



**Twinstar Software
Exports Ltd.**

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**13th Annual Report
2006-2007**

Twinstar Software Exports Ltd.**BOARD OF DIRECTORS**

Mr. D. S. Mehta	Managing Director
Mr. Nirmal Jain	Director
Mr. G. S. Subbiah	Director
Mr. Jagdish Prasad Parish	Nominee Director, IDBI
Mr. Yogesh Wadhwa	Director
Mr. K. S. Mehta	Director

AUDITORS

M/s. N. K. Jalan & Co.
Chartered Accountants
Mumbai

BANKERS

Bank of Baroda

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Unit No. 1, Luthra Ind. Premises,
Andheri - Kurla Road,
Safed Pool, Andheri (E),
Mumbai - 400 072.
Tel. : 2851606, Fax : 28512885

REGISTERED OFFICE

Plot No. EL-178,
TTC MIDC Indl. Area,
Mahape, Navi Mumbai - 400 701.

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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of **TWINSTAR SOFTWARE EXPORTS LIMITED** will be held on Saturday, the 29th day of September, 2007 at 9.00 a.m. at the Registered Office at Plot No. EL-178, TTC MIDC Indl. Area, Mahape, Navi Mumbai - 400 701, to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yogesh Wadhvana, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration

AS SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

RESOLVED THAT the office premises of the Company situated at Plot No. EL-178, TTC MIDC Indl. Area, Mahape, Navi Mumbai - 400701 be sold at a price consideration as may be mutually determined by the Board of Directors and the Purchaser to be in the best interest of the Company.

RESOLVED FURTHER THAT an Agreement be executed in this behalf and be registered.

RESOLVED FURTHER THAT Mr. D.S. Mehta, Managing Director of the Company be and is hereby authorized to register the said Agreement and also to sign and execute all such forms, papers, undertakings, to settle all such questions, doubts that may arise and make such representations before the necessary statutory authorities and to do all such acts, deeds and things as may be necessary for giving effect to the Agreement so executed."

Registered Office:

Plot No. EL-178,
TTC MIDC Indl. Area,
Mahape,
Navi Mumbai - 400 701

For and on behalf of the Board

Managing Director

Date: 20th August 2007

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A form of proxy is attached to this notice. Any member appointing a proxy must do so by sending the duly executed instrument of proxy and deliver it to the Registered Office of the Company not less than 48 hours before the date and time of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2007 to 29th September, 2007 (both days inclusive).
4. Members are requested to bring their copy of Annual Report along with them to the Annual General Meeting.
5. Members are requested to send their queries at least 7 days before the meeting to the Registered Office of the Company so that information required by the Members may be made available at the Meeting.
6. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, with respect to Item No. 4 of the Notice is annexed herewith and forms part of the Notice.

Explanatory statement pursuant to section 173(2) of the Companies Act, 1956:

Item No. 4

It is considered in the best interest of the Company to sell its premises located at Plot No. EL-178, TTC MIDC Indl. Area, Mahape, Navi Mumbai - 400 701 and purchase new premises at Andheri for better administrative and operational convenience and also in the best interest of the business of the Company. However the Company shall maintain the registered office and its current operations at the same premises as was earlier on a rental basis.

The Directors recommend the resolution for approval of the Members. None of the Directors are concerned or interested in the said resolution except to the extent of their shareholding.

Registered Office:

Plot No. EL-178,
TTC MIDC Indl. Area,
Mahape,
Navi Mumbai - 400 701

For and on behalf of the Board

Managing Director

Date: 20th August 2007



REPORT OF THE DIRECTORS

TO THE MEMBERS:

The Directors present herewith their Thirteenth Annual Report and Audited Accounts for the year ended 31st March, 2007.

FINANCIAL RESULTS:

The table given herein below set out salient features pertaining to the working of the Company during the year under review.

(Rupees in Lacs)

Particulars	2006-07	2005-06
Sales and Services	2284.75	123.86
Profit/(Loss) before interest and depreciation	29.87	(32.81)
Less: Financial Expenses	0.27	0.22
Less: Depreciation	14.67	19.20
Net Profit/ (Loss) before Tax	14.92	(52.23)
Net Profit/ (Loss) after Tax	14.63	(52.65)
Add : Deferred tax	0.00	(38.30)
Add: Profit/ (Loss) brought forward	639.31	(548.36)
Add: Short Provision of Income Tax	7.52	0.00
Balance of Profit carried to Balance Sheet	632.20	(639.31)

OPERATIONS AND OVERALL PERFORMANCES:

During the year the total income of the Company is Rs.2284.75 Lakhs against Rs.123.86 Lakhs in the previous year. The Company has been undergoing working financial crunch for last five years and non availability of working capital funds has affected the current business.

DIVIDEND:

With a view to consolidating the financial position, your Directors do not recommend any dividend for the year under review.

TWINSTAR SOFTWARE INC.:

Twinstar Software Inc. is a 100% subsidiary of the Company incorporated under the Laws of California State, USA. The main object of the subsidiary is to work as a marketing window for the Company. It is engaged in marketing the Company's products and services, which in turn will accelerate the Company's growth. Business activities of the subsidiary during the year under review have been sluggish due shortage of working capital.

Pursuant to the provisions of Section 212 of the Companies Act, 1956, financial statements of the subsidiary are annexed hereto.

ACCOUNTING STANDARDS:

The Institute of Chartered Accountants of India has introduced the various Accounting Standards in the year under review, to make the financial statements and disclosures in line with the international accounting practices and disclosures. Most of these "Accounting Standards" are mandatory in nature and the Company has incorporated them in the accounts accordingly.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Industry Structure and Development:

The Company is focusing more on I.T. enabled services with a better Profitable Options. The outsourcing business from US/UK/Australia is increasing and Company is positioning itself well to take the advantage of the opportunities.

**Industry Outlook:**

The Information Technology sector is going to be in demand in long term. Industry dynamics are changing. USA have been a big market as they are looking at cost cutting for their day to day operations which would yield further business to India. Therefore focus on IT enabled services would yield benefits including employment generations and foreign exchange earnings.

Opportunity and Threats:

TSEL has now undertaken a new line of activity i.e. business process outsourcing with its large infrastructure at Navi Mumbai. The presence in international market and relationship with large corporate houses in the world would bring good opportunity especially today when 'outsourcing' is becoming a good solution for large corporate houses in world market.

The overseas labour union resistance may pose threat to profitability.

Future Outlook:

The future prospect of the company is bright despite previous losses. The Company is in process of restructuring and consolidation. The Company has already started making operating profits means no cash losses.

Operational and Financial Performance:

The summarized performance of TSEL was as under:

	(Rs. in Lakhs)	
	2006-2007	2005-06
Sales	2284.75	123.86
EBIDT	29.87	(32.81)

Human Resources and Industrial Relations:

Despite uncertainties prevailing during the year under review on account of sluggish market condition and non-availability of working capital, the management was able to ensure high morale of the employees and medical transcriptionists.

Internal Control System:

The Company has very effective control system covering both accounting and administrative controls. The internal audit carries out audit tests and report on non-compliance / weaknesses if any, through internal audit reports. These reports are review by the Management Committee and subsequently by the Audit Committee of the Board.

DIVIDEND:

With a view to consolidating the financial position, your Directors do not recommend any dividend for the year under review.

DEPOSITS:

The Company has not accepted any deposit from the public during the year under review and, as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS:

Mr. Yogesh Wadhwa, Director retires by rotation and being eligible offers himself for reappointment. Your Directors recommend his re-appointment. During the year under review Mr. Jagdish Parish resigned as Director of the Company on February 13, 2007. The Board records its appreciation for his contribution during his tenure in office.

DIRECTORS' RESPONSIBILITIES STATEMENT:

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

- In preparation of annual accounts for the year ended 31st March, 2007 the Company has followed the applicable accounting standards with proper explanation relating to materials departures, if any ;



- ii) The Directors have selected such accounting policies and applied them consistently and made estimates prudently and reasonably so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2007 and of the profit and loss of the Company for the year under review ;
- iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with applicable provisions of the Companies Act, 1956, for safeguarding the assets of the Company and preventing fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis.

AUDITORS:

M/s. N. K. Jalan, Chartered Accountants, will retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer them for re-appointment. They have furnished a certificate to the effect that the proposed re-appointment, if made, will be accordance with Section 224(1B) of the Companies Act, 1956. The Members are requested to appoint them and authorise the Board to fix their remuneration.

AUDITORS' REMARKS:

The observations made in the Auditors' Report and Notes to Accounts are self-explanatory and, therefore, do not call for any further comments or explanations.

CORPORATE GOVERNANCE:

A separate report on Corporate Governance is produced as part of the Annual Report along with the Auditor's Certificate on it's compliance.

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

Information required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is given in Annexure forming part of this Report.

PERSONNEL:

The Board wishes to place on record its appreciation of all the employees of the Company for their sustained efforts and immense contribution to the performance during the year under review. A climate of harmonious industrial relations prevailed throughout the year.

INFORMATION UNDER SECTION 217 (2A) (PARTICULARS OF EMPLOYEES):

No employee is drawing the remuneration exceeding the specified limit prescribed u/s. 217 (2A) of the Companies Act, 1956 (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the continued assistance and co-operation extended to the Company by Financial Institutions and Banks.

Your Directors also place on record their appreciation of the confidence reposed and continued support extended by the members to the management.

For and on behalf of the Board

Place: Mumbai
Dated: 20th August 2007

(D.S. Mehta) (K.S. Mehta)
Managing Director Director



Twinstar Software Exports Ltd.

ANNEXURE TO THE DIRECTORS' REPORT AS REQUIRED UNDER SECTION 217 (1)(e):

In terms of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988, the relevant information is given below :

(A) CONSERVATION OF ENERGY :

The Company's operations involve low energy consumption. Wherever possible energy conservation measures have been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

(B) TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R & D):

Research and Development continues to be given high priority. The Company plans to expand its product range to meet emerging market needs. The Company also plans to develop methodologies and tools to further improve productivity in addition to carrying out R&D work in certain areas like local software development and IT enabled services.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO :

(Rupees in Lacs)

	Current Year	Previous Year
1. Foreign Exchange Earnings:	Rs. NIL	NIL
2. Foreign Exchange Outgo:	Rs. NIL	NIL

For and on behalf of the Board

Place: Mumbai

Dated: 20th August 2007

(D.S. Mehta)

Managing Director

(K.S. Mehta)

Director

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AUDITOR'S CERTIFICATE

To,

The Members of Twinstar Software Exports Ltd.

We have examined the compliance of conditions of Corporate Governance by Twinstar Software Exports Ltd. for the year ended 31ST March 2007 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the investors Grievance Committee.

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

FOR N. K. JALAN & CO.
CHARTERED ACCOUNTANTS

(N.K. JALAN)
Proprietor

Place: Mumbai

Date: 20th August 2007

**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company aims at attainment of the highest levels of Corporate Governance with transparency and accountability in its actions and operations and to become good corporate citizen.

BOARD OF DIRECTORS:

The Board consists of Mr. D.S. Mehta, Managing Director and Mr. G.S. Subbiah, Non -Executive Promoter Director of the Company.

Mr. K.S. Mehta, Mr. Nirmal Jain and Mr. Yogesh Wadhwa are independent Non-Executive Director

Mr. Jagdish Prasad Parish, Non-Executive independent Nominee Director on behalf of IDBI resigned w.e.f. 13th February 2007

During the year under review, 5 (Five) Board Meeting were held. The dates on which the meetings were held were as follows:-

29th April, 2006, 31st July, 2006, 31st October, 2006, 31st January, 2007 and 13th February, 2007.

The composition of the Board of Directors and attendance of the Directors at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorships in Indian Public Limited Companies are as follows :-

Name of the Director	Category	Designation	Financial Year 2006-2007 Attendance At		
			Board Meetings	Last AGM Director Ships	No. of other
Mr. D. S. Mehta	Promoter / Executive Director	Managing Director	5	Yes	-
Mr. G. S. Subbiah	Independent Non-Executive Director	Non-Executive Director	-	No	-
Mr. K.S. Mehta	Promoter / Non- Executive Director	Director	3	No	-
Mr. Yogesh Wadhwa	Independent Non-Executive Director	Director	3	Yes	1
Mr. Nirmal Jain	Independent Non-Executive Director	Director	-	No	-
*Mr. Jagdish Parish	Independent Non-Executive Director	Nominee Director	2	N.A.	-

* Resigned with effect from 13th February 2007

AUDIT COMMITTEE:

The Company has already constituted an Audit Committee comprises of 3 Non-executive Director.

Mr. Nirmal Jain	Chairman	Independent Director
Mr. Kailash Mehta	Director	Non-Executive Director
Mr. Yogesh Wadhwa	Director	Independent Director

Terms of reference:

Apart from all the matters provided in clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956, the committee reviews reports of the internal Audit Department; meet statutory auditors periodically and discusses their findings, suggestions, internal control systems, scope of audit, observations of the auditors and other related matters and reviews major accounting policies followed by the company.



The Committee meets every quarter when Board meets to finalize quarterly unaudited results. A meeting of the Audit Committee is also held to review the audited financial results of the Company before the said results approved by the Board of Directors.

The Committee has met 4 times during the financial year ended 31st March 2007 on 29th April, 2006, 31st July, 2006, 31st October, 2006 and 31st January, 2007

INVESTORS GRIEVANCE COMMITTEE:

The Company has constituted the committee comprising of Mr. Kailash Mehta and Mr. Nirmal Jain, Non-Executive Directors and Mr. D.S. Mehta, Managing Director.

The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures to improve the level of investor services.

The Committee has been formed to approve the matter relating to transfer of shares, issue of duplicate share certificate, review and redressal of investors' grievances and other allied matters.

The Company meets fortnightly for the approval of the share transfers/issue of duplicate shares/replacements etc.

The total numbers of complaints received and replied to the satisfaction of the shareholders during the year are as follows:-

Description	Received	Replied
Consumer Forum	Nil	Nil
Stock Exchanges	Nil	Nil
SEBI Complaints	Nil	Nil
Legal Notice	Nil	Nil
Miscellaneous	5	5

REMUNERATION POLICY:

The Company's remuneration policy aims at attracting high calibre talent by taking into account the talent market, national and international remuneration trends and the competitive requirements of each of its business. The remuneration of employees largely consists of salary and perquisites. The components of the total remuneration vary for different cadres, and are governed by industry pattern, qualification and experience of the employee, responsibilities and individual performance.

Remuneration to Director:

The remuneration of director in all cases is decided by the Board subject to necessary approval of shareholders and other applicable approvals, if any save and except Mr. D.S. Mehta, Managing Director, no other Director is drawing remuneration.

During the year, Mr. D. S. Mehta, Managing Director has been paid aggregate remuneration of Rs. Nil by way of Salary and Remuneration.

All the Directors except Managing Director are in receipt of sitting fees of Rs. 1000/- per meeting attended by them. This is as per the Articles of Association of the Company.

GENERAL BODY MEETING:

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Location
2005-2006	30.09.2006	09.00 a.m.	Registered Office: Plot No. EL-178, Mahape, Navi Mumbai
2004-2005	21.02.2006	09.00 a.m.	Registered Office: Plot No. EL-178, Mahape, Navi Mumbai
2003-2004	27.12.2004	09.00 a.m.	Registered Office: Plot No. EL-178, Mahape, Navi Mumbai

DISCLOSURES:

Disclosures regarding materially significant related party transactions:

There are no materially significant transactions during the year with the related parties viz. promoters, directors or the management, their subsidiaries or relatives etc. that may have a conflict with the interest of the Company at large.

Disclosure of non-compliance by the Company:

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to Capital Markets for non-compliance by the Company.



Twinstar Software Exports Ltd.

Code of conduct

The company has laid down a "Code of Conduct" for the members of the Board of Directors and the Senior Management. All Board members have affirmed compliance with the code for the year 2007. A declaration to this effect signed by the CEO is given in this report.

MEANS OF COMMUNICATION:

The quarterly and yearly financial results, of the Company, are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement. The Quarterly Results are Normally published in Navshakti and Free Press Journal

GENERAL SHAREHOLDER INFORMATION:**13th Annual General Meeting**

Venue: Plot No. EL-178, TTC MIDC Indl. Area, Mahape, Navi Mumbai: 400 701.

Time : 9.00 a.m.

Date : 29th September, 2007

Financial Calendar (Tentative)

Results for quarter ended 30.06.2007

By end of July 2007

Results for quarter ending 30.09.2007

By end of October 2007

Results for quarter ending 31.12.2007

By end of January 2008

Results for quarter ending 31.03.2008

By end of April 2008

Book Closure:

25th September, 2007 to 29th September, 2007 (both days inclusive).

Dividend Payment Date:

The company has not declared any dividend.

Listing on Stock Exchanges and Stock Codes:

The names and addresses of the stock exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

Sr. No.	Name of the Stock Exchange	Stock Code
1	BSE, Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai : 400 001	31917
2.	Stock Exchange - Ahmedabad, Kamdhenu Complex, Panjara Pole, Ahmedabad - 380 015	61860
3.	Bangalore Stock Exchange Ltd., Stock Exchange Towers, 1st Cross, J.C. Road, Bangalore - 560 027	TSEL

Market Price Data:

High/Low of market price of the Company's equity shares traded on BSE during the last financial year was as follows:

Month	BSE	
	High	Low
April 2006	4.70	3.09
May 2006	4.00	2.76
June 2006	2.98	2.37
July 2006	2.66	2.13
August 2006	2.70	2.16
September 2006	2.35	1.84
October 2006	2.28	1.85
November 2006	2.20	1.77
December 2006	2.53	1.96
January 2007	3.27	2.12
February 2007	3.60	2.67
March 2007	3.59	2.02