

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.

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DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

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

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED will be held on Saturday, 29th September, 2012 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, 2012 and Profit and Loss Account 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. Mahesh Kurlawala, Mr. Ajay Nagpal and Mr. Ravindra Malagaonkar, who retire by rotation and being eligible offer themselves for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting, to authorize the Board of Directors to fix their remuneration and to pass the following resolution:
"RESOLVED THAT Messrs Kanu Doshi Associates, Chartered Accountants be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors"

BY ORDER OF THE BOARD

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 14-08-2012

Chandan Parmar
MD & CEO

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.

1. Register of Members and the share transfer books of the company will be closed from Saturday 22nd September, 2012 to Saturday 29th September, 2012 both days inclusive.
2. 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.

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3. The company's equity shares are listed at the Mumbai and Ahmedabad Stock Exchanges.
4. 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.
5. Shareholders desiring any information as regards accounts are requested to write in advance to the company at least seven days before the date of meeting to enable the management to keep the information ready.
6. 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.
7. Members are requested to notify immediately any change of their address to the company or the Share Transfer agents.

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

**Place : MUMBAI
Date : 14-08-2012**

**Chandan Parmar
MD & CEO**

DIRECTORS' REPORT

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

Your directors present their Twentieth Annual Report, together with Audited Accounts for the year ended on 31st March, 2012.

1. FINANCIAL RESULTS

	2011-2012	(Rs. In Lakhs) 2010-2011
Sales and Other Income	7.06	7.04
Profit/(Loss) before depreciation	4.07	1.50
Divisible Profit/(Loss)	4.07	1.50
Retained Profit/(Loss)	4.07	1.50
Dividend	-	-

2. DIVIDEND

Due to accumulated losses Directors regret to recommend any dividend for the year ended on 31st March 2012.

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. In order to open up choice of business, your company has liquidated its assets; vide authority granted by the shareholders by postal ballot, results of which were declared on 20-1-2005. The funds generated there from are currently invested in interest fetching loans/deposits. Company has a positive net worth. Company has meager liability, which will be met out of the liquidity generated. 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:

- a) that in the preparation of annual accounts, the applicable accounting standards have been followed and that no material departures have been made from it.
- b) 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 and loss of the Company for that year.
- c) 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.
- d) 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

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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 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 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 this Annual Report.

8. AUDITORS' OBSERVATIONS :

Clarifications on the auditors observations is as under:

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.

9. PERSONNEL

All the employees of the Company had resigned in the earlier year/s. Your company will recruit new employees after restructuring the business.

10. DIRECTORS

Mr. Mahesh Kurlawala retires by rotation and being eligible offers himself for reappointment. Mr. Mahesh Kurlawala, is an accountant by profession. He has been consulting on VAT and Service Tax. He has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

Mr. Ajay Nagpal retires by rotation and being eligible offers himself for reappointment. Mr. Ajay Nagpal is a Chartered Accountant. He has furnished a declaration in DDA to the Company stating that he is not disqualified

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from being appointed as a Director of the Company.

Mr. Ravindra Malgaonkar retires by rotation and being eligible offers himself for reappointment. He is an able administrator. He has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

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 88.87% 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. PARTICULARS OF EMPLOYEES

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

16. AUDITORS

M/s Kanu Doshi Associates Statutory Auditors of the company will hold the office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their appointment as the Statutory Auditors of the Company for next year.

17. 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 : 14-08-2012**

**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 Composition of the Board of Directors and related information as on 31st March, 2012 is as follows :

DIRECTOR	STATUS	NO. OF BOARD MEETINGS DURING THE YEAR ENDED 31 ST MARCH, 2012		LAST AGM ATTENDED	BOARD MEMBERSHIP (OTHER LISTED COMPANIES)	
		HELD	ATTENDED		BOARD	COMMITTEES
Mr. H. J. Shah	Chairman Promoter	6	6	NO	NONE	NONE
Mr. C. M. Buch	Promoter	6	6	YES	NONE	NONE
Mr. C. M. Parmar	Promoter	6	6	NO	1	NONE
Mr. R. M. Bhuta	Promoter	6	6	YES	NONE	NONE
Mr. Ajay Nagpal	Independent	6	5	NO	NONE	NONE
Mr. Shailesh Bendugade	Independent	6	4	YES	NONE	NONE
Mr. Ravindra Malgaonkar	Independent	6	5	YES	NONE	NONE
Mr. Mahesh Kurlawala	Independent	6	5	YES	NONE	NONE

During the year under review Six Board meetings were held on 13-05-2011, 22-06-2011, 18-07-2011, 12-08-2011, 14-11-2011 and 10-02-2012.

The last AGM was held on 29th September, 2011.

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.

4. Board Committees:

(a) Audit Committee:

The audit committee consists of following directors

Mr. Ajay Nagpal

Mr. C. M. Buch

Mr. Mahesh Kurlawala

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

To review the Statutory Auditor's report on the financial statements

To generally interact with the Statutory Auditors

To review weaknesses in the internal control procedures

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To select and establish accounting policies and review the same

During the year four meetings of the audit committee were held on 31-05-2011, 12-08-2011, 14-11-2011, and 10-02-2012, 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 10-02-2012, wherein both the members were present.

Salary, Perquisites, Incentives, Allowances, Provident Fund, Superannuation, Commission, Sitting fees, or other payment of such nature have not been paid to MD & CEO, Executives 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) **Share Transfer/Investors 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

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 10-02-2012, both the members were present.

All complaints received by the company during the year ended on 31st March, 2012 have been redressed.

A statement of various complaints received and cleared by the company during the year ended on 31st March, 2012 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	1	1
Non-Receipt of Demat / remat certificate	0	0

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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 2011	29-09-2011	Shree Girdharilal Munshilal Jain Sabhagruh, Mandpeshwar Road, Borivali (West), Mumbai-400103.	3.00 p.m.
31 st March 2010	23-08-2010	22, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066.	3.00 p.m.
31 st March 2009	30-09-2009	217, Blue Rose Industrial Estate, W. E. Highway, , Borivali (East), Mumbai-400066.	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.

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.

The company has not adopted the non mandatory requirements as specified in Annexure ID of the Listing agreement.

7. Means of Communication

(a) Whether half yearly reports sent to each household of shareholders:

No

(b) Quarterly Results

(i) Which news paper normally published in

None

(ii) Any website displayed

The results are generally available on www.bseindia.com

(c) Whether website also displays official news releases:

The website bseindia.com 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 Saturday 29th September, 2012 at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai-400 066. at 3.00 p.m.
Financial Calendar (tentative dates of declaration of quarterly results)	1 st Quarter 14-08-2012 2 nd Quarter 14-11-2012 3 rd Quarter 14-02-2013 4 th Quarter 31-05-2013
Date of Book closure	Saturday 22 nd September, 2012 to Saturday 29 th September 2012 (both days inclusive)
Dividend Payment Date	Not Applicable
Listing on Stock Exchanges	Mumbai and Ahmedabad Stock Exchanges
Stock code (BSE)	526443
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
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 88.87% 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.

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

Place : MUMBAI
Date : 31-05-2012

Chandan Parmar
MD & CEO

Annexure 1

STOCK PRICES ON MUMBAI STOCK EXCHANGE

The monthly movement of share price thereafter is as under:

MONTH	HIGH	LOW
April 2011	4.04	3.40
May 2011	3.78	3.12
June 2011	3.61	2.67
July 2011	6.34	3.23
August 2011	7.74	6.22
September 2011	6.70	4.18
October 2011	4.38	3.44
November 2011	3.73	2.95
December 2011	4.08	2.80
January 2012	6.22	3.88
February 2012	7.35	5.20
March 2012	6.95	4.90

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 Comany and Sensex is as under:

MONTH	HIGH		LOW	
	Company	Sensex	Company	Sensex
April 2011	4.04	19811.14	3.40	18976.19
May 2011	3.78	19253.87	3.12	17786.13
June 2011	3.61	18873.39	2.67	17314.38
July 2011	6.34	19131.70	3.23	18131.86
August 2011	7.74	18440.07	6.22	15765.53
September 2011	6.70	17211.80	4.18	15801.01
October 2011	4.38	17908.13	3.44	15745.43
November 2011	3.73	17702.26	2.95	15478.69
December 2011	4.08	17003.71	2.80	15135.86
January 2012	6.22	17258.97	3.88	15358.02
February 2012	7.35	18523.78	5.20	17061.55
March 2012	6.95	18040.69	4.90	16920.61

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Annexure 3

Distribution of Shareholding As On 31-3-2012.

	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	2,63,096	8.37
	NRI	85,680	2.73
	Clearing Members	5,933	0.18
	Public	17,25,183	54.87
	Sub Total (B)	22,11,291	70.33
	TOTAL (A + B)	31,44,000	100.00

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

Place : MUMBAI
Date : 31-05-2012

Chandan Parmar
MD & CEO

Datasoft Application Software (India) Limited

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, 2012 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 Parmar
MD & CEO

Place : MUMBAI
Date : 31-05-2012

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, 2012, 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 : 31-05-2012

ANKIT PAREKH
Partner
M. No. 114622

AUDITORS' REPORT

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

1. We have audited the attached Balance Sheet of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED as at 31st March, 2012 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 (as amended) issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :-
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account, and the Cash Flow Statement dealt with by this report comply with the Companies (Accounting Standards) Rules, 2006 and / or Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - f) **Attention is invited to the following in Schedule X**
Note No. : 3 In our opinion, 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.**
 - g) Subject to our observations in paragraph 4 (f) above, in our opinion and to the best of our information, and according to the explanations given to us, the said accounts read with the Significant Accounting Policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :-
 - i) in the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2012.
 - ii) in the case of Profit and Loss Account, of the profit for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

PLACE : MUMBAI
DATE : 31-05-2012

ANKIT PAREKH
Partner
M. No. 114622

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ANNEXURE TO THE AUDITORS' REPORT

RE : DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

(Referred to in Paragraph 3 of our Report of even date)

- (i) The nature of the Company's activities during the year have been such that clause (ii) (xi) (xiii) (xiv) (xv) (xvi) (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company for the year.
- (ii) In respect of its fixed assets :
- a) There is no Fixed Assets in the Company hence it creates doubts about the assumption of going concern concept followed in preparation of the financial statements.
- (iii) The Company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 during the year. Hence the question of verification of rate of interest, other terms and receipt of its principal amount and interest does not arise.
- The Company has taken loan of Rs. 4,00,000/- from the parties listed in Register maintained under section 301 of the Companies Act, 1956. The terms and conditions of the loan taken by the company are prima facie not prejudicial to the interest of the company. 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, company has not entered into any transaction of purchase of goods or fixed assets and sale of goods & services. Hence question of observation and verification of internal controls in respect of purchase of goods or fixed assets and sale of goods and services does not arise.
- (v) a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- b) According to the information and explanations given to us no transactions have been made exceeding the value of Rs. 5 lakhs in respect of any party during the year in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the company does not have an internal audit system.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the activities carried out by the company.
- (ix) In our opinion and according to the information and explanations given to us, the company is not required to deposit or liable for any amount towards, Provident Fund, Investor education & Protection fund, ESIC, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Custom Duty, Cess and any other statutory dues except Income Tax and Profession Tax in the year under audit. Company is regular in depositing income tax with the appropriate authorities and there were no arrears of outstanding income tax 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.

According to information and explanation given to us there are no due of Sales Tax / Income Tax / Custom

Datasoft Application Software (India) Limited

Duty / Wealth Tax / Service Tax / Excise Duty / Cess which have not been deposited with the appropriate authorities on account of any dispute.

- (x) The Company has accumulated losses at the end of the year, which is not less than fifty percent of its net worth. However company has earned the cash profit during the financial year and in the immediately preceding financial year also.
- (xi) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) According to the information and explanation given to us, and on an 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 term investment.
- (xiii) 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.
- (xiv) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

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

PLACE : MUMBAI
DATE : 31-05-2012

ANKIT PAREKH
Partner
M. No. 114622

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

BALANCE SHEET AS ON

PARTICULARS	SCH.NO	31.03.2012		31.03.2011	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
EQUITY AND LIABILITIES :					
1. SHAREHOLDERS' FUNDS :					
Share Capital	I	43,309,500		43,309,500	
Reserves and Surplus	II	<u>(34,500,087)</u>		<u>(34,907,083)</u>	
			<u>8,809,413</u>		<u>8,402,417</u>
2. NON-CURRENT LIABILITIES					
a. Long Term Borrowing	III		1,013,502		613,502
3. CURRENT LIABILITIES					
a. Trade Payables	IV	<u>14,642</u>	14,642	<u>20,201</u>	20,201
TOTAL RS.			<u>9,837,557</u>		<u>9,036,120</u>
ASSETS :					
1. NON-CURRENT ASSETS					
a. Long Term Loans & Advances	V		9,725,615		9,025,615
2. CURRENT ASSETS					
a. Cash and Cash Equivalents	VI		111,942		10,505
TOTAL RS.			<u>9,837,557</u>		<u>9,036,120</u>

Datasoft Application Software (India) Limited

PARTICULARS	SCH.NO	31.03.2012		31.03.2011	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
Accounting Policies	IX				
Notes to Accounts	X				

The Schedules referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

**FOR KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

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

**C. M. BUCH
DIRECTOR**

**CHANDAN PARMAR
MD & CEO**

**Place : Mumbai
Date : 31-05-2012**

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DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON

PARTICULARS	Sch. No.	31.3.2012		31.3.2011	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
1. OTHER INCOME	VII		705,516		703,815
2. TOTAL REVENUE			705,516		703,815
3. EXPENSES					
Other Expenses	VIII		298,520		553,816
4. PROFIT / (LOSS) BEFORE TAX			406,996		149,999
5. PROVISION FOR TAXATION			-		-
6. PROFIT / (LOSS) AFTER TAX			406,996		149,999
7. BALANCE BROUGHT FORWARD			(57,510,283)		(57,660,282)
8. BALANCE CARRIED TO BALANCE SHEET			<u>(57,103,288)</u>		<u>(57,510,283)</u>
9. Earning Per Share - Basic and Diluted			0.13		0.05
Accounting Policies	IX				
Notes to Accounts	X				

The schedules referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

**For KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

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

**C. M. BUCH
DIRECTOR**

**CHANDAN PARMAR
MD & CEO**

**Place : Mumbai
Date : 31-05-2012**

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

SCHEDULES FOR THE YEAR ENDED ON

I. SHARE CAPITAL

		As at 31st March 2012		As at 31st March 2011	
		Number of Shares	Rs.	Number of Shares	Rs.
a.	Authorised Equity Shares of Rs. 10 each	15,000,000	150,000,000	15,000,000	150,000,000
b.	Issued Equity Shares of Rs. 10 each	15,000,000	150,000,000	15,000,000	1,50,000,000
c.	Subscribed				
	(i) Fully Paid Equity Shares of Rs. 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 Rs. 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 2012	% of total Equity share	Number of Equity shares held on 31st March 2011	% of total Equity share
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%

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PARTICULARS	31.03.2012		31.03.2011	
	(Rs.)		(Rs.)	
II. RESERVES AND SURPLUS				
	As at 31st March 2012		As at 31st March 2011	
	Rs.	Rs.	Rs.	Rs.
a. Securities Premium Account Balance as per Last Balance Sheet		22,603,200		22,603,200
b. Profit & Loss Account Opening Balance	(57,510,283)		(57,660,282)	
Add : Net Profit of the year	406,996	(57,103,287)	149,999	(57,510,283)
TOTAL		(34,500,087)		(34,907,083)
III. NON-CURRENT LIABILITIES				
Long Term Borrowings				
Unsecured Loan From Directors		1,013,502		613,502
Refer note no 7 in Schedule X notes to the accounts				
CURRENT LIABILITIES				
IV. Trade Payables		14,642		20,201
V. 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)	15,000,000	-	15,000,000	-
b. Loans (Unsecured, Considered good to parties who are neither Directors nor "Relatives" as defined by AS 18)		9,445,613		8,815,613
c. Income Tax Refund due		280,002		210,002
		9,725,615		9,025,615
VI. CURRENT ASSETS				
Cash and Cash Equivalents				
Cash on Hand	1,241			-
Balance with scheduled banks - in Current Accounts	110,701		10,505	
		111,942		10,505
Of the above, the balances that meet the definition of Cash and Cash equivalents as per AS 3 Cash Flow Statements is Rs. 111,942 (Previous Year Rs. 10,505)				
		111,942		10,505
VII. INCOME				
Other Income				
Interest Income		700,000		700,000
Sundry Receipts		5,516		3,815
		705,516		703,815

Datasoft Application Software (India) Limited

PARTICULARS	31.03.2012	31.03.2011
	(Rs.)	(Rs.)
VIII. EXPENSES		
Other Expenses		
AGM Exp.	60,045	52,232
Auditors Remuneration	11,030	11,030
Bank Charges	538	512
SEBI Fees	1,00,000	-
Share Transfer and Listing Fees	82,832	78,206
Share Locking Exp.	-	3,309
Printing and Stationery	-	468
Profession Tax	2,500	2,500
Professional Fees	41,575	25,634
Relisting Fees	-	375,150
Roc Fees	-	3,502
Telephone Expenses	-	1,273
	<u>298,520</u>	<u>553,816</u>

IX. 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. PRESENTATION AND DISCLOSURE OF FINANCIAL STATEMENT :

During the year ended 31 March, 2012 , the Revised Schedule VI under the Companies Act, 1956 has become applicable to the Company, for the preparation and presentation of its financial statements. The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

3. 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.

4. REVENUE RECOGNITION :

Interest on deployment of fund is recognized on accrual basis.

5. 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.

6. INVENTORIES :

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

7. BORROWING COST :

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

8. 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.

9. 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.

10. 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.

11. 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.

12. CASH AND CASH EQUIVALENTS :

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in

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hand (including cheques in hand) and short term investment with an original maturity of three months or less.

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.

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.

4. 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 for NBFC registration. However since Net worth of the Company is less than Rs. 200 lakhs, the Company cannot register itself as NBFC.
5. 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 Rs. 65,88,757 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 (Rs)
Carry Forward Loss	53,04,336
Provision for Doubtful Debts	150,00,000
TOTAL	203,04,336
Tax @ 32.45% (30% + 5% SC + 3% EC)	65,88,757

Datasoft Application Software (India) Limited

6. Earning Per Share :

Particulars	31-03-2012	31-03-2011
Profit/(Loss) After Tax (Rs. in lacs)	4.07	1.50
Average no. of Equity shares outstanding (in lacs)	31.44	31.44
Earning Per Share (Basic) Face Value Rs. 10 per share	Rs. 0.13	Rs. 0.05

7. Related Party disclosures :

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

Name of Party	Net Transactions during 2011-12	Closing Balance as on 31-3-2012	Net Transactions during 2010-11	Closing Balance as on 31-3-2011
Bhuta Buch & Associates	100,000 CR	254,202 CR	68,502 CR	154,202 CR
Knowledgegate Consultants Pvt. Ltd.		109,300 CR	109,300 CR	109,300 CR
Mr. Chandan Parmar	50,000 CR	150,000 CR	100,000 CR	100,000 CR
Mr. Chaitainya Buch		75,000 CR	75,000 CR	75,000 CR
Mr. Rajesh Bhuta	100,000 CR	175,000 CR	75,000 CR	75,000 CR
Mr. Has Mukh J. Shah	150,000 CR	250,000 CR	100,000 CR	100,000 CR

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

8. Segment Reporting :

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

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9. At the end of the year, there were no employees in the company; hence no provision has been made for Gratuity and Leave encashment.
 10. Previous period figures are grouped / regrouped, arranged / re-arranged wherever necessary to conform to current year's classification.
-

SIGNATURE TO SCHEDULE I TO X

AS PER OUR REPORT OF EVEN DATE

**For KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LTD.

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

**C. M. BUCH
DIRECTOR**

**CHANDAN PARMAR
MD & CEO**

**PLACE : MUMBAI
DATE : 31-05-2012**

Datasoft Application Software (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED

	31.03.2012 (Rs.)	31.03.2011 (Rs.)
(A) Cash Flow from operating activities :		
Net profit/(Loss) before tax	406,996	149,999
Adjustments for :		
Operating profit before working capital changes	406,996	149,999
Adjustments for Changes in Working Capital :		
Loans & Advances	(700,000)	(691,916)
Other Current Assets	-	(52,404)
Current Liabilities	(5,559)	5,171
Net Cash Flow from operating activities (A)	<u>(298,564)</u>	<u>(536,746)</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 :		
Unsecured Loans from Directors	400,000	527,802
Net Cash Flow from Financing activities (C)	<u>400,000</u>	<u>527,802</u>
Net change in Cash & Cash equivalent : (A + B + C)	101,436	(8,944)
Cash and Cash equivalent at the end of Previous Year	10,505	19,449
Cash and Cash equivalent at the end of Current Year	111,942	10,505

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 31-05-2012

C. M. Buch
Director

CHANDAN PARMAR
MD & CEO

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

PROXY

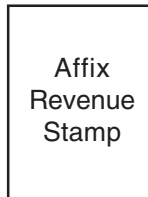
I/We _____ of
_____ in the district of
_____ being a member/members of the
abovenamed Company, hereby appoint _____
of _____ in the district of _____
or failing him _____ of
_____ in the district of
_____ as my/our Proxy and vote for me/us and
on my/our behalf at the TWENTIETH ANNUAL GENERAL MEETING of the Company to be held on Saturday, 29th
September, 2012 at 3.00 p.m. at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East),
Mumbai - 400 066 and at any adjournment thereof.

Signed this _____ day of _____ 2012.

Reference Folio

Signature

This form is to be used _____ *infavour of _____ the resolution.
*against _____



Unless otherwise instructed, the proxy will act as he thinks fit.

*Strike out whichever is not desired.

NOTE : The Proxy Form must be returned so as to reach at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400 066 not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

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

ATTENDANCE SLIP

Name & Address

I hereby record my presence at the TWENTIETH ANNUAL GENERAL MEETING of the Company at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400 066 on Saturday, 29th September, 2012 at 3.00 p.m.

SIGNATURE OF MEMBER _____
THE ATTENDING PROXY _____

Notes :

1. Shareholder/Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.