354) |
| Provision for doubtful advances | | -- | 54,044 |
| Profit / (Loss) After Taxation and Non-recurring items | | 3,093,378 | (3,227,398) |
| Profit and Loss Account brought forward | | (66,482,018) | (63,254,620) |
| Balance carried to Balance Sheet | | (63,388,640) | (66,482,018) |
| Earnings Per Share (Rs. per Equity Share of Rs. 10 each) | | | |
| Basic and Diluted | | 0.28 | (0.30) |
| No. of shares used in computing Earnings per share | | | |
| Basic and Diluted | | 10,878,748 | 10,878,748 |
| Notes on Accounts | 13 | | |

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ansu Elezabeth Thomas
Company Secretary

SCHEDULES TO THE BALANCE SHEET

(Amount in Rs.)

| Particulars | As at March 31, 2009 | As at March 31, 2008 |
|--|-------------------------|-------------------------|
| 1. SHARE CAPITAL | | |
| Authorised | | |
| 1,60,00,000 Equity Shares of Rs 10/- each | <u>160,000,000</u> | <u>160,000,000</u> |
| Issued, Subscribed and Paid-up | | |
| 1,08,78,748 (1,08,78,748) Equity Shares of Rs 10/- each | 108,787,480 | 108,787,480 |
| (Of the above 17,76,810 fully paid-up equity shares have been issued as bonus shares by capitalisation of the Profits) | | |
| TOTAL | 108,787,480 | 108,787,480 |
| 2. RESERVES AND SURPLUS | | |
| Share Premium | 18,947,380 | 18,947,380 |
| Capital Reserve | 4,685,900 | 3,285,900 |
| TOTAL | 23,633,280 | 22,233,280 |

SCHEDULES TO THE BALANCE SHEET

3. FIXED ASSETS

(Amount in Rs.)

| Assets | Gross Block | | | | Depreciation | | | | Net Block | |
|------------------------|---------------------|---------------------------|---------------------------|---------------------------|--------------------------|-----------------|------------------|----------------------|-------------------|-------------------|
| | Cost as at 01.04.08 | Additions during the year | Deletions during the year | Total cost as at 31.03.09 | Deletions Up to 01.04.08 | during the year | For the year | Total as at 31.03.09 | As at 31.03.09 | As at 31.03.08 |
| Hardware | 12,853,266 | 255,350 | -- | 13,108,616 | 11,671,758 | -- | 276,336 | 11,948,094 | 1,160,522 | 1,181,508 |
| Software | 3,618,059 | -- | -- | 3,618,059 | 3,045,923 | -- | 108,075 | 3,153,998 | 464,061 | 572,136 |
| Air Conditioners | 2,613,835 | -- | -- | 2,613,835 | 1,525,293 | -- | 328,003 | 1,853,296 | 760,539 | 1,088,542 |
| Furniture and fixtures | 13,558,502 | 279,434 | -- | 13,837,936 | 5,570,192 | -- | 1,585,417 | 7,155,609 | 6,682,327 | 7,988,310 |
| Electrical Fittings | 3,342,290 | 180,000 | -- | 3,522,290 | 1,234,460 | -- | 507,150 | 1,741,610 | 1,780,680 | 2,107,830 |
| Vehicles | 1,142,182 | -- | -- | 1,142,182 | 106,543 | -- | 108,507 | 215,050 | 927,132 | 1,035,639 |
| Other Assets | 1,546,160 | -- | -- | 1,546,160 | 719,318 | -- | 190,759 | 910,077 | 636,083 | 826,842 |
| Total | 38,674,294 | 714,784 | -- | 39,389,078 | 23,873,487 | -- | 3,104,247 | 26,977,734 | 12,411,344 | 14,800,807 |
| Previous Year | 36,361,695 | 3,012,399 | 699,800 | 38,674,294 | 22,106,602 | 268,563 | 2,035,468 | 23,873,487 | 14,800,807 | 14,255,093 |

SCHEDULES TO THE BALANCE SHEET

(Amount in Rs.)

| Particulars | As at March 31, 2009 | As at March 31, 2008 |
|---|-------------------------|-------------------------|
| 4. INVESTMENTS | | |
| Trade (Unquoted) - at cost | | |
| Long-term | | |
| Saven Technologies Inc.-USA (A Subsidiary Company) 4,20,000 (4,20,000) Common Stock USD 1.00 each, fully paid-up, par value USD 1.00 each | 19,469,130 | 19,469,130 |
| Saven Technologies (UK) Limited (A Wholly-owned Subsidiary Company) 10,000 (10,000) ordinary shares at GBP 1.00 each, fully paid-up, par value GBP 1.00 each | 676,218 | 676,218 |
| Penrilian Limited, UK, 161 (161) ordinary shares at GBP 1.00 each, fully paid-up, par value GBP 1.00 each | 10,942 | 10,942 |
| | <u>20,156,290</u> | <u>20,156,290</u> |
| Less : Provision for investments | 608,596 | 608,596 |
| TOTAL | 19,547,694 | 19,547,694 |
| 5. SUNDRY DEBTORS (Unsecured) | | |
| Debts outstanding for a period exceeding six months: | | |
| Considered Good * | 14,708,883 | -- |
| Considered Doubtful ** | 19,408,533 | 19,408,533 |
| Other debts: | | |
| Considered good *** | 13,050,323 | 20,306,532 |
| | <u>47,167,739</u> | <u>39,715,065</u> |
| Less: Provision for doubtful debts ** | 19,408,533 | 19,408,533 |
| TOTAL | 27,759,206 | 20,306,532 |
| * due from subsidiary - Saven Technologies Inc., USA | 14,708,883 | -- |
| ** Includes due from subsidiary - Saven Technologies (UK) Ltd | 2,005,040 | 2,005,040 |
| ** Includes due from subsidiary - Saven Technologies Inc., USA | 6,137,961 | 6,137,961 |
| *** Includes due from subsidiary - Saven Technologies Inc., USA | 12,788,823 | 20,275,257 |

SCHEDULES TO THE BALANCE SHEET

(Amount in Rs.)

| Particulars | As at March 31, 2009 | As at March 31, 2008 |
|--|-------------------------|-------------------------|
| 6. CASH AND BANK BALANCES | | |
| Cash on hand | 13,930 | 8,580 |
| Balances with Scheduled Banks in Current Accounts | 1,355,604 | 8,763,320 |
| Fixed Deposits in Scheduled Bank | 5,809,874 | -- |
| TOTAL | 7,179,408 | 8,771,900 |
| 7. LOANS AND ADVANCES | | |
| (Unsecured, considered good Advances recoverable in cash or in kind or for value to be received) | | |
| Advances to wholly-owned Subsidiary | 1,411,742 | |
| Less : Provision for Doubtful Advance | <u>1,411,742</u> | -- |
| TDS Recoverable | 555,289 | 366,340 |
| ESOP Trust | 2,005,000 | 2,005,000 |
| Other Advances | 30,000 | 20,000 |
| Deposits | 4,036,003 | 1,306,811 |
| Prepaid Exp. | -- | 58,860 |
| Interest Receivables | 48,946 | -- |
| Service Tax Input Credit | 83,158 | -- |
| TOTAL | 6,758,396 | 3,757,011 |
| 8. CURRENT LIABILITIES AND PROVISIONS | | |
| Current Liabilities | | |
| Other Liabilities | 4,175,927 | 950,214 |
| Liabilities for expenses | 448,001 | 294,988 |
| TOTAL | 4,623,928 | 1,245,202 |

SCHEDULES TO THE PROFIT AND LOSS ACCOUNT

(Amount in Rs.)

| Particulars | For the year ended March 31, 2009 | For the year ended March 31, 2008 |
|--|---|---|
| 9. Other Income: | | |
| Interest Income | 480,047 | 6,987 |
| Misc. Income | 2,670 | 580,220 |
| Rental Income (Net) | 113,824 | -- |
| Exchange Fluctuations | 1,755,835 | -- |
| TOTAL | 2,352,376 | 587,207 |
| 10. PERSONNEL EXPENSES | | |
| Salaries | 25,780,757 | 27,537,635 |
| Contribution to Provident Fund & Other Funds | 462,989 | 553,227 |
| Staff Welfare Expenses | 147,379 | 254,174 |
| Staff Relocation Expenses | 363,790 | 763,788 |
| TOTAL | 26,754,915 | 29,108,824 |
| 11. OPERATING AND ADMINISTRATIVE EXPENSES | | |
| Rent | 1,773,900 | 1,114,950 |
| Travelling and Conveyance | 284,173 | 277,800 |
| Visa Processing | -- | 1,096,680 |
| Communication | 735,215 | 644,210 |
| Prof. and service charges | 665,000 | 428,595 |
| Electricity Charges | 631,198 | 643,949 |
| Office Expenses & Maintenance | 907,202 | 699,139 |
| Rates & Taxes | 263,987 | 278,918 |
| Other Miscellaneous Expenses | 373,190 | 276,835 |
| Advertisement & Promotion Expenses | 56,351 | 53,509 |
| Exchange Fluctuations | -- | 1,976,027 |
| Loss on Sale of Fixed Assets | -- | 215,867 |
| Auditors Remuneration | 45,000 | 45,000 |
| TOTAL | 5,735,216 | 7,751,479 |
| 12. FINANCIAL EXPENSES | | |
| Interest on Other Loans | 53,493 | 54,513 |
| Bank Charges | 5,472 | 10,505 |
| TOTAL | 58,965 | 65,018 |

SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2009**SCHEDULE 13: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS****I Significant Accounting Policies****1. Accounting Convention:**

The Accounts have been prepared under the historical cost convention, on the basis of a going concern, with revenue recognised and expenses accounted on their accrual, including provisions / adjustments for committed obligations and amounts, determined as payable or receivable during the year.

2. Fixed Assets:

Fixed assets are capitalised at acquisition cost inclusive of freight, installation cost and other incidental expenses incurred during the year.

3. Depreciation:

The Company provides depreciation on the basis of Straight Line Method as per Section 205(2)(b) of the Companies Act, 1956 at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

4. Revenue Recognition:

Revenues from software related services are accounted for on the basis of services rendered on Cost plus method, as per terms of contract.

Revenues from engagement services based on the number of engagements performed. Revenues from time period services are recognized based on the time incurred in providing services at contracted rates.

Revenues from BPO services are based on the performance of specific criteria at contracted rates.

5. Investments:

Investments are classified into current investments and long-term investments. Current investments are carried at the lower of cost or fair market value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the profit and loss account. Long-term investments are carried at cost less provision made to recognize any decline, other than temporary, in the value of such investments.

6. Earnings per share:

The earnings considered in ascertaining the company's EPS comprises the net profit / loss after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

7. Retirement Benefits:

(i) The Company's Contributions to Provident Fund have been paid to Government's provident fund and charged as expenditure to Profit & Loss account.

(ii) The Company's Contributions to Gratuity scheme are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account.

8. Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the Profit and Loss Account.

II. Notes on accounts:**1. Depreciation:**

Depreciation on Fixed Assets amounting to Rs. 9.52 Million was not provided during the financial year 2002-03 considering significant under - utilization of the assets during the said financial year. Out of the said Rs.9.52 Million an amount of Rs.8.38 Million has already been provided during earlier years, and the balance amount of Rs.1.14 Million has been provided during the year 2008-09.

The Company is engaged in the Technology Consultancy Services, Development of Computer Software and IT Enabled Services (ITES). The sale and production of such software cannot be expressed in any generic unit. Hence, it is not possible to give the 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.

8. Other Liabilities:

Other Liabilities includes an amount of Rs.3.19 Lakhs relating to Hire Purchase of cars, and the said loan was secured by hypothecation of the

said cars.

9. Segment-wise / Product-wise performance

Business Segments of the Company are primarily Technology Consultancy Services in respect of Consultants already deployed in the United States and IT-Enabled Services and Software Development Services.

Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognised.

i. Business Segments

Year ended March 31, 2009

(Amount in Rs.)

| Particulars | Technology Consultancy Services | IT-Enabled Services | Software Development & Services | Total |
|--|---------------------------------|---------------------|---------------------------------|------------------|
| Revenues | 14,992,786 | 671,400 | 20,802,489 | 36,466,675 |
| Identifiable operating expenses | 14,270,631 | 360,000 | 12,124,284 | 26,754,915 |
| Allocated expenses | -- | 101,000 | 5,639,688 | 5,740,688 |
| Segmental operating income / (loss) | 722,155 | 210,400 | 3,038,517 | 3,971,072 |
| Unallocable expenses | | | | 3,104,247 |
| Operating income / (loss) | | | | 866,825 |
| Other income (expenses), net | | | | 2,298,883 |
| Net profit / (loss) before taxes | | | | 3,165,708 |
| Income taxes | | | | 72,330 |
| Net profit / (loss) after taxes | | | | 3,093,378 |

Year ended March 31, 2008

(Amount in Rs.)

| Particulars | Technology Consultancy Services | IT-Enabled Services | Software Development & Services | Total |
|--|---------------------------------|---------------------|---------------------------------|--------------------|
| Revenues | 20,592,708 | 2,771,639 | 11,898,578 | 35,262,925 |
| Identifiable operating expenses | 19,336,996 | 2,766,373 | 7,005,455 | 29,108,824 |
| Allocated expenses | 3,036,836 | 2,178,516 | 2,546,632 | 7,761,984 |
| Segmental operating income/ (loss) | (1,781,124) | (2,173,250) | 2,346,491 | (1,607,883) |
| Unallocable expenses | | | | 2,035,468 |
| Operating income / (loss) | | | | (3,643,351) |
| Extra-ordinary Items | | | | (54,044) |
| Other income (expenses), net | | | | 532,694 |
| Net profit / (loss) before taxes | | | | (3,164,701) |
| Income taxes | | | | 62,697 |
| Net profit / (loss) after taxes | | | | (3,227,398) |

ii. Geographic Segments

Year ended March 31, 2009 (Amount in Rs.)

| Particulars | North America | India | Total |
|-------------------------------------|---------------|------------|------------|
| Revenues | 14,992,786 | 21,473,889 | 36,466,675 |
| Identifiable operating expenses | 14,270,631 | 12,484,284 | 26,754,915 |
| Allocated expenses | -- | 5,740,688 | 5,740,688 |
| Segmental operating income / (loss) | 722,155 | 3,248,917 | 3,971,072 |
| Unallocable expenses | | | 3,104,247 |
| Operating income / (loss) | | | 866,825 |
| Other income (expenses), net | | | 2,298,883 |
| Net profit / (loss) before taxes | | | 3,165,708 |
| Income taxes | | | 72,330 |
| Net profit / (loss) after taxes | | | 3,093,378 |

Year ended March 31, 2008 (Amount in Rs.)

| Particulars | North America | India | Total |
|-------------------------------------|---------------|------------|-------------|
| Revenues | 20,592,708 | 14,670,217 | 35,262,925 |
| Identifiable operating expenses | 19,336,996 | 9,771,828 | 29,108,824 |
| Allocated expenses | 3,036,836 | 4,725,148 | 7,761,984 |
| Segmental operating income / (loss) | (1,781,124) | 173,241 | (1,607,883) |
| Unallocable expenses | | | 2,035,468 |
| Operating income / (loss) | | | (3,643,351) |
| Extra-ordinary Items | | | (54,044) |
| Other income (expenses), net | | | 532,694 |
| Net profit / (loss) before taxes | | | (3,164,701) |
| Income taxes | | | 62,697 |
| Net profit / (loss) after taxes | | | (3,227,398) |

| | | |
|--|------------|------------|
| 10. (i) Foreign exchange In flows (on receipt basis): | | (in Rs.) |
| | 31.03.2009 | 31.03.2008 |
| Income from Technology Consultancy Services, ITES & Other recoveries | 16,055,285 | 14,129,299 |
| (ii) Expenditure in foreign currency (on payment basis): | | |
| Other expenditure incurred overseas for Technology Consultancy Services. | Nil | 53,295 |
| (ii) Net foreign currency (on receipt and payment basis): | | |
| Net foreign exchange | 16,055,285 | 14,076,004 |

11. Dues to Micro, Small and Medium Enterprises:

As of March 31, 2009, the Company had no outstanding dues to Micro, Small and Medium Enterprises (As of March 31, 2008- Rs. Nil)

12. Sundry Debtors:

Sundry Debtors include an amount of Rs.33,635,667/- due from Saven Technologies Inc., a subsidiary in USA, (out of which an amount of Rs. 61.38 Lakhs has been provided for provision for doubtful debts) and an amount of Rs.2,005,040/- due from Saven Technologies (UK) Limited, a Wholly-owned Subsidiary of the Company in the UK which has been provided in full as provision for doubtful debts in the books of accounts.

13. Reclassification:

The previous year's figures have been recast, regrouped, rearranged wherever necessary, to conform to the current year's classification.

Schedules 1 to 13 form part of the Balance Sheet and have been authenticated.

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ansu Elezabeth Thomas
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

(Amount in Rs.)

| Particulars | Year ended March 31, 2009 | Year ended March 31, 2008 |
|---|------------------------------|------------------------------|
| A Cash Flow from Operating Activities | | |
| Net Profit / (Loss) before Tax and after Non-recurring items | 3,165,708 | (3,164,701) |
| Adjustments for | | |
| Depreciation | 3,104,247 | 2,035,468 |
| Miscellaneous Expenditure written-off | Nil | Nil |
| Profit / Loss on Sale of Fixed Assets | Nil | 215,867 |
| Interest Income | (480,047) | (6,987) |
| Interest Expense | 53,493 | 54,513 |
| <i>Operating Profit / (Loss) before working Capital Changes</i> | 5,843,401 | (865,840) |
| Increase / Decrease in Sundry Debtors | (7,452,674) | (683,981) |
| Increase / Decrease in Loans & Advances | (3,001,385) | 1,009,477 |
| Increase / Decrease in Current Liabilities & Other Provisions | 3,378,726 | (531,687) |
| Cash generated from operations | (1,231,932) | (1,072,031) |
| Income Taxes Paid | 72,330 | 62,697 |
| Net Cash from Operating Activities | (1,304,262) | (1,134,728) |
| B. Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (714,784) | (3,012,399) |
| Proceeds from sale of Fixed Assets | Nil | 215,350 |
| Miscellaneous Expenditure | Nil | Nil |
| Investments | Nil | Nil |
| Interest Received | 480,047 | 6,987 |
| Net Cash used in Investing Activities | (234,737) | (2,790,062) |
| C. Cash flow from Financing Activities | | |
| Proceeds from Issuance of Share capital | Nil | 10,400,000 |
| Proceeds from Loans | Nil | Nil |
| Repayment of Loans | Nil | Nil |
| Interest paid | (53,493) | (54,513) |
| Dividends paid (including Dividend tax) | Nil | Nil |
| Net Cash from Financing Activities | (53,493) | 10,345,487 |
| Net Increase / (Decrease) in Cash and Cash Equivalents | (1,592,492) | 6,420,697 |
| Cash & Cash equivalents at the beginning of the year | 8,771,900 | 2,351,203 |
| Cash & Cash equivalents at the end of the year | 7,179,408 | 8,771,900 |

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

for and on behalf of the Board

Ravi Rambabu
Partner
M.No. 18541
Place : Hyderabad
Date : June 19, 2009

Murty Gudipati
Executive Director

R S Sampath
Director

Ansu Elezabeth Thomas
Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**Registration Details**

| | |
|--------------------|----------------|
| Registration No. | 15737 |
| State Code | 01 |
| Balance Sheet Date | March 31, 2009 |

(Amount in Rs.)

Capital raised during the year

| | |
|---|---|
| Public Issue | — |
| Rights Issue | — |
| Bonus Issue | — |
| Private Placement | — |
| Preferential offer of shares under Employee Stock Option Plan | — |
| Preferential offer of Share Warrant - Application Money | — |

Position of Mobilisation and Deployment of Funds

| | |
|-------------------|-------------|
| Total Liabilities | 132,420,760 |
| Total Assets | 132,420,760 |

Sources of Funds

| | |
|----------------------|-------------|
| Paid-up Capital | 108,787,480 |
| Reserves and Surplus | 23,633,280 |
| Secured Loans | — |
| Unsecured Loans | — |

Application of Funds

| | |
|---------------------------|------------|
| Net Fixed Assets | 12,411,344 |
| Investments | 19,547,694 |
| Net Current Assets | 37,073,082 |
| Miscellaneous Expenditure | — |
| Accumulated Losses | 63,388,640 |

Performance of the Company

| | |
|---|-------------------|
| Turnover | 38,819,051 |
| Total Expenditure | 35,653,343 |
| Profit / (Loss) before tax | 3,165,708 |
| Provision for Taxation (FBT) | 72,330 |
| Extraordinary Items | — |
| Profit / (Loss) after tax and extraordinary items | 3,093,378 |
| Earnings per share (in Rs.) (Basic & Diluted) | 0.28 |
| Dividend rate (%) | — |
| Generic Names of Principal Products / Services of the Company | |
| Item Code No. (ITC Code) | 85249009.10 |
| Product Description | Computer Software |

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Place : Hyderabad
Date : June 19, 2009

Ansu Elezabeth Thomas
Company Secretary

STATEMENT PURSUANT TO SECTION 212(1)(e) OF THE COMPANIES ACT, 1956

| | | | |
|---|---|--|---|
| 1 | Name of the Subsidiary Company | Saven Technologies (UK) Limited | Saven Technologies, Inc. |
| 2 | Financial year of the Subsidiary ended on | March 31, 2009 | March 31, 2009 |
| 3 | Shares of Subsidiary Company held on the above date and extent of holding | | |
| | (i) Number of shares held | 10,000 | 420,000 |
| | (ii) Extent of holding | 100% | 61% |
| 4 | Net aggregate amount of profits / (losses) of the Subsidiary for the above financial year so far as they concern members of Saven Technologies Limited: | | |
| | (i) dealt with in the Accounts of Saven Technologies Limited | Nil | Nil |
| | (ii) not dealt with in the Accounts of Saven Technologies Limited | Nil | Loss : USD 488,533 (Rs.22,018,182) |
| 5 | Net aggregate amount of profits / (losses) for previous financial years of the Subsidiary so far as they concern members of Saven Technologies Limited: | | |
| | (i) dealt with in the Accounts of Saven Technologies Limited | Nil | Nil |
| | (ii) not dealt with in the Accounts of Saven Technologies Limited | Loss : GBP 10,000 (Rs. 676,218) | Profit : USD 1,451,302 (Rs.60,141,955) |

Note: Saven Technologies, Inc. became a Subsidiary of the Company with effect from May 31, 2001.

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Place : Hyderabad
Date : August 12, 2009

Ansu Elezabeth Thomas
Company Secretary

DIRECTORS' REPORT

To the Members,

Your Directors present their Report on the business and operations of the Company for the financial year ended March 31, 2009.

The Company continued to have no operations during the year under review. The Company had an accumulated loss of GBP 10,000 as on March 31, 2009 [Accumulated loss as on March 31, 2008 : GBP 10,000]. Under the circumstances, the Directors of the parent Company, Saven Technologies Limited would be taking necessary steps to strike off the name of the Company in the Company House, UK, since it is not worthwhile to make this subsidiary again operational. As the Company had no operations during the year, there is nothing to report on the particulars required under Section 217(1)(e) of the Companies Act, 1956.

Directors' Responsibility Statement pursuant to Section 217(2AA) of the Companies Act, 1956

Your Directors state:

- (i) That in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- (ii) That the Directors have selected such Accounting

Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2009 and of the loss of the Company for that financial year;

- (iii) That 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;
- (iv) That although the Annual Accounts have been prepared on a going concern basis, the Directors are not able to commit at this point of time about the continuance of the Company's operations. It may be mentioned that the Parent Company, Saven Technologies Limited, has already made a substantial provision for its investment in the Company.

for and on behalf of the Board

P R Cheruku
Chairman

Dated : June 19, 2009

AUDITORS' REPORT

The Members,
Saven Technologies (UK) Limited.

We have audited the attached Balance Sheet of SAVEN TECHNOLOGIES (UK) LIMITED as at March 31, 2009 and the Profit and Loss Account for the year ended on that date annexed thereto which we signed in reference to this report. These financial statements have been prepared by the company for the purposes of attaching to the financial statements of its Indian holding company i.e. Saven Technologies Limited, as prescribed by Section 212 of the Indian Companies Act, 1956. 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.

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.

1. The Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, is not applicable to the Company.
2. 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 purpose of our audit.
 - ii) 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.
 - iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-

Saven Technologies (UK) Limited (a wholly-owned subsidiary of Saven Technologies Limited)

- section (3C) of Section 211 of the Companies Act, 1956.
- v) As per the information and explanations given to us, we are of the opinion that the company's wholly-owned subsidiary Saven Technologies (UK) Limited is not able to continue as a going concern, as the operations of the company were stopped during earlier years.
- vi) In our opinion, and to the best of our information and according to the explanations given to us, Clause (g) of sub-section (1) to Section 274 of the Companies Act, 1956 is not applicable to the Company.
- vii) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a) In so far as it relates to Balance Sheet, of the state of affairs of the Company as at March 31, 2009, and
- b) In so far as it relates to Profit and Loss Account, of the Loss of the Company for the year ended on that date.

for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu

Partner

Place : Hyderabad

Date : June 19, 2009

M.No.18541

BALANCE SHEET AS AT MARCH 31, 2009

| Particulars | Notes | As at March 31, 2009 | | As at March 31, 2008 | |
|-----------------------------|-------|-------------------------|----------------|-------------------------|----------------|
| | | £ | Rs. | £ | Rs. |
| SOURCES OF FUNDS | | | | | |
| Share Capital | 1 | 10,000 | 676,218 | 10,000 | 676,218 |
| TOTAL | | 10,000 | 676,218 | 10,000 | 676,218 |
| APPLICATION OF FUNDS | | | | | |
| Profit and (Loss) Account | | 10,000 | 676,218 | 10,000 | 676,218 |
| TOTAL | | 10,000 | 676,218 | 10,000 | 676,218 |

The financial statements were approved by the Board on June 19, 2009 and signed on its behalf by

P R Cheruku

Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

| Particulars | For the year ended March 31, 2009 | | For the year ended March 31, 2008 | |
|------------------------------------|--------------------------------------|------------------|--------------------------------------|------------------|
| | £ | Rs. | £ | Rs. |
| Income | | | | |
| Credits written back | 0 | 0 | 18,429 | 1,425,172 |
| | 0 | 0 | 18,429 | 1,425,172 |
| Expenditure | | | | |
| Administrative Expenses | 0 | 0 | 737 | 60,732 |
| Bank Charges | 0 | 0 | 326 | 25,177 |
| | 0 | 0 | 1,063 | 85,909 |
| Profit / (Loss) for the Year | 0 | 0 | 17,366 | 1,339,263 |
| Accumulated (Loss) brought forward | (10,000) | (676,218) | (27,366) | (2,015,481) |
| Accumulated (Loss) carried forward | (10,000) | (676,218) | (10,000) | (676,218) |

SCHEDULES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2009

| Particulars | As at March 31, 2009 | | As at March 31, 2008 | |
|---|-------------------------|---------|-------------------------|-------------|
| | £ | Rs. | £ | Rs. |
| 1. Share Capital | | | | |
| Authorised Equity | | | | |
| 10,000 Ordinary Shares of GBP 1.00 each | 10,000 | 676,218 | 10,000 | 676,218 |
| Allotted, called-up and fully paid-up equity | | | | |
| 10,000 Ordinary Shares of GBP 1.00 each | 10,000 | 676,218 | 10,000 | 676,218 |
| 2. Reconciliation of movements in Shareholders funds | | | | |
| Profit / (Loss) for the Year | 0 | 0 | 17,366 | 1,339,263 |
| Net addition to / deduction from Shareholders' Funds | 0 | 0 | 17,366 | 1,339,263 |
| Opening Shareholders' Funds | 0 | 0 | (17,366) | (1,339,263) |
| Closing Shareholders' Funds | 0 | 0 | 0 | 0 |

Notes of the Financial Statements for the Period ended March 31, 2009

- Accounting Policies :
The Financial statements are prepared under the historical cost convention.
- Related Party Transactions :
Amounts owed to the Holding Company at March 31, 2009 was Nil (2008 - Nil).
- Ultimate parent undertaking :
The Company is wholly-owned subsidiary of Saven Technologies Limited, a Company incorporated in India.
- Going Concern :
The Directors are not able to commit at this point of time about the continuance of the Company's operations. It may be mentioned that the the Parent Company, Saven Technologies Limited, has already made a substantial provision for its investment in the Company

Note : Indian Rupee equivalent of figures have been arrived at based on the exchange rate of GBP prevailing on the transaction date (Previous Year: GBP prevailing on the transaction date)

DIRECTORS' REPORT

Your Directors are pleased to present their report together with audited financial statements for the year ended March 31, 2009.

The financial turmoil and the economic crises in the US has been unprecedented with the collapse of the financial institutions and the giant City Bank having to be bailed out with several Billion Dollars and Guarantees from the Government. There is still enormous amount of uncertainty about the depth and duration of the recession; much worse in impact has been the speed at which the financial crisis has throttled the real economic activity.

Your Company after a good performance in the first two quarters had a severe setback from the third quarter onwards. The Company had to face pricing pressure, cancellation or delay in orders. We are pleased to inform you despite the financial turmoil, the Company could achieve an income of \$13.1 Million as compared to \$ 14.5 Million for the previous year, a shortfall of 10.6% only. However, the operating margin was impacted due to increase in personnel cost in terms of revenue, owing to increase in the numbers in bench and pricing pressures from the clients. The Company could achieve an operating margin of \$ 0.5 Million only as compared to \$1.5 Million for the previous year. Due to much reduced income tax burden the net loss was \$0.35 Million as against the profit of \$0.1 Million for previous year.

With a view to reducing the operating cost various cost cutting measures were undertaken including reduction of staff by about 15%. Your Company is happy to report that with better control and management of receivables the Company was able to contain the

bad debts to a very negligible percentage of the revenue. Your Company continues to focus on consultancy services on onsite, offsite and on offshore basis. The Company develops products complementary to its consultancy operations which add immediate measurable value to its clients.

Your Directors are pleased to inform you that applications developed by your Offshore Development Center with their capabilities on new web technologies like abode Flex and Microsoft Silver Light in Rich internet Application space have been well appreciated. In addition, the analytical libraries built by the center to facilitate traders have provided tremendous value to our customers' products and this has strengthened the level of trust of our customers in their analytical capabilities.

With a sign of improvement in US your Company is aggressively planning to increase the number of billable staff and further strengthen the marketing person. With a view to further improve offshore business it is also proposed to recruit the marketing person for exclusively handling offshore business. Despite the overall uncertainty prevailing in the market your Company will continue to make its best endeavours for improving the performance to the Company.

With a view to conserving the resources for the growth of the Company, no dividend is proposed to be declared.

Your Company continues to be a subsidiary of Saven Technologies Limited, India. Your Directors are of the opinion that this association will be helpful for further growth.

For Saven Technologies, Inc.

Sridhar Chelikani

August 12, 2009

Director & President

INDEPENDENT AUDITORS' REPORT

To the Board of Directors,
Saven Technologies, Inc.
Chicago, Illinois
USA

We have audited the accompanying statement of financial condition of Saven Technologies, Inc. as of March 31, 2009, and the related statements of income, members' equity (deficit), and cash flows for the year then ended. 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.

We conducted our audit in accordance with generally accepted auditing standards. 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.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saven Technologies, Inc., as of March 31, 2009, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Puchner, Roberts & Dutt, Ltd,
Elmhurst, Illinois
June 19, 2009

Saven Technologies, Incorporated (a subsidiary of Saven Technologies Limited)

BALANCE SHEET AS AT MARCH 31, 2009

| Particulars | As at March 31, 2009 | | As at March 31, 2008 | |
|--|-------------------------|--------------------|-------------------------|-------------|
| | USD | Rs. | USD | Rs. |
| Assets | | | | |
| <i>Current Assets</i> | | | | |
| Cash | 803,280 | 40,525,476 | 891,188 | 35,362,340 |
| Accounts Receivable | 2,121,829 | 107,046,273 | 2,196,838 | 87,170,532 |
| Notes Receivable | 61,627 | 3,109,082 | 59,291 | 2,352,667 |
| Prepaid Expenses | 64,387 | 3,248,324 | 145,252 | 5,763,599 |
| Investments | 117 | 5,677 | 117 | 5,677 |
| Total Current Assets | 3,051,240 | 153,934,832 | 3,292,686 | 130,654,815 |
| <i>Fixed Assets, At Cost (See Note 1)</i> | | | | |
| Property and Equipment | 219,608 | 11,079,224 | 185,670 | 7,367,386 |
| Less: Accumulated Depreciation | 171,683 | 8,661,407 | 111,493 | 4,424,042 |
| Total Fixed Assets | 47,925 | 2,417,816 | 74,177 | 2,943,344 |
| <i>Other Assets</i> | | | | |
| Notes Receivable | 330,323 | 16,664,795 | 514,951 | 20,433,256 |
| Total Assets | 3,429,488 | 173,017,444 | 3,881,814 | 154,031,415 |
| Liabilities and Stockholder's Equity | | | | |
| <i>Current Liabilities:</i> | | | | |
| Notes Payable Due within One Year | 314,738 | 15,878,532 | 287,623 | 11,412,881 |
| Accounts Payable | 122,864 | 6,198,489 | 37,767 | 1,498,595 |
| Other Accrued Expenses | 599,956 | 30,267,780 | 805,727 | 31,971,247 |
| Total Current Liabilities | 1,037,558 | 52,344,801 | 1,131,117 | 44,882,723 |
| <i>Long-term Liabilities</i> | | | | |
| Due to Saven India | 739,161 | 33,635,667 | 624,395 | 24,775,994 |
| Total Liabilities | 1,776,719 | 85,980,468 | 1,755,512 | 69,658,716 |
| Stockholder's Equity | | | | |
| Capital Stock, 7,50,000 Shares Authorised 6,90,000 Shares Issued | 690,000 | 31,817,550 | 675,000 | 31,060,800 |
| Gain from foreign currency translation (net of income tax) (See Note 1) | 8,280 | 417,726 | 140,368 | 5,569,802 |
| Retained Earnings | 954,489 | 54,801,700 | 1,310,934 | 47,742,096 |
| Total Stockholders' Equity | 1,652,769 | 87,036,976 | 2,126,302 | 84,372,698 |
| Total Liabilities and Stockholders' Equity | 3,429,488 | 173,017,444 | 3,881,814 | 154,031,415 |

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED MARCH 31, 2009

| Particulars | For the year ended March 31, 2009 | | For the year ended March 31, 2008 | |
|---|--------------------------------------|--------------|--------------------------------------|--------------|
| | USD | Rs. | USD | Rs. |
| Sales | 13,140,223 | 592,229,851 | 14,478,646 | 599,995,090 |
| Cost of Sales | 12,547,717 | 565,525,605 | 12,973,709 | 537,630,501 |
| Gross Profit | 592,506 | 26,704,245 | 1,504,937 | 62,364,589 |
| Operating Expenses (See Schedule A) | 938,859 | 42,638,203 | 1,138,605 | 47,135,384 |
| Net Operating Income | (346,353) | (15,933,957) | 366,332 | 15,229,205 |
| Other Income and (Expense) (See Schedule B) | (10,092) | (454,846) | (262,191) | (10,436,529) |
| Net Income Profit / (Loss) | (356,445) | (16,388,804) | 104,141 | 4,792,676 |
| Retained Earnings, April 01, 2008 | 1,310,934 | -- | 1,206,793 | -- |
| Retained Earnings, March 31, 2009 | 954,489 | (16,388,804) | 1,310,934 | 4,792,676 |

SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED MARCH 31, 2009

SCHEDULE - A

| Particulars | For the year ended March 31, 2009 | | For the year ended March 31, 2008 | |
|---------------------------|--------------------------------------|------------|--------------------------------------|------------|
| | USD | Rs. | USD | Rs. |
| Operating Expenses | | | | |
| Advertising and Promotion | 8,442 | 380,481 | 16,050 | 665,112 |
| Bad Debts | 34,928 | 1,574,205 | 41,356 | 1,713,793 |
| Bank Service charge | 5,119 | 230,713 | 1,685 | 69,826 |
| Depreciation | 60,191 | 3,036,636 | 27,504 | 1,091,359 |
| Dues and Subscription | 7,082 | 319,186 | 2,662 | 110,313 |
| Equipment Rent | 8,316 | 374,802 | 8,587 | 355,845 |
| Internet expenses | 883 | 39,797 | 3,524 | 146,035 |
| Insurance | 44,742 | 2,016,522 | 51,373 | 2,128,897 |
| Licenses & Permits | 5,770 | 260,054 | 4,687 | 194,229 |
| Meals & entertainment | 9,864 | 444,570 | 21,721 | 900,118 |
| Miscellaneous expenses | 150 | 6,761 | 300 | 12,432 |
| Office expenses | 16,973 | 764,973 | 23,508 | 974,172 |
| Professional Fees | 317,522 | 14,310,717 | 397,230 | 16,461,211 |
| Referral fees | 1,000 | 45,070 | 20,880 | 865,267 |
| Relocation expenses | 223,268 | 10,062,689 | 311,541 | 12,910,259 |
| Repairs & Maintenance | 8,338 | 375,794 | 6,089 | 252,328 |
| Rent | 102,552 | 4,622,019 | 83,137 | 3,445,197 |
| Seminars | 27,709 | 1,248,845 | 16,234 | 672,737 |
| Telephone | 29,501 | 1,329,610 | 27,391 | 1,135,083 |
| Travel | 19,616 | 884,093 | 66,368 | 2,750,290 |
| Utilities | 6,893 | 310,668 | 6,778 | 280,880 |
| Total Operating Expenses | 938,859 | 42,638,203 | 1,138,605 | 47,135,384 |

SUPPLEMENTARY INFORMATION FOR THE YEAR ENDED MARCH 31, 2009

| Particulars | For the year ended March 31, 2009 | | For the year ended March 31, 2008 | |
|--|--------------------------------------|------------------|--------------------------------------|---------------------|
| | USD | Rs. | USD | Rs. |
| SCHEDULE - B | | | | |
| Other Income & (Expense) | | | | |
| Other Income | | | | |
| Interest Income | 28,430 | 1,281,340 | 18,051 | 748,033 |
| Interest Expense | (18,376) | (828,206) | (23,622) | (978,896) |
| Other Income / Expense | (13,255) | (597,403) | (13,060) | (541,206) |
| Income Tax | (6,891) | (310,577) | (243,560) | (9,664,461) |
| Total Other Income & (Expenses) | (10,092) | (454,846) | (262,191) | (10,436,529) |

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2009

| Particulars | Year ended March 31, 2009 | | Year ended March 31, 2008 | |
|--|------------------------------|--------------------|------------------------------|-------------------|
| | USD | Rs. | USD | Rs. |
| <i>Cash Flows from Operating Activities</i> | | | | |
| Net Income | (356,445) | (16,388,804) | 104,141 | 4,792,676 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | | | |
| Depreciation and Amortization | 60,191 | 3,036,636 | 27,504 | 1,091,359 |
| Changes in Assets and Liabilities : | | | | |
| Accounts Receivable | 75,009 | 3,784,204 | 29,515 | 1,171,155 |
| Accounts Payable | 199,863 | 10,083,088 | (28,285) | (1,122,349) |
| Accrued Expenses | (124,907) | (6,301,558) | 5,298 | 210,225 |
| Net Cash Provided by Operating Activities | (146,289) | (5,786,434) | 138,173 | 6,143,066 |
| <i>Cash Flows from Investing Activities :</i> | | | | |
| Capital Contribution | 15,000 | 756,750 | -- | -- |
| Asset acquisitions | (33,938) | (1,712,172) | (46,554) | (1,847,263) |
| Increase/ Decrease in notes receivable | 50,204 | 2,532,792 | 62,406 | 2,476,270 |
| Net Cash Used in Investing Activities | 31,266 | 1,577,370 | 15,852 | 629,007 |
| <i>Cash Flows from Financing Activities :</i> | | | | |
| Net Proceeds from Loans | 27,115 | 1,367,952 | 10,255 | 406,918 |
| Net Cash Used in Financing Activities | 27,115 | 1,367,952 | 10,255 | 406,918 |
| Net Decrease in Cash and Cash Equivalents | (87,908) | (2,841,112) | 164,280 | 7,178,991 |
| Cash and Cash Equivalents, Beginning of Year | 891,188 | 43,366,588 | 726,908 | 28,183,349 |
| Cash and Cash Equivalents, End of Year | 803,280 | 40,525,476 | 891,188 | 35,362,340 |

Notes to Financial Statements for the year ended March 31, 2009

1. SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF BUSINESS

Nature of Operations

Saven Technologies, inc. (Company) is a service company which offers consulting and onsite contract programming. The Company grants credit to substantially all of its customers. The Company recruits the majority of their consultants from India, therefore must comply with changing US immigration policies.

Significant Accounting Policies

The following is a summary of the significant accounting policies consistently applied by Management in the preparation of the accompanying financial statements.

Equity Adjustment from Foreign Currency Translation

The Company has a note receivable with a Foreign Corporation. The functional currency for translating this note is in British Pounds. The aggregate adjustment resulting from the translation of the note from British Pounds to US Dollars decreased Stockholders' equity by \$ 8,280 net of income tax effect.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost and is depreciated using straight-line and accelerated methods over estimated useful lives of 5 to 7 years for computers and equipment.

Repairs and maintenance are charged to expense when incurred.

Income Taxes

The Company is a C Corporation under the Internal

Revenue Code and, therefore, is subject to federal and certain state income taxes.

2. LINE OF CREDIT

The Company has a line of credit with LaSalle Bank maturing on May 2009. In accordance with the terms of this agreement, the Company may borrow up to \$300,000. Interest is payable at prime minus 1.5%, 3.25% at March 31, 2009. The balance at March 31, 2009 is \$284,983.

3. BUILDING LEASE

The Company occupies leased office space in Schaumburg, Illinois. The lease agreement requires monthly rental payment through July, 2014. In addition, the Company is responsible for insurance and maintenance of the property.

The Company also leases guesthouse in Chicago. The lease agreement requires monthly rental payment through February 2010. In addition, the Company is responsible for insurance and maintenance of the property.

For the year ended March 31, 2009, rent expense was approximately \$ 102,552.

4. RELATED PARTIES

Saven Technologies Limited (India):

This Corporation holds a 61% interest in Saven Technologies, Inc. (USA). In August of 2000, an agreement was entered into for technical services. Saven Technologies Limited (India) provides software training of personnel and helps in recruiting consultants for US market. The amount due to Saven Technologies (India) at March 31, 2009 is \$ 739,161.

5. PENSION PLAN

In 2001, the Company adopted a 401(k) plan for all eligible employees. The Company, at their discretion, can match to employee's account. Matching contributions by the Company were \$ 0 for the period. The plan also allows for discretionary profit sharing contributions. There were no discretionary contributions for the year ending March 31, 2009.

Note: Indian Rupee equivalent of figures have been arrived at by applying the year end and average exchange rate of USD 1.00 = Rs.50.45 and Rs.45.07 respectively (Previous Year: USD 1.00 = Rs.39.68 and Rs.41.44)

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To
The Board of Directors,
SAVEN TECHNOLOGIES LIMITED,
HYDERABAD.

1. We have examined the attached Consolidated Balance Sheet of Saven Technologies Limited ("the Company") and its Subsidiaries, Saven Technologies, Inc., and Saven Technologies (UK) Limited as at 31st March, 2009 and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date. These Consolidated financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated 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. We did not audit the financial statements of USA Subsidiary, Saven Technologies, Inc., whose financial statements reflect total assets of Rs.173,017,444 as at 31st March, 2009 and total revenues of Rs. 592,229,851 for the year ended on that date. These financial statements have been audited by other auditors, whose report has been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the Subsidiary, is based solely on the report of the other auditors.
4. 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 separate audited financial statements of the Company and its Subsidiary Companies included in the consolidated financial statements.
5. As per the information and explanations given to us, we are of the opinion that the company's wholly-owned subsidiary Saven Technologies (UK) Limited is not able to continue as a going concern, as the operations of the company were stopped during earlier years.
6. Attention is invited to Note No. 2 to Notes on Accounts of Schedule 13 regarding the Company not having provided for depreciation amounting to Rs.9.52 Million for the financial year ended on 31st March, 2003. Out of the said amount of Depreciation Rs. 8.38 Million were provided in earlier years and the balance amount of Rs. 1.14 Million was provided during the year. Accordingly the loss for the year was overstated to the extent of Rs.1.14 Million.
7. Subject to para 6 above, on the basis of information and explanations given to us and on consideration of the separate audit reports on individual audited financial statements of Saven Technologies Limited and its aforesaid Subsidiaries, in our opinion, the aforesaid Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) In so far as it relates to Consolidated Balance Sheet, of the consolidated state of affairs of Saven Technologies Limited and its Subsidiaries as at 31st March, 2009;
 - (ii) In so far as it relates to Consolidated Profit and Loss Account, of the consolidated results of operations of Saven Technologies Limited and its Subsidiaries for the year ended on that date; and
 - (iii) In so far as it relates to Consolidated Cash Flow Statement, of the consolidated cash flows of Saven Technologies Limited and its Subsidiaries for the year ended on that date

for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No.18541

Place: Hyderabad
Date : June 19, 2009

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2009

(Amount in Rs.)

| Particulars | Schedule | As at | |
|--|----------|--------------------|--------------------|
| | | March 31, 2009 | March 31, 2008 |
| I SOURCES OF FUNDS | | | |
| 1. Shareholders' Funds | | | |
| (a) Share Capital | 1 | 108,787,480 | 108,787,480 |
| (b) Share Warrant Appl. Money | | -- | 1,400,000 |
| (c) Reserves and Surplus | 2 | 23,633,280 | 22,233,280 |
| 2. Minority Interest | | 32,627,816 | 31,873,740 |
| TOTAL | | 165,048,576 | 164,294,500 |
| II APPLICATION OF FUNDS | | | |
| 1. Fixed Assets | | | |
| (a) Gross Block | 3 | 49,235,776 | 46,808,820 |
| (b) Less: Depreciation | | 34,990,649 | 28,849,766 |
| (c) Net Block | | 14,245,127 | 17,959,054 |
| 2. Investments | 4 | 16,619 | 16,619 |
| 3. Current Assets, Loans and Advances | | | |
| (a) Sundry Debtors | 5 | 107,307,773 | 87,201,807 |
| (b) Cash and Bank balances | 6 | 47,704,884 | 44,134,240 |
| (c) Loans and Advances | 7 | 29,780,598 | 39,231,631 |
| | | 184,793,255 | 170,567,678 |
| Less: Current Liabilities and Provisions | 8 | 66,177,436 | 46,127,924 |
| Net Current Assets | | 118,615,819 | 124,439,754 |
| 4. Profit and Loss Account | | 32,171,011 | 21,879,073 |
| TOTAL | | 165,048,576 | 164,294,500 |
| Notes on Accounts | 13 | | |

Schedules referred to above form an integral part of the Financial Statements.

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

Ansu Elezabeth Thomas
Company Secretary

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

(Amount in Rs.)

| Particulars | Schedule | For the year ended March 31, 2009 | For the year ended March 31, 2008 |
|--|----------|--------------------------------------|--------------------------------------|
| INCOME | | | |
| Services - Overseas | | 592,229,851 | 602,208,729 |
| Domestic | | 671,400 | 558,000 |
| Other Income | 9 | 1,877,881 | 1,458,780 |
| TOTAL | | 594,779,132 | 604,225,509 |
| EXPENDITURE | | | |
| Personnel Expenses | 10 | 567,270,089 | 548,414,010 |
| Operating and Administrative Expenses | 11 | 40,093,264 | 39,546,838 |
| Financial Expenses | 12 | 828,206 | 1,033,409 |
| Depreciation | 3 | 6,140,883 | 3,126,827 |
| TOTAL | | 614,332,442 | 592,121,084 |
| Profit/ (Loss) Before Taxation and Non-recurring items | | (19,553,310) | 12,104,425 |
| Provision for Taxation | | 382,907 | 9,727,158 |
| Profit/ (Loss) After Taxation and Before Non-recurring items | | (19,936,217) | 2,377,267 |
| Non-recurring Income | | -- | 4,500,737 |
| Profit/ (Loss) After Taxation and Non-recurring items | | (19,936,217) | 6,878,004 |
| Less: Minority Interest | | 9,644,279 | (1,803,734) |
| | | (10,291,938) | 5,074,270 |
| Add: Profit and Loss Account brought forward | | (21,879,073) | (26,953,343) |
| Balance carried to Balance Sheet | | (32,171,011) | (21,879,073) |
| Earnings Per Share (per Equity Share of Rs. 10/- each) | | | |
| Basic & Diluted | | (0.95) | 0.47 |
| Number of Shares used in computing Earnings per Share | | | |
| Basic & Diluted | | 10,878,748 | 10,878,748 |
| Notes on Accounts | 13 | | |

Schedules referred to above form an integral part of the Financial Statements

As per our report of even date
for Rambabu & Co.,

Chartered Accountants

Ravi Rambabu
Partner
M.No. 18541Place : Hyderabad
Date : June 19, 2009

for and on behalf of the Board

Murty Gudipati
Executive DirectorR S Sampath
DirectorAnsu Elezabeth Thomas
Company Secretary

SCHEDULES TO THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

| Particulars | As at March 31, 2009 | As at March 31, 2008 |
|---|---------------------------|-------------------------|
| 1. SHARE CAPITAL | | |
| AUTHORISED | | |
| 1,60,00,000 Equity Shares of Rs 10/- each | <u>160,000,000</u> | <u>160,000,000</u> |
| ISSUED, SUBSCRIBED AND PAID-UP | | |
| 1,08,78,748 (1,08,78,748) Equity Shares of Rs 10/- each (Of the above, 1,776,810 fully paid-up equity shares have been issued as bonus shares by capitalisation of the Profits) | 108,787,480 | 108,787,480 |
| TOTAL | 108,787,480 | 108,787,480 |
| 2. RESERVES AND SURPLUS | | |
| Share Premium | 18,947,380 | 18,947,380 |
| Capital Reserve | 4,685,900 | 3,285,900 |
| TOTAL | 23,633,280 | 22,233,280 |

SCHEDULES TO THE CONSOLIDATED BALANCE SHEET

3. FIXED ASSETS

(Amount in Rs.)

| ASSETS | Gross Block | | | Depreciation | | | Net Block | | |
|------------------------|---------------------|---------------------------|---------------------------|---------------------------|-------------------|---------------------------|------------------|-------------------|-------------------|
| | Cost as at 01.04.08 | Additions during the year | Deletions during the year | Total Cost as at 31.03.09 | Up to 01.04.08 | Deletions during the year | For the year | As at 31.03.09 | As at 31.03.08 |
| Hardware | 20,987,792 | 1,967,522 | -- | 22,955,314 | 16,648,037 | -- | 3,312,972 | 2,994,305 | 4,339,755 |
| Software | 3,618,059 | -- | -- | 3,618,059 | 3,045,923 | -- | 108,075 | 464,061 | 572,136 |
| Air Conditioners | 2,613,835 | -- | -- | 2,613,835 | 1,525,293 | -- | 328,003 | 760,539 | 1,088,542 |
| Furniture and fixtures | 13,558,502 | 279,434 | -- | 13,837,936 | 5,570,192 | -- | 1,585,417 | 6,682,327 | 7,988,310 |
| Electrical Fittings | 3,342,290 | 180,000 | -- | 3,522,290 | 1,234,460 | -- | 507,150 | 1,780,680 | 2,107,830 |
| Vehicles | 1,142,182 | -- | -- | 1,142,182 | 106,543 | -- | 108,507 | 927,132 | 1,035,639 |
| Other Assets | 1,546,160 | -- | -- | 1,546,160 | 719,318 | -- | 190,759 | 636,083 | 826,842 |
| Total | 46,808,820 | 2,426,956 | -- | 49,235,776 | 28,849,766 | -- | 6,140,883 | 14,245,127 | 17,959,054 |
| Previous Year | 42,648,958 | 4,859,662 | 699,800 | 46,808,820 | 25,991,522 | 268,583 | 3,126,827 | 17,959,054 | 16,657,436 |

SCHEDULES TO THE CONSOLIDATED BALANCE SHEET

(Amount in Rs.)

| Particulars | As at March 31, 2009 | As at March 31, 2008 |
|---|-------------------------|-------------------------|
| 4. INVESTMENTS | | |
| Trade (Unquoted) - at cost | | |
| Long-term | | |
| Penrillian Limited, UK | 16,619 | 16,619 |
| 230 (230) Ordinary Shares at GBP 1.00 each, fully paid-up, par value GBP 1.00 each | | |
| TOTAL | 16,619 | 16,619 |
| 5. SUNDRY DEBTORS (UNSECURED) | | |
| Debts outstanding for a period exceeding six months | | |
| Considered Doubtful | 17,771,309 | 17,771,309 |
| Other debts | | |
| Considered good | 107,307,773 | 87,201,807 |
| | 125,079,082 | 104,973,116 |
| Less: Provision for doubtful debts | 17,771,309 | 17,771,309 |
| TOTAL | 107,307,773 | 87,201,807 |
| 6. CASH AND BANK BALANCES | | |
| Cash on hand | 13,930 | 8,580 |
| Balances with Scheduled Banks in current accounts | 41,881,080 | 44,125,660 |
| Fixed Deposits in Scheduled Bank | 5,809,874 | -- |
| TOTAL | 47,704,884 | 44,134,240 |
| 7. LOANS AND ADVANCES | | |
| (Unsecured, considered good | | |
| Advances recoverable in cash or in kind or for value to be received) | | |
| TDS Recoverable | 555,289 | 366,340 |
| ESOP Trust | 2,005,000 | 2,005,000 |
| Other Advances | 3,139,082 | 2,371,633 |
| Loan to Penrillian Ltd | 16,664,795 | 20,433,256 |
| Rent and other Deposits | 4,036,003 | 1,306,811 |
| Prepaid Expenses | 3,248,325 | 5,822,459 |
| Interest Receivables | 48,946 | -- |
| Service Tax Input Credit | 83,158 | -- |
| Currency Translation Reserve | -- | 6,926,132 |
| TOTAL | 29,780,598 | 39,231,631 |
| 8. CURRENT LIABILITIES AND PROVISIONS | | |
| <i>Current Liabilities</i> | | |
| Other Liabilities | 32,390,910 | 13,502,061 |
| Liabilities for expenses | 30,715,781 | 32,625,863 |
| Currency Translation Reserve | 3,070,745 | -- |
| TOTAL | 66,177,436 | 46,127,924 |

SCHEDULES TO THE CONSOLIDATED PROFIT & LOSS ACCOUNT

(Amount in Rs.)

| Particulars | For the year ended March 31, 2009 | For the year ended March 31, 2008 |
|--|--------------------------------------|--------------------------------------|
| 9. OTHER INCOME | | |
| Interest Income | 1,761,387 | 755,020 |
| Miscellaneous Income | 2,670 | 2,005,392 |
| Rental Income (Net) | 113,824 | -- |
| Exchange Fluctuations | -- | (1,301,632) |
| TOTAL | 1,877,881 | 1,458,780 |
| 10. PERSONNEL EXPENSES | | |
| Salaries and Benefits | 557,207,400 | 535,503,751 |
| Staff Relocation Expenses | 10,062,689 | 12,910,259 |
| TOTAL | 567,270,089 | 548,414,010 |
| 11. OPERATING AND ADMINISTRATIVE EXPENSES | | |
| Rent | 6,395,919 | 4,560,147 |
| Travelling and Conveyance | 1,168,266 | 3,028,090 |
| Visa Processing | -- | 1,096,680 |
| Communication | 2,064,825 | 1,779,293 |
| Prof. and service charges | 14,344,737 | 17,133,473 |
| Electricity Charges | 631,198 | 643,949 |
| Office Expenses & Maintenance | 7,062,412 | 7,255,900 |
| Rates & Taxes | 263,987 | 278,918 |
| Other Miscellaneous Expenses | 977,353 | 343,311 |
| Advertisement & Promotion Expenses | 436,832 | 718,621 |
| Loss on Sale of Fixed Assets | -- | 215,867 |
| Auditors Remuneration | 721,050 | 673,288 |
| Bad Debts Written Off | 1,574,205 | 1,713,793 |
| Interest on Other Loans | 53,493 | -- |
| Bank Charges | 236,185 | 105,508 |
| Exchange Fluctuations | 4,162,802 | -- |
| TOTAL | 40,093,264 | 39,546,838 |
| 12. FINANCIAL EXPENSES | | |
| Interest on Other Loans | 828,206 | 1,033,409 |
| TOTAL | 828,206 | 1,033,409 |

SCHEDULE 13: CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

I Significant Accounting Policies

1. Basis of Consolidation:

The consolidated financial statements of Saven Technologies Limited (the company) and its Subsidiaries are prepared under historical cost convention in accordance with generally accepted accounting principles applicable in India and the Accounting Standard 21 on "Consolidated Financial Statements", issued by The Institute of Chartered Accountants of India (ICAI), to the extent possible in the same format as that adopted by the parent company for its separate financial statements. Intra-group balances and intra-group transactions are eliminated in full.

2. Fixed Assets:

Fixed assets are capitalised at acquisition cost inclusive of freight, installation cost and other incidental expenses incurred during the year.

3. Depreciation:

Depreciation has been provided on the basis of Straight Line Method.

4. Revenue Recognition:

Income from software related services is accounted for on the basis of services rendered and billed to clients on acceptance and / or on the basis of man-hours spent, as per the terms of contract with clients.

The Company recognizes revenue from engagement services based on the number of engagements performed. Revenues from time period services are recognized based on the time incurred in providing services at contracted rates. Revenues from BPO services are based on the performance of specific criteria at contracted rates.

5. Investments:

Investments are classified into current investments and long-term investments. Current investments are carried at the lower of cost or fair market value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the profit and loss account. Long-term investments are carried at cost less provision made to recognize any decline, other than

temporary, in the value of such investments.

6. Earnings per Share (EPS):

The earnings considered in ascertaining the company's EPS comprises the net profit / loss after tax (and includes the post tax effect of any extraordinary items). The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year. The number of shares used in computing Diluted EPS comprises of weighted average shares considered for deriving Basic EPS, and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date.

7. Retirement Benefits:

- (i) The Company's Contributions to Provident Fund have been paid to Government's provident fund and charged as expenditure in Profit & Loss account.
- (ii) The Company's Contributions to Gratuity scheme are determined by actuarial valuation and have been made to an approved Fund and the same is charged as expenditure to Profit & Loss account.

8. Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency are translated at the rates of exchange at the balance sheet date and resultant gain or loss is recognized in the Profit and Loss Account.

The consolidated financial statements are prepared in Indian Rupees. The Indian Rupee is the functional currency of Saven Technologies Limited, the parent company. However, the U.S. Dollar and the Great Britain Pound are the functional currencies for its subsidiaries located in the U.S. and the U.K. respectively.

For the purpose of Consolidation, as per International Accounting Standard (IAS) 21- "the effects of changes in Foreign exchange rates". Assets and Liabilities of non- Indian subsidiaries are translated at the Balance Sheet date. Income and Expenditure are translated at the average rate during the year.

II. Notes to Consolidated Financial Statements:

1. Contingent Liabilities:

Saven Technologies Inc., U.S.A (STI) occupies leased office space in Schaumburg, Illinois. The lease agreement requires monthly rental payment through July 2014. In addition, STI is responsible for insurance and maintenance for the property.

2. Depreciation:

Depreciation on Fixed Assets amounting to Rs. 9.52 Million was not provided during the financial

4. List of subsidiaries considered for consolidation

| Sl. No. | Name of the Subsidiary Company | Country of Incorporation | Extent of Holding(%) as on March 31, 2009 |
|---------|---------------------------------|--------------------------|---|
| 1. | Saven Technologies Inc. | U S A | 61 % |
| 2. | Saven Technologies (UK) Limited | U K | 100 % |

The reporting date of the above two subsidiaries is March 31, 2009.

5. Auditors' Remuneration :

(in Rs.)

| | | |
|--------------------------------------|-------------------|------------|
| | 31.03.2009 | 31.03.2008 |
| Statutory Audit Fee | 706,050 | 658,288 |
| Taxation and other statutory matters | 15,000 | 15,000 |

6. Quantitative details:

The Company is engaged in the Technology Consultancy Services, Development of Computer Software and IT Enabled Services (ITES). The sale and production of such software cannot be expressed in any generic unit. Hence, it is not possible to give the 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.

7. Dues to Small-Scale Industrial undertakings:

As of March 31, 2009 the Company had no outstanding dues to small-scale industrial undertakings (As of March 31, 2008-Rs. Nil)

8. Related Party Transactions:

The Company entered into transactions with the following related parties:

- Penrillian Limited, a Joint Venture Company in the U.K.
- Key Management Person, Mr. Murty Gudipati - Executive Director.

| Nature of Transactions | Transactions for the Year ended March 31 | | Balance As at March 31 | |
|---|--|-----------|------------------------|------------|
| | 2009 | 2008 | 2009 | 2008 |
| Investments | Nil | Nil | 16,619 | 16,619 |
| Advances / Loans | 3,768,461 | 3,960,208 | 16,664,795 | 20,433,256 |
| Key Management Person- Remuneration (appointed as Executive Director w.e.f. 13.03.2009) | 1,429,970 | 1,308,600 | Nil | Nil |

Disclosure of Intra-group transactions is not required in the Consolidated Financial Statements.

9. Segment-wise / Product-wise performance:

Business segments at the Company and its subsidiaries are primarily Technology Consultancy Services, IT Enabled Services and Software Development Services.

Geographical revenues are segregated based on the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized.

Business Segments**Year ended March 31, 2009**

(Amount in Rs.)

| Particulars | Technology Consultancy Services | IT-Enabled Services | Software Development & Services | Total |
|-------------------------------------|---------------------------------|---------------------|---------------------------------|--------------|
| Revenues | 571,427,362 | 671,400 | 20,802,489 | 592,901,251 |
| Identifiable operating expenses | 554,785,805 | 360,000 | 12,124,284 | 567,270,089 |
| Allocated expenses | 34,352,576 | 101,000 | 5,639,688 | 40,093,264 |
| Segmental operating income / (loss) | (17,711,019) | 210,400 | 3,038,517 | (14,462,102) |
| Unallocable expenses | | | | 6,140,883 |
| Operating income / (loss) | | | | (20,602,985) |
| Other income (expenses), net | | | | 1,049,675 |
| Net profit / (loss) before taxes | | | | (19,553,310) |
| Income taxes | | | | 382,907 |
| Net profit / (loss) after taxes | | | | (19,936,217) |

Year ended March 31, 2008

(Amount in Rs.)

| Particulars | Technology Consultancy Services | IT-Enabled Services | Software Development & Services | Total |
|-------------------------------------|---------------------------------|---------------------|---------------------------------|-------------|
| Revenues | 588,096,512 | 2,771,639 | 11,898,578 | 602,766,729 |
| Identifiable operating expenses | 538,642,182 | 2,766,373 | 7,005,455 | 548,414,010 |
| Allocated expenses | 34,821,690 | 2,178,516 | 2,546,632 | 39,546,838 |
| Segmental operating Income / (loss) | 14,632,640 | (2,173,250) | 2,346,491 | 14,805,881 |
| Unallocable expenses | | | | 3,126,827 |
| Operating Income / (loss) | | | | 11,679,054 |
| Extraordinary Items | | | | 4,500,737 |
| Other Income (expenses), net | | | | 425,371 |
| Net profit / (loss) before taxes | | | | 16,605,162 |
| Income Taxes | | | | 9,727,158 |
| Net Profit / (Loss) after taxes | | | | 6,878,004 |

Geographic Segments

Year ended March 31, 2009

(Amount in Rs.)

| Particulars | North America | India | Total |
|-------------------------------------|------------------|------------|--------------|
| Revenues | 571,427,362 | 21,473,889 | 592,901,251 |
| Identifiable operating expenses | 554,785,805 | 12,484,284 | 567,270,089 |
| Allocated expenses | 34,352,576 | 5,740,688 | 40,093,264 |
| Segmental operating Income / (loss) | (17,711,019) | 3,248,917 | (14,462,102) |
| Unallocable expenses | | | 6,140,883 |
| Operating Income / (loss) | | | (20,602,985) |
| Other Income (expenses), net | | | 1,049,675 |
| Net profit / (loss) before taxes | | | (19,553,310) |
| Income Taxes | | | 382,907 |
| Net Profit / (Loss) after taxes | | | (19,936,217) |

Year ended March 31, 2008

(Amount in Rs.)

| Particulars | North America | India | Total |
|-------------------------------------|------------------|------------|-------------|
| Revenues | 588,096,512 | 14,670,217 | 602,766,729 |
| Identifiable operating expenses | 538,642,182 | 9,771,828 | 548,414,010 |
| Allocated expenses | 34,821,690 | 4,725,148 | 39,546,838 |
| Segmental operating Income / (loss) | 14,632,640 | 173,241 | 14,805,881 |
| Unallocable expenses | | | 3,126,827 |
| Operating Income / (loss) | | | 11,679,054 |
| Extraordinary Items | | | 4,500,737 |
| Other Income (expenses), net | | | 425,371 |
| Net profit/(loss) before taxes | | | 16,605,162 |
| Income Taxes | | | 9,727,158 |
| Net Profit / (Loss) after taxes | | | 6,878,004 |

Schedules 1 to 13 form part of the Balance Sheet and have been authenticated.

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

Ansu Elezabeth Thomas
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

| Particulars | (Amount in Rs.) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2009 | Year ended March 31, 2008 |
| A Cash Flow from Operating Activities | | |
| <i>Net Profit / (Loss) before Tax and after Non-recurring items</i> | (19,553,310) | 16,605,162 |
| <i>Adjustments for:</i> | | |
| Depreciation | 6,140,883 | 3,126,827 |
| Miscellaneous Expense Written-off | Nil | Nil |
| Profit / Loss on Sale of Fixed Assets | Nil | 215,867 |
| Interest Income | (1,761,387) | (755,020) |
| Interest Expense | 828,206 | 1,033,409 |
| <i>Operating Profit/(Loss) before working Capital Changes</i> | (14,345,608) | 20,226,245 |
| Increase / Decrease in Sundry Debtors | (20,105,966) | 5,198,532 |
| Increase / Decrease in Loans & Advances | 9,451,033 | 3,011,088 |
| Increase / Decrease in Current Liabilities & Other Provisions | 30,447,867 | (13,830,572) |
| <i>Cash generated from operations</i> | 5,447,326 | 14,605,293 |
| Income Taxes Paid | 382,907 | 9,727,158 |
| Net Cash from Operating Activities | 5,064,419 | 4,878,135 |
| B. Cash Flow from Investing Activities | | |
| Purchase of Fixed Assets | (2,426,956) | (4,859,662) |
| Proceeds from sale of Fixed Assets | Nil | 215,350 |
| Miscellaneous Expenditure | Nil | Nil |
| Investments | Nil | Nil |
| Interest Received | 1,761,387 | 755,020 |
| Net Cash used in Investing Activities | (665,569) | (3,889,292) |
| C. Cash flow from Financing Activities | | |
| Proceeds from Issuance of Share capital | Nil | 10,400,000 |
| Proceeds from Loans | Nil | Nil |
| Repayment of Loans | Nil | Nil |
| Interest paid | (828,206) | (1,033,409) |
| Dividends paid (including Dividend tax) | Nil | Nil |
| Net Cash from Financing Activities | (828,206) | 9,366,591 |
| Net Increase / (Decrease) in Cash and Cash Equivalents | 3,570,644 | 10,355,434 |
| Cash & Cash equivalents at the beginning of year | 44,134,240 | 33,778,806 |
| Cash & Cash equivalents at the end of the year | 47,704,884 | 44,134,240 |

As per our report of even date
for Rambabu & Co.,
Chartered Accountants

Ravi Rambabu
Partner
M.No. 18541

Place : Hyderabad
Date : June 19, 2009

for and on behalf of the Board

Murty Gudipati
Executive Director

R S Sampath
Director

Ansu Elezabeth Thomas
Company Secretary

SAVEN TECHNOLOGIES LIMITED

Regd. Office: No.302, My Home Sarovar Plaza, 5-9-22, Secretariat Road, Hyderabad - 500 063.

ATTENDANCE SLIP

Name & Address of the shareholder

Regd. Folio No/DP No. _____

No of Shares Held:

I hereby record my presence at the Sixteenth Annual General Meeting of the Company held on Thursday, the 24th day of September, 2009 at 4.00 P.M. at The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation house, 11-6-841, Red Hills, Hyderabad - 500 004.

Signature of the Shareholder or Proxy*

*Strike out whichever is not applicable _____



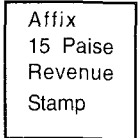
SAVEN TECHNOLOGIES LIMITED

Regd. Office: No.302, My Home Sarovar Plaza, 5-9-22, Secretariat Road, Hyderabad - 500 063.

PROXY FORM

Regd. Folio No/D.P. I.D. No. _____

I / We _____ of _____ being a member / members of Saven Technologies Limited, hereby appoint Mr/Ms _____ of _____ failing him/her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Thursday, the 24th day of September, 2009 at 4.00 P.M. at The Federation of Andhra Pradesh Chamber of Commerce and Industry, Federation house, 11-6-841, Red Hills, Hyderabad - 500 004.



Signed this _____ day of _____ 2009

NOTE: The proxy form, in order to be effective, should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

Printed Matter
Book - Post

If undelivered, please return to:

SAVEN TECHNOLOGIES LIMITED

Regd. Office: #302, My Home Sarovar Plaza, 5-9-22,
Secretariat Road, Hyderabad - 500 063 A.P. INDIA