Auditors' Report

AUDITORS' REPORT TO THE MEMBERS OF TAKE SOLUTIONS LIMITED

1. We have audited the attached Balance Sheet of TAKE Solutions Limited ('the company) as at 31st March 2011 and the Profit & Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

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

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

b) In our opinion, proper books of account, as required by law have been kept by the Company so far as appears from our examination of those books.

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

d) In our opinion, the Balance Sheet, the Profit & Loss Account & the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956;

e) On the basis of written representation received from the directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of Section 274 (1)(g) of the Companies Act 1956.

f) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, Profit and Loss Account & Cash Flow Statement read with Schedules and Notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(i) in the case of the Balance Sheet of the Company, of the State of affairs of the Company as at 31st March 2011;

(ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and

(iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Sundar Srini & Sridhar
Chartered Accountants
Firm Registration No. 004201S

S. Sridhar
Partner
Membership No. 25504

Place : Chennai
Date : May 27, 2011

Annexure to the Auditors' Report:

THE ANNEXURE REFERRED TO IN THE AUDITORS' REPORT TO THE MEMBERS OF TAKE SOLUTIONS LIMITED (THE COMPANY) FOR THE YEAR ENDED MARCH 31, 2011. WE REPORT THAT:

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

   b) The assets have been physically verified by the management at periodic intervals, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies have been noticed on such verification.

   c) The Company has not disposed off substantial part of its fixed assets, which will affect the going concern status of the Company.

2. a) The Stock of traded goods of the Company has been physically verified at periodic intervals during the year by the management. In our opinion, the frequency of such verification is adequate.

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

   c) In our opinion, the company has maintained proper records of inventory .The discrepancies noticed between the physical stocks as verified and the book records were not material and have been properly dealt with in the books of account.

3. a) During the year, the Company has not given any loans, secured or unsecured to companies, firms and other parties covered in the register maintained under Section 301 of the Act. At the year end, the amount outstanding against the loans granted to two body coporates aggregated to Rs. 233.86 millions. The maximum balance outstanding during the year was Rs. 233.86 millions.

   (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interests of the Company.

   (c) In the case of loan granted of Rs. 7.61 Mn to the body corporate listed in the register maintained under Section 301 of the Act, the terms of arrangement do not stipulate any repayment schedule and the loan is repayable on demand along with the interest due. In the case of loan granted of Rs. 226.25 Mn to the other body corporate listed in the register maintained underSection 301 of the Act, the terms of arrangement stipulate repayment schedule, however, the due date for repayment of principal along with interest due has not fallen during the financial year. Accordingly, paragraph 4(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.

   (d) There are no overdue amounts and hence the provisions of sub-clause (d) of clause 4(iii) of CARO are not applicable to the Company.

   (e) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Therefore, the provisions of sub-clauses (e), (f) and (g) of clause 4(iii) of CARO are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of audit, no major weakness has been noticed in the internal control system.

5. a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

   b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in 5(a) above and exceeding the value of Rs.5 lakhs with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public. Accordingly, paragraph 4(vi) of the Order is not applicable.

7. The Company has adequate internal audit system, commensurate with the size and nature of the business.

8. Maintenance of cost records has not been prescribed for the Company by the Central Government under section 209(1) (d) of the Companies Act 1956 for any of the services rendered by the Company. Accordingly, paragraph 4(viii) of the Order is not applicable.

9. a) According to the information and explanations given to us and on the basis of our examination of the records of the company, amounts deducted /accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Investor Education and Protection Fund and Excise duty.

   b) Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.

   c) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Cess and other material statutory dues were in arrears as at March 31, 2011 for the period of more than six months from the day they became payable.

d) According to the information and explanations given to us, there are no dues of Sales Tax, Wealth Tax, Service Tax, Customs duty and Cess, which have not been deposited with the appropriate authorities on account of any dispute except Income Tax which is given below:

Demand from Income tax authorities for payment of additional tax of Rs. 99.58 lacs (net of amount paid to statutory authorities to the extent of Rs. 80.81 lacs) has been received upon completion of their tax review for the assessment year 2006-07. Also, Demand for payment of additional tax of Rs. 179.18 lacs has been received upon completion of their tax review for the assessment year 2007-08. Similarly, demand for payment of additional tax of Rs.186.67 lacs has been received upon completion of tax review for the assessment year 2008-09. For all the above mentioned Assessment Years, the matter is pending before the Commissioner of Income tax (Appeals), Chennai.

10. The Financial statements of the Company as on 31st March 2011 do not show any accumulated losses. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediate preceding financial year. Accordingly, paragraph 4(x) of the Order is not applicable.

11. According to the records of the Company examined by us and the information and explanations given to us by the management, the Company has not defaulted in repayment of dues with respect to loans taken from any financial institutions and banks as at Balance Sheet date.

12. Based on our examination and according to the information and explanations given to us, the company has not granted loans and advances based on security by way of pledge of shares, debentures and other securities. Accordingly, paragraph 4(xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund/ nidhi/ mutual benefit fund/society/. Accordingly, paragraph 4(xiii) of the Order is not applicable.

14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, paragraph 4(xiv) of the Order is not applicable.

15. According to the information and explanations given to us, the Company has given corporate guarantee for loans taken by its subsidiaries from banks to the tune of Rs. 1,196 Millions and the terms and conditions whereof are not prejudicial to the interest of the company.

16. The company has taken term loan from bank and has applied the same for the purpose for which the Loan was taken.

17. On the basis of our examination of the Balance Sheet of the Company and according to the information and explanations given to us, in our opinion, funds raised on short-term basis have not been used for long-term investment and vice versa.

18. The company has not allotted any shares on preferential basis to Companies / firms / parties covered in the Register maintained under section 301 of the Companies Act, 1956. Accordingly paragraph 4(xviii) of the Order is not applicable.

19. The company has not issued any secured debentures. Accordingly paragraph 4(xix) of the Order is not applicable.

20. The Company has not raised any money by public issues during the year. Accordingly, paragraph 4(xx) of the Order is not applicable.

21. 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 Sundar Srini & Sridhar
Chartered Accountants
Firm Registration No. 004201S

S. Sridhar
Partner
Membership No. 25504

Place : Chennai
Date : May 27, 2011

Standalone Balance Sheet

Standalone Balance Sheet as at

(Amount in Rs. '000)

PARTICULARS	SCHEDULE	31.03.2011	31.03.2010
Sources of Funds			
Shareholders Funds			
Share Capital	1	120,000	120,000
Reserves and Surplus	2	2,572,756	2,454,477
Loan Funds			
Secured Loans	3	334,025	251,946
Unsecured Loans		160,000	-
Deferred Tax Liability		31,970	34,586
Total		**3,218,751**	**2,861,009**
Application of Funds			
Fixed Assets	4		
Gross Block		74,107	86,141
Less: Depreciation		39,874	33,963
Net Block		**34,233**	**52,178**
Capitalised Software Product Costs	5	81,760	81,111
Investments	6	1,356,408	1,303,854
Current Assets, Loans and Advances	7	2,181,508	1,718,876
Current Liabilities and Provisions	8	435,158	295,010
Net Current Assets		**1,746,350**	**1,423,866**
Total		**3,218,751**	**2,861,009**
Significant Accounting Policies & Notes on Accounts	12	-	-

The Schedules referred to above form an integral part of financial statements

"As per our report of even date"

For Sundar Srini & Sridhar
Chartered Accountants

S.Sridhar
Partner
Membership No: 25504

Place : Chennai
Date: May 27, 2011

For and on behalf of the Board of Directors

S. Sridharan
Managing Director

D.V. Ravi
Director

P. Srinivasan
Company Secretary

Standalone Profit and Loss Account

Standalone Profit and Loss Account for the year ended

(Amount in Rs. '000 except per share data)

PARTICULARS	SCHEDULE	31.03.2011	31.03.2010
Income			
Revenues from Operations		452,490	496,961
Other Income	9	184,137	85,743
		636,627	**555,704**
Expenses			
Employee Cost	10	95,566	98,537
Operation & Other Expenses	11	176,820	212,049
		272,386	**310,586**
Profit before Interest, Amortisation, Depreciation & Tax		**364,241**	**245,118**
Interest		40,370	35,524
Profit before Amortisation, Depreciation & Tax		**323,871**	**209,594**
Product Development expenses written off		44,040	49,889
Profit before Depreciation & Tax		**279,831**	**159,705**
Depreciation		11,778	11,400
Profit before Tax		**268,053**	**148,305**
Provision for Taxation			
- Current Tax		36,969	36,101
- Deferred Tax Charge/(Credit)		(2,615)	(2,570)
- Short/(Excess) Provision of Tax		-	(29)
Profit After Tax		**233,699**	**114,803**
Balance brought forward from Previous year - Profit		**442,913**	**414,096**
Profit available for appropriations		**676,612**	**528,899**
Appropriations:			
Proposed Equity Dividend		119,635	24,000
Preference Dividend		–	91
Dividend Distribution Tax		20,329	4,176
General Reserve		23,370	8,610
Capital Redemption Reserve		–	49,109
Balance carried to Balance Sheet		**513,278**	**442,913**
Earnings per Share			
Equity Shares of par value Re. 1/- each			
Basic EPS (in Rs.)		1.95	0.96
Diluted EPS (in Rs.)		1.94	0.95
Significant Accouting Policies & Notes on Accounts	12		

The Schedules referred to above form an integral part of financial statements

"As per our report of even date"

For Sundar Srini & Sridhar
Chartered Accountants

S.Sridhar
Partner
Membership No: 25504

Place : Chennai
Date: May 27, 2011

For and on behalf of the Board of Directors

S. Sridharan
Managing Director

D.V. Ravi
Director

P. Srinivasan
Company Secretary

Standalone Cash Flow Statement

Standalone Cash Flow Statement for the year ended

(Amount in Rs. '000)

PARTICULARS	31.03.2011	31.03.2010
A) CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/ (LOSS) BEFORE TAX	268,,053	148,305
Adjustments for		
Depreciation	11,778	11,400
Interest Expenses	40,370	35,524
Dividend Income	(1,275)	(17,604)
Interest Income	(63,240)	(62,448)
(Profit)/Loss on Sale of Fixed Assets	(257)	(58)
(Profit)/Loss on Sale of Investments	-	(2,387)
Provision for Gratuity, Compensated absences & Other benefits	1,801	508
Foreign Exchange Adjustments- Loss/ (Gain)	18,706	38,591
Product Development Expenses written off	44,040	49,889
Bad Debts Written off	84	3,767
Impairment	500	-
Operating Profit before working Capital Changes	**320,560**	**205,487**
(Increase)/Decrease in Current Assets other than cash & cash equivalents	(473,751)	(395,294)
Increase/ (Decrease) in Current Liabilities	14,081	13,354
Cash flow from/ (used in) Operations	**(139,110)**	**(176,453)**
Interest-Working Capital Loans	(10,195)	(17,281)
Direct Taxes paid	(4,160)	(14,800)
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	**(153,465)**	**(208,534)**
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets - Net	6,440	(11,853)
Product Development Expenses	(44,689)	(34,543)
Investment in Equity Shares in Subsidiary Companies	(5,142)	-
Dividend Income	1,275	17,604
Interest Income	63,240	62,448
Investment - Others	-	(803)
Sale of Investments	-	92,943
NET CASH (USED IN) INVESTING ACTIVITIES	**21,124**	**125,796**
C) CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Preference Share Capital	-	(49,109)
Proceeds from Long term Borrowings	-	224,413
Proceeds from Short term borrowings	160,000	-
Net Proceeds from Working Capital Demand Loans	102,060	(107,360)
Repayment of Long term Borrowings	(19,981)	(376)
Dividends Paid	(24,480)	(24,343)
Interest- Long Term Loans	(30,175)	(18,245)
NET CASH FLOW FROM / (USED) IN FINANCING ACTIVITIES	**1,87,424**	**24,980**
Net Increase/(Decrease) in Cash & Cash equivalents	55,083	(57,758)
Add: Cash and Cash equivalent as at the beginning of the year	38,134	95,892
Cash & Cash equivalent as at the end of the year	93,217	38,134

The above Cash Flow Statement forms an integral part of Financial Statements.

"As per our report of even date"
For Sundar Srini & Sridhar
Chartered Accountants
S.Sridhar
Partner
Membership No: 25504

Place : Chennai
Date: May 27, 2011

For and on behalf of the Board of Directors

S. Sridharan
Managing Director

D.V. Ravi
Director

P. Srinivasan
Company Secretary

Schedules to Standalone Balance Sheet

Schedules to and forming part of Standalone Balance Sheet as at

(Amount in Rs. '000)

PARTICULARS	31.03.2011	31.03.2010
Schedule 1		
Share Capital		
Authorised Share Capital		
350,000,000 equity shares of Re.1/- each & 15,000,000 preference shares of Rs.10/- each	500,000	500,000
(350,000,000 equity shares of Re.1/- each & 15,000,000 preference shares of Rs.10/- each)		
	500,000	**500,000**
Issued, Subscribed and Paid up Share Capital		
Equity Share Capital		
122,400,000 equity shares of Re.1/- each fully paid up (122,400,000 equity shares of Re.1/- each fully paid up)	122,400	122,400
(Of the above 70,856,250 equity shares of Re.1/- each (Previous Year 70,856,250 equity shares of Re.1/- each) are held by the Holding Company TAKE Solutions Pte. Ltd. Singapore)		
(Of the above 17,772,920 equity share of Re.1/- each (Previous Year 17,772,920 equity shares of Re.1/- each) allotted as fully paid -up by way of bonus shares during the Financial Year 2005-06)		
(Of the above 12,082,000 equity shares of Re.1/- each (Previous Year 12,082,000 equity shares of Re.1/-each) were issued as fully paid up shares consequent to the merger of erstwhile Millennium Infocomm Limited to the Shareholders of erstwhile Millennium Infocomm Limited during the financial year 2003-04)		
Less: Shares issued and lying with ESOP Trust (Refer Note No.2.2 of Schedule 11)	2,400	2,400
Adjusted Issued and Subscribed Capital	120,000	120,000
	120,000	**120,000**

Schedules to Standalone Balance Sheet

Schedules to and forming part of Standalone Balance Sheet as at

(Amount in Rs. '000)

PARTICULARS	31.03.2011	31.03.2010
Schedule 2		
Reserves and Surplus		
Capital Reserve	36,246	36,246
	36,246	**36,246**
Capital Redemption Reserve		
Opening Balance	49,109	49,109
Add: Transfer from Profit and Loss Account		
	49,109	**49,109**
Securities Premium Account		
Balance at the beginning of the year	2,130,692	2,130,692
Received during the year	-	-
	2,130,692	2,130,692
Less: Premium on shares issued and lying with ESOP Trust (Refer Note No.2.2 of Schedule 11)	175,560	175,560
	1,955,132	**1,955,132**
Hedging Reserve		
At the Commencement of the year	(64,353)	(163,430)
Movement During the year	24,759	99,077
Net (Debit)/ Credit Balance	**(39,594)**	**(64,353)**
Stock Option Outstanding Account	4,442	4,442
Less: Deferred employee compensation expense	(2,878)	(2,663)
	1,564	**1,779**
General Reserve		
Opening Balance	33,651	25,041
Add: Transfer from Profit and Loss Account	23,370	8,610
	57,021	**33,651**
Profit & Loss Account		
Balance as per Account annexed	513,278	442,913
	513,278	**442,913**
	2,572,756	**2,454,477**
Schedule 3		
Secured Loans		
External Commercial Borrowings	204,776	224,413
(Refer Note No. 2.7 of Schedule 11)		
Working Capital Demand Loans	129,249	27,189
(Secured against Stock & Book debts)		-
Hire Purchase Loans	-	344
From Banks		
(Secured against Car)		
	334,025	**251,946**

Schedules to Standalone Balance Sheet

Schedule 4

Fixed Assets

(Amount in Rs. 000's)

Particulars	Gross Block				Depreciation Block				Net Block	
	Balance as at 01.04.2010	Additions during the year	Delections during the year	Balance as at 31.03.2011	Balance as at 01.04.201	For the year	On Deletions	As at 31.03.2011	As at 31.03.2010	As at 31.03.2011
Cars	1,970	-	625	1,345	650	150	406	394	1,320	951
Computers	29,787	-	6,377	23,410	15,656	4,078	3,464	16,270	14,131	7,140
Furnitures & Fixtures	3,339	-	268	3,071	871	209	72	1,008	2,468	2,063
Computer Software & Licenses	45,106	64	4,878	40,292	15,477	7,056	1,900	20,633	29,629	19,659
Office Equipments	5,939	132	82	5,989	1,309	285	25	1,569	4,630	4,420
Total	**86,141**	**196**	**12,230**	**74,107**	**33,963**	**11,778**	**5,867**	**39,874**	**52,178**	**34,233**
Previous Year	**74,805**	**12,186**	**850**	**86,141**	**23,139**	**11,400**	**576**	**33,963**	**51,666**	**52,178**

Schedules to Standalone Balance Sheet

Schedules to and forming part of Standalone Balance Sheet as at

(Amount in Rs. '000)

PARTICULARS		31.03.2011	31.03.2010
Schedule 5			
Capitalised Software Product costs			
Opening Balance		81,111	96,457
Add: Cost Capitalised During the Year		44,689	34,543
		125,800	**131,000**
Less: Amortised during the Year		44,040	49,889
		81,760	**81,111**
Schedule 6			
A.Investments-Long Term (At Cost)			
Unquoted Shares (fully paid equity shares)			
Investment in Subsidiary Companies			
APA Engineering Private Ltd. (Formerly known as Autopartsasia Private Ltd) 30,128 (30,128) Equity shares of Rs 10/- each		34,921	34,921
TAKE Solutions Inc, USA 11,400,000 (11,400,000) Equity shares of US $ 1 each		501,132	501,132
CMNK Consultancy & Services Pvt.Ltd 5,000,000 (5,000,000) equity shares of Rs.10/- each		499,100	499,100
Towell Take Investments LLC, Muscat 507,909 (76,500) Equity Shares of Omani Riyal 1 each		60,807	8,602
TAKE Solutions Global Holdings Pte Ltd (Formerly known as Tropical Sunshine Technologies Pte Ltd) 10,000 (Nil) Equity Shares of Singapore Dollar 1 each		349	-
Investment in Partnership Firm			
Take Solutions Global LLP Partner's Contribution		99	99
		1,096,408	**1,043,854**
	A		
B.Current Investments			
Non - Trade Investments - quoted (valued at lower of cost or market value) 9.00 % (9.00%) Secured, Redeemable Non-Convertible Debentures of Shriram Transport Finance Company Limited		260,000	260,000
		260,000	**260,000**
	B		
		1,356,408	**1,303,854**
	A + B		
Market Value of Quoted Investments		**260,000**	**260,000**
Schedule 7			
Current Assets, Loans and Advances			
Current Assets			
Inventories		606	823
Sundry Debtors-Unsecured & Considered Good			
Debts due for more than Six months		29,482	9,870
Other Debts		107,897	33,701
		137,379	43,571
Cash and Bank Balances			
Cash on Hand		52	116
Balances with Scheduled Banks			
in Current Accounts*		82,165	13,018
in Fixed Deposits		11,000	25,000

Schedules to Standalone Profit and Loss Account

Schedules to Standalone Profit and Loss Account for the year ended

(Amount in Rs. '000)

PARTICULARS	31.03.2011	31.03.2010
Loans and Advances (Unsecured -Considered good)		
a) Advances and Loans to subsidiaries	1,533,966	1,411,359
b) Advances and Loans (including Share of Profit) to partnership firm in which the company is a partner	181,979	12,102
c) Advances recoverable in cash or in kind or for value to be received	228,906	202,170
d) Deposits	5,455	10,717
	2,181,508	**1,718,876**
[*Balances with scheduled banks in current account include the balance of ESOP trust of Rs.489 (Rs. 723)]		
Maximum Balances during the year with Non - scheduled Bank		
Bank of America, USA	-	494
Schedule 8		
Current Liablilities and Provisions		
Sundry Creditors - due to other than micro and small & medium enterprises *	70,977	58,652
Unclaimed Dividend	246	141
Other Liabilities #	41,772	66,677
Deferred Revenue	2,754	1,458
* Includes a sum of Rs. 15,496 due to subsidiary		
# Includes a sum of Rs. 2,179 due to subsidiaries		
Provisions		
Provision For Taxation	169,901	132,932
Provision For Expenses	500	-
Provision for Employee Benefits	9,044	6,990
Provision for Equity Dividend	119,635	24,000
Provision for Dividend Distribution Tax	20,329	4,160
	435,158	**295,010**
Schedule 9		
Other Income		
Other Income		
Dividend Income	1,275	17,604
Interest Income (Tax Deducted at source)	63,240	62,448
Profit/(Loss) on Sale of Fixed Assets - Net	257	58
Profit on Sale of Investments	-	2,387
Share of Profit from LLP	117,849	2,820
Miscellaneous Income	1,516	426
	184,137	**85,743**
Schedule 10		
Employee Cost		
Salaries & Allowance	84,338	84,546
Staff Welfare	5,210	9,048
Contribution to PF & Other Funds	3,028	3,989
Other Employee Benefits	2,990	954
	95,566	**98,537**

Schedules to Standalone Profit and Loss Account

Schedules to Standalone Profit and Loss Account for the year ended

(Amount in Rs. '000)

PARTICULARS	31.03.2011	31.03.2010
Schedule 11		
Operation & Other Expenses		
Audit Fees	1,250	974
Bad Debts	84	3,767
Bank Charges	214	1,621
Books & Periodicals	65	27
Charity (CSR)	1,255	1,350
Conveyance	933	1,197
Communication Expenses	3,450	5,469
Computer Expenses	405	239
Domestic Travel - Director	808	819
Domestic Travel - Others	3,020	4,687
Electricity Charges	6,780	5,242
Foreign Exchange Fluc. Loss (Net)	18,706	38,591
Foreign Travel - Director	2,380	2,512
Foreign Travel - Others	8,597	7,803
Insurance	821	837
Marketing Expenses	16,200	14,187
Meeting & Conference	849	303
Office Expenses	1,184	101
Postage, Telegrams & Courier	768	761
Printing & Stationery	2,292	1,531
Professional Charges	23,975	45,199
Rent, Rates & Taxes	13,559	15,211
Repair & Maintenance	3,627	5,358
Security Charges	382	418
Subscription Charges	268	260
IT Infrastructure & Support Services	53,959	44,359
Software & Consultancy Expenses	10,989	9,226
Total	**176,820**	**212,049**

Notes to Standalone Accounts for the year ended 31st March, 2011

SCHEDULE 12 :

1. **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

AS-1: Disclosure of Accounting Policies

Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied by the Company and are consistent with those used during the previous year.

Use of Estimates

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in future, actual results ultimately may differ from the estimates. Any revision to accounting estimates is recognised prospectively in future periods.

AS-2: Valuation of Inventories

Inventories are valued at the lower of cost measured on Weighted Average basis or net realisable value. Cost includes, purchase price and all other costs like duties & taxes incurred in bringing the inventories to the present location.

AS-3: Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated. The Cash flow statement forms part of the financial Statements.

AS-4: Contingencies and events occurring after the Balance Sheet date

a) Contingencies occurring after balance sheet date – Nil

b) Events occurring after Balance Sheet Date: - Nil

AS-5: Net Profit or Loss for the period, prior period items and changes in accounting policies

(a) Net profit for the year:

All items of income and expenses in the year are included in the determination of net profit for the year, unless specifically mentioned elsewhere in the financial statements or is required by an Accounting Standard.

(b) Prior period items Nil

(c) Accounting policies:

There are no significant changes in the accounting policies of the Company from that of the previous year.

(d) Accounting Estimates:

There are no significant changes in the accounting estimates of the Company from that of the previous year.

AS-6: Depreciation Accounting

Fixed assets are depreciated on Straight Line Method (SLM) at the rates and in the manner prescribed under Schedule XIV to the Companies Act, 1956. For the assets acquired during the year, depreciation has been charged on pro-rata basis.

AS-7: Accounting for Construction Contracts

The above Standard is not applicable to the Company, as it is not engaged in the business of construction.

AS-8: Accounting for Research and Development

This standard has been withdrawn with effect from 1-4-2003 consequent to the introduction of Accounting Standard AS-26 on Accounting for Intangible Assets.

AS-9: Revenue Recognition

1. **Software & Consultancy Revenue**

The Contracts between the Company and its customers are either time and material contracts or fixed price contracts.

a) Revenue from fixed-price contracts is recognised according to the milestones achieved as specified in the contracts on the Proportionate Completion Method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the year in which such changes are identified.

b) In respect of time and material contract, revenue is recognized in the year in which the services are provided. Unbilled revenue represents cost and earnings in excess of billings while deferred revenue represents the billing in excess of cost and earnings.

c) Revenue from product sale and licensing arrangements are recognized on delivery and installation.

2. Sale of IT Infrastructure and Support Services:

Income from sale of IT Infrastructure is recognized upon completion of sale. Income from Support Services is recognized upon rendering of the services. Income from maintenance contracts relating to the year is recognized when the contracts are entered into on a time proportionate basis.

3. Other Incomes

(a) Interest income is recognized using time proportion method based on rates implicit in the transaction.

(b) Dividend income is recognized when the company's right to receive dividend is established.

(c) Miscellaneous income is recognized on accrual basis.

AS-10: Accounting for Fixed Assets

Fixed Assets are stated at cost, less accumulated depreciation. Fixed assets are capitalised at acquisition cost, which comprises of freight, installation cost, duties, taxes, and other directly attributable cost of bringing the assets to its working condition for the intended use.

AS-11: Accounting for effects in foreign exchange rates

a) Conversion - All monetary items denominated in foreign currency are reflected at the closing exchange rates prevailing on the Balance Sheet date; the resultant exchange differences are recognized in the profit and loss account. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

b) Initial Recognition - Income and Expenditure items involving foreign exchange are translated at the exchange rate prevailing on the dates of transaction.

c) Exchange Differences - Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Profit & Loss Account for the year.

d) Foreign Operations – The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the Company itself.

AS-12: Accounting for Government Grants

For the above accounting year, the above Standard is not applicable.

AS-13: Accounting for Investments

a) Long-term investments are carried at cost. Cost comprises of transfer fee, stamp paper, brokerage etc. Cost of investments in overseas subsidiaries comprises the consideration paid for the investment translated in rupee terms. Any decline in the value of the long-term investments, other than a temporary decline, is recognized and charged to the Profit & Loss Account.

b) Current Investments are carried at the lower of cost (determined on the specific identification basis) and fair value. The comparison of cost and fair value is carried out separately in respect of each investment.

c) Profit or loss on sale of investments is determined on specific identification basis.

d) Investments made during the year:

(i) Investments in Subsidiary:

During the year, the company has invested Rs. 348,785 [10,000 Equity Shares of Sing $ one each] representing 100% stake in TAKE Solutions Global Holdings Pte. Ltd., Singapore.

Additional Investment made in Towell TAKE Investments LLC amounting to Rs. 4,792,980 [39,219 Equity Shares of OMR one each] and Rs. 47,411,640 [392,190 Equity Shares of OMR one each] against Share Application Money remitted in the Previous Year(s).

e) Divestments - Nil

AS 14: Accounting for Amalgamation

During the year, no amalgamation has taken place.

AS-15: Accounting for Retirement benefits

a. Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which the services are rendered by the employee.

b. Gratuity

Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary.

c. Leave Encashment

Provision for leave encashment benefits is made based on the actuarial valuation as at the Balance Sheet Date.

Notes to Standalone Accounts for the year ended 31st March, 2011

The Following table sets out status of the gratuity plan as required under AS 15 (Revised) **(Amount in Rs)**

I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]	**31/03/2011**	**31/03/2010**
Discount Rate	8.00%	8.00%
Salary escalation rate	6.00%	6.00%
Attrition rate	1.00%	1.00%
Expected rate of return on Plan Assets	0.00%	0.00%
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO) - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
PVO as at the beginning of the period	**4,941,302**	**4,715,183**
Interest Cost	380,624	369,509
Current service cost	2,343,480	1,627,255
Past service cost - (non vested benefits)	0	0
Past service cost - (vested benefits)	2,354,852	0
Benefits paid	(366,994)	(192,639)
Actuarial loss/(gain) on obligation (balancing figure)	(2,537,080)	(1,578,006)
PVO as at the end of the period	**7,116,184**	**4,941,302**
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
Fair value of plan assets as at the beginning of the period	0	0
Expected return on plan asset	0	0
Contributions	366,994	192,639
Benefits paid	(366,994)	(192,639)
Actuarial gain/(loss) on plan assets [balancing figure]	0	0
Fair value of plan assets as at the end of the period	**0**	**0**
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	0	0
Actuarial gain (loss) on plan assets	0	0
Actual return on plan assets	0	0
V. ACTUARIAL GAIN / LOSS RECOGNIZED		
Acturial gain / (loss) for the period - Obligation	2,537,080	1,578,006
Actuarial gain / (loss) for the period- Plan Assets	0	0
Total (gain) / loss for the period	(2,537,080)	(1,578,006)
Actuarial (gain) / loss recognized in the period	(2,537,080)	(1,578,006)
Unrecognized actuarial (gain) / loss at the end of the year	0	0
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	7,116,184	4,941,302
Fair value of plan assets	0	0
Difference	7,116,184	4,941,302
Unrecognised transitional liabilty	0	0
Unrecognised past service cost - non vested benefits	0	0
Liability recognized in the balance sheet	**7,116,184**	**4,941,302**

Notes to Standalone Accounts for the year ended 31st March, 2011

VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:	31/03/2011	31/03/2010
Current service cost	2,343,480	1,627,255
Interest Cost	380,624	369,509
Expected return on plan assets	0	0
Net actuarial (gain)/loss recognised in the year	(2,537,080)	(1,578,006)
Transitional Liability recognised in the year	0	0
Past service cost - non-vested benefits	0	0
Past service cost - vested benefits	2,354,852	0
Expenses recognized in the statement of profit and loss	**2,541,876**	**418,758**
VIII. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability	4,941,302	4,715,183
Expense as above	2,541,876	418,758
Contribution paid	(366,994)	(192,639)
Closing net liability	**7,116,184**	**4,941,302**
IX. AMOUNT FOR THE CURRENT PERIOD		
Present Value of obligation	7,116,184	4,941,302
Plan Assets	0	0
Surplus (Deficit)	(7,116,184)	(4,941,302)
Experience adjustments on plan liabilities -(loss)/gain	2,537,080	1,578,006
Experience adjustments on plan assets -(loss)/gain	**0**	**0**
X. MAJOR CATEGORIES OF PLAN ASSETS (AS PERCENTAGE OF TOTAL PLAN ASSETS)		
Government of India Securities	0.00%	0.00%
State Government Securities	0.00%	0.00%
High Quality Corporate Bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Special Deposit Scheme	0.00%	0.00%
Funds managed by Insurer	0.00%	0.00%
Others (to specify)	0.00%	0.00%
Total	0.00%	0.00%
XI. ENTERPRISE'S BEST ESTIMATE OF CONTRIBUTION DURING NEXT YEAR	0	0

Notes to Standalone Accounts for the year ended 31st March, 2011

The Following table sets out status of the Leave Encashment as required under AS 15 (Revised) **(Amount in Rs)**

I. PRINCIPAL ACTUARIAL ASSUMPTIONS [Expressed as weighted averages]	**31/03/2011**	**31/03/2010**
Discount Rate	8.00%	8.00%
Salary escalation rate	6.00%	6.00%
Attrition rate	1.00%	1.00%
Expected rate of return on Plan Assets	0.00%	0.00%
II. CHANGES IN THE PRESENT VALUE OF THE OBLIGATION (PVO) - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
PVO as at the beginning of the period	**2,049,072**	**2,024,034**
Interest Cost	124,486	146,251
Current service cost	508,413	553,253
Past service cost - (non vested benefits)	0	0
Past service cost - (vested benefits)	0	0
Benefits paid	(985,983)	(391,785)
Actuarial loss/(gain) on obligation (balancing figure)	231,338	(282,681)
PVO as at the end of the period	**1,927,326**	**2,049,072**
III. CHANGES IN THE FAIR VALUE OF PLAN ASSETS - RECONCILIATION OF OPENING AND CLOSING BALANCES:		
Fair value of plan assets as at the beginning of the period	**0**	**0**
Expected return on plan asset	0	0
Contributions	985,983	391,785
Benefits paid	(366,994)	(192,639)
Actuarial gain/(loss) on plan assets [balancing figure]	0	0
Fair value of plan assets as at the end of the period	**0**	**0**
IV. ACTUAL RETURN ON PLAN ASSETS		
Expected return on plan assets	0	0
Actuarial gain (loss) on plan assets	0	0
Actual return on plan assets	0	0
V. ACTUARIAL GAIN / LOSS RECOGNIZED		
Acturial gain / (loss) for the period - Obligation	(231,338)	282,681
Actuarial gain / (loss) for the period- Plan Assets	0	0
Total (gain) / loss for the period	231,338	(282,681)
Actuarial (gain) / loss recognized in the period	231,338	(282,681)
Unrecognized actuarial (gain) / loss at the end of the year	0	0
VI. AMOUNTS RECOGNISED IN THE BALANCE SHEET AND RELATED ANALYSES		
Present value of the obligation	1,927,326	2,049,072
Fair value of plan assets	0	0
Difference	1,927,326	2,049,072
Unrecognised transitional liabilty	0	0
Unrecognised past service cost - non vested benefits	0	0
Liability recognized in the balance sheet	**1,927,326**	**2,049,072**

Notes to Standalone Accounts for the year ended 31st March, 2011

VII. EXPENSES RECOGNISED IN THE STATEMENT OF PROFIT AND LOSS:	31/03/2011	31/03/2010
Current service cost	508,413	553,253
Interest Cost	124,486	146,251
Expected return on plan assets	0	0
Net actuarial (gain)/loss recognised in the year	231,338	(282,681)
Transitional Liability recognised in the year	0	0
Past service cost - non-vested benefits	0	0
Past service cost - vested benefits	0	0
Expenses recognized in the statement of profit and loss	**864,237**	**416,823**
VIII. MOVEMENTS IN THE LIABILITY RECOGNIZED IN THE BALANCE SHEET		
Opening net liability	2,049,072	2,024,034
Expense as above	864,237	416,823
Contribution paid	(985,983)	(391,785)
Closing net liability	**1,927,326**	**2,049,072**
IX. AMOUNT FOR THE CURRENT PERIOD		
Present Value of obligation	1,927,326	2,049,072
Plan Assets	0	0
Surplus (Deficit)	1,927,326	2,049,072
Experience adjustments on plan liabilities -(loss)/gain	(231,338)	(282,681)
Experience adjustments on plan assets -(loss)/gain	**0**	**0**
X. MAJOR CATEGORIES OF PLAN ASSETS (AS PERCENTAGE OF TOTAL PLAN ASSETS)		
Government of India Securities	0.00%	0.00%
State Government Securities	0.00%	0.00%
High Quality Corporate Bonds	0.00%	0.00%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Special Deposit Scheme	0.00%	0.00%
Funds managed by Insurer	0.00%	0.00%
Others (to specify)	0.00%	0.00%
Total	0.00%	0.00%
XI. ENTERPRISE'S BEST ESTIMATE OF CONTRIBUTION DURING NEXT YEAR	0	0

Notes to Standalone Accounts for the year ended 31st March, 2011

AS-16: Borrowing Cost

Borrowing Cost on qualifying asset is commenced for capitalisation when the expenditure on Qualifying asset and borrowing cost are incurred. Further capitalisation ceases, when all activities necessary for making assets ready for intended use are substantially complete. For the year ended March 31, 2011, no borrowing cost has been capitalised.

AS-17: Segment Reporting

The company has identified Business Segment as its Primary segment and Geographic segment as its Secondary segment. The company has identified Software Products & Consultancy Services and Sale of IT Infrastructure and Support Services as the reportable business segment of the company for the year. Geographical segment information is disclosed based on the location of customers.

Revenues and Expenses that are directly identifiable with the Segments have been disclosed accordingly. Certain Income and Expenses which are not specifically allocable to individual segments have been disclosed as "Unallocated Corporate Income" and "Unallocated Corporate Expenses" respectively.

The assets of the company are used interchangeably between segments and the management believes that it is currently not practical to provide segment disclosures relating to total assets and liabilities since a meaningful segregation is not possible.

PRIMARY SEGMENT INFORMATION (Business Segment)

Amount in Rs '000s

	Business Segments			
Particulars	**Software Products & Consultancy Services**	**Sale of IT Infrastructure & Support Services**	**Others**	**Total**
REVENUE	**384,565**	**67,925**		**452,490**
	(422,676)	(47,285)		(469,961)
Segment Result	**171,088**	**13,966**		**185,054**
	(168,691)	(2,926)		(171,617)
Unallocated Corporate				**184,137**
				(85,743)
				(146,384)
Unallocated Corporate				
Expenses				**60,768**
				(73,531)
Interest Expenses				**40,370**
				(35,524)
Tax Expenses				**34,354**
				(33,502)
Net Profit after Tax Expense				**233,699**
				(114,803)

SECONDARY SEGMENT INFORMATION
(Geographic Segment)

Amount in Rs '000s

Revenues	**For the year ended March 31, 2011**	**For the year ended March 31, 2010**
India	**316,785**	326,842
USA	**118,985**	132,225
Rest of the World	**16,720**	10,894

Notes to Standalone Accounts for the year ended 31st March, 2011

AS-18: Related Party Disclosure

Related Party Disclosures for the year ended 31st March 2011

List of Related parties

Holding Company

TAKE Solutions Pte. Limited, Singapore

Subsidiaries (held directly)

1. APA Engineering Private Limited, India
2. TOWELL-TAKE Investments LLC, Muscat
3. TAKE Solutions Inc., USA
4. CMNK Consultancy & Services Private Limited, India
5. TAKE Solutions Global Holdings Pte. Ltd., Singapore (Added during the year)

Subsidiaries (held indirectly)

6. RPC Power India Private Limited, India (by virtue of control over composition of Board of Directors)
7. TOWELL-TAKE Solutions LLC, Muscat
8. TAKE Solutions MEA Limited, Dubai
9. Mirnah Technology Systems Limited, Saudi Arabia
10. Applied Clinical Intelligence, LLC, USA
11. Clear Orbit Inc, USA (Merged with TAKE Solutions Inc., USA w.e.f 30-Sep-10)
12. TAKE Solutions GMBH, Switzerland (Divested w.e.f 22-Feb-11)
13. TAKE Enterprise Services Inc, USA
14. TAKE Intellectual Properties Management Inc, USA
15. CMNK Services Private Limited, India (Divested w.e.f 10-Feb-11)
16. TAKE Solutions Information Systems Pte. Ltd., Singapore (Added during the year)
17. CMNK Computer Systems Pte. Ltd., Singapore (Added during the year)
18. TAKE Global Ltd., UK (Added during the year)
19. WCI Consulting Group Ltd., UK (Added during the year)
20. WCI Consulting Ltd., UK (Added during the year)
21. WCI Consulting Ltd., USA (Added during the year)

Partner in Partnership Firm

1. TAKE Solutions Global LLP, India.

Key Management Personnel

1. Mr. S. Sridharan, Managing Director
2. Mr. Srinivasan H.R., Vice Chairman & Non - Executive Director
3. Mr. D.V. Ravi, Non - Executive Director
4. Mr. Ram Yeleswarapu, Non - Executive Director
5. Mr. Bala Latupalli, Non - Executive Director

Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have taken place during the year

1. Aakanksha Management Consultancy & Holdings Private Limited, India
2. Shriram Capital Limitted, India

Other Related Party

1. TAKE Solutions Limited ESOP Trust- the trust is effectively controlled by the company.
2. WJ. Towell & Co, LLC, Muscat – Joint Venture Partner.

Notes to Standalone Accounts for the year ended 31st March, 2011

Transactions with Related Parties

(Amount in Rs.'000)

Particulars	**Subsidiaries**	**Partner in Partnership Firm – TAKE Solutions Global LLP**	**Key Management Personnel**	**Enterprises controlled by Key management Personnel & their relatives**	**Other Related Parties**
Revenue	**131,373**			**305**	**2941**
	(137,890)			(21)	(206)
Interest Income	**38,590**				
	(34,469)				
Dividend Income	**1,205**				
	(Nil)				
Sale of Fixed Assets		**5,873**			
		(Nil)			
Rent – Expenditure				**24**	
				(24)	
Share of Profit		**117,849**			
		(2820)			
Cost of LS – Licenses & AMC	**6,947**				
	(4,735)				
Managerial Remuneration			**5,487**		
			(5,870)		
Remuneration (Non Executive Directors)			**2,800**		
			(4,800)		
Commission (Independent Directors)			**1,800**		
			(1,500)		
Receivable from		**714**			
Debtors	**81,521**				Nil
	(14,437)	(Nil)			(200)
Payable to Creditors	**15,496**				
	(8,544)				
Loans/Advances		**52,027**			-
Given	**140,771**				
	(381,203)	(9283)			
Loans/Advances – Received	**47,412**				
	(Nil)				
Balance Receivable	**1,523,832**	**181,979**			
	(1,411,360)	(12101)			
Balance payable	**2,179**				
	(2,323)				

Dividend paid to Holding Company Rs.13,978 (Rs.14,424) (Rs. In '000s)

Notes to Standalone Accounts for the year ended 31st March, 2011

AS-19: Leases **(Amt in Rs. '000s)**

The Company has acquired assets under hire purchase.

a) Finance Charge recognized in the Profit & Loss Account – Rs. 12/- (Rs. 38)

AS – 20 Earnings Per Share

Basic Earnings Per Share and Diluted Earnings Per Share are calculated by dividing the Net Profit After Tax for the year attributable to the Equity Shareholders by the Weighted Average number of Equity Shares outstanding during the year. As per the guidance note issued in January 2005 on Accounting for Employee Share Based Payments by the Institute of Chartered Accountants of India, 2,400,000 (2,400,000) weighted average number of shares held by the TAKE Solutions ESOP trust have been reduced from the equity shares outstanding for computing basic and diluted earnings per share for the year ended March 31, 2011.

Particulars	For the Year ended 31.03.2011	For the Year ended 31.03.2010
Basic	**Equivalent No.of Shares**	**Equivalent No.of Shares**
1. Opening No. of Shares	120,000,000	120,000,000
2. Closing No. of Shares	120,000,000	120,000,000
3. Weighted Average No. of Shares	120,000,000	120,000,000
4. Profit Available for Equity Share Holders (Rs.' 000)	233,699	114,697
5. EPS (in Rs.)	1.95	0.96
6. Nominal Value of share (in Rs.)	1.00	1.00

Particulars	For the Year ended 31.03.2011	For the Year ended 31.03.2010
Diluted	**Equivalent No.of Shares**	**Equivalent No.of Shares**
1. Weighted Average No. of Potential Equity Shares	120,312,750	120,295,200
2. Profit Available for Potential Equity Share Holders (Rs.'000)	233,699	114,697
3. EPS (in Rs.)	1.94	0.95
4. Nominal Value of share (in Rs.)	1.00	1.00

AS-21: Consolidated Financial Statements

Consolidated Financial statements have been prepared separately in compliance with AS-21 for the Year ended 31.03.2011.

(Amt in Rs. '000s)

AS-22: Accounting for taxes on income:

a) Current Tax:

Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961. Provision for Taxation is Rs. 36,969 (Rs. 36,101)

b) Deferred Tax Provision:

Deferred Tax is recognised on timing differences being the difference between the taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognised only if there is a reasonable certainty of their realization.

Particulars	As at 31.03.2011	As at 31.03.2010
Components of Deferred Tax Liability / (Asset)		
Depreciation	8,377	10,542
Product Development Expenditure	27,160	27,570
Employee Benefits	(3,004)	(2,376)
Share Issue Expenses	(562)	(1,150)
Net Deferred Tax Liability (Asset)	**31,971**	**34,586**

The deferred tax credited to Profit and Loss Account is Rs. 2,615/- (Rs. 2,570)

AS-23: Accounting for investments in associates:

There are no investments in associates during the year.

AS-24: Discontinuing operations

The Company has not discontinued any operations during the year.

AS-25: Interim Financial Reporting

For the above accounting year, the above Standard is not applicable.

AS-26: Intangible Assets

Software Product Development Cost:

Internally developed software products are valued based on costs directly attributable to the development of such software and allocated indirect cost and they are capitalised individually once their technical feasibility is established in accordance with the requirements of Accounting Standard 26, 'Intangible Asset'.

Expenses incurred during research phase till the establishment of commercial feasibility is charged off to Profit and Loss Account.

Products capitalised are being amortized over a period of three years from the launch date and the unamortised product costs as at Balance Sheet date are shown under Assets separately.

AS-27: Financial reporting of interests in joint ventures

The Company has not entered into any joint venture agreement during the year.

Notes to Standalone Accounts for the year ended 31st March, 2011

AS-28: Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If such an indication exists, the company eliminates the recoverable amount of the asset. For an asset that does not generate independent cash flows, the recoverable amount is determined for the cash–generating unit to which the asset belongs. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying out, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized 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. An impairment loss is reversed only to the extent that the carrying amount of the asset does not exceed the net book value that would have been determined if no impairment had been recognized. During the year ended March 31, 2011, a sum of Rs. 500,000 has been provided for impairment.

AS-29: Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when an enterprise has a present obligation as a result of past event; 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 best 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 best estimates.

Contingent Liabilities:

a) Corporate Guarantee given by the Company to its direct and indirect subsidiaries –APA Engineering Private Limited as at 31.03.2011 (Rs. In 000's)– Rs. 20,000 /- (Rs. 20,000/-) & TAKE Global Ltd, UK as at 31.03.2011 - Rs. 976,057 (Rs. Nil)

b) Corporate Guarantee given by the Company to Limited Liability Partnership – TAKE Solutions Global LLP as at 31.03.2011 (Rs. In 000's)– Rs. 215,000 /- (Rs. Nil)

c) Outstanding Bank Guarantee as at 31.03.2011 is Rs. Nil (Rs. 14,000) (Rs. In 000's)

d) On May 23, 2008 the company has received an order for the assessment year 2003-04 from Income Tax Appellate Tribunal (ITAT) disallowing the software product expenses claimed by the company as revenue expenditure and instead allowing the same as a capital expenditure with consequential depreciation and thereby reducing the benefit of carrying forward of losses by Rs. 159.14 lacs to the subsequent assessment years. However, no demand has been raised for the said assessment year. The company has filed an appeal with the Honorable High Court of Tamil Nadu against the order of ITAT.

   The management believes that the ultimate outcome of the proceeding will not have a material adverse effect on the company's financial position and results of operation and hence, no adjustment has been made to the financial statements for the year ended March 31, 2011.

e) Demand from Income tax authorities for payment of additional tax of Rs. 99.58 lacs (net of amount paid to statutory authorities to the extent of Rs. 80.81 lacs) has been received upon completion of their tax review for the assessment year 2006-07. Also, Demand for payment of additional tax of Rs. 179.18 lacs has been received upon completion of their tax review for the assessment year 2007-08. Similarly, demand for payment of additional tax of Rs. 186.67 lacs has been received upon completion of their tax review for the assessment year 2008-09.The tax demand is mainly on account of disallowance of software product development expenses claimed by the company as revenue expenditure and instead allowing the same as a capital expenditure with consequential depreciation. The matter is pending before the Commissioner of Income tax (Appeals), Chennai. The company is contesting the demand and the management including its tax advisors believe that its position is likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of the proceeding will not have a material adverse effect on the company's financial position and results of operation.

AS-30: Financial Instruments: Recognition and Measurement

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The company designates this hedging instrument as "cash flow hedge" applying the recognition and measurement principles set out in Accounting Standard 30.

Hedging instrument is initially measured at fair value and is re-measured at subsequent reporting dates. Changes in the fair value of this derivative that is designated as an effective hedge of future cash flows is recognized directly in shareholders' funds as Hedging Reserve and reclassified into Profit & Loss Account upon the occurrence of hedged transactions. The ineffective portion is recognized immediately in profit and loss account as and when they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholders' funds is transferred to profit and loss account for the period. The Loss transferred to profit and Loss Account for the year ended March 31, 2011 is Rs. 18,530 (Rs. 26,254) (Rs. in'000s).

Others

a) **Employee Stock Options**

The company measures the compensation cost relating to employee stock options using the intrinsic value method. The compensation cost is amortized over vesting period of the option.

Pursuant to Clause 5.3 (f) of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) guidelines, 1999 and para 10 of Employees Stock Option Scheme – 2007 of the company, Remuneration & Compensation Committee is authorised to make a fair and reasonable adjustment to the number of options and to the exercise price in respect of options granted to the employees under the plan in the case of Corporate actions such as right issue, bonus issue, merger, etc. The shareholders have in their meeting held on 22.08.2008 approved sub-division of face value of each equity share of Rs. 10/- into 10 equity shares of Re. 1/- each. Accordingly, the number of maximum options that can be issued under Employees Stock Option Scheme 2007 has been increased to 2,400,000 (2.4 Million){originally 240,000 (0.24 Million) and the exercise price has been reduced in case of Series I to Rs. 73.00 and Series II to Rs. 73.00 per equity share of Re. 1/- each.

On 10.12.2007, the company established Employees Stock Option Scheme – 2007 (ESOS – 2007 or scheme). Under the scheme, the company is authorized to issue up to 2,400,000 (originally 240,000) equity settled options of Re. 1/- each (originally Rs. 10/- each) to employees (including employees of the subsidiary company). Remuneration & Compensation Committee has been constituted by the Board of Directors of the company to administer the Scheme.

		ESOS – 2007	
		Series – I	Series – II
1.	Grant Price – Rs.	73.00	73.00
2.	Grant Date	02.04.2008	26.05.2008
3.	Vesting commences on	01.04.2009	25.05.2009
4.	Vesting Schedule	30% of grant on 01.04.2009, subsequent 30% of grant on 01.04.2010 and balance 40% of grant on 01.04.2011	30% of grant on 25.05.2009, subsequent 30% of grant on25.05.2010 and balance 40%of grant on25.05.2011
5.	Option Granted and outstanding at the beginning of the year	274,000	710,000
6.	Option granted d uring the year	Nil	Nil
7.	Option lapsed and / or withdrawn during period	65,250	397,500
8.	Option exercised during the year against which shares were allotted	-	-
9.	Option granted and outstanding at the end of the year of which		
	– Options vested	125,250	83,500
	– Options yet to vest	187,500	125,000

2. **Disclosures required under the Companies Act, 1956**

a) **Share Capital:**

As per the Guidance Note on Accounting for Employee Share–based payments issued by the Institute of Chartered Accountants of India, shares allotted to Trust but not transferred to employees is required to be reduced from Share Capital and Reserves. Out of the 2,400,000 equity shares allotted to the trust, no shares have been transferred to employees' upto 31st March 2011. Accordingly, the Company has reduced the Share Capital by the amount of face value of the equity shares issued to the Trust but not transferred to employees and Share Premium by the amount of Share Premium on such shares.

b) **Remuneration to directors:**

(Amount in Rs. '000)

	For the Year ended 31.03.2011	For the Year ended 31.03.2010
Managing Director		
Remuneration (including Company's Contribution to PF)	5,487	5,870
Non-Executive Directors		
Remuneration	2,800	4,800
Independent Directors		
Commission	1,800	1,500
Sitting Fees	640	640

Computation of Net Profit in accordance with Section 198 and with Section 349 of the Companies Act, 1956

(Amount in Rs. '000)

	Year ended March 31, 2011	Year ended March 31, 2010
Profit Before Tax	268,053	148,305
Add: Remuneration paid to Managing Director	5,487	5,870
Add: Directors' Sitting Fees	640	640
Add: Remuneration to Non – Executive Directors	2,800	4,800
Add: Commission to Independent Directors	1,800	1,500
Add: Provision for Doubtful Debts	Nil	Nil
Net Profit for Section 198 of the Companies Act, 1956.	278,780	161,115
11% of the above	30,666	17,723
Eligible Commission to Independent Directors @1% of Net profit	2,788	1,611

The above excludes gratuity and leave encashment payable which cannot be separately identified from the composite amount advised by the actuary.

c) **Quantitative Details:**

The Company is primarily engaged in the business of software products & services. In the case of

Notes to Standalone Accounts for the year ended 31st March, 2011

Software Products & Services the production and sale of such software product and software services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under paragraphs 3, 4C & 4D of Part II of Schedule VI to the Companies Act, 1956.

d) **Value of Imports on CIF basis:** Rs. 1,984/- (Rs. 85) (Rs. in 000's)

e) **Aggregate Expenditure:** **(Amount in Rs. '000)**

Particulars	For the Year Ended 31.03.2011	For the Year Ended 31.03.2010
Salaries & Allowances	107,998	103,080
Contribution to Provident & Other Funds	4,002	5,404
Staff Welfare	7,097	12,015
Other Employee Benefits	3,192	698
Cost of Sales – IT Infrastructure & Support Services	53,959	44,359
Software and Consultancy Expenses	13,131	11,389
Audit Fees	1,250	974
Bad Debts	84	3,767
Bank Charges	214	1,621
Books & Periodicals	65	26
Communication Expenses	5,893	8,239
Conveyance	1,212	1,236
Domestic Travel-Director	1,000	819
Domestic Travel-Others	3,635	5,069
Charity (CSR)	1,255	1,350
Electricity Charges	7,559	5,881
Foreign Exchange Fluctuation Loss/ (Gains) (Net)	18,706	38,591
Foreign Travel-Others	9,315	8,849
Foreign-Travel-Director	2,609	2,512
Insurance - Assets	821	837
Marketing Expenses	16,200	14,187
Meeting & Conference	849	303
Office Expenses	1,184	101
Postage & Telegrams	768	761
Printing & Stationery	2,292	1,531
Professional Charges	29,421	45,199
Rent, Rates and Taxes	16,811	18,702
Repairs & Maintenance	5,901	6,951
Security Charges	382	418
Subscription Charges	269	260
Less: Product development Expenses	(44,688)	(34,543)
Total Expenses	**272,386**	**310,586**

f) **Particulars relating to Foreign Exchange** **(Cash Basis)**

Rs. In'000

Particulars	For the Year Ended 31.03.2011	For the Year Ended 31.03.2010
Foreign Exchange Inflow: (Sales & Services)		
India and Overseas Branch	69,558	203,790
Foreign Exchange Outflow		
Travelling Expenses	4,265	4,350
Other Expenses	1,118	1,198
Purchase	1,984	85
Overseas Branch	Nil	1,350

An amount of Rs. 13,978 (in '000s) was remitted during the year in foreign currencies on account of payment of final dividend for the year 2009 -10.

Notes to Standalone Accounts for the year ended 31st March, 2011

g) During the FY 2009-10, the Company has raised External Commercial Borrowings from Citi Bank N.A to the extent of US $ 2,583,631 and DBS Bank Limited to the extent of US $ 2,400,000 primarily secured against present and future movable fixed assets of the Company and book debts of the Company and also against investments held by the company in its subsidiary, TAKE Solutions Inc., to the extent of 9,575,000 equity shares. Corporate Guarantee has been given by subsidiary company TAKE Solutions Inc as a collateral security.

h) Payment to Auditors: **(Amount in Rs. '000)**

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
For Audit	750.000	650.00
Limited Review Fees	500.00	300.00
For Branch Audit	Nil	24.00
Advisory Service		
a. Taxation		50.00
b. Management Consultancy	-	-
c. Others	158.75	140.00
Total	1408.75	1164.00

i) Due to Micro Small and Medium Enterprises

The management has initiated the process of identifying enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2011 has been made in the financial statements based on information received and available with the Company. The Company has not received any claim for interest from any supplier under the said Act. In the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the aforesaid Act is not expected to be material.

Particulars	For the Year Ended 31.03.2011	For the Year Ended 31.03.2010
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	Nil	Nil

k) Comparative Figures

Corresponding figures for previous year have been regrouped, wherever necessary, to conform to the current year's classification.

For Sundar
Srini & Sridhar
Chartered Accountants

For and on behalf
of the Board of Directors

S. Sridhar
Partner
Membership No: 25504

S. Sridharan
Managing Director

D. V. Ravi
Director

P. Srinivasan
Company Secretary

Place: Chennai
Date: May 27, 2011