





GENERAL INFORMATION

BOARD OF DIRECTORS

D. Ravi Kumar	Chairman & Managing Director
Ramdas Janardhana Kamath	Independent Director
Dr. D.K. Subrahmanya Reddy	Independent Director
Mathew J. Manimala	Independent Director
Ashok Kumar Jultha	Director
Mohan Hosahally Ramakrishna	Independent Director

COMPANY SECRETARY

Shobha Acharya

AUDIT COMMITTEE

Ramdas Janardhana Kamath	Chairman
Dr. D.K. Subrahmanya Reddy	Member
Mohan Hosahally Ramakrishna	Member

REMUNERATION COMMITTEE

Mathew J. Manimala	Chairman
Ramdas Janardhana Kamath	Member
Mohan Hosahally Ramakrishna	Member

SHAREHOLDERS GRIEVANCE COMMITTEE

Dr. D.K. Subrahmanya Reddy	Chairman
Mohan Hosahally Ramakrishna	Member
D. Ravi Kumar	Member

BANKERS

State Bank of Travancore

Axis Bank Limited

United Bank of India

STATUTORY AUDITORS

M/s K. Gopalakrishnan & Co.
Chartered Accountants,
#120, Infantry Road, Next to Balaji
Plywood, Bangalore - 560001

REGISTERED OFFICE

2/10,3rd Floor, Ajay Plaza,
1st Main, N.S. Palya,
Bannerghatta Road,
Bangalore-560 076



MISSION

To deliver digital dominance to our clients with technology innovation and engineering efficiencies that constantly differentiates them from their competition.

VISION

To provide customer centric, cost effective and rapid solutions to complex business problems, while making sure that the solutions continually support client's business strategy, provides quality and value and deliver superior financial performance.



NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Shareholders of Acropetal Technologies Limited will be held on Monday, the 27th day of September 2010 at 4.00 p.m. at the Registered Office of the Company at # 2/10, 3rd Floor, Ajay Plaza, 1st Main, N. S. Palya, Bannerghatta Road, Bangalore – 560 076 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March 2010, the Profit and loss Account for the year ended on 31st March 2010, the reports of Directors' and Auditors' thereon.
2. To declare dividend for the year 2009-10.
3. To appoint a director in place of Mr. Mohan Hosahally Ramakrishna who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit to pass the following resolution, with or without modifications as an Ordinary Resolution.

“RESOLVED THAT M/s. K. Gopalakrishnan & Co, Chartered Accountants be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. R.J. Kamath, who was appointed as an Additional Director in the Board meeting held on 1st February 2010, whose term expires at the Annual General Meeting scheduled to be held on 27th September 2010 and for the appointment of whom the company received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office will be liable for retirement by rotation”

- 6 To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Ashok Kumar Jultha, who was appointed as an Additional Director in the Board meeting held on 1st February 2010, whose term expires at the Annual General Meeting scheduled to be held on 27th September 2010 and for the appointment of whom the company received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office will be liable for retirement by rotation”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution.

“RESOLVED THAT Mr. Mathew J. Manimala, who was appointed as a Director on 1st Feb. 2010 to fill the casual vacancy caused by the resignation of Dr. Malini Reddy whose term of office will end at the ensuing Annual General Meeting on 27th September 2010 and for the appointment of whom the company received a notice under Section 257 of the Companies Act 1956 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office will be liable for retirement by rotation”

By order of the Board of Directors
For Acropetal Technologies Limited,

Place: Bangalore
Date: 18th June 2010

Shobha Acharya
Company Secretary



NOTICE

Notes:

1. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the above resolution is enclosed.
2. A member entitled to attend and vote is entitled to appoint a proxy and vote instead himself/herself and proxy need not be a member of the Company. Proxies in order to be effective must be lodged with the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. Members are requested to bring their copies of Annual Report and Attendance slip duly filled for attending the Meeting.
4. Members are requested to intimate change of address, if any, quoting Folio Number.

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

ITEM NO. 5

Mr. R.J. Kamath has been appointed as an Additional Director on the Board of Directors of the company in the Board meeting held on 1st February 2010. As per the provisions of Section 260 of the Companies Act 1956 he, unless reappointed, ceases to be a director on the date of the ensuring Annual General Meeting.

Mr. R.J. Kamath has an illustrious career as a Banker and also on the Board of reputed companies. His experience and guidance will immensely benefit the company. The Board in its meeting held on 1st February also appointed him as the member and Chairman of the Audit Committee of the Board. He is also a member on the Remuneration Committee of the Board.

The Board recommends to consider his appointment as a Director.
Except Mr. R. J. Kamath himself, None of the Directors is interested or concerned in the resolution.

ITEM NO.6

Mr. Ashok Kumar Jultha has been appointed as an Additional Director on the Board of Directors of the company in the Board meeting held on 1st February 2010. As per the provisions of Section 260 of the Companies Act 1956 he, unless reappointed, ceases to be a director on the date of the ensuring Annual General Meeting.

Mr. Ashok Kumar Jultha holds a diploma in Computer Science from AMIE and founder one of the leading healthcare software companies Binary Spectrum Softech Private Limited. He has good contacts in the software industry and his association will benefit the company immensely.

The Board recommends to consider his appointment as a Director.

Except Mr. Ashok Kumar Jultha, None of the Directors is interested or concerned in the resolution.

ITEM NO.7

Mr. Mathew J Manimala has been appointed as a director on 1st Feb.2010 by way of filling the casual vacancy caused by the resignation of Dr. Malini Reddy. Dr. Malini Reddy was last appointed in the Annual General Meeting held on 30th September 2008. It is proposed to appoint Mr. Mathew J. Manimala to appoint a director whose term of office is liable to retire by rotation.

Mr. Mathew J Manimala is an MBA from University of Cochin and a Doctorate from the Indian Institute of Management Ahmedabad. At present he is a professor in Organisation Behaviour at the Indian Institute of Management, Bangalore. The company will be benefited from his wide range of experience and advice.

The Board recommends his appointment on the Board of the company.
Except Mr. Mathew J manimala, none of the directors is interested or concerned in this resolution

By order of the Board of Directors,
For Acropetal Technologies Limited,

Place: Bangalore
Date: 18th June 2010

Shobha Acharya
Company Secretary



DIRECTORS' REPORT

Dear Members,
Your Directors take pleasure in presenting the 9th Annual Report together with the audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2010.

RESULTS OF OPERATIONS

(Amount in Rs. Crores)

Particulars	March 31, 2010	March 31, 2009
Income	106.58	92.04
Expenditure	87.26	73.62
Profit before tax	19.32	18.42
Provisions for taxation		
Deferred Tax	(0.28)	1.77
Fringe Benefit Tax/Income tax	0.04	0.06
Profit after tax	19.56	16.59
Proposed Dividend	1.33	0.50
Provision for Dividend Tax	0.23	0.09
Amount transferred to General Reserve	6.00	-
Profit transferred to Balance sheet	12.00	16.00

Your Company has achieved total sales of Rs. 106.58 crores for the year ended 31st March 2010 recording a growth of 15.79%. After providing a sum of Rs. 87.26 crores for expenditure, provision for taxes and depreciation the company made a net profit of Rs.19.56 crores recording an impressive growth of 17.90% over the previous year. It is a matter of satisfaction that your company is able to record an impressive growth even in these days of slow down in the Software Industry.

BUSINESS PROSPECTS

Customer Satisfaction ,Good Customer Service and excellence in customer relationship are highest priorities of your Company with enhancement of customer base as its primary pursuit. The board is confident of growing at a healthy pace in the coming years.

HEALTH CARE – A NEW BUSINESS VERTICAL

We are glad to inform that the company entered into a very promising sector i.e health care sector by providing services and solutions to hospitals etc., Though the sales from this vertical during the year under review is very small it is expected to receive substantial contribution from this new business vertical. It may be noted that the company is uniquely placed with ready made software products to cater to the needs of hospitals and health care centres both in India and abroad especially in the USA. The present Government in the USA encourages Electronic Medical Records (EMRS) to be maintained by the hospitals and clinics in the USA.

ENERGY AND ENVIRONMENT SOLUTIONS

The company has entered yet another promising sector – energy and environment solutions. In the context of the encouragement provided to the ecological maintenance all over the world there is huge market for the software solutions to this sector. Your company has entered this segment recently. Substantial contribution from this segment is expected in the coming years.

MATERIAL CHANGES AND COMMITMENTS

Your company has embarked on an aggressive expansion plan in terms of offerings, geographical reach and reaching to the more and more customers. In order to finance the expansion plans, acquiring companies, establishment of offices abroad, construction of office building and partial repayment of the debt etc. the company proposes to offer equity shares to the public. In this context the Draft Red Herring Prospectus (DRHP) has been filed with the SEBI. Management will take necessary steps at an appropriate time.

Other than the above, there are no material Changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the company and the date of the report.



DIRECTORS' REPORT

ISSUE OF NEW SHARES

During the year under review, the reserves in the form of Profit and Loss account has been partially capitalized and issued 1,30,00,000 (One Crore Thirty Lakh)fully paid equity shares to the existing share holders. Further 20,00,000 (Twenty Lakh) equity shares have been issued for cash on preferential basis at the rate of Rs.100/- per share (including premium of Rs.90/- per share). Thus the total paid up capital at the end of the year stood at Rs.20.00 crores as against Rs.5.00 crore at the end of the previous year.

DIVIDEND

Your Directors recommend a dividend at the rate of 12% (Re. 1.20 per share of Rs. 10/-each) for the year ended March 31, 2010 on pro-rata basis.

DIRECTORS

Mr. Mohan H. Ramakrishna is retiring as director at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the re-appointment.

During the year under review, Dr. Malini Reddy, Mr.K Doraiswamy, Mr.Anil T Sridhar and Mr. Pravin C Reddy have ceased to be directors on their resignation. The Board places on record the appreciation of their services during their tenure as directors. Dr. D.K. Subramanya Reddy has been appointed as a director on 11-12-2009 in the casual vacancy caused by the resignation of Mr. Anil T Sridhar. Dr. Rajesh Nair was appointed on 1st Feb. 2010 as a Director in the casual vacancy caused by the resignation of Mr. K Doraiswamy . Mr. Mathew J Manimala has been appointed as a director on 1st Feb. 2010 in the casual vacancy caused by the resignation of Dr. Malini Reddy.

Mr. Ramdas Janardhana Kamath, Mr. Ashok Kumar G. Jultha have been appointed as additional directors on 1st Feb. 2010 and cease to be directors on the date of the ensuing Annual General Meeting. Your Company received notices under Section 257 of the Companies Act, 1956. Their appointment along with Mr. Mathew J Manimala are placed for consideration by the members in the ensuing Annual General Meeting. The Board recommends their appointment.

SUBSIDIARY

The Company has one wholly owned subsidiary VISION INFO INC. (incorporated in Dubai under the Ras Al Khaimah International Company Regulations, 2006) This Company has contributed a sales turnover of Rs.45.37 crores and net profit of Rs.16.16 crores.

Taking into account the performance of the subsidiary the company's performance on consolidated basis is summarized as under:

(Amount in Rs. Crores)

Particulars	March 31, 2010	March 31, 2009
Income	151.94	99.84
Expenditure	116.47	79.09
Profit before tax	35.47	20.75
Provisions for taxation		
Deferred Tax	(0.28)	1.77
Fringe Benefit Tax	0.04	0.06
Profit after tax	35.71	18.92
Proposed Dividend	1.33	0.50
Provision for Dividend Tax	0.22	0.09
Amount transferred to General Reserve	6.00	--
Profit Carried to Balance Sheet	28.16	18.33



DIRECTORS' REPORT

This enabled the company to achieve higher turnover and higher profit.

In addition to the wholly owned subsidiary, the company made a strategic investment in a company called Binary Spectrum Softech Private Limited. This company is into Healthcare Software and allied products and services

In pursuit of faster growth, the management is in the process of acquiring some more existing companies with good track record of sales and profitability

Particulars of subsidiary as required under the provisions of Section 212 of the Companies Act 1956 are annexed herewith.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from public during the year and, as such, no amount of principal or interest was outstanding.

AUDITORS

M/s. K. Gopalakrishnan & Co, Chartered Accountants, # 120, Infantry Road, Next to Balaji Plywood, Bangalore - 560 001, who have been appointed as Statutory Auditors of the Company shall retire at the Annual General Meeting of the Company. The auditors have confirmed that the re-appointment, if made, will be in accordance with the provisions of Sec.224 (1B) of the Companies Act 1956. Your Directors recommend their re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm-

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as on 31st March , 2010 and of the profit of the company for that period.
- iii. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the directors have prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNENCE:

The company adopts high standard of Corporate Governance. The Board of Directors has been structured in such a way that independent and non independent directors are in the right proportion. The following Committees of Board have been constituted/ reconstituted:

• AUDIT COMMITTEE

Sl No.	Name	Designation.	Nature of Directorship
1	Mr. Ramdas Janardhana Kamath	Chairman	Independent Director
2.	Dr. D. K. Subrahmanya Reddy	Member	Independent Director
3	Mr. Mohan Hosahally Ramakrishna	Member	Independent Director



DIRECTORS' REPORT

● SHAREHOLDERS GRIEVANCE COMMITTEE

SI No.	Name	Designation.	Nature of Directorship
1	Mr. Dr. D.K. Subrahmanya Reddy	Chairman	Independent Director
2.	Mr. Mohan Hosahally Ramakrishna	Member	Independent Director
3	Mr. D. Ravi kumar	Member	Non Executive & Non Independent Director

● REMUNERATION COMMITTEE

SI No.	Name	Designation.	Nature of Directorship
1	Mr. Mathew J. Manimala	Chairman	Independent Director
2.	Mr. Ramdas Janardhana Kamath	Member	Independent Director
3	Mr. Mohan Hosahally Ramakrishna	Member	Independent Director

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1938 as amended and forming part of the Directors' Report for the year ended March 31, 2010.

CONSERVATION OF ENERGY

The Company's Electricity power requirement is very minimal. The Company follows the practice using equipments which consume less power. As on the date of this report, the board has no proposal to make any additional investment for reduction of consumption of energy.

TECHNOLOGY ABSORPTION

The Company is well-equipped with the most recent technological developments.

FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and Export Plans:

The Company is into the business of exporting software services and hence hundred percent of its revenue comprises of exports earnings. The Company identifies scope for huge business in the Middle East, Europe and U.S and is desirous to explore these potential markets there. The company is taking aggressive steps to constantly increase its exports and thereby widen the client base.

b) Total foreign exchange used and earned:

Foreign Exchange Earnings: Rs. 1061,624,819 /-
 Foreign Exchange Outgo: Rs. 388,186,391 /-



DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

The Company had 6 employees drawing remuneration above the limit mentioned under Section 217 (2A) of the Companies Act, 1956 and the details are as under:

Sl No	Employee Name	Designation	Qualification	Age	Joining Date	Experience (Years)	Gross (INR) Remuneration	Previous Employment
1	D. Ravi Kumar	Chairman & Managing Director	B.E.	42 Years	25.04.2001	18 Years	39,53,400	NIL
2.	Malini Reddy	Whole Time Director	Doctor	36 Years	25.04.2001	18 Years	20,07,825	NIL
3	Padmanabha Holla	Head-Business Excellence	B.E (Computer Science)	42 Years	01.09.2008	17 Years	24,00,000	Philips Medical Systems, Bangalore (Senior Project Manager)
4	Sudhendu Kumar Basu	VP-Finance	B.Com (Hons), member of (ICAI & ICWAI)	43 Years	01.12.2008	12 Years	18,50,000	Omni Agate Systems Private Limited (Finance Head
5	Chandrasekhar K.	Head Operations	Master of Science & Technology Post Graduate Diploma in Marketing Management	43 Years	01.03.2009	20 Years	50,00,004	NXP Semiconductors (Director)
6	Jalaiah Jamili	EVP-Strategy & Corporate Secretary	LLB, member of (ICSI)& (ICWAI)	54 Years	22.10.2009	25 Years	10,70,967	Geneva Software Technologies Limited (CFO) and Company Secretary.

* Employed for the part of the year

NOTES:

1. Designation denotes the nature of duties also.
2. Remuneration includes Salary, allowances, perquisites, commission etc.

ACKNOWLEDGEMENTS

Your Directors express their appreciation for the valuable assistance and commendable co-operation received from various Government and Semi-Government authorities, Bankers, Investors, Vendors, and Customers.

Your Directors place on record their sincere appreciation for the remarkable contributions made by the employees of the Company at all levels through their hard work, sustained efforts, support and dedication.

For and on behalf of the Board of Directors,

Place: Bangalore
Date: 18.06.2010

D. Ravi Kumar
Managing Director

R.J. Kamath
Director



AUDITORS' REPORT

To the Members of Acropetal Technologies Limited

1. We have audited the attached balance sheet of ACROPETAL TECHNOLOGIES LIMITED as at 31st March 2010 the profit and loss account and the cash flow statement for year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub – section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

(I) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;

(ii) In our opinion, the company has kept proper books of account as required by law so far as appears from our examination.

(iii) The balance sheet, profit and loss account dealt with by this report are in agreement with the books of account.

(iv) In our opinion, the balance sheet, profit and loss account dealt with by this report comply with the accounting standards referred to in sub – section (3C) of section 211 of the Companies Act, 1956;

(v) On the basis of written representations received from the directors, as on 31st March 2010 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2010 from being appointed as a director in terms of clause (g) of sub – section (1) of section 274 of the Companies Act, 1956;

(vi) In our opinion and to the best of our information and according to the explanation 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 principle generally accepted in India:

A. In the case of the balance sheet, of the state of affairs of the company as at 31st March 2010.

B. In the case of the profit and loss account, of the profit for the year ended on that date;

C. In the case of Cash Flow Statement, of the cash flows of the company for the year ended on that date.

For K. Gopalakrishnan & Co.,
Chartered Accountants
Firm Regn. No 009600S

Place: Bangalore
Date: 18.06.2010

K. Gopalakrishnan
Proprietor.
M. No.025421



AUDITORS' REPORT

Annexure to our report of even date:

(I) In respect of the Fixed Assets:

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) All the assets have not been physically verified by the management during the period but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to information and explanation given to us no material discrepancies were noticed on such verification.

(c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company. Hence, in our opinion the going concern status of the company is not affected.

(ii) In respect of its Inventories:

(a) As explained to us, the inventory has been physically verified during the year by the management at reasonable intervals.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) According to the information and explanations given to us, the company has not granted any loans to companies during the year, firms or other parties covered in the register maintained u/s 301 of the Companies Act 1956. Accordingly Paragraph iii (b), (c) and (d) of the order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weakness in such internal controls system.

(v) In respect of contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies act, 1956, to the best of our knowledge and belief and according to the information and explanation given to us:

(a) The particulars of contracts or arrangements referred to section 301 that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) Where each of such transaction is in excess of Rs 5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.

(vi) The company has not taken any public deposits during the year.

(vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

(viii) As explained to us, the Central Government has not prescribed maintenance of Cost records to the Company.

(ix) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state Insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.



AUDITORS' REPORT

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.03.2010, for a period of more than six months from the date they became payable.

(c) According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.

(x) There does not have accumulated losses. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(xi) The company has taken term loans from banks & the company is regular in repayment of such loans within the stipulated time.

(xii) The company has not granted any loan against security by way of pledge of shares, debentures or other securities.

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

(xiv) The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the companies (Auditor's Report) Order, 2003 are not applicable to the company.

(xv) The company has given a corporate guarantee of Rs. 15,60,59,587/- in favor of UPS Capital Inc for the loan availed by wholly owned subsidiary Vision Info Inc, UAE.

(xvi) In our opinion and according to the information and explanation given to us, the term loans have been applied for the purpose for which they were raised.

(xvii) 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 are raised on short – term basis have been used for long – term investment.

(xviii) According to the information and explanations given to us, the company has made preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Act, and the price at which the shares are not prejudicial to the interest of the company.

(xix) According to the information and explanations given to us, during the period the company has not issued any debenture during the period and hence the question of creation of charge or and use are not applicable to the Company.

(xx) Since the Company has not raised funds by public issue our comment regarding the end use is not applicable.

(xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For K. Gopalakrishnan & Co.,
Chartered Accountants
Firm Regn. No 009600S

Place: Bangalore
Date: 18.06.2010

K. Gopalakrishnan
Proprietor.
M. No.: 025421.



BALANCE SHEET AS AT 31.03.2010

ACROPETAL TECHNOLOGIES LTD.,			
BALANCE SHEET AS AT 31-03-2010.			
PARTICULARS	Schedule Number	AS AT 31.03.2010	Amounts in INR AS AT 31-03-2009
I. SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
i) Share Capital	1	200,000,000	50,000,000
ii) Share application Money.		-	200,000,000
Reserves and surplus	2	650,277,189	420,276,840
		850,277,189	670,276,840
LOAN FUNDS			
Secured Loans	3	776,022,806	622,307,410
Deffered Tax Liability	4	29,091,486	31,871,354
TOTAL		1,655,391,481	1,324,455,604
II. APPLICATIONS OF FUNDS			
Fixed Assets	5	1,221,979,538	876,153,181
Less: Provision for Depreciation		274,279,467	142,323,280
		947,700,071	733,829,901
INVESTMENTS	6	61,135,979	34,435,979
CURRENT ASSETS, LOANS & ADVANCES:			
Inventories-Work in Progress	7	33,727,500	18,647,440
Sundry Debtors		449,631,434	454,615,728
Cash and Bank Balances		66,958,802	90,454,898
Loans and advances		174,213,297	99,141,491
TOTAL		724,531,033	662,859,557
LESS : Current Liabilities and Provisions			
Current liabilities	8	75,722,763	105,819,833
Provision for Taxation		2,252,839	850,000
TOTAL		77,975,602	106,669,833
NET CURRENT ASSETS		646,555,431	556,189,724
TOTAL		1,655,391,481	1,324,455,604

Significant Accounting policies and Notes to Accounts 13

The schedules referred to above and the notes thereon form an integral part of Balance sheet

As per our report of even date attached

For K. Gopalakrishnan & Co.,
Chartered Accountants.

For and on behalf of Board of Directors.

K.Gopalakrishnan.
Proprietor.

D. Ravikumar.
Managing Director.

R J Kamath
Director .

Place : Banqalore
Date : 18th June 2010.

S.Sudheer. Shobha Acharya
Chief Financial Officer Company Secretary



PROFIT AND LOSS ACCOUNT

ACROPETAL TECHNOLOGIES LTD.,			
PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31-03-2010.			
Amounts in INR			
PARTICULARS	Schedule Number	For the Period	Previous year
I. INCOME			
Sales			
Exports		1,061,936,506	893,039,529
Domestic		6,353,698	-
Other income.		(2,519,310)	27,369,164
		1,065,770,894	920,408,693
II. EXPENDITURE			
(Increase)/Decrease in inventories		(15,080,060)	(7,640,400)
Employee related and on site development expenses	9	558,557,169	527,104,006
General and Administrative expenses	10	40,310,745	26,236,025
Selling and Marketing expenses	11	58,376,076	21,393,588
Financial Expenses	12	96,375,817	81,706,089
Depreciation	5	134,071,937	87,443,931
TOTAL EXPENSES		872,611,684	736,243,239
Profit before tax		193,159,210	184,165,454
Income Tax/Fringe Benefit Tax		430,000	638,680
Deffered Tax		(2,779,868)	17,668,501
		195,509,078	165,858,273
Proposed Dividend		13,255,890	5,000,000
Provision For Dividend Tax		2,252,839	850,000
Amount Transferred to General Reserve		60,027,719	-
PROFIT TRANSFERRED TO BALANCE SHEET		119,972,630	160,008,273
Significant Accounting policies and Notes to Accounts 13			
The schedules referred to above and the notes thereon form an integral part of Profit and Loss Account			
As per our report of even date attached			
For K. Gopalakrishnan & Co., Chartered Accountants.		For and on behalf of Board of Directors.	
K.Gopalakrishnan. Proprietor.	D. Ravikumar. Managing Director.	R J Kamath Director .	
Place : Bangalore. Date : 18th June 2010.	S.Sudheer. Chief Financial Officer	Shobha Acharya Company Secretary	



CASH FLOW STATEMENT

Amounts in INR

Cash flow statement

For the Year Ended March 31,	2010	2009
Cash flow from Operating Activities:		
Net profit before Tax	193,159,210	184,165,454
Adjustments for:		
Depreciation	134,071,937	87,443,931
Interest	96,375,817	81,706,089
Operating Profit before working capital changes	423,606,964	353,315,474
Sundry Debtors	4,984,294	(128,554,001)
Inventory	(15,080,060)	(7,640,400)
Loans & Advances	(75,071,806)	2,330,063
Trade & Other Payables	(16,076,734)	39,625,261
Cash generated from Operations	322,362,658	259,076,397
Income Taxes paid	(23,556,226)	(16,404,490)
Net Cash from/used in Operating activities	298,806,432	242,671,907
Cash flows from Investing Activities		
Increase in Net Fixed Assets	(347,942,107)	(381,896,739)
Investments	(26,700,000)	(34,435,979)
Net cash used in Investing Activities	(374,642,107)	(416,332,718)
Cash flow from Financing Activities		
Proceeds from Share Capital		55,909,990
Proceeds from Borrowings	153,715,396	250,356,872
Interest paid	(96,375,817)	(81,706,089)
Dividends paid	(5,000,000)	(5,000,000)
Net Cash from Financing Activities	52,339,579	219,560,773
Net Decrease in Cash & Cash equivalents	(23,496,096)	45,899,962
Cash & Cash Equivalents at the beginning of the period	90,454,898	44,554,936
Cash & Cash Equivalents at the end of the period	66,958,802	90,454,898

**For K. Gopalakrishnan & Co.,
Chartered Accountants.**

For and on behalf of Board of Directors.

K.Gopalakrishnan,
Proprietor.

D. Ravikumar,
Managing Director.

R J Kamath
Director .

**Place : Bangalore
Date : 18th June 2010.**



SCHEDULES TO BALANCE SHEET

SCHEDULES TO BALANCE SHEET		Amounts in INR	
SCHEDULE NO.	PARTICULARS	As at	As at
		31.03.2010	31-03-2009
01	SHARE CAPITAL		
	AUTHORISED CAPITAL: 40,000,000 Equity Shares of Rs.10/- each (Previous year 5,000,000 Equity Shares Rs.10/- each)	400,000,000	50,000,000
	ISSUED SUBSCRIBED & PAID UP CAPITAL 20,000,000 Fully Paid up Equity Shares of Rs. 10/-Each (Includes 16,000,000 of Bonus Shares of Rs 10/- each and 2,000,000 shares of Rs.10/- each at a premium of Rs.90/-) (Previous Year 5,000,000 Equity Shares of Rs. 10/-Each including 3,000,000 of Bonus Shares of Rs.10/- each)	200,000,000	50,000,000
		200,000,000	50,000,000
	SHARE APPLICATION Opening Balance Less: Transferred to Share Capital Less: Transferred to Share Premium	200,000,000 20,000,000 180,000,000	200,000,000 - -
	-	200,000,000	
02	RESERVES AND SURPLUS		
	a) Share Premium Account Issue of 20,00,000 Shares @ premium of Rs.90/- (Previous year - Nil)	180,000,000	-
	b) General Reserve Transferred from Profit & Loss Account	60,027,719	-
	c) Balance in Profit & Loss Account Opening balance :	420,276,840	260,268,567
	Add: Profits during the year	119,972,630	160,008,273
		540,249,470	420,276,840
	Less: Transferred To Share Capital as Bonus Issue	130,000,000	-
	410,249,470	420,276,840	
	TOTAL	650,277,189	420,276,840
03	SECURED LOANS		
	Cash Credit - Axis Bank	88,555,119	91,099,027
	Packing Credit - State Bank of Travancore	250,000,000	201,238,839
	Term Loan - State Bank of Travancore	40,000,000	70,758,253
	Term Loan - Axis Bank	76,733,158	106,700,358
	Term Loan - Axis Bank	41,313,961	46,450,283
	Term Loan - Axis Bank	73,005,011	101,388,805
	Term Loan - United Bank of India	202,295,796	-
	Vehicle Loan-Axis Bank-1	2,799,686	3,129,660
	Vehicle Loan-Axis Bank-2 (Refer Note No: 8 for security details)	1,320,075	1,542,185
	776,022,806	622,307,410	
04	DEFERRED TAX -On timing Difference		
	Opening Balance	31,871,354	14,202,853
	Add: Additions During the Year	(2,779,868)	17,668,501
	29,091,486	31,871,354	



SCHEDULES TO BALANCE SHEET

Schedules to the Balance Sheet as at 31-03-2010
SCHEDULE-5:

FIXED ASSETS

Amounts in INR

Particulars of the Assets	Depreciation Rate	GROSS BLOCK			DEPRECIATION			Net Block Value as at 31.03.2010	Net Block Value as at 01.04.2009
		Cost as at 01-04-2009	Additions during the year	Deletions during the year	Cost as at 31-03-2010	as at 01-04-2009	for the year		
Land	0.00%	22,205,000	-	-	22,205,000	-	-	22,205,000	22,205,000
Buildings	5.00%	465,872,386	22,750,000	21,700,000	466,922,386	16,253,619	21,499,726	431,244,791	449,578,767
Computers and Computer Accessories	40.00%	51,159,519	674,188	-	51,833,707	35,886,674	622,1183	9,725,850	15,272,845
Software Application Packages,	40.00%	307,052,230	342,945,910	-	649,998,140	80,035,286	1,024,58685	467,504,169	227,016,944
Furniture & Fittings	18.10%	7,947,364	65,195	-	8,012,559	3,589,549	797,879	3,625,131	4,357,815
Electrical and Networking	18.10%	3,597,788	599,314	-	4,197,102	1,505,693	445,194	2,246,215	2,092,095
Office Equipments	13.91%	1,252,340	-	-	1,252,340	288,661	134,048	839,631	963,679
Air Conditioners	13.91%	2,847,101	491,750	-	3,138,851	816,367	302,874	2,019,610	1,830,734
UPS and Generators	13.91%	5,145,850	-	-	5,145,850	1,422,865	517,867	3,205,118	3,722,985
Vehicles	25.89%	7,747,068	-	-	7,747,068	1,769,371	1,547,634	4,430,093	5,977,727
Office Interiors	18.10%	1,526,505	-	-	1,526,505	715,195	146,847	664,463	811,310
Total		876,153,181	367,526,357	21,700,000	1,221,979,538	142,323,280	134,071,937	947,000,071	733,829,901
Previous Year		494,256,442	381,896,739	-	876,153,181	54,879,349	87,443,931	733,829,901	439,377,092



SCHEDULES TO BALANCE SHEET

SCHEDULES TO BALANCE SHEET			
SCHEDULE NO.	PARTICULARS	Amount in INR	
		As at 31.03.2010	As at 31-03-2009
06	INVESTMENTS		
	Long Term (At Cost)		
	Unquoted		
	Binary Spectrum Softech (P) Ltd. (4080 Shares of Rs.10/- each fully paid) (Previous Year 4080 Shares of Rs.10/- each)	51,000,000	34,300,000
	VisionInfo Inc. (10 Shares of 1000 Arab Emirates Dhiraams each fully paid) (Previous Year 10 Shares of 1000 Arab Emirates Dhiraams each fully paid)	135,979	135,979
	Current Investments		
	SBI Mutual Fund At Lower of cost and Fair Value	10,000,000	-
		61,135,979	34,435,979.00
07	CURRENT ASSETS & LOANS AND ADVANCES		
	a) Sundry debtors		
	Outstanding less than six months and considered good	447,146,520	421,556,424
	Outstanding for more than six months and considered good	2,484,914	33,059,304
		449,631,434	454,615,728
	b) Cash in hand, at Bank and In Transit		
	Cash in Hand	299,422	471,536
	Cash at Bank - in current Account :		
	i) Balances with scheduled bank in current account	58,699,137	47,053,782
	ii) Balances With Foreign Bank		
	Compass Bank (Maximum Balance during the period Rs.51,270,135 Previous year Rs.42929580)	7,960,243	42,929,580
	TOTAL	66,958,802	90,454,898
	c) LOANS AND ADVANCES		
	Recoverable in cash or kind or for value to be received	75,435,203	42,638,686
	Security deposits	20,587,812	19,397,259
	Staff Advance	1,422,736	38,000
	Minimum Alternate Tax	76,767,546	37,067,546
	TOTAL	174,213,297	99,141,491
08	CURRENT LIABILITIES & PROVISIONS		
	i) Salary and consultancy charges payable	1,503,078	-
	ii) Trade creditors	3,064,994	61,096,137
	iii) Outstanding Liabilities	31,181,110	21,857,395
	iii) Advance from Customers	273,581	798,755
	iv) Minimum Alternate Tax Payable	39,700,000	22,067,546
	GRAND TOTAL	75,722,763	105,819,833



SCHEDULES TO PROFIT AND LOSS ACCOUNT

SCHEDULES TO PROFIT & LOSS ACCOUNT			
		Amounts in INR	
SCHEDULE NO.	PARTICULARS	31.03.2010	31-3-2009
9	EMPLOYEE RELATED & ONSITE DEVELOPMENT CHARGES		
	Directors Remuneration	5,961,225	6,047,000
	Salaries and consultancy charges	120,112,056	86,829,060
	Staff welfare expenses	842,423	367,054
	Company Contribution to EPF	4,605,244	2,821,172
	Gratuity	2,262,184	761,502
	Leave Encashment	1,518,546	1,097,617
	Onsite Development Expenses	423,255,491	429,180,601
	TOTAL	558,557,169	527,104,006
10	GENERAL AND ADMINISTRATIVE EXPENSES		
	Rent	5,460,974	4,976,324
	Communication expenses	1,285,982	844,047
	Repairs and maintenance	1,469,612	860,142
	Travelling and conveyance exp	17,176,765	10,236,316
	Printing and stationery	3,096,436	1,472,591
	Security Charges	541,395	465,560
	Rates and Taxes	908,197	1,474,175
	Insurance.	637,165	2,570,613
	Other Admn and Miscellaneous Expenses	6,447,733	1,354,071
	Power, Fuel & water Charges	2,183,486	1,651,286
	Audit Fee	551,500	330,900
	Audit Certification Expenses	551,500	-
	TOTAL	40,310,745	26,236,025
11	SELLING AND MARKETING EXPENSES		
	Advertisement & Publicity Expenses	126,056	52,661
	Business Promotion & US Office Operation Expenses	56,492,925	18,870,685
	Software,Hardware and Facility Hiring Chrges-Overseas	1,757,095	2,470,242
	TOTAL	58,376,076	21,393,588
12	FINANCIAL EXPENSES		
	Interest On Term Loan	36,824,332	41,242,522
	Others	59,551,485	40,463,567
	TOTAL	96,375,817	81,706,089



Schedule No 13

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. General

The accounts have been prepared on the basis of historical cost convention and recognize income and expenditure on accrual basis unless otherwise stated.

2. Fixed Assets

Fixed Assets are stated at cost less depreciation including taxes, freight and other incidental expenses incurred in relation to acquisition and installation until the Fixed Assets are ready for use.

3. Depreciation on Fixed Assets

Depreciation on fixed assets has been provided on written down value method, at rates and in the manner specified in the Schedule XIV to the Companies Act, 1956.

4. Revenue Recognition

The revenue is recognised on the basis of accrual and based on appropriate stage of completion of projects. The expenses are recognised on accrual basis unless otherwise stated.

5. Investment

Investments are classified into current and long term investments.

Current investments are stated at lower of cost and fair value Long term investments are stated at cost less provision for permanent diminution in value if any.

6. Foreign Currency Transactions

- a. Gain or loss on foreign exchange transactions relating to the acquisitions of fixed assets are at the rate of prevailing on the date of transaction and adjusted to the cost of such fixed assets.
- b. All foreign currency assets and liabilities outstanding are translated as on the date of the Balance Sheet.
- c. Exchange gains or losses on foreign exchange transactions other than those relating to assets are recognized in profit and loss account under respective heads of accounts.

7. Retirement Benefits

Provision for Gratuity and Leave encashment are made on the basis of Actuarial valuation at the end of every year and charged to profit and loss account.

8. Leasehold premises are being amortized over the period of lease.

B. NOTES ON ACCOUNTS

1. The Company is engaged in the development of computer software. The Production and sale of such items cannot be expressed on any generic term. Hence it is not possible to give the quantitative details of sales and information as required under paragraph 3, 4 C & 4 D of Part II of the Schedule VI to the Companies Act.



2.

Managerial Remuneration	2009-10 INR	2008-09 INR
Salary	5,961,225	6,047,000
Contribution to PF	672,000	720,000

3. Particulars of foreign Exchange earnings and outgo.

	2009-10 INR.	2008-09 INR
Foreign Exchange Outgo	388,186,391	439,102,839
Foreign Exchange Earnings	1061,624,819	893,039,529

4. AS-15(Revised)

The company has adequately provided for all retirement benefits based on actuarial valuation.

5. AS-19 Accounting for leases:

The company is operating its unit taken under various operating leases, which are not non-cancelable and are renewable by mutual consent on mutually agreeable terms. The rent of Rs.5,103,939/- (Previous year - Rs. 4,976,324/-) made by the company is recognized in the statement of Profit and loss account paid under general and administrative expenses.

6. AS-20 Earnings Per Share:

As required by AS-20 the company has calculated its earnings per share.

Sl No.		31-03-2010	Previous Year
1	Net Profit for the year (INR)	195,509,078	165,858,273
2	Weighted Average number of Equity Shares outstanding-For Basic Earning Per Share	18,745,205	23,000,000
3	Weighted Average number of Equity Shares outstanding-For Diluted Earning Per Share	200,000,000	200,000,000
4	Basic Earnings Per Share (INR)	10.43	9.21
5	Diluted Earnings Per Share (INR)	9.78	8.63

7. AS-22 Accounting For Taxes On Income:

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income and reversal of timing differences of earlier years. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available.

8. Secured Loan (Term loan) from State Bank of Travancore is against Hypothecation of Office Building and other movable assets. Secured Loan (Working Capital) from State bank of Travancore and Axis Bank are against Hypothecation of Book Debts on pari – passu basis. Secured Loan (Term Loan) from Axis Bank (AB) is against hypothecation of the proposed Tech Park on Hosur road and specific assets. All these loans have additional inter-se second charge ceded among the both SBT and AB and also carry personal guarantees of the Promoter directors.

Secured Loan (Term loan) from United Bank of India is secured against the specific asset funded and additionally collateral owned by Mr. D Ravikumar and carries his personal guarantee as well.



9. Contingent Liabilities not provided for Corporate Guarantee in favor of UPS Capital Inc. For the loan availed by Vision Info Inc. Rs.110,537,843 (Previous Year – 156,059,587)

Bills discounted with SBI Global Factors Ltd. RS.82,902,064

10. Estimated amount of contracts to be executed on capital accounts, not provided for Rs. 1,850,000 (Previous year – Rs.8,000,000)

11. Auditors Remuneration - Rs. 500,000/- Plus Service Tax (Previous year Rs.300,000)

12. As per the information available with the company, there are no small-scale industries undertaking / Micro enterprises to which the company owes.

13. Revenue expenditure on research and development is charged in the period it is incurred.

14. Interest on bank loan for acquisition of capital assets till the date of the assets put to use has been capitalized wherever applicable.

15. Previous year's figures have been regrouped and rearranged wherever necessary.

16. Related Party disclosure:

a) Name of Related Party and Description of Relationship:

Description of relationship	Name of Related party
Wholly Owned Subsidiary Company	Vision Info Inc.
Associate concern in which company has investment in less than 50% stake	Binary Spectrum Softech Pvt. Ltd.
Enterprise where key Management Personnel interested as Director	Kinfotech Pvt. Ltd.,
Key Management Personnel	Mr. D Ravikumar (Managing Director) Dr. Malini reddy (Director till 31 Jan 2010)

b) Summary of Transactions with related parties:

Key Management Personnel	2009-10	2008-09
Mr. D. Ravikumar, - Salary-	Rs. 3,953,400	Rs. 3,604,800
Dr. Malini Reddy, - Salary -	Rs. 2,007,825	Rs. 2,404,800
Office Rent-	Rs. 3,256,056	Rs. 3,231,024
	Rs. 9,217,281	RS. 9,240,624



2. Investments & Loans

Key Management Personnel	2009-10	2008-09
a. Vision Info Inc., UAE Investment Loan	Rs. 135,979 Rs. 32,252,460	Rs. 135,979 Rs. 32,252,460
b. Binary Spectrum Softech Pvt. Ltd. Investment	Rs. 51,000,000	Rs. 34,300,000

17. Segment Revenue: 2009-10

Business Segment	Engineering Design Service	Information Technology Service	Health Care	Total	
Income	463,936,810	601,062,523	3,290,871	1,068,290,204	
Expenditure	278,362,086	263,634,131	1,480,892	543,477,109	
Allocated Expenses	67,205,614	87,069,565	476,714	154,751,893	
Segmental Operating Income	118,369,110	250,358,827	1,333,265	370,061,202	
Unallocable expenses				174,382,682	
Operating Income				195,678,520	
Other Income				(2,519,310)	
Net Profit before taxes				193,159,210	
Income Taxes				(2,349,868)	
Net Profit After Taxes				195,509,078	
Geographic segment	United States	Middle East	Europe	Asia	Total
Income	806,599,995	138,185,925	85,028,035	384,762,49	1,068,290,204
Expenditure	395,667,091	82,911,555	43,159,811	21,738,652	543,477,109
Allocated Expenses	116,843,603	20,017,532	12,317,111	5,573,647	154,751,893
Segment Income	294,089,301	35,256,838	29,551,113	11,163,950	370,061,202
Unallocable expenses					174,382,682
Operating Income					195,678,520
Other Income					(2,519,310)
Net Profit before Taxes					193,159,210
Income Taxes					(2,349,868)
Net Profit after Taxes					195,509,078

As the assets of the Company are used interchangeably between the segments as also the liabilities contracted are not ascertainable to any specific segment, reporting of Segmental Assets is not considered feasible.



Segment Revenue:

Business Segment	(Previous Year)		INR	
	Engineering Design Service	Information Technology Service	Total	
Income	321,494,230	571,545,299	893,039,529	
Expenditure	187,006,898	332,456,708	519,463,606	
Allocated Expenses	33,152,644	56,938,033	92,090,677	
Segmental Operating Income	101,334,688	180,150,558	281,485,246	
Unallocable expenses			124,688,956	
Operating Income			156,796,290	
Other Income			27,369,164	
Net Profit before taxes			184,165,454	
Income Taxes			18,307,181	
Net Profit After Taxes			165,858,273	
Geographic segment	United States	Middle East	Europe	Total
Income	509,032,532	321,494,230	62,512,767	893,039,529
Expenditure	296,094,256	187,006,898	36,362,452	519,463,606
Allocated Expenses	52,491,686	33,152,644	6,446,347	92,090,677
Segment Income	160,446,590	101,334,689	19,703,967	281,485,246
Unallocable expenses				124,688,956
Operating Income				156,796,290
Other Income				27,369,164
Net Profit before Taxes				184,165,454
Income Taxes				18,307,181
Net Profit after Taxes				165,858,273

As the assets of the Company are used interchangeably between the segments as also the liabilities contracted are not ascertainable to any specific segment, reporting of Segmental Assets is not considered feasible.



Additional Information Pursuant to the Provisions of Part IV of Schedule VI of the Companies Act, 1956, Balance Sheet Abstract & Company Business Profile.	
I. Registration Details	
Registration Number	28944
State Code Number	8
Balance Sheet Date	31 st MARCH, 2010
II. Capital Raised During the Year (Amount in Rs. Lakhs)	
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	1300
Private Placement	200
III. Position of Mobilisation and Deployment of Funds (Amounts In Rs . Lakhs)	
Total Liabilities	16,554
Total Assets	16,554
Sources of Funds	
Paid-up Capital	2,000
Reserves and Surplus	6,503
Secured Loans	7,760
Unsecured Loans	-
Application of Funds	
Net Fixed Assets	9,477
Investments	611
Net Current Assets	6,466
Miscellaneous Expenditure	-
IV. Performance of Company (Amount in Rs.Lakhs)	
Turnover	10,683
Other Income	(25)
Total Expenditure	8,726
Profit/Loss Before Tax + (-)	1,932
Profit/Loss After Tax + (-)	1,955
Earnings Per Share in Rs.	10.43
Dividend Rate %	
V. Generic Names of Three Principal Products/Services of Company (as per	
Item Code No. (ITC Code)	
Product Description	: Software
for and on behalf of the Board of Directors	
D. Ravikumar Managing Director	R.J.Kamath Director
Place : Bangalore.	
Date: 18.06.2010	



AUDITORS' REPORT

TO THE BOARD OF DIRECTORS ON THE CONSOLIDATED FINANCIAL STATEMENTS OF M/S. ACROPETAL TECHNOLOGIES LIMITED AND ITS SUBSIDIARY

We have audited the attached consolidated Balance Sheet of M/S. ACROPETAL TECHNOLOGIES LIMITED (the Company) and its subsidiary M/S. VISION INFO INC. (collectively called the Acropetal Group) as at 31st March 2010, the consolidated profit and loss account and the consolidated cash flow statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The financial statements of M/S. VISION INFO INC (wholly owned subsidiary) have been audited by us whose total assets and revenue have been considered in the consolidated financial statements of ACROPETAL GROUP.

We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21. Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India.

(a) In the case of the consolidated balance sheet, of the state of affairs of the ACROPETAL GROUP as at 31st March 2010.

(b) In the case of the consolidated profit and loss account, of the PROFIT of the ACROPETAL GROUP for the Year Ended on that date, and

© In the case of the consolidated cash flow statement, of the cash flows of the ACROPETAL GROUP for the Year Ended on that date.

For K. Gopalakrishnan &Co.,
Chartered Accountants,
Firm Reg. No. :009600S

K. Gopalakrishnan
Proprietor
M. No.: 025421

Place : Bangalore
Date : 18.06.2010



CONSOLIDATED BALANCE SHEET

ACROPETAL TECHNOLOGIES LTD.,			
CONSOLIDATED BALANCE SHEET AS AT 31-03-2010.			
PARTICULARS	Schedule Number	Amounts in INR	
		AS AT 31-03-2010	AS AT 31-03-2009
I. SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
i) Share Capital	1	200,000,000	50,000,000
ii) Share application Money.		-	200,000,000
Reserves and surplus	2	814,908,873	439,369,836
		1,014,908,873	689,369,836
LOAN FUNDS			
Secured Loans	3	776,022,806	622,307,410
Unsecured loan		110,537,843	156,059,587
Deffered Tax Liability	4	29,091,486	31,871,354
TOTAL		1,930,561,008	1,499,608,187
II. APPLICATIONS OF FUNDS			
Fixed Assets	5	1,441,922,269	876,153,181
Less: Provision for Depreciation		292,356,941	142,323,280
		1,149,565,328	733,829,901
Capital Work In Progress		-	190,455,035
INVESTMENTS	6	61,000,000	34,300,000
CURRENT ASSETS, LOANS & ADVANCES:	7		
Inventories-Work in Progress		33,727,500	18,647,440
Sundry Debtors		575,364,200	454,615,728
Cash and Bank Balances		67,985,683	90,533,887
Loans and advances		142,044,212	84,722,546
TOTAL		819,121,595	648,519,601
LESS : Current Liabilities and Provisions	8		
Current liabilities		96,873,076	106,646,350
Provision for Taxation		2,252,839	850,000
TOTAL		99,125,915	107,496,350
NET CURRENT ASSETS		719,995,680	541,023,251
TOTAL		1,930,561,008	1,499,608,187
Significant Accounting policies and Notes to Accounts	13		
The schedules referred to above and the notes thereon form an integral part of Balance sheet			
As per our report of even date attached			
For K. Gopalakrishnan & Co., Chartered Accountants.		For and on behalf of Board of Directors.	
K.Gopalakrishnan. Proprietor.		D. Ravikumar. Managing Director.	R.J.Kamath Director .
Place : Bangalore Date : 18th June 2010.		S.Sudheer. Chief Financial Officer	Shobha Acharya Company Secretary



CONSOLIDATED PROFIT AND LOSS ACCOUNT

ACROPETAL TECHNOLOGIES LTD.,
CONSOLIDATED PROFIT & LOSS ACCOUNT
FOR THE PERIOD ENDED 31-03-2010.

PARTICULARS	Schedule Number	Amounts in INR	
		For the Period	Previous year
I. INCOME			
Sales			
Exports		1,515,614,500	971,038,569
Domestic		6,353,698	-
Other income. (Exchange Rate Fluctuation Difference)		(2,519,310)	27,369,164
		1,519,448,888	998,407,733
II. EXPENDITURE			
(Increase)/Decrease in inventories		(15,080,060)	(7,640,400)
Employee related and on site development expenses	9	787,838,067	567,768,088
General and Administrative expenses	10	52,114,942	27,697,638
Selling and Marketing expenses	11	87,795,851	33,350,988
Financial Expenses	12	99,839,765	82,295,221
Depreciation	5	152,149,411	87,443,931
TOTAL EXPENSES		1,164,657,976	790,915,466
Profit before tax		354,790,912	207,492,267
Income Tax		430,000	638,680
Deffered Tax		(2,779,868)	17,668,501
Proposed Dividend		357,140,780	189,185,086
Provision For Dividend Tax		13,255,890	5,000,000
Amount Transferred to General Reserve		2,252,839	850,000
		60,027,719	-
PROFIT TRANSFERRED TO BALANCE SHEET		281,604,332	183,335,086

Significant Accounting policies and Notes to Accounts 13

The schedules referred to above and the notes thereon form an integral part of Profit and Loss Account

As per our report of even date attached

For K. Gopalakrishnan & Co.,
Chartered Accountants.

For and on behalf of Board of Directors.

K.Gopalakrishnan.
Proprietor.

D. Ravikumar.
Managing Director.

R.J.Kamath
Director .

Place : Bangalore.
Date : 18th June 2010.

S.Sudheer.
Chief Financial Officer

Shobha Acharya
Company Secretary



CONSOLIDATED CASH FLOW STATEMENT

Amounts in INR

Cash flow statement

For the Year Ended March 31,	2010	2009
Cash flow from Operating Activities:		
Net profit before Tax	354,790,912	207,492,267
Adjustments for:		
Depreciation	152,149,411	87,443,931
Interest	99,839,765	82,295,221
Exchange Difference on Foreign Currency Translation	(16,093,014)	(4,233,816)
Operating Profit before working capital changes	590,687,074	372,997,603
Change in Sundry Debtors	(120,748,472)	(128,554,001)
Change in Inventory	(15,080,060)	(7,640,400)
Change in Loans & Advances	(57,321,666)	16,749,008
Change in Sundry Creditors	4,247,062	40,451,777
Cash generated from Operations	401,783,938	294,003,987
Income Taxes paid	(23,556,226)	(16,404,490)
Net Cash from/used in Operating activities	378,227,712	277,599,497
Cash flows from Investing Activities		
Increase in Net Fixed Assets	(567,884,838)	(381,896,739)
Increase in Capital Work-in-progress	190,455,035	(190,455,035)
Investments	(26,700,000)	(34,300,000)
Net cash used in Investing Activities	(404,129,803)	(606,651,774)
Cash flow from Financing Activities		
Proceeds from Share capital	-	55,909,990
Proceeds from Borrowings	108,193,652	406,416,459
Interest paid	(99,839,765)	(82,295,221)
Dividends paid	(5,000,000)	(5,000,000)
Net Cash from Financing Activities	3,353,887	375,031,228
Net Decrease in Cash & Cash equivalents	(22,548,204)	45,978,951
Cash & Cash Equivalents at the beginning of the period	90,533,887	44,554,936
Cash & Cash Equivalents at the end of the period	67,985,683	90,533,887

**For K. Gopalakrishnan & Co.,
Chartered Accountants.**

For and on behalf of Board of Directors.

K.Gopalakrishnan.
Proprietor.

D. Ravikumar.
Managing Direct

R J Kamath
Director .

**Place : Bangalore
Date : 18th June 2010.**



SCHEDULES TO CONSOLIDATED BALANCE SHEET

SCHEDULES TO BALANCE SHEET		Amounts in INR	
SCHEDULE NO.	PARTICULARS	As at	As at
		31-03-2010	31-03-2009
01	SHARE CAPITAL		
	AUTHORISED CAPITAL:		
	40,000,000 Equity Shares of Rs.10/- each (Previous year 50,00,000 Equity Shares Rs.10/- each)	400,000,000	50,000,000
	ISSUED SUBSCRIBED & PAID UP CAPITAL		
	20,000,000 Equity Shares of Rs. 10/-Each fully paid up (Includes 16,000,000 of Bonus Shares of Rs 10/- each and 2,000,000 shares of Rs.10/- each at a premium of Rs.90/-) (Previous Year 5,000,000 Equity Shares of Rs. 10/-Each including 3,000,000 of Bonus Shares of Rs.10/- each)	200,000,000	50,000,000
		200,000,000	50,000,000
	SHARE APPLICATION		
	Opening Balance	200,000,000	200,000,000
	Less: Transferred to Share Capital	20,000,000	
	Less: Transferred to Share Premium	180,000,000	
	-	200,000,000	
02	RESERVES AND SURPLUS		
	a) Foreign currency translation Reserve	(20,326,831)	(4,233,817)
	b) Share Premium Account Issue of 20,00,000 Shares @ premium of Rs.90/- (Previous year - nil)	180,000,000	-
	c) General Reserve Transferred from Profit & Loss Account	60,027,719	-
	d) Balance in Profit & Loss Account		
	Opening balance :	443,603,653	260,268,567
	Add: Profits during the year	281,604,332	183,335,086
		725,207,985	443,603,653
	Less: Transferred To Share Capital as Bonus Issue	130,000,000	-
		595,207,985	-
	814,908,873	439,369,836	
03	LOAN FUND		
	SECURED LOANS		
	Cash Credit - Axis Bank	88,555,119	91,099,027
	Packing Credit - State Bank of Travancore	250,000,000	201,238,839
	Term Loan - State Bank of Travancore	40,000,000	70,758,253
	Term Loan - Axis Bank	76,733,158	106,700,358
	Term Loan - Axis Bank	41,313,961	46,450,283
	Term Loan - Axis Bank	73,005,011	101,388,805
	Term Loan-United Bank of India	202,295,796	-
	Vehicle Loan-Axis Bank-1	2,799,686	3,129,660
Vehicle Loan-Axis Bank-2 (Refer Note No: 8 for security details)	1,320,075	1,542,185	
	776,022,806	622,307,410	
UNSECURED LOANS			
Term Loan - UPS Capital Business Credit	110,537,843	156,059,587	
	886,560,649	778,366,997	
04	DEFERRED TAX		
	On timing difference		
	Opening Balance	31,871,354	14,202,853
	Add: Additions During the Year	(2,779,868)	17,668,501
	29,091,486	31,871,354	



SCHEDULES TO CONSOLIDATED BALANCE SHEET

Schedules to the Balance Sheet as at 31-03-2010

SCHEDULE-5:

FIXED ASSETS

Amounts in INR

Particulars of the Assets	Depreciation Rate	GROSS BLOCK			DEPRECIATION			Net Block Value as at		
		Cost as at 01.04.2009	Additions during the year	Deletions during the year	Cost as at 31.03.2010	as at 01.04.2009	for the year	Deletions during the year	as at 31.03.2010	Net Block Value as at 01.04.2009
Land	0.00%	22,205,000	-	-	22,205,000	-	-	-	22,205,000	22,205,000
Buildings	5.00%	465,872,386	22,750,000	21,700,000	466,922,386	16,293,619	21,499,726	2,115,750	431,244,791	449,578,767
Computers and Computer Accessories	40.00%	51,159,519	674,188	-	51,833,707	35,886,674	622,183	-	9,725,850	15,272,845
Software Application Packages.	40.00%	307,052,230	562,888,641	-	869,940,871	80,035,286	1,205,615	-	669,369,416	227,016,944
Furniture & Fittings	18.10%	7,947,364	65,195	-	8,012,559	3,589,549	79,789	-	4,387,428	4,357,815
Electrical and Networking	18.10%	3,597,788	598,314	-	4,197,102	1,505,693	44,514	-	1,950,887	2,092,095
Office Equipments	13.91%	1,252,340	-	-	1,252,340	288,661	13,404	-	422,709	963,679
Air Conditioners	13.91%	2,647,101	491,750	-	3,138,851	816,367	30,874	-	1,119,241	1,830,734
UPS and Generators	13.91%	5,145,850	-	-	5,145,850	1,422,865	51,767	-	1,940,732	3,722,985
Vehicles	25.89%	7,747,098	-	-	7,747,098	1,769,371	154,763	-	3,317,005	5,977,727
Office Interiors	18.10%	1,526,505	-	-	1,526,505	715,195	14,887	-	862,042	811,310
Total		876,153,181	587,459,088	21,700,000	1,441,922,269	147,323,280	152,149,411	2,115,750	292,356,941	1,149,565,328
Previous year		484,256,442	381,896,739	-	876,153,181	54,879,349	187,443,631	-	142,333,280	735,945,651



SCHEDULES TO CONSOLIDATED BALANCE SHEET

SCHEDULES TO BALANCE SHEET		Amounts in INR	
SCHEDULE NO.	PARTICULARS	As at	As at
		31-03-2010	31-03-2009
06	INVESTMENTS		
	Long Term (at Cost)		
	Unquoted		
	Binary Spectrum Softech P Limited. (4080 Shares of Rs.10/- each fully Paid) (previous Year 4080 Shares of Rs.10/- each)	51,000,000	34,300,000
	Current Investments		
	SBI Mutual Fund	10,000,000	-
	At Lower Of cost and Fair Value		
		61,000,000	34,300,000
07	CURRENT ASSETS & LOANS AND ADVANCES		
	a) Sundry debtors		
	Outstanding less than six months and considered good	572,879,286	421,556,424
	Outstanding for more than six months and considered good	2,484,914	33,059,304
		575,364,200	454,615,728
	b) Cash in hand, at Bank and In Transit		
	Cash in Hand	299,422	471,536
	Cash at Bank - in current Account :		
i)	Balances with scheduled bank in current account	58,699,137	47,053,782
ii)	Balances With Foreign Bank		
	Compass Bank	7,960,243	
	(Maximum Balance during the period Rs.51,270,135 Previous year Rs.42929580)	-	42,929,580
	Standard chartered Bank	1,026,881	78,989
	(Maximum Balance during the period Rs.71,626,257) Previous year Rs.27,685,998)		
	TOTAL	67,985,683	90,533,887
	c) LOANS AND ADVANCES		
	Recoverable in cash or kind or for value to be received	43,266,118	28,219,741
	Security deposits	20,587,812	19,397,259
	Staff Advance	1,422,736	38,000
	Minimum Alternate Tax	76,767,546	37,067,546
	TOTAL	142,044,212	84,722,546
08	CURRENT LIABILITIES & PROVISIONS		
	i) Salary and consultancy charges payable	1,503,078	-
	ii) Trade creditors	20,415,053	61,096,137
	iii) Outstanding Liabilities	34,981,364	22,683,912
	iii) Advance from Customers	273,581	798,755
	iv) Minimum Alternate Tax Payable	39,700,000	22,067,546
	GRAND TOTAL	96,873,076	106,646,350



SCHEDULES TO CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULES TO PROFIT & LOSS ACCOUNT			
Amounts in INR			
SCHEDULE NO.	PARTICULARS	Period ended 31-03-2010	Year ended 31-3-2009
9	EMPLOYEE RELATED & ONSITE DEVELOPMENT CHARGES		
	Directors Remuneration	5,961,225	6,047,000
	Salaries and consultancy charges	120,112,056	86,829,060
	Staff welfare expenses	842,423	367,054
	Company Contribution to EPF	4,605,244	2,821,172
	Gratuity	2,262,184	761,502
	Leave Encashment	1,518,546	1,097,617
	Onsite Development Expenses	652,536,389	469,844,683
	TOTAL	787,838,067	567,768,088
10	GENERAL AND ADMINISTRATIVE EXPENSES		
	Rent	5,460,974	4,976,324
	Communication expenses	1,285,982	844,047
	Repairs and maintenance	1,469,612	860,142
	Travelling and conveyance exp	17,176,765	11,007,320
	Printing and stationery	3,096,436	1,472,591
	Security Charges	541,395	465,560
	Rates and Taxes	908,197	1,474,175
	Insurance	637,165	2,570,613
	Other Admn and Miscellaneous Expenses	18,013,230	1,869,680
	Power, Fuel & water Charges	2,183,486	1,651,286
	Audit Fee	790,200	505,900
	Audit Certification Expenses	551,500	
	TOTAL	52,114,942	27,697,638
11	SELLING AND MARKETING EXPENSES		
	Advertisement & Publicity Expenses	126,056	52,661
	Business Promotion & US Office Operation Expenses	85,912,700	30,828,085
	Software,Hardware and Facility Hiring Chrges-Overseas	1,757,095	2,470,242
	TOTAL	87,795,851	33,350,988
12	FINANCIAL EXPENSES		
	Interest On Term Loan	40,260,747	41,242,522
	Other Interest	59,579,018	41,052,699
	TOTAL	99,839,765	82,295,221



SCHEDULES TO CONSOLIDATED FINANCIAL STATEMENTS

SCHEDULE NO.13

Schedule to the Consolidated Financial Statements for the year ended March 31, 2010.

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

The consolidated financial statements have been prepared on the basis of historical cost convention and recognize income and expenditure on accrual basis unless otherwise stated. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21, "Consolidated Financial Statements".

The financial statements of Acropetal technologies Limited – the parent company and Vision Info, Inc. UAE have been combined on a line-by-line basis by adding together book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and transactions and resulting unrealized gain / loss. The consolidated financial statements are prepared by applying uniform accounting policies in use at the group.

2. Use of Estimates:

The presentation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that may affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and the reported amount of incomes and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

3. Fixed Assets

Fixed Assets are stated at cost less depreciation including taxes, freight and other incidental expenses incurred in relation to acquisition and installation until the Fixed Assets are ready for use. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the reporting date.

4. Depreciation on Fixed Assets

Depreciation on fixed assets has been provided on written down value method, at rates and in the manner specified in the Schedule XIV to the Companies Act, 1956.

5. Revenue Recognition

The revenue is recognised on the basis of accrual and based on appropriate stage of completion of projects. The expenses are recognised on accrual basis unless otherwise stated.

6. Investments

Trade Investments are the Investments made to enhance the Group's business Interest. Investments are classified as current and long term based on the Management's Intention at the time of purchase. Current investments are stated at lower of cost and fair value; Long term investments are stated at cost less provisions for permanent diminution in value, if any.



SCHEDULES TO CONSOLIDATED FINANCIAL STATEMENTS

7. Foreign Currency Transactions

- a. Gain or loss on foreign exchange transactions relating to the acquisitions of fixed assets are at the rate prevailing on the date of transaction and adjusted to the cost of such fixed assets.
- b. All foreign currency assets and liabilities outstanding are translated into the functional currency at exchange rates in effect at the Balance Sheet date.
- c. Exchange gains or losses on foreign exchange transactions other than those relating to assets are recognized in profit and loss account under respective heads of accounts.
- d. The functional currency of Acropetal Technologies Limited is Indian Rupee and the functional currency of Vision Info, Inc. is United States Dollar (USD). The translation of financial statements of the foreign subsidiary from the functional currency of the foreign subsidiary to the functional currency of the Company for Balance Sheet accounts using the exchange rate in effect at the Balance Sheet date and for revenue expenses and cash-flow items using a monthly average exchange rate for the respective periods and the resulting difference is presented as foreign currency translation reserve included in "Reserve and Surplus".

8. Retirement Benefits

Provision for Gratuity is made on the basis of Actuarial valuation at the end of every year and charged to profit and loss account.

9. Leasehold premises are being amortized over the period of lease.

B. NOTES ON ACCOUNTS

1. AS-15(Revised)

The company has adequately provided for all retirement benefits based on actuarial valuation.

2. AS-19 Accounting for leases:

The company is operating its unit taken under various operating leases, which are not non-cancelable and are renewable by mutual consent on mutually agreeable terms. The rent of Rs.5,103,939/- (Previous year - Rs. 4,976,324/-) made by the company is recognized in the statement of Profit and loss account paid under general and administrative expenses.

3. AS-20 Earnings per Share:

As required by AS-20 the company/group has calculated its earnings per share. As it is the first year of consolidation EPS for the previous year of the group represents Parent Company only.

		For the year ended 31.03.2010	Previous year
1	Net Profit for the year (INR)	357,140,780	189,185,086
2	Weighted Average number of Equity Shares outstanding - for Basic Earning Per Share	18745205	18,000,000
3	Weighted Average number of Equity Shares outstanding - for Diluted Earning Per Share	20000000	20,000,000
4	Basic Earnings Per Share (INR)	19.05	10.51
5	Diluted Earnings Per Share (INR)	17.86	9.46



SCHEDULES TO CONSOLIDATED FINANCIAL STATEMENTS

4. AS-22 Accounting For Taxes On Income:

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income and reversal of timing differences of earlier years. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available.

5. Secured Loan (Term loan) from State Bank of Travancore is against Hypothecation of Office Building and other movable assets. Secured Loan (Working Capital) from State bank of Travancore and Axis Bank are against Hypothecation of Book Debts on pari – passu basis. Secured Loan (Term Loan) from Axis Bank (AB) is against hypothecation of the proposed Tech Park on Hosur road and specific assets. All these loans have additional inter-se second charge ceded among the both SBT and AB and also carry personal guarantees of the Promoter directors.

Secured Loan (Term loan) from United Bank of India is secured against the specific asset funded and additionally collateral owned by Mr. D Ravikumar and carries his personal guarantee as well.

6. Unsecured Loan in Vision Info Inc obtained from UPS Capital Business Credit was supported by guarantee issued by the Export Import Bank of the United States (Ex-Im) and corporate guarantee of Acropetal Technologies Ltd., In addition the loan also carry personal guarantee of Mr. Ravikumar.

7. Contingent Liabilities not provided for
Corporate Guarantee in favor of
UPS Capital Business Credit for the loan
availed by Vision Info Inc.
(Previous Year – Rs.156,059,587)

Rs.110,537,843

Bills discounted with SBI Global Factors Ltd.

Rs.82,902,064

8. Estimated amount of contracts to be executed on capital accounts, not provided for Rs.1,850,000 (Previous year – Rs.8,000,000)

9. Auditors Remuneration - Rs.738,700/- Plus Service Tax (Previous year Rs.475,000)

10. Previous year's figures have been regrouped and rearranged wherever necessary.

11. Related Party disclosure:

a) Name of Related Party and Description of Relationship:

Description of relationship	Name of Related party
Wholly Owned Subsidiary Company	Vision Info Inc.
Associate concern in which company has investment in less than 50% stake	Binary Spectrum Softech Pvt. Ltd.
Enterprise where key Management Personnel interested as Director	Kinfotech Pvt. Ltd.,
Key Management Personnel	Mr. D Ravikumar (Managing Director) Dr. Malini Reddy (Director till 31 Jan 2010)



SCHEDULES TO CONSOLIDATED FINANCIAL STATEMENTS

b) Summary of Transactions with related parties:

1. Key Management Personnel	2009-10	2008-09
Mr. D. Ravikumar, - Salary-Rs.	3,953,400	3,604,800
Dr. Malini Reddy, - Salary -Rs.	2,007,825	2,404,800
Office Rent- Rs.	3,256,056	3,231,024
	9,217,281	9,240,624

2. Investments		
Binary Spectrum Softech Pvt. Ltd.		
Investment Rs.	51,000,000	34,300,000

12. Segment Revenue: (2009-10)

INR

Business Segment	Engineering Design Service	Information Technology Service	Health Care	Total	
Income	731,194,878	746,583,591	37,701,863	1,521,968,198	
Expenditure	425,354,023	332,156,270	15,245,289	772,758,007	
Allocated Expenses	86,841,744	97,761,368	3,032,504	187,635,616	
Segmental Operating Income	218,999,111	316,665,953	19,424,070	561,574,575	
Unallocable expenses				204,264,353	
Operating Income				357,310,222	
Other Income				(2,519,310)	
Net Profit before taxes				354,790,912	
Income Taxes				(2,349,868)	
Net Profit After Taxes				357,140,780	
	United States	Middle East	Europe	Asia	Total
Income	977,681,059	138,185,925	168,300,917	237,800,297	1,521,968,198
Expenditure	513,860,722	82,911,555	82,218,621	93,767,109	772,758,007
Allocated Expenses	129,413,354	20,017,532	18,435,374	19,769,356	187,635,616
Segment Income	334,406,983	35,256,838	67,646,922	124,263,832	561,574,575
Unallocable expenses					204,264,353
Operating Income					357,310,222
Other Income					(2,519,310)
Net Profit before Taxes					354,790,912
Income Taxes					(2,349,868)
Net Profit after Taxes					357,140,780

As the assets of the Company are used interchangeably between the segments as also the liabilities contracted are not ascertainable to any specific segment, reporting of Segmental Assets is not considered feasible



SCHEDULES TO CONSOLIDATED FINANCIAL STATEMENTS

Segment Revenue: (Previous Year) INR

Business Segment	Engineering Design Service		Information Technology Service	Total
	United States	Middle East	Europe	
Income	349,573,885		621,464,684	971,038,569
Expenditure	205,950,632		366,134,456	572,085,088
Allocated Expenses	33,364,731		59,315,077	92,679,808
Segmental Operating Income	110,258,522		196,015,150	306,273,673
Unallocable expenses				126,150,569
Operating Income				180,123,104
Other Income				27,369,164
Net Profit before taxes				207,492,268
Income Taxes				18,307,181
Net Profit After Taxes				189,185,087
Geographic segment	United States	Middle East	Europe	Total
Income	553,491,984	349,573,885	67,972,700	971,038,569
Expenditure	326,088,500	205,950,632	40,045,956	572,085,088
Allocated Expenses	52,827,491	33,364,731	6,487,587	92,679,808
Segment Income	174,575,993	110,258,522	21,439,157	306,273,673
Unallocable expenses				126,150,570
Operating Income				180,123,103
Other Income				27,369,164
Net Profit before Taxes				207,492,267
Income Taxes				183,07,181
Net Profit after Taxes				189,185,086

As the assets of the Company are used interchangeably between the segments as also the liabilities contracted are not ascertainable to any specific segment, reporting of Segmental Assets is not considered feasible



Additional Information Pursuant to the Provisions of Part IV of Schedule VI of the Companies Act, 1956, Balance Sheet Abstract & Company Business Profile.	
I. Registration Details	
Registration Number	28944
State Code Number	8
Balance Sheet Date	31 st March, 2010
II. Capital Raised During the Year (Amount in Rs. Lakhs)	
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	1300
Private Placement	200
III. Position of Mobilisation and Deployment of Funds (Amounts In Rs . Lakhs)	
Total Liabilities	19,306
Total Assets	19,306
Sources of Funds	
Paid-up Capital	2,500
Reserves and Surplus	8,149
Secured Loans	7,760
Unsecured Loans	1,105
Application of Funds	
Net Fixed Assets	11,496
Investments	610
Net Current Assets	7,200
Miscellaneous Expenditure	
IV. Performance of Company (Amount in Rs.Lakhs)	
Turnover	15,220
Other Income	(25)
Total Expenditure	11,647
Profit/Loss Before Tax + (-)	3,548
Profit/Loss After Tax + (-)	3,571
Earnings Per Share in Rs.	19.05
Dividend Rate %	
V. Generic Names of Three Principal Products/Services of Company (as per Item Code No. (ITC Code))	
Product Description	: Software
for and on behalf of the Board of Directors	
D. Ravikumar Managing Director	R.J.Kamath Director
Place : Bangalore.	
Date: 18.06.2010	



STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

Statement pursuant to Section 212 of the Companies Act, 1956 relating to Subsidiary Companies for the year ending 31.03.2010.

Name of Subsidiary Company	Financial Year ending of the Subsidiary Company	No. of Shares held and Face Value	Extent of Holding	For Financial year of the Subsidiary (31.03.2010)		For the previous Financial years since it became a Subsidiary (31.03.2009)	
				Profit/Losses so far it concerns the members of the holding Company and not dealt with the books of accounts of the holding Company (except to the extent dealt within col.6)	Profit/Losses so far it concerns the members of the holding Company and not dealt within the books of accounts of the holding Company	Profit/Losses so far it concerns the members of the holding Company and not dealt with the books of accounts of the holding Company (except to the extent dealt within col.6)	Profit/Losses so far it concerns the members of the holding Company and not dealt within the books of accounts of the holding Company
Vision Info Inc.	31.03.2010	10 shares of 1000 Arab Emirates Dhiraams Each Fully Paid	100 %	NIL	NIL	NIL	NIL

As per our report of even date attached

For K.Gopalakrishnan & Co.
Chartered Accountants.

K. Gopalakrishnan
Proprietor

D. Ravikumar
Managing Director

R.J. Kamath
Director

Place: Bangalore
Date: 18th June 2010.



ACROPETAL TECHNOLOGIES LIMITED

Regd. Office: #2/10, Ajay Plaza, N. S. Palya , Bannerghatta Road, Bangalore-560076.

ATTENDANCE SLIP

I hereby record my presence at the Ninth Annual General Meeting of the Company held on Monday, September 27,2010 at 4.00 p.m. at the Registered Office of the Company at # 2/10, 3rd Floor, Ajay Plaza, 1st Main, N. S. Palya, Bannerghatta Road, Bangalore – 560 076.

Name of the Attending Shareholder/Proxy (in block letters) _____

Folio No. _____ No. of Shares held _____

Signature of the Shareholder/Proxy

Note: Shareholders/proxy holders are requested to bring the attendance slips with them duly completed when they come to the meeting and hand them over at the gate affixing their signature on them.

ACROPETAL TECHNOLOGIES LIMITED

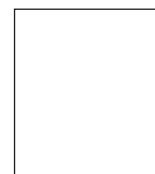
Regd. Office: #2/10, Ajay Plaza, N. S. Palya , Bannerghatta Road, Bangalore-560076.

PROXY FORM

I/We _____ of _____ being a member /members of ACROPETAL TECHNOLOGIES LIMITED hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 9th Annual General Meeting of the Company to be held on Monday, September 27,2010 at 4.00 p.m. at the Registered Office of the Company at # 2/10, 3rd Floor, Ajay Plaza, 1st Main, N. S. Palya, Bannerghatta Road, Bangalore – 560 076 and at any adjournment thereof .

Signed on this _____ day of _____ 2010.

Affix Revenue Stamp of Re.1/-



Signature of the Shareholder /Proxy

Note: The Proxy must be deposited at the Registered Office of the Company # 2/10, 3rd Floor, Ajay Plaza, 1st Main, N. S. Palya, Bannerghatta Road, Bangalore – 560 076 not less than 48 hours before the time for holding the meeting.



IF UNDELIVERED, PLEASE RETURN TO:
ACROPETAL TECHNOLOGIES LTD.,
2 /10 AJAY PLAZA,1ST MAIN
N.S PLAYA, BANNERGHATTA ROAD,
BANGALORE 560076
INDIA

TEL: 91- 80-408 70707
FAX: 91-80-26789453
e-mail: info@acropetal.com
www.acropetal.com