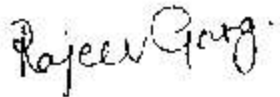

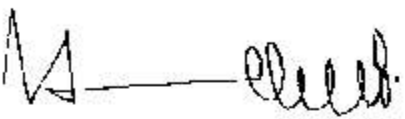


FORM A
As per Clause 31(a) of Listing Agreement

Format of covering letter of the annual audit report to be filed with the Stock Exchange(s)

1.	Name of the Company	SVAM SOFTWARE LIMITED
2.	Annual financial statement for the year ended	31 st March, 2015
3.	Type of Audit Observation	Unqualified
4.	Frequency Observation	Not Available
5.	To be Signed by- <ul style="list-style-type: none">• Managing Director	
	<ul style="list-style-type: none">• Auditor of the Company	
	<ul style="list-style-type: none">• Audit Committee Chairman	

SVAM SOFTWARE LIMITED

(CIN. L72200DL1992PLC047327)

ANNUAL REPORT FOR THE FINANCIAL YEAR 2014-2015

BOARD OF DIRECTORS

Mr. Rajeev Garg	Managing Director
Mr. Harshwardhan Koshal	
Mr. Sudhir Kumar Agarwal	
Mr. Virendra Gupta	
Mrs. Manisha Agarwal	

REGISTERED OFFICE

S-524, Vikas Marg,
Shakarpur,
Delhi-110092

STATUTORY AUDITORS

M/s. DEEPAK I P AGARWAL & CO
Chartered Accountants
205, Vikas Marg , Deep Building,
Laxmi Nagar, New Delhi-110024

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153A, Okhla industrial Area
Phase-I, New Delhi-110020
Email: viren@skylinerta.com
PH No. 011-26812682

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IMPORTANT

Shareholders may please note that NO COUPONS / REFERESHMENT will be provided at the AGM
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Visit our Website at <http://www.svamssoftwareltd.com>

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of **SVAM SOFTWARE LIMITED** will be held on Wednesday, the 30th September, 2015 at 9:00 A.M. at the registered office of the Company at S-524, Vikas Marg, Shakarpur, Delhi -110 092 to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt :**
 - a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditor thereon, and
 - b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with Report of Auditor thereon.
2. To appoint a director in place of Mr. Sudhir Kumar Agarwal, (holding DIN 00024935), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint **M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS** as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the Conclusion of next Annual General Meeting of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Deepak I P Agarwal & Co., Chartered Accountant, (Firm Registration No.-021682N) be and hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of the company of this 23rd Annual General Meeting until the conclusion of 24th Annual General Meeting, at such remuneration as may be fixed by the Shareholders."

Special Business

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the Listing agreement, Mr. Virender Gupta whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto Five Consecutive years Form September 30, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."
5. To consider and if though fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation)Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force ,the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board
For SVAM SOFTWARE LIMITED

Sd/-
HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2015

NOTES:-

1. En explanatory statement pursuant to section 102 of the companies act, 2013 in respect of items 4 and 5 under special business of this notice is annexed thereto
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.

Pursuant to the provisions of section 105 of companies act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report, proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.

3. Register of members and share transfer books will be closed from thursday 24/09/2015 to wednesday 30/09/2015 (both the days inclusive).
4. Members are requested to please notify immediately any change in their addresses to the company.
5. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
6. Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the agm.
7. The member are requested to: -
 - Intimate changes if any in their address to the company or to the registrar and share transfer agent of the company, m/s skyline financial services (p) ltd. at d-153a, okhla industrial area, phase-i, Delhi-110020.ph-011-30857575.
 - The securities and exchange board of india (sebi) has mandated the submission of permanent account number (pan) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their pan to their depository participants with whom they are maintaining their demat accounts. members holding shares in physical form can submit their pan to the company/ registrar m/s skyline financial services (p) ltd. at d-153a, okhla industrial area, phase-i, delhi-110020.ph-011-30857575.
 - Quote folio number in all their correspondence with the company.
 - Bring their copies of annual report including attendance slip at the venue for the agm.
8. Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to company's share transfer agent.
9. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the board resolution authorizing the representatives to attend and vote at the general meeting.
10. The explanatory statements, pursuant to section 102 of the companies act, 2013, in respect of the business under item no. 4 above, is annexed hereto.
11. Voting through electronic means:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re- enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General

SVAM SOFTWARE LIMITED

Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Amit Kumar (CP No. 518735) Practicing Chartered Accountant, as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

The instructions for members for e-voting are as under:

1. The e-voting period commences on Sunday, 27th September 2015 (9 a.m.) and ends on Tuesday, 29th September 2015 (5 p.m.). The e-voting module shall be disabled for voting thereafter.
2. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on 23rd September, 2015 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
3. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
 - a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - b) Click on Shareholders Tab.
 - c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login

- (i) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company/entity, then your existing password is to be used.
- (ii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

SVAM SOFTWARE LIMITED

DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for SVAM SOFTWARE LIMITED on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) Note for Non- Individual Shareholders and Custodians
- Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on and then cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xiv) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

General Instructions:

- (1) The voting period begins on 27th September 2015 (9:00 a.m.) and ends on Tuesday, 29th September 2015 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (3) The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i. e. 28th August, 2015 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.svamssoftwareltd.com)
- (4) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 28th August, 2015 and not casting their vote electronically, may only cast their vote at the 33rd Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 28th August, 2015.
- (5) Mr. Amit Kumar (M. No. 518735) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to the provision of Section 102 of the Companies Act, 2013 in respect to the special business:

Item No-4

The Company had appointed Mr. Virender Gupta (DIN:00869792) as Independent Directors pursuant to the provisions of Section 149 of the Companies Act, 2013 (the Act) and Clause 49 of the Listing Agreement entitled with the Stock Exchange(s), at various occasions, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and the corresponding rules thereon and in accordance with the Ministry of Corporate Affairs Circular No. 09/2014 dated 9th June, 2014 regarding clarification on Rules prescribed under the Companies Act, 2013.

- Matters relating to appointment and qualification of Directors and Independent Directors, there is requirement to appoint the independent Directors of the Company in accordance with the provisions of Section 149 of the Companies Act, 2013 and the corresponding rules thereon.

Mr. Virender Gupta (DIN:00869792) non-executive director of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, director fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Virender Gupta as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Virender Gupta, mentioned in the Appointment letter shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday till the date of Annual General Meeting.

Item no. 5

The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

SVAM SOFTWARE LIMITED

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Companies Act 2013 several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

By the Order of the Board
For **SVAM SOFTWARE LIMITED**

HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2015

Pursuant to clause 49 of Listing Agreement, the brief profile of Directors eligible for appointment vide item no. 4 is as follows:

Name of the Director(s)	DIN	Date of Birth	Date of Appointment	Qualifications and experience	Number of shares held in the company
Virender Gupta	00869792	04/01/1964	15/05/2015	Graduate and experience in managing business	Nil

By the Order of the Board
For **SVAM SOFTWARE LIMITED**

Sd/-

HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2015

DIRECTOR'S REPORT

To,
 The Members
 Svam Software Ltd.

Your Directors have pleasure in presenting the 23rd Annual Report on the business, operations and financial performance of the company during the financial year ended 31st March 2015. The profit after tax of the company is `Rs 2, 33,984/- during current financial year.

FINANCIAL RESULTS
(In Rs.)

Particulars	For The Year Ended	
	31st March 2015	31st March 2014
Sales/Operating Income	92480	81574343
Other Income	6197477	4345174
Expenses:-		
Purchase of Stock in trade	-	78681044
Changes in Inventory of Stock -in-Trade	2649401	1870190
Employee Benefit Expenses	486230	1667056
Depreciation and Amortisation Expenses	1192270	784289
Administrative & Other expenses	1845513	269784
Profit Before Tax	116543	219094
Tax Expense:-		
Current Tax	22207	40532
Deferred Tax	35841	67870
MAT Credit Entitlement	(1,75,489)	-
Profit/(Loss) After Tax	233,984	110692

BUSINESS REVIEW

The turnover of the company during the year 2014-15 is Rs. 92,480/- as compared to Rs. 8, 15,74,343/- lacs during the immediately preceding financial year. However, profit before tax is Rs. `116,543/- lacs during the current financial year as compared to Rs. 219094/- lacs during the immediately preceding financial year.

FUTURE OUTLOOK

The outlook of the economic growth across the globe with positive vibrations will fuel a growth and demand recovery. At the present the government has ushered in era of hope and development, and a vision to create a robust economy for India. An initiative that has particularly galvanized the entire country id 'make in India' led by our Hon'ble Prime Minister. Under this Campaign Government has taken a lot of reforms to uplift the market and the management is also quite positive about the future market. While optimism rears for new vigour and thrust like emphasis on colour ways and new designs, it is expected these changes will bring in positive response from the overseas buyers and will trigger growth and profitability in due course of time.

DIVIDEND

Keeping in view need to conserve resources for growth of the Company, your Directors are constrained not to recommend any dividend for the year under review.

SVAM SOFTWARE LIMITED

PUBLIC DEPOSIT SCHEME

During the year, your Company has not accepted any deposits within the meaning of the provision of Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Director adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges and have implemented all the prescribed requirements.

A separate report on Corporate Governance as stipulated, under Clause 49 of the listing Agreement, with the Stock Exchanges and have implemented all the prescribed requirements.

A certificate from the auditors of the company M/s Deepak I P Agarwal & Co; Chartered Accountants confirming compliance of conditions of Corporate Governance as stipulated in Clause 49 is annexed to this report.

BOARD OF DIRECTORS

Your board has a Non-Executive Chairman and the number of Independent Directors is one third of the total strength of Directors. The composition of the board is in conformity of Clause 49 of the Listing Agreement.

Your board of directors consist of the following four directors:

1. Mr. Rajeev Garg (Managing Director & Executive);
2. Mr. Harshwardhan Koshal (Non Executive Independent);
3. Neeraj Khetarpal (Non-Executive Independent)
(resigned w.e.f 13th April, 2015)
4. Mr. Virender Gupta (Non-Executive Independent)
(appointed w.e.f 15th May, 2015)
5. Mr. Sudhir Kumar Agarwal (Non Executive); and
6. Mrs. Manisha Agarwal (Non Executive)

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies ACT, 2013, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors had prepared the accounts for the financial year ended 31st March, 2014 on a going concern basis.
5. The Directors had laid down internal Financial Control to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
6. The Director had devised proper system to ensure compliance with the provision of all applicable laws and that such system were adequate and operating effectively.

AUDITORS AND THEIR REPORT

M/s Deepak I P Agarwal & Company and M/s Naresh Gupta & Associates have been appointed as the Statutory Auditor and Secretarial auditor respectively for the Financial Year 2014-15.

SVAM SOFTWARE LIMITED

Reports issued by the Statutory Auditor on the Financial Statement for the Financial Year ended 31st March, 2015 by the Secretarial Auditor on the Verification of Secretarial and Compliance records of the Company for the Financial year ended 31st March, 2015 do not contain any qualification, reservation or adverse remark or disclaimer.

SUBSIDIARIES

As on 31st March 2015, the Company has three Wholly Owned Subsidiary namely Deby Exim Limited, Apron Estates Limited and Phoebe Infotech Limited respectively.

Consolidated Accounts of its subsidiaries for the year under review has also been drawn in accordance with applicable accounting Standards.

CONSOLIDATED FINANCIAL STATEMENT

As required under the Listing Agreements with the Stock Exchanges Consolidated Financial Statements of the Company are attached. The consolidated Financial statements have been prepared in accordance with Accounting standard 21, Accounting standard 23 and Accounting standard 27 issued by The Institute of Chartered Accountants of India and the provision of the Listing Agreement with the Stock Exchange, forms a part of this annual Report. The Auditor's report on the Consolidated Financial Statement is also attached. The same is unqualified. A statement pursuant to the provisions of the Section 129 (3) of the Companies Act, 2013 read with relevant rules in the prescribed form AOC-1, showing financial highlights of the subsidiary companies is attached to the consolidated financial statements and therefore not repeated here for the sake of brevity.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Detailed review by the management of the operations, performance and future outlook of the Company and its business pursuant to clause 49 of the Listing agreement is presented in a separate section- Management Discussion and Analysis, which form a part of this Annual Report.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings & outgo, as required under the Companies Act, 2013, read with the Draft Companies Rules, 2014 is given as per Annexure of the Directors Report.

PARTICULARS OF EMPLOYEES

As required under section 197(12) of the Companies Act, 1956 read with the rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Companies (Particulars of Employees) Rules, 1975 as amended time to time, no employee of the company was covered by these provisions during the year ended 31.03.2015.

CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangement/ transactions entered by the company during the financial year with related parties were in the ordinary course of business and on arm length basis. During the year, the company has not entered into any contracts / arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The prescribed form AOC-2 is enclosed as Annexure and forms part of the report.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

SVAM SOFTWARE LIMITED

BUSINESS RISK MANAGEMENT

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

APPRECIATION

The Company places on record its deep appreciation of the devoted services of executives and other staff of the company who have contributed in the performance and the Company's inherent strength. Grateful thanks are also due to the investors, the bankers, business associates & all other stakeholders for their continued support to the company from time to time.

By the Order of the Board
For **SVAM SOFTWARE LIMITED**

Place: Delhi
Dated: 01/09/2014

Sd/-
Rajeev Garg
(Managing Director)
DIN: 02216829

Sd/-
Manisha Agarwal
(Director)
DIN:00025419

ANNEXURE - I

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2015.

A. CONSERVATION OF ENERGY

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy efficient computers and equipment.

B. TECHNOLOGY ABSORPTION

1. Specific areas in which R & D carried out are as follows:
 - a. Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
 - b. Providing technical support on existing products.
2. Benefits derived as a result of the above R & D:
As a result the organization is being able to implement current courses.
3. Future Plan of action:
R & D plans to enter the client server areas, as this is a major thrust area in the IT industry.
4. Expenditure on R & D: NIL

C. FOREIGN EXCHANGE EARNINGS

There were foreign exchange earnings of the company & no outgo during the year under report.

Particulars	Year Ended March 31, 2014	Year Ended March 31, 2013
Earnings in Foreign currency	NIL	Nil
Expenditure in Foreign Currency	Nil	Nil

SVAM SOFTWARE LIMITED

ANNEXURE-II

Statement of Particulars as required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- The ratio of remuneration of each of director to the median remuneration of the employee of the Company for the financial year;

Particulars	Ratio to median remuneration*
Non-Executive Director(s)	
Mr. Harshwardhan Koshal	NA
Mr. Sudhir Kumar Agarwal	NA
Ms. Manisha Agarwal	NA
Mr. Neeraj Khetarpal (upto 13.04.2015)	NA
Mr. Virender Gupta	NA
Executive Director(s)	
Mr. Rajeev Garg	NA

*All the Non-executive as well as Executive Directors of the Company were not paid any remuneration. Therefore, the said ratio of remuneration of each director to median remuneration of the employee of the Company is not applicable.

- The percentage increase in remuneration of each Director.

Particulars	% increase in remuneration in the financial year*
Mr. Rajeev Garg	NA
Mr. Harshwardhan Koshal	NA
Mr. Sudhir Kumar Agarwal	NA
Ms. Manisha Agarwal	NA
Mr. Neeraj Khetarpal (upto 13.04.2015)	NA
Mr. Virender Gupta	NA

*All the Non-executive as well as Executive Directors of the Company were not paid any remuneration. Therefore, the said percentage increase in remuneration of Directors is not applicable.

- The ratio of the highest paid director to that of the employee who are not director but receive remuneration in excess of the highest paid director during the year.

The Directors of the Company were not paid any remuneration in the financial year 2013-14 and 2014-15. Therefore, the said ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year not applicable.

- Affirmation that the remuneration is as per the remuneration policy of the Company

The Company affirms that remuneration is as per the remuneration policy of the Company

ANNEXURE-III

Form No. AOC-2

Pursuant to section 134 (3) (h) of the Companies Act, 2013 read with rule 8(2)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

SVAM SOFTWARE LIMITED

1. Details of contracts or arrangements or transactions not at Arm's length basis.
 - a) Name (s) of the related party & nature of relationship: N.A
 - b) Nature of contracts/arrangements/transactions: N.A
 - c) Duration of the contracts/arrangements/transactions: N.A
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A
 - e) Justification for entering into such contracts or arrangements or transactions: N.A
 - f) Date (s) of approval by the Board: N.A
 - g) Amount paid as advances, if any: N.A
 - h) Date on which the special resolution was passed in General meeting as required under first proviso to Section 188: N.A

2. Details of *material contracts or arrangements or transactions at Arm's length basis. NIL
 - a) Name (s) of the related party & nature of relationship: N.A
 - b) Nature of contracts/arrangements/transactions: N.A
 - c) Duration of the contracts/arrangements/transaction: N.A
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A
 - e) Date(s) of approval by the Board, if any: N.A
 - f) Amount paid as advances, if any: N.A

* Definition of term 'material contracts or arrangement or transactions' is taken as per Clause 49 of the Listing Agreement with stock exchanges

Place: New Delhi
Date: 01/09/2015

for and on behalf of the Board
Sd/-
Harshwardhan Koshal
Chairman

ANNEXURE -V
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

{Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014}

1. REGISTRATION AND OTHER DETAILS:-

- | | | |
|---|---|--|
| (I) CIN | : | L72200DL1992PLC047327 |
| (II) Registration Date | : | 4/01/1992 |
| (III) Name of the Company | : | SVAM SOFTWARE LIMITED |
| (IV) Category/ Sub Category of the Company | : | Public Listed Company |
| (V) Address of the Registered office and | : | S-524, Vikas Marg, Shakarpur, Delhi-110092 |
| (VI) Company Listed | : | Bombay Stock Exchange |
| (VII) Name & Address & Contact Details of RTA | : | Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020 |

SVAM SOFTWARE LIMITED

2. Principal Business Activities of the Company: Company is engaged in to the development of IT Software Products.
3. Particulars of Holding, Subsidiary and Associates Companies

S.No.	Name & Address of the Company	CIN/ GIN	Holding / Subsidiary / Associates	% of shares held	Applicable Section
1.	Apron Estates Limited 1185, Kucha Mahajani, Chandni Chowk, Delhi- 110006	U70200DL2013PLC262110	Subsidiary Company	100%	2(87)
2.	Phoebe Infotech Limited D-234, Dayanand Vihar, Delhi-110092	U72900DL2013PLC261596	Subsidiary Company	100%	2(87)
3.	Deby Exim Limited S-524, 1st Floor , School Block, Shakarpur, Near TVS Showroom, Delhi- 110092	U52100DL2013PLC261625	Subsidiary Company	100%	2(87)

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

a) Category Wise Shareholding

Category of Shareholders	No. Of Shares held at the beginning of the year 01.04.2014				No. Of Shares held at the end of the year 31.03.2015				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A)Promoter									
1)Indian									
A)Individual /HUF	2442600	0	2442600	14.46	2442600	0	2442600	14.46	No change
a)Central Govt.	0	0	0	0	0	0	0	0	No change
b)State Govt.	0	0	0	0	0	0	0	0	No change
c)Bodies Corporate	0	0	0	0	0	0	0	0	No change
d)Banks/ FI	0	0	0	0	0	0	0	0	No change
e)Any other	0	0	0	0	0	0	0	0	No change
Sub Total (A) (1)	2442600	0	2442600	14.46	2442600	0	2442600	14.46	No change
(2) Foreign									
a) NRIs- Individual	0	0	0	0	0	0	0	0	No change
b) Other- Individuals	0	0	0	0	0	0	0	0	No change
c) Bodies Corp.	0	0	0	0	0	0	0	0	No change
d) Banks/ FI	0	0	0	0	0	0	0	0	No change
e) Any other	0	0	0	0	0	0	0	0	No change
Total shareholding of Promoter(A)= (A) (1) +(A) (2)	2442600	0	2442600	14.46	2442600	0	2442600	14.46	No change

SVAM SOFTWARE LIMITED

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	4000	0	4000	0.02	4000	0	4000	0.02	No change
b) Banks/ FI	1900	1200	3100	0.02	1900	1200	3100	0.02	No change
c) Central Govt.	0	0	0	0	0	0	0	0	No change
d) State Govt.	0	0	0	0	0	0	0	0	No change
e) Venture Capital Funds	0	0	0	0	0	0	0	0	No change
f) Insurance Company	0	0	0	0	0	0	0	0	No change
g) FIs	0	0	0	0	0	0	0	0	No change
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	No change
2. Others	0	0	0	0	0	0	0	0	No change
2. Non-Institutions	0	0	0	0	0	0	0	0	No change
a. Bodies Corp.	181767	1163357	1345124	7.96	1078853	181767	1260620	7.46	-0.5
i. Indian Overseas									

b) Individual									
1) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	3376844	5675705	9052549	53.60	575079	8532834	9107913	53.93	-0.33
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	271080	2873534	3144614	18.62	2849862	18.4818 217080	3120942	18.48	-0.14
c. other Specify									
TRUST		109300	614200	3.64	110367		613167	3.63	-0.01
NRI					300				
CLEARING MEMBERS		1898	1898	0.01			300	0	-0.01
Corporate Bodies-OCB		6600	6600	0.04	0	0	6600	0.04	No change
HUF				1.62	329758	6600	329758	1.95	0.33
Sub Total (B)(2)	0 0 10098109	274315	274315	1.62	329758	6600 0	329758	1.95	No change
Total Public Shareholding (B)=(B)(1)+(B)(2)	10100009		14446400	85.54	10100009		14446400	85.54	No change
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	No change
Grand Total(A+B+C)	12542609		16889000	100	12542609		16889000	100	No change

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Manisha Agarwal	1200000	7.11	Nil	1200000	7.11	Nil	Nil
2	Om Prakash Agarwal	1242600	7.36	Nil	1242600	7.36	Nil	Nil

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C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	For Each of the Top 10 Shareholders	Shareholding		Date of transaction	In crease / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Manisha Agarwal	1200000	7.11	01.04.2014	Nil	No Change		
		1200000	7.11	31.03.2015			1200000	7.11
2	Om Prakash Agarwal	1242600	7.36	01.04.2014	Nil	No Change		
		1242600	7.36	31.03.2015			1242600	7.36

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

S N	For Each of the Top 10 Shareholders	Shareholding		Date of transaction	In crease / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2014 to 31.03.2015)	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Meenakshi Talwar	315500	1.87	01.04.2014	Nil	No Change		
		315500	1.87	31.03.2015			NA	
2	Rajni Khetrpal	243739	1.44	01.04.2014	Nil	No Change		
		243739	1.44	31.03.2015			NA	
3	Midas Global Securities Ltd	0	0	01.04.2014	200000	bought		
			+1.18	05.07.2014			200000	1.18
		200000	1.18	31.03.2015				
4	Vinay Talwar	200000	1.18	01.04.2014	Nil	No Change		
		200000	1.18	31.03.2015			NA	
5	Globe Capital Market Ltd.	400000	2.37	01.04.2014	200000	Sold		
			-1.19	05.07.2014			-200000	1.19
		200000	1.18	31.03.2015				
6	Alps Motor Finance Ltd	197310	1.17	01.04.2014	Nil	No Change		
		197310	1.17	31.03.2015			NA	
7	Savita Agarwal	167880	0.99	01.04.2014	Nil	No Change		
		167880	0.99	31.03.2015			NA	
8	Savita Agarwal	150833	0.89	01.04.2014	Nil	No Change		
		150833	0.89	31.03.2015			NA	
9	Atul Kumar Agarwal	136207	0.81	01.04.2014	Nil	No Change		
		136207	0.81	31.03.2015			NA	
10	Mithlesh Rani Agarwal	125040	0.74	01.04.2014	Nil	No Change		
		125040	0.74	31.03.2015			NA	

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(v) Shareholding of Directors and Key Managerial Personnel:					
Name		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For each of the Directors and KMP	No. of shares	% of Total shares of the company	No. of shares	% of Total shares of the company
MANISHA AGARWAL	At the beginning of the year	1200000	7.11	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	----	----	----
	At the end of the year	1200000	7.11	----	----
HARSHWAR DHAN KOSHAL	At the beginning of the year	NIL	NIL	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	----	----	----
	At the end of the year	----	----	----	----
RAJEEV GARG	At the beginning of the year	NIL	NIL	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	----	----	----
	At the end of the year	----	----	----	----
SUDHIR KUMAR AGARWAL	At the beginning of the year	----	----	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	----	----	----
	At the end of the year	----	----	----	----
VIRENDER GUPTA	At the beginning of the year	----	----	----	----
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease	----	----	----	----
	At the end of the year	----	----	----	----

V. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
1)Principal Amount				
ii)Interest due	2465248.44	-----	-----	-----
iii)Interest accrued but not due				
Total (i+ii+iii)	2465248.44		-----	-----
Change in Indebtedness during the financial year				
a)addition		-----	-----	-----
b)Reduction	(1029390.44)			
Net Change	(1029390.44)	-----	-----	-----

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Indebtedness at the end of the Financial year				
1)Principal Amount	1435858	-----	-----	-----
ii)Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)	1435858	-----	-----	-----

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole –time Directors and/ or Manager (Amt in Lakhs)

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager/Director					Total Amount (
1	Gross Salary							
	1. Salary as per provisions contained in sec 17(1) of the Income Tax Act, 1961	SH. RAJEEV GARG	SH. HARSHWARDH AN KOSHAL	SMT. MANISHA AGARWAL	SH. RAJEEV GARG	SH. VIRENDER GUPTA		NIL
	2. Value of Perquisites u/s 17(2) Income Tax Act, 1961		-----	-----	-----	-----		NIL
	3. Profits in lieu of Salary under sec.17(3) Income Tax Act, 1961	-----						NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL		
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL		
4.	Commission -as% of Profit -other specify	NIL	NIL	NIL	NIL	NIL		
5.	Other , Please Specify	NIL	NIL	NIL	NIL	NIL		
	Total as per the Act	NIL	NIL	NIL	NIL	NIL		

VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Autority [RD/NCLT/COURT]	Appeal made if any(give details)
A. Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. Director					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. Other Officers in Default					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
M/s SVAM SOFTWARE LIMITED
S-524, Vikas Marg,
Shakarpur, Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s SVAM Software Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the company during the period under review)
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the company during the period under review)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the company during the period under review)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the company during the period under review)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable to the company during the period under review)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the company during the period under review)

SVAM SOFTWARE LIMITED

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the company during the period under review)
- (vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India have been notified w.e.f. 1st July, 2015 but not applicable to the company during the period under review.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Official website of the company is not properly updated.
2. The Board of Directors of the Company approved the Board Report for the financial year ended 31st March, 2014 but board resolution of the same in the form MGT-14 is yet to be filed to concerned Registrar of Companies (As per provisions of Section 117(3)(g) read with section 179(3)(g) of the Companies Act, 2013 and rules made there under).
3. The Company has not appointed whole-time Company Secretary and Chief Financial Officer (CFO) in their management as per the provisions of the section 203 of the Companies Act, 2013 and rules made there under.
4. The Company invested in its wholly-owned Subsidiaries which was under the limit as mentioned under Section 186 of Companies Act, 2013 and rules made there under, but board resolution of the same in the form MGT-14 is yet to be filed to concerned Registrar of Companies (As per provisions of Section 117(3)(g) read with section 179(3) of the Companies Act, 2013 and rules made there under).
5. The Company did not comply with the following Regulations under SEBI (Prohibition on Insider Trading) Regulations, 1992:
 - New Director have given declaration under Form B within 2 days of becoming director as per regulation 13(2) but company did not intimate to Stock Exchange as per regulation 13(6).
 - Company failed to intimate to Stock Exchange about closing of its Trading Window at the time of approval of results of last quarter of the year 2013-14 and annual accounts of the year 2013-14.
6. The Company did not comply with the following Clauses of the Listing Agreement:
 - As per Clause 30, the company did not informed to Stock Exchange about change in Auditors of the Company.
 - The Company did not comply with Clause 47(a) - Appointment of Company Secretary as Compliance Officer.
 - As per Clause 47(c), half yearly Report obtained from Practicing Company Secretary did not file on time to Stock Exchange (Report taken on 11/10/2014 & filed on 15/10/2014).

We further report that,

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance with the proper compliances of the provisions of Companies Act, 2013. Some meetings were held on shorter notice with the proper compliances of applicable provisions of Companies Act, 2013 and rules made there under.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

SVAM SOFTWARE LIMITED

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. And In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

We further report that during the audit period, there were no instances of:

- i. Public/Right/preferential/debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Any approval taken from members in pursuance to section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations

Place:Delhi

Date: 01.09.2015

For **NARESH GUPTA AND ASSOCIATES**
(Company Secretaries)

Sd-

Naresh Gupta
(Proprietor)

Membership No. 19499
COP No. 8783

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
M/s SVAM SOFTWARE LIMITED
S-524, Vikas Marg,
Shakarapur, Delhi-110092

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Delhi

Date: 01.09.2015

For NARESH GUPTA AND ASSOCIATES

(Company Secretaries)

Sd-

Naresh Gupta

(Proprietor)

Membership No. 19499

COP No. 8783

REPORT ON CORPORATE GOVERNANCE

(As required by clause 49 of the Listing Agreement of the Stock Exchanges)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your company possesses an ethical mindset about the values of good Corporate Governance. For **SVAM SOFTWARE LIMITED**, Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders.

SVAM SOFTWARE LIMITED is committed to maintain highest standards of ethical behaviour and makes an honest endeavour to uphold the attributes of transparency, independence, accountability, responsibility and growth in all aspects of its operations.

II. BOARD OF DIRECTOR

Your board has a Non-executive Chairman and the number of Independent Directors is one third of the total strength of Directors. The composition of the board is in conformity of Clause 49 of the Listing Agreement.

The management of the company is entrusted in the hand of the key management personnel of company and is headed by the Managing Director, who functions under the supervision and control of the board. The board reviews and approves strategy and oversees the action and result of management.

None of the Independent Director has any other material pecuniary relationship or transaction with the company, its promoters and its directors which, in their judgement would affect their independence.

As on year ended 31st March 2015, the Board had strength of five directors.

The composition of board is as follows:

S. No.	Name of the director	Status
1	Mr. Rajeev Garg	Executive and Non-Independent(MD)
2	Mr. Sudhir Kumar Agarwal	Non Executive and Non-Independent
3	Ms. Manisha Agarwal	Non Executive and Non-Independent
4	Mr. Harshwardhan Koshal	Non Executive and Independent
5	Mr. Virender Gupta	Non-Executive and Independent
6	Mr. Neeraj Khetarpal (upto 13.04.2015)	Non-Executive and Independent

In furtherance of its Corporate Governance policy the Company ensures that all statutory, significant material information are placed before the board/committee of directors for their approval to enable them to discharge their responsibilities as trustees.

Attendance of each director at Board Meetings and the last AGM

During the year the board of directors met 8 times 22/05/2014, 30/05/2014, 10/08/2014, 14/08/2014, 30/09/2014, 14/11/2014, 13/12/2015, 21/02/2015 and 04/03/2015 on the attendance and composition and category of directors are as follows:

Name of the Director	Attendance Particulars			Committee memberships/Chairmanships in our Company		Number of other Directorships & Committee memberships
	Board Meeting		Last AGM	Member-ships	Chairman-ships	Director-ships
	Held	Present				
Mr. Rajeev Garg	8	8	Yes	2	1	4
Mr. Harshwardhan Koshal	8	8	Yes	2	1	2
Mr Sudhir Kumar Agarwal	8	8	Yes	1	1	9
Mr. Neeraj Khetarpal (Resigned w.e.f 13.04.2015)	8	7	Yes	3	NIL	NIL
Ms. Manisha Agarwal	8	7	No	-	-	6
Mr. Virender Gupta (Appointed w.e.f 15.05.2015)	8	-	No	3	NIL	2

III. COMMITTEES OF THE BOARD

a) Audit Committee

The audit committee of the company was constituted to exercise power & discharge functions as stipulated in section 177 of the Companies Act, 2013 (Corresponding to section 292A of the Companies Act, 1956), Clause 49 of the listed agreement with Stock Exchange and other relevant statutory / regulatory provision .

Composition

The Audit Committee comprises following three members having strong background in financial management:-

Mr. Harshwardhan Koshal	Chairman (Independent & Non-Executive)
Mr. Rajeev Garg	Member (Non-Independent & Executive)
Mr. Neeraj Khetarpal	Member (Independent & Non- Executive) (upto 13.04.2015)
Mr. Virender Gupta	Member (Independent & Non- Executive) (w.e.f 15.05.2015)

Meetings of the Audit Committee:

During the financial year 2014-15, the Audit Committee met four times i.e. on 30th May, 14th April, 2014, 14th November, 2014 and 13th February, 2015, where all the members were present.

Role of Audit Committee:

The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of effective internal control systems. Brief description of the terms of reference to the Audit Committee: -

- Oversight of the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
- Reviewing and recommending the appointment and removal of managerial personnel, fixation of remuneration and also approval for payment for any other services as recommended by the Remuneration Committee.
- Reviewing with management of the annual financial statements before submission to the board, focusing primarily on:

- e) Any changes in accounting policies and practice.
- f) Major accounting entries based on exercise of judgment by management.
- g) Qualifications in draft audit report.
- h) Significant adjustments arising out of audit.
- i) The going concern assumption.
- j) Compliance with accounting standard.
- k) Any related party transactions of the company of material nature, with Promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- l) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- m) Reviewing the adequacy of internal audit functions.
- n) Discussion with internal auditors on any significant findings and follow-up there on.
- o) Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- p) Discussion, with external auditors before the audit commences, of nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- q) Reviewing the Company's financial and risk management Policies.
- r) To look into the reasons for substantial defaults in the payment to the creditors.
- s) To consider and review any other matter as may be directed by the Board.

b) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the company was constituted to exercise power & discharge functions as stipulated in section 178 of the Companies Act, 2013 and Clause 49 of the listed agreement with Stock Exchange and other relevant statutory / regulatory provision.

Composition

The Nomination and Remuneration Committee consists of following directors:-

Mr. Sudhir Kumar Agarwal	Chairman (Non-Independent & Non-Executive)
Mr. Harshwardhan Koshal	Member (Independent & Non-Executive)
Mr. Neeraj Khetarpal	Member (Independent & Non- Executive) (upto 13.04.2015)
Mr. Virender Gupta	Member (Independent & Non- Executive) (w.e.f 15.05.2015)

Meetings of the Nomination and Remuneration Committee:

During the financial year 2014-15, the Nomination and Remuneration Committee met two times i.e. on 10th August, 2014, and 30th September, 2014, where all the members were present.

Remuneration Policy

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The Remuneration policy is enclosed as Annexure-VI to the Directors Report. During the year under review, there was no pecuniary relationship or transactions of the non-executive directors' vis-à-vis the Company. Both Executive and Non- Executive Directors were not paid any remuneration.

C) STAKEHOLDERS' RELATIONSHIP AND SHARE TRANSFER COMMITTEE

The audit committee of the company was constituted to exercise power & discharge functions as stipulated in section 178 of the Companies Act, 2013, Clause 49 of the listed agreement with Stock Exchange and other relevant statutory / regulatory provision.

Composition

The Stakeholders' Relationship and Share Transfer Committee comprises following three members having strong background in financial management:-

Mr. Rajeev Garg	Chairman (Independent & Non-Executive)
Mr. Harshwardhan Koshal	Member (Non-Independent & Executive)
Mr. Neeraj Khetarpal	Member (Independent & Non- Executive) (upto 13.04.2015)
Mr. Virender Gupta	Member (Independent & Non- Executive) (w.e.f 15.05.2015)

Role of Stakeholders' Relationship and Share Transfer Committee:

- To receive the report of the registrar and share transfer Agent about Investors' complaint and grievances and follow up for necessary action taken for redressal thereof;
- To review the existing "investor Redressal System" and suggest measures for improvement in investor relation;
- To note the transfer / transmission /transposition /rematerialisation/ dematerialisation of shares and consolidation/ splitting of folios as approved by the person duly authorized by the Board in this regard and the issue of shares certificates in exchange for sub-division, Consolidated, defaced, torn, etc.;
- To appoint and remove the Registrar and Share Transfer Agent, decide the terms and conditions, remuneration service charge / fees and review their performance;
- To decide the frequency of audit of the Registrar and Share Transfer Agent and to consider the Auditor's Report thereon

IV. COMPLIANCE OFFICER OF THE COMPANY

Mr. Rajeev Garg, Managing Director is the Compliance Officer for complying with the requirements of the Listing Agreement with the Stock Exchanges.

V. GENERAL BODY MEETING:-
a) GENERAL MEETINGS
DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS

AGM	Financial Year	Date	Time	Location
22 nd AGM	2013-14	30.09.2014	10:00 AM	S-524, Vikas Marg, Shakarpur, Delhi-110092
21st AGM	2012-13	28.09.2013	10.30 AM	S-524, Vikas Marg, Shakarpur, Delhi-110092
20th AGM	2011-12	29.09.2012	10.30 AM	S-524, Vikas Marg, Shakarpur, Delhi-110092

b) POSTAL BALLOT

No resolutions were passed by postal ballot during the year ended 31st March, 2015

SVAM SOFTWARE LIMITED

VI. CODE OF CONDUCT

The Company is committed to conduct business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with risks involved.

The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

VII. DISCLOSURES

Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in Annexure to the Notes to Accounts. These are not in conflict with the interest of the Company in view of the following:

- a) All details relating to financial and commercial transactions wherein Directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion nor do they vote on such matters.
- b) These are at prices which are reasonable, having regard to the prevailing market prices at the relevant time.

The Company has complied with all the requirements of the Listing Agreements with the Stock Exchanges. There has not been any non-compliance and penalty; structure has been imposed on the company during the last three years by SEBI or Stock Exchanges and fully complied with all the mandatory requirements of Clause 49.

VIII. MEANS OF COMMUNICATION

Quarterly Results are published in prominent daily newspaper Dainik Mahalaxmi (Hindi) and The Money Makers (English) in Delhi editions. Management Discussions and Analysis Forms part of the Annual Report in a separate section. The Company has not made any formal presentation to the Institutional Investors during the year.

IX. GENERAL SHAREHOLDER INFORMATION

Financial Year	1st April 2014 to 31st March 2015
23rd Annual General Meeting	On Wednesday, 30th September, 2015 at 10:00 AM at S-524, Vikas Marg, Shakarpur, Delhi-110092

Financial Calendar

Financial Year	1st April 2014 to 31st March 2015
1st Quarterly Results	14/08/2014
2nd Quarterly Results	14/11/2014
3rd Quarterly Results	13/02/2015
4th Quarterly Results	30/05/2015
Date of Book Closure	24th September, 2015 to 30th September, 2015 (both days inclusive)
Dividend Date	Not Applicable

Listing on Stock Exchange

The company is listed in following exchanges: Bombay Stock Exchange
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 022

The Equity shares of the company are actively traded at BSE with Scrip code- (523722) in the 'B' Group.

STOCK MARKET DATA (YEAR 2014-2015)

Month	High	Low
April, 2014	0.58	0.52
May, 2014	0.59	0.42
June, 2014	1.17	0.61
July, 2014	1.22	1.06
August, 2014	1.10	0.87
September, 2014	1.30	0.84
October, 2014	1.08	0.83
November, 2014	0.84	0.55
December, 2014	0.75	0.60
January, 2015	0.93	0.68
February, 2015	0.76	0.54
March, 2015	0.52	0.38

X. REGISTRAR AND SHARE TRANSFER AGENT

M/s. SKYLINE FINANCIAL SERVICES LIMITED

Unit: Svam Software Ltd

D-153A, Okhla Industrial Area,

Phase-I, New Delhi-110020

Telephone No: 011-26812682

E-mail Address: viren@skylinerta.com

XI. SHARE TRANSFER SYSTEM

M/s. Skyline Financial Services (P) Ltd. acts as Registrar and Transfer Agent for the company. M/s Skyline Financial Services has a dedicated management team comprising professional qualified managers who are possessing vast experience in handling the share transfer work. The organization has a proven track record and is committed to maintain quality to service of the highest standards and also handling capacity with a commendable flexibility to quickly upgrade the capacity at shorter notice.

Share transfers are registered within maximum of 15 days from the date of lodgement of the documents which are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

The company obtains a half yearly certificate of compliance from the Company Secretary in Practice for compliance of the share transfer formalities, as required under Clause 47 of the Listing Agreement and file copy of the certificate with stock exchanges is obtained.

SVAM SOFTWARE LIMITED
XII. SHAREHOLDING PATTERN AS ON 31st MARCH, 2015.
a.3 Distribution of Shareholding as on March 31, 2015.

No. of Shares	No. of Shareholders	% to total	No. of Shares held	% to total
0-500	28243	89.31	4783693	28.32
501 -1000	1970	6.23	1616320	9.57
1001-2000	723	2.29	1114446	6.60
2001-3000	232	0.73	593736	3.52
3001-4000	92	0.29	327095	1.94
4001- 5000	103	0.33	496935	2.94
5001-10000	148	0.47	1123311	6.65
10001 & above	111	0.35	6833464	40.46

b. Category of shareholders as on March 31, 2015

Category	No. of Shares	Percentage of holdings
A. Promoters Holding		
i) Promoters		
a. Indian-individual	24,42,600	14.46%
b. Foreign	Nil	Nil
ii) Persons acting in concert		
a. Directors	Nil	Nil
b. Director's Relatives	Nil	Nil
Sub Total (A)	24,42,600	14.46%
B. Public Holding		
i) Institutional Investor		
a) Mutual Fund	4000	0.02%
b) Financial institutions/Banks	3100	0.02%
c) Central Govt./State Govt.(s)	Nil	Nil
d) Venture capital fund/Ins. Cos,	Nil	Nil
e) FII Etc	Nil	Nil
Sub Total (B)(i)	7100	0.04%
ii) Non-Institutions Investors		
a) Bodies Corporate	1260620	7.46%
b) Individuals		
i) shareholding < Rs.1.00 Lac	9107913	53.93%
ii) shareholding > Rs.1.00 Lac	3120942	18.48%

SVAM SOFTWARE LIMITED

c) NRI	613167	3.63%
i) Clearing House	-	-
ii) Corporate Body- OCB	6600	0.04%
iii) Intermediary/Other Depository A/c	0.00	0.00%
iv) Hindu Undivided Family	329758	1.95%
v) Clearing Member	300	0.00%
Sub Total (B)(ii)	14439300	85.50%
Sub Total (B)	14446400	85.54%
Grand Total (A+B)	16889000	100%
Shares held by custodian and against which Depository Receipt is issued	Nil	NIL

DEMATRIALISATION OF SHARES

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd (NSDL) and Central Depository Services (I) Ltd (CDSL). As on 31st March, 2015 the 74.39% equity shares have been dematerialized.

Investors may address any correspondence to:
Mr Rajeev Garg

(Compliance Officer),

Svam Software Ltd

S-524, Vikas Marg, Shakarpur,

Delhi - 110092

Ph: 011- 43206710

E-mail : svamsoftwareltd@gmail.com

Website: www.svamsoftwareltd.com

CERTIFICATE IN TERMS OF CLAUSE 49 OF THE LISTING AGREEMENT

In terms of clause 49 of the Listing Agreement, it is certified as under that:

- (a) The financial statements and the cash flow statement for the year have been reviewed and that to the best of our knowledge and belief :
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or violative of the Company.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We had indicated to the Auditors and the Audit Committee :
 - (i) Significant changes in internal control during the year (if any);
 - (ii) Significant changes in accounting policies during the year (if any) and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and On Behalf of the Board of Directors

Place: Delhi
Dated: 01/09/2015

Sd/-
Rajeev Garg
(Managing Director)
DIN: 02216829

Sd/-
Manisha Agarwal
(Director)
DIN: 00025419

CERTIFICATION BY MANAGING DIRECTOR

To the best of knowledge and belief, we certify that:

- 1) We have reviewed financial statement and the cash flow statement for the period ended 31.03.2015 and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transaction entered into by the company during the period, which is fraudulent, illegal or violative of the company's code of conduct.
- 3) Further, we accept responsibility to establish and maintain internal controls for financial reporting and Accordingly, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
 - a) Deficiencies in the design or operation of the internal controls, if any of which we are aware and the steps have been taken or propose to take rectify these deficiencies.
 - b) Significant changes in the internal control over the financial reporting during the period;
 - c) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which we came to know and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and On behalf of the Board of Directors

Sd/-

Rajeev Garg

(Managing Director)

DIN: 02216829

Place: Delhi

Dated: 01/09/2015

DECLARATION BY MANAGING DIRECTOR

I, Rajeev Garg, Managing Director of Svam Software Limited hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March, 2015 compliance with the code of conduct of the company laid down by them.

For and On behalf of the Board of Directors

Sd/-

Rajeev Garg

(Managing Director)

DIN: 02216829

Place: Delhi

Dated: 01/09/2015

SVAM SOFTWARE LIMITED
(CIN. L72200DL1992PLC047327)**MANAGEMENT DISCUSSION & ANALYSIS****BUSINESS SCENARIO**

The Business segment in which your Company operate is software development and software trade. The said business is very unpredictable. Despite the recent slowdown in the software sector, this remains a fast growing area of the Indian economy. The Company is also endeavouring to expend the area of its business of software as well as of infrastructure.

Today IT touches every aspect of business, connecting customers, suppliers, and partners around the globe. Your Company is mainly into software Trade and software development. Your Company is focusing on software trade as prime area for future sustainability and growth.

PERFORMANCE

The turnover of the company during the year 2014-15 is Rs. 92480 as compared to Rs. 81,574,343 during the immediately preceding financial year.

MANAGEMENT OF RISK

Management of risk to the business is continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risk are well understood and the means to handle them are also fairly established.

INTERNAL CONTROLS & SYSTEMS

The company ensures existence of adequate internal control through policy and procedures to be followed by the executives at various levels in the company. The operating managers ensure compliance within their areas. The Company has internal Audit system to carry out extensive checking and test and report non-compliance/weakness, if any through internal Audit Reports on the respective areas .These reports along with reports on compliance made thereafter are reviewed by the Audit Committee of the Board.

HUMAN RESOURCE

Management relation with the employees remains cordial. The Company's Human Resources philosophy is to establish and build a strong performance and competency drive culture with greater senses of accountability and responsibility. The industrial relations scenario remained peaceful and harmonious.

For and On behalf of the Board of Directors

Place: Delhi

Dated: 01/09/2015

Sd/-
Rajeev Garg
(Managing Director)
DIN: 02216829

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF SVAM SOFTWARE LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of SVAM SOFTWARE LIMITED which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act' 203 with respect to the preparation of these financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; judgments and estimate that are reasonable and prudent: and design implementation of adequate financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true view and free from material misstatement, due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain assurance about the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that is appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations to the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as 31st March, 2015, and its profit/loss and for the ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2013 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Further to our comments in the aforesaid annexure, as required by section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

SVAM SOFTWARE LIMITED

2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the companies (accounts) Rule, 2014.
5. On the basis of the written representations received from the directors is not disqualified as on 31st March, 2015 from being appointed as directors in terms of section 164(2) of the Act.
6. With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note XX to the financial statements;
 - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts for including derivative contracts -Refer Notes XX to the financial statements;[or the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.]
 - c) There has been no delay in transferring amounts, required to be transferred, to the investor education and Protection Fund by the Company {or, following are the instances of delay in transferring amounts, required to be transferred, to the investor Education and Protection fund by the Company or there were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company}.

For M/s **DEEPAK I P AGARWAL & CO.**
Chartered Accountants
(Firm Reg. No. 021682N)

sd/-
CA. Deepak Agarwal
M. NO. 503548

Date: 30/05/2015
Place: New Delhi

ANNEXURE TO AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account;
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
- (b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so,
 - (a) receipt of the principal amount and interest are also regular; and
 - (b) If overdue amount is more than rupees one lakh, reasonable steps have been taken by the company for recovery of the principal and interest;
- (iv) There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services, there is a continuing failure to correct major weaknesses in internal control system.
- (v) In case the company has accepted deposits, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with.
- (vi) Maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, such accounts and records have been made and maintained;
- (vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor.
- (b) In case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute).
- (c) the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- (viii) In case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and it has incurred cash losses in such financial year and in the immediately preceding financial year;
- (ix) The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.



SVAM SOFTWARE LIMITED

- (x) The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;
- (xi) Term loans were not applied for the purpose for which the loans were obtained;
- (xii) No fraud on or by the company has been noticed or reported during the year.

For M/s **DEEPAK I P AGARWAL & CO.**

Chartered Accountants
(Firm Reg. No. 021682N)

sd/-

CA. Deepak Agarwal
M. NO. 503548

Date: 30/05/2015
Place: New Delhi



SVAM SOFTWARE LIMITED

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

TO
**THE MEMBERS OF
M/S. SVAM SOFTWARE LIMITED**

We have examined the compliance of conditions of Corporate Governance by M/S. SVAM SOFTWARE LIMITED, for the year ended on 31st March, 2015 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

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

For M/s **DEEPAK I P AGARWAL & CO.**

Chartered Accountants
(Firm Reg. No. 021682N)

sd/-

CA. Deepak Agarwal
M. NO. 503548

Date: 01/09/2015
Place: New Delhi

Balance Sheet As At 31st March, 2015

(Amount in Rs.)

PARTICULARS	NOTE No.	31st March 2015	31st March 2014
A			
<u>EQUITY AND LIABILITIES</u>			
(i) Shareholder's Funds			
(a) Share Capital	1	168,890,000	168,890,000
(b) Reserves and Surplus	2	26,919,140	26,685,157
(ii) 0% Convertible Bond Application Money		-	-
(iii) Non Current Liabilities			
Long Term Borrowing	3	1,435,858	2,465,248
(iv) Current Liabilities			
(a) Trade Payables	4	12,482,142	53,382,002
(b) Short-Term Provisions	5	22,207	40,532
(c) Other Current Liabilities	6	39,326	245,412
		209,788,673	251,708,351
B			
<u>ASSETS</u>			
(i) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assests	7	2,468,591	3,660,861
(b) Non-Current Investments	8	30,191,010	3,007,310
(c) Deffered Tax Assets (net)		887,080	922,921
(ii) Current Assets			
(a) Inventories	9	5,047,912	7,697,313
(b) Trade Receivables	10	67,467	51,776,314
(c) Cash and Cash Equivalents	11	12,436,003	662,917
(d) Short Term Loan & Advances	12	155,382,249	182,736,489
(e) Other Current Assets	13	3,308,361	1,244,226
		209,788,673	251,708,351
Significant Accounting Policies and Other Notes Forming Part of the Financial Statements	19		

Notes referred to herein form an integral part of the Financial Statement
For and on Behalf of the Board
Svam Software Limited

M/s DEEPAK IP AGARWAL & CO.
(CHARTERED ACCOUNTANTS)

F.R. No. 021682N

Sd-
RAJEEV GARG
(MG. DIRECTOR)
DIN No. 02216829

Sd-
MANISHA AGARWAL
(DIRECTOR)
DIN No. 00025419

Sd-
DEEPAK AGARWAL
(PARTNER)
M.NO. 503548

PLACE : NEW DELHI
DATED : 30/05/2015

Statement of Profit And Loss For the Year Ended 31st March, 2015

(Amount in Rs.)

PARTICULARS	NOTE No.	31st March, 2015	31st March, 2014
I. Revenue from Operations:			
Sales of Products & Services	14	92,480	81,574,343
II Other Income	15	6,197,477	4,345,174
III Total Revenue (I+II)		<u>6,289,957</u>	<u>85,919,517</u>
IV Expenses:			
Purchase of Stock- in- Trade		-	78,681,044
Changes in Inventories of Stock-in-Trade	16	2,649,401	1,870,190
Employee Benefits Expense	17	486,230	1,667,056
Depreciation and Amortisation Expenses	7	1,192,270	784,289
Administrative & Other Expenses	18	1,845,513	2,697,844
Total Expenses		<u>6,173,414</u>	<u>85,700,423</u>
V Profit Before Exceptional and Extraordinary items and Tax (III -		116,543	219,094
VI Exceptional Items		-	-
VII Profit Before Extraordinary items and Tax (V-VI)		116,543	219,094
VIII Extrarordinary Items		-	-
IX Profit Before Tax (VII - VIII)		116,543	219,094
X Tax Expenses:			
(1) Current Tax		22,207	40,532
(2) Deferred Tax		35,841	67,870
(3) MAT Credit Entitlement		(175,489)	-
XI Profit / (Loss) for the period from			
Continuing Operations (VII-VIII)		<u>233,984</u>	<u>110,692</u>
XII Profit / (Loss) for the Period transferred to Reserve & Surplus		<u>233,984</u>	<u>110,692</u>
XIII Earning per Equity Share:			
(1) Basic		0.01	0.01
(2) Diluted		0.01	0.01
Significant Accounting Policies and Other Notes Forming Part	19		
of the Financial Statements			

Notes referred to herein form an integral part of the Financial Statement
 For and on Behalf of the Board
Svam Software Limited

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DEEPAK AGARWAL
 (PARTNER)
 M.NO. 503548

PLACE : NEW DELHI
 DATED : 30/05/2015

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

(Amount in Rs.)

PARTICULARS	31st March, 2015	31st March, 2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before taxation, and extraordinary items	116,543	219,094
Adjustment for :		
Depreciation	1,192,270	784,289
Operating Profit Before Working Capital Changes	1,308,813	1,003,383
Adjustment for :		
(Increases)/Decreases in Inventories	2,649,401	1,870,190
Increases/(Decreases) in Trade Payables & Others Liabilities	(41,105,946)	(75,503,256)
(Increases)/Decreases in Trade Receivables	51,708,846	25,800,661
(Increases)/Decreases in Other Current Assets	(1,888,646)	94,060
(Increases)/Decreases in Loan & Advances	27,354,240	76,873,271
Cash Generated from Operations	40,026,708	30,138,309
Direct Taxes paid	(40,532)	(117,226)
Net Cash From Operating Activities (A)	39,986,176	30,021,083
B CASH FLOW FROM INVESTING ACTIVITIES:		
Investment in Subsidiary Company	(27,183,700)	(3,000,000)
Purchase of Fixed Assets	-	(4,362,920)
Net Cash used in Investing Activities (B)	(27,183,700)	(7,362,920)
C CASH FLOW FROM FINANCING ACTIVITIES:		
0% Convertible Bond Application Money Received / (Paid)	-	(27,003,250)
Loan Taken	(1,029,391)	2,465,248
Net Cash used in Financing Activities (C)	(1,029,391)	(24,538,002)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	11,773,085	(1,879,838)
Cash & Cash Equivalents as at beginning of the year	662,917	2,542,755
Cash & Cash Equivalents as at Closing of the year	12,436,003	662,917

Notes referred to herein form an integral part of the Financial Statement
 For and on Behalf of the Board
Svam Software Limited

M/s DEEPAK I P AGARWAL & CO.
(CHARTERED ACCOUNTANTS)

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DEEPAK AGARWAL
 (PARTNER)
 M.NO. 503548

PLACE : NEW DELHI
 DATED : 30/05/2015

Notes to Financial Statements for the Year Ended 31st March, 2015

(Amount in `)

NOTE	Particulars	31st March, 2015	31st March, 2014
1	SHARE CAPITAL		
(a)	Authorised Capital 3,00,00,000 Equity Shares of ` 10/- Each	300,000,000	300,000,000
		300,000,000	300,000,000
(b)	Issued, Subscribed & Paid Up 1,68,89,000 Equity Shares of ` 10/- Each Fully Paid Up	168,890,000	168,890,000
		168,890,000	168,890,000
(c)	DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY		
		As at 31st March, 2015	As at 31st March, 2014
	Name of the Shareholder	No. of Shares Held	% of Holding
		No. of Shares Held	% of Holding
	MANISHA AGARWAL	1,200,000	7.11
	OM PRAKASH AGARWAL	1,242,600	7.36
2	RESERVE & SURPLUS		
	<u>Capital Reserve</u>		
	Opening Balance	233,000	233,000
	Closing Balance	233,000	233,000
	Total (a)	233,000	233,000
	<u>Security Premium A/C</u>		
	Op. Balance	37,315,000	37,315,000
	Closing Balance	37,315,000	37,315,000
	Total (b)	37,315,000	37,315,000
	<u>Surplus/(Deficit)</u>		
	Opening Balance	(10,862,843)	(10,973,535)
	Profit for the year	233,984	110,692
	Closing Balance	(10,628,860)	(10,862,843)
	Total(a+b+c)	26,919,140	26,685,157
3	LONG-TERM BORROWING		
	Car Loan from Bank	1,435,858	2,465,248
	Total	1,435,858	2,465,248
4	TRADE PAYABLES		
	Sundry Creditors:		
	Due to Micro and Small Enterprises	-	-
	Due to other than Micro and Small Enterprises	12,482,142	53,382,002
	Total	12,482,142	53,382,002

SVAM SOFTWARE LIMITED
5 SHORT-TERM PROVISIONS

For Income Tax	22,207	40,532
Total	22,207	40,532

6 OTHER CURRENT LIABILITIES

Statutory Dues (VAT PAYABLE)	-	20,826
Audit Fee Payable	39,326	44,944
Other liabilities	-	179,642
Total	39,326	245,412

8 NON-CURRENT INVESTMENTS
Investment in Equity Instruments

Other than Trade - Quoted

27 Equity Shares of ` 10/- each fully paid up Reliance Power Limited	7,310	7,310
332200 Equity Shares of ` 10/- each fully paid up of Jolly Plastic Industries Limited	19,433,700	-

Other than Trade - Unquoted

Investment in Subsidiary Company

100000 Equity Shares of Deby Exim Limited of ` 10/- each fully paid up	4,750,000	1,000,000
100000 Equity Shares of Apron Estates Limited of ` 10/- each fully paid up	4,000,000	1,000,000
100000 Equity Shares of Phoebe Infotech Limited of ` 10/- each fully paid up	2,000,000	1,000,000
Total	30,191,010	3,007,310

Aggregate amount of quoted investments.	1,527	1,899
---	-------	-------

Market Value of Reliance Power Ltd is ` 56.55 as on 31.03.2015

Market Value of Jolly Plastic Industries Limited is ` 120 as on 31.03.2015	39,864,000	-
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9 INVENTORIES

(Cost or Market Price Whichever is lower)

Stock-in-Trade	5,047,912	7,697,313
Total	5,047,912	7,697,313

10 TRADE RECEIVABLES

(Unsecured and Considered Good)

Over Six Months		-
Others	67,467	51,776,314
Total	67,467	51,776,314

11 CASH & CASH EQUIVALENTS

Cash in Hand	1,499,338	167,832
Balances with Scheduled Banks		
(i) In Current Accounts	10,772,408	330,828
(ii) In Fixed Deposit Accounts	121,872	121,872
(iii) In Securities	42,385	42,385
Total	12,436,003	662,917

SVAM SOFTWARE LIMITED

12	<u>SHORT-TERM LOANS & ADVANCES</u> (Unsecured and Considered Good) OTHERS Advances Recoverable in Cash or in Kind or Value to be Received MAT Credit	154,936,207 446,042	182,465,936 270,553
	Total	155,382,249	182,736,489
13	<u>OTHER CURRENT ASSETS</u> Tax Deducted at Source Interest receivable	1,227,078 2,081,283	1,244,226 -
	Total	3,308,361	1,244,226
14	<u>SALES OF PRODUCTS & SERVICES</u> Sales of products	92,480	81,574,343
	Total	92,480	81,574,343
15	<u>OTHER INCOME</u> Interest received Other Income	5,957,477 240,000	4,345,174 -
	Total	6,197,477	4,345,174
16	<u>CHANGES IN INVENTORIES OF STOCK IN TRADE</u> Opening Balance of Stock-in-Trade Less: Closing Balance of Stock-in-Trade (Increase)/Decrease in Stock-in-Trade	7,697,313 5,047,912 2,649,401	9,567,503 7,697,313 1,870,190
17	<u>EMPLOYEES BENEFITS EXPENSES</u> Salarie to Staff Employers Contribution to Providend Fund Employers Contribution to ESI Employee Welfare Expenses	477,642 5,778 2,810 -	1,275,000 7,704 3,372 380,980
	Total	486,230	1,667,056
18	<u>ADMINISTRATION & OTHER EXPENSES</u> <u>Remuneration to Auditors:</u> As Statutory Audit Fee As Tax Audit Fee Legal & Professional Expenses Advertisement Expenses Travelling & Conveyance Expenses Car Running & Maintainance Expenses Postage, Courier & Telephone Printing & Stationary Rent, Rates & Insurance Electricity Expenses Bank Charges Interest on B.M.W car Loan AGM/EGM & Shares transfer Expenses BSE FEES Misc. Expenses	28,090 11,236 13,200 14,014 134,650 164,870 5,341 124,780 196,110 74,560 36,818 195,569 483,570 274,265 88,440	28,090 16,854 11,500 37,524 339,884 205,600 18,285 180,475 839,112 95,740 4,233 172,198 472,860 167,864 107,625
	Total	1,845,513	2,697,844

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Accounting:

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 and wherever applicable as per the provisions of the Companies Act, 2013.

ii) Use of Estimates:

The preparation of financial statements requires estimates and assumptions to be made based on the current working that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and the estimates, if any, are accounted for in the period in which such differences are known/materialized.

iii) Fixed Assets:

Fixed assets are stated at its purchase price including direct expenses, finance cost till it is put to use net of recoverable taxes. If the fixed assets are revalued then they are stated at revalued amount. Accumulated depreciation, impairment loss, if any, is reduced from the fixed assets and shown under the net asset value on the reporting date. The cost including additions, improvements, renewals, revalued amount and accumulated depreciation of assets which are sold and/or discarded and/or impaired, are removed from the fixed assets and any profit or loss resulting there from is included in the Statement of Profit & Loss and the residual value of the revalued amount is withdrawn from such reserves created for the purpose.

iv) Leased Assets:

Leased assets are stated at premium paid on such assets. Rentals, if any, are expensed with reference to the lease terms and other conditions. No amortization of the lease premium in respect of Land is done in cases where conditions are stipulated for conversion from leasehold to freehold.

v) Depreciation and Amortization:

Depreciation is provided on Written down Value method except for Unit 1 & Unit 3 which are provided on Straight Line Method at the rates prescribed in Schedule XIV of the Companies Act, 1956. Depreciation of the assets added / disposed off / impaired during the year is provided on pro-rata basis.

Depreciation on revalued assets is provided on Straight Line Method over the residual life of the respective assets. The charge for depreciation on account of revaluation is withdrawn from capital reserve.

Wherever amortization charges are required to be provided, the same is done over the useful life of the underlying assets based on technical evaluation.

vi) Impairment of Assets:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets. An impairment loss is recognized as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. In case of impaired revalued assets, the impaired loss on the residual value is withdrawn from such reserves created for the purpose. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

vii) Foreign Currency Transactions:

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.
- b) Year-end balance of assets and liabilities in foreign currencies are translated at the year-end rates and difference between year-end balance and such restated balance are dealt in under Exchange rate difference in the profit and loss statement.
- c) The difference arising out of the actual settlement on realization / payment are dealt with in the Statement of Profit & Loss under Exchange Rate Difference arising on such transactions.
- d) The Company uses foreign currency forward contract and currency options to hedge its risks associated with foreign currency fluctuation relating to certain firm commitments and forecasted transactions. The Company designates this hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 'Financial Instruments: Recognition and Measurement' (AS-30). Profit/loss over and above the hedged/forecasted amounts are accounted for in the Statement of Profit & Loss in the year of maturity.

viii) Related Party Disclosure:

In accordance with the requirements of Accounting Standards (AS) - 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

Key Management Personnel

- Mr. Rajeev Garg (Managing Director & Executive)
- Mr. Harshwardhan M. Koshal (Non Executive & Independent)
- Mr. Sudhir Kumar Agarwal (Non Executive & Non Independent)
- Mr. Verender Gupta (Non Executive & Independent)

As informed by the management there was no related party transactions made during the year.

ix) Investments:

Investments wherever readily realizable and intended to be held not more than one year from the date of such investments are made, are qualified as current investments. Current investments are carried at lower of cost and quoted/fair value, computed category-wise.

Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

x) Inventories:

Items of inventories such as raw materials and Stock-in-Trade, Finished Goods are measured at lower of cost or net realizable value after providing for obsolescence if any. Work-in-progress is valued at estimated cost and stocks & spare parts, dyes & chemicals, packing materials etc. are valued at cost.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them in their present condition. Cost of raw materials, stock in process, stock in trade and finished goods are determined on average cost basis.

xi) Revenue Recognition:

Revenue is recognized only when it can be definitely measured and it is reasonable to expect final collection. Revenue from operations includes sale of goods after adjustment of discounts (net) and return of goods.

Export benefit entitlement to the Company under Drawback, DEPB, DFIA is recognized in the year of export on accrual basis wherever it is ascertainable with reasonable accuracy.

Dividend income is recognized on actual receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

xii) Employee Benefits:

a) Short-term Employee Benefits

Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.

b) Post-employment Benefits

1) Defined Contribution Plans

Contributions towards provident funds are recognized as expense. Provident fund contributions in respect of certain employees are made to Trust administered by the Company, the interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall if any, is made good by the Company. The remaining provident fund contributions are made to government administered provident fund towards which the Company has no further obligations beyond its monthly contributions.

2) Defined Benefit Plans

Liability towards gratuity, covering eligible employees is provided and funded through LIC managed

Group Gratuity Policy on the basis of year end actuarial valuation.

Accrued liability towards Leave encashment benefits, covering eligible employees, evaluated on the basis of year-end actuarial valuation is recognized as a charge.

Contribution to Central Government administered Employees' State Insurance Scheme for eligible employees are recognized as charge.

Actuarial gains/losses arising in Defined Benefit Plans are recognized immediately in the Statement of Profit and Loss as income/expense for the year in which they occur.

xiii) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs ceases when the qualifying asset is ready for intended use.

xiv) Deferred Taxation:

Deferred Taxation is provided using the liability method in respect of taxation effect arising from material timing difference between the accounting and tax treatment of Income & Expenditure based on tax rates prevailing at the time of Balance Sheet date. Deferred Taxation so provided is reviewed at each Balance Sheet date for necessary adjustments.

xv) Earning per Share:

Basic earning per share is calculated by dividing the net Profit for the year attributable to equity shareholders (after deducting the dividend on redeemable preference share) by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders (after deducting the dividend on redeemable preference share) by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

xvi) Events occurring after Balance Sheet Date:

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

xvii) Contingent Liabilities:

Unprovided liabilities of contingent nature are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

xviii) Research & Development Expenditure:

- a) Capital Expenditure is included in Fixed Assets & Capital Work-in-Progress and depreciation is provided at the respective applicable rates.
- b) Revenue Expenditure is charged in the year in which they are incurred.

xix) Cash Flow Statement:

The Company adopts the Indirect Method in preparation of Cash Flow Statement. For the purpose of Cash Flow Statement Cash & Cash equivalents consists of Cash on Hand, Cash at Bank.VC

CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2015

(Amount in Rs.)

PARTICULARS	NOTE No.	31st March 2015	31st March 2014
A			
<u>EQUITY AND LIABILITIES</u>			
(i) Shareholder's Funds			
(a) Share Capital	1	168,890,000	168,890,000
(b) Reserves and Surplus	2	26,453,802	26,685,157
(ii) 0% Convertible Bond Application Money		-	-
(iii) Non Current Liabilities			
Long Term Borrowing	3	1,435,858	2,465,248
(iv) Current Liabilities			
(a) Trade Payables	4	12,482,142	53,382,002
(b) Short-Term Provisions	5	22,207	40,532
(c) Other Current Liabilities	6	391,136	245,412
		209,675,145	251,708,351
B			
<u>ASSETS</u>			
(i) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible assets	7	2,468,591	3,660,861
(b) Non-Current Investments	8	29,936,010	7,310
(c) Deferred Tax Assets (net)		887,080	922,921
(d) Non-Current Assets	9	-	138,000
(ii) Current Assets			
(a) Inventories	10	5,047,912	7,697,313
(b) Trade Receivables	11	67,467	51,776,314
(c) Cash and Cash Equivalents	12	12,577,475	3,524,917
(d) Short Term Loan & Advances	13	154,555,404	182,736,489
(e) Other Current Assets	14	4,135,206	1,244,226
		209,675,145	251,708,351

Significant Accounting Policies and Other Notes Forming 20
Part of the Financial Statements

Notes referred to herein form an integral part of the Financial Statement

For and on Behalf of the Board

Svam Software Limited

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DEEPAK AGARWAL
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M.NO. 503548

PLACE : NEW DELHI

DATED : 30/05/2015

SVAM SOFTWARE LIMITED

CONSOLIDATED PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rs.)

PARTICULARS	NOTE No.	31st March, 2015	31st March, 2014
I. Revenue from Operations:			
Sales of Products & Services	15	92,480	81,574,343
II Other Income	16	6,197,477	4,345,174
III Total Revenue (I+II)		6,289,957	85,919,517
IV Expenses:			
Purchase of Stock- in- Trade			78,681,044
Changes in Inventories of Stock-in-Trade	17	2,649,401	1,870,190
Employee Benefits Expense	18	486,230	1,667,056
Depreciation and Amortisation Expenses	7	1,192,270	784,289
Administrative & Other Expenses	19	1,845,513	2,697,844
Total Expenses		6,173,414	85,700,423
V Profit Before Exceptional and Extraordinary items and Tax (III - IV)		116,543	219,094
VI Exceptional Items			-
VII Profit Before Extraordinary items and Tax (V-VI)		116,543	219,094
VIII Extrarordinary Items			-
IX Profit Before Tax (VII - VIII)		116,543	219,094
X Tax Expenses:			
(1) Current Tax		22,207	40,532
(2) Deferred Tax		35,841	67,870
(3) MAT Credit Entitlement		(175,489)	-
XI Profit / (Loss) for the period from Continuing Operations (VII-VIII)		233,984	110,692
XII Profit / (Loss) for the Period transferred to Reserve & Surplus		233,984	110,692
XIII Earning per Equity Share:			
(1) Basic		0.01	0.01
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Significant Accounting Policies and Other Notes Forming Part of the Financial Statements	20		

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DEEPAK AGARWAL
 (PARTNER)
 M.NO. 503548

PLACE : NEW DELHI
 DATED : 30/05/2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2015

(Amount in Rs.)

PARTICULARS	31st March, 2015	31st March, 2014
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before taxation, and extraordinary items	(348,795)	219,094
Adjustment for :		
Depreciation	1,192,270	784,289
Miscellaneous Expenditure written off	138,000	
Operating Profit Before Working Capital Changes	981,475	1,003,383
Adjustment for :		
(Increases)/Decreases in Inventories	2,649,401	1,870,190
Increases/(Decreases) in Trade Payables & Others Liabilities	(40,754,136)	(75,503,256)
(Increases)/Decreases in Trade Receivables	51,708,846	25,800,661
(Increases)/Decreases in Other Current Assets	(2,715,490)	94,060
(Increases)/Decreases in Loan & Advances	28,181,085	76,873,271
Cash Generated from Operations	40,051,181	30,138,309
Direct Taxes paid	(40,532)	30,138,309
Net Cash From Operating Activities (A)	40,010,649	(117,226)
		30,021,083
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Investment	(29,928,700)	
Preliminary Expenses Paid		(138,000)
Purchase of Fixed Assets		(4,362,920)
Net Cash used in Investing Activities (B)	(29,928,700)	(4,500,920)
C CASH FLOW FROM FINANCING ACTIVITIES:		
0% Convertible Bond Application Money Received / (Paid)		(27,003,250)
Loan Taken	(1,029,391)	2,465,248
Net Cash used in Financing Activities (C)	(1,029,391)	(24,538,002)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	9,052,558	982,162
Cash & Cash Equivalents as at beginning of the year	3,524,917	2,542,755
Cash & Cash Equivalents as at Closing of the year	12,577,475	3,524,917

Notes referred to herein form an integral part of the Financial Statement

For and on Behalf of the Board

Svam Software Limited
M/s DEEPAK IP AGARWAL & CO.
(CHARTERED ACCOUNTANTS)
F.R. No. 021682N

Sd-

RAJEEV GARG
 (MG. DIRECTOR)
 DIN No. 02216829

Sd-

MANISHA AGARWAL
 (DIRECTOR)
 DIN No. 00025419

Sd-

DEEPAK AGARWAL
 (PARTNER)
 M.NO. 503548

PLACE : NEW DELHI

DATED : 30/05/2015

SVAM SOFTWARE LIMITED
Notes Forming Part of Consolidated Balance Sheet and Statement of Profit & Loss

(Amount in `)

NOTE	Particulars	31st March, 2015	31st March, 2014
1	<u>SHARE CAPITAL</u>		
(a)	Authorised Capital	300,000,000	300,000,000
	3,00,00,000 Equity Shares of ` 10/- Each	300,000,000	300,000,000
(b)	Issued, Subscribed & Paid Up		
	1,68,89,000 Equity Shares of ` 10/- Each Fully Paid Up	168,890,000	168,890,000
		168,890,000	168,890,000
(c)	<u>DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE HOLDING COMPANY</u>		
		As at 31st March, 2015	As at 31st March, 2014
	Name of the Shareholder	No. of Shares Held	% of Holding
		No. of Shares Held	% of Holding
	MANISHA AGARWAL	1,200,000	7.11
	OM PRAKASH AGARWAL	1,242,600	7.36
2	<u>RESERVE & SURPLUS</u>		
	<u>Capital Reserve</u>		
	Opening Balance	233,000	233,000
	Closing Balance	233,000	233,000
	Total (a)	233,000	233,000
	<u>Security Premium A/C</u>		
	Op. Balance	37,315,000	37,315,000
	Closing Balance	37,315,000	37,315,000
	Total (b)	37,315,000	37,315,000
	<u>Surplus/(Deficit)</u>		
	Opening Balance	(10,862,843)	(10,973,535)
	Profit for the year	233,984	110,692
	Closing Balance	(10,628,860)	(10,862,843)
	Total (c)	(10,628,860)	(10,862,843)
	<u>Profit/ (Loss) from Subsidiaries</u>		
	Phoebe Infotech Ltd.	(84,990)	-
	Apron Estates Ltd.	(174,517)	-
	Deby Exim Ltd.	(205,831)	-
	Total (d)	(465,338)	-
	Total(a+b+c+d)	26,453,802	26,685,157
3	<u>LONG-TERM BORROWING</u>		
	Car Loan from Bank	1,435,858	2,465,248
	Total	1,435,858	2,465,248
4	<u>TRADE PAYABLES</u>		
	Sundry Creditors		
	Due to Micro and Small Enterprises	-	-
	Due to other than Micro and Small Enterprises	12,482,142	53,382,002
	Total	12,482,142	53,382,002

SVAM SOFTWARE LIMITED

5	<u>SHORT-TERM PROVISIONS</u>		
	For Income Tax	22,207	40,532
	Total	<u>22,207</u>	<u>40,532</u>
6	<u>OTHER CURRENT LIABILITIES</u>		
	Statutory Dues (VAT PAYABLE)	-	20,826
	Audit Fee Payable	39,326	44,944
	Other liabilities	1,000	179,642
	Expenses Payable	290,810	-
	Loan From Director	60,000	-
	Total	<u>391,136</u>	<u>245,412</u>
8	<u>NON-CURRENT INVESTMENTS</u>		
	<u>Investment in Equity Instruments</u>		
	Other than Trade - Quoted		
	27 Equity Shares of Rs.10/- each fully paid up Reliance Power Limited	7,310	7,310
	332200 Equity Shares of Rs.10/- each fully paid up of Jolly Plastic Industries Limited	19,433,700	-
	Other than Trade - Unquoted		
	Equity Shares of Shri Haridass Securities	3,895,000	-
	Equity Shares of Corporate Finlease	1,950,000	-
	Equity Shares of Vertex	4,650,000	-
	Total	<u>29,936,010</u>	<u>7,310</u>
	<i>Aggregate amount of quoted investments.</i>	1,527	1,899
	<i>Market Value of Reliance Power Ltd is Rs. 56.55 as on 31.03.2015</i>		
	<i>Market Value of Jolly Plastic Industries Limited is Rs.120 as on 31.03.2015</i>	39,864,000	
9	<u>NON-CURRENT ASSETS</u>		
	Preliminary Expenses not Written-off	-	138,000
	Total	<u>-</u>	<u>138,000</u>
10	<u>INVENTORIES</u>		
	(Cost or Market Price Whichever is lower)		
	Stock-in-Trade	5,047,912	7,697,313
	Total	<u>5,047,912</u>	<u>7,697,313</u>
11	<u>TRADE RECEIVABLES</u>		
	(Unsecured and Considered Good)		
	Over Six Months	67,467	51,776,314
	Others		
	Total	<u>67,467</u>	<u>51,776,314</u>
12	<u>CASH & CASH EQUIVALENTS</u>		
	Cash in Hand	1,606,063	329,832
	Balances with Scheduled Banks		
	(i) In Current Accounts	10,807,155	3,030,828
	(ii) In Fixed Deposit Accounts	121,872	121,872
	(iii) In Securities	42,385	42,385
	Total	<u>12,577,475</u>	<u>3,524,917</u>

SVAM SOFTWARE LIMITED

13	<u>SHORT-TERM LOANS & ADVANCES</u> (Unsecured and Considered Good)		
	Advances Recoverable in Cash or in Kind or Value to be Received	154,109,362	182,465,936
	MAT Credit	446,042	270,553
	Total	154,555,404	182,736,489
14	<u>OTHER CURRENT ASSETS</u>		
	Tax Deducted at Source	1,135,206	1,244,226
	Interest Receivable	3,000,000	-
	Total	4,135,206	1,244,226
15	<u>SALES OF PRODUCTS & SERVICES</u>		
	Sales of products	92,480	81,574,343
	Total	92,480	81,574,343
16	<u>OTHER INCOME</u>		
	Interest received	5,957,477	4,345,174
	Other Income	240,000	-
	Total	6,197,477	4,345,174
17	<u>CHANGES IN INVENTORIES OF STOCK IN TRADE</u>		
	Opening Balance of Stock-in-Trade	7,697,313	9,567,503
	Less: Closing Balance of Stock-in-Trade	5,047,912	7,697,313
	(Increase)/Decrease in Stock-in-Trade	2,649,401	1,870,190
18	<u>EMPLOYEES BENEFITS EXPENSES</u>		
	Salaries to Staff	477,642	1,275,000
	Employers Contribution to Providend Fund	5,778	7,704
	Employers Contribution to ESI	2,810	3,372
	Employee Welfare Expenses	-	380,980
	Total	486,230	1,667,056

SVAM SOFTWARE LIMITED

19 ADMINISTRATION & OTHER EXPENSES

Remuneration to Auditors:

As Statutory Audit Fee	28,090	28,090
As Tax Audit Fee	11,236	16,854
Legal & Professional Expenses	13,200	11,500
Advertisement Expenses	14,014	37,524
Travelling & Conveyance Expenses	134,650	339,884
Car Running & Maintenance Expenses	164,870	205,600
Postage, Courier & Telephone	5,341	18,285
Printing & Stationary	124,780	180,475
Rent, Rates & Insurance	196,110	839,112
Electricity Expenses	74,560	95,740
Bank Charges	36,818	4,233
Interest on B.M.W car Loan	195,569	172,198
AGM/EGM & Shares transfer Expenses	483,570	472,860
BSE FEES	274,265	167,864
Misc. Expenses	88,440	107,625
Total	1,845,513	2,697,844

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE- 7 : Fixed assets

	Gross Block			Accumulated Depreciation		Net Block		
	Balance as at 1 April 2014	Additions/ (Disposals)	Acquired through business combinations	Balance as at 31 March 2015	Balance as at 1 April 2014	Depreciation charge for the year	On disposals	Balance as at 31 March 2015
Fixed Assets								
Tangible Assets								
Motor Car	4,362,920	-		4,362,920	753,040	1,192,270		1,945,310
Office Equipments	1,062,505	-		1,062,505	1,011,524			1,011,524
TOTAL	5,425,425	-	-	5,425,425	1,764,564	1,192,270	-	2,956,834
								3,609,880
								50,981
								2,417,610
								50,981
								2,468,591

SVAM SOFTWARE LIMITED

NOTE-20

A. SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

i) **Basis of Accounting:**

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956 and wherever applicable as per the provisions of the Companies Act, 2013.

ii) **Use of Estimates:**

The preparation of financial statements requires estimates and assumptions to be made based on the current working that affect the reported amount of assets and liabilities (including contingent liabilities) on the date of financial statements and the reported amount of revenues and expenses for the reporting period. Difference between the actual and the estimates, if any, are accounted for in the period in which such differences are known/materialized.

iii) **Fixed Assets:**

Fixed assets are stated at its purchase price including direct expenses, finance cost till it is put to use net of recoverable taxes. If the fixed assets are revalued then they are stated at revalued amount. Accumulated depreciation, impairment loss, if any, is reduced from the fixed assets and shown under the net asset value on the reporting date. The cost including additions, improvements, renewals, revalued amount and accumulated depreciation of assets which are sold and/or discarded and/or impaired, are removed from the fixed assets and any profit or loss resulting there from is included in the Statement of Profit & Loss and the residual value of the revalued amount is withdrawn from such reserves created for the purpose.

iv) **Depreciation and Amortization:**

Depreciation is provided on assets according to Written down Value method at the rates prescribed in the Companies Act, 1956. Depreciation of the assets added / disposed off / impaired during the year is provided on pro-rata basis.

v) **Impairment of Assets:**

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets. An impairment loss is recognized as an expense in the Statement of Profit & Loss in the year in which an asset is identified as impaired. In case of impaired revalued assets, the impaired loss on the residual value is withdrawn from such reserves created for the purpose. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

vi) **Foreign Currency Transactions:**

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.
- b) Year-end balance of assets and liabilities in foreign currencies are translated at the year-end rates and difference between year-end balance and such restated balance are dealt in under Exchange rate difference in the profit and loss statement.
- c) The difference arising out of the actual settlement on realization / payment are dealt with in the Statement of Profit & Loss under Exchange Rate Difference arising on such transactions

vii) **Related Party Disclosure:**

In accordance with the requirements of Accounting Standards (AS) - 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

Key Management Personnel

Mr. Rajeev Garg	(Managing Director & Executive)
Mr. Harshwardhan M. Koshal	(Non Executive & Independent)
Mr. Sudhir Kumar Agarwal	(Non Executive & Non Independent)
Mr. Virender Gupta	(Non Executive & Independent)

As informed by the management there was no related party transactions made during the year.

viii) Investments:

Investments wherever readily realizable and intended to be held not more than one year from the date of such investments are made, are qualified as current investments. Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

ix) Inventories:

Items of inventories such as raw materials and Stock-in-Trade, Finished Goods are measured at lower of cost or net realizable value after providing for obsolescence if any. Work-in-progress is valued at estimated cost and stocks & spare parts, dyes & chemicals, packing materials etc. are valued at cost. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them in their present condition. Cost of raw materials, stock in process, stock in trade and finished goods are determined on average cost basis.

x) Revenue Recognition:

Revenue is recognized only when it can be definitely measured and it is reasonable to expect final collection. Revenue from operations includes sale of goods after adjustment of discounts (net) and return of goods. Export benefit entitlement to the Company under Drawback, DEPB, DFIA is recognized in the year of export on accrual basis wherever it is ascertainable with reasonable accuracy. Dividend income is recognized on actual receipt basis. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

xi) Employee Benefits:**a) Short-term Employee Benefits**

Short-term Employee Benefits (i.e. benefits payable within one year) are recognized in the period in which employee services are rendered.

b) Post-employment Benefits**Defined Contribution Plans**

Contributions towards provident funds are recognized as expense. Provident fund contributions in respect of certain employees are made to Trust administered by the Company, the interest rate payable to the members of the Trust is not lower than the rate of interest declared annually by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall if any, is made good by the Company. The remaining provident fund contributions are made to government administered provident fund towards which the Company has no further obligations beyond its monthly contributions.

xii) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Capitalization of borrowing costs ceases when the qualifying asset is ready for intended use.

SVAM SOFTWARE LIMITED
xiii) Deferred Taxation:

Deferred Taxation is provided using the liability method in respect of taxation effect arising from material timing difference between the accounting and tax treatment of Income & Expenditure based on tax rates prevailing at the time of Balance Sheet date. Deferred Taxation so provided is reviewed at each Balance Sheet date for necessary adjustments.

xiv) Earning per Share:

Basic earning per share is calculated by dividing the net Profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares outstanding during the year after adjusting for the effects of dilutive options.

xv) Events occurring after Balance Sheet Date:

Events occurring after the balance sheet date have been considered in the preparation of financial statements.

xvi) Contingent Liabilities:

Unprovided liabilities of contingent nature are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

xvii) Research & Development Expenditure:

a) Capital Expenditure is included in Fixed Assets & Capital Work-in-Progress and depreciation is provided at the respective applicable rates.

b) Revenue Expenditure is charged in the year in which they are incurred.

xviii) Cash Flow Statement:

The Company adopts the Indirect Method in preparation of Cash Flow Statement. For the purpose of Cash Flow Statement Cash & Cash equivalents consists of Cash on Hand, Cash at Bank.

B: NOTES TO ACCOUNTS:

1. Estimated amount of Contract Remaining to be Executed on Capital Account and Not provided for, NIL(PY. NIL)
2. Contingent Liabilities:

	As on 31.03.15	As on 31.03.14
-Guarantees given by the company	NIL	NIL
-On a/c of Rent Pending Litigation in Court	NIL	NIL
3. The Company is engaged in the business of trading & development of Software packages.
4. Quantitative information required to be given under paragraph 3, 4C and 4D pursuant to part II, Schedule VI of the companies Act 1956
 - a) Sales and Purchase

Particulars	Qty	Amount (Rs.) As at 31.03.2015	Qty	Amount (Rs.) As at 31.03.2014
(i) Sales Hardware Packages & Software Package (F.G)	34	92480	1810	81574343
(ii) Purchases Hardware Packages & Software Package (F.G)	-	-	1806	78681044

*Sales and Purchases include development of software, the quantitative details whereof are not possible.

Particulars		Qty	Amount (Rs.) As at 31.03.2015	Qty	Amount (Rs.) As at 31.03.2014
(iii)	Opening Stock Finished Goods Hardware Package & Software Package	1180	7697313	1184	9567503
(iv)	Closing Stock Finished Goods Hardware Package & Software Package	767	5047912	1180	7697313

5. Deferred Tax Assets for the year ended 31.03.2014 Comprises of:

Particulars	As on 01.04.2014	During the year	As on 31.03.2015
On account of Difference of book Depreciation & Tax Depreciation	745919	119365	865284
On account of Brought Forward Losses and allowances	177002	(155206)	21796
Total	922921	(35841)	887080

6. CIF Value of Imports NIL(P.Y. NIL)
7. Earning and Expenditure in Foreign Exchange
- a) Earnings NIL(P.Y. NIL)
- b) Expenditure NIL(P.Y. NIL)
8. Segment Reporting

The Companies core activity is to develop and trade in computer software. This is the only business segment as per Accounting Standard 17 issued by the Institute of Chartered Accountants of India.

9. Earning Per Share:

Particulars	Current Year	Previous Year
Net Profit/Loss after tax	233984	110692
Number of Equity Shares held	16889000	16889000
Basic and Diluted Earning per share	0.01	0.01

10. Remuneration to Auditors: As required under item 4B of schedule VI of Companies Act, following amounts have been paid to auditors:

Particulars	2014-2015	2013-2014
a) As Audit Fee	28,090/-	28,090/-
As Tax Audit Fees	11,236/-	16,854/-
b) As Advisor, or in any other capacity	Nil	Nil

11. In the opinion of the Board, the value of current assets, Loans & advances if realized in the ordinary course of Business shall not be less than the amount at which those are stated in the Balance Sheet.

12. No Provision has been made for Leave encashment, gratuity and other retirement benefits, which are accounted for on payment basis only.

13. Balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advances are

SVAM SOFTWARE LIMITED

given are subject to reconciliation and such are as per books of accounts only. Adjustment thereto having an impact of revenue nature, if any will be made during the period in which the same are fully reconciled.

14. All Known Liabilities have been accounted for in the books of account.
15. Previous year's figures have been regrouped/ rearranged wherever necessary.
16. The additional Information pursuant to revised Schedule VI to the Companies Act, 1956 are either Nil or Not Applicable.

Notes referred to herein form an integral part of the Financial Statement

For and on Behalf of the Board

Svam Software Limited

M/s DEEPAK I P AGARWAL & CO.
(CHARTERED ACCOUNTANTS)

F.R. No. 021682N

Sd-

RAJEEV GARG
(MG. DIRECTOR)
DIN No. 02216829

Sd-

MANISHA AGARWAL
(DIRECTOR)
DIN No. 00025419

Sd-

DEEPAK AGARWAL
(PARTNER)
M.NO. 503548

PLACE : NEW DELHI

DATED : 30/05/2015



SVAM SOFTWARE LIMITED

Registered Office: S-524, Vikas Marg, Shakarpur, Delhi -110 092

Tel: 011-43016535 **Fax:** 011-22482084

Email: svamsoftwareltd@gmail.com **Website:** www.svamsoftwareltd.com

CIN: L72200DL1992PLC047327

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

23rd Annual General Meeting on Wednesday, the 30th September, 2015
Name of the members(s):
Registered address:
E-mail Id:
Folio No/DP ID-Client ID No.:

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name: e-mail Id:
Address: Signature: or falling
him/her.....
- Name: e-mail Id:
Address: Signature: or falling
him/her.....
- Name: e-mail Id:
Address: Signature: or falling
him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, the 30th September, 2015 at 09:00 A.M. at the registered office of the Company at S-524, Vikas Marg, Shakarpur, Delhi -110 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

SVAM SOFTWARE LIMITED

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Number	Resolution	Against	For
Ordinary Business			
1	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon		
2	To appoint a Director in place of Mr. Sudhir Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.		
3	To reappoint M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS as Statutory Auditors of the Company		
Special Business			
4	Appointment of Mr. Virender Gupta as an Independent Director		
5	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Name: e-mail Id:
 Address: Signature: or falling
 him/her.....

Affix
 revenue
 stamp

Notes:

1. This form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. ** It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be titled to vote in the manner as he/she may deem appropriate.
3. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd Annual General Meeting.


SVAM SOFTWARE LIMITED
Registered Office: S-524, Vikas Marg, Shakarpur, Delhi -110 092

Tel: 011-43016535 **Fax:** 011-22482084

Email: svamsoftwareltd@gmail.com **Website:** www.svamsoftwareltd.com

CIN: L72200DL1992PLC047327

BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner
Including joint-holders, if any :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick() mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2015 and the Auditors and Directors Report thereon.		
2.	Ordinary Resolution	To appoint a Director in place of Mr. Sudhir Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment.		
3.	Ordinary Resolution	To reappoint M/S. DEEPAK I P AGARWAL & CO., CHARTERED ACCOUNTANTS as Statutory Auditors of the Company		
4.	Ordinary Resolution	Appointment of Mr. Virender Gupta as an Independent Director		
5.	Special Resolution	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Place: New Delhi
Date: 01/09/2015

Sd/-
Signature of the Shareholder/
Beneficial Owner



SVAM SOFTWARE LIMITED



SVAM SOFTWARE LIMITED

Registered Office: S-524, Vikas Marg, Shakarpur, Delhi -110 092

Tel: 011-43016535 Fax: 011-22482084

Email: svamsoftwareltd@gmail.com Website: www.svamsoftwareltd.com

CIN: L72200DL1992PLC047327

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	PAN	USER ID	NO. OF SHARES

----- Tear Here -----



SVAM SOFTWARE LIMITED

Registered Office: S-524, Vikas Marg, Shakarpur, Delhi -110 092

Tel: 011-43016535 Fax: 011-22482084

Email: svamsoftwareltd@gmail.com Website: www.svamsoftwareltd.com

CIN: L72200DL1992PLC047327

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I hereby record my presence at the ANNUAL GENERAL MEETING of the Company being held on Wednesday the 30th Day of September 2015 at the registered office of the Company at S-524, Vikas Marg, Shakarpur, Delhi-110092 at 09:00 A.M.

NAME(S) OF THE MEMBER(S)	Registered Folio No :.....
	Client ID No :.....

Name of Proxy (in block letters)

(To be filled in, if the Proxy attends instead of the Member)

Member's/Proxy's Signature