

BOARD OF DIRECTORS

Chairman

H. J. Shah

Directors

Chandan Parmar (appointed as MD & CEO with effect from 12th July 2010)

C. M. Buch

R. M. Bhuta (resigned as MD & CEO with effect from 29th December 2009)

Ajay Nagpal (with effect from 27th April 2010)

Mahesh Kurlawala (with effect from 27th April 2010)

Ravindra Malgaonkar (with effect from 27th April 2010)

Shailesh Bendugade (with effect from 27th April 2010)

Bankers

Karnataka Bank Limited

Auditors

M/s. Kanu Doshi Associates

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 Eighteenth Annual General Meeting of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED will be held on Monday, 23rd August, 2010 at 3.00 p.m. at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2010 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 a Director in place of Mr. Rajesh M. Bhuta, 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 next Annual General Meeting, to authorize the Board of Directors to fix their remuneration and to pass the following resolutions.
"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"

SPECIAL BUSINESS :

4. **Appointment of Mr. Ajay Nagpal as a Director of the Company, liable to retire by rotation.**
To consider and if thought fit to pass with or without modifications following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Ajay Nagpal who was appointed as Additional Director of the Company and who holds office till the conclusion of this Annual General Meeting pursuant to Section 260 of the Companies Act 1956 and article 141 of the Articles of Association of the Company in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act 1956 proposing his candidature, be and is hereby appointed as a director of the Company liable to retire by rotation."
5. **Appointment of Mr. Mahesh Kurlawala as a Director of the Company, liable to retire by rotation.**
To consider and if thought fit to pass with or without modifications following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Mahesh Kurlawala who was appointed as Additional Director of the Company and who holds office till the conclusion of this Annual General Meeting pursuant to Section 260 of the Companies Act 1956 and article 141 of the Articles of Association of the Company in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act 1956 proposing his candidature, be and is hereby appointed as a director of the Company liable to retire by rotation."
6. **Appointment of Mr. Ravindra Malgaonkar as a Director of the Company, liable to retire by rotation.**
To consider and if thought fit to pass with or without modifications following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Ravindra Malgaonkar who was appointed as Additional Director of the Company and who holds office till the conclusion of this Annual General Meeting pursuant to Section 260 of the Companies Act 1956 and article 141 of the Articles of Association of the Company in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act 1956 proposing his candidature, be and is hereby appointed as a director of the Company liable to retire by rotation."
7. **Appointment of Mr. Shailesh Bendugade as a Director of the Company, liable to retire by rotation.**
To consider and if thought fit to pass with or without modifications following resolution as Ordinary Resolution:
"RESOLVED THAT Mr. Shailesh Bendugade who was appointed as Additional Director of the Company and who holds office till the conclusion of this Annual General Meeting pursuant to Section 260 of the Companies Act 1956 and article 141 of the Articles of Association of the Company in respect of whom the Company has

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received a notice from a member under Section 257 of the Companies Act 1956 proposing his candidature, be and is hereby appointed as a director of the Company liable to retire by rotation."

8. Appointment of Mr. Chandan M. Parmar as a Chairman and Managing Director of the Company.

To consider and if thought fit to pass with or without modifications following resolution as Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310 read with schedule XIII and all other provisions if any, of the Companies Act 1956 and in conformity with the provisions contained in Article 131 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr. Chandan M. Parmar Director of the Company as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of five years commencing from 12th July 2010 on the terms and conditions set out in the agreement (agreement) to be entered into between the Company and Mr. Chandan M. Parmar, a draft whereof is placed before the meeting and initiated by Mr. Hasmukh J. Shah Chairman of the Company, for the purpose of identification, which agreement is hereby specifically sanctioned with liberty to the Directors to amend the terms and conditions of his appointment, including the remuneration, commission payable, and perquisites to be provided, to Mr. Chandan M. Parmar so as not to exceed the limits specified in Schedule XIII to be the Companies Act, 1956 or any amendments thereto that may from time to time be made and that the Board of Directors of the Company be and is hereby authorized to enter in to an agreement with Mr. Chandan M. Parmar in terms of the said draft agreement with such modifications as may be agreed to by and acceptable to the Board of Directors and Mr. Chandan M. Parmar.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this resolution."

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

**Place : MUMBAI
Date : 12-07-2010**

**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 Monday 16th August, 2010 to Monday 23rd August, 2010 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.
3. The company's equity shares are listed at the Mumbai and Ahmedabad Stock Exchanges.

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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 : 12-07-2010**

**Chandan Parmar
MD & CEO**

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

Item No. 4 to 7

The resolutions at item numbers 4 to 7 of the notice pertain to appointment of Directors. The Board of Directors of the Company (the 'Board'), at its meeting held on April 27, 2010 appointed Shri Ajay Nagpal, Shri Mahesh Kurlawala, Shri Ravindra Malgaonkar and Shri Shailesh Bendugade as additional directors pursuant to the provision of Section 260 of the Companies Act, 1956 (the 'Act') read with Article 143 of the Articles of Association of the Company. These directors are independent directors. In terms of the provision of Section 260 of the Act, all these additional Directors would hold office up to the date of the ensuing Annual General Meeting.

The Company has received four separate notices in writing from members alongwith deposit of Rs. 500/- each for proposing the candidature of Shri Ajay Nagpal, Shri Mahesh Kurlawala, Shri Ravindra Malgaonkar and Shri Shailesh Bendugade respectively for the office of Directors of the Company under the Provision of Section 257 of the Act.

Mr. Ajay Nagpal is a practicing Chartered Accountant. Mr. Ajay has an experience in the field of Audit and taxation of about ten years. He has expertise on Corporate Laws.

Mr. Mahesh Kurlawala is an accountant by profession. He undertakes outsourced accounting assignments, prepares and finalizes financial statements including Balance Sheet, Profit and Loss Account and Cash Flow statements. Mr. Kurlawala has been consulting in the areas of VAT and Service Tax. He has experience in this field of over 20 years.

Mr. Ravindra Malgonkar is an able administrator. He manages chemical business since last fifteen years. He has been shouldering the responsibilities of customer and supplier relationships, banking, and legal compliances.

Mr. Shailesh Bandugade is an accountant by profession. After completing his graduation in commerce he did diploma course-"Industrial Accountant Plus" covering Accounting, Taxation and Company Law. He has varied experience in career of three years.

None of Shri Ajay Nagpal, Shri Mahesh Kurlawala, Shri Ravindra Malgaonkar and Shri Shailesh Bendugade is disqualified from being appointed as Directors in terms of Section 274 (1) (g) of the Act. The Company has received the requisite Form 'DD - A' from them, in terms of the Companies (Disqualification of Director under Section 274 (1) (g) of the Companies Act, 1956) Rules, 2003, confirming their respective eligibility for such appointment.

It is proposed to seek Members' approval for the appointment of Shri Ajay Nagpal, Shri Mahesh Kurlawala, Shri Ravindra Malgaonkar and Shri Shailesh Bendugade in terms of the applicable provision of the Act.

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Shri Ajay Nagpal, Shri Mahesh Kurlawala, Shri Ravindra Malgaonkar and Shri Shailesh Bendugade are interested in the Resolution as set out at Item No. 4 to 7 of the Notice respectively which pertains to their respective appointment. Save and except the respective candidate for directorship none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

The Board commends the Resolutions as set out at Item No. 4, 5, 6 and 7 of the Notice for your approval.

Item No. 8

Mr. Rajesh M. Bhuta was Managing Director and CEO of the Company till he resigned with effect from 29th December, 2009. Mr. Chandan M. Parmar, the Director of the Company was requested to take over the responsibilities of Managing Director. Mr. Chandan M. Parmar has accepted the request and agreed for a position of Managing Director and CEO from 12th July 2010. Keeping in view the financial position of the Company Mr. Chandan M. Parmar has expressed that Company may not pay him any Salary or perquisites. Company appreciates his gesture and accepts his proposal, accordingly Company do not recommend any salary / perquisites to Mr. Chandan M. Parmar. His other terms of office are as under :

1. SALARY AND PERQUISITES

Nil

2. SITTING FEES :

Mr. Chandan M. Parmar will not be entitled to sitting fees for meeting of Board / committees of Board attended by him.

3. TERMINATION :

The appointment will be subject to termination by three months notice in writing on either side.

A copy of the draft agreement referred to in the resolution would be available for inspection by the members at the Registered Office of the Company during business hours on any working day excluding Saturday up to and including the date of this meeting. The above terms and conditions may be treated as abstract under Section 302 of the Act.

None of the Directors, except Mr. Chandan M. Parmar is concerned or interested in the resolution at item No. 8. The Board commends the Resolutions as set out at Item No. 8 of the Notice for your approval.

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

Place : MUMBAI
Date : 12-07-2010

Chandan Parmar
MD & CEO

DIRECTORS' REPORT

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

Your directors present their Eighteenth Annual Report, together with Audited Accounts for the year ended on 31st March, 2010.

1. FINANCIAL RESULTS

	2009-2010	(Rs. in Lakhs) 2008-2009
Sales and Other Income	7.19	3.08
Profit/(Loss) before Depreciation	4.74	0.74
Divisible Profit/(Loss)	4.74	0.74
Retained Profit/(Loss)	4.74	0.74
Dividend	-	-

2. DIVIDEND

Due to accumulated losses Directors regret to recommend any dividend for the year ended on 31st March 2010.

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

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 values of the assets and liabilities as stated in the Balance Sheet shall remain unchanged even if the

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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

Your company had miniscule revenues from operations within India. Accordingly there is only one segment relating to software activities, within India.

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.

8. PERSONNEL

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

9. DIRECTORS

Mr. Rajesh Bhuta resigned as MD & CEO of the Company from December 29, 2009. He continues as Director on Board of the Company. The Board of Directors put on record appreciation for the services rendered by him.

Mr. Chandan M. Parmar has accepted additional responsibilities of a Managing Director and CEO of the Company subject to the approval by the member he will be appointed as Managing Director and CEO with effect from 12th July 2010.

Mr. Rajesh M. Bhuta retires by rotation and being eligible offers himself for reappointment. Mr. Bhuta, 52 has been on the board of directors of this company since its incorporation and MD & CEO till 29th December 2009. He is a Chartered Accountant. Mr. Bhuta has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

Shri. Ajay Nagpal, Shri. Mahesh Kurlawala, Shri. Ravindra Malgaonkar and Shri. Shailesh Bandugade were appointed under section 260 as additional Directors to hold office till the conclusion of this Annual General Body Meeting. Company has received a notice for each of them from a member under Section 257 of the Companies Act 1956 proposing their candidature, for appointment as a Director of the Company, liable to retire by rotation.

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10. DEPOSITS

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

11. LISTING REQUIREMENTS

Your company's equity shares are listed at Mumbai and Ahmedabad Stock Exchanges. However as discussed elsewhere in this report the shares are suspended for trading.

12. DEMATERIALISATION OF SHARES

Approximately 88.55% of the shares issued by the company have been dematerialized.

13. 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.

14. PARTICULARS OF EMPLOYEES

There were no employees drawing remuneration of Rs 2,00,000/- per month or more or Rs 24,00,000/- per annum or more during the year under review.

15. 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 the next year.

16. 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 : 12-07-2010**

**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, 2010 is as follows :

DIRECTOR	STATUS	NO. OF BOARD MEETINGS DURING THE YEAR ENDED 31 ST MARCH, 2010		LAST AGM ATTENDED	BOARD MEMBERSHIP (OTHER COMPANIES)	
		HELD	ATTENDED		BOARD	COMMITTEES
Mr. H. J. Shah	Chairman Promoter	6	6	YES	1	NONE
* Mr. C. M.Parmar	Promoter	6	6	NO	6	NONE
Mr. C. M. Buch	Promoter	6	6	YES	1	NONE
** Mr. R. M. Bhuta	Promoter	6	6	YES	1	NONE

* Subject to approval by members, appointed as Managing Director & CEO with effect from 12th July, 2010.

** Mr. R. M. Bhuta resigned as MD & CEO of the Company with effect from 29th December 2009.

Company has appointed from 27th April, 2010, Mr. Ajay Nagpal, Mr. Mahesh Kurlawala, Mr. Shailesh Bendugade and Mr. Ravindra Malgaonkar as independent additional directors.

During the year under review Six Board meetings were held on 04-05-2009, 31-07-2009, 31-08-2009, 30-10-2009, 29-12-2009 and 20-01-2010.

The last AGM was held on 30th September 2009.

3. Board Committees:

(a) Audit Committee:

The audit committee consists of following directors

Mr. C. M. Buch
Mr. H. J. Shah
Mr. C. M. Parmar

The Audit committee is reconstituted from 27th April 2010. The new committee comprises two independent directors Mr. Ajay Nagpal as Chairman and Mr. Mahesh Kurlawala. The Third member Mr. C. M. Buch a promoter director.

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

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To review weaknesses in the internal control procedures
To select and establish accounting policies and review the same

During the year five meetings of the audit committee were held on 11-05-2009, 31-07-2009, 31-08-2009, 30-10-2009 and 20-01-2010, 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. C. M. Parmar

The remuneration committee is reconstituted with effect from 12th July 2010. The new committee comprises of Mr. H. J. Shah, Chairman and Mr. Rajesh M. Bhuta Director.

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 20-01-2010, 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 20-01-2010, where in both the members were present.

All complaints received by the company during the year ended on 31st March, 2010 have been redressed.

A statement of various complaints received and cleared by the company during the year ended on 31st March, 2010 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

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(4) Code of Conduct:

At a meeting of the Board of Directors held on 27th April, 2010, your Company has adopted a Code of Conduct for its Directors and Senior Managers. A certification by MD & CEO of code of conduct is attached at Annexure - 4 to this report.

(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 2009	30-09-2009	217, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066.	3.00 p.m.
31 st March 2008	30-09-2008	217, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066.	3.00 p.m.
31 st March 2007	28-09-2007	217, Blue Rose Industrial Estate, W. E. Highway, , Borivali (East), Mumbai-400066.	1.00 p.m.

No Resolutions were put through postal ballot last Year.

(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 interests 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.

The trading in the shares of the company has been suspended by the Mumbai stock Exchange w.e.f. 3rd January 2003, on the allegation of dematerialization of 1,44,000 unlisted Equity Shares allotted on preferential basis by the Company on 27th April 2000. A listing application for listing of these shares is pending for disposal by the Mumbai Stock Exchange since 26-7-2000. The company has been advised that section 28 of the SEBI (Depositories and Participants) Regulations 1996 makes unlisted shares eligible for dematerialization. SEBI issued a circular no SMDRP/Policy/Cir-15/2001 on 8th March 2001 restraining the dematerialization of unlisted securities. However before this circular was issued your company had allowed dematerialization of the shares based on the above referred provisions of the Act. Company is pursuing the matter with the stock exchange to restore the trading of the shares of the company and to get the balance 1,44,000 Equity shares listed on the stock exchanges.

(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

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- (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

(8) General Shareholder Information

AGM Date, Time and Venue	On 23rd August, 2010 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)	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">1st Quarter</td> <td>31-07-2010</td> </tr> <tr> <td>2nd Quarter</td> <td>31-10-2010</td> </tr> <tr> <td>3rd Quarter</td> <td>31-01-2011</td> </tr> <tr> <td>4th Quarter</td> <td>30-04-2011</td> </tr> </table>	1 st Quarter	31-07-2010	2 nd Quarter	31-10-2010	3 rd Quarter	31-01-2011	4 th Quarter	30-04-2011
1 st Quarter	31-07-2010								
2 nd Quarter	31-10-2010								
3 rd Quarter	31-01-2011								
4 th Quarter	30-04-2011								
Date of Book closure	Monday 16th August, 2010 to Monday 23rd August 2010 (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 88.55% 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
Chandan Parmar
MD & CEO

Place : MUMBAI
Date : 12-07-2010

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Annexure 1

STOCK PRICES ON MUMBAI STOCK EXCHANGE

The Mumbai Stock Exchange from 3rd January 2003 has suspended the trading in shares of the company, and therefore the stock prices are not available.

There have been no trades at Ahmedabad stock exchange.

Annexure 2

COMPARISON BETWEEN THE MOVEMENT OF SENSEX AND COMPANY SHARE PRICES :

As Mumbai Stock Exchange from 3rd January 2003 has suspended the trading in shares of the company, there have been no dealings in the shares of the company from that date and accordingly there cannot be a comparison between the movements of Sensex and company Share price.

Annexure 3

Distribution of Shareholding As On 31-3-2010.

CATEGORY	SHARES	% Of Total
Directors and their relatives	9,32,709	29.67
Bodies Corporate	2,41,878	7.69
Overseas Bodies Corporate	1,000	0.03
Foreign Mutual Fund	5,000	0.16
Banks	1,300	0.04
UTI	2,51,600	8.00
NRI	85,100	2.70
Public	16,25,413	51.71
TOTAL	31,44,000	100.00

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Annexure 4

DECLARATION BY MD & CEO PURSUANT TO CLAUSE 49 (I) (D) (ii) OF THE LISTING AGREEMENT OF THE INDIAN STOCK EXCHANGES

I, Chandan M. Parmar MD & CEO of Datasoft Application Software (India) Limited ("the Company") confirm that the Company has adopted from 27th April 2010 a formal Code of Conduct ("Code") for its Board members and senior management personnel.

I, further confirm that the Company has, received from its Board members as well as senior management personnel affirmation that they have followed similar standards of conduct for the year ended on 31st March, 2010, although formal Code of Conduct was adopted on April, 27, 2010.

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

**Place : MUMBAI
Date : 12-07-2010**

**Chandan Parmar
MD & CEO**

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

We, Hasmukh J. Shah, Chairman, Chandan Parmar, MD & CEO, Chaitanya M. Buch, Director and Rajesh M. Bhuta, Director 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, 2010 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.

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

H. J. Shah
Chairman

C. M. Parmar
MD & CEO

C. M. Buch
Director

R. M. Bhuta
Director

Place : MUMBAI
Date : 12-07-2010

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, 2010, 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.

Till 27th April, 2010 the Company had not appointed the independent directors on the Board of Directors and had not formalized 'Code of Conduct' as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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 : 12-07-2010

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, 2010 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, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 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 XII**
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. Consequently, adjustments may be required to the amount of the recorded assets and liabilities.
 - 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, 2010.
 - 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 : 31-05-2010

ANKIT PAREKH
Partner
M. No. 114622

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. 85,700/- from 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.
- (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 explanation 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.
- (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.

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- (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 and vice versa.
- (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 : 31-05-2010

ANKIT PAREKH
Partner
M. No. 114622

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

BALANCE SHEET AS ON

PARTICULARS	SCH.NO	31.03.2010		31.03.2009	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
SOURCES OF FUNDS :					
1. SHAREHOLDERS' FUNDS :					
Share Capital	I	43,309,500		43,309,500	
Reserves and Surplus	II	<u>22,603,200</u>		<u>22,603,200</u>	
			65,912,700		65,912,700
2. UNSECURED LOANS	III		<u>85,700</u>		<u>60,000</u>
TOTAL RS.			<u>65,998,400</u>		<u>65,972,700</u>
 APPLICATION OF FUNDS :					
3. CURRENT ASSETS, LOANS & ADVANCES :					
a. Cash & Bank Balances	IV	19,449		6,656	
b. Loans & Advances	V	8,176,100		7,491,496	
c. Other Current Assets	VI	<u>157,599</u>		<u>335,774</u>	
		8,353,148		7,833,926	
Less : CURRENT LIABILITIES	VII	<u>15,030</u>		<u>83,237</u>	
Net Current Assets			8,338,118		7,750,689

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PARTICULARS	SCH.NO	31.03.2010		31.03.2009	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
4. MISCELLANEOUS EXPENDITURE : VIII					
(to the extent not written off or adjusted)			-		88,218
5. PROFIT & LOSS ACCOUNT			57,660,282		58,133,793
Total Rs.			65,998,400		65,972,700
Accounting Policies	XI				
Notes to Accounts	XII				

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

AS PER OUR REPORT OF EVEN DATE

FOR M/s. KANU DOSHI ASSOCIATES For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED
CHARTERED ACCOUNTANTS

ANKIT PAREKH
PARTNER
M. No. 114622

C. M. BUCH
DIRECTOR

R. M. BHUTA
DIRECTOR

Place : Mumbai
Date : 31-05-2010

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON

PARTICULARS	Sch. No.	31.3.2010		31.3.2009	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
A. INCOME	IX		719,448		307,745
B. EXPENDITURE	X				
1. Staff Cost		-		-	
2. Administrative and other Expenses		157,719		145,852	
3. Miscellaneous Expenditure Written off		88,218		88,250	
			<u>245,937</u>	<u>234,102</u>	
C. OPERATING PROFIT / (LOSS)			473,511		73,643
D. DEPRECIATION & AMORTISATION			-		-
E. PROFIT / (LOSS) BEFORE TAX			473,511		73,643
F. PROVISION FOR TAXATION			-		-
G. PROFIT / (LOSS) AFTER TAX			473,511		73,643
H. BALANCE BROUGHT FORWARD			(58,133,793)		(58,207,436)
BALANCE CARRIED TO BALANCE SHEET			<u>(57,660,282)</u>		<u>(58,133,793)</u>
Earning Per Share - Basic and Diluted			0.15		0.02
Accounting Policies	XI				
Notes to Accounts	XII				

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

AS PER OUR REPORT OF EVEN DATE

**For M/s. KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

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

**C. M. BUCH
DIRECTOR**

**R. M. BHUTA
DIRECTOR**

**Place : Mumbai
Date : 31-05-2010**

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

PARTICULARS	31.03.2010	31.03.2009
	(Rs.)	(Rs.)
I. SHARE CAPITAL		
AUTHORISED 1,50,00,000	150,000,000	150,000,000
Equity Shares of Rs. 10/- each		
ISSUED :		
1,50,00,000 (Previous Year 1,50,00,000) Equity shares of Rs.10/- each	150,000,000	150,000,000
SUBSCRIBED :		
31,44,000 (Previous Year 31,44,000) Equity Shares of Rs. 10/- each fully paid	31,440,000	31,440,000
Add : Forfeited Shares	11,869,500	11,869,500
	<u>43,309,500</u>	<u>43,309,500</u>
II. RESERVES AND SURPLUS		
Securities Premium Account :	22,603,200	22,603,200
	<u>22,603,200</u>	<u>22,603,200</u>
III. UNSECURED LOANS		
From Directors	85,700	60,000
	<u>85,700</u>	<u>60,000</u>
IV. CASH AND BANK BALANCES		
Cash on Hand	-	-
Balance with scheduled banks		
- in Current Accounts	19,449	6,656
- in Fixed deposits	-	-
	<u>19,449</u>	<u>6,656</u>
	<u>19,449</u>	<u>6,656</u>

Datasoft Application Software (India) Limited

PARTICULARS	31.03.2010	31.03.2009
	(Rs.)	(Rs.)
IV. LOANS AND ADVANCES		
(Unsecured, Considered doubtful)		
Deposits	15,000,000	15,000,000
Less : Provision for non-recoverables	15,000,000	-
(Unsecured, Considered good)		
Loans	8,176,100	7,491,496
	<u>8,176,100</u>	<u>7,491,496</u>
	<u><u>8,176,100</u></u>	<u><u>7,491,496</u></u>
VI. OTHER CURRENT ASSETS		
Income Tax	157,599	335,774
	<u>157,599</u>	<u>335,774</u>
	<u><u>157,599</u></u>	<u><u>335,774</u></u>
VII. CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors - For Expenses	15,030	83,237
(Refer Note - 2 of Schedule XII)		
	<u>15,030</u>	<u>83,237</u>
	<u><u>15,030</u></u>	<u><u>83,237</u></u>
VIII. MISCELLANEOUS EXPENDITURE		
(to the extent not written off or adjusted)		
Share Issue Expenses	-	88,218
	<u>-</u>	<u>88,218</u>
	<u><u>-</u></u>	<u><u>88,218</u></u>
IX. INCOME		
Interest Income	700,898	307,745
Other Income	18,550	-
	<u>719,448</u>	<u>307,745</u>
	<u><u>719,448</u></u>	<u><u>307,745</u></u>

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PARTICULARS	31.03.2010	31.03.2009
	(Rs.)	(Rs.)
X. EXPENDITURE		
Administrative and Other Expenses		
Auditors Remuneration	11,030	10,000
Communication Expenses	5,452	8,040
Legal and Professional Charges	13,500	9,888
Share Transfer and Listing Fees	74,382	57,259
Profession Tax	2,500	2,500
Prior Period Expenses	-	17,051
Roc Fees	3,510	4,600
General Expenses	47,345	36,514
	<u>157,719</u>	<u>145,852</u>
MISCELLANEOUS EXPENSES WRITTEN OFF		
Share Issue Expenses	88,218	88,250
	<u>88,218</u>	<u>88,250</u>

XI. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING :

The Financial Statements have been prepared under the historical cost convention 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 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.

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The impairment loss recognized in the earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

8. SHARE ISSUE EXPENSES :

Share issue expenses have been amortized over a period of ten years.

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.

XII. 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 temporarily 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

Datasoft Application Software (India) Limited

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. Particulars of Turnover :
(As certified by the Management)

Particulars	31-03-2010 Amount (Rs.)	31-03-2009 Amount (Rs.)
a. License Fees – Packaged Software	-	-
b. Interest	7,19,448	3,07,745
5. Expenditure in Foreign Currency	-	-
6. Earning in Foreign Exchange	-	-
7. Auditor's Remuneration		
a) Audit Fees	11,030	10,000
b) Other services	-	-

8. 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. 93,74,298 at the year-end including related credit for the year have not been recognized in these accounts on prudent basis.

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9. Earning Per Share :

Particulars	31-03-2010	31-03-2009
Profit/(Loss) After Tax (Rs. in lacs)	4.73	0.74
Average no. of Equity shares outstanding (in lacs)	31.44	31.44
Earning Per Share (Basic) Face Value Rs. 10 per share	Rs. 0.15	Rs. 0.02

10. Related Party disclosures :

Name of Party	Nature of relationship
Bhuta Buch & Associates	Directors are interested
Mr. Hasmukh J. Shah	Chairman

Transaction with Related Party	Amount (Rs.)
Loans Received	1,58,700/-
Loan Repaid	1,33,000/-

11. Segment Reporting :

The Company operates in a single segment of financing activity, hence no additional disclosure under Accounting Standard - 17, "Segment Reporting" is required in these financial statements. There is no reportable Geographical Segment.

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

13. Previous period figures are grouped / regrouped, arranged / re-arranged wherever necessary.

Datasoft Application Software (India) Limited

14. Balance Sheet Abstract and Company's General Business Profiles.

I. Registration Details

Registration No. 67032

State Code 11

Balance Sheet Date :

31-03-2010

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

Right Issue

NIL

NIL

Bonus Issue

Private Placement

NIL

NIL

III. Position of Mobilization and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

Total Assets

65,998

65,998

Sources of Funds

Paid up Capital

Reserves & Surplus

43,310

22,603

Secured Loans

Unsecured Loans

NIL

85

Application of Funds

Net Fixed Assets

Investments

NIL

NIL

Net Current Assets

Misc. Expenditure

8,339

NIL

Accumulated Loss

57,659

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IV. Performance of Company (Amount in Rs. Thousands)

Turnover	Total Expenditure
719	246
Profit/(Loss) before Tax	Profit/(Loss) after Tax
473	473
Earning Per Share Rs.	Dividend rate %
0.15	NIL

V. Generic Names of Principal products/services of the company (as per monetary terms)

Product Description : Software development and related services

SIGNATURE TO SCHEDULE I TO XII

AS PER OUR REPORT OF EVEN DATE

**For M/s. KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LTD.

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

**C. M. BUCH
DIRECTOR**

**R. M. BHUTA
DIRECTOR**

**PLACE : MUMBAI
DATE : 31-05-2010**

Datasoft Application Software (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED

	31.03.2010 (Rs.)	31.03.2009 (Rs.)
(A) Cash Flow from operating activities :		
Net profit/(Loss) before tax	473,511	73,643
Adjustments for :		
Miscellaneous Expenditure written off	88,218	88,250
Operating profit before working capital changes	561,729	161,893
Adjustments for Changes in Working Capital :		
Loans & Advances	(684,604)	(138,455)
Other Current Assets	(178,175)	(124,605)
Current Liabilities	(68,207)	7,147
Net Cash Flow from operating activities (A)	<u>(12,907)</u>	<u>(94,020)</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 Director	25,700	(60,000)
Net Cash Flow from Financing activities (C)	<u>25,700</u>	<u>(60,000)</u>
Net change in Cash & Cash equivalent : (A + B + C)	12,793	(154,020)
Cash and Cash equivalent at the end of Previous Year	6,656	160,676
Cash and Cash equivalent at the end of Current Year	19,449	6,656

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 31-05-2010

C. M. Buch
Director

R. M. Bhuta
Director

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 EIGHTEENTH ANNUAL GENERAL MEETING of the Company to be held on Monday 23rd
August, 2010 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 _____ 2010.

Reference Folio

Signature

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

Affix
Revenue
Stamp

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

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 EIGHTEENTH ANNUAL GENERAL MEETING of the Company at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400 066 on Monday, 23rd August, 2010 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.