

GEOMETRIC LIMITED

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STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31st MARCH, 2009
(Rs. In Million, except per share data)

Sr. No.	Particulars	Quarter Ended		Year Ended	
		Audited	Audited	Audited	Audited
		31-03-2009	31-03-2008	31-03-2009	31-03-2008
1	Net Sales - Software and Services	591.83	457.63	2,303.82	1,723.67
	Total Income	591.83	457.63	2,303.82	1,723.67
2	Expenditure:				
	(a) Personnel Expenses	324.45	274.56	1,309.55	1,114.90
	(b) Travelling Expenses	20.91	32.44	124.66	111.47
	(c) Depreciation	31.02	24.81	96.58	93.20
	(d) Loss / (Gain) on Exchange Difference (Net)	196.20	(2.80)	301.01	(103.42)
	(e) Other Expenses	169.57	97.77	602.08	410.90
	Total Expenditure	742.14	426.78	2,433.88	1,627.05
3	Profit / (Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	(150.31)	30.85	(130.06)	96.62
4	Other Income	23.07	43.65	150.03	185.20
5	Profit / (Loss) before Interest and Exceptional Items (3+4)	(127.24)	74.50	19.97	281.82
6	Interest	2.82	2.57	10.58	14.99
7	Profit / (Loss) after Interest but before Exceptional Items (5-6)	(130.05)	71.93	9.40	266.83
8	Exceptional items	-	-	-	-
9	Profit / (Loss) from Ordinary Activities before tax (7-8)	(130.05)	71.93	9.40	266.83
10	Tax Expense	(44.19)	5.17	3.48	43.39
10a	Tax adjustments in respect of earlier years	-	(8.52)	-	9.26
11	Net Profit / (Loss) from Ordinary Activities after tax (9-10-10a)	(85.86)	58.24	5.92	214.18
12	Prior Period Adjustments		-	16.80	-
12a	Extraordinary Items (net of tax expenses)	274.39	-	407.42	-
13	Net Profit / (Loss) for the period (11+12+12a)	188.53	58.24	430.14	214.18
14	Paid-up Equity Share Capital (Face value Rs. 2/- per Share)	124.23	124.21	124.23	124.21
15	Reserves and Surplus (excluding Revaluation Reserves)			1,751.45	2,001.68
16	Earnings Per Share (Face value Rs. 2/- each)				
	Before Extraordinary Items:				
	-Basic	(1.52)	0.94	0.23	3.45
	-Diluted	(1.52)	0.93	0.23	3.43
	Including Extraordinary Items:				
	- Basic	(5.72)	0.94	(1.83)	3.45
	- Diluted	(5.72)	0.93	(1.83)	3.43
17	Public shareholding:				
	- Number of Equity Shares	39,628,806	42,456,155	39,628,806	42,456,155
	- Percentage of shareholding	63.80	68.36	63.80	68.36
18	Promoter and promoter group shareholdings:				
a)	Pledged / Encumbered:				
	- Number of shares	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter)	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total share capital of the company)	Nil	Nil	Nil	Nil
b)	Non-encumbered:				
	- Number of shares	22,485,544	19,647,405	22,485,544	19,647,405
	- Percentage of shares (as a % of the total shareholding of promoter)	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the company)	36.20	31.64	36.20	31.64

CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2009

(Rs. in Million, except per share data)

Sr. No.	Particulars	Quarter Ended		Year Ended	
		Audited	Audited	Audited	Audited
		31-03-2009	31-03-2008	31-03-2009	31-03-2008
1	Net Sales - Software and Services	1,419.53	1,264.68	5,980.67	4,858.34
	Total Income	1,419.53	1,264.68	5,980.67	4,858.34
2	Expenditure:				
	(a) Personnel Expenses	877.52	839.29	3,834.54	3,275.46
	(b) Travelling Expenses	38.70	62.27	229.46	213.34
	(c) Depreciation	60.62	51.93	209.62	197.62
	(d) Loss / (Gain) on Exchange Difference (Net)	258.74	8.93	483.58	(158.21)
	(e) Other Expenses	359.81	205.63	1,134.94	875.95
	Total Expenditure	1,595.39	1,168.05	5,892.16	4,404.16
3	Profit/(Loss) from Operations before Other Income, Interest and Exceptional Items (1-2)	(175.86)	96.63	88.51	454.18
4	Other Income	4.02	(1.75)	29.36	45.19
5	Profit/(Loss) before Interest and Exceptional Items (3+4)	(171.84)	94.88	117.88	499.37
6	Interest	15.61	8.34	48.19	56.92
7	Profit/(Loss) after Interest but before Exceptional Items (5-6)	(187.45)	86.54	69.69	442.45
8	Exceptional Items	-	-	-	-
9	Profit/(Loss) from Ordinary Activities before tax (7-8)	(187.45)	86.54	69.69	442.45
10	Tax Expense	(23.51)	24.56	40.80	56.81
10a	Tax adjustments in respect of earlier years	-	8.79	-	9.36
11	Net/(Loss) Profit from Ordinary Activities after tax (9-10 -10a)	(163.94)	53.19	28.89	376.28
12	Prior Period Adjustments	(2.26)	-	(12.99)	-
12a	Extraordinary Items (net of tax expense)	14.39	-	147.29	-
13	Net Profit/(Loss) for the period (11+12+12a)	(151.81)	53.19	163.19	376.28
13a	Minority Interest in Net Profit of the Subsidiary Companies	(18.98)	(6.55)	(94.36)	(54.98)
13b	Net Profit/(Loss) after tax, prior period items and minority interest	(170.79)	46.64	68.83	321.30
14	Paid-up Equity Share Capital (Face value Rs. 2/- per Share)	124.23	124.21	124.23	124.21
15	Reserves and Surplus (excluding Revaluation Reserves)			914.03	2,320.55
16	Earnings Per Share (Face value Rs. 2/- each)				
	Before Extraordinary Items:				
	-Basic	(3.12)	0.75	(1.40)	5.18
	-Diluted	(3.12)	0.75	(1.40)	5.14
	Including Extraordinary Items:				
	-Basic	(22.67)	0.75	(18.81)	5.18
	-Diluted	(22.67)	0.75	(18.81)	5.14
Public shareholding:					
Company and Country of Incorporation		% Holding	Audited / Unaudited		
Geometric Technologies, Inc., USA and its Subsidiaries		100%	Audited	Audited	Audited
Geoemtric Asia Pacific. Pte Ltd, Singapore and its Subsidiaries		100%	Audited	Audited	Audited
3D PLM Software Solutions Ltd., India		70%	Audited	Audited	Audited
Geoemtric Americas Inc. , USA		100%	Audited	Audited	Audited

Segment Financial Results (Consolidated)

(Rs. in Million)

	Particulars	Quarter Ended		Year Ended	
		Audited	Audited	Audited	Audited
		31-03-2009	31-03-2008	31-03-2009	31-03-2008
A	Segment Revenue				
	Products	105.13	85.86	417.12	327.42
	Projects	-	1,178.82	-	4,530.92
	Software Services	863.10	-	3,620.04	-
	Engineering Services	451.30	-	1,943.51	-
	Total	1,419.53	1,264.68	5,980.67	4,858.34
	Less : Inter Segment Revenue	-	-	-	-
	Net Revenue from Operations	1,419.53	1,264.68	5,980.67	4,858.34
B	Segment Results				
	Products	11.67	53.37	135.00	140.52
	Projects	-	302.22	-	1,182.33
	Software Services	393.29	-	1,583.65	-
	Engineering Services	112.72	-	398.50	-
	Total Income	517.68	355.59	2,117.15	1,322.85
	Less : (a) Interest	15.61	8.34	48.19	56.92
	(b) Other unallocable expense net of unallocable income	689.52	260.71	1,999.27	823.50
	Profit/(Loss) from Ordinary Activities before Tax	(187.45)	86.54	69.69	442.44
C	Capital Employed				
	(Segment Assets - Segment Liabilities)				
	(See Note 1 below)				
1	Fixed assets and other assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments; hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.				
2	During the year ended March 31, 2009 , Projects Segment has been reclassified and bifurcated into 'Software Services' and 'Engineering Services'.				

Notes:

- 1 The above results of the Company, which have been duly audited by the Statutory Auditors of the Company, were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on August 25, 2009
- 2 Pursuant to the exercise of vested stock options by employees of the Company under various Stock Option Plans, the Company allotted 10,790 equity shares of Rs. 2 each during the year ended March 31, 2009. The Finance Act, 2007 has imposed Fringe Benefit Tax (FBT) on Employee Stock Options Plan (ESOPs). The FBT liability crystallizes on the date of exercise of stock options. On exercise of stock options the FBT has been paid by the Company and subsequently recovered from employees. Consequently, there is no impact on the Profit and Loss Account.
- 3 During the year ended March 31, 2009, the Company has forfeited 350,000 Optionally Convertible Equity Share Warrants issued to the Founder and Vice Chairman on preferential basis. Since the option of conversion of Warrants was not exercised by the due date i.e., June 1, 2008, an amount of Rs. 4.13 Million being 10% of the Optionally Convertible Equity Share Warrant calculated in accordance with the Preferential Issue Guidelines, has been transferred to Securities Premium Account on forfeiture of these Warrants.
- 4 During the year ended March 31, 2009, the Company has sold a part of its immovable property which includes land, building and other movable assets situated at Pune, for a consideration of Rs. 315 Million; the net profit on sale (net of taxes) has been included under Extraordinary Items.
- 5 Information on Investor complaints pursuant to Clause 41 of Listing Agreement for the quarter ended March 31, 2009:

Nature of compliants received	Opening Balance	Additions	Disposals	Closing Balance
Dividend related	Nil	2	2	Nil

6 Matters relating to Subsidiaries:**Geometric Technologies, Inc.**

During the quarter ended March 31, 2009, Geometric Limited purchased additional 1,345 (17.74%) shares in Geometric Technologies, Inc., from Geometric Americas, Inc. (a wholly-owned subsidiary), for a consideration of Rs. 37.74 Million. Consequently, Geometric Technologies, Inc. has become a wholly-owned subsidiary of Geometric Limited.

Geometric Americas, Inc.

During the quarter ended March 31, 2009, Geometric Limited, sold its 100% holding in its wholly-owned subsidiary, Geometric Americas, Inc., to Geometric Technologies, Inc. (a wholly-owned subsidiary), for a consideration of Rs.132.49 Million; the loss on sale of these investments amounting to Rs. 504.34 Million is adjusted against the Investment Reorganisation Reserve created as per the Scheme of Arrangement approved by the Bombay High Court as per the Order dated August 12, 2009.

3D PLM Software Solutions Limited

During the year ended March 31, 2009, Geometric Limited has sold a part of its immovable property which includes land, building and other movable assets situated at Pune to 3D PLM Software Solutions Limited, for a consideration of Rs. 513.77 Million; the net profit on sale of these assets (net of taxes) has been included under Extraordinary Items.

7 Scheme of Arrangement:

The Board of Directors of the Company approved a Scheme of Arrangement between the Company and its members to undertake a financial reorganisation in accordance with the provisions of the Companies Act, 1956.

The Scheme of Arrangement which is effective from February 6, 2009 has been approved by the Hon'ble High Court of Judicature at Bombay on August 12, 2009 and a certified copy of the Order has been filed with the Registrar of Companies at Mumbai on August 24, 2009. The salient features of the Scheme of Arrangement are as follows:

- i) The Company has created the Investment Reorganisation Reserve by appropriating Rs. 641.15 Million from the Security Premium Account, Rs. 120.34 Million from General Reserve and Rs.538.51 Million from the Profit and Loss Account, on and from the Appointed Date of February 6, 2009.
- ii) The Investment Reorganisation Reserve would be utilized to the extent considered necessary by the Board of Directors of the Company from time to time, for providing for diminution in the value of investments, impairment in the value of goodwill and offsetting loss on sale of investments, if any.
- iii) Any reversal of any such provisioning at anytime later would be adjusted to the same Investment Reorganisation Reserve
- iv) During the year as provided in the Scheme of Arrangement the Investment Reorganisation Reserve has been utilized to the extent of Rs. Rs.543.90 Million in standalone accounts and 1,237.40 Million in Consolidated accounts.

8 Previous quarter / year's figures are regrouped wherever necessary.

9 Variation between the unaudited financial results for the year ended March 31, 2009 published earlier, and the figures in the audited financial results:

(a) The variation in Net Profit After Tax is less than 10%

(b) The variation in Extraordinary Items (net of tax expenses), which is in excess of 10%, is explained below:

	Rs In Millions	
	Standalone	Consolidated
Extraordinary items as per Unaudited Published Results	(115.36)	127.06
Add: (i) Loss on Sale of Investments	504.34	-
(ii) Provision for Diminution in Value of Investments	30.96	30.96
(iii) Profit on Sale of Land and Buildings	1.00	0.20
(iv) Tax Expenses	(13.52)	(10.93)
Extraordinary Items as per Audited Results	407.42	147.29

For Geometric Limited

Place: Mumbai
Date : August 25, 2009

Manu Parpia
Founder & Vice Chairman