

GEODESIC

ANNUAL REPORT 2011 - 2012

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CORPORATE INFORMATION

COMPANY SECRETARY

CS. Swati Gupta

REGISTERED & CORPORATE OFFICE

Geodesic Limited

B-3, Lunic Industries, Opp. State Bank of India, Cross Road 'B', MIDC, Andheri East, Mumbai - 400 093. Maharashtra. India.

Tel: +91-22-28306804/ 28311849

Fax: +91-22-28200832

Visit us: www.geodesic.com

Email: invrel@geodesic.com

AUDITORS

M/s Borkar & Muzumdar
Chartered Accountants

PRINCIPAL BANKERS

- ICICI Bank Limited
- Barclays Bank PLC
- Union Bank of India
- DBS Bank Limited
- Standard Chartered Bank
- Deutsche Bank
- Axis Bank Limited
- HDFC Bank Limited
- HSBC Limited
- Citibank N A

FOREIGN BANKS

- HSBC Private Bank (C.I) Limited, Jersey Branch
- Barclays Bank PLC - London

REGISTRAR & TRANSFER AGENT

M/s Universal Capital Securities Private Limited

21, Shakil Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri East, Mumbai - 400 093.

Tel. No: +91-22-28207203-05 / 28257641

Fax No: +91-22-28207207

Email: info@unisec.in

Website: www.unisec.in

OTHER OFFICES

Geodesic Limited

K.C. House, 2nd Floor, CTS No. 15, Central Road, MIDC, Andheri East, Mumbai - 400 093. Maharashtra. India.

Geodesic Limited

Unit No. 51, SDF-II, SEEPZ SEZ, MIDC, Andheri East, Mumbai - 400 096. Maharashtra. India.

Geodesic Limited

18, 10th Cross, Mayura Street, Papanna Layout, Outer Ring Road, RMV II Stage, Bangalore - 560094. Karnataka. India.

Geodesic Limited

19B, MLA Colony, Road No. 12, Banjara Hills, Hyderabad – 500 034. Andhra Pradesh. India.

FACTORY

Geodesic Limited

B-8, Industrial Estate, Roorkee, **Dist.:** Haridwar – 247 667. (Uttarakhand)



COMPANY SUBSIDIARIES

DOMESTIC SUBSIDIARIES

- Chandamama India Limited**
 #B-3, Cross Road 'B', MIDC, Andheri East,
 Mumbai - 400 093. Maharashtra. India.
 Tel: +91-22-28306804
 Fax: +91-22-28200832
 URL: www.chandamama.com
- Filmorbit.com India Private Limited**
 B-3, Lunic Ind., Opp. State Bank of India, Cross Road "B",
 MIDC, Andheri East, Mumbai - 400093. India.
 Tel: +91-22-28314430
 Fax: +91-22-28200832
 URL: www.filmorbit.com
- Geodesic Gridpoint Energy Private Limited**
 501, Crystal Row House, Baner – Mahalunge Road,
 Baner, Pune – 411045.
 Tele/Fax: +91-20-46746937

ASSOCIATE COMPANY

- Republique Media Private Limited**
 B3 Lunic Industries, Cross Road 'B', MIDC,
 Andheri East, Mumbai – 400 093. Maharashtra, India.
 Tel: +91-22-28306804
 Fax: +91-22-28200832

INTERNATIONAL SUBSIDIARIES

- Geodesic Holdings Limited**
 C/o: Premier Financial Services Ltd.
 10th Floor, Sterling Tower, 14, Poudriere Street,
 Port Louis, Mauritius.
- Geodesic Technology Solutions Limited**
 7/F, Man On Commercial Building, 12-13, Jubilee Street,
 Central, Hong Kong.
- Geodesic Hong Kong Limited**
 (Subsidiary of Geodesic Holdings Limited)
 3/F, Well View Commercial Building, New No. 10,
 (Old No. 8-12) Morrison Street, Sheung Wan, Hong Kong.
- Geodesic Information Systems Inc**
 (Subsidiary of Geodesic Holdings Limited)
 29 Periwinkle Drive, Monmouth Junction, New Jersey
 08852. USA.
- Interactive Networks International Inc**
 (Subsidiary of Geodesic Holdings Limited)
 Akara Building 24 De Castro Street, Wickhams Cay 1,
 Road Town, Tortola, British Virgin Islands.
- Publicidad Digital S.A.**
 (Subsidiary of Interactive Networks International Inc)
 Rio Negro, 1320, Montevideo, CP 11100, Uruguay.
- Emiloto Associated Inc**
 (Subsidiary of Geodesic Holdings Limited)
 53rd E Street, MMG Tower, Urbanizacion Marbella,
 16th Floor, Panama City, Panama.
- Geodesic Technology FZE**
 (Subsidiary of Geodesic Holdings Limited)
 E - LOB Office No., P.O. Box 51810,
 Hamriyah Free Zone - Sharjah, United Arab Emirates.
- Zomo Technologies Limited**
 (Subsidiary of Geodesic Holdings Limited) Trident Trust
 Company (BVI) Ltd.,
 Trident Chambers, P.O. Box 146, Road Town, Tortola,
 British Virgin Island.
- Spokn Communications Pte. Limited**
 (Subsidiary of Geodesic Holdings Limited)
 1 North Bridge Road, #19-40/05 High Street Centre,
 Singapore – 179094



BOARD OF DIRECTORS

<p>Pankaj Kumar Chairman</p>	<p>Kiran Kulkarni Managing Director</p>	<p>Prashant Mulekar Executive Director</p>
<p>Nitin Potdar Non-Executive & Independent Director</p>	<p>Vinod Sethi Non-Executive & Independent Director</p>	<p>Radhika Pereira Non-Executive & Independent Director</p>

MANAGEMENT TEAM

<p>Pankaj Kumar Chairman</p>	<p>Kiran Kulkarni Managing Director</p>	<p>Prashant Mulekar Executive Director</p>
<p>Tim Bruce Director - Geodesic Hong Kong Limited</p>	<p>Girish Borkar Chief Accounts Officer</p>	<p>Sanjay Sarkar President - Financial Solutions</p>
<p>Jitendra Loyal Head - Product Engineering</p>	<p>Sarraju Narasinga Rao Chief Products Officer</p>	<p>Swati Gupta Vice President & Company Secretary</p>
<p>Dr. P. R. Subramanya Vice President - Technology (GeoAmida)</p>	<p>Evan Menezes Chief Human Resources Officer</p>	<p>Alok Khare Executive Vice President - Engineering</p>
<p>Arnab Ganguly Vice President - Business Development & Sales (GeoAmida)</p>	<p>Deepak Shenoy Vice President - Operations</p>	<p>D Phaneendra Kumar Vice President - New Technologies</p>
<p>Navitaa Sharma Kudar Head - Corporate Communications</p>		

TO OUR SHAREHOLDERS, PARTNERS, CUSTOMERS AND EMPLOYEES

Fiscal period 2012 has been a roller coaster year - full of ups and downs. We reported higher revenues and lower earnings than the previous year. We had substantial MTM currency losses coupled with provisioning for bad debts. Receivables got stretched as we forayed into newer segments and markets, and also due to uncertainty and global economic turmoil. However, we launched fantastic new products and services, consolidated business lines and streamlined business operations to build an incredible future for Geodesic.

We extended our financial year by 3 months from 31st March, 2012 to 30th June, 2012. So the financial year is not comparable with the previous year. This decision was taken primarily because we were in the process of consolidating development, launch and market products viz. Enlyte and variants of the GeoAmida platform. We opined that the new product offering will consolidate business lines across our product portfolio by extending the financial year till 30th June, 2012.

We are now in a better position to present restructured business lines and its financial impact to our stakeholders. We added 35 new enterprise customers and 4 million retail users for our communication, content and collaboration stack.

OUR BUSINESS: PRODUCTS, SERVICES AND DEVICES:

Over time, the full value of our software will be seen and felt in how people use our products, solutions, devices and services at work and in their personal lives. This is a major shift, both in terms of what we do and how we see ourselves — as a solutions, services and devices company. We have been working hard on making our products, solutions, services and devices to work in a self-service mode. This shift impacts how we run the company, how we develop new experiences and how we take products to market, for both consumers and businesses. We believe this shift will impact the company positively, going forward. The planning and shift in the way we perceived Geodesic during the past year and the roadmap ahead gives us the edge to be a leading player in the solutions, services and devices markets globally.

OUR SOLUTIONS AND SERVICES FOR THE ENTERPRISE:

We will continue to work with a varied ecosystem of partners and system integrators to deliver a broad spectrum of our solutions and devices. We do this to ensure that we provide “a self-service model” of our solutions and services to our customers. We believe that the self-service nature of our solutions is important for a reason - Customers today want to work on ideas, sometimes, improbable



ones to give them the edge and the power to expand at will. The self-service platform will provide us with ideas to a better roadmap. This in turn, will ensure that we build solutions and services that people want.

There will be times when we may have to build specific devices and solutions for specific purposes, as we have chosen to do with law enforcement devices and Point Of Sale terminals. We have built segment-specific solutions in the areas of financial analytics. We have set up a dedicated user-experience team and will focus relentlessly on delivering delightful, seamless experiences across hardware, solution and services.

A great example of this shift can be seen in our products RoundTable, ENLYTe and BBeep:

Roundtable is a culmination of all our past communication and collaboration technologies has been launched as a "cloud solution" to ensure minimum efforts at the customer's end. Roundtable incorporates mobility as an important component to allow customers to communicate and collaborate from their cell phones and the ever growing tablets.

ENLYTe, on the other hand is perfect for personal, educational and professional use. ENLYTe, during the last one year has gone through a series of environmental modifications in terms of Operating system support, content and cloud services and ENDRIVE storage (storage backup for student's content). ENLYte will now be available across multiple platforms including Linux, Windows 8 and Android, and will be launched in the forthcoming academic year.

BBeep is the perfect enterprise messenger or the world's most secure and private messenger. BBeep lets you control the flow of messages, images and videos, keeps a track of all the messages/pictures/videos in the binge for on demand retrieval, disallows SPAM and allows the customer to choose their contacts.

Helping businesses move to the cloud is one of our largest opportunities. All the online services that people use today — both from Geodesic and other companies — run on servers in data centers around the globe. The number of Internet services used will continue to grow as people connect to the Internet from more devices for more purposes — fueling incredible opportunity for our enterprise business solutions and analytics. Unique to Geodesic, we continue to design and deliver world-class cloud solutions that allow our customers to move to the cloud on their terms.

Our cumulative 10+ years of innovation, product utility, customer experience improvements: usability, business models, speedy delivery, reducing cost structure so we can afford to offer customers value and ever-lower prices, amongst many others. This work has been done by a large



number of smart, relentless, customer-centric people across all areas of the company. We are proud of our solutions (in the areas of communication, collaboration, content management and analytics, CRM and e-governance), our low prices, reliability and scalability. Our business customers inform us that these solutions help them achieve their business objectives and goals much faster and more economically thereby leading to increase in efficiency.

We know that we can achieve far more and we're dedicated to improving further.

OUR SOLUTIONS AND SERVICES FOR THE RETAIL CONSUMER:

Further, as we develop and update our consumer services, we'll do so in ways that take full advantage of hardware advances. We have developed our solutions and services on various platforms and have pre-loaded these solutions with hardware platforms around the world. So right out of the box, a customer will be in a position to use the device that is connected to communication, productivity and entertainment services from Geodesic. Our consumer apps allow customers to select a program, channel or a genre, start playing it on the mobile phone and finish watching the same program on the PC or the TV.

Our solutions are taking a major leap forward. The new products are designed from the ground up for all platforms and take full advantage of new mobile form factors with touch and pen capabilities. It unlocks new experiences for reading, note-taking, meetings and communications, and brings social media directly into productivity and collaboration scenarios.

CULTURE AND TEAM

We live in an era of extraordinary increase in available bandwidth, disk space, and processing power, all of which continue to get cheaper by the day. We have on our team some of the most sophisticated technologists – helping to solve challenges that are right on the edge of what's possible today.

Innovation and excellence form the foundation of our culture. At Geodesic, we ensure that our employees are given enough opportunities to express new ideas and prospects.

Our team is a perfect blend of raw talent and experienced professionals. This helps us spearhead our tasks, achieve goals and develop innovative products.

Over the period, we have modified our employee development programs and introduced new ones so that our employees grow into skilled professionals and fine leaders. We are a firm believer in transparency and want our employees to have a broader sense of responsibility towards customers



and users. Our employees are the driving force behind our success and we are committed to have a mutually benefitting relationship with them.

MOVING AHEAD: BIG OPPORTUNITY

There’s a remarkable amount of opportunity ahead for Geodesic in both the next year and the next decade. As we enter this new era, there are several distinct areas of technology that we are focused on driving forward including that of productivity, multimedia content management, communication, collaboration and education - all of which start to show up in on our own device and other platforms and services launching this year. Leading from the front in these areas, making technology intuitive and adopting new business model approaches over the long term will translate into sustained growth into the near and distant future.

We are uniquely positioned to lead in these areas, given the breadth of our solutions and services portfolio, as well as our significant customer breadth, global partners and retail customer base and the growing mobile ecosystem.

We have unshakeable conviction that the long-term interests of shareholders are perfectly aligned with the interests of customers.

As always, thank you for your continued support.

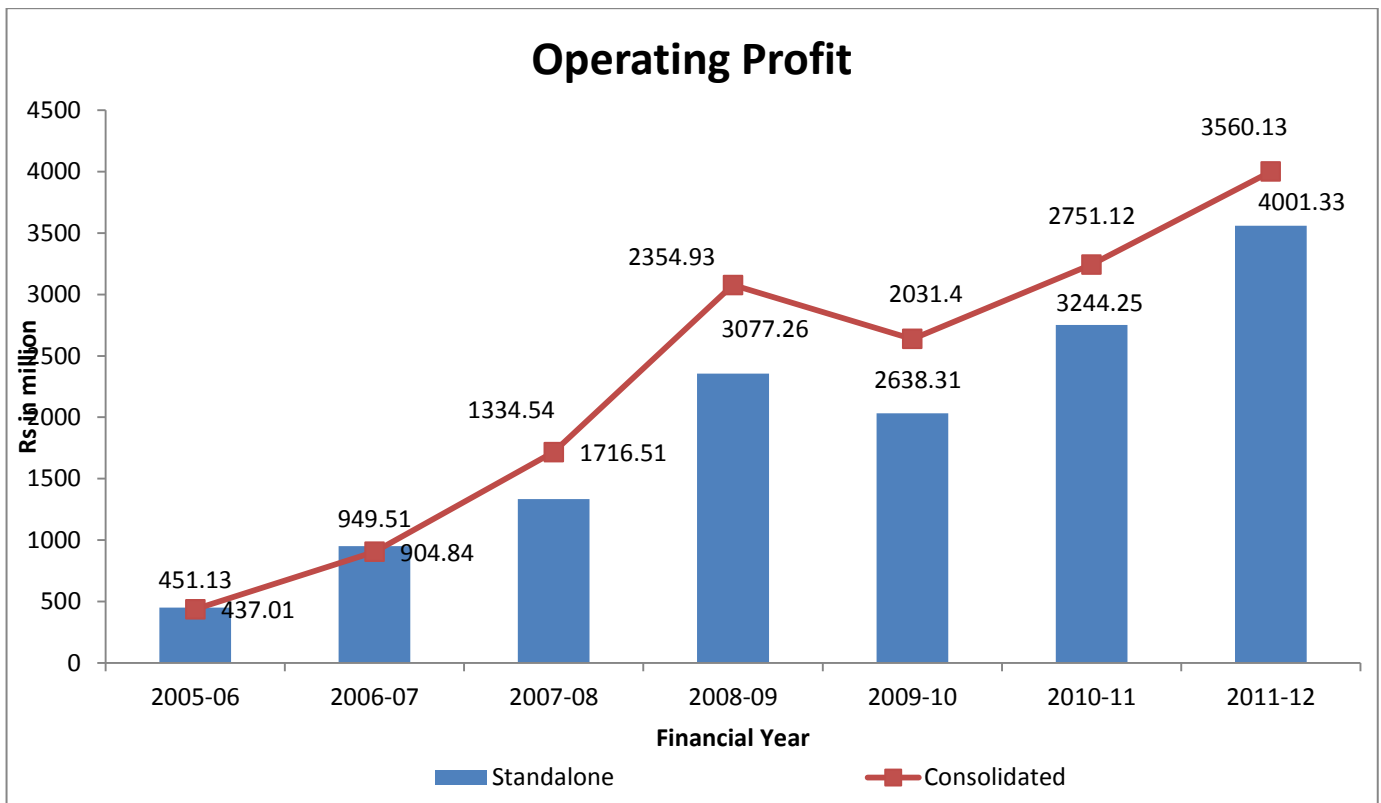
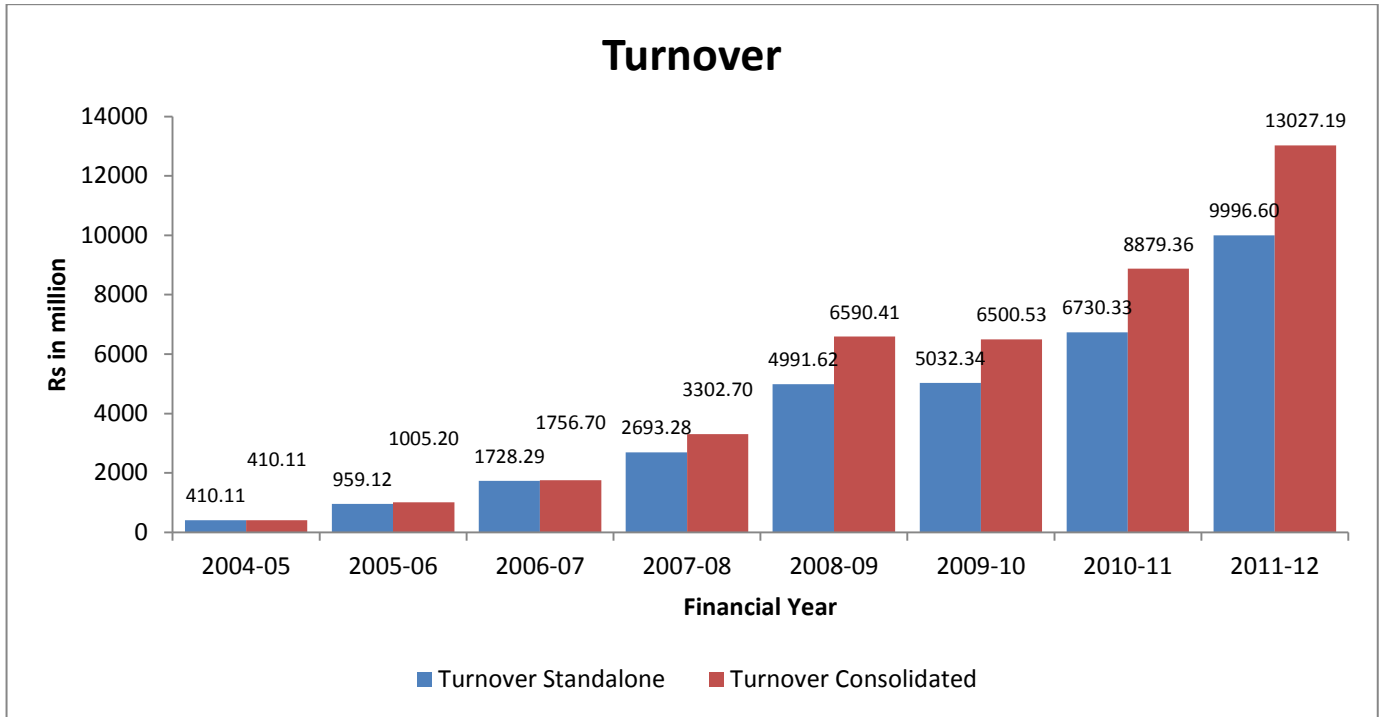


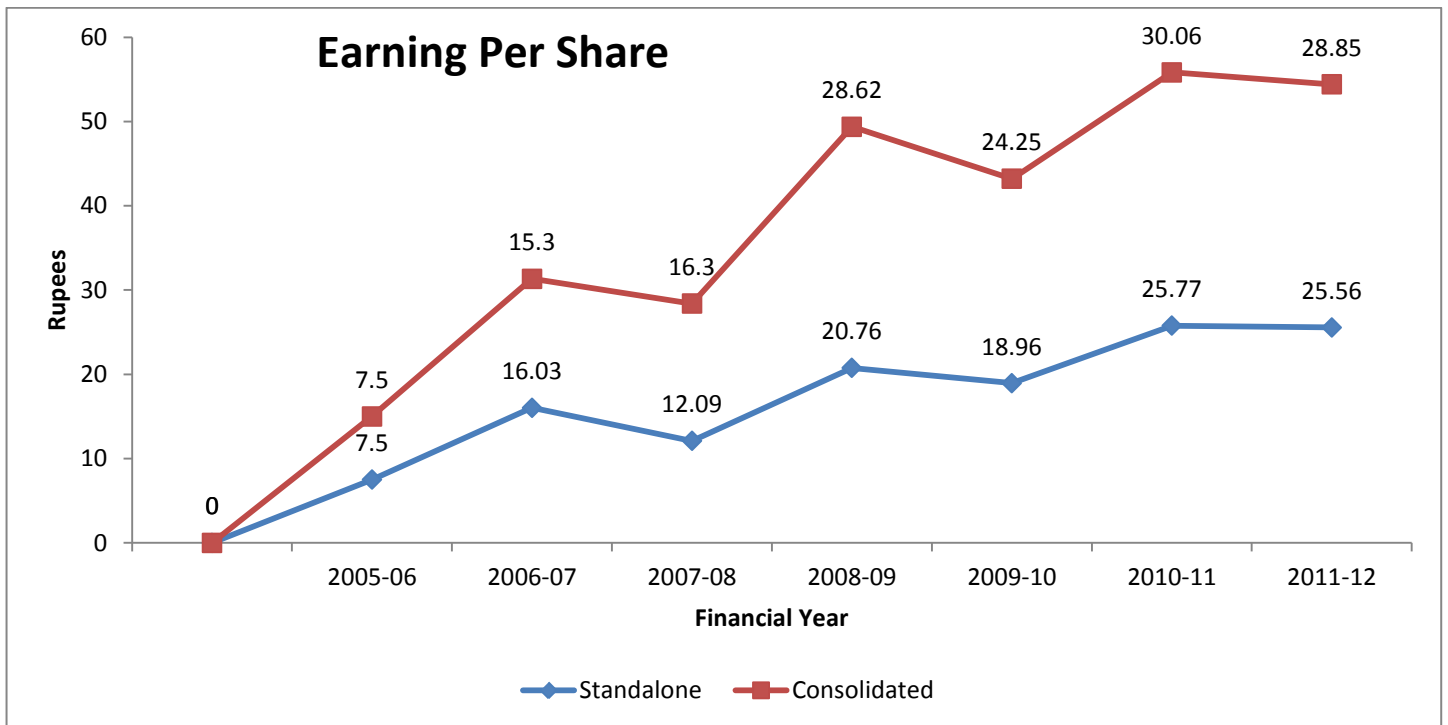
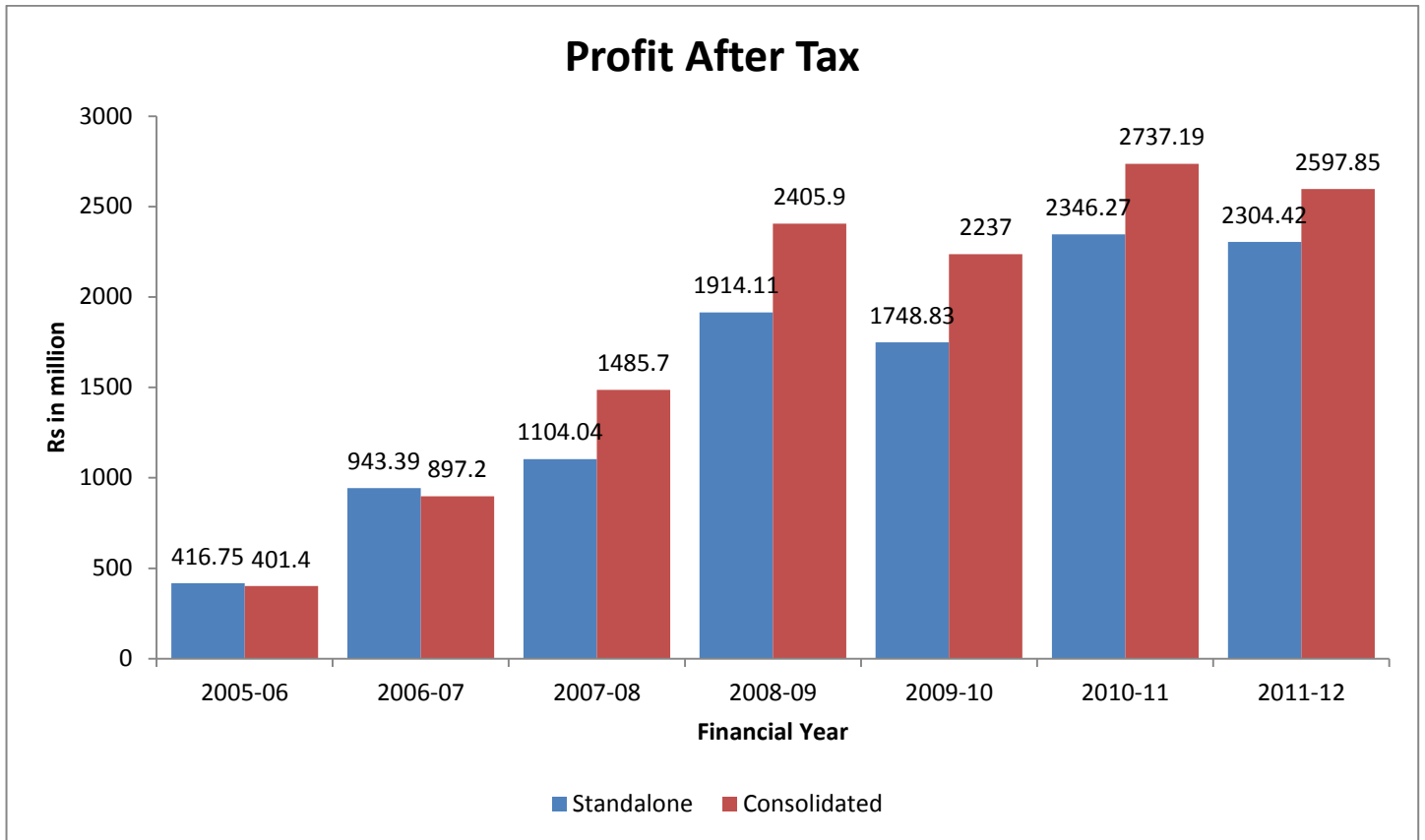


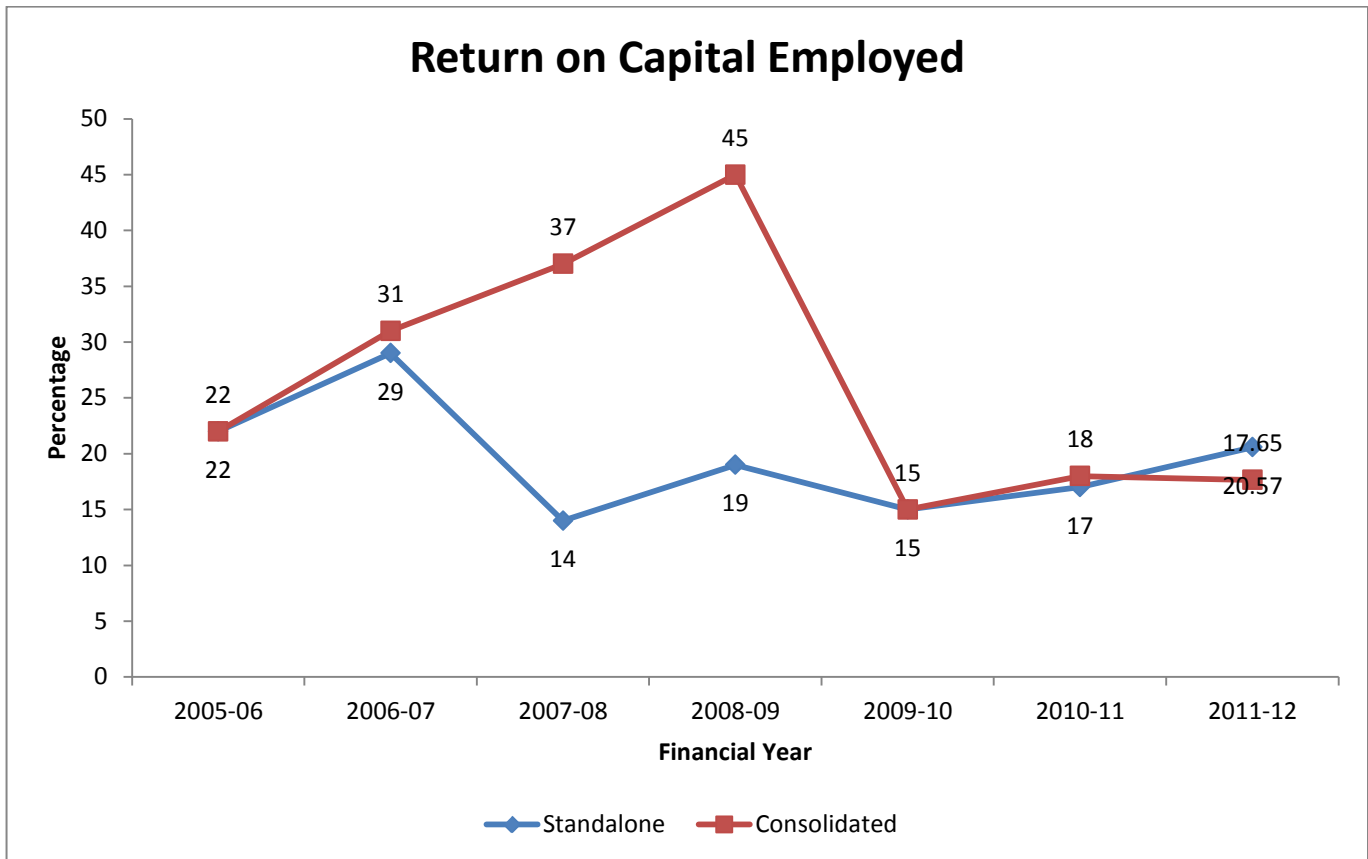
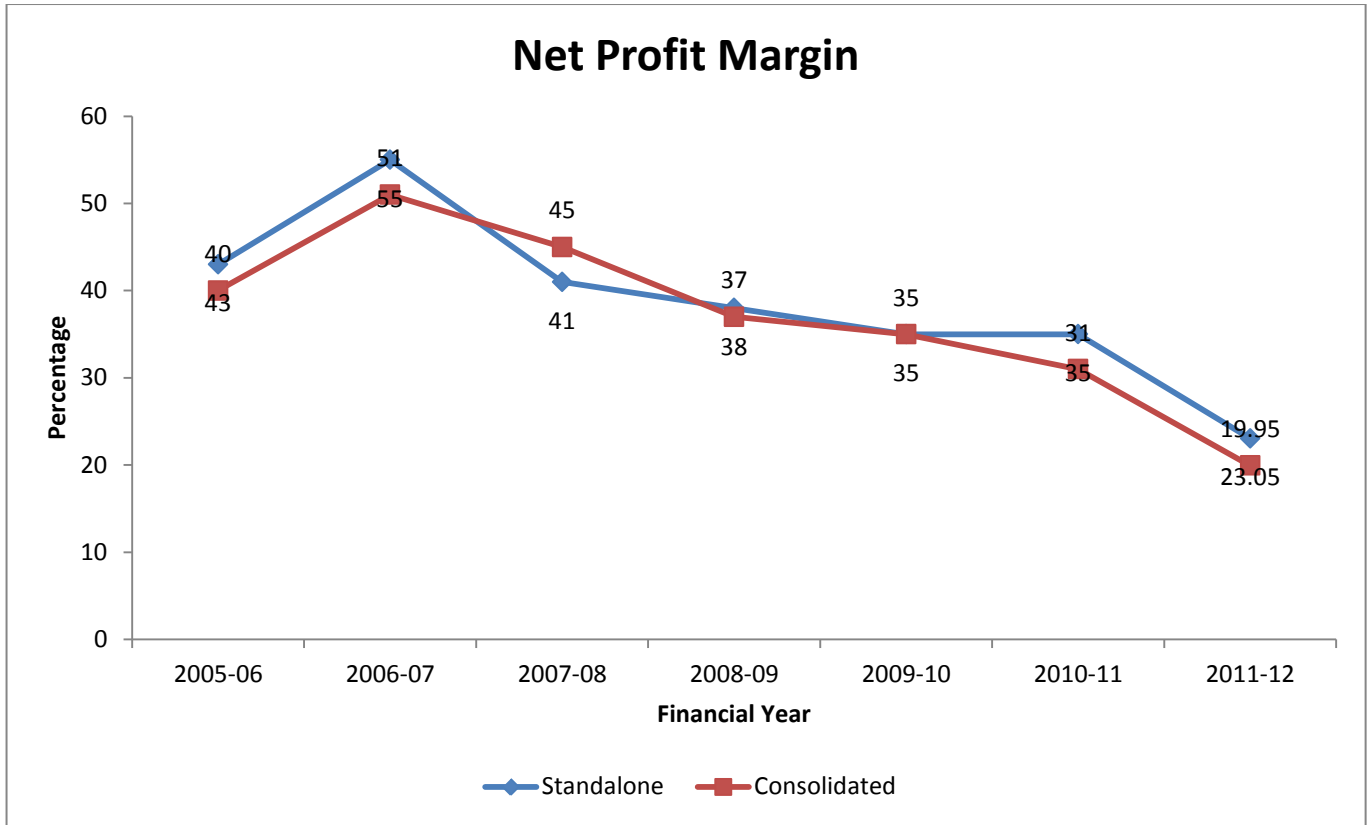
<p>Pankaj Kumar Chairman</p>	<p>Kiran Kulkarni Managing Director</p>	<p>Prashant Mulekar Executive Director</p>
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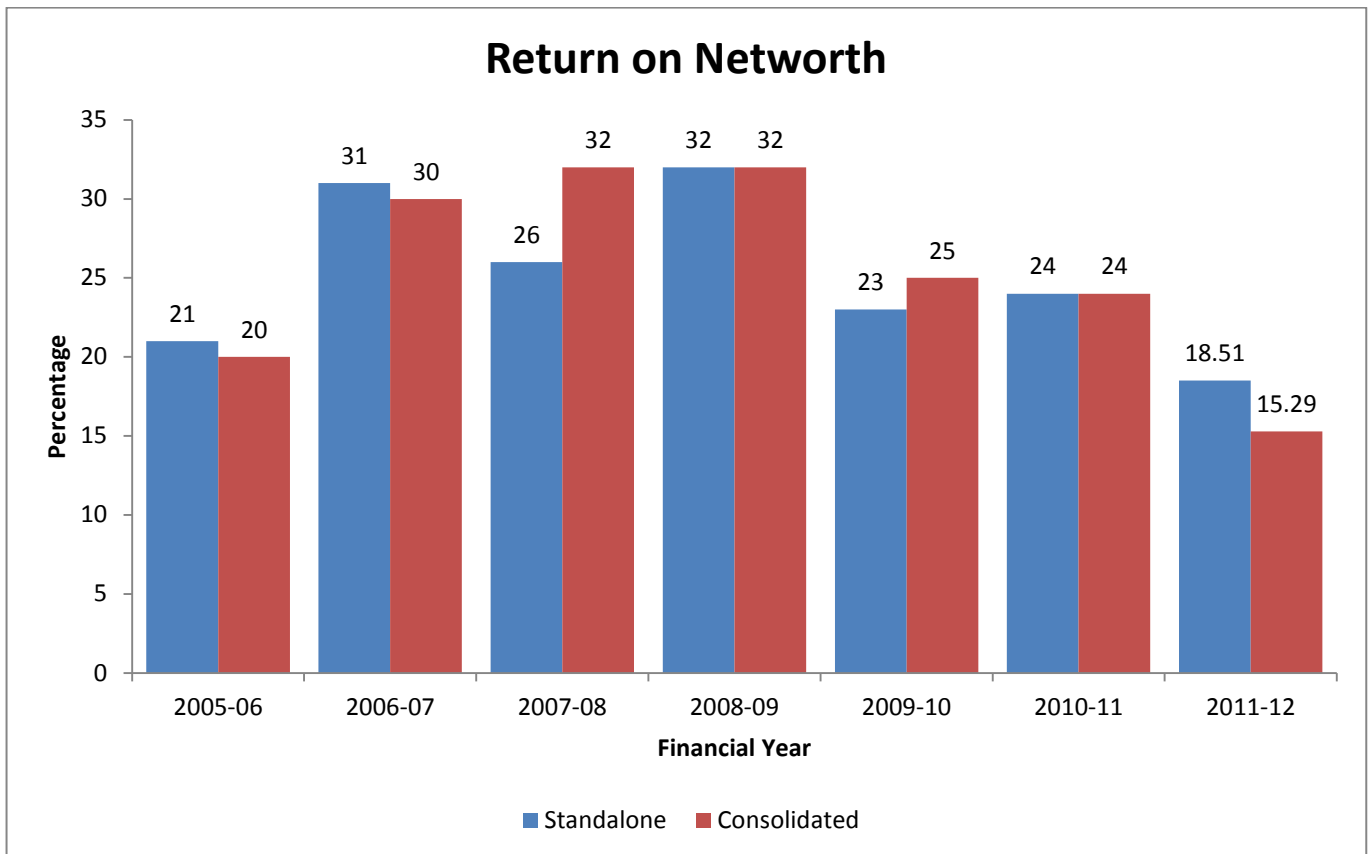
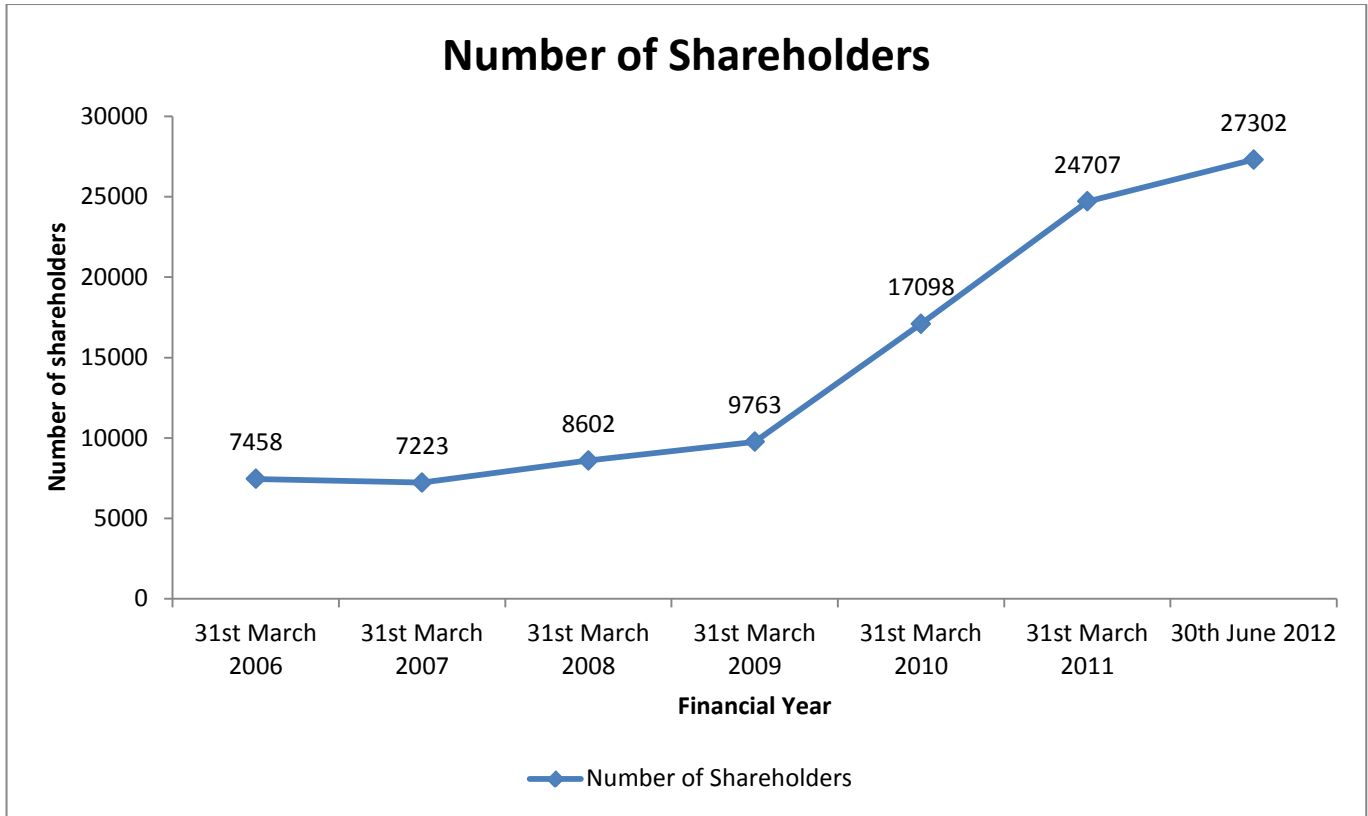


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MANAGEMENT DISCUSSION & ANALYSIS

FORWARD LOOKING STATEMENTS

This report contains forward looking statements which may be identified by the use of words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’, or other words of similar meaning. All statements that address expectations or projections about the future, including the statements about Geodesic’s strategy for growth, product development, market position, expenditures and financial results, are forward looking statements.

Forward looking statements are based on certain assumptions and expectations of future events. Geodesic cannot guarantee that these assumptions and expectations are accurate or will be realized. Geodesic’s actual results, performance or achievements, can thus differ materially from those projected in any such forward looking statements. Geodesic assumes no responsibility to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or events.

OVERVIEW

With over thirteen years of presence in the field of technology, we have successfully developed a wide array of solutions for verticals such as communication, collaboration, content delivery, electronic computing, financial products / services and gaming. Within each vertical, we cater to enterprise as well as retail segments. Our mission is to develop products and services that help reduce operational costs, enhance productivity and efficiency, simplify content consumption and provide global presence to our customers.

During the fiscal period 2012 (15 months period), we diversified our product line and ventured into new and varied industries. We have targeted customers from different stratum and geographies. With innovation and non-resistance to change as key drivers for our operations, we have successfully accelerated development and deployment of newer technologies and methods across the breadth of our products. We launched browser-based solutions for our communication and collaboration stack, diversified platforms for our retail products, launched newer analytical tools to manage financial content and launched several variations of GeoAmida to cater to a wider customer base.

Our efforts to provide high-quality and superior products have helped us improve our customer base; add more business partners and report excellent growth in revenues and net profit. We are committed to excel further and achieve more in the coming year.

Fact Sheet

Total number of offices across the globe: **14**

Marketing Partners: **4**

Total number of employees: **800**

Net Profit earned in fiscal period 2012:
Rs.2598 million

Revenues earned in fiscal period 2012:
Rs.13027 million



OUR BUSINESS MODEL

Geodesic addresses a diverse market segment and we have been successful in adopting unique business models for each of our market segments. Our business models include license and support fee, usage fee / revenue share and subscriptions. These business models are built to help our clients succeed in delivering business value to their enterprises.

Our business models are resilient, adapting to the continuously changing market and economic environment. We continue to divest businesses off their concerns and strengthen our position through strategic organic investments and acquisitions. Our business models, supported by our long-term financial model, have enabled us to deliver consistent earnings, sustained cash flows and higher returns to shareholders.

FACTORS AFFECTING OUR BUSINESS

Potential Fluctuations in Results: Our operating results may fluctuate because of a variety of factors including changing economic conditions and its related effects on workforce size, purchasing patterns, compliance with new regulatory requirements, a mix of products and services sold, and the ability to effectively integrate acquired businesses and industry trends.

Product Development and Technological Change: Continual change and improvement in software connectivity and hardware technologies characterize the markets for communication and collaboration systems. Our future success will depend largely on our ability to increase these capabilities and enhance our existing products on a timely basis to meet the increasingly sophisticated needs of our customers.

Attracting and Retaining Technical Personnel: We have always successfully hired the best talent from across the globe. However, we may encounter intense competition for experienced technical personnel for product development, technical support, marketing and sales. This could adversely affect our ability to develop, support and sell products on time.

Competition: Catering to a market that is constantly and rapidly changing, we face formidable competition in every facet of our business. It is particularly from companies seeking to connect people throughout the world over IP based Communication and Collaboration on multiple platforms. There is also increased competition from other Mobile VAS providers that are innovating and / or developing mobile applications and technologies. These factors could adversely affect our operating results through price reductions or loss of market share. Though our product offerings are unique, due to constant technological changes we will continue to encounter competition.

As we offer a wide array of Web and mobile products and services, we compete directly with new as well as established companies which offer similar Communication, Collaboration, Content and Entertainment services. However, we have a well integrated advanced platform that includes Content Management, Communication, Collaboration and a CRM module across platforms. This will help us stay ahead of competition.

We market and sell our products through our direct sales organization, independent value added resellers, OEMs and system integrators. A substantial portion of our revenue is generated through sales to dealers and



OEMs. Reduction in the sales efforts of our major dealers and/or OEMs, or termination or changes in their relationship with us, can have an adverse effect on the results of our operations.

Reliance on Key Vendors: We depend upon the reliability and viability of a variety of software development tools owned by third parties to develop our products. If these tools are inadequate or are not properly supported, our ability to release competitive products in a timely manner can be adversely effected. Also, certain parts and components used in our hardware products are purchased from single suppliers. Complete dependency from a single source may have an adverse effect on our operating results.

Account Receivables: The company has trade receivables outstanding with Cellular Network Carriers, Handset Manufacturers, Government Agencies, System Integrators and value-added Resellers. Our billing cycle is quarterly and the payment cycles for the above mentioned segments are prolonged. We are working on introducing newer methods of billing cycles and optimizing report generation to reduce the receivables cycle.

BUSINESS TRENDS

Our business has grown significantly since inception, resulting in substantial increase in revenues. However, our revenue growth has been moderate over the last few quarters as a result of a number of factors including volatility in global economy, increased competition, new development initiatives and an enhanced sales cycle.

We are now focused on building solutions for not only mobile phones but also for tablets. In fact, we are extremely excited about opportunities being presented to us due to a strong combination of hardware and software solutions. We believe we now have the ability to create unique user experiences around education, healthcare, gaming and law enforcement solutions and make an impact in the newer market segments we wish to address.

According to the research firm Markets and Markets, the total global mobile applications market is expected to be worth \$25 billion by 2015 (up from about \$6.8 billion in 2010).

Forrester forecasts that the market for Unified communications and Collaboration within enterprises in North America, Europe, and Asia Pacific will reach \$14.5 billion in 2015.

By 2014, social CRM vendors will take more than 40% of the market share for campaign management.

The main focus of our marketing plans is to provide relevant and useful products / services to our users, reflecting our commitment to constantly reduce their communication costs and improve their overall experience. We expect to continue to improve in this sphere and acquire technologies and companies that add value and enhance our revenues.

We continue to invest in building necessary employee and systems infrastructure required to manage our growth, and develop and promote our products and services. This may cause our operating margins to decrease slightly. We have experienced and expect to continue to experience growth in our operations as we build our research and development programs, expand our user base, system integrators, content providers, and increase our presence in international markets. Also, we have acquired and expect to continue to acquire businesses and other technologies going forward. These acquisitions generally enhance the breadth and depth of our products and services offerings, expertise in engineering and other functional areas.



Our full-time employee head count has increased over the last 15 months, growing to 800+. We have recently made efforts to improve the discipline of our hiring process and we expect to continue to invest in our business, research and development of new products and services. However, these initiatives may cause our operating margins to decrease. We have worked on an optimized foreign exchange hedging program that is designed to reduce our exposure to fluctuations in foreign currencies.

OUR BUSINESS SEGMENTS

Our products can be primarily classified across five unique verticals. These include Communication and Collaboration, Financial Products and Services, Content Delivery Platform and Electronic Computing. We have successfully developed innovative products and solutions in these product categories. We address following segments: Enterprise, Government and Retail segments.

ENTERPRISE

Our enterprise customers are diverse and include banking & financial services, Engineering, Telecom, Manufacturing, Oil & Gas, Information Technology, System Integrators/ Value added resellers, Fast Moving Consumer Goods companies, Services & Trading companies besides Government and Semi-Government companies. We predominantly sell/ license our communication/ collaboration stack, financial products & services besides selling GeoAmida as part of E-governance/ Law enforcement/ Financial Inclusion initiatives to the above mentioned enterprises.

Our Enterprise products have been designed for desktop and mobile platforms to ensure flexibility and enhanced productivity across the enterprise. We ensure that our enterprise products and solutions seamlessly integrate with a range of industry standard ERP and CRM solutions to enhance overall value for the enterprise.

RETAIL

We provide a range of mobile communication, multimedia content and gaming products to the retail segment. Our products are available across a wide range of platforms including iOS, Android, BlackBerry, Symbian, Java and the recently released Windows phones. Most of our products support desktops (Windows & Mac OS) as well to provide flexibility to the retail user in terms of product usage. All our communication products provide ease-of-use, interoperability, privacy & security and convenience to users, considering the evolving mobile platform. Our communication product suite of products reduces communication costs by over 90% and includes:

Mundu IM - An interoperable messenger that allows users to communicate over AIM, ICQ, GTalk, MSN and Yahoo messengers

BBEEP - A secure mobile text and voice messenger for mobile contacts

Spokn - Voice communication based on IP

Mundu SMS – A text messaging application over IP

Our multimedia content products for the mobile platform include streaming, live and on-demand content to users. Our multimedia products include social media integration to include interactivity. Our multimedia content products are rich in content and are aimed at engaging users. Our multimedia content products include:



Mundu Radio – A product that lets you discover audio content (music, news, sports etc) across more than 35000 Internet radio stations worldwide and 50+ genres.

Mundu TV – One of our most successful products that allow a consumer to watch Live TV across 50+ channels and movies.

We launched **Carom MP** – a board game cherished in over 25 countries worldwide. Carom allows multiple players to play to participate. Carom relies heavily on the rules of Physics but is an extremely ease-to-use and a fun game.

Retail Consumers can download our products from our product Web sites and also from various platform specific App stores. We also reach out to retail consumers by pre-bundling our products on mobile handsets of various manufacturers and provide our products as value added services to Telecom operators.

As for Mundu TV, we have so far consciously marketed it as a direct-to consumer retail product and have not aligned with any Telecom Operator. However, we have signed pre-bundling agreements with independent software developers and handset manufacturers. Mundu TV has more than 9 million downloads so far and is one of the top downloaded application on the Nokia OVI store besides winning several awards.

We realize revenues from the retail segment through a mix of one time license fee and/ or subscription and usage fees. Additionally, we have aligned with top payment gateways and pre-paid cards to extend our reach and ensure we raise the download to purchase conversion ratio.

SMALL, MEDIUM AND LARGE COMPANIES

The ubiquity of computing and software tools has transformed personal and business productivity. Over the last decade, Geodesic redefined software productivity beyond a heavy client on the PC. Productivity scenarios now encompass unified communications such as instant messaging, voice, and video communications, business intelligence, collaboration, content management, and relationship management, all of which are now available as server-side applications and are accessed using Web browsers. These server applications can be hosted in the cloud by the customer, a partner, or by Geodesic. Our communication, collaboration and relationship management solutions include RoundTable, Spyder and Continuum.

Our solutions are flexible to even include our customers’ branding as part of the product profile. The fee structure is innovative and includes one time installation cost, subscription fee and system integration costs. These solutions save over 40% on communication costs, enhance Enterprise productivity and reduce the sales cycle to a great extent.

TELECOM OPERATORS AND HANDSET MANUFACTURERS

Over the years, we have aligned with the Telecom Operators and Handset Manufacturers to distribute our products. Telecom operators and Handset manufacturers provide value added services (VAS) and features to attract and retain subscribers. We provide our Mundu suite of products and Spokn product as value added services to Telecom Operators. We also pre-bundle these products on handsets to improve the handset reach



and enhance their revenues. We have signed agreements with over 30 network operators and more than a dozen handset companies in fiscal period 2012 to distribute Mundu and Spokn products worldwide.

We have an arrangement with Telecom companies and handset manufacturers such that we generate revenue through a combination of license fee, customization fee, subscription fees and revenue sharing with the Telecom Networks and Handset Manufacturers. We generally rely on per subscriber per month subscription fee from Telecom Operators and charge a per phone license fee per handset for device manufacturers. Our strategy of sharing revenues with Telecom Operators and Handset Manufacturers has helped us build lasting associations with them.

SYSTEM INTEGRATORS AND VALUE ADDED RESELLERS

This is an extremely important segment to Geodesic as we reach out to more enterprise customers through them. We provide our entire range of products and solutions through System Integrators/ VARs to ensure our end customers’ needs are met with completely. However, the economic downturn has led to job cuts and payment delays. We are working with system integrators to adopt newer ways of reaching out to end customers and innovating on payment options to ensure that this segment of the enterprise grows in the quarters to come.

GOVERNMENT AND FINANCIAL INSTITUTIONS

We provide GeoAmida, a handheld device to this segment. This device helps authenticate and validate data, perform remote data processing and ensure connectivity with remote places. We have successfully implemented this product with various State and Central Government agencies. GeoAmida now touches almost 8% of India’s rural population for the sake of financial inclusion directly and through system integrators. We are in the process to implement GeoAmida in large private companies to manage their sales cycles and inventory management.

GeoAmida has several variants and we are confident that GeoAmida will reach out to segments in the space of rural education and as utility meter reading terminals.

OPERATIONAL HIGHLIGHTS

In 2012, we continued to foray into a variety of industries and spearheaded our existing line of products. Based on extensive market research and analysis, we undertook development of new and unique products. This has helped us widen our scope and build long term partnerships with many companies.

We have made remarkable progress in each vertical, Communication and Collaboration, Financial Products and Services, Content Delivery Platform, Electronic Computing and Gaming, and aim to excel further by developing innovative and quality products.



Financial Highlights

(Rs in million)

Year	FY 2012 (15 months)	FY 2011 (12 months)
Revenue	13027	8933
Earnings	2597	2736
EPS	28.85	29.90

Revenues: We grossed revenues of Rs 13027 million in fiscal period 2012.

Net Profit: Net Profit stands at Rs 2597 million. Net profit resulted primarily from growth in addressing newer segments, deepening existing institutional relationships, expanding our institutional and retail product line, signing up with more system integrators and increasing our user base across the retail segment.

Earnings Per Share: Our EPS stands at Rs 28.85.

DIVIDEND: A payment of dividend @ Rs 2 per share is recommended on the face value of Rs 2 for approval of shareholders in the ensuing AGM.

Expenses: Total expenses stands at Rs 9734 million in fiscal period 2012.

Depreciation: Depreciation and amortization stands at Rs 1653.5 million for the fiscal period 2012.

Income Tax: Income tax comprises of current tax provision and the net change in the deferred tax. Current tax provision is made in accordance with the Income Tax Act, 1961.

MAT (Minimum Alternative Tax): MAT paid in accordance to the tax laws, which gives rise to the future economic benefits in the form of adjustment of future income tax liabilities, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. The tax effect of temporary differences between the book profit and taxable profit are reflected through Deferred Tax Asset / Deferred Tax Liability. The Company has started operations in SEEPZ (a designated SEZ in Mumbai) from end of September 2008 and entitles us to a 100% tax holiday until September 2013 and thereafter at the rate of 50% until March 2019 under Section 10AA of the Income Tax Act, 1961. As a result, deferred tax arising out of timing differences originating and reversing during the tax holiday period is not recognized.

VAT (Value Added Tax): VAT assessment has taken place during the financial year 2010-11 for earlier years and as per the provisions of MVAT Act, 2002 the input credit claimed by the Company was disallowed. As a result, during the current year the Company on a conservative basis has not



claimed any input VAT credit and the balance in the said account pertaining to the current year has been transferred to appropriate expense heads.

Capital Expenditure: During the fiscal period 2012, the company invested Rs. 2530 million in fixed assets.

Trade Receivables: Our receivables are stretched owing to the global economic turbulence and the sectors we address including the Government, Telecom, System Integrators and Original Device Manufacturers where the billing cycle is usually in the range of 120 – 180 days. Our billing cycle is quarterly and we are in the process of upgrading our clients to use our cloud computing solution ensuring better control over the billing cycle. As a prudent measure, we have reduced our exposure to customers with delayed payment cycles. We have however, introduced newer solutions and launched new products to offset the reduction of such exposure. Our new products allow us to address a wider spectrum of segments thereby adding depth to our customer base. We have taken corrective action to ensure that our trade receivables go down drastically in the coming financial year and have already seen improvement in the payment cycles. We were predominantly focused on software solutions however, we have been providing complete solutions to our customers that include hardware, software and services. Hardware solutions required inventory build-up and we had to access short term borrowing towards working capital.

Inventory Build-up: Our inventory build-up went up substantially owing to strong demand for GeoAmida, ACMR and their variants across the globe, specifically the Indian Sub-Continent, Middle East and the African continents. Our inventories also rose owing to the fact that the Government segment delayed its implementation plan, forcing us to reschedule deliveries and maintain inventory at our level. Another factor for the increase in inventory was to purchase components at a comparatively lower dollar exchange rate as the Indian Rupee was expected to depreciate drastically.

Advances: Our advances have gone up as compared to the last FY owing to payments made to acquire Intellectual Property Rights (IPR) that boost our product portfolio, towards technology royalty for usage of codecs in our voice and content delivery platforms. Advances also include money kept in an escrow account towards a pending acquisition.

Fixed Assets: We have migrated our technologies to support cloud computing and newer content delivery platforms to provide internationally accepted QOS across our solutions. Our VOIP solution now has a better response time making international calls almost lag free across the world. RoundTable – our new audio/ video conferencing solution supports more than 50 simultaneous users from a web browser. These initiatives ensured scalability and reliability that led to an increase in the fixed assets.



PRODUCT PORTFOLIO

COMMUNICATION AND COLLABORATION

BBeep

BBeep is a secure cross-platform messenger, which uses your existing data connection to exchange messages and voice calls with your contacts for free. BBeep has features like Privacy Control that let you choose who you can interact with, and Message Encryption ensures data confidentiality.

BBeep uses industry standard encryption algorithms to secure all communication between you and your contacts. This ensures that the message sent by you can only be read by the recipient and no one else. BBeep gives you the ability to choose which friends you want to add to your list. BBeep also sends you a request whenever a contact wants to add you to their list. You can choose to either approve or ignore the request.

Mundu IM

Mundu IM is a real-time comprehensive messaging solution that provides multi-lingual, text and multimedia messaging across seven major IM services. Mundu IM allows you to stay connected with your family, friends and colleagues round-the-clock.

Mundu IM values your privacy and does not store your usernames or passwords on its servers. Mundu IM has a unique design for each mobile phone platforms. Mundu IM is a strong and a robust product that takes care of all your messaging needs. In the rare eventuality of an issue, our support team is geared to resolve your queries in 24 hours.

Spokn

Spokn is a worldwide telecom service provider that enables people to make phone calls or send short voice messages (VMS) easily and cost-effectively using their computers, internet-enabled smartphones or even regular phones.

Spokn subscribers can call phones around the world at extremely low rates and can call other Spokn subscribers around the world for free. Subscribers can also subscribe to a phone number in the US, UK, Canada and more countries and be a local call away for callers from that country.

RoundTable

RoundTable, the latest addition to our list of innovative products in the communication and collaboration platform, is aimed to make Web conferencing hassle-free. It enables users in diverse locations to collaborate, communicate and exchange information without having to download any client.

Using RoundTable, you can meet people one-on-one or virtually present information to hundreds of participants. You can schedule meetings in advance or start an instant online meeting and



invite people to join you by email, text message or an IM. It's easy to integrate RoundTable into every aspect of your business. You can share any type of content and let your meeting participants take control over your desktop for a truly interactive, hands-on meeting experience. You can show documents, applications and desktop to remote attendees in real time.

RoundTable saves costs, boosts employee productivity, reduces sales cycles, enhances revenue and helps in conducting inexpensive training and seminar. Additionally, RoundTable enables team members to communicate and collaborate more naturally, anywhere, anytime and across multiple platforms.

RoundTable seamlessly integrates a private/ public instant messaging service and a comprehensive SMS solution to reach out to team members, participants and customers/vendors across the globe keeping in line with our comprehensive unified communication and collaboration suite.

RoundTable helps enterprises build more effective teams across corporate boundaries, companies and continents across the globe. RoundTable's high quality audio/ video conferencing encourages individuals and enterprises to use online meetings more frequently, resulting in enhanced productivity and a quicker return on investment.

Companies of all sizes have opened up their borders and are moving toward the vision of becoming connected organizations. Employees, customers, partners and suppliers are all important constituents of an organization's extended enterprise. Serving the communication needs of a connected organization means virtually anytime, just about anywhere access to people and information coupled with the need to communicate faster and more collaboratively over a variety of devices or desktop applications.

Mundu SMS

An easy-to-use mobile and desktop messaging service, Mundu SMS is the ideal cost-effective way to send local and international messages. It transmits your messages using the Internet, and delivers them as SMS messages to your recipients. Mundu SMS provides significant cost savings compared to regular mobile phone plans, more so when you are on roaming.

With simple yet powerful features that allow integration with your desktop applications to use lists, Mundu SMS is an indispensable communication choice for your business and personal communication needs.

Continuum

Continuum is a Unified Communication and Collaboration suite of products combining the capabilities of your communication framework and sophisticated contact management into a single, powerful solution.



Continuum ensures Business Continuity by automated logging of all communications. It assists organizations to meet regulatory compliance requirements and ensures organization's control over communication within and outside the enterprise.

FINANCIAL PRODUCTS AND SERVICES

Wealth Console

Wealth Console is an enterprise-ready, client-server Portfolio Reporting and Analytics product integrated with a high-end communications backend. The solution offers engaging analytical views of an investor's portfolio using a sophisticated user interface. Interactive visualization automatically categorizes transactions and asset classes so clients can see the big picture, up close and personal.

Wealth Console is a single-point, online source for providing your clients advice on how to grow their personal wealth. Your enterprise can provide investment ideas, stock quotes, charts, business news, market research, and can be a learning centre for all financial information, with a special emphasis on investing.

Wallet WAP

Wallet WAP is the key to "Anytime-Anywhere" delivery of market and investment information. Wallet WAP is compatible with all mobile devices and enables brokers and financial institutions to reach their client base, irrespective of where they are.

Wallet WAP allows end users to view Portfolio, Stock Quotes, Price Charts, Market News, Screeners, Financial Statements and Results on any Mobile device. It integrates seamlessly with a financial institution's back-office to allow rich views of portfolio data. It is the fastest and the most direct channel to keep clients informed about the latest happenings in the markets.

.fn

.fn has been involved in the conceptualization, design, and implementation of leading Financial Data Portals for over 10 years. Some of our key implementations include Moneycontrol.com, Edelweiss.in, HDFC Securities, Axis Direct and SmartInvestor.in.

In developing large portals, we bring to the forefront several years of experience in Statistical Analysis, Data Management, Visualization, User Experience and Content Management with the utilization of breakthrough technologies.

Spyder

Spyder is an advanced Client Relationship Alignment Management System for the complex needs of a financial institution which sells intellectual product(s) manifesting as opinion (backed by research), market insight, know-how and capability.



Spyder incorporates specific concepts that transform the system from being just a 'useful client database' to an essential tool that helps identify and coordinate revenue opportunities, reduce operational costs, and manage distributed resources.

CONTENT DELIVERY PLATFORM

eTorf

eTorf is one of the latest additions to the Content Delivery platform vertical. eTorf helps protect and track high volume products and thereby restricts sale of counterfeit goods. eTorf has an ability to generate unique codes for primary, secondary and tertiary product packs. It can be easily integrated with manufacturing processes and ERP systems.

Mundu Radio

Mundu Radio is an Internet radio solution that offers high quality digital audio music on mobile handsets and desktops. Mundu Radio gives you access to over 35,000 internet radio stations and other content such as news, sports, finance, talk shows and much more on your mobile. You can manage your playlist, personalize it, and tune into your favorite genre whenever you want.

Mundu TV

Mundu TV is a Live-Internet TV service that offers its subscribers the opportunity to view live television channels and archived content using wireless and broadband Internet on mobile phones and desktops. During the fiscal period 2012, Mundu TV was launched on Blackberry and Windows Phone 7 platform.

Filmorbit

Filmorbit is a broad based portal that streams more than 2000 movies for free, offers content discovery in more ways than one and leads to content consumption and commerce. Social media connections are integrated as part of this Web site. During the year, FilmOrbit.com launched a new, more user-friendly design for its Web site. It also launched a new suite of products - Platform Services, which monetizes content for various content owners on different platforms such as Amazon, YouTube etc. FilmOrbit also launched an on-demand Indian classical radio streaming app for iPhone.

Chandamama

We acquired Chandamama India Limited on May 7, 2007. Maintaining the core essence of the iconic publication, we have been successful in digitizing it. It is available on the Web and on certain mobile platforms. Chandamama launched its first set of short animated films on iPad and iPhone in English and nine regional languages.

ELECTRONIC COMPUTING



ACMR

Geodesic Gridpoint Energy Private Limited is a wholly owned subsidiary. It was formed to create, develop and deploy energy saving products and systems, equipments and devices like transformers, grid boxes, set top boxes etc. Our ACMR system uses Radio Frequency (RF) routers and ACMRs, which are fixed within 75 feet radius of RF meters and enable downloading data from these meters at pre-determined intervals during the day.

Enlyte

Taking Enlyte (Education 'N' Learning You Take Everywhere) forward, we launched an advanced version of Enlyte Note. This is a collaborative note taking application for iPad with additional features that enable desktop sharing and real time broadcasting wherein users can share notes or files in real time.

GeoAmida

GeoAmida is a Linux-based computing device that is integrated with smart card reader/writer, printer, bio-metric sensors, RFID readers, GPS, GPRS/Wi-Fi/Bluetooth with further scope of adding cameras and other devices through a USB port. This device is targeted towards State and Central Government agencies for the purpose of authentication, validation, remote data processing and connectivity.

During the year, we announced the new range of GeoAmida hand-held devices. These devices had an integrated QWERTY keypad, inbuilt camera and magnetic swipe reader targeted to the Mobile payment segment.

GAMING

We entered the online gaming space with Carrom MP, a multi-player intriguing strategic board game for iPad. Carrom MP scaled to the top of the App Store charts in India, Pakistan and Saudi Arabia and to a top 100 position on the US App Store (a first for any Indian company).

SUBSIDIARIES

INDIAN SUBSIDIARIES

CHANDAMAMA

During the year Chandamama launched its stories in Apple iTunes App Store in 9 different languages (apart from existing English language) including Marathi, Hindi, Tamil, Telugu, Kannada, Malayalam, Bengali, Gujarati and Sanskrit. Now the users are able to read Chandamama stories in 10 different languages on their iPhone, iPad and iPod Touch. Mobisodes were also launched in Apple iTunes App Store including episodes from Jataka Tales and other Chandamama Stories. Mobisodes are also available on Chandamama website at affordable prices to its readers.



Chandamama received an overwhelming response for its book "Ramayana – The Epic Journey". Owing to this encouragement it has decided to launch the story for its mobile readers. The Company has broken the story into small episodes keeping in mind the convenience of its mobile readers. 80% of the work has already been completed to this effect and it is looking forward to launch the same on the Mobile Platform in the current Financial Year.

It had launched the beta version of the audio series during last year which was made available to the users on its website. During the year it has announced the web launch of its audio series. It is already available on the Company's website. Also plans are in force to launch the audio series in different languages apart from the existing English Language. During the year Chandamama also launched e-Books of its magazines which are available to its readers for free.

FILMORBIT.COM

Incorporated to enter the entertainment area, over the past couple of years, FilmOrbit.com India Private Limited has offered innumerable exciting experiences to its users in various ways. It offers an all inclusive interactive film related experience with the possibility of translating into interactive social apps, mobile apps, widgets and services all at the click of a button.

Earlier in this Financial Year, the Company worked with Vashu Bhagnani, the makers of F.A.L.T.U, and launched an innovative digital marketing and distribution site for the movie before its launch. It provided the website, its Facebook pages and operational support for contests and campaigns to engage users. Users could also directly pay and download music from the movie. Well received by online and offline users, this initiative played an important role in the film's success at the box-office. The strategy was a huge success. It paved the way for the Company to take other such similar proposals. Recently, along with the theatrical release of the Marathi movie, Jana Gana Mana, the Company launched it online. The users had to pay per view. It was the first Indian film to release simultaneously on the Internet and in the theatres.

Over a period of time, the website has gained a substantial number of hits by word of mouth. Replete with fun-filled activities like exciting quizzes to solve and interesting filmy formulas to explore, its candid movie reviews are one of the highlights of the site.

GEODESIC GRIDPOINT

Geodesic Gridpoint Energy Private Limited was incorporated with a view to develop and promote technology related to energy and measuring and monitoring energy usage and efficiency. The company is exploring opportunities to utilize the talent and research of this company and help in providing complete solution to aid energy right from generation to distribution and minimizing



losses. The company is also exploring opportunities in production of non conventional sources of energy and other means, so as to enable overall development in the country.

FOREIGN SUBSIDIARIES

Over the years, we have diversified our operations in the International Market through mergers acquisitions, opening of branch offices, etc. Geodesic has 8 step-down subsidiaries including Geodesic Information Systems Inc, USA; Geodesic HongKong Limited, HongKong; Interactive Network International, British Virgin Islands; Publicidad Digital SA, Uruguay; Zomo Technologies Limited, British Virgin Islands; Spokn Communications Pte. Limited, Singapore; Geodesic Technology FZE, Dubai; Emiloto Associated Inc., Panama.

ASSOCIATE COMPANY

REPUBLIQUE MEDIA PRIVATE LIMITED

Republique Media Private Limited is one of the leading anti-piracy partner in the film fraternity. It also offers anti-piracy solutions for Televisions, Home Videos and other content dissemination channels. During the year, the Company has proved its capabilities by successfully safeguarding 24 movies against piracy. The list includes most of the `100 crore club films of the year like Bodyguard, Don-2, Agneepath, Kahaani to name a few. With a view to further expand its business; Republique has signed a contract with Eros International Media Ltd (Eros Digital Group) and Amma Creations (a reputed Production Company in South Indian Film Industry) for which it effectively provided anti-piracy solutions for various film projects during the year which includes most of the projects of Eros International Media Ltd. It is entering the television space this year. During the year it started the Pilot run in association with its partner STAR TV for their famous serial called Mann Kee Awaaz Pratigya to understand the extent of television piracy.

OUR STRENGTH

Human Capital is an integral part of our organizational strategy. From the beginning we have inculcated a culture of entrepreneurship. A vital factor in our growth and development, we have a scalable recruitment and resources management process. This procedure ensures that we attract and retain high calibre professionals.

We encourage challenges, healthy competition and constructive rule-breaking. Our modular Communication, Collaboration, Information and Content platforms, and our wide spectrum of products offer our employees ample opportunities to grow and flourish. We adopt interactive human resource management and participation which enables us to keep our attrition rates at the lowest. We have hired more than 148 professionals in 2012.

Innovation and excellence are the very basis of Geodesic culture. At Geodesic, we ensure that



there is openness among employees in expressing new ideas and prospects. We nurture young talent and motivate them to bring in a fresh perspective in our functioning.

Geodesic as a team has the best blend of raw talent and experienced professionals. Our experienced professionals provide the necessary vision, guidance and support to young professionals. This helps us spearhead our tasks, achieve goals and develop innovative products.

We are happy to announce, Ms. Radhika Pereira, a legal expert and a graduate in Life Sciences and Law from Mumbai University and a postgraduate from Harvard as well as Cambridge universities, joined the Geodesic Ltd Board as a non-executive Independent Director.

KNOWLEDGE MANAGEMENT

Knowledge Management allows Geodesic minds to tie together the collective experiences and knowledge towards better product delivery, individual and organizational excellence. Here, knowledge is created and shared in a supportive environment where creativity and innovation are highly valued.

STRATEGY GOING FORWARD

Our businesses have grown rapidly over the past decade and our strategy of partnering with like-minded companies, system integrators and popular web stores in distributing our products has resulted in consistent revenue and earnings growth. We will continue this strategy going forward in FY 2013.

We are and will be investing heavily in building the necessary system and network infrastructure required to manage our growth. We will continue to invest in our research and development programs to build products that will increase our presence in international markets including developing countries. We have acquired and expect to acquire businesses and technologies as and when the opportunity presents itself.

We will continue to invest in talented people to stay ahead of competition. We will make significant capital expenditure investments into information technology infrastructure and offices globally to increase our market footprint, internationally.



**CHIEF EXECUTIVE OFFICER (CEO), MANAGING DIRECTOR (COO) AND
CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

We, Pankaj Kumar, Executive Chairman, Kiran Kulkarni, Managing Director and Prashant Mulekar, Executive Director of Geodesic Limited to the best of our knowledge and belief, hereby certify that:

- (a) We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 30th June, 2012 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements.

Pankaj Kumar
Chairman

Kiran Kulkarni
Managing Director

Prashant Mulekar
Executive Director

Place: Mumbai

Date: 3rd December 2012



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 12th Annual Report (post demerger) of your Company on the business and operations together with the audited results for the financial year ended 30th June 2012.

FINANCIAL PERFORMANCE

Key aspects of your Company's standalone financial performance for the 15 month year ended 2011-12 are tabulated below:

(₹ In Lacs)

Particulars	Financial Year ended	
	30-Jun-2012 (15 months)	31-Mar-2011 (12 months)
	Audited	Audited
Net Sales/Income from Operations	86,940.89	67,142.75
Other Income	13,025.14	712.94
Total Income	99,966.02	67,855.69
Total Expenditure	57,902.67	38,116.92
Gross Profit before Interest, Depreciation and Taxes	42,063.35	29,738.77
Finance Cost	5,650.75	3,714.99
Depreciation & Amortization	6,462.06	2,265.33
Profit before Prior Period Items	29,950.54	23,758.45
Prior Period Items	(27.98)	(6.73)
Profit before tax	29,978.52	23,765.19
Tax Expense		
Current tax	7,000.00	15.00
Deferred tax/ (Reversal)	(65.66)	287.50
Net Profit after Tax	23,044.17	23,462.69
Appropriations:		
Balance brought forward	71,644.41	53,005.44
Transfer to General Reserve	2,304.40	2,346.28
Dividend & Tax Thereon:		
- Interim (equity)	-	1,216.91
- Final (equity)	2,304.89	1,260.53
Balance carried to Balance Sheet	90,079.30	71,644.41
Paid – up equity share capital	1,802.83	1,802.83
Reserves excluding revaluation reserves	1,22,701.41	95,129.27
Earning per share (in ₹)	25.56	25.77
Diluted Earning per share (in ₹)	25.53	25.67

REVIEW OF OPERATIONS:

During fiscal 2012, Geodesic reported higher revenues and lower earnings than the previous year. There was substantial MTM currency losses coupled with provisioning for bad debts. Receivables got stretched as we forayed into newer segments and markets, and also due to uncertainty and global economic turmoil. However, we launched fantastic new products and services, consolidated business lines and streamlined business operations to build an incredible future for Geodesic.

We extended our financial year by 3 months from 31st March, 2012 to 30th June, 2012. This decision was taken primarily because we were in the process of consolidating development, launch and market products viz. Enlyte and variants of the GeoAmida platform. We opined that the new product offering will consolidate business lines across our product portfolio by extending the financial year till 30th June, 2012.

We are now in a better position to present restructured business lines and its financial impact to our stakeholders.

We added 35 new enterprise customers and 4 million retail users for our communication, content and collaboration stack.

Our Business: Products, Services and Devices:

Over time, the full value of our software will be seen and felt in how people use our products, solutions, devices and services at work and in their personal lives. This is a major shift, both in terms of what we do and how we see ourselves — as a solutions, services and devices Company. We have been working hard on making our products, solutions, services and devices to work in a self-service mode. This shift impacts how we run the Company, how we develop new experiences and how we take products to market, for both consumers and businesses. We believe this shift will impact the Company positively, going forward. The planning and shift in the way we perceived Geodesic during the past year and the roadmap ahead gives us the edge to be a leading player in the solutions, services and devices markets globally.

Our solutions and services for the Enterprise:

We will continue to work with a varied ecosystem of partners and system integrators to deliver a broad spectrum of our solutions and devices. We do this to ensure that we provide “a self-service model” of our solutions and services to our customers. We believe the self-service nature of our solutions is important for a reason - Customers today want to work on ideas, sometimes, improbable ones to give them the edge and the power to expand at will. The self-service platform will provide us with ideas to a better roadmap. This in turn, will ensure that we build solutions and services that people want.

There will be times when we may have to build specific devices and solutions for specific purposes, as we have chosen to do with law enforcement devices and Point Of Sale terminals. We have built segment specific solutions in the areas of financial analytics. We have set up a dedicated user-experience team and will focus relentlessly on delivering delightful, seamless experiences across hardware, solution and services.

A great example of this shift is Roundtable, ENLYTe and BBeep:

Roundtable - a culmination of all our past communication and collaboration technologies has been



launched as a "cloud solution" to ensure minimum efforts at the customers end. Roundtable incorporates mobility as an important component to allow customers to communicate and collaborate from their cell phones and the ever growing tablets.

ENLYTe, on the other hand is perfect for personal, educational and professional use. ENLYTe, during the last one year has gone through a series of environmental modifications in terms of Operating system support, content and cloud services and ENDRIVE storage (storage backup for student's content). ENLYte will now be available across multiple platforms including Linux, Windows 8 and Android, and will be launched in the forthcoming academic year.

BBeep is the perfect enterprise messenger or the world's most secure and private messenger. BBeep lets you control the flow of messages, images and videos, keeps a track of all the messages/ pictures/ videos in the binge for on demand retrieval, disallows SPAM and allows the customer to choose their contacts.

In 2012, we continued to foray into a variety of industries and spearheaded our existing line of products. Based on extensive market research and analysis, we undertook development of new and unique products. This has helped us widen our scope and build long term partnerships with many companies.

AWARDS and RECOGNITIONS

- Mundu TV was featured in the listing for top 5 entertainment applications for IOS by Mobile Indian (a leading mobile/telecom portal).
- Mundu TV was short listed as the "Best TV App" in the IP&TV Industry Awards 2012.
- Mundu TV was ranked as one of the top applications in NDTV Gadgets of the year 2011.
- Mundu TV was showcased as Top OVI Store Free to Download App by Nokia at CommunicAsia 2011.
- Mundu TV was awarded the Editor's Pick Award by Software Informer – a top 500 visited Web site.

DIVIDEND

As a prudent measure, given the economic environment coupled with the redemption of FCCB in January 2013 and the upcoming Equity Buy Back, the dividend is recommended at @ ₹ 2/- per equity share of face value ₹ 2/- each for the year 2011-12 subject to Shareholders' approval at the ensuing Annual General Meeting.

Transfer to Investor Education and Protection Fund (IEPF)

According to Section 205C of the Companies Act, 1956, the outstanding amount of the Dividend paid to the shareholders should be retained in the Unpaid Dividend Account of the Company for 7 years. At the end of 7 years, the balance amount should be transferred to the Investor Education and Protection Fund (IEPF) established and maintained by the Government of India.

Following unpaid and unclaimed dividends were duly transferred to the Investor Education and Protection Fund during the reporting period:



Unpaid & Unclaimed Dividend	Amount transferred to IEPF (in ₹)
Final Dividend for FY 2003-04	2,693
Interim Dividend for FY 2004-05	6,618
Final Dividend for FY 2004-05	5,927

TRANSFER TO GENERAL RESERVE

The Directors proposes to transfer ₹ 2304.40 Lacs (10% of the net profit) to the General Reserve out of the amount available for appropriations and an amount of ₹ 90,079.30 Lacs is proposed to be retained in the Profit and Loss Account.

GEODESIC WORLD

Geodesic acclaims itself as a global corporation by making its presence felt in most of the continents across the globe. Geodesic has 3 Indian Subsidiaries, 2 Foreign Subsidiaries, 8 Foreign Step-down Subsidiaries and an Indian Associate Company. Corporate Structure of the Company is explained below:

INDIAN SUBSIDIARIES

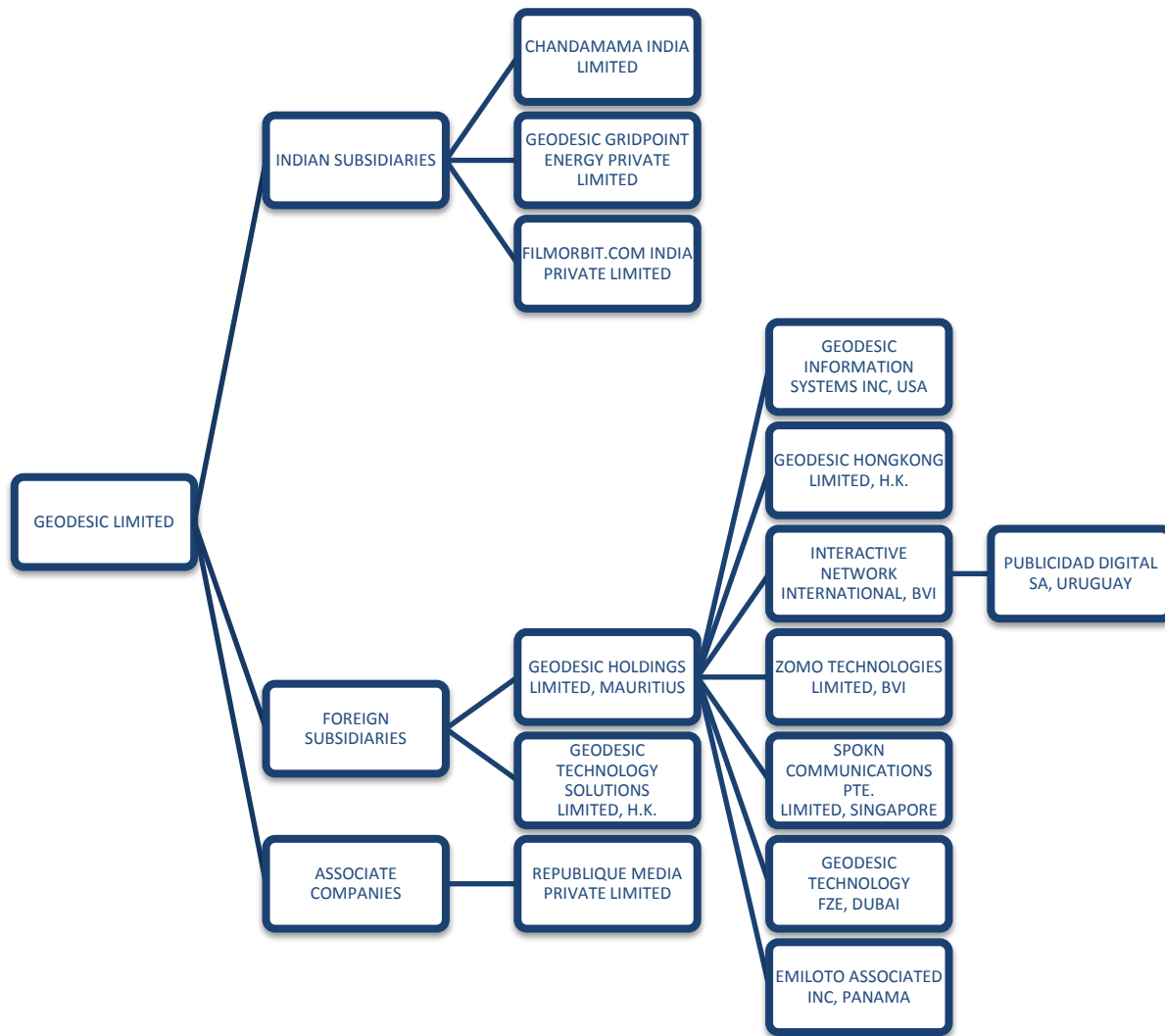
CHANDAMAMA

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Over a period of time, the website has gained a substantial number of hits by word of mouth. Replete with fun-filled activities like exciting quizzes to solve and interesting filmy formulas to explore, its candid movie reviews are one of the highlights of the site.

GEODESIC GRIDPOINT ENERGY

Geodesic Gridpoint Energy's product - ACMR (Automated Clustered Meter Reader) is wireless system of data collection from large number of LPRF (low power RF) energy meters over RF networks and transfer through GSM/GPRS gateway. It is much more than a faster and convenient device for noting electric meter reading. It's a technology that intelligently analyses data from electric meters to deliver better energy management. ACMR enables automatic calculation of the total active energy consumed by all the meters on each of the distribution transformer and its comparison with active energy actually supplied every hour. This analysis can help to quantify the gap between power provided and metered power for every hour. Identification of power consumption patterns makes it possible to forecast power demands in real time. Instant statistics about peak load, low load periods etc .available. The Company is also looking at identifying newer opportunities which require cutting edge technologies.

FOREIGN SUBSIDIARIES

Over the years, we have diversified our operations in the International Market through mergers acquisitions, opening of branch offices, etc. Geodesic has 8 step-down subsidiaries including Geodesic Information Systems Inc, USA; Geodesic HongKong Limited, HongKong; Interactive Network International, British Virgin Islands; Publicidad Digital SA, Uruguay; Zomo Technologies Limited, British Virgin Islands; Spokn Communications Pte. Limited, Singapore; Geodesic Technology FZE, Dubai; Emiloto Associated Inc., Panama.

ASSOCIATE COMPANY

REPUBLIQUE MEDIA PRIVATE LIMITED

Republique Media Private Limited is one of the leading anti-piracy partner in the film fraternity. It also offers anti-piracy solutions for Televisions, Home Videos and other content dissemination channels. During the year, the Company has proved its capabilities by successfully safeguarding 24 movies against piracy. The list includes most of the ₹ 100 crore club films of the year like Bodyguard, Don-2, Agneepath, Kahaani to name a few. With a view to further expand its business; Republique has signed a contract with Eros International Media Ltd (Eros Digital Group) and Amma Creations (a reputed Production Company in South Indian Film Industry) for which it effectively provided anti-piracy solutions for various film projects during the year which includes most of the projects of Eros International Media Ltd. It is entering the television space this year. During the year it started the Pilot run in association with its partner STAR TV for their famous serial called Mann Kee Awaaz Pratigya to understand the extent of television piracy.

SECTION 212

The Ministry of Corporate Affairs, Government of India, vide its General Circular No. 2/2011 dated 8th February, 2011 has granted General Exemption to attach various documents in respect of subsidiary companies, as set out in sub-section (8) of Section 212 of the Companies Act, 1956. Accordingly, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company.



However, on request in writing, the Company will make available the Annual Accounts of the subsidiary Companies and the related detailed information to any member of the Company and its subsidiaries who may be interested in obtaining the same. The Consolidated Financial Statements presented by the Company include financial results of its Subsidiary Companies. A statement as required under the section disclosing the details of the subsidiaries is attached herewith.

COMPANY FINANCE

Equity Share Capital

The paid up equity share capital of your Company is ₹ 1802.83 lacs divided into 90,141,349 equity shares of ₹ 2/- each as on 30th June 2012. There was no change in the paid up capital during the financial year.

BUYBACK OF EQUITY SHARES

The Board of Directors of your Company, in its meeting held on 27th November, 2012 approved buy back of upto 25% of the outstanding Equity Shares of the Company at a maximum buyback price of ₹ 75/- per share subject to the approval of the shareholders through Postal Ballot.

FCCB ISSUE

We have issued US\$125 million unsubordinated, unsecured Foreign Currency Zero Coupon Convertible Bonds due 2013 (the Bonds). The Bonds are listed on the official list of the Singapore Exchange Securities Trading Ltd (SGX-ST) (the Singapore Stock Exchange). Geodesic has repurchased US\$ 11.5 Million face value of FCCB, listed on the Singapore Stock Exchange, in accordance with the A.P. (DIR Series) Circular No. 39 dated 8th December, 2008 (the "Circular") issued by the Reserve Bank of India. As on date of this report Bonds with the nominal value of US\$ 113.5 million are outstanding.

EMPLOYEE STOCK OPTIONS

An ESOP, Employee Stock Option Plan, is an employee benefit plan which allows the employees of the Company to hold part ownership of the Company and also become beneficiaries of the Company's stock. We believe that ESOPs are the most effective form of synergizing the interests of the employees and corporate entity they work for. It is this synergy which motivates employees to give that indefinable "extra" bringing sustained growth and profitability. SEBI has issued guidelines on issue of Employee Stock Option Plan in light of continuous evolution in India and abroad. Accordingly, we implemented the Employees Stock Option Scheme namely Geodesic Employee Stock Options Plan, 2002 in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the SEBI Guidelines).

GEODESIC EMPLOYEES STOCK OPTIONS PLAN 2002

As on 30th June 2012 a total of 30,50,618 options are outstanding to be exercised under the ESOP plan.

Neither any employee has been granted Options equal to or exceeding 1% of the issued capital



(excluding outstanding warrants and conversions) of your Company at the time of grant, nor has any employee been granted Options amounting to 5% or more of the total Options granted during the year.

Disclosure required under SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme), Guidelines, 1999 as to the status of options as on 30th June 2012:

a) As on 1 st April 2011, options granted and not exercised (in force)	34,37,118 options convertible into ₹ 2/- each (options granted but not exercised)
b) Options granted during the year:	NIL
c) Pricing formula:	Market price as per SEBI guideline as on date of grant
d) Options vested:	NIL
e) Options exercised	NIL
f) Total number of shares arising as a result of exercise of options	NIL
g) Options lapsed	3,86,500 options
h) Variations of terms of options	NIL
i) Money realized by exercise of options:	NIL
j) Total number of options in force as on 30 th June 2012:	30,50,618 options convertible into ₹ 2/- each (options granted but not exercised)
k) Employee-wise details of options granted to : (1) Senior managerial personnel: (2) Any other employee who receives a grant in any one year of options amounting to 5% or more of option granted during that year (3) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of your Company at the time of grant	 NIL NIL NIL
l) Diluted EPS pursuant to issue of shares on exercise of options calculated in accordance with Accounting Standard (AS) 20	₹ 25.53

Details of exercise price for stock Options outstanding at the end of the year are:

Year End	Range of Exercise Price (₹)	No. of Options Outstanding	Weighted average remaining contractual life (in months)	Weighted average exercise price (₹)
30 th June, 2012	₹ 26.81 – ₹ 210.05	30,50,618	64.72	140.18
31 st March, 2011	₹ 26.81 – ₹ 210.05	34,37,118	79.62	140.63

LISTING OF EQUITY

Geodesic's equity scrip is listed on the NSE (National Stock Exchange of India Limited) and BSE (The Bombay Stock Exchange Limited, Mumbai) scrip code being GEODESIC in NSE and 503699 in BSE. The entire paid up equity capital is listed on both the exchanges as on date.

Geodesic's scrip forms a part of **BSE 500** Index on BSE.

FIXED DEPOSITS

Your Company has not accepted any fixed deposit from the public during the year under review.

DIRECTORS

We have an optimum mix of 3 Executive and 3 Non-Executive Directors as on 30th June 2012 in consonance with Clause 49 relating to Corporate Governance of the Listing Agreement with the Stock Exchanges.

Mrs. Radhika Pereira was appointed as Additional Director in the category of Non-Executive and Independent Director by the Board at its meeting held on 30th September 2011. In terms of Section 260 of the Companies Act, 1956, she holds the office only upto the date of the ensuing Annual General Meeting of the Company. The Company has received requisite notices under section 257 of the Companies Act, 1956 in writing from members along with the requisite deposit proposing her candidature for the office of Director of the Company. A resolution seeking approval of the Members for the confirmation of Mrs. Radhika Pereira's appointment as a Director of the Company has been incorporated in the Notice of the ensuing Annual General Meeting along with the her brief details.

Mr. Pankaj Kumar and Mr. Vinod Sethi retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment in terms of provisions of Articles of Association of the Company. Resolution for his re-appointment will be placed for your approval at the ensuing Annual General Meeting. The brief resume/details relating to Mr. Pankaj Kumar and Mr. Vinod Sethi are furnished in the explanatory statement as an annexure to the Notice of the ensuing Annual General Meeting.

HUMAN RESOURCE

We are committed in making Geodesic a "Great Place to Work" and hence our pursuit has been to drive 'Employee Engagement' through multiple platforms, events and extensive Employee communications involving employees and their families. This is aimed at increasing the Happiness Quotient of our employees, employee retention and the employee engagement score, thereby leading to higher productivity, better quality of our products and services and thus creating Satisfied Customers.

Our continuous effort has been in re-engineering our Organisation Design work flows and processes, enhanced automation, enabling us to evolve into an efficient, productive and agile organisation.

The Company regards human resources as a valuable asset. The Company encourages a



performance driven culture and enables the employees with focused training at regular intervals. Further, the training needs of the staff are periodically assessed and training programmes are conducted using internal resources.

We are relentlessly driving capability, leadership and culture building and acquiring, developing and retaining quality talent. Our leadership development process is aligned to the Geodesic Values, which identifies high potential talent on a periodic basis and provides necessary learning interventions to help them take on larger responsibilities and roles.

Our employee strength worldwide is more than 800, with people from diverse educational, socio-cultural, religious and national backgrounds. Our emphasis this year and going forward has been creating and nurturing value.

It is the dynamism and the flexibility that have enabled us to reach where we are. The real strength of Geodesic lies in innovation, vigour and the ability to contain an amazing diversity within itself.

GEODESIC CULTURE

As Geodesicians we take the initiative and go forward with a clear focus on a set of values. We believe in integrity, transparency, collaboration, speed & agility, customer focus, intrapreneurship and respect & dignity.

A perfect blend of raw talent and experienced professionals from diverse academic backgrounds: engineering, commerce, arts, mass communication, media, animation, make Geodesic a dynamic entity.

Our departmental activities supporting our objective this year included:

- Reviewing and developing both new and current human resource-related processes, policies and procedures.
- Performance management initiatives through implementation of coding test and reading comprehension test to evaluate the employee skillsets such that we can set a path for each employee for their career growth.
- Recruiting and retaining resources.
- Employee engagement through Cultural activities under the brand name "Geodesic Fun Se". As a part of this initiative we have monthly birthday celebrations and also have a group activity every Friday. We call it the Fundoo Friday Event. The goal of these initiatives boosts productivity, encourage interaction and provide much deserved break amidst the otherwise hectic schedule.
- Conducted training for our sales team to make them well versed with the industry trends.



- Our CSR activities included participation in the Standard Chartered Mumbai Marathon's Corporate Challenge to raise funds for charity where we supported Project Crayons. Also our employees visit old age homes and also meet the underprivileged children with a hope of bringing a smile in their life.

Technology innovation and creativity have always been the foundation of our growth and success. Individual as well as Company performance is strictly measured against business strategy, market results, stakeholder value and thought leadership.

KNOWLEDGE MANAGEMENT

Knowledge Management (KM) at Geodesic allows Geodesic Minds to tie together the collective experiences and knowledge towards better product delivery, individual and organizational excellence.

Our culture resonates with our goals to create an open and transparent organization in which knowledge is created and shared in a supportive environment where creativity and innovation are highly valued. Geodesic Minds are encouraged to bring forward any idea for improvement or innovation.

PARTICULARS OF EMPLOYEES

The Ministry of Corporate Affairs has vide notification dated 31st March 2011 enhanced the limits for the purpose of disclosure of particulars of employees in Directors report as requisite under Section 217 (2A) read with Companies (Particulars of Employees) Rules, 1975 from the existing limit of ₹ 24 lacs per year or ₹ 2 lacs per month to ₹ 60 lacs per year or ₹ 5 lacs per month.

None of the employees of the Company were in receipt of remuneration during the financial year 2011-12 in excess of the limits prescribed.

CORPORATE GOVERNANCE

We perceive Corporate Governance as an endeavor for transparency, and a wholehearted approach towards establishing Professional Management, aimed at continuous enhancement of Shareholders' value.

The Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. The Report on Corporate Governance and the Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of this Annual Report.

DEMATERIALISATION OF SHARES

Dematerialisation is the process of converting physical shares (share certificates) into an electronic form. Shares once converted into dematerialised form are held in a Demat account. As per SEBI directive the equity shares are to be traded in demat mode compulsorily by all investors w.e.f. 26th June, 2000.

The Company has entered into an agreement with National Securities Depository Limited (NSDL)



and Central Depository Services (India) Limited (CDSL) for dematerialisation of its shares. Company's shares are eligible for dematerialisation in both NSDL Depository System and CDSL Depository System.

The ISIN of the scrip is INE371D01029. As on 30th June 2012, 99.75% of the total equity capital of the Company was held in dematerialised form.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO U/S 217(e) OF THE COMPANIES ACT, 1956.

a) Conservation of Energy

Being a software Company, Company's operations and administration require electrical energy for power supply to computer systems, in air conditioning, and lighting, which are not energy intensive. During the current financial year the Company has undertaken significant measures to reduce the energy consumption by using energy-efficient machines and equipment. The Company also undertakes evaluation of latest technology and invests in making its infrastructure more energy efficient. Form A is not applicable for software industry.

b) Technology Absorption: Not Applicable

c) Foreign Exchange Earnings And Outgo

We have started operations in SEEPZ, Andheri (East), Mumbai from end of September, 2008 which is a SEZ (Special Economic Zone) unit, which entitles your Company to enjoy 100% tax holiday for exports under Section 10A of the Income Tax Act, 1961 until September 2013 and 50% thereafter till March 2019. The export performance of your Company scaled well. The information on Foreign Exchange Earnings and Outgo is contained in notes forming part of financial statements.

AUDITORS

The Auditors M/s. Borkar & Muzumdar, Chartered Accountants (Regn No. 101569w) retire at the conclusion of the ensuing Annual General Meeting and have confirmed eligibility for their re-appointment. The Board recommends their reappointment as Statutory Auditors of the Company at a remuneration mutually agreed upon. The report of Auditors and notes forming part of the Accounts are attached along with the Annual Report. The Statutory Auditors have made the below qualifications in their Report:

- The Company has not deposited statutory dues of Rs. 1.66 crores. This issue since has been addressed.
- Company has defaulted in repayment of dues to financial institutions nevertheless; it has made good the default by repaying the dues along with the interest. The qualification is self explanatory as the default has been made good by repaying the dues.

DIRECTORS RESPONSIBILITY STATEMENT

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- They have, in selection of accounting policies, consulted the statutory auditors and have 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 30th June 2012 and of the profit of the Company for that year;
- They have taken proper and sufficient care to the best of their knowledge and ability 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;
- They have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

We wish to thank all shareholders and business partners, bankers, financial institutions, regulatory bodies and other business constituents for their continued support and valuable co-operation.

We wish to place on record their appreciation for the efforts and contributions of the Company's executives, officers, consultants and staff, for ensuring that the Company continues to grow and excel.

We also express their gratitude to investors for the faith that they continue to repose in the Company.

On Behalf of the Board of Directors

Place: Mumbai

Date: 3rd December, 2012

Pankaj Kumar
Chairman

Kiran Kulkarni
Managing Director



Subsidiary	Exchange rate as at 30th June 2012	Issued & Subscribed Share Capital	Reserves	Loans	Total Assets	Total Liabilities	Investments			Turnover	Provision for tax	Profit/(Loss) after tax	Proposed Dividend
							Long Term	Short Term	Total				
Geodesic Technology Solutions Limited	1 HK\$ = Rs.7.17	4,302.00	47,185.19	39,323.44	2,21,289.55	2,21,289.55	45,589.16	-	45,589.16	1,23,727.08	-	10,881.19	-
Geodesic (Hong Kong) Limited*	1 HK\$ = Rs.7.17	1.95	(221.13)	436.22	265.58	265.58	-	-	-	613.76	-	207.84	-
Geodesic Holdings Limited	1 US\$ = Rs. 56.31	98,004.74	(181.31)	5,380.42	1,03,217.58	1,03,217.58	26,367.63	-	26,367.63	25.90	-	(12.99)	-
Chandamama India Limited	INR	1,487.04	(175.77)	137.00	2,166.80	2,166.80	-	-	-	414.91	-	(159.89)	-
Filmorbit.com India Pvt. Ltd.	INR	41.50	(76.19)	150.02	135.04	135.04	0.50	0.50	0.50	0.02	-	(38.26)	-
Geodesic Gridpoint Energy Pvt. Ltd.	INR	24.60	(103.98)	160.07	816.51	816.51	-	-	-	123.52	-	(99.71)	-
Interactive Networks International Inc*	1 US\$ = Rs. 56.31	948.82	(897.44)	-	2,029.23	2,029.23	-	-	-	181.98	-	(19.26)	-
Publicidad Digital S.A. **	1 UYU = Rs. 2.58	140.94	260.06	-	421.58	421.58	-	-	-	597.38	-	47.71	-
Geodesic Technology FZE*	1 AED = Rs. 15.14	3.79	(16.29)	-	44.42	44.42	-	-	-	-	-	-	-
Geodesic Information Systems Inc. *	1 US\$ = Rs. 56.31	1,265.74	(897.17)	-	411.13	411.13	-	-	-	714.73	-	21.00	-
Emiloto Associated Inc. *	1 US\$ = Rs. 56.31	5.63	8,540.99	13,509.33	22,057.58	22,057.58	-	-	-	69.73	-	21.79	-
Zomo Technologies Ltd. *	1 US\$ = Rs. 56.31	0.56	(214.88)	41,278.05	50,917.42	50,917.42	-	-	-	-	-	(154.00)	-
Spokn Communications Pte. Ltd.*	1 SGD = Rs.43.96	43.96	3.75	-	154.35	154.35	-	-	-	182.55	-	(11.15)	-

Note (1) : Section 212 (8) of the Companies Act, 1956 allows Companies to apply to Central Government to seek permission not to attach various documents in respect of subsidiary companies, as set out in sub-section (1) of Section 212 of the Companies Act, 1956. Your Company has availed of the same. The consolidated financial statements inclusive of the financial results of the subsidiary companies along with a statement as required under section 212 of the Companies Act 1956, in respect of the wholly owned subsidiaries of your Company is disclosed elsewhere in this report.

Note (2): We undertake to make available the audited annual accounts and related information of subsidiaries where applicable, upon request by any of our shareholders. The annual accounts will also be available for inspection during business hours at our registered office in Mumbai, India.

* Geodesic Holdings Limited holds 100% shares in these subsidiaries

** 100% wholly owned subsidiary of Interactive Networks International Inc.

Statement Pursuant to Section 212 of the Companies Act, 1956

Name of Subsidiary Company	Geodesic Technology Solutions Ltd	Geodesic Holdings Ltd	Chandamama India Ltd	FilmOrbit.com India Pvt. Ltd.	Geodesic Gridpoint Energy Pvt. Ltd.
Holding Company's Interest	60000000 shares of HK\$ 1 each, fully paid up	174045000 shares of US\$ 1 each, fully paid up	12522575 shares of Rs. 10 each, fully paid up	3,65,000 shares of Rs 10 each fully paid up	2,45,999 shares of Rs. 10 each fully paid up
Extent of Holding	100%	100%	84.21%	87.95%	99.99%
Date from which they became subsidiary company	21st November, 2006	8th April, 2008	7th May, 2007	9th February, 2011	13th January, 2010
The 'financial period' of the subsidiary company ended on	30th June, 2012	30th June, 2012	30th June, 2012	30th June, 2012	30th June, 2012
Net aggregate amount of the subsidiary company's profits / (losses) dealt with in the holding company's accounts	NIL	NIL	NIL	NIL	NIL
i) For the subsidiary's aforesaid financial year					
Net aggregate amount of the subsidiary company's profits / (losses) not dealt with in the holding company's accounts					
i) For the subsidiary's aforesaid financial year	USD 15,17,59,949.00 INR 1,08,81,18,834 NIL	(USD 23,077.00) (INR 12,99,466) Nil	(INR 1,59,88,650.00) Nil	(INR 38,26,114) NIL	(INR 99,70,939) NIL
Changes, if any, in the holding company's interest in the subsidiary between the end of the financial year of the subsidiary and that of the holding company	Nil	Nil	Nil	NIL	NIL
Material changes, if any, between the end of the financial year of the subsidiary and that of the holding company					

Statement Pursuant to Section 212 of the Companies Act, 1956

Name of Subsidiary Company	Geodesic (Hong Kong) Ltd	Interactive Networks International Inc	Publicidad Digital S.A.	Geodesic Technology FZE	Geodesic Informations Systems Inc	Emiloto Associated Inc	Zomo Technologies Ltd	Spokn Communications Pte.
Holding Company's Interest Extent of Holding Date from which they became subsidiary company The 'financial period' of the subsidiary company ended on Net aggregate amount of the subsidiary company's profits / (losses) dealt with in the holding company's accounts i) For the subsidiary's aforesaid financial year Net aggregate amount of the subsidiary company's profits / (losses) not dealt with in the holding company's accounts j) For the subsidiary's aforesaid financial year Changes, if any, in the holding company's interest in the subsidiary between the end of the financial year of the subsidiary and that of the holding company Material changes, if any, between the end of the financial year of the subsidiary and that of the holding company	27211 shares of HK\$ 1 each, fully paid up 100% 20th December, 2005 30th June, 2012 NIL	103207 Ordinary shares of no par value 100% 29th January, 2009 30th June, 2012 NIL	253727 shares of US\$ 1 each fully paid up 100% 29th January, 2009 30th June, 2012 NIL	25 Shares of AED 1000 each, fully paid up 100% 16th November, 2009 30th June, 2012 NIL	100000 shares of US\$ 22.47 each, fully paid up 100% 18th August, 2002 30th June, 2012 NIL	100 shares of \$100 each, fully paid up 100% 12th November, 2008 30th June, 2012 NIL	1000 shares of US\$ 1 each, fully paid up 100% 13th July, 2010 30th June, 2012 NIL	100,000 shares of S\$1 each, fully paid up 100% 6th September, 2010 30th June, 2012 NIL
	HK\$28,98,714 INR 2,07,83,779 Nil	(USD 34,200.48) (INR 19,25,829) Nil	USD 85,882.54 INR 47,70,552 Nil	- - Nil	USD 37,293.58 INR 21,00,001 Nil	US\$ 38701.92 INR 21,79,305.12 Nil	(USD 2,73,494) (INR 1,54,00,451) Nil	(SGD 25,376) (INR 11,15,541) Nil
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of Board of Directors
GEODESIC LIMITED

Kiran Kulkarni
Managing Director

Pankaj Kumar
Chairman

MUMBAI
Date: 3rd December, 2012

Swati Gupta
Company Secretary

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the set of systems, principles and processes by which a Company is governed. It is about commitment to values and ethical business conduct. It provides the guidelines as to how a Company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all stakeholders in the long term.

Geodesic's Corporate Governance is based on principles of integrity, fairness, transparency, due compliance with all the laws, accountability, responsibility and commitment to conducting business in an ethical manner. The above principles have been the guiding force for whatever Geodesic does and shall continue to be so in the years to come.

The visionary founders of Geodesic have laid the foundation stone for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

BOARD OF DIRECTORS

The Board of Directors is at the core of the Corporate Governance practice. We believe that an effective Board is a prerequisite for strong and effective Corporate Governance. The Corporate Governance structure ensures that its Board of Directors are well informed and well equipped to fulfill its overall responsibility by way of providing strategic direction to the senior management, employees, etc. which is needed to meet the aspirations of all stakeholders, including societal expectations. It's initiatives towards adhering to highest standards of governance include: professionalization of the Board; fair and transparent processes and reporting systems; and going beyond the mandated Corporate Governance Code requirements of SEBI. At the highest level the Company continuously endeavours to improve upon these aspects on an ongoing basis and adopt innovative approaches for leveraging resources, converting opportunities into achievements through proper coordination, empowerment and motivation, fostering a healthy all round growth and development to take the Company forward.

➤ Composition of Board of Directors

The Board of Directors ("Board") of the Company has an optimum combination of Executive and Independent & Non-Executive Directors who have an in-depth knowledge of business. The Independent & Non-Executive Directors bring an external and wider perspective in Board deliberations and decisions in addition to the expertise in their areas of specialization.

- As on 30th June, 2012, the Company has Six Directors with an Executive Chairman. Of the Six Directors, three are Executive Directors and three are Independent & Non-Executive Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges.
- None of the Directors on the Board of the Company are Members of more than ten Committees or Chairman of more than five Committees across all the Companies in which



they are Directors. Necessary disclosures regarding Committee positions in other public Companies as on 30th June, 2012 have been made by all the Directors of the Company.

- Attendance of Directors at the Board Meeting held during the financial year April 2011 till June 2012 and the last Annual General Meeting along with their Directorship and Membership in other Companies and Committees as on 30th June, 2012 are as follows:

Name and Designation	Category	Number of Board Meetings during 2011-2012		Whether attended last AGM held on 30 th Sept. 2011	Number of Directorships in other public Companies	Number of Committee positions held in other public Companies	
		Held	Attended			Chairman	Member
Mr. Pankaj Kumar Chairman	Promoter & Executive Director	16	15	Yes	-	-	-
Mr. Kiran Kulkarni Managing Director	Promoter & Executive Director	16	16	Yes	1	-	1
Mr. Prashant Mulekar Executive Director	Promoter & Executive Director	16	16	Yes	1	1	-
Mr. Vinod Sethi Director	Independent & Non Executive Director	16	9	Yes	9	-	3
Mr. Nitin Potdar Director	Independent & Non Executive Director	16	4	No	4	-	6
*Mrs. Radhika Pereira Director	Independent & Non Executive Director	9	3	NA	4	1	1
**Mr. G. Krishnan Director	Independent & Non Executive Director	1	0	NA	-	-	-

*Mrs. Radhika Pereira was appointed as Additional Director of the Company w.e.f. 30th September, 2011.

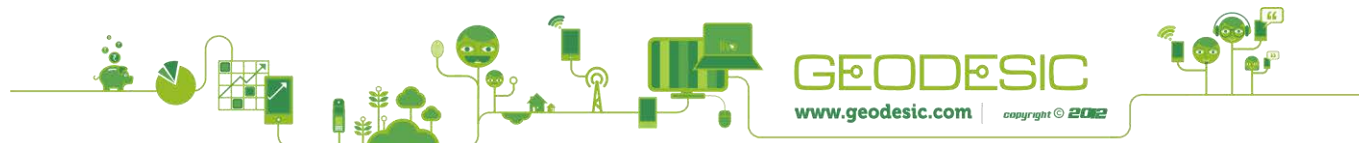
**Mr. G. Krishnan resigned from the Directorship of the Company w.e.f. 9th April, 2011.

- Directorships mentioned above do not include Alternate Directorships, Directorships of Private Limited Companies, Section 25 Companies and of Companies incorporated outside India.
- Chairmanships/Memberships of Board Committees include only Audit and Shareholders/ Investors Grievance Committees.

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

BOARD MEETINGS

Sixteen Board Meetings were held during the year and the gap between two Meetings did not exceed four months. The Meetings are convened by giving appropriate advance notice after obtaining approval of the Chairman of the Board/Committee. Detailed agenda, management reports and other explanatory statements are circulated in advance in the defined agenda format amongst the members for facilitating meaningful, informed and focused decisions at the Meetings. The Meetings of the Board of Directors are normally held at the Company’s registered office in Mumbai. The dates on which the said Meetings were held are as follows:



1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	5th Quarter
Apr-2011 to Jun-2011	Jul-2011 to Sep-2011	Oct-2011 to Dec-2011	Jan-2012 to Mar-2012	Apr-2012 to Jun-2012
7-Apr-2011 13-May-2011 27-May-2011	11-Jul-2011 12-Aug-2011 29-Aug-2011 30-Sep-2011	4-Nov-2011 15-Nov-2011	14-Feb-2012 24-Feb-2012	2-Apr-2012 30-Apr-2012 9-May-2012 7-Jun-2012 14-Jun-2012

All Departments in the Company schedule their work so as to enable the inclusion of their required items in the agenda for the Meeting and that relevant information can be communicated to the members of the Board/ Committee.

➤ **Recording Minutes of proceedings at Board and Committee Meetings**

The Company Secretary records the Minutes of the proceedings of each Board and Committee Meeting. Draft Minutes are circulated to all the Members of the Board/ Committee for their comments. The Minutes are entered in the Minutes Book within 30 days from conclusion of the Meeting.

➤ **Details of Remuneration and Sitting Fees to Directors for the financial year from April 2011 till June 2012 are as under:**

₹ In Lacs

Name of Director	Designation	*Salary & Perquisites	Commission	Total
Mr. Pankaj Kumar	Chairman	22.50	NIL	22.50
Mr. Kiran Kulkarni	Managing Director	22.50	NIL	22.50
Mr. Prashant Mulekar	Executive Director	22.50	NIL	22.50

*Includes salary, house rent allowance, contribution to provident/ gratuity/ superannuation funds & approved perquisites for period April 2011 to June 2012. Directors have not been granted any stock options during the year.

Independent Directors are only paid Sitting Fees to the extent of ₹ 20,000/- for each Board Meeting and ₹ 10,000/- for each Committee Meeting and reimbursement of travelling and out of pocket expenses for attending the Board and Committee Meetings.

Shareholding of Non-Executive Directors

As on 30th June, 2012, none of the Independent & Non-Executive Directors hold any shares in the Company.



COMMITTEE CHART

COMMITTEES	AUDIT COMMITTEE			REMUNERATION COMMITTEE			INVESTOR GRIEVANCE COMMITTEE			COMPLIANCE COMMITTEE			COMPENSATION COMMITTEE			SEXUAL HARASSMENT PREVENTION COMMITTEE		
	Directors	Status	No. of Meetings attended (Total Meetings)	Directors	Status	No. of Meetings attended (Total Meetings)	Directors	Status	No. of Meetings attended (Total Meetings)	Directors	Status	No. of Meetings attended (Total Meetings)	Directors	Status	No. of Meetings attended (Total Meetings)	Members	Status	No. of Meetings attended (Total Meetings)
PARTICULARS	Vinod Sethi Prashant Mulekar Nitin Potdar	Chairman Member Member	6(6) 6(6) 6(6)	Nitin Potdar Vinod Sethi G. Krishnan Radhika Pereira	Chairman Member Member	- - -	Radhika Pereira G. Krishnan Prashant Mulekar	Chairman Member	- -	Vinod Sethi Nitin Potdar	Chairman Member	- -	Vinod Sethi Kiran Kulkarni Nitin Potdar	Chairman Member Member	- - -	Radhika Pereira Vinod Sethi Evan Menezes	Chairperson Member Member	- - -
COMPOSITION OF COMMITTEE and ATTENDANCE	No Meetings were held during the year																	
DATES OF COMMITTEE MEETINGS	13th May, 2011 12th August, 2011 29th August, 2011 4th November, 2011 14th February, 2012 9th May, 2012																	
BROAD TERMS OF REFERENCE	As set out in Clause 48(V) of the Listing Agreements with the Stock Exchanges. Also read with Section 232A of the Companies Act, 1956. Reviews the Management discussion and Analyses of financial matters			Reviews/Recommends remuneration Package, salaries, commission, other Benefits & employment conditions of the Executive Directors Complies with provisions of Companies Act, 1956 read with Schedule XIII & non-Mandatory requirement of Listing Agreement. There was no revision in the remuneration Package, other benefits or service terms & employment conditions of the Executive Directors No stock options were granted to any of the Executive Directors			Reviews/Redress shareholders' and investors complaints Complaints relates transfer of Shares, Non-receipt of Balance Sheet/dividends, Oversees the performance of Registrars & transfer Agents of the Company Recommends measures for improvement in the quality of investor services			Monitors & decides on non-compliances Of Company's Prevention of Insider Trading Code, Business Ethics & Conduct Code Monitors & regulates the Statutory Compliances under various laws			Formulates, administers and regulates Employee & Stock Option Plan and resolve Matters relating to it Recommends grant of options & allotment Of shares to the employee who exercise Vested options			Precautory measure for prevention of incident relating To sexual harassment. Deals promptly with reports of sexual harassment in a Confidential & discreet		
REMARKS	There were no cases of non-compliance With the code requiring attention of the Committee during the year under review No. of Complaints received : 16 No. of Complaints resolved : 16 No. of Complaints unresolved: Nil																	
NOTE	1. The Company Secretary acts as a Secretary to all the committees. 2. Mr. G. Krishnan resigned from the Directorship of the Company w.e.f. 9th April, 2011. 3. Ms. Radhika Pereira was appointed as Additional Director of the Company w.e.f. 30th September, 2011.																	

General Body Meetings

(i) General Meetings

Location and time of General Meetings held during past three years.

(a) Annual General Meeting

Details	Date	Venue	Time	No. of Special Resolution set out at the AGMs
2010-2011	30 th Sept, 2011	Tunga International, Banquet 1, 6 th floor, B/11 MIDC Central Road, Andheri (E), Mumbai – 400 093	4.00 P.M.	1
2009-2010	28 th Sept, 2010		11.00 A.M.	2
2008-2009	29 th Sept, 2009		11.00 A.M.	1

(b) Extra Ordinary General Meeting

No Extraordinary General Meetings of the Members was held during the year.

DISCLOSURES

➤ **Materially significant Related Party Transactions**

Details of materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. are presented under Note of the Balance Sheet according to requirement of Accounting Standard 18. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors are neither eligible to participate in the discussion, nor do they vote on such matters.

➤ **Details of Non Compliance(s) by the Company, if any**

We have complied with all the requirements of regulatory authorities. There were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

➤ **Accounting Treatment**

In the Preparation of financial statements, we have followed the Accounting Standards as prescribed under the Companies (Accounting Standard) Rules, 2006 as applicable. The Accounting policies followed by us, to the extent relevant are set out elsewhere in this Annual Report.



➤ **Risk Management**

We have established comprehensive risk assessment and minimization procedures, which are reviewed by the Board periodically. There is a structure in place to identify and mitigate the various risks faced by the Company from time to time. The Board of Directors, in their Meetings regularly reviews the procedures and policies set for risk management. New risks are identified, assessed and controls are designed, put in place and enforced through the process to ensure that the risks in the business process are mitigated.

➤ **Code of Conduct for Directors and Management Personnel**

In compliance with the Clause 49 of the Listing Agreement, we have adopted a Code of Conduct. This Code is applicable to the Members of the Board and the Management Personnel of the Company and its subsidiaries. This Code of Conduct is available on Company's website www.geodesic.com.

All the members of the Board and senior officials of the Company have affirmed the compliance to the Code as on 30th June, 2012. A declaration to this effect signed by the Chairman, Managing Director and the CEO of the Company is provided later in this Annual Report.

➤ **Code of Conduct for Insider Trading**

In accordance with SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has established systems and procedures to restrict insider trading activity and has framed "Geodesic Prohibition of Insider Trading Code". This Code of the Company is an important governance code to prevent any insider trading activity by dealing in shares of the Company. The Code restricts the Directors of the Company and other specified employees to deal in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company.

The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Directors and employees. A copy of the Geodesic Prohibition of Insider Trading Code of the Company is made available to all the designated employees of the Company and the compliance of the same is ensured.

➤ **Reconciliation of Share Capital Report from Practicing Company Secretary**

A qualified practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total admitted equity capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity capital. The report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.



➤ **Listing Agreement Compliances**

- **Remuneration Committee**

Although it is not mandatory, the Board of Directors have constituted a Remuneration Committee comprising three Independent Directors, the details of which have been provided earlier in this Report, under the Committee Chart.

- **Audit Qualification**

During the year under review, the auditors have qualified their audit report which have been explained in the Directors’ Report.

- **Management Discussion and Analysis.**

A Management Discussion and Analysis reports forms a part of annual report and includes discussion on various matters specified under Clause 49(IV)(F) of the Listing Agreement.

- **Materially non listed Indian Subsidiary Company**

In terms of Clause 49(III) of the Listing Agreement, Company does not have any Material Unlisted Indian Subsidiary.

➤ **Policy for Prevention, Detection and Investigation of Frauds and Protection of Whistleblowers (the Whistle Blower Policy)**

Geodesic promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. Geodesic has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. None of the employees have been denied access to the Audit Committee. The Company Secretary ensures effective implementation of the policy and complaints registered under the policy. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

➤ **CEO/CFO Certification**

In terms of requirement of Clause 49 (V) of the Listing Agreement, the Chairman (CEO), the Managing Director (COO) and the Executive Director (CFO) have made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board. The same is attached with this Report.

➤ **Corporate Social Responsibility**

At Geodesic, our goal towards Corporate Social Responsibility (CSR) is to embrace responsibility for Company's actions and encourage a positive impact through its activities for the environment, consumers, employees, communities, stakeholders and all other members of the public sphere. We believe that businesses would proactively promote



public interest by encouraging community growth and development, and voluntarily eliminating practices that harm the public sphere. Our CSR includes several noble initiatives, such as:

- At Geodesic, we always encourage children to hone their creative skills. To enhance their artistic and creative abilities, we have initiated craft and drawing classes for children in the junior classes.
- We have also partially sponsored a unique project called Project Crayons Udaan Ghar, a home that nourishes 63 girl children between the ages of 4 to 14.
- Geodesic aids the Dominic Savio Boys Home with clothes, books, medical supplies, stationery and many other necessities on a regular basis.
- Our other efforts include, improving the infrastructure and hygiene standards of various schools. Some junior classes have been provided with writing desks and other stationery.
- Every year we participate in the Standard Chartered Mumbai Marathon's Corporate Challenge to raise funds for charity. This year we raised Rs 8 Lacs for Project Crayons.
- We donated over 100 solar lamps in rural areas of Karnataka to aid students.

➤ **Payment of Listing Fees**

The Company has been regular in paying the Annual Listing Fees to the Stock Exchanges. Listing fees as applicable have been paid within the due date.

MEANS OF COMMUNICATION

The Board believes that effective communication of information is an essential component of corporate governance. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and specific communications to Stock Exchanges, where the Company's shares are listed.

➤ **Meetings**

The Annual General Meeting and other general meetings allow the Company to circulate information regarding its working and encourage shareholders' active participation in the functioning.

➤ **Institutional Shareholders**

At Geodesic, we maintain an ongoing dialogue with our major institutional shareholders by means of regular meetings and presentations. Their feedback and views are then conveyed to the Directors. This enables the Board members to understand the shareholders' point of view and work accordingly.

➤ **Annual General Meeting (AGM)**

During the AGM, shareholders meet the Directors and raise their queries and complaints. The AGM also provides them a chance to voice their opinions and ideas.



➤ **Annual Report**

The Annual Report published in both print and in the electronic format, functions as the chief medium of communicating the Company’s activities, operations, and its performance of the past financial year. The Annual Report gives the shareholders a clear picture of the financial activities and current status of the Company.

➤ **Corporate Website**

Our corporate website (www.geodesic.com) provides holistic information about the Company. The Investor Relations section is dedicated to inform the shareholders about the latest financial updates, news releases, financial announcements, reports and investment presentations. They can access information, lodge investor related queries, complaints, or submit suggestions on invrel@geodesic.com.

➤ **Archives**

We archive press releases, announcements and financial data for a quick reference.

➤ **Results**

Our Quarterly and Annual Results are regularly submitted to the stock exchanges and also published in English and Marathi newspapers viz. Economic Times, Free Press Journal and Navshakti. These results are also available on www.geodesic.com. If demanded, they are sent to the investors through fax/ mail.

➤ **Shareholding Pattern**

Information related to the shareholding pattern is posted on www.geodesic.com.

General Shareholders Information

Date and Time: 31 st December, 2012 at 11.00 am		
Venue: The All India Plastics Manufacturer’s Association, AIPMA House, A-52, Road No. 1, MIDC, Andheri (East), Mumbai - 400093		
Financial Calendar		
Financial year	1st July to 30th June (Revised from 1 st April to 31 st March)	
Financial reporting for the year 2011-12 (Results for the quarter ended announced on)	30 th June, 2011	12 th August, 2011
	30 th September, 2011	4 th November, 2011
	31 st December, 2011	14 th February, 2012
	31 st March, 2012	9 th May, 2012
	30 th June, 2012	14 th August, 2012



Financial reporting for the year 2012-13 (Tentative and subject to change)	30 th September, 2012	12 th November, 2012
	31 st December, 2012	14 th February, 2013
	31 st March, 2013	14 th May, 2013
	30 th June, 2013	14 th August, 2013
Book Closure (Both days inclusive)	27 th December, 2012 to 31 st December, 2012	
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5 th Floor, Plot No. C/1, "G Block", Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.	In EQ series	
Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai 400 023.	In B Group and part of BSE 500 Index	
Singapore Exchange Limited (SGX)	US\$ 113.5 million* Unsubordinated, Unsecured Foreign Currency Zero Coupon Convertible Bonds due 2013 *As on 30 th June 2012.	
Stock code	Symbol on NSE - GEODESIC Scrip Code on BSE - 503699	
ISIN No.	INE371D01029 - Equity	
Capital Structure as on 30th June 2012		
Authorised Capital	Equity - ₹ 30,00,00,000 Preference - ₹ 5,00,00,000	
Paid up Capital	Equity - ₹ 180,282,698 Preference - NIL	
Compliance Officer	CS Swati Gupta Company Secretary and Vice President	

• **Dividend**

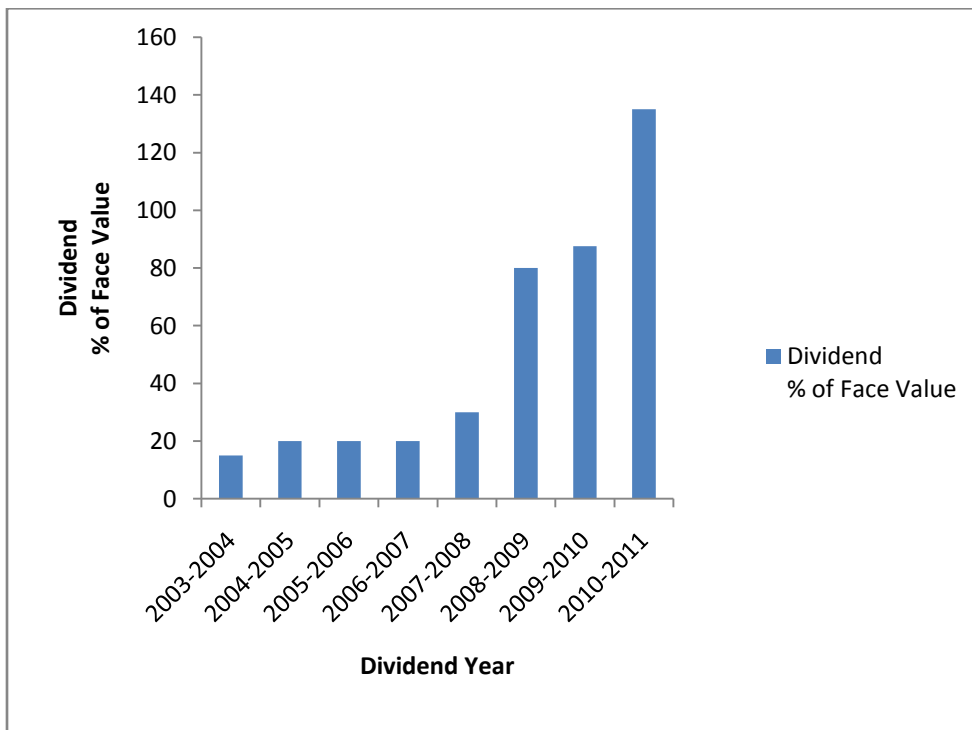
The Board of Directors has changed the Dividend Policy of the Company. Accordingly, the Dividend would be declared on Annual basis with the approval of the shareholders in the Annual General Meetings of the Company.



Dividend History

Financial Year	Type	Dividend		
		Per share	Face Value	% on face value
2010-2011	Final	1.40	2	70.00 %
	Interim	1.35	2	67.50 %
2009-2010	Final	1.00	2	50.00 %
	Interim	0.75	2	37.50 %
2008-2009	Final	0.80	2	40.00 %
	Interim	0.80	2	40.00 %
2007-2008	Final	0.40	2	20.00 %
	Interim	0.20	2	10.00 %
2006-2007	Final	0.20	2	10.00 %
	Interim	0.20	2	10.00 %
2005-2006	Final	0.20	2	10.00 %
	Interim	0.20	2	10.00 %
2004-2005	Final	0.20	2	10.00 %
	Interim	1.00	10	10.00 %
2003-2004	Final	1.00	10	10.00 %
	Interim	0.50	10	5.00 %

Dividend for FY 2011-12 as recommended by the Board will be paid after the approval of shareholders at the ensuing AGM.



Interim and Final Dividend are taken in to consideration while calculating dividend percentage.

• **Market Price Data**

Annual High-Low Price History

Fiscal year	BSE		NSE	
	High	Low	High	Low
2002 – 2003	199.05	68.90	-	-
2003 – 2004	487.50	68.90	-	-
2004 – 2005*	1330.00*	110.00*	1324.00*	110.2*
Till 25 th February, 2005	1330.00	115.60	1324.00	114.50
Post 25 th February, 2005	162.40	110.00	164.00	110.20
2005 – 2006	326.80	116.70	329.00	116.30
2006 – 2007	290.90	118.05	300.00	118.05
2007 – 2008 [#]	414.00	134.00	415.00	135.00
Till 16 th August, 2007	414.00	209.00	415.00	209.00
Post 16 th August, 2007	284.10	134.00	288.00	135.00
2008 – 2009	212.00	38.50	215.40	38.35
2009 – 2010	158.65	64.00	158.80	64.05
2010 - 2011	142.75	67.25	142.75	67.00
2011 – 12 (15 months)	97.00	36.00	97.20	36.00

* Effect in price on the exchanges due to adjustment for Bonus issue and Split in the face value of shares. Figures post 25th February, 2005 are adjusted for the corporate action.

[#] Effect in price on the exchanges due to adjustment for Bonus issue. Figures for the current year post 16th August, 2007 are ex bonus.

Note: Equity shares listed on NSE from 7th July 2004. Prices disclosed from 7th July 2004 onwards for the year ended 31st March, 2005.

• **Monthly Volumes and Prices**

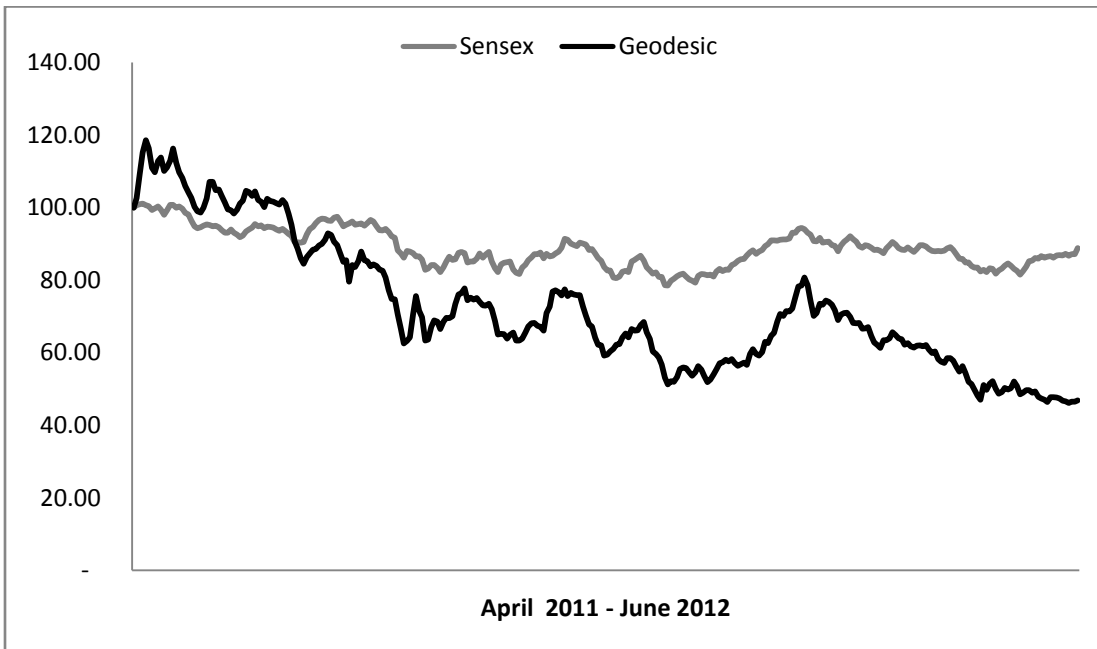
Monthly high-low prices and volumes of Company’s shares during the year 2011-12 at Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) are given below:



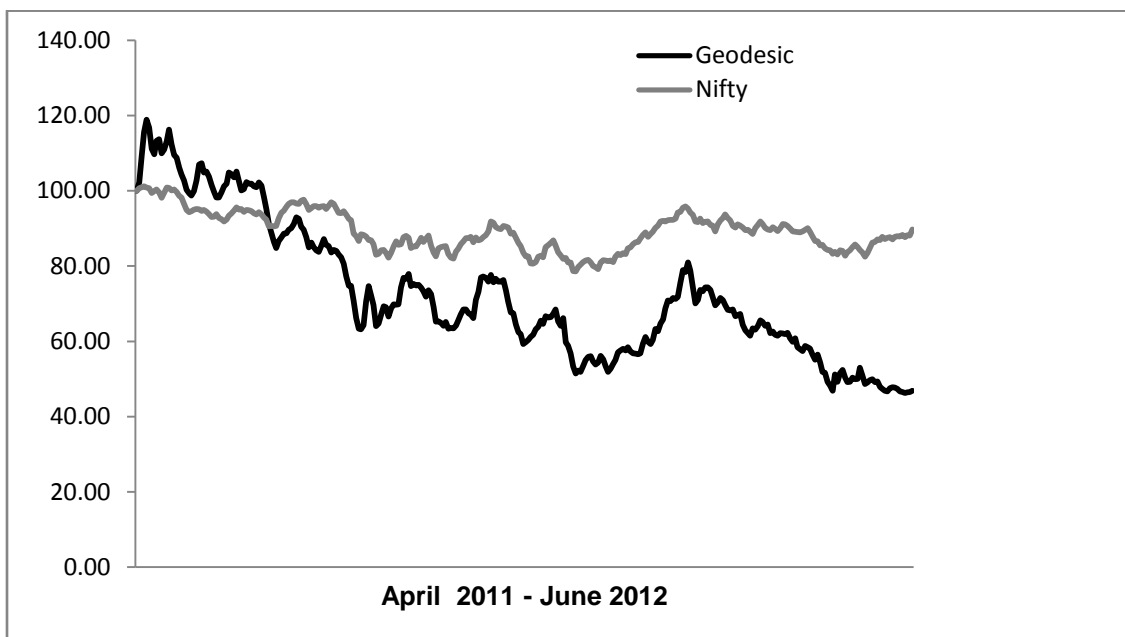
Date	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-11	97.00	77.60	55,74,548	97.20	77.40	1,08,78,887
May-11	87.15	76.25	31,99,834	86.90	75.75	75,30,777
Jun-11	83.40	65.70	13,62,943	84.00	65.90	39,92,849
Jul-11	74.15	57.95	16,85,005	74.20	63.65	46,52,339
Aug-11	66.00	47.00	38,86,260	65.65	47.75	1,00,13,083
Sep-11	62.85	49.00	17,22,286	62.85	49.00	36,70,499
Oct-11	62.80	49.00	23,27,918	62.80	48.80	62,09,493
Nov-11	62.55	45.75	13,92,031	62.70	45.50	39,84,967
Dec-11	55.50	39.25	7,63,727	58.00	39.20	32,48,669
Jan-12	49.70	40.55	24,23,191	49.75	40.35	66,66,835
Feb-12	65.60	46.20	34,07,602	65.70	46.25	84,63,411
Mar-12	59.70	46.90	12,21,647	59.70	46.85	28,09,233
Apr-12	52.70	44.80	6,83,739	52.45	45.10	20,67,591
May-12	46.90	36.55	13,66,723	46.80	36.25	39,46,985
Jun-12	41.55	36.00	14,08,583	41.45	36.00	31,32,566

Note: High and Low are in rupees. Volume is the total monthly volume of trade (in numbers).

BSE PRICE MOVEMENT DURING THE YEAR



NSE PRICE MOVEMENT DURING THE YEAR



INVESTOR AWARENESS, SAFEGUARDS AND OTHER INFORMATION

➤ **INVESTORS AWARENESS:**

Being a Shareholder in a listed Company, to ensuring disclosure of full, fair and adequate information has been the hallmark of our regulatory principle. In continuation of our efforts in that direction, we thought it fit and timely to write to you making you aware of

- The rights that you have as a Shareholder in a Company,
- The responsibilities that are cast on you,
- The risks that you have assumed,
- The procedures relating to trading and transfer of the securities; and
- The remedies for problems that you may encounter.

We hope that this section will give you appropriate guidance, though in brief, whenever you have a question in your mind. For detailed guidance, you may approach investor relations section or Compliance Officer of the Company.

As a Shareholder, Your Rights are

- To receive the share certificates, on allotment or transfer as the case may be, in due time.
- To receive copies of the abridged Annual Report, the Balance Sheet and the P&L A/c and the Auditor’s Report.
- To participate and vote in General Meetings either personally or through proxies.

- To receive Dividends in due time once approved in General Meetings.
- To receive corporate benefits like rights, bonus etc. once approved.
- To apply to Company Law Board (CLB) to call or direct the Annual General Meeting.
- To inspect the minute books of the General Meetings and to receive copies thereof.
- To proceed against the Company by way of civil or criminal proceedings.
- To apply for the winding-up of the Company.
- To receive the residual proceeds

As a Group of Shareholders, Your Rights are

- To requisition an Extra – Ordinary General Meeting
- To demand a poll on any resolution.
- To apply to the Company Law Board to investigate the affairs of the Company.
- To apply to the Company Law Board for relief in cases of oppression and/or mismanagement.

As a debenture-holder, you have the right

- To receive interest/ redemption in due time.
- To receive a copy of the trust deed on request.
- To apply for winding up of the Company if the Company fails to pay its debt.
- To approach the Debenture Trustee with your grievance.

As an Investor, your responsibility is

- To remain informed
- To be vigilant
- To exercise your rights on your own or as a group
- To participate and vote in General Meetings.

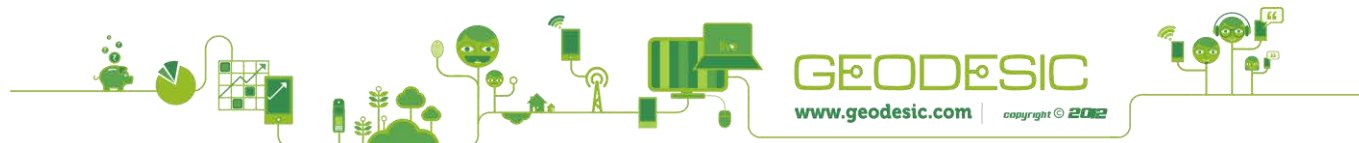
Dealing of Securities with Registered Intermediaries:

In respect of dealings in securities, Members must ensure that they deal only with SEBI registered Intermediaries and must obtain a valid contract note/confirmation memo from the broker/sub-broker within 24 hours of execution of the trade(s) and it should be ensured that the contract note/confirmation memo contains details about order no., trade no., trade time, quantity, price and brokerage.

➤ **INVESTORS SAFEGUARDS:**

• **Dematerialisation of Shares and Liquidity**

Shareholders are requested to convert their physical holding to demat/electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.



- **Update Address Details and Bank Details**

To receive all communications/corporate actions promptly, Shareholders holding shares in dematerialised form are requested to please update their address/bank details and e-mail addresses with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

- **National Electronic Clearing Service (NECS) / Electronic Clearing Services (ECS) mandate for Dividend**

NECS/ECS facility ensures timely remittance of dividend without possible loss/delay in postal transit. Shareholders/Members holding shares in electronic form may register their NECS/ECS details with the respective DPs and Shareholders/Members holding shares in physical form may register their NECS/ECS details with the Registrars and Share Transfer Agent, **M/s. Universal Capital Securities Pvt. Ltd.** 21, Shakil Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 to receive dividends, if declared, via the NECS/ECS mode.

- **Timely encashment of dividend**

In respect of Shareholders who have either not opted for NECS/ECS mandate or do not have such a facility with their banker, are requested to encash dividends promptly to avoid the inconvenience of writing to Company's Share Transfer Agents thereafter for revalidation of dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

- **Dividend Transferred to IEPF**

Under the Companies Act, 1956, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

During Financial Year 2011-2012 Unclaimed and Unpaid Dividends for the years 2003-04 (Final) and 2004-05 (Interim and Final) amounting to ₹ 15,238/- was remitted to IEPF. Shareholders are cautioned that once unclaimed dividend is transferred to IEPF, no claim shall lie against the said Fund or the Company for the amounts so transferred nor shall any payment be made in respect of such claim. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay to the Company's Registrar and Transfer Agents.

- **Unpaid / Unclaimed dividend**

Section 205 of the Companies Act, 1956, mandates that Companies to transfer dividend that has been unclaimed for a period of 7 years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned below, if unclaimed within a period of seven years, will be transferred to IEPF.



Financial Year	Unclaimed dividend amount as on 30.06.2012 (₹)	Date of Declaration	Dividend Payment Date	Due date for transfer to IEPF
2005-2006 Interim	37,933.80	20.01.2006	16.02.2006	February 2013
2005-2006 Final	18,524.80	15.09.2006	06.10.2006	October 2013
2006-2007 Interim	26,623.80	22.01.2007	17.02.2007	February 2014
2006-2007 Final	20,001.20	23.07.2007	13.08.2007	August 2014
2007-2008 Interim	96,960.60	29.01.2008	22.02.2008	February 2015
2007-2008 Final	37,340.00	14.08.2008	05.09.2008	September 2015
2008-2009 Interim	80,379.41	30.01.2009	25.02.2009	February 2016
2008-2009 Final	160,093.60	29.09.2009	20.10.2009	October 2016
2009-2010 Interim	170,873.25	29.01.2010	24.02.2010	February 2017
2009-2010 Final	166,727.00	28.09.2010	20.10.2010	October, 2017
2010-2011 Interim	399,150.75	11.02.2011	04.03.2011	March, 2018
2010-2011 Final	278,948.60	30.09.2011	21.10.2011	October, 2018

Pursuant to rule 3 of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 the Company has uploaded on its website details of investors who have not claimed their dividends. Shareholders can visit the website at this link <http://www.geodesic.com/investors/shareholdersinformation> under section "Statement of the Shareholder's unclaimed and unpaid amounts" to check if they have any unclaimed dividend.

- **Register Nomination(s)**

Members holding Shares in physical form are requested to register the name of their nominee(s), who shall succeed the member as the beneficiary of their Shares and in order to avail this nomination facility, they may obtain/submit the prescribed Form2B from/with the Registrars & Share Transfer Agents. Members holding Shares in dematerialised form are requested to register their nominations directly with their respective DPs.

- **OTHER INFORMATION**

- **Share Transfer System**

Entire share transfer activities under physical segment are being carried out by Companies Registrar & Transfer Agent Universal Capital Securities Private Limited. The shares sent for physical transfer are generally registered and returned within a prescribed period from the date of receipt of request, if the documents are complete in all respects.

As per the requirements of clause 47(c) of the Listing Agreement with the Stock Exchanges, certificate on half-yearly basis confirming due compliance of share transfer formalities by the



Company from Practicing Company Secretary have been submitted to Stock Exchange within stipulated time.

• **Register E mail Address**

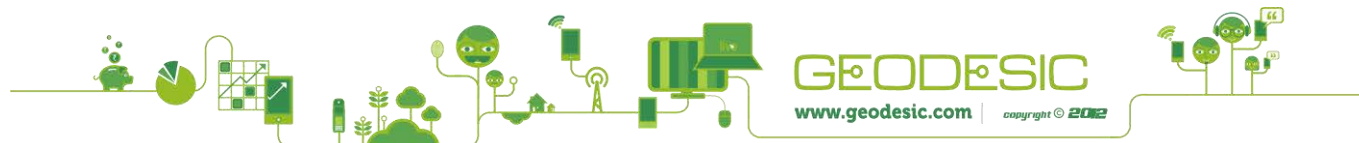
As you all may be aware, Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing Circulars 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, whereby Companies are permitted to send Notices/ Documents including Annual Report comprising Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report etc. (hereinafter 'documents') in electronic mode. Accordingly, Shareholders holding Shares in physical form are requested to register their e-mail addresses and changes therein from time to time, by directly sending the relevant e-mail address along with details such as name, address, folio no., no. of shares held to the Registrars and Share Transfer Agents, M/s. Universal Capital Securities Pvt. Ltd. In respect of shares held in electronic form, the e-mail address along with DP ID/Client ID and other Shareholder details as mentioned above should be registered by the Shareholders with their respective Depository Participants. Upon registration of the e-mail address, the Company proposes to send notices and documents, in electronic form, to such Shareholders.

• **Distribution of Shareholding as on 30th June, 2012**

No. of Equity shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholding
Upto 5,000	25,519	93.47	89,71,245	9.95
5,001 - 10,000	802	2.94	29,42,871	3.26
10,001 - 20,000	446	1.63	32,03,743	3.55
20,001 - 30,000	167	0.61	20,93,672	2.32
30,001 - 40,000	75	0.27	13,24,008	1.47
40,001 - 50,000	52	0.19	11,78,112	1.31
50,001 - 1,00,000	93	0.34	32,61,191	3.62
1,00,001 and above	148	0.54	6,71,66,507	74.51
TOTAL	27,302	100.00	9,01,41,349	100.00

• **Details of Shares in Physical & Electronic Mode as on 30th June, 2012.**

Particulars	No. of Shares	Percentage of Total Shares
Physical Segment	2,24,044	0.25 %
NSDL	8,06,61,127	89.48 %
CDSL	92,56,178	10.27 %
Grand Total	9,01,41,349	100.00 %



• **Shareholding Pattern**

Category	30th June, 2012	% of total equity	30th June, 2011	% of total equity
Promoters Group	2,29,30,765	25.44	2,09,29,765	23.22
Mutual Funds	96,870	0.11	4,71,900	0.52
FII's	2,81,59,841	31.24	3,53,57,815	39.22
Banks (includes insurance companies)	8,25,993	0.91	6,37,783	0.71
Private Corporate Bodies	76,98,682	8.54	85,08,086	9.44
Indian Public	2,72,77,227	30.26	2,22,59,232	24.69
NRI/OCB's	18,33,587	2.03	12,41,836	1.38
Others	13,18,384	1.46	7,34,932	0.82
Total	9,01,41,349	100.00	9,01,41,349	100.00

• **Outstanding Securities**

The Company has not issued any GDR/ ADR/ Warrants during the fiscal 2011-12.

ESOP

During the fiscal no new ESOP were granted to any employees of the Company.

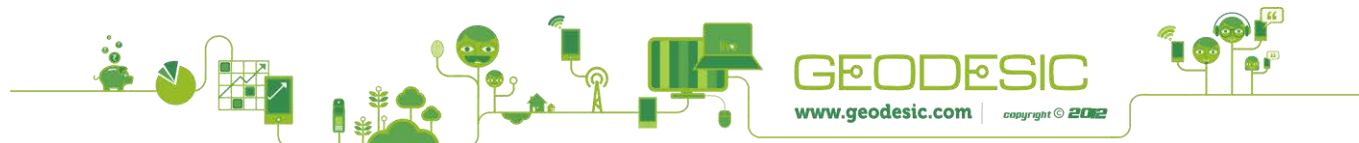
FCCB

The Company had issued US\$125 million Unsubordinated, Unsecured Foreign Currency Zero Coupon Convertible Bonds due 2013 (the "Bonds"). The Bonds are listed on the official list of the Singapore Exchange Securities Trading Ltd (the "Singapore Stock Exchange"). As on date of this report Bonds with the nominal value of US\$ 113.5 million are outstanding.

Development Centre Locations

Mumbai

B-3, Lunic Industries, Cross Road No. B, Opp. State Bank of India, MIDC, Andheri (East), Mumbai - 400 093 Tel : +91-22-28311849 +91-22-28306804 Fax : +91-22-28200832	K.C. House, 2 nd Floor, CTS No. 15, Central Road, MIDC, Andheri (East), Mumbai - 400 093 Tel: +91 22 42146000/60 /61	Unit No. 51, SDF - II, SEEPZ - SEZ, Andheri (E), Mumbai - 400096, India Tel: 91-22-40315800
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Bangalore

18, 10th Cross, Mayura Street, Papanna Layout,
Outer Ring Road, RMV II Stage, Bangalore – 560094
Tel : +91-80-6655 1000
Fax : +91-80-6655 1029

Hyderabad

19B, MLA Colony, Banjara Hills Road No.12,
Hyderabad, Andhra Pradesh 500034

Address for Correspondence

<p>M/s. Universal Capital Securities Pvt. Ltd. Unit: Geodesic Limited 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 93 Tel: +91-22-28207203-05 / 28257641 Fax: +91-22- 28207207 Email: info@unisecc.com</p>	<p>Geodesic Limited B-3, Lunic Industries, Cross Road No. B, Opp. State Bank of India, MIDC, Andheri (East), Mumbai – 400 093 Tel: +91-22-28311849, +91-22-28306804 Fax: +91-22-28200832 Email: invrel@geodesic.com</p>
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AUDITORS' CERTIFICATE**TO THE MEMBERS OF GEODESIC LIMITED**

We have examined the compliance of conditions of corporate governance by Geodesic Limited for the financial year ended on 30th June, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of written representations received from the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**For Borkar & Muzumdar
Chartered Accountants**

CA Rajesh Batham
Partner
Membership No: 035941
FRN: 101569W

Place: Mumbai

Date: 3rd December, 2012



AUDITORS' REPORT

TO THE MEMBERS OF GEODESIC LIMITED

1. We have audited the attached Balance Sheet of **GEODESIC LIMITED** ("the Company") for the 15 month Period ended on 30th June 2012 (The Period) and also the Profit and Loss Account and the Cash Flow Statement for the Period ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.
3. As required by the Companies [Auditors' Report] Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we consider appropriate, and according to the information and explanation given to us during the course of audit, we enclose in the Annexure, a statement on the matters specified in the paragraphs 4 and 5 of the said Order to the extent applicable to the Company for the Period under reference.
4. Further to our comments in the annexure referred to in paragraph 3 above, we further report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the applicable Accounting Standards referred to under sub-section (3C) of the section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 30th June 2012 from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
 - f. In our opinion and to the best of our knowledge and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



- i. In the case of the Balance Sheet, of the state of affairs of the Company for the Period ended on 30th June, 2012;
- ii. In the case of Profit and Loss Account of the profit for the Period ended on that date; and
- iii. In the case of Cash Flow Statement, of the cash flows for the Period ended on that date.

**For Borkar & Muzumdar
Chartered Accountants**

**CA Rajesh Batham
Partner**

Membership No: 035941

FRN: 101569W

Place: Mumbai

Date: 03rd December 2012



ANNEXURE TO AUDITORS' REPORT**(Referred to in paragraph 3 of our report of even date)****1. FIXED ASSETS :**

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The management has informed us that they have physically verified the fixed assets at the end of the Period and that no material discrepancies were noticed on such physical verification. In our opinion, considering the nature of business and size of the Company, the frequency of verification is reasonable.
- c) The fixed assets were physically verified by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals during the Period under audit. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- d) In our opinion and according to the information and explanation given to us, assets sold by the Company do not form substantial part of Company's Fixed Assets so as to affect its going concern basis

2. INVENTORIES :

The nature of Company's operations is mainly dealing in the software development, which does not require it to hold inventories. The Company also deals in Hardware products, for which the Company maintains stock of Raw Material and Work in Process and Finished Goods at Roorkee and Bangalore. During the Period under audit, clause 4 (ii) of the Companies (Auditor's Report) Order, 2003 (the order) is applicable and has been given as a part of the Notes to Accounts.

- a) The management has informed us that they have physically verified the inventory at the end of each quarter and that no material discrepancies were noticed on such physical verification. In our opinion, considering the nature of business and size of the Company, the frequency of verification is reasonable and adequate in relation to the size of the Company and its nature of business.
- b) In our opinion and according to the information and explanation given to us, the Company has maintained proper records in tally software at Roorkee and Banalore for its inventories and no material discrepancies were noticed on physical verification. We are also informed that the Company is in the process of developing a new computer software (ERP) for recording and maintenance of inventory.

3. LOANS AND ADVANCES :

In respect of the 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) The Company has granted loan to one of its subsidiary covered in the Register maintained under Section 301 of the Companies Act, 1956. In respect of the said loan

the maximum amount outstanding at any time during the Period is Rs. 1,38,65,243/- and the outstanding balance at the date of the Balance Sheet is Rs. 1,26,65,243/-.

- b) The said loan is interest free loan and since there are no specific terms and conditions agreed in respect of the said loan, we are not in a position to verify whether the terms and conditions of the said loans are prima facie prejudicial to the interest of the Company.
- c) The Company has taken loan during the said Period from an Associate Company covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the Period is Rs. 8,15,098/- and the outstanding balance for the Period ended is Rs. 8,15,098/-.
- d) The said loan taken by the Company is interest free loan and since there are no specific terms and conditions for repayment of the loan, and therefore we are not in a position to verify whether the terms and conditions of the loan are prima facie prejudicial to the interest of the Company.

4. INTERNAL CONTROL :

In our opinion and according to the information and explanations given to us, there are adequate internal control systems which commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of Software, goods & services. During the course of our audit we have not observed any continuing failure to correct major weakness in the internal controls system.

5. TRANSACTIONS WITH RELATED PARTIES AS PER REGISTER OF CONTRACTS UNDER SECTION 301 OF THE COMPANIES ACT, 1956.

- a) According to the information and explanations given to us, there are two parties the transactions of which are entered into the register maintained under section 301 of the Companies Act, 1956.
- b) In our opinion and according to the information and explanations given to us, the transactions have been made at prices and terms which were prevalent in the market at the relevant time.

6. DEPOSITS FROM PUBLIC :

The Company has not accepted any deposits from the public under the provisions of section 58A and section 58AA and any other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public.

7. INTERNAL AUDIT SYSTEM :

In our opinion, the internal audit function carried out by a firm of Chartered Accountants appointed by the Management is in commensuration with the size of the Company and the nature of its business.

8. COST RECORDS :

To the best of our knowledge and as per the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of operations carried out by the Company.

9. STATUTORY DUES :

- a) According to the records of the Company made available to us, undisputed statutory dues including provident fund, investor education and protection fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth-Tax, Service-Tax, Custom Duty, Excise Duty, Cess and other statutory dues have been regularly deposited with the appropriate authorities except Rs. 1,66,70,397/- pending as at June 30, 2012 for the above mentioned statutory dues.
- b) According to the information and explanations given to us, no undisputed statutory dues payable in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service-Tax, Custom Duty, Excise Duty, Cess and other applicable statutory dues were in arrears as at 30th June, 2012 for a Period of more than six months from the date they became payable.
- c) According to the information and explanations given to us and based on the records produced to us, there are no dues outstanding in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service-Tax, Custom Duty, Excise Duty, Cess and other statutory dues as on 30th June, 2012 which have not been deposited on account of any dispute.
- d) There were no dues on account of cess under section 441A of the Companies Act, 1956 since the aforesaid section has not been made effective by Central Government of India.

10. SICK INDUSTRY :

The Company has no accumulated losses at the end of the financial Period ending on 30th June 2012 and it has not incurred any cash losses during the said Period covered by audit and in the immediately preceding financial year.

11. DUES TO FINANCIAL INSTITUTIONS :

Based on our audit procedures and according to the information and explanations given to us, the Company has defaulted in repayment of dues to financial institutions nevertheless; it has made good the default by repaying the dues along with the interest.

The Company has not obtained any borrowings by way of debentures.

12. SECURED LOANS AND ADVANCES GRANTED :

In our opinion and according to the explanation given to us and based on our examination of documents and records, no loans or advances have been granted on the basis of security by way of pledge of shares, debentures and other securities.

13. CHIT FUND, NIDHI OR MUTUAL BENEFIT COMPANY :

The Company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.

14. INVESTMENT COMPANY :

In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.



15. GUARANTEES GIVEN BY COMPANY :

In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

16. TERM LOANS :

In our opinion and according to the information and explanations given to us, the Term Loans have been applied for the purposes for which they were raised.

17. SOURCES OF FUND AND ITS APPLICATION :

According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment nor have any long-term funds been used to finance short-term assets except as permanent working capital.

18. PREFERENTIAL ISSUE :

According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Act.

19. DEBENTURES :

The Company has not issued any debentures. Therefore, the provisions of clause 4 (xix) of Companies (Auditors Report) Order, 2003 are not applicable to the Company.

20. PUBLIC ISSUE :

The Company has not raised any money through a public issue during the Period ended on 30th June 2012. Therefore the provisions of clause 4 (xx) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.

21. FRAUD :

Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the Period covered by the audit.

**For Borkar & Muzumdar
Chartered Accountants**

**CA Rajesh Batham
Partner**

Membership No: 035941

FRN: 101569W

Place: Mumbai

Date: 3rd December, 2012



Geodesic Limited

Registered Address: B-3,Lunic Industries, Cross Road 'B' MIDC, Andheri (East), Mumbai- 400093

Balance Sheet as at 30th June, 2012

(All amounts Rupees in Lacs unless otherwise stated)

	Note No	As at	
		June 30, 2012	March 31, 2011
I			
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share Capital	3	1,802.83	1,802.83
(b) Reserves and Surplus	4	122,701.41	95,129.27
(c) Share Application Money Pending Allotment			
		124,504.24	96,932.10
Non-current liabilities			
(a) Long-term Borrowings	5	4.43	61,405.51
(b) Deferred Tax Liabilities (Net)	6	52.27	117.92
(c) Other Long Term Liabilities		-	
(d) Long-Term Provisions	7	2.39	15.69
		59.09	61,539.12
Current liabilities			
(a) Short-Term Borrowings	8	8,616.59	-
(b) Trade Payables	9	5,382.15	28,165.38
(c) Other Current Liabilities	10	84,715.00	275.35
(d) Short-Term Provisions	11	8,938.23	1,313.21
		107,651.97	29,753.94
TOTAL		232,215.30	188,225.16
II			
ASSETS			
Non-current assets			
(a) Fixed assets	12		
(i) Tangible assets		698.94	787.53
(ii) Intangible assets		3,427.16	9,653.05
(iii) Capital Work in Progress		999.92	876.71
(iv) Intangibles under Development		-	1,459.59
		5,126.03	12,776.88
(b) Non-current investments	13	90,462.92	89,511.68
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	14	11,252.32	11,136.72
(e) Other non-current assets	15	-	224.70
		106,841.28	113,649.98
Current assets			
(a) Current Investments	16	2.71	271.32
(b) Inventories	17	837.11	1,027.05
(c) Trade Receivables	18	62,690.43	35,431.07
(d) Cash and Bank Balance	19	426.62	17,328.00
(e) Short-term Loans and Advances	20	61,263.71	20,229.23
(f) Other Current Assets	21	152.44	287.50
		125,373.03	74,574.18
TOTAL		232,215.30	188,225.16

Contingent Liability 34

Summary of Significant Accounting Policies 2

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of
BORKAR & MUZUMDAR
Chartered Accountants
FRN : 101569w

For and on behalf of the Board of Director:

Kiran Kulkarni **Pankaj Kumar**

Managing Director **Chairman**

Rajesh Batham
Partner
Membership Number:035941
Place : Mumbai
Date : 3rd December, 2012

Swati Gupta
Company Secretary

Geodesic Limited

Registered Address: B-3,Lunic Industries, Cross Road 'B' MIDC, Andheri (East), Mumbai- 400093

Statement of Profit & Loss for the Period ended 30th June ,2012

(All amounts Rupees in Lacs unless otherwise stated)

Sr. No	Particulars	Note	For the period ended	
			June 30, 2012	March 31, 2011
	Revenue			
I	Revenue from Operations	22	86,940.89	67,142.75
II	Other Income	23	13,025.14	712.94
	Total Revenue (I+II)		99,966.02	67,855.69
	Expenses			
a.	Cost of Materials Consumed	24	2,067.14	664.47
b.	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	25	(45.26)	337.95
c.	Other Direct Expenses	26	36,817.68	31,090.29
d.	Employee Benefits Expense	27	3,352.06	2,457.39
e.	Finance Costs	28	5,650.75	3,714.99
f.	Depreciation and Amortization Expense	29	6,462.06	2,265.33
g.	Other Expenses	30	15,711.06	3,566.81
	Total Expenses		70,015.49	44,097.23
IV	Profit or (Loss) before Prior Period items		29,950.54	23,758.45
V	Prior Period Items	31	(27.98)	(6.73)
VI	Profit before exceptional and extraordinary items and tax (V-VI)		29,978.52	23,765.19
VII	Exceptional items	-	-	-
VIII	Profit before extraordinary items and tax (VI - VII)		29,978.52	23,765.19
IX.	Extraordinary Items		-	-
X	Profit before tax (VIII- IX)		29,978.52	23,765.19
XI.	Tax Expense			
a.	Current tax		7,000.00	15.00
b.	Deferred tax/ (Reversal)		(65.66)	287.50
			6,934.34	302.50
XII	Profit for the period		23,044.17	23,462.69
XIII	Earnings per equity share:	41		
a.	Basic		25.56	25.77
b.	Diluted		25.53	25.67

Summary of Significant Accounting Policies

2

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of the Board of Directors

For and on behalf of
BORKAR & MUZUMDAR
Chartered Accountants
FRN : 101569w

Kiran Kulkarni Pankaj Kumar
Managing Director Chairman

Rajesh Batham
Partner
Membership Number:035941
Place : Mumbai
Date : 3rd December, 2012

Swati Gupta
Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS:

The Company is in the business of offering concrete solutions in Communication and Collaboration, financial products and services, providing content delivery platforms for mobile services and in electronic computing. The Company continuously upgrades existing products and develops new products to keep ahead of the curve.

PRESENTATION OF FINANCIAL STATEMENTS

A revised schedule VI format is introduced and made mandatory for preparation of financial statements beginning from April 2011. The revised schedule VI has classified the Assets and liabilities into Current and Noncurrent based on the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. The Company has ascertained its operating cycle as 12 months for the purpose of current and noncurrent classification of assets and liabilities, based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

The Board of Directors have considered and passed resolution by circulation on 30th March, 2012 under section 210 (4) of the Companies Act 1956 extending the current financial year by 3 months from March 31st to June 30th. Therefore the Balance Sheet and Profit & Loss Account of the Company have been prepared for a period of fifteen months from April 01, 2011 to June 30, 2012.

2. SIGNIFICANT ACCOUNTING POLICIES:

a. ACCOUNTING CONVENTIONS:

The financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles ("GAAP"), the accounting standards notified by the Companies (Accounting Standards) Rules, 2006 (as amended), as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

The significant accounting policies followed by the Company are as discussed below which consistent with those are followed in the previous year.



b. USE OF ESTIMATES:

The preparation of the financial statements in conformity with GAAP requires that the management make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and difference between these actual results and estimates are recognised in the period in which these results are known / have materialized.

c. REVENUE RECOGNITION:**➤ Licensing Income**

Revenue from sale of user licenses for software applications is recognised only after the title in the user license is transferred on obtaining confirmation from the customer as per the terms of the agreement.

➤ Software Sales

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and no significant uncertainty exists as to its ultimate realization or collection. Software sale is accounted as and when the sale takes place.

➤ Product Sales

The Company recognises the sale of hardware devices on shipment of the same to the customer.

➤ Services

Annual Technical / Maintenance Services revenue is accrued over the period of the contract.

➤ Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

➤ Dividend Income

Revenue is recognised when the right to receive the same is established up to the Balance Sheet Date.

➤ Other Income

Other Income is accounted on accrual basis as and when the right to receive arises.

d. INVENTORIES:

Closing stock of finished goods of GeoAmida is valued at cost or net realizable value, whichever is lower. Cost is determined using First-in-First-Out method. Work in progress is valued at cost. Stock in transit is valued at cost.



e. PRIOR PERIOD ITEMS AND EXTRAORDINARY AND EXCEPTIONAL ITEMS:

Income or expenses that arise due to error of omission to record them in the period of incurrence are classified as prior period items. A separate disclosure along with the nature and amount is made in the financial statement. Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

f. FIXED ASSETS, INTANGIBLE ASSETS AND WORK IN PROGRESS:**➤ Fixed Assets:**

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any, thereon. Cost comprises the purchase price and any cost attributable to bringing the asset to its intended location and in working condition for its intended use.

➤ Intangible Asset:

The costs related to development of a new base software are capitalised along with related implementation costs and are classified under Intangible Assets as per AS-26. Its enduring useful life is reasonably estimated by the management.

➤ Capital Work In Progress:

Costs incurred for acquiring of software rights and development of new software are recognised as internally generated software and transferred to Capital WIP till the product is launched.

Revenue expenditure incurred on further research for development / on up-gradation of the existing software is charged to Profit and Loss Account in the period in which it is incurred.

➤ Leasehold improvements:

Leasehold improvements are written off from the date they are put to use over the remaining period of the primary lease.



g. DEPRECIATION:

- Depreciation, on all assets except those specified in the table below, is provided for using the Written Down Value Method as per the useful lives of the assets estimated by the management, or at the rates prescribed under Schedule-XIV of the Companies Act, 1956 whichever are higher. Depreciation on additions and deletions is charged pro-rata from / till the period of their use.
- Depreciation on Testing and Tooling Software and other Computer software is provided for at 40% on WDV based on the estimated useful life of the computer software, which rate is higher than that prescribed under the Companies Act, 1956.

Depreciation is charged so as to write-off the cost of the assets on the following basis:

Leasehold Improvements	Straight Line	Lease period
Goodwill	Straight Line	33.33%
Computers	Written down value	40%
Vehicles	Written down value	25.89%
Furniture & Fixtures	Written down value	18.10%
Office Equipment	Written down value	13.91%
Testing & Tooling Software	Written down value	40%
Other Software	Written down value	40%
Software with one year licence	Written down value	100%
Internally generated software	Straight Line	25%
Patent	Straight Line	10%

h. FOREIGN CURRENCY TRANSACTIONS:

The Company is exposed to currency fluctuations on foreign currency transactions.

➤ **Initial Recognition**

Foreign Currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

➤ **Conversion**

Foreign currency monetary items are converted into reported currency on the balance sheet date using the closing rate.

➤ **Exchange Difference**

The difference between the rate at which foreign currency transactions are accounted and the rate at which they are realized /settled, is recognized in the Profit and Loss Account.

- The Company uses foreign exchange forward and option contracts to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange forward and option contracts reduce the risk or cost to the Company and the Company does not use those for trading or speculation purposes.



Exchange differences on such contracts are recognised in the Profit and Loss Account in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

Effective from 1st January, 2011 the Company has adopted AS 30 and 32 Financial Instrument (Recognition and Measurement) Accounting Standards as prescribed by ICAI. The forward exchange contracts entered into, to hedge the foreign currency risk of a firm commitment or a highly probable transaction are marked to market at the end of the period and the gains and losses arising therein are included in the results of the operations and the same are reflected in the Hedge Reserve Account until the transaction is complete.

i. INVESTMENTS:

Investments that are readily realisable and intended to be held for not more than a period are classified as Current Investment. All other investments are Long term Investments and are classified as Non-current investments. Current Investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

j. RETIREMENT BENEFITS:

➤ **Defined Contribution Plan:-**

Company's contributions paid/payable to provident fund are recognised in the Profit and Loss account of the period when the contribution to the fund is due. The provident fund plan is operated by the regional Provident Fund Commissioner.

➤ **Defined Benefit Plan:-**

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the Payment of Gratuities Act, 1972, The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the Balance Sheet date, based upon which, the Company contributes all the ascertained liabilities to the LIC Gratuity Fund. Liabilities with regard to Leave Encashment are determined by actuarial valuation as of the Balance Sheet date, based upon which, the Company contributes to the LIC Leave Encashment Fund.



k. EMPLOYEE STOCK COMPENSATION COST:

Measurement and disclosure of the employee share based payment plans is done in accordance with the Guidance Note on Accounting for Employee share based payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

l. BORROWING COSTS:

The Company conservatively provides for interest on the FCCB at the notional interest rate as specified in the Term Sheet. The notional interest charge for the period is adjusted for exchange rate fluctuation by applying the closing exchange rate and the corresponding effect is given to the provision for interest on Bonds.

m. SEGMENT REPORTING:**Primary Business Segment**

The Company is primarily engaged in a single business segment of software product sale and related consultancy services, and accordingly, there is only one reportable segment.

Geographical Segment

Secondary segmental reporting is based on the geographical location of customers. The geographical segment has been disclosed on the revenues within India and revenues outside India.

n. LEASES:**➤ Finance Leases****i. Accounting**

Assets taken under a finance lease are accounted for as per the Guidance Note issued by the Institute of Chartered Accountants of India (ICAI).

ii. Initial Recognition

The assets under a finance lease are recognized in the books of account at the Cost of Acquisition.

iii. Amortization

The cost of these assets is amortized over the lease period or estimated useful life of the asset, whichever is lower.



➤ **Operating Leases**

Leases, where the lessor effectively retains substantially all the risks and benefits of the ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Accounts on a straight line basis over the lease term.

o. EARNINGS PER SHARE:

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (the said net profit or loss has been arrived at after deducting preference dividend and attributable taxes) by the weighted number of equity shares outstanding during the period. The weighted number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split and reverse share split (consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p. PROVISION FOR TAXATION:

Income tax is accounted for in accordance with Accounting Standard 22 on Accounting for Taxes on Income. Taxes comprise both current and deferred tax.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the applicable tax rates and tax laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax regulations. The carrying amount of deferred tax assets at each balance sheet date is reduced to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which the deferred tax asset can be realized.

Minimum Alternate Tax (MAT) paid in the period is charged to the statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during that specified period i.e. the period for which MAT credit is allowed to be carried



forward. In the period in which Company recognizes MAT credit as an asset in accordance with the guidance note on accounting for credit available in respect of Minimum Alternate Tax under Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

Tax on distributed profits payable in accordance with the provisions of Section 115O of the Income-tax Act, 1961, is, in accordance with the Guidance Note on Accounting for Corporate Dividend Tax, regarded as a tax on distribution of profits and is not considered in determination of the profits for the period.

The Company has started operations in SEEPZ from end of September 2008, which is a SEZ and which is entitled to 100% tax holiday under Section 10AA of the Income Tax Act, 1961 until March 2019. As a result, deferred tax, arising out of timing differences originating and reversing during the tax holiday period, is recognised.

The Company started manufacture of Geo-Amida in F.Y. 2009-10 at their unit in Roorkee in, Uttaranchal, which is located in a tax free zone eligible for tax holiday under section 80(I)C of the Indian Income tax Act, 1961 until March 2019. As a result, deferred tax, arising out of timing differences originating and reversing during the tax holiday period, is recognised in the books.

q. **IMPAIRMENT OF ASSETS:**

The Company assesses at each balance sheet date whether there is any indication that an asset including goodwill may have been impaired. In case of such indication, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

In respect of development costs and goodwill the impairment loss is reversed only when it is caused by specific external events and their effects have been reversed by subsequent external events.



r. PROVISIONS AND CONTINGENT LIABILITIES:**➤ Provisions**

Provisions, where measurement requires a substantial degree of estimation, are recognized in the books, only in the event of a present obligation arising from past events, the settlement of which is expected to result in an outflow of resources, embodying economic benefits.

➤ Contingent Liabilities

Contingent Liabilities, where existence will be confirmed either by the occurrence or the non-occurrence of one or more uncertain future events, are not recognized in the books of the Company, but are disclosed by way of a note to the Balance Sheet.. Contingent Liabilities are periodically assessed by the management, and provision is made in the books where it becomes probable that an outflow of Future Economic Benefits will be required for an item previously dealt with, as a contingent liability, in the period in which there is a change in probability.

➤ Contingent Assets

Contingent Assets are neither recognized in the books of accounts nor disclosed in any manner in the financial statements.

s. MISCELLANEOUS EXPENDITURE:

Bond Issue Expenses are amortised equally over a period of five years.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3 SHARE CAPITAL

A The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares of Rs. 2 each and redeemable preference shares having a par value of Rs.10 each as follows:

Share Capital	As at June 30, 2012		As at March 31, 2011	
	Number (in Lacs)	Amount (Rs. In lacs)	Number (in Lacs)	Amount (Rs. In lacs)
(a) Authorised				
(i) Equity Shares of Rs.2 each	1,500.00	3,000.00	1,500.00	3,000.00
(ii) Preference Shares of Rs.10 each	50.00	500.00	50.00	500.00
Total	1,550.00	3,500.00	1,550.00	3,500.00
(b) Issued Subscribed & Fully paid up				
(i) Equity Shares of Rs.2 each	901.41	1,802.83	901.41	1,802.83
(ii) Preference Shares of Rs.10 each	-	-	-	-
Total	901.41	1,802.83	901.41	1,802.83

B Reconciliation of number of shares

Particulars	As at June 30, 2012		As at March 31, 2011	
	Number (in Lacs)	Amount (Rs. In lacs)	Number (in Lacs)	Amount (Rs. In lacs)
Equity Shares				
(i) Shares outstanding at the beginning of the year	901.41	1,802.83	922.44	1,844.88
(ii) Shares Issued during the year	-	-	0.03	0.05
(iii) Shares bought back during the year	-	-	21.05	42.10
Shares outstanding at the end of the year	901.41	1,802.83	901.41	1,802.83

C Rights, preferences and restrictions attached to Equity Shares:

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The dividend if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

D The details of Shares in the Company held by each shareholder holding more than 5% Shares specifying the number of shares is as follows

Name of Shareholder	As at 30 June 2012		As at 31 March 2011	
	No. of Shares held (In Lacs)	% of Holding	No. of Shares held (In Lacs)	% of Holding
a. Pankaj Kumar	97.05	10.77%	82.22	9.12%
b. Kiran Kulkarni	98.49	10.93%	91.64	10.17%
Total	196	21.69%	174	19.29%

E Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash : (during 5 years immediately preceding June 30, 2012)

i The Company has issued 9,58,465 Equity Shares in last 5 years under Employees Stock Options Plan as consideration for services rendered by employees. The yearwise bifurcation is as follows:

For the Financial Year	Number of Shares issued
2006-07	275,107.00
2007-08	589,948.00
2008-09	62,035.00
2009-10	28,825.00
2010-11	2,550.00
Total	958,465.00

F Shares allotted as fully paid up by way of bonus shares (during 5 years preceding June 30, 2012)

The Company allotted 3,03,89,788 equity shares as fully paid up bonus shares by utilisation of Securities premium reserve on September 03, 2007 pursuant to a shareholder's resolution passed by postal ballot on July 23, 2007.

4 RESERVES AND SURPLUS

Reserves and surplus consist of the following reserves:

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a. Securities Premium Account		
Opening Balance	14,479.71	16,515.52
Add : Securities premium credited on Share issue	-	2.13
Less : Premium Utilised for various reasons		
For the purpose of Buy-Back	-	2,037.93
For Issuing Bonus Shares	-	-
Closing Balance	14,479.71	14,479.71
b. Hedge Reserve Account		
Opening Balance	988.61	-
Add: Additions during the year	6,832.86	988.61
Closing Balance	7,821.47	988.61
c. General Reserve		
Opening balance	8,016.54	5,670.26
(+) Transfer from Reserves	2,304.40	2,346.28
Closing Balance	10,320.94	8,016.54
d. Surplus		
Opening balance	71,644.41	53,005.44
Add: Net Profit/(Net Loss) For the current year	23,044.17	23,462.69
	94,688.59	76,468.13
Less: Appropriations		
(-) Transfer to Reserves	2,304.40	2,346.28
(-) Paid / Proposed Dividends Plus Tax thereon	2,304.89	1,260.53
(-) Interim Dividends	-	1,216.91
Closing Balance	90,079.30	71,644.41
Total	122,701.41	95,129.27

The Board of Directors at its meeting held on 3rd December, 2012 has recommended a final dividend of Rs.2 per equity share.

5 LONG TERM BORROWINGS

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Secured		
a Kotak Mahindra Prime Limited (Secured against hypothecation of cars)	4.43	6.29
Unsecured		
a Zero Coupon Convertible Bonds [including interest accrued but not due]	-	61,399.22
Total	4.43	61,405.51

Deferred Tax Liabilities (Net)

Major components of deferred tax balances consist of the following:

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A -Deferred Tax Liability		
-Difference due to book and tax depreciation (post tax holiday)	75.54	75.72
-Difference due to book and tax depreciation	-	42.42
-Miscellaneous Expenses written off		
	75.54	118.14
B -Deferred Tax Assets		
-Disallowances u/s 43 (B) of Income Tax Act	0.06	0.22
-Disallowances u/s 40 a of Income Tax Act	9.32	-
-Difference due to book and tax depreciation	13.90	-
	23.27	0.22
Total	52.27	117.92

7 LONG TERM PROVISIONS

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Provision for employee benefits		
Gratuity (Net of Funds)	0.20	26.08
Leave Encashment (Net of Funds)	2.19	(10.39)
B Provision for Taxation (Net of Advance Tax)	-	-
Total	2.39	15.69

8 SHORT TERM BORROWINGS

Particulars		As at June 30, 2012	As at March 31, 2011
		Amount	Amount
1	Secured Loans		
	(a) Term Loan- Axis Bank Limited (secured against hypothecation of stocks, book debts and machinery)	1,500.00	-
	(b) Term Loan - ICICI Bank Limited (secured against hypothecation of stocks, book debts and machinery)	5,500.00	-
2	Unsecured Loans		
	Short Term Advances	1,336.65	-
	Temporery Overdrafts from Bank	279.94	-
	Total	8,336.65	-

9 TRADE PAYABLES

Particulars		As at June 30, 2012	As at March 31, 2011
		Amount	Amount
1	Sundry Creditors	5,382.15	28,165.38
	Total	5,382.15	28,165.38

10 OTHER CURRENT LIABILITIES

Particulars		As at June 30, 2012	As at March 31, 2011
		Amount	Amount
	(a) Current maturities of Term Loan	1.51	1.31
	(b) Current maturities of Zero Coupon Bonds	82,701.85	-
	(c) Income Received in Advance	39.23	45.26
	(d) Statutory Liabilities		
	i) Service Tax Payable	28.99	27.29
	ii) VAT Payable	49.59	23.20
	iii) TDS Payable	68.39	40.94
	(e) Unpaid Dividend	12.55	12.30
	(f) Unclaimed Share Application Money	15.68	15.68
	(g) Other Current Liabilities	0.00	2.88
	(h) Advance From Debtors	1,356.34	11.93
	(i) Advance For Software Development	82.49	-
	(j) Leave Salary Payable	0.32	-
	(k) Gratuity Payable	1.16	-
	(l) Credit Card Dues Payable	15.46	-
	(m) Provision for Expenses	341.44	94.57
	Total	84,715.00	275.35

11 SHORT TERM PROVISIONS

Particulars		As at June 30, 2012	As at March 31, 2011
		Amount	Amount
	(a) Provision for employee benefits		
	(i) Salary & Reimbursements	221.08	22.04
	(ii) Contribution to PF	49.07	25.21
	(iii) EDIS Payable (PF)	0.28	0.14
	(iv) Profession Tax	1.37	0.88
	(v) ESIC	0.50	0.40
	(vi) Gratuity	-	2.57
	(vii) Maharashtra Labour Welfare Fund	0.12	-
	(b) Others		
	(i) Provision for Taxation (Net of Advance Taxes)	6,570.52	-
	(ii) Proposed Dividend plus tax thereon	2,095.29	1,261.98
	Total	8,938.23	1,313.21

12 **FIXED ASSETS**

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2011 Amount	Additions/ (Disposals) Amount	Capitalised During the year out of WIP Amount	Revaluations/ (Impairments) Amount	Balance as at March 31, 2012 Amount	Depreciation charge for the year Amount	Adjustment due to revaluations Amount	On disposals Amount	Balance as at March 31, 2012 Amount	Balance as at March 31, 2011 Amount
a Tangible Assets										
Land (Leasehold Improvements)	660.74	(0.85)	-	-	659.89	80.97	-	0.48	308.79	351.11
Plant & Machinery	20.59	27.93	-	-	48.52	4.82	-	-	7.45	41.07
Computer	553.90	52.80	-	-	606.70	80.53	-	0.11	490.13	116.56
Furniture and Fixtures	141.81	4.32	-	-	146.13	11.20	-	-	104.58	41.55
Vehicles	77.84	-	-	-	77.84	5.37	-	-	65.69	12.14
Office equipment	192.39	34.91	-	-	227.29	25.43	-	0.04	90.79	136.51
b Transfer to CWIP	-	119.11	-	-	1,766.38	(14.70)	-	-	1,067.43	693.94
c Intangible Assets										
Goodwill	-	-	-	-	-	-	-	-	-	-
Computer software	220.53	42.94	-	-	263.06	42.39	-	-	190.31	72.75
Copyrights, and patents and other intellectual property rights, services and operating rights	13.67	-	-	-	13.67	1.93	-	-	3.38	10.28
Testing & Tooling Software	6,932.96	-	-	-	6,932.96	671.21	-	-	6,144.50	788.47
Internally Generated Software	10,443.38	(3,528.73)	-	-	6,914.65	2,866.80	-	842.65	4,358.99	2,555.66
Total	17,610.53	(3,486.20)	-	-	14,124.34	3,582.34	-	842.65	10,697.17	3,427.16
d Capital Work in Progress Products Under Development Leasehold Improvements										
Capital Work in Progress	876.71	121.21	-	-	997.92	-	-	-	-	997.92
Products Under Development	-	2.00	-	-	2.00	-	-	-	-	2.00
Leasehold Improvements	876.71	123.21	-	-	999.92	-	-	-	999.92	876.71
e Intangible assets under Development										
Software Under Development	1,459.59	(1,459.59)	-	-	-	-	-	-	-	-
Grand Total	21,594.10	(4,703.46)	-	-	16,890.63	3,775.98	-	843.28	11,764.61	5,125.03
Previous Year Figures	20,467.04	1,127.05	-	-	21,594.10	2,280.09	-	-	8,817.21	12,776.88

13 **NON CURRENT INVESTMENTS**

	Particulars	As at June 30, 2012	As at March 31, 2011
		Amount	Amount
	Investment in:		
a	Fully paid up Equity instruments (Quoted)		
	997(PY 997) Shares of Rs.10 each Indraprastha Gas Ltd	1.00	1.00
	Nil (PY 244238) Shares of Rs.10 each Subex Systems Ltd	-	130.79
b	Fully paid up Equity instruments (Unquoted)		
	ITM Digital Pvt Ltd	1.00	41.00
c	Subsidiaries	90,386.92	89,339.89
d	Other Investments	75.00	-
	Total	90,462.92	89,511.68

13A

	Particulars	As at June 30, 2012	As at March 31, 2011
		Amount	Amount
	Aggregate amount of quoted investments (Market value of Rs.2,38,682 (Previous Year Rs.1,34,51,316)	1.00	134.51
	Aggregate amount of unquoted investments	90,462.92	89,380.89

14 **LONG TERM LOANS AND ADVANCES**

	Particulars	As at June 30, 2012	As at March 31, 2011
		Amount	Amount
(A)	Capital Advances		
	Advance towards Patent & Trademark applications	27.16	20.36
	Advance towards Property acquisition	550.00	550.00
	Advance for ACMR Projects	12.09	-
	Advance for MSEDCL Projects	10.19	-
	Advance towards acquisition	112.62	-
		712.06	570.36
(B)	Security Deposits		
	Secured, considered good	-	-
	Unsecured, considered good	137.13	149.76
		137.13	149.76
(C)	Loans and advances to related parties		
	Secured, considered good	-	-
	Unsecured, considered good	7,810.31	5,957.05
		7,810.31	5,957.05
(D)	Others		
	Inter Corporate Deposits	2,592.82	4,197.49
	Advance Tax (Net of Provision for Taxes)	-	262.06
		2,592.82	4,459.55
			-
	Total	11,252.32	11,136.72

15 **OTHER NON-CURRENT ASSETS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Unamortised Expenses :		
Bond Issue Expenses	-	221.99
Share Issue Expenses	-	2.13
Merger Expenses	-	0.58
Total	-	224.70

16 **CURRENT INVESTMENTS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Investment in:		
Mutual Funds (Unquoted)		
(A) Growth Funds :		
DSP Merrill Lynch Equity Fund - Regular Growth Nil (P.Y. 3,15,548.58) units, face value Rs. 10	-	24.19
Reliance Growth Fund - Growth Option Nil (P.Y. 2,669.172) units, Face Value Rs. 100	-	5.53
Reliance Natural Resources Fund - Growth Plan - Growth Option Nil (P.Y. 977,995.110) Units, Face value Rs. 10	-	60.15
LICMF Savings Plus Fund - Growth Plan Nil (P.Y. 174,167.479) Units, Face value Rs. 10	-	25.00
BMF Gold Bees NFO Nil (P.Y. 1,041.72) units, Face value Rs. 1000	-	9.88
Total	-	124.74
(B) Income Funds:		
HDFC Equity Fund - Dividend Option Nil (P.Y.39934.156) Units, Face value Rs. 10	-	10.14
JM Advantage Arbitrage Fund-Dividend Plan Nil (P.Y. 675887.927) units, Face Value Rs. 10	1.16	67.80
Sundaram BNP Paribas Entertainment Opportunity - Div Nil (P.Y. 252,593.132) units, face value Rs. 10	-	26.32
TATA Equity Management Fund Nil (P.Y. 5,00,000) units, Face Value Rs. 10	-	35.22
UTI Master Index Fund Nil (P.Y. 23,655.146) units, Face Value Rs.10	-	7.09
Total	1.16	146.58
(C) Liquid Funds:		
Axis Treasury Advantage - Inst DDR	1.55	-
Total	1.55	-
Total	2.71	271.32

17 **INVENTORIES**

	Particulars	As at June 30, 2012	As at March 31, 2011
		Amount	Amount
a	Raw Materials and components	728.60	731.52
b	Work-in-process	19.55	34.85
c	Finished goods	70.54	18.62
d	Stores & Spares	17.92	11.92
e	Goods in Transit	0.50	230.14
	Total	837.11	1,027.05

18 **TRADE RECEIVABLES**

	Particulars	As at June 30, 2012	As at March 31, 2011
		Amount	Amount
(A)	Trade receivables outstanding for a period less than six months from the date they are due for payment		
	Secured, considered good	-	-
	Unsecured, considered good	50,235.06	29,824.20
	Less: Provision for doubtful debts	-	-
		50,235.06	29,824.20
(B)	Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
	Secured, considered good	-	-
	Unsecured, considered good	12,455.37	5,606.87
	Unsecured, considered doubtful	-	-
	Less: Provision for doubtful debts	-	-
		12,455.37	5,606.87
	Total	62,690.43	35,431.07

19 **CASH AND BANK BALANCES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Cash on hand	5.23	2.67
Cheques on hand	-	75.00
B Bank Balances		
Balances with Current Account	164.83	8,334.10
Demand deposits (less than 12 months maturity)	256.29	8,916.23
Bank deposits with more than 12 months maturity	0.28	-
Total	426.62	17,328.00

20 **SHORT TERM LOANS AND ADVANCES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	61,072.18	20,092.50
Doubtful	-	-
	61,072.18	20,092.50
B Prepaid Expenses	51.63	29.05
C Advance to Creditors	118.38	94.89
D Advance for Expenses	(0.86)	-
E Advance to Employees	22.38	12.78
	191.53	136.73
Total	61,263.71	20,229.23

21 **OTHER CURRENT ASSETS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Accrued interest on Deposits	0.02	3.29
B Interest on Overdue Debtors	-	-
C Unamortised Expenses :		
(i) Bond Issue Expenses	152.42	279.05
(ii) Share Issue Expenses	-	4.00
(iii) Merger Expenses	-	1.16
Total	152.44	287.50

22 **REVENUE FROM OPERATIONS**

	Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
		Amount	Amount
	Sale of products	3,297.52	1,408.28
	Sale of Software	82,593.27	65,222.57
	Sale of services	1,018.80	509.06
	Other operating revenues	31.30	2.84
	Total	86,940.89	67,142.75

23 **OTHER INCOME**

	Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
		Amount	Amount
	Interest Income	1,059.53	599.10
	Dividend Income	40.14	45.71
	Net Gain on sale of investments	90.04	67.40
	Net Gain on Exchange Fluctuation	11,830.27	-
	Other non-operating income (net of expenses directly attributable to such income)	5.15	0.73
	Total	13,025.14	712.94

EXPENSES

24 **Cost of materials consumed**

	Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
		Amount	Amount
	Opening Inventory	752.08	0.96
	Add: Purchases (Net)	2,061.58	1,415.60
	Less: Inventory at the end of the year	746.52	752.08
	Cost of raw materials consumed during the year	2,067.14	664.47

25 Changes in inventory of Finished Goods & Work in Progress

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
<u>Changes in inventory of Finished Goods</u>		
A Stock at the beginning of the year	9.97	21.05
Total A	9.97	21.05
B Stock at the end of the year	70.54	9.97
Total B	70.54	9.97
Increase/Decrease in Stocks (A-B) I	(60.57)	11.08
<u>Changes in inventory of Work in Progress</u>		
A Stock at the beginning of the year		
Amida WIP	14.21	361.40
Sub Assembly	20.64	0.32
Total A	34.85	361.72
B Stock at the end of the year		
Amida WIP	-	14.21
Sub Assembly	19.55	20.64
Total B	19.55	34.85
Increase/Decrease in Stocks (A-B) II	15.30	326.87
TOTAL (I + II)	(45.26)	337.95

26 Other Direct Expenses

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
Software Development Expenses	35,750.27	30,615.42
Server Hosting Charges	137.52	82.12
Professional Charges Towards Operations	87.63	79.80
Electricity Charges	129.60	95.27
Communication & Telephone Expenses	187.19	91.58
Call Minutes/SMS purchased	127.92	60.06
Job Work Expenses	123.97	50.54
Other Direct Expenses	273.58	15.49
Total	36,817.68	31,090.29

27 Employee Benefits Expense

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
Salaries, Wages & Bonus	3,039.06	2,202.42
Contributions to -	-	-
(i) Provident fund	156.09	130.00
(ii) ESIC	4.84	2.34
(iii) Leave Encashment	21.90	-
(iv) Labour Welfare	0.26	0.18
Gratuity fund contributions	38.47	45.74
Staff welfare expenses	91.43	76.70
Total	3,352.06	2,457.39

28 Finance costs

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
Interest and other finance expense	5,650.75	3,714.99
Total	5,650.75	3,714.99

29 Depreciation and Amortization Expense

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
Depreciation on Tangible assets	193.64	1,185.59
Amortisation on Intangible assets	3,582.34	1,079.73
Intangibles w/off	2,686.08	
Total	6,462.06	2,265.33

30 Other expenses

Particulars	For the period ended June 30, 2012	For the year ended March 31, 2011
	Amount	Amount
Loss on Forward Contracts	7,680.61	1,448.52
Loss on Exchange fluctuation	-	570.85
Loss on Diminution in Value of Investment	-	216.14
Loss on Sale of Fixed Assets	0.45	-
Profession Tax	0.05	0.03
Payment to Statutory Auditors	25.28	16.55
Travelling & Conveyance	154.24	121.69
Rent & Hire charges	304.36	146.40
Membership & Subscription	5.48	3.32
Conectivity Charges	2.90	2.56
Donation	3.50	3.00
Tender Expenses	(1.99)	5.31
Insurance charges	45.54	26.99
Director's sitting Fees	4.40	2.50
Advertisement, Publicity & Sales Promotion	130.32	168.45
Legal, Professional & Consultancy charges	143.78	69.18
Custodial Charges	2.60	-
Bank Charges	155.49	37.21
Processing charges	30.34	-
PMS Charges	-	0.55
Rates & Taxes	3.08	0.50
Conference Expenses	3.85	0.78
Discount	0.68	-
Postage, Fax & Courier	12.79	11.08
Packing Charges	-	0.98
Water Charges	5.68	2.77
Newspaper, Books & Periodicals	1.52	1.78
Miscellaneous Expenses	18.15	18.44
Printing & Stationery	30.13	21.17
Bond Issue Expenses w/off	348.63	279.05
Merger Expenses w/off	1.74	1.16
Share Issue Expenses w/off	6.13	4.46
Bad Debts	4,277.16	0.17
Sundry Balances w/off	2,162.51	269.65
Fines & Penalties	0.16	0.70
Security Charges	2.40	1.73
Freight & Insurance	0.41	0.97
Repairs & Maintenance		

Repairs - Air Conditioner	6.66	4.44
Repairs - Computer	8.91	7.10
Repairs - Computer Software	0.77	1.44
Repairs - Office Equipment	19.39	16.05
Repairs - Premises	104.25	76.63
Repairs - Vehicles	2.53	1.93
Repairs- Others	6.18	4.59
Total	15,711.06	3,566.81

30A	Particulars	For the period ended	For the year ended
		June 30, 2012	March 31, 2011
		Amount	Amount
Payments to the auditor as			
a. Audit Fee		21.49	13.24
b. Tax Audit Fee		3.79	3.31
c. for other services		-	-
d. for reimbursement of expenses		-	-
Total		25.28	16.55

31 **Prior Period Expenses**

	Particulars	For the period ended	For the year ended
		June 30, 2012	March 31, 2011
		Amount	Amount
Prior Period expenses includes following:			
(a) Director sitting fees		-	0.70
(b) Repairs & Maintenance		0.02	1.10
(c) Lease Rent		-	0.34
(d) Advertisement Expenses		-	0.04
(e) Professional Fees		0.19	1.83
(f) Investor Education & Protection Fund		-	0.01
(g) Central Sales Tax		0.30	-
(h) Courier Charges		(0.27)	-
(i) Annual Maintenance Contract Fees		(0.04)	-
(j) TDS		-	0.80
(k) Proposed Equity Dividend		-	(13.20)
(l) Interest on CST		-	0.49
(m) Other Miscellaneous (Receipts) / Expenses		(28.17)	1.16
Total		(27.98)	(6.73)

GEODESIC LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 30TH JUNE, 2012

(All amounts Rupees in Lacs unless otherwise stated)

Particulars	2011-12	2010-11
	Amount	Amount
A Cash flow From Operating Activities:		
Net Profit before Tax and prior period adjustments	29,950.54	23,758.45
Adjustment for		
- Depreciation / Amortisation	6,462.06	2,265.33
- Prior Period Adjustments / Taxation	27.98	6.73
- Increase in stock of finished goods & Raw Material	(39.71)	(18.13)
- Miscellaneous Expenditure written off	356.50	284.67
- Loss / (Profit) on Forward Contracts	7,680.61	1,448.52
- Loss / (Profit) on sale of Fixed Assets (Net)	0.45	-
- (Profit) / Loss on sale of current investments (Net)	(90.04)	0.42
- (Profit) from PMS Investments	-	(67.82)
- Foreign Exchange (Gain) / Loss (Net)	(4,997.42)	570.85
- Dividend Income	(40.14)	(45.71)
- Interest Income	(1,059.53)	(597.63)
- Interest Expenses	5,650.75	3,714.99
- Bad Debts written off	4,277.16	0.17
- Balances written off / Advances written off	2,162.51	269.59
- Investments written off / Diminution in value of investments	-	216.14
Operating Profit before Working Capital Changes	50,341.73	31,806.56
Movements in working capital :		
Decrease / (Increase) in sundry debtors	(27,259.36)	73.66
Decrease / (Increase) in loans & advances	(1,982.33)	916.42
Decrease / (Increase) in other current assets	(40,659.18)	-
(Decrease) / Increase in provision for leave encashment and gratuity	1.48	20.66
Decrease / (Increase) in inventory	189.94	(643.32)
(Decrease) / Increase in current liabilities	7,321.23	23,580.03
Cash Generated From Operations	(12,046.49)	55,754.02
Direct Tax Paid (net of refunds)	(170.42)	(384.71)
Net Cash from / (used in) Operating Activities	(12,216.91)	55,369.31
B Cash flow From Investing Activities:		
- Purchase of Fixed Assets	(483.36)	(3,555.92)
- Sale of Fixed Assets	5,186.83	-
- (Purchase) / Sale of Current Investment (Net)	268.61	266.36
- Share application money transferred to equity / (paid)	-	342.60
- Investment in Subsidiaries	(1,047.03)	(35,962.98)
- Investment - Others	(95.79)	-
- Loan to Subsidiaries	-	(20,026.38)
- Intercompany Deposits repaid to the Company	1,604.67	4,761.74
- Profit / (Loss) on sale of current investments (Net)	90.04	(0.42)
- Profit on Sale / maturity of Investments	-	67.82
- Interest Received	57.75	37.99
- Dividend Received	40.14	45.71
- (Loss) / Profit on Forward Contracts	(7,680.61)	(1,448.52)
Net Cash from / (used in) Investing Activities	(2,058.75)	(55,472.00)

contd...

GEODESIC LIMITED

Particulars	2011-12	2010-11
	Amount	Amount
C Cash flow From Financial Activites:		
- (Buy Back) / Proceeds from issue of share capital	-	(2,077.86)
- Share Issue Expenses	-	(0.01)
- Profit on buy back of FCCB	-	-
- (Decrease) / Increase in FCCB liability	-	2,707.63
- Repayment of Share Application money	-	-
- Redemption of Preference Shares	-	-
- Merger Expenses	-	-
- Bond Issue Expenses	-	-
- Proceeds from long term borrowings	-	-
- Repayment of Long term Borrowings	(1.66)	(6.19)
- Dividend Paid	(1,264.65)	(2,120.49)
- Interest Paid	(1,074.82)	(257.05)
- Tax on Dividend paid	(209.60)	(151.01)
Net Cash from / (used in) Financial Activities	(2,550.72)	(1,904.99)
Net Increase /Decrease in Cash and Cash Equivalents (A+B+C)	(16,826.39)	(2,007.68)
Cash and Cash Equivalents at the beginning of the year	17,253.00	19,260.68
Cash and Cash Equivalents at the end of the year	426.62	17,253.00
Components of cash and cash equivalents as at:		
Cash and Cheques on hand	5.23	2.67
With Banks : in current account	164.83	8,334.10
in fixed deposit	256.57	8,916.23
	426.62	17,253.00

As per our report of even date

CA Rajesh Batham

Partner

Membership No. 035941

FRN: 101569W

MUMBAI

Date : 3rd December, 2012

Kiran Kulkarni

Managing Director

Pankaj Kumar

Chairman

Swati Gupta

Company Secretary

NOTES FORMING PART OF FINANCIAL STATEMENTS

32. Segment Reporting:

The primary reporting of the Company has been disclosed on the basis of business segment. The Company has only one business segment which is software product sale and related consultancy services. Accordingly, the amounts appearing in these financial statements relate to this primary segment. Further the Company sells and provides services mainly outside India and also within India. Thus disclosures under secondary segment reporting are as follows:

➤ Revenue by Geographical Segment

Region	Rs. in lakhs	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
India	5,183.17	2,201.41
Outside India	81,757.71	64,941.34

➤ Segment Assets

Region	Rs. in lakhs	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
India (Assets excluding Export Customers)	1,70,188.64	1,56,767.05
Outside India (Export Customers)	62,026.66	34,791.19

The Company's operating facilities are located in India. The total cost incurred during the period to acquire fixed assets within India is disclosed in note 13 forming part of financial statements. Segment revenue is based on geographical locations of customers and segment asset is based on geographical location of assets.

33. Miscellaneous Expenditure written off:

During the period ended 30th June 2012, the policy for writing off of miscellaneous expenditure over a period of ten years have been changed to bring it in line with The Accounting Standard 26 (AS-26) on "Accounting for Intangible Assets". The AS-26 requires miscellaneous expenditure to be written off during the same period of incurrence, if no intangible asset or any other asset is acquired or created. As a result of this change in Accounting Policy miscellaneous expenditure of Rs. 7.88 lakhs is charged to profit and loss account resulting in reduction of profits to this extent.

34. Contingent Liability (not provided for) exist in respect of:

		Rs. in lakhs	
Sr. No.	Particulars	For the period ended 30 th June 2012	For the year ended 31 st March 2011
a)	Outstanding bank guarantees	96.06	32.62
b)	Letter of Credit given by bank on behalf of the Company	1,731.74	759.49
c)	Times Internet disputed payment towards minimum guarantee fees	223.15	-
d) Income tax Demand in respect of an earlier year(s) under dispute			
1.	Appeal pending with CIT Appeals VIII for AY 2005-06	-	6.93
Total		2,050.95	799.04

35. Computation of Net Profits in accordance with Section 198 of the Companies Act, 1956:

Particulars	Rs. in lakhs	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Profit before tax	29,978.52	23,758.45
Add: Loss on cancellation / delivered foreign contracts	7,680.61	1,448.52
Add: Infructious project expenses written off	1,656.83	6,334.67
Add: Directors' Sitting Fees	4.40	2.50
Add: Loss on sale of fixed assets as per Profit and Loss Account	0.45	-
	39,320.81	31,544.14

36. Managerial Remuneration

Particulars	Rs. in lakhs	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Salaries	67.15	53.72
Contribution to Provident Fund and other Funds	0.35	0.28
Directors sitting Fees	4.40	2.50
Total	71.90	56.50

37. Share Capital:

Employees have not exercised stock options during the period ended 30th June 2012.



38. Foreign Currency Convertible Bonds (FCCB):

In January 2008, the Company raised Rs. 49,962.50 lakhs equivalent to US\$ 125 million on the issue of Zero Coupon Convertible Bonds, due on 18th January, 2013 to overseas investors vide RBI approval no. FED.CO.EBCD/3013/03.02.766/2077-08 dated 5th December, 2007. As per the approval the funds can be utilised only for overseas acquisitions and investments in joint ventures / wholly owned subsidiaries and for any other use as may be permitted under applicable laws or regulations from time to time.

The Bonds constitute the Company's direct, unconditional, unsubordinated and unsecured obligations and will at all times rank *pari passu and* without any priority amongst themselves. The Company's payment obligations under the Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable law, at all times rank at least equally with all of its other present and future direct, unconditional, unsubordinated and unsecured obligations.

The conversion price of the Bonds, subject to certain conditions, will initially be Rs. 302.27 per share with a fixed rate of exchange on conversion of Rs. 39.13 = US\$ 1.00.

The Bonds are listed on the official list of the Singapore Exchange Securities Trading Ltd (SGX-ST) (the "Singapore Stock Exchange"). During the year ending March 2010, the Company has repurchased FCCB of the face value of US\$ 8.50 Million, listed on the Singapore Stock Exchange, in accordance with the A.P. (DIR Series) Circular No. 39 dated 8th December, 2008 (the "Circular") issued by the Reserve Bank of India. As on 30th June, 2012 Bonds with the nominal value of US\$ 113.50 million are outstanding. The Company may repurchase more of these bonds depending upon the market conditions.

The Bonds carry an yield of 6.60% per annum based on the same, interest of Rs. 4761.40 lakhs (P.Y. Rs. 3,389.27 lakhs) has been provided in the accounts (refer Note 29 forming part of the financial statements).



39. Related Party Disclosures:

a. List of Related Parties

Related Parties with whom transactions have taken place during the year:

➤ **Key Managerial Personnel (KMP):**

- Mr. Pankaj Kumar
- Mr. Kiran Kulkarni
- Mr. Prashant Mulekar

➤ **Enterprise over which Key Management Personnel exercise significant influence:**

None

➤ **Subsidiary Companies:**

(A) Direct Holding	(B) Indirect Holding
Chandamama India Limited (CIL)	-
Filmorbit.Com India Private Limited (FIPL)	-
Geodesic Gridpoint Energy Private Limited (GGEPL)	-
Geodesic Technology Solutions Ltd, Hong Kong (GTSL)	-
Geodesic Holdings Limited (GHL)	(i)Geodesic Information Systems Inc. (GIS) (ii)Interactive Networks International (INI) (iii)Publicidad Digital S.A. (PD) (iv)Emiloto Associated Inc. (EAI) (v)Geodesic (Hong Kong) Ltd (GHKL) (vi)Geodesic Technology FZE (GT FZE) (vii)Zomo Technologies Ltd (ZTL) (viii) Spokn Communications Pte Ltd (SCPL)



(ii) Transactions with related parties:

Rs. In Lakhs

Nature of Transaction	Subsidiaries - Direct Holding					
	GHL	GTSL	GEO GEPL	FIPL	CIL	KMP
	Current (Prev) Period/Year	Current (Prev) Period/ Year	Current (Prev) Period/ Year	Current (Prev) Period/ Year	Current (Prev) Period/ Year	Current (Prev) Period/ Year
Investments made during the period ended 30 th June 2012	348.82 (35,332.47)	- (571.41)	- (23.60)	- (36.50)	- (-)	- (-)
Investments as on 30 th June 2012	81,274.69 (80,925.87)	3,710.77 (3,710.77)	24.60 (24.60)	36.50 (36.50)	1,954.59 (1,954.59)	- (-)
Share Application Money paid by the Company during the period ended 30 th June 2012	- (-)	- (-)	573.22 (10.00)	- (-)	125.00 (227.00)	- (-)
Share Application Money paid by the Company as on 30 th June 2012	- (-)	2,450.55 (2,450.55)	583.22 (10)	- (-)	352.00 (227.00)	- (-)
Trade Advances /Loans given by Company during period ended 30 th June 2012	- (-)	42,874.34 (19,922.89)	143.58 (1.03)	83.37 (34.68)	88.18 (38.33)	- (-)
Trade Advances/ Loan balances given by Company as on 30 th June 2012	- (-)	68,459.26 (25,584.92)	144.81 (1.23)	138.52 (55.15)	126.65 (38.48)	
Product and Service Income/ Expenses(-)	- (-)	81,598.48 (57,513.08)	- (-)	- (-)	- (-)	- (-)
Outstanding balance as on June-30, 2012 (-) Cr	- (-)	50,506.01 (28,611.27)	- (-)	- (-)	- (-)	- (-)
Managerial Remuneration						
- Pankaj Kumar	- (-)	- (-)	- (-)	- (-)	- (-)	22.50 (18.00)
- Kiran Kulkarni	- (-)	- (-)	- (-)	- (-)	- (-)	22.50 (18.00)
- Prashant Mulekar	- (-)	- (-)	- (-)	- (-)	- (-)	22.50 (18.00)

(ii) Transactions with related parties:

Rs. in Lakhs

Nature of Transaction	Indirect Holding						
	INI	PD	GHLK	EAI	ZTL	SCPL	GT FZE
	Current (Prev) Period/Year	Current (Prev) Period/Year	Current (Prev) Period/Year	Current (Prev) Period/Year	Current (Prev) Period/Year	Current (Prev) Period/Year	Current (Prev) Period/Year
Investments made during the period ended 30 th June 2012	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Investments as on 30 th June 2012	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Share Application Money paid by the Company during the period ended 30 th June 2012	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Share Application Money paid by the Company as on 30 th June 2012 at year end	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Trade Advances/ Loan balances given by Company as on 30 th June 2012			12.12 (368.61)				
Interest Accrued	- (-)	- (-)	- (14.92)	- (-)	- (-)	- (-)	- (-)
Product and Service Income/ Expenses (-)	- (-)	- (-)	- (-)	- (-)	- (-)	55.99 (54.78)	- (-)
Outstanding balance as on June-30,2012 (-) Cr	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
Managerial Remuneration							
- Pankaj Kumar	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
- Kiran Kulkarni	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)
- Prashant Mulekar	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)

40. Earnings per Share:

Rs. in lakhs

		For the period ended 30 th June 2012	For the year ended 31 st March 2011
(a)	Profit for the year after tax	23,044.17	23,462.69
	Add: Exceptional Income	-	-
	Net Profit after tax for Equity Shareholders	23,044.17	23,462.69
	Weighted Average number of equity shares outstanding	9,01,41,349	9,10,50,900
	Basic Earnings per share (Rs.)	25.56	25.77
(b)	Weighted Average No. of Equity Shares outstanding	9,01,41,349	9,10,50,900
	Add: Effect of dilutive issue of stock options and warrants	1,38,963	3,64,552
	Considered for diluted EPS	9,02,80,312	9,14,15,452
	Diluted Earnings Per Share (Rs.)	25.53	25.67
	Face Value per Share (Rs.)	2.00	2.00

41. Employees Stock Option Plan 2002:

The Company has share based payment scheme to its employees.

During the year ended June 30, 2012 the following schemes were in operation:

Particulars	Grant 1	Grant 2	Grant 3	Grant 4	Grant 5	Grant 6	Grant 7	Grant 8	Grant 9	Grant 10
Date of Grant/Board Approval	28-08-02	5-01-04	10-02-05	31-03-06	28-07-06	23-11-06	9-04-07	24-09-07	05-05-08	28-04-09
No of Options Granted	46,000	500,000	600,000	650,000	300,000	100,000	900,000	300,000	700,000	500,000
Method of Settlement	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity	Equity
Vesting Period	1 year	1 year	1 year	1 year	1 year	1 year	1 year	1 year	1 year	1 year
Exercise Period	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years	10 years

All the above grants are covered under the approval of the shareholders vide their Annual General Meeting held on August 28, 2002

Particulars	For the period ended 30 th June 2012		For the year ended 31 st March 2011	
	No. of Shares	Weighted Average Exercise Price (Rs.)	No. of Shares	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the period	3,437,118	140.63	3,632,715	140.97
Options granted	Nil	Nil	Nil	Nil
Exercised during the period / year	Nil	Nil	2,550	85.40
No of Options Lapsed	386,500	144.52	193,047	147.05
Outstanding at the end of the period / year	3,050,618	140.17	3,437,118	140.63
Exercisable at the end of the Period / year	3,050,618		3,437,118	
Weighted average remaining contractual life (in months)	69.45		79.62	
Weighted average fair value of the options granted	158.68		157.24	

Details of exercise price for stock Options outstanding at the end of the year are:

Period/ Year End	Range of Exercise Price (Rs.)	No. of options outstanding	Weighted average remaining contractual life (in months)	Weighted Average exercise price (Rs.)
30 June 12	Rs.26.81 – Rs. 210.05	3,050,618	69.45	144.52
31 Mar 11	Rs.26.81 – Rs. 210.05	3,437,118	79.62	140.63

42. Subsidiary Companies / Acquisition of Companies:

During the period the Company invested Rs. 348.82 lakhs (P.Y. Rs. 35,332.47 lakhs) towards 7,80,000 (P.Y. 77,999,900) shares of US\$ 1 each in Geodesic Holdings Limited, Mauritius.

Geodesic Hongkong Ltd. (a 100% step down subsidiary) has paid the loan amount entirely during the period ended as on 30th June 2012. A sum of Rs. Nil (P.Y. Rs. 14.92 lakhs) has been accrued towards interest receivable from Geodesic (Hong Kong) Ltd., for the period ended as on 30th June 2012.

The Share Application as at the end of the period 30th June 2012 for Geodesic Technology Solutions Limited, Hong kong (GTSL) is Rs. 2,450.55 lakhs. During the period the Company has granted a loan of Rs. 413.69 lacs to GTSL, Hongkong. The closing balance



of loan Rs. 7,388.21 lakhs (P.Y. Rs. 5,492.41 lakhs) net of foreign exchange rate fluctuation, is shown under "Long Term Loans and Advances" in Note 15 forming part of the financial statements.

During the period, the Company has applied for an additional 12,50,000 (P.Y. 22,70,000) equity shares of Rs. 10 each in Chandamama India Limited on a preferential basis for an amount of Rs. 125 lakhs (P.Y. Rs.227 lakhs). This money is lying in Share Application pending allotment which is shown under "Non Current Investments" in Note 14 forming part of financial statements.

During the period the Company advanced Rs. 88.18 lakhs to Chandamama India Limited which is shown under "Long Term Loans and Advances" in Note 15 forming part of financial statements.

During the period Company has advanced Rs. 83.37 lakhs (P.Y. 55.15 lakhs) to Filmorbit.Com India Private Limited which is shown under "Long Term Loans and Advances" in Note 15 forming part of financial statements.

During the period the Company invested additional funds at par in the following Indian subsidiaries and associates:

- a) ITM Digital Private Limited (IDPL) was incorporated as a subsidiary in FY 2009-10, but thereafter Zee Entertainment Limited invested 60% in the Company, after which it ceased to be a subsidiary of the Company. The investment of Rs. 40 lakhs made in the company has been purchased by Zee Entertainment Limited in the month of May 2011. The investment as at end of period is Rs. 99,990 (P.Y. Rs. 99,990).
- b) Geodesic Gridpoint Energy Private Limited (GGEPL) with an investment of Rs. Nil (P.Y.Rs. 24,59,990). During the period the Company advanced Rs. 143.58 lakhs (P.Y. Rs. 1.23 lakhs) to Geodesic Gridpoint Energy Private Limited which is shown under "Long Term Loans and Advances" in Note 15 forming part of financial statements.
- c) The Company has invested Rs. Nil (P.Y. Rs. 31,50,000) in Filmorbit.Com India Private Limited (FIPL).

The Company is having pending share application allotment to the tune of Rs. 15.68 lakhs as at the period ended on 30th June 2012. As per the provisions of section 72(2)(2A) of Companies Act 1956, the Company is required to maintain a separate bank account for the same and also needs to provide interest on the same.



43. Retirement Benefits:

The following table sets out the status of the Gratuity Plan as required under AS 15. Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

		Rs. in lakhs	
	Particulars	For the period ended 30 th 2012	For the year ended 31 st March 2011
1	Employment and Retirement Benefits		
	(a) Post employment Benefits		
	Defined contribution plans		
	Company's contribution to Provident Fund	178.24	142.89
	(b) Defined benefit scheme		
	Obligation at period beginning	119.49	80.52
	Service Cost	36.19	27.92
	Interest Cost	12.71	6.44
	Actuarial (gain) / loss	2.83	18.55
	Benefits Paid	(47.33)	(13.95)
	Amendment in benefit plans	-	-
	Obligation at period end	123.88	119.49
	Defined benefit obligation liability as at the balance sheet date is wholly funded by the Company		
	Change in plan assets		
	Plan assets at period beginning, at fair value	90.84	79.06
	Expected return on plan assets	13.25	7.18
	Actuarial gain / (loss)	0.00	0.00
	Contributions	66.92	18.55
	Benefits Paid	(47.33)	(13.95)
	Plan assets at period end, at fair value	123.68	90.84
	Reconciliation of present value of the obligation and the fair value of the plan assets		
	Fair value of plan assets at the end of the period	123.68	90.84
	Present value of the defined benefit obligations at the end of the period	123.88	119.49
	(Asset) / Liability recognized in the balance sheet	0.20	28.65
	Assumptions		
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%

		For the period ended 30 th 2012	the June	For the year ended 31 st March 2011
(c)	Gratuity cost for the period /year			
	Service Cost		36.19	27.92
	Interest Cost		12.71	6.44
	Expected return on plan assets		(13.25)	(7.18)
	Actuarial (gain) / loss		2.83	18.55
	Amortizations (Reduction in benefit)		-	-
	Net gratuity cost		38.47	45.74
	Interest Rate		8.75%	8.25%
	Estimated rate of return on plan assets		9.25%	9.15%
(d)	Defined benefit scheme			
	Leave Encashment			
	Obligation at period beginning		47.68	46.32
	Service Cost		11.69	6.27
	Interest Cost		4.98	3.71
	Actuarial (gain) / loss		8.87	5.07
	Benefits Paid		(26.15)	(13.70)
	Amendment in benefit plans		-	-
	Obligation at period end		47.07	47.68
	Defined benefit obligation liability as at the balance sheet date is wholly funded by the Company			
	Change in plan assets			
	Plan assets at period beginning, at fair value		58.07	50.18
	Expected return on plan assets		5.55	4.35
	Actuarial gain / (loss)		0.00	0.00
	Contributions		7.42	17.23
	Benefits Paid		(26.15)	(13.70)
	Plan assets at period end, at fair value		44.88	58.07
	Reconciliation of present value of the obligation and the fair value of the plan assets			
	Fair value of plan assets at the end of the period		44.88	58.07
	Present value of the defined benefit obligations at the end of the period		47.07	47.68
	(Asset) / Liability recognized in the balance sheet		2.18	(10.39)
	Assumptions			
	Interest Rate		8.75%	8.25%
	Estimated rate of return on plan assets		9.25%	9.15%

	Particulars	For the period ended 30 th June 2012	For the year ended 31 st March 2011
(e)	Leave Encashment Cost for the period		
	Service Cost	11.69	6.27
	Interest Cost	4.98	3.71
	Expected return on plan assets	(5.55)	(4.35)
	Actuarial (gain) / loss	8.87	5.07
	Amortizations (Reduction in benefit)	-	-
	Net leave encashment cost	20.00	10.70
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%

44. Earnings in Foreign Currency:

Rs. in lakhs

Description	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Product and Service Income	81,757.71	67,669.71

45. Expenditure in Foreign Currency:

Rs. in lakhs

Description	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Travelling Expenses	4.02	3.01
Import of Hardware/Software (capitalized)	91.97	91.77
Import of Hardware/Software	1,299.09	700.22
Professional Fees	6.11	0.59
Others	137.74	86.09
Total	1,538.92	881.68

46. Un-hedged Foreign Currency Exposures:

The foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Amount receivable as at June 30, 2012 in foreign currency on account of the following:

Particulars	For the period ended 30 th June 2012			For the year ended 31 st March 2011		
	Rs. in lakhs	Value in foreign Currency		Rs. in lakhs	Value in foreign currency	
Product and Service Income	62,025.89	USD	110,152,717	34,791.19	USD	7,79,19,807
Less: Hedged Debtors *	49,214.07	USD	87,400,000	21,543.65	USD	48,250,056
Un-Hedged Debtors	12,811.82		22,752,717	13,247.54		29,669,751
Investment in Foreign Companies						
Geodesic Tech Solutions Ltd	3,710.77	HKD	60,000,000	3,710.77	HKD	60,000,000
Geodesic Holdings Ltd	81,274.69	USD	174,045,000	80,925.87	USD	173,265,100

* The Company has adopted AS 30 and 32 as prescribed by the ICAI from the current period, hence bifurcation of hedged and un-hedged receivables have been given in the current period.

47. Disclosure for operating leases:

a) Non-cancellable lease:

The Company's significant leasing agreements are in respect of operating leases for official premises and guest house. These leasing arrangements are non-cancellable for a period of three years and are usually renewable by mutual consent on mutually agreeable terms.

The aggregate lease rentals are charged as Rent under "Other Expenses" Note 31 which forms part of the financial statement.

Rs. in lakhs

Particulars	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Not later than one period/year	38.73	212.23
Later than one period/year but not later than 5 years	132.73	962.14
Later than 5 years but not later than 15 years	96.35	896.14



b) Cancellable lease:

The other leasing agreements for the premises are considered as cancellable leasing agreements. The aggregate lease rentals are charged as Rent under "Other Expenses" Note 31 which forms part of the financial statement.

Rs. In lakhs

Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
Not later than one period/year	101.08	103.22
Later than one period/year but not later than 5 years	243.52	64.38

48. The Company has investments in its wholly owned subsidiary, Chandamama India Limited to the tune of Rs. 1,954.59 lakhs. The net worth of this subsidiary is negative / less than 25% of investment in that subsidiary as on 31st march, 2011. The Company has not made any provision against diminution in value of investment in shares of the aforesaid subsidiary. The management is confident of fetching the value of investment based on the assets owned by the Company – both physical and non-physical. The Company is in the process of producing two animation film series, enhancing its subscription base and selling content on new media which will ultimately generate profits in the coming year.

49. Based on the information available with the Company, none of the vendors fall under the definition of micro, small and medium scale enterprises. This information is not verifiable by the auditors.

50. Figures of the previous year have been regrouped/ rearranged wherever necessary to correspond with the figures of the current period on account of revised schedule VI format. Amounts and other disclosures for the preceding year are included as an integral part of the current period financial statements and are to be read in relation to the amounts and other disclosures relating to the current period.

**For Borkar & Muzumdar
Chartered Accountants**

For and on behalf of the Board of Directors

**CA Rajesh Batham
Partner
Membership No.: 035941
FRN: 101569W
MUMBAI
Date: 3rd December,2012**

**Kiran Kulkarni
Managing Director**

**Pankaj Kumar
Chairman**

**Swati Gupta
Company Secretary**



AUDITORS' REPORT

TO THE MEMBERS OF GEODESIC LIMITED

1. We have audited the attached consolidated Balance Sheet of **GEODESIC LIMITED and its subsidiaries** ("the Group") as on 30th June 2012 (The Period) and also the consolidated Profit and Loss Account and the consolidated Cash Flow Statement for the Period ended on that date annexed thereto. These financial statements are the responsibility of the Group's management and have been prepared by the management on the basis of separate financials statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The Board of Directors have considered and passed resolution by circulation on 30th March, 2012 under section 210 (4) of the Companies Act 1956 extending the current financial year by 3 months from March 31st to June 30th. Therefore the Balance sheet and Profit & loss Account of the Company have stated the position for fifteen months from April 01, 2011 to June 30, 2012.
4. We did not audit Financial Statements of Company's subsidiaries in Mauritius and Hong Kong which reflect aggregate assets of Rs. 2,69,912.86 lakhs as at 30th June 2012 and aggregate revenue of Rs. 28,801.09 lakhs for the Period then ended. Financial Statements of the Mauritian and Hong Kong subsidiaries have been audited / reviewed by other Auditors whose reports have been furnished to us and the amounts included in respect of the said subsidiaries are based solely on the reports of those Auditors.
5. We report that the Consolidated Financial Statements have been prepared by the management in accordance with the requirements of the Accounting Standards



(AS) 21, Consolidated Financial Statements prescribed by the Central Government under section 211 (3C) of the Companies Act, 1956 and other recognized accounting practices and policies.

6. Based on our audit and on consideration of the separate audit reports on the individual financial statements of the Company and the aforesaid subsidiaries and other financial information of the components, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
- i. in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at 30th June 2012;
 - ii. in the case of the Consolidated Profit and Loss, of the profit of the Group for the Period ended on that date; and
 - iii. in the case of Consolidated Cash Flow Statement, of the cash flows of the Group for the Period ended on that date.

**For Borkar & Muzumdar
Chartered Accountants**

**CA Rajesh Batham
Partner**

Membership No: 035941

FRN: 101569W

Place: Mumbai

Date: 3rd December, 2012



Geodesic Limited

Registered Address: B-3, Lunic Industries, Cross Road 'B' MIDC, Andheri (East), Mumbai- 400093

Consolidated Balance Sheet as at June 30, 2012

(All amounts Rupees in Lacs unless otherwise stated)

Sr. No	Particulars	Note No	As at	
			June 30, 2012	March 31, 2011
I	EQUITY AND LIABILITIES			
	Shareholders' funds			
	(a) Share Capital	3	1,802.83	1,802.83
	(b) Reserves and Surplus	4	168,224.73	113,022.86
	(c) Share Application Money Pending Allotment		-	-
			170,027.56	114,825.69
	Minority Interest		1,281.53	61.13
	Non-current liabilities			
	(a) Long-term Borrowings	5	124.53	61,500.30
	(b) Deferred Tax Liabilities (Net)	6	52.32	119.84
	(c) Other Long Term Liabilities	7	39.49	28.09
	(d) Long-Term Provisions	8	12.10	22.52
			1,509.97	61,670.75
	Current liabilities			
	(a) Short-Term Borrowings	9	26,998.49	15.52
	(b) Trade Payables	10	5,971.18	28,853.44
	(c) Other Current Liabilities	11	87,593.37	2,645.51
	(d) Short-Term Provisions	12	9,703.38	1,318.75
			130,266.42	32,833.22
	TOTAL		301,803.95	209,390.80
II	ASSETS			
	Goodwill on Consolidation		1,198.20	1,198.20
	Non-current assets			
	(a) Fixed assets	13		
	(i) Tangible assets		27,336.95	6,301.21
	(ii) Intangible assets		6,527.08	18,370.49
	(iii) Capital Work in Progress		1,092.82	904.60
	(iv) Intangibles under Development		-	1,459.59
			34,956.86	27,035.88
	(b) Non-current investments	14	350.28	439.02
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	15	3,588.92	5,408.79
	(e) Other non-current assets	16	-	224.70
			40,094.26	34,306.60
	Current assets			
	(a) Current Investments	17	2.71	271.32
	(b) Inventories	18	22,922.20	1,113.95
	(c) Trade Receivables	19	95,686.20	41,730.49
	(d) Cash and Bank Balance	20	114,220.64	128,337.96
	(e) Short-term Loans and Advances	21	28,725.50	3,280.21
	(f) Other Current Assets	22	152.44	350.28
			261,709.69	175,084.20
	TOTAL		301,803.95	209,390.80

Contingent Liability 34

Summary of Significant Accounting Policies 2

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of
BORKAR & MUZUMDAR
Chartered Accountants
FRN : 101569w

Rajesh Batham
Partner
Membership Number:035941
Place : Mumbai
Date: **3rd December 2012**

For and on behalf of the Board of Directors

Kiran Kulkarni **Pankaj Kumar**

Managing Director **Chairman**

Swati Gupta
Company Secretary

Geodesic Limited

Registered Address: B-3,Lunic Industries, Cross Road 'B' MIDC, Andheri (East), Mumbai- 400093

Consolidated Statement of Profit & Loss for the Period ended June 30, 2012

(All amounts Rupees in Lacs unless otherwise stated)

Sr. No	Particulars	Note	For the period ended	
			June 30, 2012	March 31, 2011
	Revenue			
I	Revenue from Operations	23	116,265.13	87,314.89
II	Other Income	24	14,006.78	2,019.98
	Total Revenue (I+II)		130,271.91	89,334.86
	Expenses			
a.	Cost of Materials Consumed	25	2,714.71	780.31
b.	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	(180.86)	273.81
c.	Other Direct Expenses	27	37,100.18	31,469.07
d.	Employee Benefits Expense	28	4,328.34	3,216.61
e.	Finance Costs	29	7,084.25	4,727.88
f.	Depreciation and Amortization Expense	30	16,535.86	9,978.70
g.	Other Expenses	31	29,760.42	11,212.39
	Total Expenses		97,342.90	61,658.77
IV	Profit & Loss before Prior Period items		32,929.01	27,676.09
V	Prior Period Items	32	(29.76)	(4.48)
VI	Profit before exceptional and extraordinary items and tax (V-VI)		32,958.77	27,680.57
VII	Exceptional items	-	-	-
VIII	Profit before extraordinary items and tax (VII - VIII)		32,958.77	27,680.57
IX.	Extraordinary Items		-	-
X	Profit before tax (IX- X)		32,958.77	27,680.57
XI.	<u>Tax Expense</u>			
a.	Current tax		7,044.01	26.70
b.	Deferred tax/ (Reversal)		(63.79)	289.27
			6,980.22	315.97
XIII	Profit (Loss) for the period before Minority Interest & Share of Profit of Associate		25,978.55	27,364.61
XIV	Minority Interest		(24.66)	(7.29)
XV	Share of Profits of Associates			
XVI	Profit for the year		26,003.21	27,371.90
XVII	Earnings per equity share:			
a.	Basic		28.85	30.06
b.	Diluted		28.80	29.90

Summary of Significant Accounting Policies

2

The accompanying notes form an integral part of the Financial Statements
As per our report of even date

For and on behalf of
BORKAR & MUZUMDAR
Chartered Accountants
FRN : 101569w

For and on behalf of the Board of Directors

Kiran Kulkarni Pankaj Kumar

Managing Director Chairman

Rajesh Batham
Partner
Membership Number:035941
Place : Mumbai
Date: **3rd December 2012**

Swati Gupta
Company Secretary

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS:

The Company is in the business of offering concrete solutions in Communication and Collaboration, financial products and services, providing content delivery platforms for mobile services and in electronic computing. The Company continuously upgrades existing products and develops new products to keep ahead of the curve.

PRESENTATION OF FINANCIAL STATEMENTS

A revised schedule VI format is introduced and made mandatory for preparation of financial statements beginning from April 2011. The revised schedule VI has classified the Assets and liabilities into Current and Noncurrent based on the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. The Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities, based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

The Board of Directors have considered and passed resolution by circulation on 30th March, 2012 under section 210 (4) of the Companies Act 1956 extending the current financial year by 3 months from March 31st to June 30th . Therefore the Balance sheet and Profit & loss Account have been prepared for a period of fifteen months from April 01, 2011 to June 30, 2012.

2. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

a. Principles of Consolidation:

The consolidated financial statements are related to Geodesic Limited (the Company) and its subsidiary companies. The Company and its subsidiaries constitute the group. The consolidated financial statements have been prepared on the following basis:

- i. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together book value of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions as per Accounting Standard 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India ("AS 21"). Unrealized profits, if any, resulting from intra group transactions including in carrying amount of assets are eliminated in full. Unrealized losses, if any resulting from intra group transactions that



- are deducted in arriving at the carrying amount of assets are also eliminated unless cost cannot be recovered.
- ii. The consolidated financial statements have been prepared using uniform policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the company's financial statements.
 - iii. The excess of cost of investments of the Company in subsidiaries over its share of equity in the subsidiary, is recognised as goodwill and the excess of share in equity of the subsidiary over the cost of investment to the Company is recognised as capital reserve.
 - iv. Minority interest in the net assets of the subsidiaries consists of the amount of share in equity attributable to the minority shareholders at the date on which investments are made by the Company in the subsidiary Companies and further movements in their share in the equity subsequent to the date of investments.
 - v. The group uses the Indian Rupee (Rs.) as its reporting currency. The financial statements of the foreign subsidiaries have been translated into Indian Rupees at the average exchange rate for the said period for profit and loss items and at the closing rate as at the period ended for assets and liabilities. The exchange difference arising on translation of financial statements of foreign subsidiaries into Indian Rupees is disclosed as Foreign Currency Translation Reserve under Reserves and Surplus.

b. Accounting Conventions:

i. Basis of Preparation of Financial Statements:

Financial Statements of the Company are prepared under the historical cost convention as per Generally Accepted Accounting Principles in the respective Countries where the Company or respective subsidiary operates and on going concern basis, with revenues recognised and expenses accounted for on their accrual. The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

ii. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires the Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/ have materialized.

c.



d. Revenue Recognition:

i. The revenue recognition policy in case of the parent Company and other subsidiaries dealing in software is as follows:

➤ Licensing Income

Revenue from sale of user licenses for software applications is recognised only after the title in the user license is transferred on obtaining confirmation from the customer as per the terms of the agreement.

➤ Software Sales

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and no significant uncertainty exists as to its ultimate realization or collection.

➤ Product Sales

The Company recognises the sale of hardware devices on shipment and acceptance of the same to the customer.

➤ Services

Annual Technical / Maintenance Services revenue is accrued over the period of the contract.

➤ Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

➤ Dividend Income

Revenue is recognised when the right to receive the same is established as at the Balance Sheet Date.

➤ Other Income

Other Income is accounted on accrual basis as and when the right to receive arises.



ii. The revenue recognition policy of Chandamama India Limited, the Indian subsidiary, engaged in the business of publication is as follows:

Sale of Products

- Sales are recognised on transfer of significant risks and rewards in connection with the ownership at the time of dispatch of goods, sales are recorded net of trade discounts and rebates.
- The actual returns of unsold copies are reduced from the sales.
- Subscription sales are recognised on proportionate basis over the period of subscription.
- Revenue from syndication is recognised when the work is performed.
- Advertisement sales are recognised in the month in which publication is printed. Revenues are accounted net of commission/ discounts to the advertising agencies.

Other Income

➤ **Interest**

Revenue is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.

➤ **Dividend Income**

Revenue is recognised when the shareholders right to receive the payment is established by the balance sheet date.

➤ **Government Grant**

The Government grant related to promotion of Sanskrit is recognised in the statement of profit & loss account as other income when the grant becomes receivable. Other government grants are recognised initially as deferred income at the fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant, and then recognised in profit or loss as other Income on a systematic basis over the useful life of the asset.

Grants that compensate the expenses incurred are recognised in profit or loss as other income on a systematic basis in the periods in which the expenses are recognised.

➤ **Other items of Income**

Other Income is accounted on accrual basis as and when the right to receive the same arises.



iii.The revenue recognition policy of Filmorbit.Com India Private Limited, the Indian subsidiary, engaged in the business of publication is as follows:

➤ **Sale of Services**

The Company recognizes the sale of content from its website as and when it is downloaded on payment through e-commerce.

➤ **Other Income**

Interest

Revenue is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.

iv.The revenue recognition policy of Geodesic Gridpoint Energy Pvt. Ltd., the Indian subsidiary, engaged in the business of publication is as follows:

➤ **Sale of Goods**

Revenue from sale of goods is recognised in profit and loss when the significant risks and rewards in respect of ownership of goods has been transferred to the buyer as per the terms of the respective sales order, and the income can be measured reliably and is expected to be received. Sales are recognised on transfer of significant risks and rewards in connection with the ownership at the time of dispatch of goods, sales are recorded net of trade discounts and rebates.

➤ **Construction Contract**

Contract revenue and contract cost associated with the construction of road are recognised as revenue and expenses respectively by reference to the stage of completion of the projects at the balance sheet date. The stage of completion of project is determined by the proportion that contract cost incurred for work performed up to the balance sheet date bears to the estimated total contract costs. If total cost is estimated to exceed total contract revenue, the company provides for foreseeable loss.

e. Fixed Assets, Intangible Assets and Work In Progress:

i. Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any, thereon. Cost comprises the purchase price and any cost attributable to bringing the asset to its intended location and in working condition for its intended use.

ii. Intangible Assets

The costs related to development of a new base software are capitalised along with related implementation costs and are classified under Intangible Assets as per AS-26. Its enduring useful life is reasonably estimated by the management.



iii. Capital Work In Progress

Revenue expenditure incurred on further research for development / on up-gradation of the existing software is charged to Profit and Loss Account in the period in which it is incurred. Costs incurred for acquiring of software rights and development of new software are recognised as internally generated software and transferred to Capital WIP till the product is launched.

iv. Leasehold improvements:

Leasehold improvements are written off from the date they are put to use over the remaining period of the primary lease.

e. Depreciation:

Depreciation on other fixed assets in the case of the Company is provided for as per written down value method and in case of the Indian Subsidiary as per Written down value and Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956. In case of the subsidiaries of the Company at HongKong and Mauritius, the depreciation is provided at the Straight Line method in order to amortise the cost of each asset over its estimated useful life.

Depreciation and capital work-in-progress is charged so as to write-off the cost of the assets on the following basis:

Geodesic Limited (standalone)

Leasehold Improvements	Straight Line	Lease period
Goodwill	Straight Line	33.33%
Computers	Written down value	40%
Vehicles	Written down value	25.89%
Furniture & Fixtures	Written down value	18.10%
Office Equipment	Written down value	13.91%
Testing & Tooling Software	Written down value	40%
Other Software	Written down value	40%
Software with one year licence	Written down value	100%
Internally generated software	Straight Line	25%
Patents	Straight Line	10%

Chandamama India Limited

Leasehold Improvements	Straight Line	Lease period
Computers	Straight Line	16.21%
Vehicles	Straight Line	7% to 9.50%
Furniture & Fixtures	Straight Line	6.33%
Office Equipment	Straight Line	4.75%

Filmorbit.Com India Pvt. Ltd.

Computer-Hardware	Written down value	40%
Web Portal	Straight Line	25%



Geodesic Gridpoint Energy Pvt. Ltd.

Computer-Hardware	Written down value	40%
Office Equipment	Written down value	13.91%
Other Software	Written down value	40%
Vehicle	Written down value	25.89%

Geodesic Technology Solutions Limited

Computers	Straight Line	25%
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Geodesic Holdings Limited

Computer Equipment	Straight Line	20%
Furniture & Equipment	Straight Line	30%
Office Equipment	Straight Line	10%
Goodwill	Straight Line	33.33%

f. Inventory:

Inventories of Chandamama India Ltd. (Indian subsidiary) are valued at cost or market value whichever is lower. Cost considered for valuation of inventories is Weighted Average Cost. The stock of paper, books and magazines is as certified by the Management.

Work in Process:

Company is in process of preparing animation film for which Company has incurred an expense of Rs. 184,92,485 during the FY 2011-2012, The said expenses have not been considered as current period expenses and the same have been treated as Stock WIP (Multimedia).

Closing stock of finished goods of GeoAmida is valued at cost or net realizable value, whichever is lower. Cost is determined using First-in-First-Out method. Work in progress is valued at cost. Stock in transit is valued at cost.

g. Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset including goodwill may be impaired. In case of such indication, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Profit and Loss



Account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. In respect of development costs and goodwill the impairment loss will be reversed only when it is caused by specific external events and their effects have been reversed by such subsequent external events.

h. Investments:

Investments that are intended to be held for a period of not more than a year at the time of purchase are classified as a Current Investment. All other investments are classified as Long Term Investments. Current Investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However the provision for diminution in value is made to recognise a decline other than temporary in the value of long term investments.

i. Leases:

Finance lease payments are apportioned between the finance lease charges and the reduction of the outstanding lease liability. The finance lease charges are recognised in the Profit and Loss Account.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss Account on a straight line basis over the lease term.

j. Foreign Currency Transactions:

The Company is exposed to currency fluctuations on foreign currency transactions.

➤ **Initial Recognition**

Foreign Currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

➤ **Conversion**

Foreign currency monetary items are converted into reported currency on the balance sheet date using the closing rate.

➤ **Exchange Difference**

The difference between the rate at which foreign currency transactions are accounted and the rate at which they are realized /settled, is recognized in the Profit and Loss Account.



- The Company uses foreign exchange forward and option contracts to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange forward and option contracts reduce the risk or cost to the Company and the Company does not use those for trading or speculation purposes.

Exchange differences on such contracts are recognised in the Profit and Loss Account in the period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the period.

Effective from 1st January, 2011 the Company has adopted AS 30 and 32 Financial Instrument (Recognition and Measurement) Accounting Standards as prescribed by ICAI. The forward exchange contracts entered into, to hedge the foreign currency risk of a firm commitment or a highly probable transaction are marked to market at the end of the period and the gains and losses arising therein are included in the results of the operations and the same are reflected in the Hedge Reserve Account until the transaction is complete.

k. Retirement Benefits:

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees. In accordance with the Payment of Gratuities Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as of the Balance Sheet date, based upon which, the Company contributes all the ascertained liabilities to the LIC Gratuity Fund. Liabilities with regard to Leave Encashment are determined by actuarial valuation as of the Balance Sheet date, based upon which, the Company contributes to the LIC Leave Encashment Fund.

l. Income Taxes:

Income tax comprises of current tax provision and the net change in the deferred tax. Current tax provision is made in accordance with the Income Tax Act, 1961.

Minimum Alternative Tax (MAT) paid in accordance to the tax laws, which gives rise to the future economic benefits in the form of adjustment of future income tax liabilities, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. The tax effect of temporary differences between



the book profit and taxable profit are reflected through Deferred Tax Asset / Deferred Tax Liability.

The Company has started operations in SEEPZ from end of September 2008, which is a SEZ and which is entitled to 100% tax holiday under Section 10AA of the Income Tax Act, 1961 until March 2019. As a result, deferred tax, arising out of timing differences originating and reversing during the tax holiday period, is recognised.

The Company started manufacture of GeoAmida in F.Y. 2009-10 at their unit in Roorkee in, Uttaranchal, which is located in a tax free zone eligible for tax holiday under section 80(I)C of the Indian Income tax Act, 1961 until March 2019. As a result, deferred tax, arising out of timing differences originating and reversing during the tax holiday period, is recognised in the books.

In case of foreign subsidiaries, tax provision has been made in accordance with the tax laws prevailing in those countries.

m. Earnings per share:

Basic Earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted number of equity shares outstanding during the period. The weighted number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split and reverse share split (consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n. Miscellaneous Expenditure:

Preliminary Expenses are amortised equally over a period of ten years. Share / Bond Issue Expenses and Deferred Revenue Expenses are amortised equally over a period of five years.



o. Segment Reporting:**➤ Primary Business Segment**

The Company is primarily engaged in a single business segment of software product sale and related consultancy services, and accordingly, there is only one reportable segment.

➤ Geographical Segment

Secondary segmental reporting is based on the geographical location of customers. The geographical segment has been disclosed on the revenues within India and revenues outside India.

p. Employee Stock Compensation Cost:

Measurement and disclosure of the employee share based payment plans is done in accordance with the Guidance Note on Accounting for Employee share based payments, issued by the Institute of Chartered Accountants of India. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

q. Borrowing Costs:

AS 16 requires the Company to provide for borrowing costs which may include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The Company conservatively provides for interest on the FCCB at the notional interest rate as specified in the Term Sheet. The notional interest charge for the period is adjusted for exchange rate fluctuation by applying the closing exchange rate and the corresponding effect is given to the provision for interest on Bonds.

r. Provision and Contingent Liabilities:

Provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.



NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

3 **SHARE CAPITAL**

The authorised, issued, subscribed and fully paid-up share capital comprises of equity shares of Rs. 2 each and redeemable preference shares having a par value of Rs. 10 each as follows:

	As at 30th June 2012		As at 31st March 2011	
	Number	Amount	Number	Amount
(a) Authorised				
(i) Equity Shares of Rs.2 each	1,500.00	3,000.00	1,500.00	3,000.00
(ii) Preference Shares of Rs.10 each	50.00	500.00	50.00	500.00
Total	1,550.00	3,500.00	1,550.00	3,500.00
(b) Issued Subscribed & Fully paid up				
(i) Equity Shares of Rs.2 each	901.41	1,802.83	901.41	1,802.83
(ii) Preference Shares of Rs.10 each	-	-	-	-
Total	901.41	1,802.83	901.41	1,802.83
Total	901.41	1,802.83	901.41	1,802.83

4 **RESERVES AND SURPLUS**

Reserves and surplus consist of the following reserves:

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a. Securities Premium Account		
Opening Balance	14,479.71	16,515.52
Add : Securities premium credited on Share issue	-	2.13
Less : Premium Utilised for various reasons	-	-
For the purpose of Buy-Back	-	2,037.93
For Issuing Bonus Shares	-	-
Closing Balance	14,479.71	14,479.71
b. Hedge Reserve Account		
Opening Balance	988.61	-
Add: Additions during the year	6,832.86	988.61
Closing Balance	7,821.47	988.61
c. General Reserve		
Opening balance	8,016.54	5,670.26
(+) Transfer from Reserves	2,304.40	2,346.28
Closing Balance	10,320.94	8,016.54
d. Foreign Currency Fluctuation Reserve		
Opening balance	(3,450.91)	-
For the year	24,904.94	(3,450.91)
Closing Balance	21,454.03	(3,450.91)
e. Capital Reserve		
Opening balance	1.49	0.01
(+) Additions during the year	-	1.48
(-) Adjusted against goodwill	1.49	1.49
Closing Balance	-	-
f. Fair Value Reserves		
Opening balance	21.83	21.83
For the year	(62.34)	-
Closing Balance	(40.51)	21.83
g. Legal And Volunteer Reserve		
Opening balance	119.53	119.53
For the year	6.08	-
Closing Balance	125.61	119.53
Pre - acquisition profit	1,025.00	235.59
h. Surplus		
Opening balance	91,873.39	70,063.78
(+) Net Profit/(Net Loss) For the current year	26,006.94	27,371.90
Less : Appropriations		
(-) Transfer to Reserves	2,536.96	2,346.28
(-) Paid / Proposed Dividends Plus Tax thereon	2,304.89	1,260.53
(-) Interim Dividends	-	1,216.91
Pre - acquisition profit	-	-
Closing Balance	113,038.49	92,611.97
Total	168,224.73	113,022.86

5 LONG TERM BORROWINGS

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Secured		
a Kotak Mahindra Prime Limited (Secured against hypothecation of cars)	7.20	10.59
b Term Loan - HDFC Bank (against corporate guarantee of holding company, Geodesic Ltd)	8.33	80.00
Unsecured		
a Zero Coupon Convertible Bonds [including interest accrued but not due]	-	61,399.22
b Loan from Group Companies	11.50	10.50
c Loan from Directors	97.50	-
Total	124.53	61,500.30

6 DEFERRED TAX LIABILITIES (NET)

Major components of deferred tax balances consist of the following:

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Deferred Tax Liability		
-Difference due to book and tax depreciation (post tax holiday)	75.54	75.72
-Difference due to book and tax depreciation	1.21	44.41
	76.75	120.13
B -Deferred Tax Assets		
-Disallowances u/s 43 (B) of Income Tax Act	0.06	0.22
-Difference due to book and tax depreciation	14.11	0.07
-Disallowances u/s 40 a of Income Tax Act	10.05	-
	0.21	-
	24.43	0.28
Total	52.32	119.84

7 OTHER LONG TERM LIABILITIES

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Trade Deposits from Agents	22.64	19.85
B Income received in advance - Subscription sales	16.84	8.24
Total	39.49	28.09

8 LONG TERM PROVISIONS

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
A Provision for employee benefits		
Gratuity (Net of Funds)	6.05	30.11
Leave Encashment (Net of Funds)	6.05	(7.60)
Total	12.10	22.52

9 SHORT TERM BORROWINGS

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
1 Secured		
(a) Term Loan- Axis Bank Limited (secured against hypothecation of stocks, book debts and machinery)	1,500.00	-
	-	-
(b) Term Loan - ICICI Bank Limited (secured against hypothecation of stocks, book debts and machinery)	5,500.00	-
	-	-
	-	-
(c) Overdraft Loan - HDFC Bank Limited (Secured against hypothecation of stocks,book debts and machinery)	43.67	3.63
	-	-
2 Unsecured		
(i) Short term loan	19,473.72	-
(ii) Temporary Overdrafts from Bank	321.30	-
(iii) Advance from Directors / Others	159.80	11.89
Total	26,998.49	15.52

10 **TRADE PAYABLES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
1 Sundry Creditors	5,971.18	28,853.44
Total	5,971.18	28,853.44

11 **OTHER CURRENT LIABILITIES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Current maturities of Term Loan	44.41	5.73
Current maturities of Zero Coupon Bonds	82,701.85	-
Income Received in Advance	48.98	58.04
Statutory Liabilities	-	-
(i) Service Tax Payable	28.99	27.29
(ii) VAT Payable	49.59	23.20
(iii) TDS Payable	73.53	44.70
Unpaid Dividend	12.55	12.30
Unclaimed Share Application Money	15.68	15.68
Other Current Liabilities	2,820.39	2,304.43
Advance From Debtors	1,356.34	11.93
Advance For Software Development	82.49	-
Leave Salary Payable	0.32	-
Gratuity Payable	1.16	-
Credit Card Dues Payable	15.46	-
Provision for Expenses	341.63	142.22
Total	87,593.37	2,645.51

12 **SHORT TERM PROVISIONS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Provision for employee benefits		
Salary & Reimbursements	234.59	22.31
Contribution to PF	50.76	30.07
EDIS Payable (PF)	0.28	0.15
Profession Tax	1.94	1.18
ESIC	0.76	0.49
Gratuity	-	2.57
Maharashtra Labour Welfare Fund	0.13	0.00
b Others		
Provision for Taxation (Net of Advance Taxes)	6,569.81	-
Proposed Dividend plus tax thereon	2,095.29	1,261.98
Provision for Expenses	749.81	-
Total	9,703.38	1,318.75

13 FIXED ASSETS

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block		
	Balance as at 1st April 2011	Additions/ (Disposals)	Capitalised During the year out of WIP	Revaluations/ (Impairments)	Balance as at 30th June 2012	Balance as at 1st April 2011	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 30th June 2012	Balance as at 31st March 2011
	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount	Amount
a											
Tangible Assets											
Land (Leasehold improvements)	670.58	(0.85)	-	-	669.74	233.70	85.07	-	0.48	318.29	436.88
Plant & Machinery	20.59	27.93	-	-	48.52	2.63	4.82	-	-	7.45	17.96
Computer	11,792.88	24,675.54	-	-	36,468.42	6,187.44	3,566.22	-	0.11	9,753.55	5,605.44
Furniture and Fixtures	147.58	4.32	-	-	151.90	96.59	12.09	-	-	108.68	50.99
Vehicles	86.14	-	-	-	86.14	61.99	7.41	-	-	69.40	24.15
Office equipment	263.90	37.65	-	-	301.55	98.11	33.88	-	0.04	131.94	165.79
Transfer to CWIP											
Total	12,981.67	24,744.59	-	-	37,726.27	6,680.46	3,694.79	-	0.64	10,389.31	6,301.21
c											
Intangible Assets											
Goodwill	14,516.33	(204.31)	-	-	14,312.02	7,682.79	6,369.95	(874.23)	-	13,178.51	6,833.53
Computer software	723.32	327.74	-	-	1,051.06	433.20	224.60	-	-	657.80	290.12
Copyrights, and patents and other intellectual property rights, services and operating rights	1,622.99	-	-	-	1,622.99	4.52	2.84	-	-	7.36	1,618.47
Testing & Tooling Software	6,932.96	-	-	-	6,932.96	5,473.29	671.21	-	-	6,144.50	1,459.68
Internally Generated Software	10,506.05	(3,528.73)	-	-	6,977.31	2,337.36	2,886.38	-	842.65	4,381.09	8,168.69
Total	34,301.65	(3,405.30)	-	-	30,896.35	15,931.16	10,154.99	(874.23)	842.65	24,369.27	18,370.49
d											
Capital Work In Progress											
Products under Development	904.60	136.24	-	-	1,040.84	-	42.92	-	-	42.92	904.60
Leasehold Improvements	-	2.00	-	-	2.00	-	-	-	-	-	-
Web Portal	-	92.91	-	-	92.91	-	-	-	-	-	-
Total	904.60	231.15	-	-	1,135.74	-	42.92	-	-	42.92	904.60
e											
Intangible assets under Development											
Softwares Under Development	1,459.59	(1,459.59)	-	-	-	-	-	-	-	-	1,459.59
Grand Total	49,647.51	20,110.85	-	-	69,758.36	22,611.62	13,892.70	(874.23)	843.28	34,801.50	27,035.88
f											
Previous Year Figures	37,405.96	12,241.55	-	-	49,647.51	12,620.98	9,993.46	-	281,155.65	308,188.72	27,035.88

14 **NON CURRENT INVESTMENTS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Investment in:		
a Fully paid up Equity instruments (Quoted)		
997(PY 997) Shares of Rs.10 each Indraprastha Gas Ltd	1.00	1.00
Nil (PY 244238) Shares of Rs.10 each Subex Systems Ltd	-	130.79
b Fully paid up Equity instruments (Unquoted)		
ITM Digital Pvt Ltd	1.00	41.00
c Associate- Republique Media Pvt Ltd	0.50	0.50
d Other Investments	347.78	265.73
Total	350.28	439.02
e Less : Provision for diminution in the value of Investments	-	-
Total	350.28	439.02

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Aggregate amount of quoted investments (Market value of Rs. 2.38 lacs (Previous Year Rs.134.51 lacs)	1.00	41.00
a Aggregate amount of unquoted investments	348.28	30,723,482.00

15 **LONG TERM LOAN AND ADVANCES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Capital Advances		
Advance towards Patent & Trademark applications	27.16	20.36
Advance towards Property acquisition	550.00	550.00
Advance for ACMR Projects	12.09	-
Advance for MSEDCL Projects	10.19	-
Advance towards Acquisition	112.62	-
	712.06	570.36
b Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	145.27	157.22
	145.27	157.22
c Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	138.77	1.17
	138.77	1.17
d Others		
Inter Corporate Deposits	2,592.82	4,197.49
Advance Tax (Net of Provision for Tax)	-	262.53
Other Advances	-	220.02
	2,592.82	4,680.05
Total	3,588.92	5,408.79

16 **OTHER NON-CURRENT ASSETS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Unamortised Expenses :		
a Bond Issue Expenses	-	221.99
b Share Issue Expenses	-	2.13
c Merger Expenses	-	0.58
Total	-	224.70

17 **CURRENT INVESTMENTS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Mutual Funds (Unquoted)		
(A) Growth Funds :		
DSP Merrill Lynch Equity Fund - Regular Growth	-	24.19
Nil (P.Y. 3,15,548.58) units, face value Rs. 10	-	-
Reliance Growth Fund - Growth Option	-	5.53
Nil (P.Y. 2,669.172) units, Face Value Rs. 100	-	-
Reliance Natural Resources Fund - Growth Plan - Growth Option	-	60.15
Nil (P.Y. 977,995.110) Units, Face value Rs. 10	-	-
LICMF Savings Plus Fund - Growth Plan	-	25.00
Nil (P.Y. 174,167.479) Units, Face value Rs. 10	-	-
BMF Gold Bees NFO	-	9.88
Nil (P.Y. 1,041.72) units, Face value Rs. 1000	-	-
Total	-	124.74
(B) Income Funds:		
HDFC Equity Fund - Dividend Option	-	10.14
Nil (P.Y.39934.156) Units, Face value Rs. 10	-	-
JM Advantage Arbitrage Fund-Dividend Plan	1.16	67.80
Nil (P.Y. 675887.927) units, Face Value Rs. 10	-	-
Sundaram BNP Paribas Entertainment Opportunity - Div	-	26.32
Nil (P.Y. 252,593.132) units, face value Rs. 10	-	-
TATA Equity Management Fund	-	35.22
Nil (P.Y. 5,00,000) units, Face Value Rs. 10	-	-
UTI Master Index Fund	-	7.09
Nil (P.Y. 23,655.146) units, Face Value Rs.10	-	-
Axis Treasury Advantage - Inst DDR	1.55	-
Total	2.71	146.58
Total	2.71	271.32

18 **INVENTORIES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Raw Materials and components	22,466.21	736.90
b Work-in-process	337.63	72.26
c Finished goods	91.48	62.72
d Stores & Spares	17.92	11.92
e Stock of Scrap Book & Magazines	8.46	-
f Goods in Transit	0.50	230.14
Total	22,922.20	1,113.95

19 **TRADE RECEIVABLES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	77,777.69	38,592.19
Unsecured, considered doubtful	-	-
	77,777.69	38,592.19
Less: Provision for doubtful debts	-	-
	77,777.69	38,592.19
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good	-	-
Unsecured, considered good	23,490.51	3,138.30
Unsecured, considered doubtful	-	12.83
	23,490.51	3,151.13
Less: Provision for doubtful debts	5,582.00	12.83
	17,908.51	3,138.30
Total	95,686.20	41,730.49

20 **CASH AND BANK BALANCES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Cash on hand	5.53	3.24
b Cheques on hand	-	75.00
c Bank Balances in Current accounts	1,018.54	29,605.46
Demand deposits (less than 12 months maturity)	256.33	-
Bank deposits with (more than 12 months maturity)	112,940.24	98,654.26
Total	114,220.64	128,337.96

21 **SHORT TERM LOANS AND ADVANCES**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	1.14	-
	1.14	-
b Prepaid Expenses	53.72	30.74
c Advance to Creditors	28,358.05	3,185.92
d Advance to Employees	26.59	11.08
e Staff Loans	285.75	17.28
f Other Advances	0.26	35.18
	28,724.36	3,280.21
Total	28,725.50	3,280.21

22 **OTHER CURRENT ASSETS**

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
a Accrued interest on Deposits	0.02	51.83
b Unamortised Expenses :		
Bond Issue Expenses	152.42	279.05
Preliminary Expenses	-	13.14
Share Issue Expenses	-	5.11
Merger Expenses	-	1.16
Total	152.44	350.28

23 **REVENUE FROM OPERATIONS**

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
a Sale of Products	32,567.00	20,738.42
b Sale of Software	82,593.27	65,222.57
c Sale of Services	1,137.87	1,460.07
d Other operating revenues	146.96	4.93
e Less: Trade Discount	179.97	111.11
Total	116,265.13	87,314.89

24 **OTHER INCOME**

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
Interest Income	2,079.65	1,779.08
Dividend Income	40.14	48.59
Net gain/loss on sale of investments	90.04	141.44
Net Gain on Exchange Fluctuation	11,775.38	35.47
Other non-operating income (net of expenses directly attributable to such income)	5.15	10.86
Royalty Income	-	0.52
Grant Received	3.84	1.76
Sundry Balances written Back	12.57	2.27
Total	14,006.78	2,019.98

EXPENSES25 **Cost of materials consumed**

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
a Opening Inventory	759.07	13.47
b Add: Purchases (Net)	21,867.35	1,525.90
c Less: Inventory at the end of the year	19,911.71	759.07
	-	-
Cost of raw materials consumed during the year	2,714.71	780.31

26 **Changes in inventory of Finished Goods & Work in Progress**

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
A Changes in inventory of Finished Goods		
Stock at the beginning of the year	-	-
Stock of Amida,	9.97	21.05
Stock of Books	42.50	15.76
Stock of Scrap Books & magazines	-	-
Total A	52.47	36.82
B Stock at the end of the year		
Stock of Amida,	70.54	9.97
Stock of Books	-	-
Stock of Scrap Books & magazines	29.38	42.50
Total B	99.92	52.47
Increase/Decrease in Stocks (A-B) [I]	(47.45)	(15.65)
Changes in inventory of Work in Progress		
A Stock at the beginning of the year		
Amida WIP	14.21	361.40
Sub Assembly	20.64	0.32
Animation Work in Progress	37.41	-
Total A	72.26	361.72
B Stock at the end of the year		
Amida WIP	-	14.21
Sub Assembly	19.55	20.64
Animation Work in Progress	186.13	37.41
Total B	205.68	72.26
Increase/Decrease in Stocks (A-B) [II]	(133.42)	289.46
TOTAL (I + II)	(180.86)	273.81

27 Other Direct Expenses

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
Software Development Expenses	35,750.27	30,769.90
Server Hosting Charges	202.91	125.30
Professional charges towards operations	87.63	79.80
Electricity Charges	129.66	95.28
Communication & Telephone Expenses	187.48	91.63
Call Minutes / SMS purchased	127.92	60.06
Job Work Expenses	123.97	50.54
Printing Expenses	113.96	143.52
Editorial & Design Expenses	34.33	26.15
Agency Commission	4.61	9.17
Typing Charges	0.08	1.15
Web Expenses	0.90	1.10
Labour Charges	32.72	-
Wages & Salaries	1.67	-
Hire Charges	18.65	-
Freight Inward	9.70	-
Other Direct Expenses	273.71	15.49
	-	-
Total	37,100.18	31,469.07

28 Employee Benefits Expense

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
Salaries, Wages & Bonus	3,995.61	2,949.05
Contributions to -	-	-
(i) Provident fund	165.23	135.92
(ii) ESIC	5.72	3.30
(iii) Leave Encashment	23.20	(1.22)
(iv) Labour Welfare Fund	0.26	0.18
Gratuity fund contributions	40.29	46.74
Staff welfare expenses	98.04	82.64
Total	4,328.34	3,216.61

29 Finance costs

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
Interest and other finance expense	7,084.25	4,727.88
Total	7,084.25	4,727.88

30 Depreciation and Amortization Expense

Particulars	For the Period ended June 30, 2012	For the Year ended March 31, 2011
	Amount	Amount
a Depreciation on Tangible assets	3,694.79	4,082.19
b Amortisation on Intangible assets	10,154.99	5,896.51
c Intangibles w/off	2,686.08	-
Total	16,535.86	9,978.70

31 Other expenses

Particulars	For the Period ended	For the Year ended
	June 30, 2012	March 31, 2011
	Amount	Amount
Loss on Forward Contracts	7,680.61	1,448.52
Loss on Exchange fluctuation	(0.00)	576.61
Loss on Diminution in Value of Investment	-	216.14
Loss on Sale of Investments	-	736.60
Loss on Sale of Fixed Assets	0.45	4.92
Profession Tax	0.05	0.03
Payment to Statutory Auditors	47.38	38.44
Travelling & Conveyance	218.05	395.65
Rent & Hire charges	339.47	175.12
Membership & Subscription	5.48	3.32
Conectivity Charges	2.90	2.56
Capital WIP Development Expenses Written Off	42.92	-
Donation	3.50	3.00
Tender Expenses	(1.99)	5.31
Insurance charges	45.90	26.99
Director's sitting Fees / Directors' remuneration	90.59	4.49
Advertisement, Publicity & Sales Promotion	7,029.93	5,305.20
Legal, Professional & Consultancy charges	1,292.79	442.73
Custodial charges	2.60	-
Bank Charges	579.24	37.96
Processing charges	30.34	-
PMS Charges	-	0.55
Rates & Taxes	5.23	0.50
Conference Expenses	3.85	0.78
Discount	0.68	-
Postage, Fax & Courier	27.16	19.95
Packing Charges	-	0.98
Water Charges	5.68	2.77
Newspaper, Books & Periodicals	1.52	1.78
Miscellaneous Expenses	333.02	928.29
Printing & Stationery	39.92	33.28
Bond Issue Expenses w/off	348.63	279.05
Merger Expenses w/off	1.74	1.16
Share Issue Expenses w/off	7.21	9.08
Provision for Bad & Doubtful Debts	4,922.40	-
Bad Debts	4,281.13	45.25
Sundry Balances w/off	2,163.66	291.89
Fines & Penalties	0.28	0.74
Security Charges	2.40	1.73
Freight & Insurance	34.66	23.74
Electricity Expenses	2.89	2.49
Internet Charges	3.47	3.97
Telephone Expenses	2.96	2.96
Repairs & Maintenance		
Repairs - Air Conditioner	6.77	4.44
Repairs - Computer	9.57	8.18
Repairs - Computer Software	0.77	1.44
Repairs - Office Equipment	19.39	16.19
Repairs - Premises	113.65	79.95
Repairs - Vehicles	2.53	1.97
Repairs- Others	9.08	25.71
Total	29,760.42	11,212.39

31A

Particulars	For the Period ended	For the Year ended
	June 30, 2012	March 31, 2011
	Amount	Amount
Payments to the auditor as		
Audit Fee	42.08	34.58
Tax Audit Fee	5.18	3.86
for other services	0.11	-
for reimbursement of expenses	-	-
Total	47.38	38.44

32 Prior Period Expenses

Particulars	As at June 30, 2012	As at March 31, 2011
	Amount	Amount
Prior Period expenses includes following:		
Director sitting fees	-	0.70
Repairs & Maintenance	0.02	1.10
Lease Rent	-	0.34
Advertisement Expenses	-	0.04
Professional Fees	0.50	2.45
Investor Education & Protection Fund	-	0.01
Tax Deducted at Source	0.04	0.80
Proposed Equity Dividend	-	(13.20)
Interest on CST	-	0.49
Travelling Expenses	2.16	-
Pre-Operative Expenses written/back	(4.31)	-
Other Expenses	0.03	2.79
Central Sales Tax	0.30	-
Courier Charges	(0.27)	-
Annual Maintenance Contracts	(0.04)	-
Other Miscellaneous Receipts	(28.17)	-
Total	(29.76)	(4.48)

GEODESIC LIMITED
CONSOLIDATED CASH FLOW STATEMENT For the Period ended June 30, 2012
(All amounts Rupees in Lacs unless otherwise stated)

Particulars		2011-12 Amount	2010-11 Amount
A	Cash flow From Operating Activities:		
	Net Profit before Tax and prior period adjustments	32,929	27,676.11
	Adjustment for		
	- Depreciation /Amortisation	16,536	9,978.70
	- Prior Period Adjustments / Taxation	30	4.48
	- (Increase) / Decrease in stock of finished goods & Raw Material	(20,852)	(44.43)
	- Miscellaneous Expenditure written off	358	289.28
	- Loss / (Profit) on Forward Contracts	7,681	1,448.52
	- Loss / (Profit) on sale of Fixed Assets (Net)	0	4.92
	- (Profit) / Loss on sale of current investments (Net)	(90)	662.99
	- Loss / (Profit) from PMS Investments	-	(67.82)
	- Foreign Exchange (Gain) / Loss (Net)	(11,775)	541.14
	- Dividend Income	(40)	(48.59)
	- Interest Income	(2,080)	(1,777.95)
	- Interest Expenses	7,084	3,724.01
	- Bad Debts written off / Provision for Bad Debts	9,204	45.25
	- Balances written off / Advances written off (net)	2,164	289.58
	- Investments written off / Diminution in value of investments	-	216.14
	Operating Profit before Working Capital Changes	41,148	42,942.33
	Movements in working capital :		
	Decrease / (Increase) in sundry debtors	(53,956)	(20,739.57)
	Decrease / (Increase) in loans & advances	(23,625)	13,438.38
	Decrease / (Increase) in other current assets	423	-
	(Decrease) / Increase in provision for leave encashment and gratuity	1	17.95
	Decrease / (Increase) in inventory	(21,808)	(701.94)
	(Decrease) / Increase in current liabilities	98,604	19,561.56
	Cash Generated From Operation	40,787	54,518.71
	Direct Tax Paid (net of refunds)	(208)	(388.21)
	Net Cash from / (used in) Operating Activities	40,578	54,130.50
B	Cash flow From Investing Activities:		
	- Purchase of Fixed Assets	(25,304)	(7,092.03)
	- Sale of Fixed Assets	5,193.48	0.29
	- (Purchase) / Sale of Current Investment (Net)	269	21,272.20
	- (Purchase) / Sale of Non-Current Investment (Net)	89	-
	- Share application money transferred to equity / (paid)	-	8.19
	- Effect of cross currency exchange rates on consolidation	(24,905)	1,034.44
	- Intercompany Deposits redeemed / (given)	1,605	4,761.75
	- Profit on Sale / maturity of Investments	-	(662.99)
	- Interest Received	58	1,180.32
	- Dividend Received	40	48.59
	- (Loss) / Profit on Forward Contracts	(7,681)	(1,448.52)
	Net Cash from / (used in) Investing Activities	(50,636)	19,102.24

GEODESIC LIMITED

Particulars		2011-12 Amount	2010-11 Amount
C	Cash flow From Financial Activites:		
	- Proceeds from issue of share capital	-	(2,077.86)
	- Share Issue Expenses	-	(0.01)
	- (Decrease) / Increase in Unsecured Loans	-	2,718.13
	- Receipt of Share Application money	-	-
	- Repayment of Long term Borrowings	(2)	62.82
	- Dividend Paid	(1,265)	(2,120.49)
	- Interest Paid	(2,508)	(334.74)
	- Tax on Dividend paid	(210)	(151.01)
	Net Cash from / (used in) Financial Activites	(3,984)	(1,903.16)
	Net Increase /Decrease in Cash and Cash Equivalents (A+B+C)	(14,042)	71,329.57
	Cash and Cash Equivalents at the beginning of the year	128,263	56,933.38
	Cash and Cash Equivalents at the end of the year	114,221	128,262.95
	Components of cash and cash equivalents as at:		
	Cash and Cheques on hand	6	3.24
	With Banks : in current account	1,019	29,605.45
	in fixed deposit	113,197	98,654.26
		114,221	128,262.95

As per our report on even date

For Borkar & Muzumdar
Chartered Accountants

For and on behalf of the Board of Directors

CA Rajesh Batham
Partner
Membership No. 035941
FRN: 101569W
MUMBAI
Date : 3rd December, 2012

Kiran Kulkarni Pankaj Kumar
Managing Director Chairman

Swati Gupta
Company Secretary

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

33. Particulars of subsidiaries:

The following subsidiary companies have been consolidated in the consolidated financial statements by applying AS- 21:

Name of the subsidiaries (held directly)	Country of Incorporation	Percentage of voting power as at :	
		For the period ended 30 th June 2012	For the year ended 31 st March 2011
Geodesic Gridpoint Energy Private Limited	India	100.00	100.00
Filmorbit.Com India Private Limited	India	87.95	87.95
Geodesic Technology Solutions Ltd.	Hong Kong	100.00	100.00
Geodesic Holdings Limited	Mauritius	100.00	100.00
Chandamama India Limited	India	84.21	96.92
(held indirectly)			
Geodesic Information Systems Inc.	USA	100.00	100.00
Geodesic (Hong Kong) Ltd	Hong Kong	100.00	100.00
Geodesic Technology FZE	UAE	100.00	100.00
Interactive Networks International Inc	BVI	100.00	100.00
Publicidad Digital S.A.	Uruguay	100.00	100.00
Emiloto Associated Inc	Panama	100.00	100.00
Zomo Technologies Limited	BVI	100.00	100.00

34. Goodwill on Consolidation:

Goodwill on consolidation comprises of the following:

Name of the Subsidiary	Rs. in lakhs	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Chandamama India Limited	1,173.47	1,173.47
Filmorbit.Com India Private Limited	24.73	24.73
TOTAL	1,198.20	1,198.20

35. Segment Reporting:

The primary reporting of the Company has been disclosed on the basis of business segment. The Company has only one business segment which is software product sale and related consultancy services. Accordingly, the amounts appearing in these financial statements relate to this primary segment. Further the Company sells and provides services mainly outside India and also within India. Thus disclosures under secondary segment reporting are as follows:

Revenue by Geographical Segment

Rs. in lakhs

Region	For the period ended 30 th June 2012	For the year ended 31 st March 2011
India	5,761.77	2,518.26
Outside India	81,757.85	84,785.69

Segment Assets

Rs. in lakhs

Region	For the period ended 30 th June 2012	For the year ended 31 st March 2011
India (Assets excluding Export Customers)	2,39,777.29	1,71,002.16
Outside India (Export Customers)	62,026.66	41,730.49

The Company’s operating facilities are located in India.

The total cost incurred during the period ending 30th June, 2012 to acquire fixed assets within India is disclosed at Schedule 13. Segment revenue is based on geographical locations of customers and segment asset is based on geographical location of assets.

36. Miscellaneous Expenditure written off:

During the period ended 30th June 2012, the policy for writing off of miscellaneous expenditure over a period of ten years have been changed to bring it in line with Accounting Standard 26 on “Accounting for Intangible Assets”.The AS-26 requires miscellaneous expenditure to be written off during the same period of incurrence if no intangible asset is acquired or created. As a result of this change in Accounting policy miscellaneous expenditure of Rs. 7.88 lakhs is charged to Profit and Loss Account resulting in reduction of profits to this extent.



37. Contingent Liability (not provided for):

Rs. in lakhs

Sr. No.	Particulars	For the period ended 30 th June 2012	For the year ended 31 st March 2011
1.	Outstanding bank guarantees	96.06	32.62
2.	Letter of Credit given by bank on behalf of the Company	1,731.74	759.49
3.	Times Internet disputed payment towards minimum guarantee fees	223.15	-
3.	Income tax demand in respect of an earlier year(s) under dispute		
i.	Appeal pending with CIT Appeals VIII for AY 2005-06	-	6.93
	Total	2,050.95	799.04

38. Share Capital:

Employees have exercised Nil (P.Y. 2,550) stock options during the period ended 30th June, 2012 which has not resulted in an increase in Equity Share Capital (P.Y. Rs. 0.05 lakhs).

39. Foreign Currency Convertible Bonds (FCCB):

In January 2008, the Company raised Rs. 49,962.50 lakhs equivalent to US\$ 125 million on the issue of Zero Coupon Convertible Bonds, due on 18th January, 2013 to overseas investors vide RBI approval no. FED.CO.EBCD/3013/03.02.766/2077-08 dated 5th December, 2007. As per the approval the funds can be utilised only for overseas acquisitions and investments in joint ventures / wholly owned subsidiaries and for any other use as may be permitted under applicable laws or regulations from time to time.

The Bonds constitute the Company's direct, unconditional, unsubordinated and unsecured obligations and will at all times rank *pari passu* and without any priority amongst themselves. The Company's payment obligations under the Bonds shall, save for such exceptions as may be provided by mandatory provisions of applicable law, at all times rank at least equally with all of its other present and future direct, unconditional, unsubordinated and unsecured obligations.

The conversion price of the Bonds, subject to certain conditions, will initially be Rs. 302.27 per share with a fixed rate of exchange on conversion of Rs. 39.13 = US\$ 1.00.

The Bonds are listed on the official list of the Singapore Exchange Securities Trading Ltd (SGX-ST) (the "Singapore Stock Exchange"). During the year ending March 2010, the



Company has repurchased FCCB of the face value of US\$ 8.50 Million, listed on the Singapore Stock Exchange, in accordance with the A.P. (DIR Series) Circular No. 39 dated 8th December, 2008 (the "Circular") issued by the Reserve Bank of India. As on 30th June, 2012 Bonds with the nominal value of US\$ 113.50 million are outstanding. The Company may repurchase more of these bonds depending upon the market conditions.

The Bonds carry an yield of 6.60% per annum based on the same, interest of Rs. 4761.40 lakhs (P.Y. Rs. 3,389.27 lakhs) has been provided in the accounts (refer Note 29 forming part of the financial statements).

40. Related Party Disclosures:

(i) List of Related Parties

Related Parties with whom transactions have taken place during the period:

➤ **Key Managerial Personnel:**

Mr. Pankaj Kumar, Mr.Kiran Kulkarni,Mr. Prashant Mulekar and Mr. Tim Bruce.

- Enterprise over which Key Management Personnel exercise significant influence:
None

(ii)Transactions with related parties:

Nature of Transaction	Key Management Personnel (Rs. in Lakhs)	
	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Managerial Remuneration		
-Pankaj Kumar	22.50	18.00
-Kiran Kulkarni	22.50	18.00
-Prashant Mulekar	22.50	18.00
-Tim Bruce	86.50	81.22
Shares Issued		
-Pankaj Kumar	547.66	Nil
-Kiran Kulkarni	532.66	Nil
-Prashant Mulekar	40.32	Nil



41. Retirement Benefits:

The following table sets out the status of the Gratuity Plan as required under AS 15.Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

Rs. In lakhs

	Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
1	Employment and Retirement Benefits		
(a)	Post employment Benefits		
	Defined contribution plans		
	Company's contribution to Provident Fund	184.27	149.77
(b)	Defined benefit scheme		
	Obligation at period beginning	123.52	84.84
	Service Cost	38.22	29.65
	Interest Cost	13.17	6.87
	Actuarial (gain) / loss	2.16	17.38
	Benefits Paid	(48.00)	(15.24)
	Amendment in benefit plans	-	-
	Obligation at period end	129.06	123.51
	Defined benefit obligation liability as at the balance sheet date is wholly funded by the Company		
	Change in plan assets		
	Plan assets at period beginning, at fair value	90.84	79.06
	Expected return on plan assets	13.25	7.18
	Actuarial gain / (loss)	0.00	0.00
	Contributions	66.92	18.55
	Benefits Paid	(47.33)	(13.95)
	Plan assets at period end, at fair value	123.68	90.84
	Reconciliation of present value of the obligation and the fair value of the plan assets		
	Fair value of plan assets at the end of the period	123.68	90.84
	Present value of the defined benefit obligations at the end of the period	123.88	119.49
	(Asset) / Liability recognized in the balance sheet	0.20	28.65
	Assumptions		
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%

	Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
c	Gratuity cost for the period		
	Service Cost	38.22	29.65
	Interest Cost	13.17	6.87
	Expected return on plan assets	(13.25)	(7.18)
	Actuarial (gain) / loss	2.16	17.38
	Amortizations (Reduction in benefit)	-	-
	Net gratuity cost	40.28	46.73
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%
	Salary Growth		
(d)	Defined benefit scheme		
	Leave Encashment		
	Obligation at period beginning	50.47	46.32
	Service Cost	11.94	6.27
	Interest Cost	5.06	3.71
	Actuarial (gain) / loss	8.95	5.07
	Benefits Paid	(26.30)	(13.70)
	Amendment in benefit plans	-	-
	Obligation at period end	50.12	47.68
	Defined benefit obligation liability as at the balance sheet date is wholly funded by the Company		
	Change in plan assets		
	Plan assets at period beginning, at fair value	58.07	50.18
	Expected return on plan assets	5.55	4.35
	Actuarial gain / (loss)	0.00	0.00
	Contributions	7.42	17.23
	Benefits Paid	(26.15)	(13.70)
	Plan assets at period end, at fair value	44.88	58.07

	Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
	Reconciliation of present value of the obligation and the fair value of the plan assets		
	Fair value of plan assets at the end of the period	44.88	58.07
	Present value of the defined benefit obligations at the end of the period	47.07	47.68
	(Asset) / Liability recognized in the balance sheet	2.18	(10.39)
	Assumptions		
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%
(e)	Particulars		
	Leave Encashment Cost for the period		
	Service Cost	10.71	6.27
	Interest Cost	5.29	3.71
	Expected return on plan assets	(5.55)	(4.35)
	Actuarial (gain) / loss	11.09	5.07
	Amortizations (Reduction in benefit)	-	-
	Net leave encashment cost	21.54	10.70
	Interest Rate	8.75%	8.25%
	Estimated rate of return on plan assets	9.25%	9.15%
	Salary Growth		

42. Earnings in Foreign Currency:

	Rs. in Lakhs	
Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
Product and service income	81,757.85	67,669.71

43. Expenditure in Foreign Currency:

Particulars	For the period ended 30th June 2012	For the year ended 31st March 2011
Travelling Expenses	4.02	3.01
Import of Hardware / Software(Capitalised)	91.97	91.77
Import of Hardware / Software	1,299.09	700.22
Professional Fees	6.11	0.59
Others	138.51	86.09
Total	1,540.43	881.68

44. Un-hedged Foreign Currency Exposure:

The period ended foreign currency exposures have not been hedged by a derivative instrument or otherwise are given below:

Amount receivable as at June 30, 2012 in foreign currency on account of the following:

Particulars	For the period ended 30 th June 2012		For the year ended 31 st March 2011		
	Rs. in lakhs	Value in foreign currency	Rs. in Lakhs	Value in foreign currency	
Product and Service Income	62,025.89	USD 110,152,717	34,791.19	USD	7,79,19,807
Less: Hedged Debtors *	49,214.07	USD 87,400,000	21,543.65	USD	4,82,50,056
Un-Hedged Debtors	12,811.82	22,752,717	13,247.54		2,96,69,751
Investment in Foreign Companies					
Geodesic Tech Solutions Ltd	3,710.77	HKD 6,00,00,000	3,710.77	HKD	6,00,00,000
Geodesic Holdings Ltd	81,274.69	USD 17,40,45,000	80,925.87	USD	17,32,65,100

45. Disclosure for operating leases:

a) Non-cancellable lease:

The Company's significant leasing agreements are in respect of operating leases for official premises and guest house. These leasing arrangements are non-cancellable for a period of three years and are usually renewable by mutual consent on mutually agreeable terms.

The aggregate lease rentals are charged as Rent under "Other Expenses" Note 31 which forms part of the financial statements

Rs. in lakhs

Particulars	For the period ended 30 th June 2012	For the year ended 31 st March 2011
Not later than one period/year	38.73	212.23
Later than one period/year but not later than 5	132.73	962.14
Later than 5 years but not later than 15 years	96.35	896.14



b) Cancellable lease:

The other leasing agreements for the premises are considered as cancellable leasing agreements.

The aggregate lease rentals are charged as Rent under "Other Expenses" Note 31 which forms part of the financial statement.

Particulars	Rs. in lakhs	
	For the period ended 30th June 2012	For the year ended 31st March 2011
Not later than one period/year	101.08	175.22
Later than one period/year but not later than 5	243.52	64.38
Later than 5 years but not later than 15 years	-	-

46. Dues to Small Scale Undertakings:

Based on the information available with the Company, none of the vendors fall under the definition of micro, small and medium scale enterprises. This information is not verifiable by the auditors.

47. Figures of the previous year have been regrouped/ rearranged wherever necessary to correspond with the figures of the current period. Amounts and other disclosures for the preceding period are included as an integral part of the current period financial statements and are to be read in relation to the amounts and other disclosures relating to the period ending as on 30th June, 2012.

**For Borkar & Muzumdar
Chartered Accountants**

For and on behalf of the Board of Directors

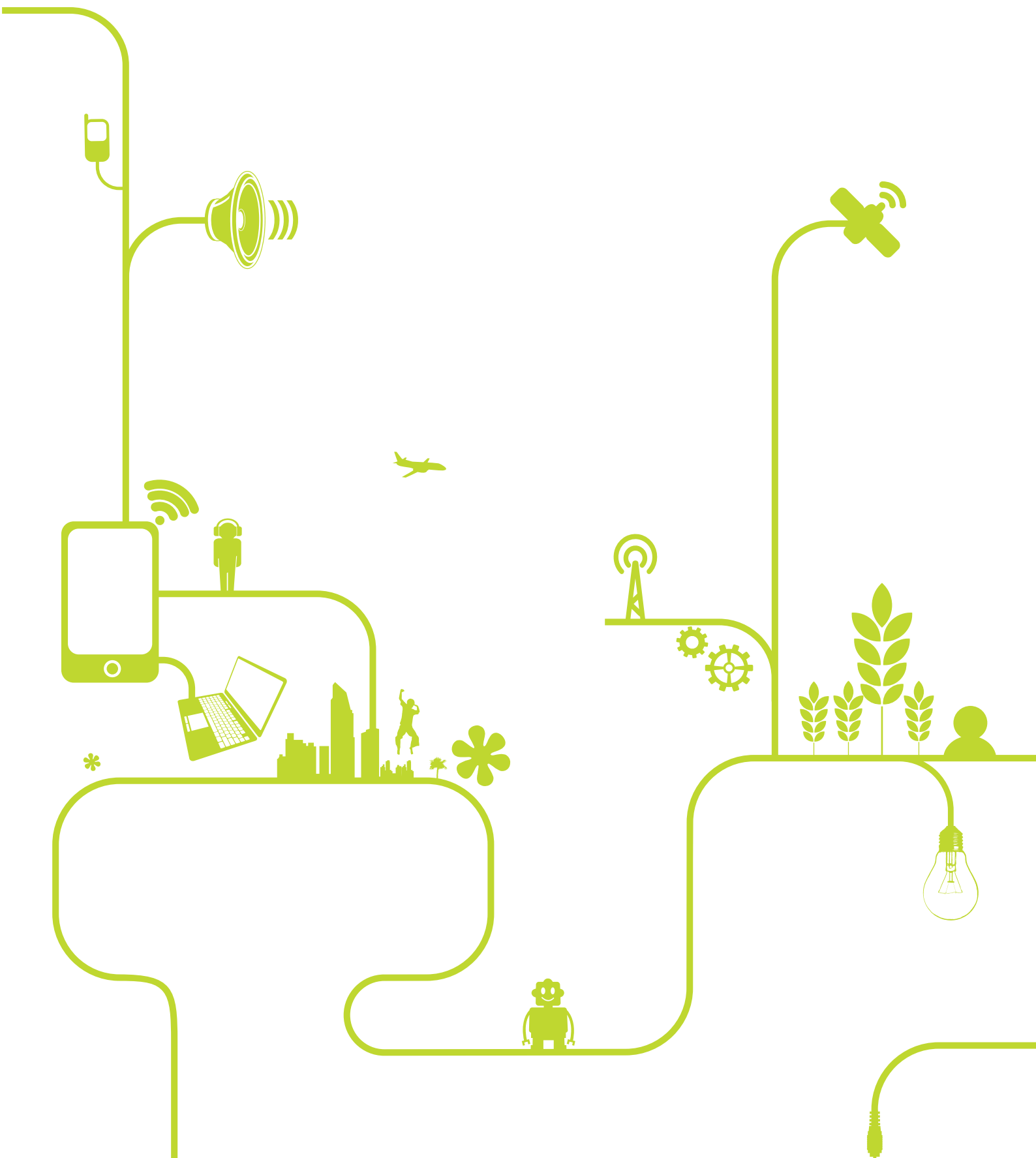
**CA Rajesh Batham
Partner
Membership No.: 035941
FRN: 101569W
MUMBAI
Date: 3rd December, 2012**

**Kiran Kulkarni
Managing Director**

**Pankaj Kumar
Chairman**

**Swati Gupta
Company Secretary**





GEODESIC

GEODESIC LIMITED. B-3, LUNIC INDUSTRIES, CROSS ROAD 'B', MIDC,
ANDHERI EAST, MUMBAI 400093 Ph: + 91 22 2831 1849 Fax: + 91 22 2820 0832

www.geodesic.com

NOTICE

Notice is hereby given that the 12th Annual General Meeting (post demerger) of the Members of **GEODESIC LIMITED** will be held on Monday, 31st December, 2012 at 11.00 am at The All India Plastics Manufacturer's Association, AIPMA House, A-52, Road No. 1, MIDC, Andheri (East), Mumbai - 400093 to transact the following business:

Ordinary Business**Item no. 1 – Adoption of Accounts**

To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2012 and the Profit and Loss Account for the financial year ended 30th June, 2012 and the Reports of the Directors and Auditors thereon, along with relevant enclosures.

Item no. 2 – Declaration of Dividend

To declare Dividend on Equity Shares @ ₹2/- per share of FV ₹ 2/-.

Item no. 3 – Re-appointment of Mr. Pankaj Kumar

To appoint a Director in place of Mr. Pankaj Kumar, who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 4 – Re-appointment of Mr. Vinod Sethi

To appoint a Director in place of Mr. Vinod Sethi, who retires from office by rotation and being eligible, offers himself for re-appointment.

Item no. 5 - Appointment of Statutory Auditors

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT the Company's Auditors, M/s. Borkar & Muzumdar, Chartered Accountants, Mumbai (Regn no. 101569W), who retire, but being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration fixed by the Board of Directors of the Company."

Special Business:

Item no. 6 - To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

Appointment of Mrs. Radhika Pereira as a Director on the Board of the Company

"RESOLVED THAT Mrs. Radhika Pereira, Additional Director, appointed pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 74 of the Articles of Association of the Company to hold office till the conclusion of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing u/s 257 of the Act from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

By order of the Board of Directors

Place: Mumbai
Date: 3rd December, 2012

Kiran Kulkarni
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Item No. 6 of the Notice as set out above is annexed hereto.
3. Members attending the Meeting should bring duly-filled Attendance Slips sent herewith and the corporate members are requested to also send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Members who hold shares in electronic form are requested to bring their Client ID and DP ID or Folio numbers for easy identification and attendance at the meeting. Members are further requested to quote their Folio/Client ID & DP ID nos. in all correspondences.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 27th December, 2012 to 31st December, 2012 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
5. The certificate from the Auditors of the Company in terms of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999 for the Geodesic Employees Stock Option Plan 2002 will be available for inspection at the Annual General Meeting.
6. Subject to the provisions of Section 206A of the Companies Act, 1956, Final Dividend as recommended by the Board of Directors, if declared at the Meeting, will be payable to those members whose names appear on the physical Register of Members as on 31st December, 2012 and in respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of 26th December, 2012 as per the details furnished by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) for the purpose as on that date.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. Members willing to claim dividends, which remain unclaimed, are requested to correspond with CS Swati Gupta, Company Secretary, at the Company's Registered Office or to the RTA. Company has uploaded on its website names of members who have not claimed dividend for previous years. Members are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the **Investor Education and Protection Fund (IEPF)** established by the Central Government pursuant to Section 205C of the Companies Act, 1956 and no claim shall lie against the Company and the said fund.
9. Members are requested to intimate the following information to the below mentioned authorities accordingly:
 - ii. **Electronic Clearing Service (ECS):**
 - a. Members holding shares in **dematerialised mode** are requested to instruct their respective Depository Participants regarding the Bank Accounts in which they wish to receive the dividend and the same bank details as furnished by the respective Depositories to your Company will be used for the purpose of distribution of dividend through ECS as directed by

the Stock Exchange. Your Company/Registrar and Share Transfer Agents will not act on any direct request from members holding shares in dematerialized form for change/deletion of such Bank details.

- b. Members holding shares in physical form desirous of availing the facility of Electronic Credit of Dividend (ECS), may advise the Company with their ECS mandates in the prescribed form, which can be downloaded from the company's website or can be obtained from the Registrar and Transfer Agents, M/s. Universal Capital Securities Private Limited.
- c. Non-Resident Indian shareholders are requested to inform the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the particulars of the NRE Account with a Bank in India, if not furnished earlier.

ii. **Change of Address:**

- a. Members are requested to notify immediately any change of address to their respective Depository Participants in case they hold shares in **dematerialized form**
- b. Members are requested to notify immediately any change of address to the Registrar and Share Transfer Agents of the Company if the shares are held in **physical form**.
- c. **Non-Resident Indian Shareholders** are requested to inform the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the change in the Residential Status on return to India for permanent settlement.

iii. **Consolidation of holdings:**

Members holding shares in more than one folio in identical order of names are requested to write to Company's Registrar and Share Transfer Agents enclosing their Share Certificates to enable them to consolidate the holdings in one folio to facilitate better service.

- 10. Members desiring any information as regards the accounts, are requested to write to the Company Secretary at least 7 days prior to the date of the Meeting so that the information required may be made readily available at the Meeting.
- 11. The Members are requested to update their Email Ids with their DPs/Brokers in order to get the Annual Reports and other correspondences from the Company via Email in accordance with the Green Initiative taken by the Ministry of Corporate Affairs in Corporate Governance.
- 12. Members are requested to send all communications relating to shares to the Company's Registrar & Share Transfer Agents at the following address:

M/s Universal Capital Securities Private Limited
21 Shakil Niwas, Opp Satya Saibaba Temple,
Mahakali Caves Road,
Andheri (E), Mumbai – 400 093
Phone: +91-22-28221966 Fax: 28211996
Email: info@unisec.in

ANNEXURE TO NOTICE

Explanatory Statements as required under Section 173 (2) of the Companies Act, 1956.

Item No. 6

Pursuant to provisions of Section 260 of the Companies Act, 1956, Mrs. Radhika Pereira was appointed as Additional Director at the meeting of the Board of Directors held on 30th September, 2011. In terms of Article 74 of Articles of Association of the Company, Mrs. Radhika Pereira holds office until conclusion of the ensuing Annual General Meeting.

The Company has received a notice in writing along with the necessary amount as deposit in accordance with the provisions of section 257 of the Companies Act 1956, from a member proposing candidature of Mrs. Radhika Pereira for directorship of the Company.

A member of the Bombay High Court Bar Association, Radhika is the Founder and Managing Partner of Dudhat Pereira & Associates, Advocates. She has worked with Mulla & Mulla, Craigie Blunt & Caroe, Arthur Anderson & Co and as a Partner in Udwardia & Udeshi. Radhika is an expert in project finance for infrastructure projects and development, intellectual property rights related issues and transactions relating to entertainment, information technology and pharmaceutical industry, property laws and real estate transactions, ADR mechanism strategy, legal risk management, private equity, off-shore fund structuring and contractual documentation. She was part of the core group committee established by the Government of Maharashtra to make recommendations on legal issues relating to privatization. She is Honorary Member of the Board of Institute of Intellectual Property Rights and also its teaching faculty. She has also been rendering lectures since 2006 on ancient Indian spiritual scriptures.

The Board is of the opinion that her rich experience will certainly help the Company achieve its vision and grow simultaneously. A phenomenal personality like Mrs. Radhika Pereira as a director on the Board would prove to be a strong asset to the Company.

Accordingly, your Board recommends the acceptance of the Resolution as set out in Item No. 6 of the Notice of the Meeting.

None of the Directors, other than Mrs. Radhika Pereira, is concerned or interested in the above resolution.

By order of the Board of Directors

Place: Mumbai
Date: 3rd December, 2012

Kiran Kulkarni
Managing Director

Annexure II to Notice dated 3rd December, 2012

Information required under Clause 49 IV (E) (v) and G (i) of the Listing Agreement (relating to Corporate Governance) with respect to the Directors retiring by rotation and seeking re-appointment in the ensuing Annual General Meeting

Name of the Appointee	Pankaj Kumar	Vinod Sethi	Radhika Pereira																											
Date of Birth	4 th March 1957	22 nd May, 1962	29 th June, 1970																											
Qualification	B. E. (Electronic & Communication)	B. Tech – Chemical, MBA	LLM from Harvard Law School																											
Date of Joining the Board	13 th July, 2001	14 th October, 2003	30 th September, 2011																											
Directorship in other Companies	<ul style="list-style-type: none"> ➤ Arum Financial Services Private Limited 	<ul style="list-style-type: none"> ➤ KCP Sugar & Industries Corporation Limited ➤ ISMT Ltd ➤ GG Dandekar Machine Works Limited ➤ Advanta India Limited ➤ United Phosphorus Limited 	<ul style="list-style-type: none"> ➤ Tips Industries Limited ➤ Jain Irrigation Systems Limited 																											
Chairmanship and Membership on the Committee(s) of the Board of Directors of other Companies*	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>-</td> <td>-</td> </tr> </tbody> </table>	Name of the Company	Chairmanship	Membership	-	-	-	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td>Geodesic Limited</td> <td>Audit Committee</td> <td></td> </tr> <tr> <td>GG Dandekar Machine Works Ltd</td> <td></td> <td>Audit Committee</td> </tr> <tr> <td>Advanta India Ltd</td> <td></td> <td>Audit Committee</td> </tr> <tr> <td>Axsys Healthtech Ltd</td> <td></td> <td>Audit Committee</td> </tr> </tbody> </table>	Name of the Company	Chairmanship	Membership	Geodesic Limited	Audit Committee		GG Dandekar Machine Works Ltd		Audit Committee	Advanta India Ltd		Audit Committee	Axsys Healthtech Ltd		Audit Committee	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Chairmanship</th> <th>Membership</th> </tr> </thead> <tbody> <tr> <td>Tips Industries Limited</td> <td>Share Transfer and Shareholders/Investors Grievance Committee</td> <td>Audit Committee</td> </tr> </tbody> </table>	Name of the Company	Chairmanship	Membership	Tips Industries Limited	Share Transfer and Shareholders/Investors Grievance Committee	Audit Committee
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Tips Industries Limited	Share Transfer and Shareholders/Investors Grievance Committee	Audit Committee																												
Category	Number of Shares (Equity)	Percentage to paid-up capital (Equity)	Number of Shares (Equity)	Percentage to paid-up capital (Equity)																										
Own Name	93,16,111	10.31	-	-																										
Held in the name of other persons/companies and having beneficial interest in such shares	89,718	0.10	-	-																										

* This excludes chairmanship/membership held in companies other than public companies

Mr. Pankaj Kumar is a Co-founder of the Company. He is a bachelor in Engineering with specialisation in electronic and communication. From its incubation period, Pankaj envisioned and worked towards making Geodesic an idea-driven, technology-focussed, product-oriented organization. Alumni of IIT Roorkee. In his early years, he was a technology design and customer engineer. Prior to Geodesic, Pankaj had been an advisor to SCO. When he switched over to Sales and Marketing, his marketing strategies and distribution channels network resulted in a 75% market share in the Intel Unix market in India. He also lent his expertise in ORG Systems, Upton India Limited, Telecommunication Consultants India Limited, Zenith Computers and The Santa Cruz Operations. Involved in many other prestigious projects, a few of them included implementation of ALPM (Advance Ledger Posting Machines) in banks, the first total zonal office computerization; public video-text services in Delhi and setting up distribution of software products through channels.

Mr. Vinod Sethi is B. Tech. from IIT, Mumbai and MBA from University of New York. He has international exposure and expertise in financial markets, he is considered as an expert in investment banking. He had been with Morgan Stanley for 11 years and has shouldered responsibilities of Managing Director of Morgan Stanley. He acted as their chief investment officer and used to oversee all investments of Morgan Stanley in India. He is a renowned name in the capital market. Finance, global perspective, strategic and investment planning are his expertise.

Ms. Radhika Pereira is a member of the Bombay High Court Bar Association. She is the Founder and Managing Partner of Dudhat Pereira & Associates, Advocates. She has worked with Mulla & Mulla, Craigie Blunt & Caroe, Arthur Anderson & Co and as a Partner in Udwardia & Udeshi. Radhika is an expert in project finance for infrastructure projects and development, intellectual property rights related issues and transactions relating to entertainment, information technology and pharmaceutical industry, property laws and real estate transactions, ADR mechanism strategy, legal risk management, private equity, off-shore fund structuring and contractual documentation. She was part of the core group committee established by the Govt of Maharashtra to make recommendations on legal issues relating to privatization. She is Honorary Member of the Board of Institute of Intellectual Property Rights and also its teaching faculty. She has also been rendering lectures since 2006 on ancient Indian spiritual scriptures.



ATTENDANCE SLIP

GEODESIC LIMITED

Registered Office: B-3 Lunic Industries, Opp. State Bank of India, Cross Road B, MIDC, Andheri (E), Mumbai – 93

DP. ID*	
Client ID*	

Folio No.	
No. of shares	

I/ We hereby record my/our presence at the **12th ANNUAL GENERAL MEETING** (post demerger) of the Company held on Monday, 31st December, 2012 at 11:00 A.M. at The All India Plastics Manufacturer’s Association, AIPMA House, A-52, Road No. 1, MIDC, Andheri (East), Mumbai - 400093.

Full Name of the Shareholder in Block Letters: _____

Name of proxy (if any) in block letters: _____

Signature of the Attending Member/ Proxy

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL.



PROXY FORM

GEODESIC LIMITED

Registered Office: B-3 Lunic Industries, Opp. State Bank of India, Cross Road B, MIDC, Andheri (E), Mumbai – 93.

DP. ID*	
Client ID*	

Folio No.	
No. of shares	

I/ We _____ of _____ in the district of _____ being member/members of **GEODESIC LIMITED** hereby appoint(s) _____ of _____ in the district of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/ us on my/ our behalf at the **12th ANNUAL GENERAL MEETING** (post demerger) of the Company to be held on Monday, 31st December, 2012 at 11:00 A.M. at The All India Plastics Manufacturer’s Association, AIPMA House, A-52, Road No. 1, MIDC, Andheri (East), Mumbai - 400093.

Signed this _____ day of _____ 2012

Signature _____

Affix Re.1 Revenue Stamp

Note: - In order to be effective the Proxy form duly completed must be deposited at the **Registered Office** of the Company not less than 48 hours before the time of holding the meeting.

*** Applicable for shares held in dematerialised form.**