

BOARD OF DIRECTORS

Chairman

H. J. Shah

Directors

Chandan Parmar (MD & CEO)

C. M. Buch

R. M. Bhuta

Ajay Nagpal

Mahesh Kurlawala

Ravindra Malgaonkar

Shailesh Bendugade

Bankers

Karnataka Bank Limited
Thakur Village, Kandivali (East),
Mumbai - 400 101.

Auditors

M/s. Kanu Doshi Associates
203, The Summit, F-Wing, Hanuman Road,
Samarth Nagar, Western Express Highway,
Vile Parle (East), Mumbai - 400 057.

Registered Office

22, Blue Rose Industrial Estate,
Western Express Highway,
Borivali (East),
Mumbai-400 066.

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Office :- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066

Tel. : 022-28706999, 28703821 Website : www.dasil.in

CIN : L72200MH1992PLC067032

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED will be held on Monday, 29th September, 2014 at 3.00 p.m. at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali East, Mumbai - 400 066 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint Directors in place of Mr. C. M. Buch, (DIN 00326637) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of Twenty Seventh Annual General Meeting and to authorize the Board of Directors to fix their remuneration and;

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to recommendation made by the Audit Committee, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Kanu Doshi Associates, Chartered Accountants, Mumbai, (Firm Reg. No. 104746W and having peer review certificate issued by the institute of Chartered Accountants of India), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty seventh AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in consultation with M/s Kanu Doshi Associates in addition to out of pocket expenses as may be incurred by them during the course of the Audit :

SPECIAL BUSINESS :

4. Appointment of Mr. Mahesh Kurlawala as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mahesh Kurlawala (DIN 03039899), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th September, 2019."

5. Appointment of Mr. Ravindra Malgaonkar as Independent Director of the Company.

To Consider and, if thought fit, to pass with or without modification/s, the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 152, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to th Companies Act, 2013, Mr. Ravindra Malgaonkar (DIN 03044273), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th September, 2019."

6. Appointment of Mr. Ajay Nagpal as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as an **Ordinary Resolution** :

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"Resolved That pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ajay Nagpal (DIN 00591193), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th September, 2019."

7. Appointment of Mr. Shailesh Bendugade as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification/s, the following Resolution as an **Ordinary Resolution** : **"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shailesh Bendugade (DIN 03050032), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 29th September, 2019."

BY ORDER OF THE BOARD
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 14-08-2014

Chandan Parmar
Managing Director and Chief Executive Officer

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provision of Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person for shareholder.

1. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and Vote on their behalf at the Meeting.
2. Register of Members and the share transfer books of the company will be closed from Monday 22nd September, 2014 to Monday 29th September, 2014 both days inclusive.
3. The identities/signature of members holding shares in electronic form are liable for verification with the specimen signatures as may be furnished by NSDL and CDSL to the company. Such members are advised to bring the identity cards issued by their Depository Participants.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business is annexed hereto.
5. All the documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all days, except Saturday, Sundays and holidays until the date of the Annual General Meeting or any adjournment thereof.
6. Members desirous of getting any information about the accounts and operations of the Company are requested to write their queries to the Company at least seven days in advance of the meeting so that the information required can be made readily available at the meeting.
7. Individual shareholders can now take the facility of nomination. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder(s). A minor can be a nominee provided the name of the guardian is given in the Nomination Form. Members who are interested in availing the nomination facility are requested to write to the Company.

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8. The company's equity shares are listed at the Mumbai and Ahmedabad Stock Exchanges.
9. Equity Shares of the company is available for trading in dematerialized form through the Depository Participants. Requests for dematerialization and transfer of shares may be sent to the Company's Registrars and Share Transfer Agents, Link Intime India Private Limited situated at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400 078.
10. As a measure of economy copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring copies with them.
11. Members are requested to notify immediately any change of their address to the company or the Share Transfer agents.
12. In accordance with the Companies Act, 2013 read with the Rules, the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and / or those members who have not registered their email ID are requested to register their email ID addresses with Link Intime India Pvt. Ltd. the Company's Registrar and Transfer Agents.
13. Details of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are given below :

Particulars required	Information
Name of the Director	Chaitanya M. Buch
Date of Birth	5th December 1957
Date of Appointment	2nd June 1992
Expertise in specific functional areas	Accounts, Finance and Direct Taxes
Qualifications	Chartered Accountant, B.Com.
Chairman/Member of the Committees of the Board of Directors of the Company.	Member of Audit Committee and Stakeholders' Grievance Committee
Directorship in other Companies	1.Knowledgegate Consultants Pvt.Ltd.
Membership of Audit Committee of other public limited companies	None
Membership of any other committee of other public limited companies.	None

Independent Directors

Particulars required	Information
Name of the Director	Mahesh R.Kurlawala
Date of Birth	18th May 1964
Date of Appointment	27th April 2010
Expertise in specific functional areas	Accounts, Service Tax and VAT
Qualifications	B.com.
Chairman/Member of the Committees of the Board of Directors of the Company.	Member of Audit Committee
Directorship in other Companies	None
Membership of Audit Committee of other public limited companies	None
Membership of any other committee of other public limited companies.	None

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Particulars required	Information
Name of the Director	Ravindra V. Malgaonkar
Date of Birth	9th December 1966
Date of Appointment	27th April 2010
Expertise in specific functional areas	Administartion and General Management
Qualifications	B.Com
Chairman/Member of the Committees of the Board of Directors of the Company.	None
Directorship in other Companies	None
Membership of Audit Committee of other Public Limited Companies	None
Membership of any other Committee of other Public Limited Companies.	None

Particulars required	Information
Name of the Director	Ajay Nagpal
Date of Birth	25th July 1973
Date of Appointment	27th April 2010
Expertise in specific functional areas	Audit, Taxation and Corporate Laws
Qualifications	Chartered Accountant, B.com.
Chairman/Member of the Committees of the Board of Directors of the Company.	Chairman of Audit Committee
Directorship in other Companies	None
Membership of Audit Committee of other public limited companies	None
Membership of any other committee of other public limited companies.	None

Particulars required	Information
Name of the Director	Shailesh Bendugade
Date of Birth	15th February 1986
Date of Appointment	27th April 2010
Expertise in specific functional areas	Accounting
Qualifications	B.com.
Chairman/Member of the Committees of the Board of Directors of the Company.	None
Directorship in other Companies	None
Membership of Audit Committee of other public limited companies	None
Membership of any other committee of other public limited companies.	None

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14. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

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

- (i) The voting period begins on 23rd September 2014 at 9.00 a.m. and ends on 25th September 2014 at 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 22nd September, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click the "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID.
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <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 last 8 digits of the demat account / folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company record for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Detail	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) Members holding shares in physical form will then directly reach the Company 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify, your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - (xix) Note for Institutional Shareholders
 - Institution shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on the <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 they have to create a user who would be able to link the account (s) which they wish to 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.
 - (xx) 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.
15. Mr. B. V. Dholakia of Dholakia & Associates, Practicing Company Secretaries (Membership No. FCS 977), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
16. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 4, 5, 6, and 7

Appointment of Independent Directors for a Term of 5 (five) years in terms of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade are independent Directors of the Company and have been holding the positions.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent Directors by a Listed Company.

It is proposed to appoint Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold-office for 5 (five) consecutive years for a term up to the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Since all the independent Director are presently holding office of the Directors and duly appointed by the shareholders at the respective Annual General Meetings the provisions of Section 160 of the Companies Act, 2013 are not applicable and hence there is no need for the proposals for their appointments from the members along with requisite amount of deposit.

The Company has also received declarations from Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade fulfill the conditions for appointment as Independent Directors as specified in the Act and Listing Agreement.

Brief resume of Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copies of the draft letters for respective appointments of Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade are interested in the resolutions set out respectively at item Nos. 4, 5, 6 and 7 of the Notice with regard to their respective appointment.

The relatives of Mr. Mahesh Kurlawala Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5, 6 and 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4, 5, 6 and 7 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

**Place : MUMBAI
Date : 14-08-2014**

**Chandan M. Parmar
Managing Director and Chief Executive Officer**

Datasoft Application Software (India) Limited

DIRECTORS' REPORT

TO,
THE MEMBERS OF
DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED.

Your directors present their Twenty Second Annual Report, together with Audited Accounts for the year ended on 31st March, 2014. Pursuant to the clarification issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 08/2014 dated 4th April, 2014 statement of accounts, auditors's report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in the Companies Act, 1956 as the provisions of the Companies Act, 2013 has been made applicable for the financial year commencing on or after 1-4-2014.

1. FINANCIAL RESULTS

	2013-2014	(Rs. In Lakhs) 2012-2013
Sales and Other Income	7.77	7.44
Profit/(Loss) before depreciation	5.69	5.22
Divisible Profit/(Loss)	5.69	5.22
Retained Profit/(Loss)	5.69	5.22
Dividend	-	-
Accumulated loss	(560.12)	(565.81)

2. DIVIDEND

Due to accumulated losses Directors regret to recommend any dividend for the year ended on 31st March 2014.

3. BUSINESS REVIEW AND FUTURE PROSPECTS

Principal business of the company remains temporarily suspended due to unavailability of sufficient resources. Company shall restart its business upon generating required resources for effective working. The surplus funds available with the company are currently invested in interest fetching loans/deposits. Company has a positive net worth. Company has meager liability, which can easily be met out of the funds available with the company. Your directors are trying to tie up with strategic investor but have not met with success so far and hence it is difficult to predict any time frame for such success.

4. DIRECTORS' RESPONSIBILITY STATEMENT

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

- that in the preparation of annual accounts, the applicable accounting standards have been followed and that no material departures have been made from it.
- that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of financial year and of profit of the Company for that year.
- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- that considering the fact that the company's net worth is positive and that company has investible surplus after meeting its liabilities fully, the annual accounts are prepared on 'going concern' basis. The values of the assets and liabilities as stated in the Balance Sheet shall remain unchanged even if the accounts are not prepared on going concern basis and consequently no adjustments are required in the accounts.

5. CORPORATE GOVERNANCE

A report of the auditors of your company regarding compliance of the conditions of Corporate Governance as stipulated by clause 49 of the Listing Agreement with stock exchange is attached herewith. Management Discussion and Analysis Report is appearing below in this Report and not by way of separate annexure.

6. MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Development

The domestic IT market for Small to Medium enterprises is growing rapidly. The growth rate for the software industry is expected to be around 20% per annum.

b) Outlook, Opportunities and Threats

Your company has temporarily suspended its software related activities and the company is looking for strategic partner, who can bring in required resources to recommence its activities. Your directors are considering various options to recommence the business.

c) Segment wise Performance

The only source of income for Company is interest earned on idle funds temporarily invested in loans / deposits. Hence no disclosure under Accounting Standard - 17, "Segment Reporting" is required in these financial statements. There is no reportable geographical segment.

d) Internal Control System and their adequacy

The company has adequate internal control procedures commensurate with its size and nature of business.

7. ADDITIONAL DISCLOSURES

In accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, your Company has made additional disclosures in respect of related party transactions and earnings per share. These statements have been audited by the Statutory Auditors and are part of the Annual Report.

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8. **AUDITORS' OBSERVATIONS :**

Clarifications on the auditors' observation is as under:

Considering the fact that the Company's net worth is positive and that the Company has investible surplus after meeting its liabilities fully, the annual accounts are prepared on 'Going Concern' basis. The values of the assets and liabilities as stated in the Balance Sheet shall remain unchanged even if the accounts are not prepared "on going concern basis" and consequently no adjustments are required in the accounts.

9. **PERSONNEL**

In view of absence of any business there are no employees. Your company will recruit new employees as soon as it recommences the business.

10. **DIRECTORS**

As per the provisions of Section 152(6) of the Companies Act, 2013, 2/3rd of Non-Independent Directors will be liable to retire by rotation and out of which 1/3rd will retire by rotation this year. Accordingly, Mr. C. M. Buch retires by rotation and being eligible and not being disqualified under section 164 of the Companies Act, 2013 offers himself for reappointment. He is a Chartered Accountant.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors form part of the Notice of the Annual General Meeting. Since all the Independent Directors are current Directors and only their terms are being extended and hence the provisions of Section 160 of the Companies Act, 2013 are not applicable.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under Sub-Section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges. Details of the proposal for extending the duration of the office of the independent directors namely Mr. Mahesh Kurlawala, Mr. Ravindra Malgaonkar, Mr. Ajay Nagpal and Mr. Shailesh Bendugade are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 22nd Annual General Meeting.

11. **DEPOSITS**

The company has not accepted any Fixed Deposits from the public.

12. **LISTING REQUIREMENTS**

Your company's equity shares are listed at Mumbai and Ahmedabad Stock Exchanges.

13. **DEMATERIALISATION OF SHARES**

Approximately 88.95% of the shares issued by the company have been dematerialized.

14. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC.**

Since Company has temporarily suspended its business activities, the information as required under Section 217(1)(e) of the Companies Act 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 is not applicable. Company has neither earned nor spent any foreign exchange during the year.

15. **GREEN INITIATIVES**

The Company has started transmitting Annual Report through electronic mode-email to the shareholders who have preferred to receive Annual Report through electronic mode and initiated steps to reduce consumption of paper.

16. **PARTICULARS OF EMPLOYEES**

There were no employees drawing remuneration of ₹ 5,00,000/- per month or more or ₹ 60,00,000/- per annum or more during the year under review.

17. **AUDITORS**

M/s Kanu Doshi Associates, Chartered Accountants, auditors of the Company, retires at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

The Directors recommend the appointment of Kanu Doshi Associates, Chartered Accountants, as auditors of the Company. A suitable resolution in this behalf forms part of the Agenda for the forthcoming Annual General Meeting of the Company.

18. **GENERAL DISCLOSURES**

Notes forming part of the Accounts are self-explanatory. Since the Company has not been carrying out any activities provisions relating to appointment of VAT Auditors, Cost Auditors and Internal Auditors do not apply. The Company has not resorted to any Buy Back of its shares during the year under review.

19. **ACKNOWLEDGEMENT**

Your directors wish to place on record their appreciation for the continued support received from shareholders and other stakeholders, banks and government departments.

**For and on behalf of the
Board of Directors**

Place : Mumbai
Date : 14-08-2014

**H. J. Shah
Chairman**

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your company firmly believes in transparency in its dealings and lays emphasis on the integrity and regulatory compliances. With this end in view this year's annual report has made substantial disclosures in the financial statement and Directors' Report.

2. Board of Directors

The Board of Directors of the Company ('the Board') consists of 8 Directors, headed by a Non executive Chairman. Seven (7) directors on Board are Non Executive Directors of which Four (4) are Independent Directors. The Independent Directors have adequate experience in, Management and Administration. The Composition of the Board of Directors and related information as on 31st March, 2014 is as follows :

DIRECTOR	STATUS	NO. OF BOARD MEETINGS DURING THE YEAR ENDED 31 ST MARCH, 2014		LAST AGM ATTENDED	BOARD MEMBERSHIP (OTHER LISTED COMPANIES)	
		HELD	ATTENDED		BOARD	COMMITTEES
Mr. H. J. Shah	Chairman Promoter	4	3	NO	NONE	NONE
Mr. C. M. Buch	Promoter	4	4	YES	NONE	NONE
Mr. C. M. Parmar	Managing Director & Chief Executive Officer Promoter	4	3	NO	1	NONE
Mr. R. M. Bhuta	Promoter	4	4	YES	NONE	NONE
Mr. Ajay Nagpal	Independent	4	4	NO	NONE	NONE
Mr. Shailesh Bendugade	Independent	4	3	NO	NONE	NONE
Mr. Ravindra Malgaonkar	Independent	4	2	YES	NONE	NONE
Mr. Mahesh Kurlawala	Independent	4	4	YES	NONE	NONE

None of the Directors on the Board holds the office of Directors in more than 15 Companies or Membership of Committees of the Board in more than 10 Committees or Chairmanship of more than 5 Committees across all Companies.

Board Meetings:

The Agenda with supportings are circulated to the Directors well in advance of the Board Meetings and additional items, if any, are tabled in the course of the Board Meetings. During the year information as mentioned in Annexure 1A to Clause 49 of the Listing Agreements has been placed before the Board for its consideration. The minutes of all the Committees of the Directors are placed before the Board and noted by them. Director and Compliance Officer looks after the Company Law and Secretarial work of the Board.

During the year under review Four Board meetings were held on 17-05-2013, 12-08-2013, 21-10-2013 and 27-01-2014. The gap between two board meetings did not exceed four months.

The last AGM was held on 30th September, 2013.

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3. Code of Conduct:

The Company's Board has laid down a code of conduct for all Board members and Senior Management of the Company, which has been circulated to all concerned. All Board members have affirmed compliance with the code of conduct, and a declaration to that effect signed by the Managing Director and Chief Executive Officer is attached and forms a part of this Report.

4. Board Committees:

(a) Audit Committee:

The audit committee consists of following directors

Mr. Ajay Nagpal Chairman

Mr. C. M. Buch

Mr. Mahesh Kurlawala

The terms of reference of the Audit Committee are in accordance with Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The Committee acts as a link between the Management/ Auditors and Board of Director of the Company and has full access to financial information.

During the year four meetings of the audit committee were held on 17-05-2013, 12-08-2013, 21-10-2013, and 27-01-2014, at which all the members of the committee were present. Recommendations of the Audit Committee, if any, are accepted and implemented by the Board from time to time.

(b) Remuneration Committee

The remuneration committee consists of following directors

Mr. H. J. Shah

Mr. R. M. Bhuta

The brief description of the terms of reference of the remuneration committee is:

- i) to determine on behalf of the Board the company's policy on specific remuneration package to MD & CEO, if any.
- ii) to avoid conflict of interest and to review and suggest to the Board and to the members the remuneration payable to MD & CEO, if any.

One meeting of this committee was held on 27-01-2014, wherein both the members were present. Director and Compliance Officer looks after the Company Law and Secretarial work of the Committee.

Salary, Perquisites, Incentives, Allowances, Provident Fund, Superannuation, Commission, Sitting fees, or other payment of such nature have not been made either to Managing Director and Chief Executive Officer, Executive and/or Non Executive Directors, during the year under review.

Company does not have a scheme for grant of stock options either to the MD & CEO or to the employees.

(c) Stakeholders' Grievance Committee

The share transfer function has been delegated to Mr. R. M. Bhuta, Director of the company, who looks after the share transfers. The Shareholders/Investors Grievance Committee consists of following two directors:

Mr. R. M. Bhuta

Mr. C. M. Buch (Director and Compliance Officer)

The brief description of the terms of reference of the Shareholders/Investors Grievance Committee is to consider the grievances of shareholders/investors, relating to transfers, non-receipt of annual accounts, dividends and other such grievances.

The committee met once on 27-01-2014, both the members were present. Director and Compliance Officer looks after the Company Law and Secretarial work of the Committee.

All complaints received by the company during the year ended on 31st March, 2014 have been redressed. The "SCORES" website of SEBI for redressing of Grievances of the investors is being visited at regular

Datasoft Application Software (India) Limited

intervals by the Director and Compliance Officer and there are no pending complaints registered with SCORES for the Financial Year ended on 31st March, 2014.

A statement of various complaints received and cleared by the company during the year ended on 31st March, 2014 is given below :

Nature of Complaint	Received	Cleared
Non Receipt of Annual Report	0	0
Non Receipt of Share Transferred	0	0
Non-Receipt of Rejected DRF	0	0
Non-Receipt of Demat / remat certificate	0	0

As per revised Clause 47(F) of the Listing Agreement the E-mail ID of the Investor Grievance Department of the Company is investors@dasil.in.

The Web site address of the Company is www.dasil.in

5. General Body Meetings:

(a) Location and Time where last three AGMs were held:

ACCOUNTING YEAR ENDING	AGM DATE	AGM PLACE	AGM TIME
31 st March 2013	30-09-2013	22, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066.	3.00 p.m.
31 st March 2012	29-09-2012	22, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066.	3.00 p.m.
31 st March 2011	29-09-2011	Shree Girdharilal Munshilal Jain Sabhagruh, Mandpeshwar Road, Borivali (West), Mumbai-400103.	3.00 p.m.

Neither any Special Resolutions were passed in the last three AGMs nor were any resolutions put through postal ballot last year. No resolutions are proposed by postal ballot at the ensuing annual general meeting.

6. Other disclosures

Compliances

(a) Disclosure on materially significant related party transactions with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interests of the company at large:

None of the transactions with any of the related parties were in conflict with the interest of the company at large.

(b) Details of non-compliance by company, penalties, and strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to the capital markets during last three years.

None

(c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit Committee. Company for the time being has no employees; the Whistle Blower Policy therefore is not operative.

(d) Details of compliance with mandatory requirements and adoption of the nonmandatory requirements of this clause.

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The status of compliance in respect of non-mandatory requirements of Caluse 49 of Listing Agreement is as follows :

- (a) **Maintenance of the Chairman's Office** : No separate office is maintained for the Non-Executive Chairman of the Board and the Audit Committee but Secretarial and other assistance is provided to him, wherever needed, in performance of his duties.
- (b) **Tenure of Independent Directors** : In this Annual General Meeting Independent Directors are proposed to be reappointed for a term of five years, 2014 to 2019.
- (c) **Remuneration Committee** : The Company has set up a Remuneration Committee consisting of two Non Executive Directors. Please see the paragraph on Remuneration Committee.
- (d) **Shareholders' rights** : Un-Audited Quarterly Financial Results are posted on the website of the Company.
- (e) **Audit Qualification** : The Auditors remarks if any are explained in the Directors Report and necessary actions are also taken by the Company when required. The Company shall endeavor to have unqualified Financial Statements.
- (f) **Training of Board of Directors** : The Directors of the Company are persons from management and administration with experience commensurate with the needs of the company. They are being kept posted with various Statutory and Regulatory changes which are applicable to the Company.
- (g) **Mechanism for evaluating Non-Executive Board Members** : There is no substantial business in the Company for the time being and therefore a system of formal evaluation of performance of directors is not formulated.
- (h) **Whistle Blower Policy** : The Company has so far not framed a formal whistle blower policy. The Company has no employee during the year.
- (i) **Board disclosures-Risk Management** : The Board is kept informed about the Risk Management being followed by the the Company from time to time.
- (j) **CMD / CFO Certification** : Managing Director and Chief Executive Officer has issued necessary certificate pursuant to the provisions of clause 49 of the Listing Agreement and the same is annexed and forms part of the Annual Report.
- (k) **Declaration regarding Code of Conduct** : Declaration by the Managing Director and Chief Executive Officer confirming compliance with the Code of Conduct as adopted by the Company is annexed and forms part of the Annual Report.

7. Means of Communication

- (a) Whether half yearly reports sent to each household of shareholders:
No, but they are available on company website www.dasil.in
- (b) Quarterly Results
 - (i) Which news paper normally published in
None
 - (ii) Any website displayed
The results are generally available on www.dasil.in
- (c) Whether website also displays official news releases:
The website dasil.in displays official news releases by the company.
- (d) Whether presentations were made to the institutional investors or to the analysts:
No
- (e) Whether Management Discussion and Analysis is part of annual report or not:
YES

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8. General Shareholder Information

AGM Date, Time and Venue	On Monday 29th September, 2014 at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai-400 066. at 3.00 p.m.
Financial Year	April 1, 2013 to March 31, 2014.
Financial Calendar (tentative dates of declaration of quarterly results)	1 st Quarter 14-08-2014 2 nd Quarter 15-11-2014 3 rd Quarter 14-02-2015 4 th Quarter 30-05-2015
Date of Book closure	Monday 22 nd September, 2014 to Monday 29 th September 2014 (both days inclusive)
Dividend Payment Date	Not Applicable
Listing on Stock Exchanges	Mumbai and Ahmedabad Stock Exchanges
Stock code (BSE)	526443
Stock code (ASE)	13010
Payment of Listing Fees to BSE and ASE for the year 2014-2015	Yes Fees are paid
Market price Data	Refer Annexure 1 attached
Price comparison with Sensex	Refer Annexure 2 attached
Registrar & transfer Agents	Link Intime India Pvt. Ltd, C 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078. Tel. : 022-25963838 Website : www.linkintime.co.in
Share Transfer System	Share transfers in physical form are generally registered and returned within 15 days from the date of receipt in case documents are complete in all respects.
Distribution of Shareholding	Refer Annexure 3 attached
Dematerialization of shares	Approximately 88.95% of the shares are dematerialized as on last day of the year.
Outstanding GDRs/ADRs/warrants etc	None
Software Development Centre	Company has temporarily suspended all business activities.
Address for correspondence	At the registered office at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400 066. Tel. : 022-28706999, 28703821 Website : www.dasil.in

BY ORDER OF THE BOARD OF DIRECTORS
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 29-05-2014

Chandan M. Parmar
Managing Director and Chief Executive Officer

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Annexure 1

STOCK PRICES ON MUMBAI STOCK EXCHANGE

The monthly movement of share price thereafter is as under:

MONTH	HIGH	LOW
April 2013	1.29	1.29
May 2013	1.29	1.21
June 2013	1.20	0.72
July 2013	0.69	0.54
August 2013	0.58	0.56
September 2013	0.60	0.54
October 2013	0.69	0.54
November 2013	0.58	0.45
December 2013	0.53	0.43
January 2014	0.47	0.40
February 2014	0.41	0.40
March 2014	0.42	0.39

There have been no trades at Ahmedabad stock exchange.

Annexure 2

COMPARISON BETWEEN THE MOVEMENT OF SENSEX AND COMPANY SHARE PRICES :

The monthly comparison of movement of share prices thereafter for Company and Sensex is as under:

MONTH	HIGH		LOW	
	Company	Sensex	Company	Sensex
April 2013	1.29	19622.68	1.29	18144.22
May 2013	1.29	20443.62	1.21	19451.26
June 2013	1.20	19860.19	0.72	18467.16
July 2013	0.69	20351.06	0.54	19126.82
August 2013	0.58	19569.20	0.56	17448.71
September 2013	0.60	20739.69	0.54	18166.17
October 2013	0.69	21205.44	0.54	19264.72
November 2013	0.58	21321.53	0.45	20137.67
December 2013	0.53	21483.74	0.43	20568.70
January 2014	0.47	21409.66	0.40	20343.78
February 2014	0.41	21140.51	0.40	19963.12
March 2014	0.42	22467.21	0.39	20920.98

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Annexure 3

Distribution of Shareholding As On 31-3-2014.

	CATEGORY	SHARES	% Of Total
A.	Promoters' Shareholding		
	Directors and their relatives	9,32,709	29.67
	Sub Total (A)	9,32,709	29.67
B.	Public Shareholding		
	Mutual Funds / UTI	1,27,991	4.07
	Financial Institutions / Banks	1,300	0.04
	Foreign Institutional Investments	2,108	0.07
	Bodies Corporate	2,55,833	8.14
	NRI	85,526	2.72
	Clearing Members	5,394	0.17
	Public	17,33,139	55.12
	Sub Total (B)	22,11,291	70.33
	TOTAL (A + B)	31,44,000	100.00

For the purpose of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, the following Companies are to be considered as Group Companies belonging to Promoters Group.

Sr. No.	Name of the Companies	Shareholding as on 31.03.2014
1.	Time Chemicals Pvt.Ltd.	NIL
2.	Knowledgegate Consultants Pvt.Ltd.	NIL
3.	Minesh Prints Limited	NIL
4.	Rivergate Resort (India) Limited	NIL
5.	Gateway Chemists Pvt.Ltd.	NIL
6.	Alakananda Fintrade Pvt. Ltd	NIL
7.	Darshan Housing And Infrastructure Limited	NIL
8.	Mahaprasthan Medico-Ethical Foundation	NIL

BY ORDER OF THE BOARD
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 29-05-2014

Chandan Parmar
Managing Director and Chief Executive Officer

CERTIFICATE BY CHAIRMAN, AND MD & CEO PURSUANT TO CLAUSE 49(V) OF THE LISTING AGREEMENT OF THE INDIAN STOCK EXCHANGES

We, Hasmukh J. Shah, Chairman, and Chandan Parmar, MD & CEO, of Datasoft Application Software (India) Limited ("the Company") certify that :

1. We have reviewed the financial statements and the Cash Flow Statement of the Company for the year ended March 31, 2014 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 statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee -
 - (i) Significant changes, if any, in internal control over financial reporting during the year.
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

H. J. Shah
Chairman

Chandan M. Parmar
Managing Director and Chief Executive Officer

Place : MUMBAI
Date : 29-05-2014

Declaration by the Chairman & Managing Director to the Compliance of Code of Conduct in pursuance of Clause 49 (D) (ii) of the Listing Agreement

It is hereby declared that all the Board Members and Senior Management Personnel of the Company have affirmed to the Board of Directors, their compliance with the Code of Conduct of the Company pursuant to Clause 49 (D) (ii) of the Listing Agreement.

Date : 29-05-2014

Chandan M. Parmar
Managing Director and Chief Executive Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Datasoft Application Software (India) Limited.

We have examined the compliance of conditions of corporate governance by Datasoft Application Software (India) Limited, for the year ended on 31st March 2014, as stipulated in clause 49 of Listing Agreement of the said company with stock exchanges.

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

Subject to above, in our opinion and to the best of our information and according to the explanations given to us and representations made to us by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in clause 49 of the above mentioned Listing Agreement.

We state that no investors' grievances are pending for a period exceeding thirty days against the Company as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Shareholders/investors Grievance Committee.

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 KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 29-05-2014

ANKIT PAREKH
Partner
M. No. : 114622

AUDITORS' REPORT

To,
The Members of Datasoft Application Software (India) Limited.

Report on the Financial Statements

We have audited the accompanying financial statements of **Datasoft Application Software (India) Limited.** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"), read with General Circular No. 15/2013 dated 13th September 2013 of the Ministry of Company Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Datasoft Application Software (India) Limited

Emphasis of Matter :

Without Qualifying Our Opinion :

We draw attention to Note No. 3 and 4 of Notes of the Financial Statement regarding following factors raise substantial doubt on the assumption of going concern concept in preparation of financial statements :

- i) There is no business activity during the year.*
- ii) Management has already laid off its entire staff and they have not shown any evidence for the revival of the business by recruiting any employee.*

In view of the above, we are unable to express any opinion as regards the appropriateness of going concern assumption followed in preparation of the financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matter specified in paragraphs 4 and 5 of the Order.
2. As required by section 227 (3) of the Act, We report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, read with General Circular No. 15/2013 dated 13th September 2013 of the Ministry of Company Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) On the basis of written representations received from the directors, as on March 31st, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31st, 2014 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 29-05-2014

ANKIT PAREKH
Partner
M. No. : 114622

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ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of Report on other Legal and Regulator Requirements of the Auditors' Report of even date to the members of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED on the financial statements for the year ended 31st March, 2014)

- (i) The Company does not have any fixed assets. Hence the question of maintaining proper records, carrying out physical verification and disposing off a substantial part of the fixed assets does not arise.
- (ii) The Company does not have any inventory. Hence the question of carrying out physical verification and maintaining proper records does not arise.
- (iii)
 - a) According to information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Hence clauses (iii) (a), (iii) (b), (iii) (c), (iii) (d) of paragraph 4 of the order are not applicable to the Company.
 - b) The Company has taken loan from three parties listed in Register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1,20,000 and the year-end balance of loans taken from such parties was ₹ 7,33,502.
 - c) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register are not, prima facie, prejudicial to the interest of the company.
 - d) In respect of such loan taken by the Company, no stipulation has been made with respect to repayment of loan and payment of interest, hence we are unable to comment on the same.
- (iv) During the year, the company has not been engaged in purchase of inventory and fixed assets and sale of goods and services. Hence clause 4 (iv) is not applicable to the company.
- (v)
 - a) According to the information and explanation given to us, we are of the opinion that the particulars of contracts and arrangements referred to in section 301 of the Act have been entered into the register required to be maintained under that section.
 - b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements need to be entered in the register maintained under section 301 of the Companies Act, 1956 exceeding ₹ 5,00,000/-
- (vi) The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and rules made there under. Hence, the clause (vi) of the order is not applicable.
- (vii) In our Opinion, the Company does not have any Internal Audit System.
- (viii) We have been informed that the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- (ix)
 - a) According to the information and explanations given to us and on the basis of records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor education Protection fund, employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.
 - b) There are no cases of non deposit with appropriate authorities of disputed due of Sales Tax / Income Tax / Custom Duty / Wealth Tax / Excise authorities.

Datasoft Application Software (India) Limited

- (x) The Company has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. However the company has earned cash profit during the current financial year and in the immediately preceding financial year also.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not taken any loans from any financial institutions, banks or debenture holders and hence the question of defaulting in repayment of dues not arise.
- (xii) According to the information and explanations given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- (xiv) According to the information and explanations given to us, the Company does not deal or trade in shares, securities, debentures and other investment.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not taken any term loan during the year.
- (xvii) According to the information and explanations given to us, and on overall examination of the balance sheet and cash flow statement of the Company, in our opinion, the funds raised on short term basis have not been used for long terms investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- (xix) The company has not issued debentures during the financial year and hence the question of creating securities in respect thereof does not arise.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) On the basis of our examination and according to the information and explanation given to us, no fraud, on or by the Company, has been noticed or reported during the course of our audit.

For KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 29-05-2014

ANKIT PAREKH
Partner
M. No. : 114622

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BALANCE SHEET AS ON**

PARTICULARS	NOTE NO.	31.03.2014		31.03.2013	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
EQUITY AND LIABILITIES :					
1. SHAREHOLDERS' FUNDS :					
a. Share Capital	I	43,309,500		43,309,500	
b. Reserves and Surplus	II	<u>(33,408,482)</u>	9,901,018	<u>(33,977,842)</u>	9,331,658
2. NON-CURRENT LIABILITIES					
a. Long Term Borrowing	III		1,133,502		1,013,502
3. CURRENT LIABILITIES					
a. Trade Payables	IV	26,947		32,738	
b. TDS Payable	V	<u>1,526</u>	<u>28,473</u>	<u>-</u>	<u>32,738</u>
TOTAL ₹			<u>11,062,993</u>		<u>10,377,898</u>
ASSETS :					
1. NON-CURRENT ASSETS					
a. Long Term Loans & Advances	VI		11,029,401		10,329,401
2. CURRENT ASSETS					
a. Cash and Cash Equivalents	VII		<u>33,592</u>		<u>48,497</u>
TOTAL ₹			<u>11,062,993</u>		<u>10,377,898</u>
Notes to Accounts	X				
Accounting Policies	XI				

Notes referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

**FOR KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No. : 104746W**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

**ANKIT PAREKH
PARTNER
M. No. : 114622**

**R. M. BHUTA
DIRECTOR**

**CHANDAN PARMAR
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

**Place : Mumbai
Date : 29-05-2014**

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON

PARTICULARS	NOTE NO.	31.3.2014		31.3.2013	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
1. OTHER INCOME	VIII		777,700		744,296
2. TOTAL REVENUE			777,700		744,296
3. EXPENSES					
Other Expenses	IX		208,340		222,051
4. PROFIT / (LOSS) BEFORE TAX			569,360		522,245
5. PROVISION FOR TAXATION			-		-
6. PROFIT / (LOSS) AFTER TAX			569,360		522,245
7. BALANCE BROUGHT FORWARD			(56,581,042)		(57,103,287)
8. BALANCE CARRIED TO BALANCE SHEET			<u>(56,011,682)</u>		<u>(56,581,042)</u>
9. Earning Per Share - Basic and Diluted			0.18		0.17
Notes to Accounts	X				
Accounting Policies	XI				

Notes referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

**For KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104746W**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

**ANKIT PAREKH
PARTNER
M. No. : 114622**

**R. M. BHUTA
DIRECTOR**

**CHANDAN PARMAR
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

Place : Mumbai

Date : 29-05-2014

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED
NOTES FOR THE YEAR ENDED ON

I. SHARE CAPITAL

		As at 31st March 2014		As at 31st March 2013	
		Number of Shares	₹	Number of Shares	₹
a.	Authorised Equity Shares of ₹ 10 each	15,000,000	150,000,000	15,000,000	150,000,000
b.	Issued Equity Shares of ₹ 10 each	15,000,000	150,000,000	15,000,000	1,50,000,000
c.	Subscribed				
	(i) Fully Paid Equity Shares of ₹ 10 each	3,144,000	31,440,000	3,144,000	31,440,000
	(ii) Forfeited Shares (Partly paid)	11,856,000	11,869,500	11,856,000	11,869,500
	(i) + (ii)	15,000,000	43,309,500	15,000,000	43,309,500

Notes :

- a. There is no fresh issue of equity in last five years.
- b. The Company has only One class of Equity Share having a par value of ₹ 10 per share. Each holder of Equity Shares is entitled to One vote per share. In the event of Liquidation of the company, the holder of Equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares, held by the shareholders.
- c. **Details of Shareholders holding more than 5% of Equity Shares**

Name of Shareholder	Number of Equity shares held on 31st March 2014	% of total Equity shares	Number of Equity shares held on 31st March 2013	% of total Equity shares
Santosh Parmar	1,95,000	6.20%	1,95,000	6.20%
Hasmukh J. Shah	1,58,900	5.05%	1,58,900	5.05%

II. RESERVES AND SURPLUS

		As at 31st March 2014		As at 31st March 2013	
		₹	₹	₹	₹
a.	Securities Premium Account Balance as per Last Balance Sheet		22,603,200		22,603,200
b.	Profit & Loss Account Opening Balance	(56,581,042)		(57,103,287)	
	Add : Net Profit of the year	569,360	(56,011,682)	522,245	(56,581,042)
	TOTAL		(33,408,482)		(33,977,842)

Datasoft Application Software (India) Limited

III.	NON-CURRENT LIABILITIES		
	Long Term Borrowings		
	Unsecured Loan From Directors	1,133,502	1,013,502
	Refer note no 7 in Note X notes to the accounts	<u> </u>	<u> </u>
	CURRENT LIABILITIES		
IV.	Trade Payables	26,947	32,738
		<u> </u>	<u> </u>
V.	TDS Payable	1,526	-
		<u> </u>	<u> </u>
VI.	NON-CURRENT ASSETS		
	Long Term Loans and Advances (Unsecured, Considered doubtful)		
	a. Deposits	15,000,000	15,000,000
	Less : Provision for non-recoverables (Unsecured, Considered good)	<u>15,000,000</u>	<u>-</u>
	b. Loans	10,869,460	10,176,460
	(Unsecured, Considered good to parties who are neither Directors nor "Relatives" as defined by AS 18)		
	c. Income Tax Refund due	159,941	152,941
		<u> </u>	<u> </u>
		11,029,401	10,329,401
		<u> </u>	<u> </u>
VII.	CURRENT ASSETS		
	Cash and Cash Equivalents		
	Cash on Hand	1,240	1,240
	Balance with scheduled banks - in Current Accounts	<u>32,352</u>	<u>47,257</u>
		33,592	48,497
	Of the above, the balances that meet the definition of Cash and Cash equivalents as per AS 3 Cash Flow Statements is ₹ 33,592 (Previous Year ₹ 48,497)	<u> </u>	<u> </u>
		33,592	48,497
		<u> </u>	<u> </u>
VIII.	INCOME		
	Other Income		
	Interest Income	770,000	734,274
	Interest on I. Tax Refund	<u>7,700</u>	<u>10,022</u>
		777,700	744,296
		<u> </u>	<u> </u>
IX.	EXPENSES		
	Other Expenses		
	AGM Exp.	54,699	56,704
	Auditors Remuneration	11,236	11,236
	Bank Charges	225	364
	Share Transfer and Listing Fees	103,450	104,777
	Profession Tax	2,500	2,500
	Professional Fees	25,618	17,500
	Roc Fees	500	500
	Travelling Expenses	-	28,470
	Website Expenses	10,112	-
		<u>208,340</u>	<u>222,051</u>
		<u> </u>	<u> </u>

Annual Report 2013 - 2014

X. NOTES FORMING PART OF THE ACCOUNTS :

1. There are no commitments on capital account as on the date of the Balance Sheet.
2. In terms of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006, the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of the information about registration of the Enterprises under the above Act, the required information could not be furnished. In view of above and in absence of relevant informations, the Auditor has relied upon the same.
3. The company has suspended all its business activities till the time company generates sufficient resources for effective working, as decided by the Board of Directors in its meeting held on 21st January 2004. Accordingly company has neither replaced senior management staff after their resignation nor retained marketing network. Company carries on its effort to identify a strategic partner, who can bring in required resources. However, the management is not able to express their views on probable date for recommencement of company's activities.
4. Considering the fact that company has a positive net worth, that company can meet all its liabilities out of its assets, and that the realizable value of the net assets is higher than / equal to its costs recorded in books and accordingly all the assets and liabilities have been stated at their historical costs, which is same as its realizable value.
5. Principal business of the Company remains temporarily suspended due to unavailability of sufficient resources. Company shall restart its business upon generating required resources for effective working. Meanwhile idle funds are invested in interest fetching loans/deposits, till the time they get deployed in main business. Since the Company has no other business, the interest income and the loan assets are respectively more than 50% of total income and 50 % of total assets. The company therefore satisfies one of the conditions of NBFC registration. However since Net worth of the Company is less than ₹ 200 lakhs, the Company cannot register itself as NBFC.

6. Deferred Tax :

The company has unabsorbed depreciation and carry forward losses and other allowances available for set-off under the Income Tax Act 1961. However in view of present uncertainty regarding generation of sufficient future taxable income, net deferred tax assets amounting to ₹ 61,85,812 at the year-end including related credit for the year have not been recognized in these accounts on prudent basis.

Nature of timing difference	Amount (₹)
Carry Forward Loss	40,65,533
Provision for Doubtful Debts	150,00,000
TOTAL	190,65,533
Tax @ 32.45% (30% + 5% SC + 3% EC)	61,85,812

7. Earning Per Share :

Particulars	31-03-2014	31-03-2013
Profit/(Loss) After Tax (₹ in lacs)	5.69	5.22
Average no. of Equity shares outstanding (in lacs)	31.44	31.44
Earning Per Share (Basic) Face Value ₹ 10 per share	₹ 0.18	₹ 0.17

Datasoft Application Software (India) Limited

8. Related Party disclosures :

Loan Transactions with Key Management personnel, their relatives and their enterprise.

Name of Party	Net Transactions during 2013-14	Closing Balance as on 31-3-2014	Net Transactions during 2012-13	Closing Balance as on 31-3-2013
Bhuta Buch & Associates	70,000 CR	324,202 CR	Nil	254,202 CR
Knowledgegate Consultants Pvt. Ltd.	25,000 CR	134,300 CR	Nil	109,300 CR
Mr. Chandan Parmar	Nil	150,000 CR	Nil	150,000 CR
Mr. Chaitainya Buch	Nil	75,000 CR	Nil	75,000 CR
Mr. Rajesh Bhuta	Nil	175,000 CR	Nil	175,000 CR
Mr. Hasmukh J. Shah	25,000 CR	275,000 CR	Nil	250,000 CR

The above loans are not repayable within a period of 12 months, as confirmed by the parties. Related parties are identified by Management and relied upon by the Auditors.

9. Segment Reporting :

The only source of income for the Company is interest earned on idle funds invested in loans / deposits. Hence no disclosure under Accounting Standard - 17, 'Segment Reporting' is required in these financial statements. There is no reportable Geographical Segment.

10. At the end of the year, there were no employees in the company; hence no provision has been made for Gratuity and Leave encashment.

11. Previous period figures are grouped / regrouped, arranged / re-arranged wherever necessary to conform to current year's classification.

XI. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING :

The Financial Statements have been prepared under the historical cost convention, except where impairment is made, and on accrual basis in accordance with the accounting practices generally accepted in India and the provisions of the Companies Act, 1956. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. USE OF ESTIMATES :

The preparation of financial statements, in conformity with generally accepted accounting principles, requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

3. REVENUE RECOGNITION :

Interest on deployment of fund is recognized on accrual basis.

4. FIXED ASSETS AND DEPRECIATION :

Fixed Assets are stated at cost less accumulated depreciation. Depreciation and impairment losses (if any) on all assets is provided on written down method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

5. INVENTORIES :

Inventories are valued at cost or net realizable value, whichever is lower.

6. BORROWING COST :

Interest accrued on loan for acquiring asset is capitalized till the date the assets are put to use.

7. IMPAIRMENT OF ASSETS :

At the end of each reporting period, the company determines whether a provision should be made for the impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with the Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. An impairment loss is charged to Profit and Loss account in the period in which, an asset is classified as impaired, when the carrying value of assets exceeds its recoverable value. The impairment loss recognized in the earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

8. PROVISION FOR CURRENT AND DEFERRED TAX :

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in the future.

9. EARNING PER SHARE :

In determining earning per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earning per share is weighted average number of shares outstanding during the period. The number of shares used in computing diluted earning per share comprises the weighted average shares considered for deriving basic earning per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

10. CONTINGENCIES & PROVISIONS :

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefits is remote.

11. CASH AND CASH EQUIVALENTS :

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

SIGNATURE TO NOTE I TO XI

AS PER OUR REPORT OF EVEN DATE

**For M/s. KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Reg. No. : 104746W**

For DATASOFT APPLICATION SOFTWARE (INDIA) LTD.

**ANKIT PAREKH
PARTNER
M. No. : 114622**

**R. M. BHUTA
DIRECTOR**

**CHANDAN PARMAR
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

**PLACE : MUMBAI
DATE : 29-05-2014**

Datasoft Application Software (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED

	31.03.2014 (₹)	31.03.2013 (₹)
(A) Cash Flow from operating activities :		
Net profit/(Loss) before tax	569,360	522,245
Adjustments for :		
Operating profit before working capital changes	569,360	522,245
Adjustments for Changes in Working Capital :		
Current Liabilities	(4,265)	18,096
Net Cash Flow from operating activities (A)	<u>565,095</u>	<u>540,341</u>
(B) Cash Flow From Investing activities :		
Fixed Assets/Software Products purchased/developed	-	-
Proceeds from Sale of Fixed Assets	-	-
Proceeds from Sale of Investments	-	-
Net Cash Flow from Investing activities (B)	<u>-</u>	<u>-</u>
(C) Cash Flow From Financing Activities :		
Loans & Advances	(700,000)	(603,786)
Unsecured Loans from Directors	120,000	-
Net Cash Flow from Financing Activities (C)	<u>(580,000)</u>	<u>(603,786)</u>
Net change in Cash and Cash equivalent : (A + B + C)	<u>(14,905)</u>	<u>(63,445)</u>
Cash and Cash equivalent at the end of Previous Year	48,497	111,942
Cash and Cash equivalent at the end of Current Year	33,592	48,497

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 29-05-2014

R. M. BHUTA
DIRECTOR

CHANDAN PARMAR
MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

Annual Report 2013 - 2014

Dear Shareholder

Sub : Green Initiative in Corporate Governance Service of documents by electronic mode

The Ministry Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliance by Companies. In accordance with the recent Circular no. 17/2011 dated 21-04-2011 and Circular no. 18/2011 dated 29-04-2011 issued by the MCA. Companies can now send various notices and documents, including the Annual Report, to the Shareholders through electronic mode to the registered e-mail addresses of shareholders.

Your Company appreciates this initiative and would like to enable conservation of paper thereby contributing to a Greener Environment. This initiative presents the shareholders of **Datasoft Application Software (India) Limited** with a unique opportunity to contribute towards Corporate Social Responsibility of the Company.

If you hold shares in demat form, we invite you to contribute to the cause by updating your e-mail id details with your depository participant. In case you hold shares in physical form please complete the form given below and send it back to us.

Please note that as a member of the Company you are entitled to receive all such communication in physical form, upon request.

Best regards

Chandan Parmar
MD & CEO



E-COMMUNICATION REGISTRATION FROM

(In terms of Circulars No. 17/2011 dated 21-04-2011 issued by the Ministry of Corporate Affairs)

To,
Link Intime India Pvt. Ltd.
Unit : **Datasoft Application Software (India) Limited**
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai - 400 078.

Dear Sir / Madam

Re : Green Initiative in Corporate Governance - Service of documents by electronic mode.

I/We agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through email.

Folio No. : _____
DP Id : _____
Client ID : _____
Name of the First Holders : _____
Name of Joint Holders : _____
Email Id (to be registered) : _____

I/We will keep the Company informed as and when there is any change in the e-mail address.

Date : _____ Signature of the first holder : _____

Important Notes :

1. Please fill in capital letters in legible handwriting.
2. Shareholders are requested to keep the Company informed as and when there is any change in the e-mail address. Unless the e-mail ID is changed by you by sending another communication in writing, the Company will continue to send all notices/documents to you at the above mentioned e-mail ID.

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Office :- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066
Tel. : 022-28706999, 28703821 Website : www.dasil.in
CIN : L72200MH1992PLC067032

FORM MGT - 11

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

Name of the Members :

Registered Address :
E-mail ID : Folio No. / Client ID DP ID :

I/We, being the member (s) of the Company holding _____ Shares of the Company, hereby appoint.

1. Name : _____
Address : _____
E-mail id : _____
Signature : _____ or failing him / her
2. Name : _____
Address : _____
E-mail id : _____
Signature : _____ or failing him / her
3. Name : _____
Address : _____
E-mail id : _____
Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 22nd ANNUAL GENERAL MEETING of the Company, to be held on Monday, 29th day of September, 2014 at 3.00 p.m. at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400066 and at any adjournment thereof in respect of such resolutions as are indicated below :

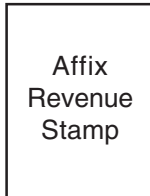
Resolution No. 1 to 7 :

1. Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. C. M. Buch who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Kanu Doshi Associates, Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.
4. Appointment of Mr. Mahesh Kurlawala as an Independent Director of the Company.
5. Appointment of Mr. Ravindra Malgaonkar as an Independent Director of the Company.
6. Appointment of Mr. Ajay Nagpal as Independent Director of the Company.
7. Appointment of Mr. Shailesh Bendugade as an Independent Director of the Company.

Signed this _____ day of _____ 2014.

Signature of the shareholder : _____

Signature of Proxy Holders (s) : _____



NOTE : This Form of 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.

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Office :- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066

Tel. : 022-28706999, 28703821 Website : www.dasil.in

CIN : L72200MH1992PLC067032

ATTENDANCE SLIP

22nd ANNUAL GENERAL MEETING

On Monday 29th September, 2014

Regd. Folio No. / Client ID : _____
Mr. / Mrs. / Ms. : _____

I Certify that I am a registered share holder / Proxy for the Registered Share holder of the Company.

I hereby record my presence at the 22ND ANNUAL GENERAL MEETING of the Company at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400 066 at 3.00 p.m. on 29th September, 2014.

MEMBER'S / PROXY'S NAME IN BLOCK LETTERS : _____
MEMBER'S / PROXY'S SIGNATURE : _____

Notes : Please fill in this attendance slip and hand it over.