

*Datasoft*

APPLICATION SOFTWARE (INDIA) LIMITED



**29<sup>th</sup>**

Annual Report 2020-2021

**BOARD OF DIRECTORS**

**Chairman**

H. J. Shah

**Directors**

Chandan Parmar (MD & CEO)

C. M. Buch

R. M. Bhuta

Mahesh Kurlawala

Lakshmi Nazareth

**Bankers**

Karnataka Bank Limited.

Thakur Village, Kandivali (East),

Mumbai -400 101.

**Auditors**

RMJ & Associates LLP

41, Film Center, 4th Floor,

68 Tardeo Road, Mumbai 400 034

**Registered Office**

442, Blue Rose Industrial Estate,

Western Express Highway,

Borivali (East),

Mumbai – 400 066.

**DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED**

**CIN: L72200MH1992PLC067032**

Add: - 442, Blue Rose Industrial Estate, Western Express Highway,

Borivali East, Mumbai - 400066. • Website: [www.dasil.in](http://www.dasil.in)

• Telephone: 28703821 • Telefax: 28706999 • Email: [bhutabuch@yahoo.com](mailto:bhutabuch@yahoo.com)

**NOTICE**

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED will be held on **Monday 2<sup>nd</sup> August, 2021 at 3.00 P.M. (IST)** through Video Conference (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Financial Statements for the financial year ended on 31<sup>st</sup> March, 2021 and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr.R.M.Bhuta (DIN 00242031) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr.C.M.Buch (DIN: 00326637) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of Thirty Fourth Annual General Meeting, to authorize the Board of Directors to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Section 139 and 142 of the Companies Act, 2013, read with the Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time; M/s Ambavat Jain & Associates LLP, Chartered Accountants, Mumbai, (Firm Reg. No. 109681W and having peer review certificate issued by the Institute of Chartered Accountants of India), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 29<sup>th</sup> Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

5. To consider and, if through fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification

or reenactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors; the consent of the shareholders of the Company be and is hereby accorded to approve the appointment of Mr. Chandan Magraj Parmar (DIN: 00592613) as the Managing Director and Chief Executive Officer of the Company, for a period of two years from June 30, 2021 to June 29, 2023, on the terms and conditions of appointment as the Board may decide in consultation with Mr. Chandan Magraj Parmar, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

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

6. To consider and, if through fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (‘Act’) and Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Rules’), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (‘LODR’), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Lakshmi Claudius Nazareth (DIN 03413368) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Woman Director of the Company to hold office for a period of five years with effect from June 30, 2021 to June 29, 2026 and that she shall not be liable to retire by rotation.

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

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

**Place: Mumbai  
Date: 30/06/2021**

**Chandan M Parmar  
Managing Director and Chief Executive Officer  
(DIN: 00592613)**

<b>Registered Office:</b> 442, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066 <b>Tel.:</b> +91-28703821 <b>Telefax:</b> +91-28706999 <b>Website:</b> www.dasil.in, <b>Email:</b> bhutabuch@yahoo.com	<b>Registrar and Share Transfer Agent:</b> M/s Link Intime India Private Limited Unit : Datasoft Application Software (India) Limited C101, 247 Park, L.B.S. Marg, Vikhroli West Mumbai 400 083 Tel. No.: 022 49186000 Fax No.: 022 49186060 Email: rnt.helpdesk@linkintime.co.in Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
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**NOTES:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item No. 5 and 6 forms part of this Notice. Additional information, pursuant to regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of appointment or re-appointment of a director at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
2. In view of the global COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, Circular no.17/2020 dated April 13, 2020 and Circular no.02/2021 dated January 13, 2021 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as Circulars), has allowed companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available and hence, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
5. **Registration of email ID and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. Register of Members and Share Transfer Register will be closed from Tuesday, July 27, 2021 to Monday, August 2, 2021, (both days inclusive).

7. Register of Directors and Key Managerial Personnel and their shareholdings and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Act, respectively will be available electronically for inspection by the Members.

All documents referred to in the Notice will also be available for electronic inspection by the Members without payment of any fee from the date of circulation of this Notice up to the date of AGM, i.e. August 2, 2021. Members seeking to inspect such documents are requested to send an email to [bhutabuch@yahoo.com](mailto:bhutabuch@yahoo.com). Inspection shall be provided at a mutually convenient time.

8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM and Annual Report for the year ended March 31, 2021 are being sent electronically to those Members whose email addresses are registered with the DP/RTA. Notice of the AGM along with the Explanatory Statement and the Annual Report for the year ended March 31, 2021, circulated to Members is also available on the websites of the Company [www.dasil.in](http://www.dasil.in) and on the websites of BSE Limited.

9. Company has provided Members, e-voting facility to exercise their right to vote at the AGM by electronic means. The process and manner for availing the said facility is explained below at point no 24.

10. NRI Members are requested to inform the RTA immediately of: -

a. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier; and

b. Change in their residential status and address in India on their return to India for permanent settlement.

11. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their communications to [bhutabuch@yahoo.com](mailto:bhutabuch@yahoo.com) at least seven days before the date of the meeting. The same will be suitably replied to by the Company.

12. As shares of the Company are traded under compulsory demat, Members are requested to dematerialise their shareholding to avoid inconvenience.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
14. In terms of Article 148 of the Articles of Association, read with Section 152 of the Companies Act, 2013, Mr.R.M.Bhuta (DIN 00242031), and Mr.C.M.Buch (DIN: 00326637) retire by rotation and being eligible, offer themselves for reappointment. The Board of Directors recommends their reappointment.
15. Brief resume of all Directors re-appointed/appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships/chairmanships for Board/Committees, shareholding and relationship between directors inter-se as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the annexure to the notice.
16. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd.
18. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
19. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company.
20. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 (corresponding to Section 109A of the Companies Act, 1956). Members desiring to avail of this facility may send their nomination in the prescribed Form No.SH.13 duly filled in to M/s. Link Intime India Private Limited at the above mentioned address or the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

21. SEBI vide its notification dated June 8, 2018 as amended on November 30, 2018, has stipulated that w.e.f April 01, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form requesting them to demat their physical holdings.
22. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
23. Members desiring any information relating to the accounts are requested to write to the Company at least seven days in advance to enable the management to keep the information ready.
24. **Voting through electronic means (Remote e-voting and voting during the meeting)**
  - a. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
  - b. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC / OAVM but will not be entitled to cast their vote once again on resolutions.
  - c. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub Regulation (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facilities to Members in respect of the business to be transacted at the ensuing Annual General Meeting (AGM). The Company has engaged the services of Link Intime India Pvt. Ltd. (LIPL) as authorised agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”). Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - d. The remote e-voting period begins on **Friday, July 30, 2021 (9:00 a.m. I.S.T)** and ends on **Sunday, August 1, 2021 (5:00 p.m. I.S.T)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, July 26, 2021** may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter.



**INSTRUCTIONS FOR REMOTE E-VOTING:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” on Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<p><b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME.</b></p>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <ul style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ul> <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <p>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</p>
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**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**25. PROCESS AND MANNER FOR ATTENDING THE TWENTY NINTH AGM THROUGH INSTAMEET**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the “Company” and ‘Event Date’ and register with your following details: -

- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio Number
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.  
Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions at point number 29 for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**26. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

- a) Shareholders who would like to speak during the meeting must register their request 4 days in advance with the company at [bhutabuch@yahoo.com](mailto:bhutabuch@yahoo.com).
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- d) Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- e) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**27. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- c) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- d) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- e) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/

participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

28. In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

29. For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

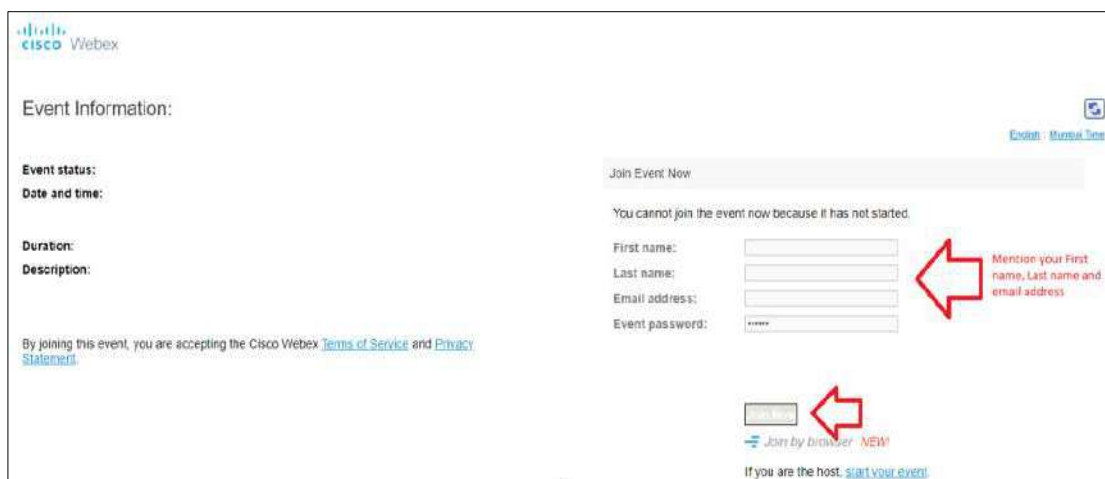
a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or [Run a temporary application](#)

Click on [Run a temporary application](#), an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



### 30. GENERAL INSTRUCTIONS

- a. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Monday, July 26, 2021.
- b. The facility for e-voting shall also be available at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote at the AGM. Only those Members who attend the AGM and have not cast their votes through remote e-voting and are otherwise not barred from doing so will be allowed to vote through the e-voting facility available at the AGM.
- c. Mr. Pankaj S. Desai of M/s. Pankaj & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting and ensure that the voting process at the AGM is conducted in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a authorized person, who shall countersign the same and **declare the result of the voting forthwith.**
- e. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.dasil.in](http://www.dasil.in) and on the LIPL website <https://instavote.linkintime.co.in> and shall also be forwarded to BSE Limited (BSE).

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

**Place: Mumbai**  
**Date: 30/06/2021**

**Chandan M Parmar**  
**Managing Director and Chief Executive Officer**  
**(DIN: 00592613)**

<b>Registered Office:</b> 442, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066 Tel.: +91-28703821, Telefax: +91-2870699 Website: <a href="http://www.dasil.in">www.dasil.in</a> , Email: <a href="mailto:bhutabuch@yahoo.com">bhutabuch@yahoo.com</a>	<b>Registrar and Share Transfer Agent:</b> M/s Link Intime India Private Limited Unit : Datasoft Application Software (India) Limited C101, 247 Park, L.B.S. Marg, Vikhroli West Mumbai 400 083 Tel. No.: 022 49186000 Fax No.: 022 49186060 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

### Item Nos.5

Mr. Chandan Magraj Parmar, aged 68 years, is having over forty five years of experience in the field of company management. He is a Chartered Accountant by qualification. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that, the service of Mr. Chandan Magraj Parmar should be availed by the Company from 30<sup>th</sup> June 2021 for a period of two years, till he attains the age of 70 years.

In terms of the provisions of the Companies Act, and the Articles of Association of the Company, the Board of Directors have, at their meeting held on 30<sup>th</sup> June, 2021, appointed him as Managing Director and Chief Executive Officer of the Company for a period of two years with effect from 30<sup>th</sup> June, 2021. Keeping in view the financial position of the Company Mr. Chandan Magraj 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 Magraj Parmar. His other terms of office are as under.

1. Salary and Perquisites – Nil
2. Sitting Fees : Mr. Chandan Magraj Parmar will not be entitled to sitting fees for meetings of Board / committees of Board attended by him.
3. Termination : The appointment will be subject to termination by three month's notice in writing on either side.

The brief resume of the said Director, nature of his expertise in specific functional areas, disclosure of relationships between directors, chairmanships/ directorships/memberships of the committees of the Board of listed entities, his shareholding etc. are set-out in Annexure I of this Notice.

The Board of Directors accordingly recommends the Ordinary Resolution as mentioned at item No. 5 of this Notice for approval of the Members of the Company.

Save and except Mr. Chandan Magraj Parmar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 5 of the Notice.

### Item Nos.6

The Board of Directors of the Company at its meeting held on 30<sup>th</sup> June, 2021, had appointed Mrs. Lakshmi Nazareth as Non-Executive Independent Woman Director to hold office for a period of five years with effect from June 30, 2021 to June 29, 2026 and that she shall not be liable to retire by rotation.

The Company has received Notice under Section 160 of the Companies Act, 2013 from a member proposing Mrs. Lakshmi Nazareth as a candidate for office of Independent Director of the Company.

The Company has received a declaration of independence from Mrs. Lakshmi Nazareth. In the opinion of the Board, Mrs. Lakshmi Nazareth fulfills the conditions specified in the Companies Act, 2013 read with requirements of Listing Agreements for her appointment as an Independent Director of the Company. The brief resume of the said Director, nature of her expertise in specific functional areas, disclosure of relationships between directors, chairmanships/directorships/memberships of the committees of the Board of listed entities, her shareholding etc. are set-out in Annexure I of this Notice.

Except Mrs. Lakshmi Nazareth, none of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 6 to be passed as an ordinary resolution.

Annexure I to the Notice

Details of Directors pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard General Meetings:

<b>Name of the Director</b>	<b>Mr C.M.Buch</b>	<b>Mr R. M. Bhuta</b>
<b>Director Identification Number</b>	00326637	00242031
<b>Date of Birth</b>	05/12/1957	20/05/1958
<b>Date of first appointment on the Board</b>	02/06/1992	02/06/1992
<b>Relationship with other director, Manager and other Key Managerial personnel of the Company</b>	None	None
<b>No. of Board meeting attended during FY 2020-2021</b>	2	6
<b>Qualifications</b>	Chartered Accountant.	Chartered Accountant. SAP consultant
<b>Expertise in functional area</b>	He is a Chartered Accountant with over 40 years of experience. He has expert knowledge about Corporate Laws, Income Tax Laws and Goods and Service Tax Act.	He has served as Executive Director and later MD & CEO of this Company. He has vast experience of management of about 40 years
<b>Number of shares held in the Company</b>	56,070 Equity Shares	26,532 Equity Shares
<b>List of other Directorships held in other public limited Companies</b>	None	None
<b>Chairman/Member of the Committees of the Boards of other companies in which he/she is Director</b> a) Audit Committee b) Stakeholders Relationship Committee	None	None

<b>Name of Director</b>	<b>Chandan Magraj Parmar</b>	<b>Lakshmi Claudius Nazareth</b>
<b>Director Identification Number</b>	00592613	03413368
<b>Date of Birth</b>	10/05/1953	08/11/1975
<b>Date of Appointment</b>	30/06/2021	30/06/2021
<b>Qualification</b>	Chartered Accountant	B.Com.
<b>Expertise in specific functional areas</b>	Business Management	General Management
<b>No. of shares held in the Company</b>	24,660	None
<b>Relationship with other Directors</b>	None	None
<b>Directorship held in other Indian Listed Companies</b>	None	None
<b>Chairman/Member of Committees of Board of Directors in listed companies (only Audit Committee and Stakeholders Relationship Committee)</b>	None	None

### Directors' Report

To,  
The Members,  
**DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED**

Your Directors have pleasure in presenting their Twenty Ninth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

#### 1) Performance Highlights (Standalone)

(Rs. In thousands)

	<b>2020-21</b>	<b>2019-20</b>
Sales and Other Income	1149	1187
Profit/(Loss) before Tax	(741)	(2871)
Less: Taxes		
Current Tax	-	-
Deferred Tax	-	-
Profit/(Loss) for the Year	(741)	(2871)
Add Balance in Profit & Loss Account	(3063)	(192)
<b>SUB TOTAL</b>	<b>(3804)</b>	<b>(3063)</b>
Less: Appropriations		
Transfer to Reserve (specify)	-	-
Dividend	-	-
Dividend Tax	-	-
<b>CLOSING BALANCE</b>	<b>(3804)</b>	<b>(3063)</b>

#### 2) Dividend

Due to accumulated losses, Directors regret not to recommend any dividend for the year.

#### 3) Change in share capital

Pursuant to the order of the Hon'ble National Company law Tribunal (NCLT), Mumbai Bench dated February 6, 2020 approving the Scheme of Reduction of Capital ("Capital Reduction Scheme") vide Company Petition No. 1701 of 2018, 11,31,840 Equity Shares of Rs. 10/- each aggregating to Rs. 1,13,18,400/- were allotted to shareholders of the company on 15th April, 2020 in the ratio of 36 (Thirty Six) new Equity shares of Rs. 10/- each against 100 existing Equity Shares of Rs. 10/- each. The company had applied to BSE for seeking listing approval and subsequently applied to BSE for seeking trading approval. The listing approval was granted on 13th July, 2020 and trading approval was granted on 20th August, 2020.

#### 4) Reserves

There is a net loss for the year and hence no amount can be transferred to general reserves.

#### 5) Business Review and Prospects

Principal business of the company remains slowed down due to unavailability of sufficient resources. Company shall restart its business upon generating required resources for effective working. The surplus funds available with the company are currently invested in interest fetching loans/deposits. Company has a positive net worth. Company has meager liability, which can easily be met out of the funds available with the company

**6) Applicability of Clause 15(2) of SEBI (Listing Agreement and Disclosure Requirements) Regulations 2015**

As per Clause 15(2) of SEBI (Listing Agreement and Disclosure Requirements) Regulations 2015 regarding composition of Board of Directors, Audit and other Committees of directors, Obligations of independent directors and senior management and corporate governance norms are not mandatory for the companies whose paid up capital is less than Rs 10 crores and whose net worth is less than Rs 25 crores. Accordingly the requirements of Management Discussion and Analysis, Auditors' certificate on Corporate Governance and other matters are not mandatory for your company.

**7) Change in the nature of business, if any**

There has been no change in the nature of business during the year under review.

**8) Material changes and commitments, after the Balance Sheet date**

There are no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

**9) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**10) Details of Subsidiary/Joint Ventures/Associate Companies**

Your company has no subsidiaries and associate companies, nor has the company entered into any joint venture

**11) Performance and financial position of each of the subsidiaries etc.**

Your company has no subsidiaries and associate companies, nor has the company entered into any joint venture

**12) Deposits**

During the year your Company neither accepted any 'deposits' as defined in Companies (Acceptance of Deposit) Rules, 2014, nor is there any balance in such account at the beginning or at the end of the year. Since there have been no deposits the question of there being any default in repayment of deposits or interest thereon, does not arise.

**13) Statutory Auditors**

M/s RMJ & Associates LLP, Statutory Auditors of the company have resigned w.e.f. 7<sup>th</sup> June, 2021 due to internal restructuring of their firm. Company places on record deep appreciation for the services provided by them. The Board recommends appointment of M/s Ambavat Jain & Associates LLP, Chartered Accountants as the Statutory Auditors of the company from the conclusion of the 29<sup>th</sup> Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company. The said auditors are eligible and have expressed their willingness to accept the office of auditors.

**14) Auditors' Report**

The Auditors' Report does not contain any qualification, reservation or adverse remark.

**15) Cost and Secretarial Auditors:**

Your company is not required to appoint cost auditors for conducting the audit of cost records of the Company, for the financial year under review. M/s. Pankaj & Associates, Company Secretaries, were appointed to conduct Secretarial Audit for the financial year under review.

**16) Secretarial Auditors' Report:**

The Secretarial Audit Report is attached as an Annexure herewith. Observations by the Secretarial auditors have been noted.

**17) Issue of shares:**

Your Directors state that no disclosure or reporting is required in respect of issue of shares with differential voting rights, sweat equity or ESOS as there were no such transactions during the year under review:

**18) Extract of the annual return**

The extract of the annual return in Form No. MGT – 9 is attached as an Annexure herewith.

**19) Conservation of energy, technology absorption and foreign exchange earnings and outgo**

(A) Your company does not entail substantial consumption of energy and therefore there is nothing to report in these sections.

(B) Foreign exchange earnings and Outgo:

There is no foreign exchange inflow or outflow in the year under review.

**20) Directors:**

**Changes in Directors and Key Managerial Personnel**

As per the provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of Company, Mr.R.M.Bhuta (DIN 00242031) and Mr. C. M. Buch (DIN 00326637) retire by rotation and being eligible and not being disqualified under section 164 of the Companies Act, 2013 offers themselves for reappointment.

The Board on recommendation of Nomination and Remuneration Committee is pleased to appoint Mr. Chandan Magraj Parmar (DIN: 00592613) as the Managing Director and Chief Executive Officer of the Company, for a period of two years from June 30, 2021 to June 29, 2023.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years and shall not be liable to retire by rotation. Accordingly Mrs. Lakshmi Nazareth (DIN 03413368) is proposed to be appointed as Independent director for a term of five years till 29<sup>th</sup> June, 2026 and Mr.Mahesh Kurlawala (DIN 03039899) continue as Independent Director.

**21) Number of meetings of the Board of Directors**

During the year under review six Board meetings were held. These meetings were held on 15/04/2020, 22/06/2020, 05/08/2020, 28/08/2020, 29/10/2020 and 13/02/2021.

**22) Particulars of loans, guarantees or investments under section 186**

As required by sub-section (4) of section 186 of the Companies Act, 2013, the particulars of loan given are disclosed under "Notes to the Accounts".

Company has not issued any guarantees or made investments.

**23) Particulars of contracts or arrangements with related parties:**

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto are disclosed at Annexure A.

**24) Managerial Remuneration:**

There are no employees of the Company, drawing remuneration exceeding limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Managing Director of the Company does not receive any remuneration or commission from any of its subsidiaries.

**25) Risk management policy**

Except for external general business risks, risks related to government regulations, market conditions and credit risks, your company is not exposed to any other risks. Your directors do not foresee any substantial risk in the external conditions which may threaten the existence of the company.

**26) Declaration by independent directors**

The company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013.

**27) Committees of the Board**

Currently the board has three committees: the Audit committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Audit committee: This committee comprises three Directors namely Independent Director Mr. Mahesh Kurlawala (DIN 03039899) (Chairman of committee), Independent Director Mrs. Lakshmi Nazareth (DIN 03413368) and Mr. C. M. Buch (DIN 00326637). All the recommendations made by the audit committee were accepted by the Board.

Nomination and Remuneration Committee: The Nomination and Remuneration Committee comprises three directors; Mr. Mahesh Kurlawala (DIN 03039899) (Chairman of committee), Mr. R.M.Bhuta (DIN 00242031) and Mrs.Lakshmi Nazareth (DIN 03413368).

Stakeholders Relationship Committee: The Stakeholders Relationship Committee comprises three directors; Mr. Hasmukh J Shah (DIN 01564722)(Chairman of committee), Mr. Mahesh Kurlawala (DIN 03039899) and Ms. Lakshmi Nazareth (DIN 03413368). The committee reviews and ensures redressal of investors' grievances. The committee noted that all the grievances of the investors have been resolved during the year.

**28) Corporate Social Responsibility**

Rules regarding Corporate Social Responsibility are not applicable to your company.

**29) Board Evaluation**

The Companies act, 2013 states that a formal annual evaluation needs to be made by the board of its performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the directors being evaluated.



The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

**30) Internal financial controls**

The company has in place adequate internal financial controls commensurate with the size and nature of its business, with reference to financial statements. During the year such controls were tested and no reportable material weaknesses in the design or operation were observed.

**31) Directors' Responsibility Statement**

The Directors' state that—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and such internal financial controls are adequate and are operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**32) Vigil Mechanism / Whistle Blower Policy:**

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

**33) Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

**34) Prevention of Sexual Harassment**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder.

During the year Company has not received any complaint and there are no complaints pending at the end of the financial year.

**35) Acknowledgements**

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: 30/06/2021**

**H. J. Shah**  
**Chairman**  
**DIN 01564722**

**Annexure A**

1. There are no contracts or arrangements or transactions that are not at arm's length basis.
2. Details of material contracts at arms' length basis is provided below

<b>Name Of Related Party And Relation</b>	<b>Nature Of Contract</b>	<b>Duration Of Contract</b>	<b>Salient Features Of The Contract</b>	<b>Date Of Approval By Board</b>	<b>Amount Paid As Advance If Any</b>
Chandan Parmar Managing Director and Chief Executive Officer	Loan taken	Till repaid	Interest free loan	29/05/2014	NIL
C.M.Buch Director	Loan taken	Till repaid	Interest free loan	29/05/2014	NIL
H.J.Shah Director	Loan taken	Till repaid	Interest free loan	29/05/2014	NIL
Rajesh Bhuta Director	Loan taken	Till repaid	Interest free loan	29/05/2014	NIL
Knowledgegate Consultants Pvt.Ltd. Entities in which directors are interested	Loan taken	Till repaid	Interest free loan	29/05/2014	NIL
Sonali Borkar CFO	Salary	Till termination	Employment Contract	24/07/2015	NIL
Ankita Agarwal Company Secretary	Salary	Till termination	Employment Contract	29/07/2019	NIL

**Form No. MR-3**

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

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2021**

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Datasoft Application Software (India) Limited. (herein after called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Datasoft Application Software (India) Limited's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes book, forms and returns filed and other records maintained by Datasoft Application Software (India) Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No instance for compliance requirements during the year);**

- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. **(No instance for compliance requirements during the year);**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, **(No instance for compliance requirements during the year);**
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(No instance for compliance requirements during the year);**
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, **(No instance for compliance requirements during the year);**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, **(No instance for compliance requirements during the year);** and

We have also examined compliance with the applicable clauses:

1. Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE Limited);
2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. The Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, clauses, Standards, etc. mentioned above, subject to the following observations:

1. Rule 10 of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires every listed company to give advertisement for Closure of register of members in at least one vernacular newspaper in the principal vernacular language of the district and having a wide

circulation in the place where the registered office of the company is situated, and at least one in English language in an English newspaper circulating in that district and having wide circulation in the place where the registered office of the company is situated.

2. Rule 20 (3) (v) of Companies (Management and Administration) Rules, 2014 was not complied by the Company which requires the Company to publish the Notice of E-voting in at least one vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated and at least once in English language in an English Newspaper having a wide circulation in that district.
3. Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to give advertisement in Newspaper for intimation of Board Meeting in which the financial results will be considered and approved along with the Publication of financial results in newspapers, which was not complied by the Company.
4. As per section 138 of Companies Act, 2013 the Internal Auditor was not appointed during the year under review.
5. The National Company Law Board was pleased to approve the company's scheme of reduction of share capital on 6th February, 2020 which was received by the company on 27/02/2020. Pursuant to the scheme of reduction, the Board of Directors of the company has allotted the 36 equity shares of Rs.10/- each in exchange to every 100 equity shares held, on 15/04/2020. In terms of the section 56(4) of the companies Act, 2013, the company is required to issue the share certificates to the respective shareholders within 60 days from the date of allotment i.e. on or before 14/06/2020. In view of the ongoing Covid -19 pandemic & Lockdown situation, the company could not issue, post and delivered the share certificates to the eligible shareholders within the statutory time period as both the speed post services of Post offices & Courier services are not available during this time. The company has also applied to Registrar of Companies, Mumbai, Maharashtra, for condonation delay for issue of shares certificates vide GNL-2 form. The company dispatched the physical share certificates through speed post on 10/08/2020.

We have relied on the representation made by the Company and its Officers for the system and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in **Annexure II**.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of

Directors during the period under review.

We also report that as regards the provisions of notices of board meeting, sending of agenda papers, holding of board meetings as laid down in the Act, are concerned, they are followed by the company.

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period

- The Company has allotted 11,31,840 Equity Shares pursuant to the scheme of Reduction of Share Capital to their respective shareholders on 15<sup>th</sup> April, 2020.
- The delay in intimating the date of board meeting to BSE limited as per the provisions of Regulation 29 (2) & 29 (3) SEBI (LODR) Regulations was compounded by the company.

**Place: - Mumbai**

**Date:- 17/06/2021**

**Pankaj Desai**

**ACS No:- 3398**

**C. P. No:- 4098**

**UDIN NO:- A003398C000480831**

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

## **Annexure I (Integral part of Secretarial Audit Report)**

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

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

1. Maintenance of Secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.

3. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: - Mumbai**  
**Date:- 17/06/2021**

**Pankaj Desai**  
**ACS No:- 3398**  
**C. P. No:- 4098**  
**UDIN NO:- A003398C000480831**

## ANNEXURE II

Other laws applicable specifically to the Company:

- a) Information Technology Act, 2000
- b) The Special Economic Zone Act, 2005
- c) Policy relating to Software Technology Parks of India and its regulations
- d) The Export and Import Policy of India
- e) The Indian Copyright Act, 1957
- f) The Patents Act, 1970
- g) The Trade Marks Act, 1999

Other General Laws Applicable:

- 1) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- 2) Professional Tax Act, 1975 and Rules
- 3) Payment of Gratuity Act, 1972
- 4) Shop and Establishment Act, 1948
- 5) Income Tax Act, 1961
- 6) Finance Act, 1994



**PRACTICING COMPANY SECRETARY'S CERTIFICATE UNDER SUB-PARA 10(i) OF PART C OF SCHEDULE V OF SEBI (LODR), REGULATIONS, 2015**

To,  
The Members  
Datasoft Application Software (India) Limited

I, Mr. Pankaj S. Desai, Practicing Company Secretary, hereby certify that I have examined and verified the records, books and papers of the Company **DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED** as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder, as regards the Directors of the Company for the Financial Year ended on 31st March, 2021.

I further certify that based on the examinations carried out by me and the explanations and representations furnished to me by the said Company, its officers and agents, none of the following Directors of the Company:

Sr. No.	Name of the Director	DIN	Category
1	Mr. Hasmukh Jamnadas Shah	01564722	Chairman, Non-Independent Non-Executive
2	Mr. Chandan Magraj Parmar	00592613	Managing Director, Non-Independent, Executive
3	Mr. Rajesh Motilal Bhuta	00242031	Non-Independent, Non-Executive
4	Mr. Chaitanya Markandray Buch	00326637	Non-Independent, Non-Executive
5	Mr. Mahesh Ramji Kurlawala	03039899	Independent, Non-Executive
6	Ms. Lakshmi Claudius Nazareth	03413368	Woman Director, Independent, Non-Executive

have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI or Ministry of Corporate Affairs or any such statutory authority as on 31st March, 2021.

**Pankaj S. Desai**  
**ACS No.: 3398**  
**C. P. No.: 4098**  
**UDIN NO: A003398C000480853**

**Place: Mumbai**  
**Date: 17/06/2021**

**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2021

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L72200MH1992PLC067032
2.	Registration Date	2 <sup>nd</sup> June 1992
3.	Name of the Company	Datasoft Application Software (India) Limited
4.	Category/Sub-category of the Company	Public Company
5.	Address of the Registered office & contact details	442, Blue Rose Ind.Estate, W.E.Highway, Borivali (East), Mumbai-400066 Phone: 022-28706999
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private limited C101,247Park, LBS Marg, Vikhroli West, Mumbai 400083 Phone: +91 22 49186000

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer consultancy and computer facilities management activities	62020	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	None		

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2020]				No. of Shares held at the end of the year[As on 31-March-2021]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	336459	0	336459	29.7267	336459	0	336459	29.7267	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0

d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>336459</b>	<b>0</b>	<b>336459</b>	<b>29.7267</b>	<b>336459</b>	<b>0</b>	<b>336459</b>	<b>29.7267</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	468	0	468	0.0414	468	0	468	0.0414	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	758	0	758	0.0670	758	0	758	0.0670	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify - SUTI)	45500	576	46076	4.0710	45500	576	46076	4.0710	0
<b>Sub-total (B)(1):-</b>	<b>46726</b>	<b>576</b>	<b>47302</b>	<b>4.1794</b>	<b>46726</b>	<b>576</b>	<b>47302</b>	<b>4.1794</b>	<b>0</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian	83171	2124	85295	7.536	74310	2124	76434	6.7531	(0.783)
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	399653	93298	492951	43.55	389205	93262	482467	42.6268	(0.923)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	86133	14364	100497	8.88	86133	14364	100497	8.8791	(0.000)
c) Others (specify)									

HUF	37300	0	37300	3.2955	56645	0	56645	5.004	1.709
Non Resident Indians	19004	11196	30200	2.6682	19004	11196	30200	2.6682	(0.000)
Overseas Corporate Bodies									0
Foreign Nationals									0
Clearing Members	576		576	0.0509	576		576	0.0509	(0.000)
Trusts	360		360	0.0318	360		360	0.0318	0
Foreign Bodies - D R									0
NBFC	900		900	0.0795	900		900	0.0795	0
<b>Sub-total (B)(2):-</b>	<b>627097</b>	<b>120982</b>	<b>748079</b>	<b>66.0941</b>	<b>627133</b>	<b>120946</b>	<b>748079</b>	<b>66.0941</b>	<b>0.000</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>673823</b>	<b>121558</b>	<b>795381</b>	<b>70.2735</b>	<b>673859</b>	<b>121522</b>	<b>795381</b>	<b>70.2735</b>	<b>0.000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>1010282</b>	<b>121558</b>	<b>1131840</b>	<b>100</b>	<b>1010318</b>	<b>121522</b>	<b>1131840</b>	<b>100</b>	<b>0</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Chaitanya Buch	56070	4.9539	0	56070	4.9539	0	0
2	Hasmukh J.Shah	57204	5.0541	0	57204	5.0541	0	0
3	Rajesh M.Bhuta	26532	2.3441	0	26532	2.3441	0	0
4	Chandan Parmar	24660	2.1788	0	24660	2.1788	0	0
5	Santosh Parmar	70200	6.2023	0	70200	6.2023	0	0
6	Nilima R.Bhuta	46368	4.0967	0	46368	4.0967	0	0
7	Buch Avani	18486	1.6333	0	18486	1.6333	0	0
8	Gopal H.Shah	15552	1.374	0	15552	1.374	0	0
9	Nitesh Jayesh Bhuta	4755	0.4201	0	4755	0.4201	0	0

10	Niranjana H.Shah	5400	0.4771	0	5400	0.4771	0	0
11	Bhuta Kishore Motilala	2628	0.2322	0	2628	0.2322	0	0
12	Ashita Kishore Janani	1980	0.1749	0	1980	0.1749	0	0
13	Chetana H.Shah	1800	0.1590	0	1800	0.1590	0	0
14	Prapti N.Buch	1800	0.1590	0	1800	0.1590	0	0
15	H.M.Buch B.H.Buch	1440	0.1272	0	1440	0.1272	0	0
16	Ujjaval Yogesh Vaishnav (inherited from Yogesh R Vaishnav)	540	0.0477	0	540	0.0477	0	0
17	Bhuta Usha Bhuta Kishore	972	0.0859	0	972	0.0859	0	0
18	Jayantilal M. Parmar Nilima J.Parmar	72	0.0064	0	72	0.0064	0	0
	<b>Total</b>	<b>336459</b>	<b>29.7267</b>	<b>0</b>	<b>336459</b>	<b>29.7267</b>	<b>0</b>	<b>0</b>

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	336459	29.7267	336459	29.7267
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	336459	29.7267	336459	29.7267

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Administrator of The Specified Undertaking Trust of India – Unit Scheme 1964	45500	4.0200	45500	4.0200			45500	4.0200
2	M/S Nityoday Investments Pvt.Ltd.	39321	3.4741	39321	3.4741			39321	3.4741
3	Ravdjee Zulfi	34851	3.0791	34851	3.0791			34851	3.0791
4	Suresh Kumar	22482	1.9863	22482	1.9863			22482	1.9863
5	P Gandhi Raju	18000	1.5903	18000	1.5903			18000	1.5903

6	Puja Agencies Pvt.Ltd.	17676	1.5617	17676	1.5617			17676	1.5617
7	N L Rungta HUF	0	0	14452	1.2769	Increase	Purchase	14452	1.2769
8	Rajani Kantilal Shah	15660	1.3836	15660	1.3836			15660	1.3836
9	Mukesh Dedhia HUF	25380	2.2424	25380	2.2424			25380	2.2424
10	Smita Jaidev Thakeray	14364	1.2691	14364	1.2691			14364	1.2691

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year		Increase / Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Chaitanya Buch	56070	4.9539	56070	4.9539	-	56070	4.9539
2	Hasmukh J.Shah	57204	5.0541	57204	5.0541	-	57204	5.0541
3	Rajesh M.Bhuta	26532	2.3441	26532	2.3441	-	26532	2.3441
4	Chandan Parmar	24660	2.1788	24660	2.1788	-	24660	2.1788

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount		1944732		1944732
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>		1944732		1944732
<b>Change in Indebtedness during the financial year</b>				
* Addition		450000		450000
* Reduction		2094731		2094731
<b>Net Change</b>		1644731		1644731
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount		300001		300001
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
<b>Total (i+ii+iii)</b>		300001		300001

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	<b>Nil</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify...		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		-----	----	---	
1	Independent Directors	<b>Nil</b>			
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

SN	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	180000	446000	626000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL



	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others (Bonus)	NIL	NIL	20000	20000
	Total	NIL	180000	466000	646000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			<b>Nil</b>		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			<b>Nil</b>		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>Nil</b>		
Punishment					
Compounding					

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Datasoft Application Software (India) Limited**

**Report on the Audit of the IND AS Financial Statements**

### **Opinion**

We have audited the accompanying financial statements of **Datasoft Application Software (India) Limited ("the Company")**, which comprise the Balance Sheet as at March 31 2021, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021; and its loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion:**

We have conducted the audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of the report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Statements.

Key Audit Matters	Principal Audit Procedures
<p><b><i>Intercorporate Loan, Interest accrued thereon and impairment:</i></b> The Company had given intercorporate loan to one party in earlier years. Total outstanding principal and interest receivable as on 31<sup>st</sup> March 2021 is Rs. 15,00,000 and Rs. 63,21,394 respectively. During the current year, the company has received Rs.50,00,000 from the party. Total provision made against these recoverable is Rs. 31,60,000 as on 31<sup>st</sup> March 2021. We have identified this as a Key Audit Matter since the loan including interest thereon is long outstanding.</p>	<p>Our audit procedure on Intercorporate Loan, Interest accrued and impairment, included:</p> <ul style="list-style-type: none"> <li>- Understanding and evaluating the design and testing the operating effectiveness of controls in respect of expected credit loss provision</li> <li>- Assessing the appropriateness of the credit loss provisioning methodology used by the management, which involves the use of historical trends such as cash collection, performance of the current year against historical trends and the level of credit loss over time.</li> </ul> <p>Based on the above procedures performed, we did not find any significant exceptions to the ECL provision</p>

#### **Other Matter**

On account of partial lockdown situation and also from the logistics and safety perspective due to covid pandemic, the audit processes were carried out based on the remote access and necessary records were made available by the Company through digital medium.

#### **Information Other than the Financial Statement and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### **Responsibility of Management for Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing (SAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Further, as part of an audit in accordance with standards on auditing, the auditor exercises professional judgment and maintains professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of the audit of the aforesaid Financial Statements;
  - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid Financial Statements have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of Financial Statements;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B."

- g) According to information and explanation given to us and based on our examination of the records of the Company, the company has not paid managerial remuneration in FY 2020-21.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has no pending litigations that affect its financial position in its financial statements;
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2021.

**For RMJ and Associates LLP**  
**Chartered Accountants**  
Firm Registration No: W100281

**Rakesh Upadhyaya**  
**Partner**  
Membership No. 046271  
UDIN: 21046271AAAACK7919

Place: Mumbai  
Date: 03<sup>rd</sup> June 2021

## ANNEXURE-A TO AUDITORS' REPORT

The Annexure referred to in paragraph 1 of the Report on Other Legal and Regulatory Requirements of even date to the members of **Datasoft Application Software (India) Limited** ('the Company') for the year ended on March 31, 2021. We report that:

1. According to the information and explanations given to us, the Company did not hold any fixed assets or immovable property during the year and accordingly paragraphs 3(i) (a) to (c) of the Order are not applicable to the Company.
2. According to the information and explanations given to us, the Company did not hold any inventory during the year and accordingly paragraphs 3(ii) of the Order are not applicable to the Company.
3. As informed to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraphs 3(iii) (a) to (b) of the Order are not applicable to the Company.
4. According to the information and explanations given to us in respect of loans, investment, guarantee and securities, the Company has complied with the provisions of section 185 and 186 of the Act, where applicable.
5. In our opinion and according to the explanations given to us, the Company has not accepted any deposits. Therefore, question of reporting compliance with directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder does not arise. We are informed that no order relating to the Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
6. We have been informed that the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, cess and any other applicable statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed statutory dues outstanding as at March 31, 2021 for a period of more than six months from the date they became payable.  
  
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, Goods and Services Tax and cess which have not been deposited on account of any dispute.
8. According to the information and explanations given to us, the Company has not taken any loans from any financial institutions, banks, government or debenture holders and therefore clause 3(viii) of the Order is not applicable to the Company.
9. The Company has not raised any money by way of public issue/further public offer including debt instruments and term loans.

10. During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither noticed nor have been informed by the management, any incidence of fraud by the Company or on the Company by its employees/officers
11. No managerial remuneration has been paid/provided during the year and hence clause 3(xi) of the Order is not applicable to the Company.
12. The Company is not a Nidhi Company; hence clause 3(xii) of the order is not applicable to the Company.
13. The Company has complied with the provisions of Section 177 and 188 of the Act, in respect of transactions with the related parties and has disclosed the details in the Financial Statements as required by the Indian Accounting Standards and Companies Act, 2013.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year; hence clause 3(xiv) of the order is not applicable to the Company.
15. In our opinion and according to the explanations given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with him, hence clause 3(xv) of the order is not applicable to the Company.
16. According to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, clause 3(xvi) of the Order is not applicable to the Company.

**For RMJ and Associates LLP**  
**Chartered Accountants**  
Firm Registration No: W100281

**Rakesh Upadhyaya**  
**Partner**  
Membership No. 046271  
UDIN: 21046271AAAACK7919

Place: Mumbai  
Date: 03<sup>rd</sup> June 2021



## **ANNEXURE-B TO AUDITORS' REPORT**

(Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Datarsoft Application Software (India) Limited ("the Company") as on March 31, 2021 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants in India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of errors and frauds, the accuracy and completeness of accounting records, and timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent possible to an audit of internal financial controls both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions recorded as necessary to permit preparation of Financial Statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For RMJ and Associates LLP**

#### **Chartered Accountants**

Firm Registration No: W100281

#### **Rakesh Upadhyaya**

#### **Partner**

Membership No. 046271

UDIN: 21046271AAAACK7919

Place: Mumbai

Date: 03<sup>rd</sup> June 2021

Balance sheet as at 31 March 2021

	Note	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial Assets:			
Loans	3	1,500	7,000
		<b>1,500</b>	<b>7,000</b>
<b>Current assets</b>			
Financial assets:			
Trade Receivables	4	166	648
Cash and Cash Equivalents	5	884	62
Other Cash and Bank Balances	5	2,202	-
Other Financial Assets	6	3,161	2,666
Current Tax Assets	7	45	60
Other Current Assets	8	30	14
		<b>6,488</b>	<b>3,450</b>
		<b>7,988</b>	<b>10,450</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	9	11,318	11,318
Other Equity	10	(3,802)	(2,975)
		<b>7,516</b>	<b>8,343</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	11	300	1,945
Other Current Financial Liabilities	12	167	158
Other Current Liabilities	13	5	4
		<b>472</b>	<b>2,107</b>
		<b>7,988</b>	<b>10,450</b>

Summary of Significant Accounting Policies & Other Disclosures 1 to 2  
The accompanying notes are an integral part of the Financial Statements 3 to 28

As per our report of even date attached

For RMJ & Associates LLP  
Chartered Accountants  
Firm Reg.No. W100281

For Datasoft Application Software (India) Limited  
CIN:L72200MH1992PLC067032

Rakesh Upadhyaya  
Partner

M. No. 046271

C.M.Buch  
Director

DIN : 00326637

Chandan Parmar  
Managing Director and  
Chief Executive Officer

DIN : 00592613

Sonali Borkar  
CFO

Ankita Agarwal  
Company Secretary

Place : Mumbai  
Date: 03/06/2021

Statement of profit and loss for the year ended 31 March 2021

	Note	Year ended 31 March 2021 (Rs. in '000)	Year ended 31 March 2020 (Rs. in '000)
I. Revenue from operations	14	600	600
II. Other Income	15	549	587
<b>III. Total Revenue (I + II)</b>		<b>1,149</b>	<b>1,187</b>
<b>IV. Expenses</b>			
Employee benefit expenses	16	646	582
Other expenses	17	1,244	3,476
<b>Total expenses</b>		<b>1,890</b>	<b>4,058</b>
<b>V. Profit before tax (III-IV)</b>		<b>(741)</b>	<b>(2,871)</b>
<b>VI. Tax expense</b>			
(i) Current tax		-	-
(ii) Deferred tax		-	-
<b>VII Net profit after tax (V-VI)</b>		<b>(741)</b>	<b>(2,871)</b>
VIII Other comprehensive income for the year, net of tax		-	-
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>(741)</b>	<b>(2,871)</b>
<b>X Earnings per equity share:</b>	25		
Basic and diluted (in Rs.)		(0.65)	(0.96)
Face value per share (in Rs.)		10.00	10.00
<b>Summary of Significant Accounting Policies &amp; Other Disclosures</b>	<b>1 to 2</b>		
<b>The accompanying notes are an integral part of the Financial Statements</b>	<b>3 to 28</b>		

As per our report of even date attached

For RMJ & Associates LLP  
Chartered Accountants  
Firm Reg.No. W100281

For Datasoft Application Software (India) Limited  
CIN:L72200MH1992PLC067032

Rakesh Upadhyaya  
Partner

M. No. 046271

C.M.Buch  
Director

DIN : 00326637

Chandan Parmar  
Managing Director and  
Chief Executive Officer

DIN : 00592613

Sonali Borkar  
CFO

Ankita Agarwal  
Company Secretary

Place : Mumbai  
Date: 03/06/2021

**Cash Flow Statement for the year ended**

	31.03.2021 (Rs. in '000)	31.03.2020 (Rs. in '000)
<b>(A) Cash Flow from operating activities:</b>		
Net Profit/(Loss) before tax	(741)	(2,871)
<b>Adjustments for:-</b>		
Interest Income	(463)	(567)
Provision for Expected credit Loss	460	2,700
Reversal of Interest on Unsecured Loan	(86)	-
Expenses on Capital Restructuring	191	212
Operating profit before working capital changes	(639)	(526)
<b>Adjustments for Changes in Working Capital:</b>		
Current Assets	(489)	(670)
Current Liabilities	10	19
<b>Cash generated from operations</b>	(1,118)	(1,177)
Income Tax	15	116
<b>Net Cash Flow from operating activities (A)</b>	(1,103)	(1,061)
<b>(B) Cash Flow from Investing activities:</b>		
Investments in Fixed Deposits	(2,202)	-
Loans & Advances	5,500	-
Interest received	463	567
<b>Net Cash Flow from Investing activities (B)</b>	3,761	567
<b>(C) Cash Flow from Financing Activities:</b>		
Expenses on Capital Restructuring	(191)	(212)
Unsecured Loans from Directors	(1,645)	330
<b>Net Cash Flow from Financing Activities (C)</b>	(1,836)	118
<b>Net change in Cash and Cash equivalent: (A+B+C)</b>	822	(376)
<b>Opening Cash and Cash equivalent</b>	62	438
<b>Closing Cash and Cash equivalent</b>	884	62

For RMJ & Associates LLP  
Chartered Accountants  
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Executive Officer  
DIN : 00592613

Sonali Borkar  
CFO

Ankita Agarwal  
Company Secretary

Place : Mumbai  
Date: 03/06/2021



APPLICATION SOFTWARE (INDIA) LIMITED

Statement of Changes in Equity for the year ended 31 March 2021

Equity share capital		(Rs. in '000)	
Particulars	Note	Number of Shares	Amount
<b>As at 31 March 2019</b>	<b>9</b>		
(i) Fully Paid equity shares of Rs.10 each		31,44,000	31,440
(ii) Forfieted Shares (Partly paid)		1,18,56,000	11,870
<b>TOTAL</b>		<b>1,50,00,000</b>	<b>43,310</b>
<u>Changes during the year: (Refer Note 9)</u>			
(i) Fully Paid equity shares of Rs.10 each		(20,12,160)	(20,122)
(ii) Forfieted Shares (Partly paid)		(1,18,56,000)	(11,870)
<b>As at 31 March 2020</b>			
(i) Fully Paid equity shares of Rs.10 each		11,31,840	11,318
(ii) Forfieted Shares (Partly paid)		-	-
<b>TOTAL</b>		<b>11,31,840</b>	<b>11,318</b>
<u>Changes during the year:</u>			
		-	-
<b>As at 31 March 2021</b>			
(i) Fully Paid equity shares of Rs.10 each		11,31,840	11,318
<b>TOTAL</b>		<b>11,31,840</b>	<b>11,318</b>

Other equity					(Rs. in '000)
Particulars	Note No	Retained earnings	Securities Premium account	Other Components of Equity (Long term Loans)	Total
<b>Opening balance as at 31 March 2019</b>	<b>10</b>	(54,785)	22,603	86	(32,096)
Loss for the year		(2,871)	-	-	(2,871)
Capital Reduction		54,593	(22,601)	-	31,992
<b>Closing balance as at 31 March 2020</b>		(3,063)	2	86	(2,975)
Loss for the year		(741)	-	-	(741)
Reversal		-	-	(86)	(86)
<b>Closing balance as at 31 March 2021</b>		<b>(3,804)</b>	<b>2</b>	<b>-</b>	<b>(3,802)</b>

For RMJ & Associates LLP  
Chartered Accountants  
Firm Reg.No. W100281

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CFO

M. No. 046271

DIN : 00326637

DIN : 00592613

Ankita Agarwal  
Company Secretary

Place : Mumbai  
Date: 03/06/2021

**Significant accounting policies and other explanatory information for the year ended March 31 , 2021**

**Note 1: Corporate information**

Company is engaged in providing Software consultancy services.

The Company was incorporated on 2<sup>nd</sup> June, 1992. The Company has its registered office at 442, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066.

The financial statements of the Company for the year ended 31<sup>st</sup> March 2021 were approved and adopted by board of directors of the Company in their meeting held on 3<sup>rd</sup> June, 2021.

**Note 2: Significant accounting policies**

**1. BASIS OF PREPARATION:**

The financial statements have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 and rules framed there under and guidelines issued by the Securities and Exchange Board of India (SEBI).

The financial Statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities measured at fair value as required by relevant Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

**Current and non-current classification:** Assets and liabilities are classified as current if it is expected to realize or settle within 12 months after the balance sheet date. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**2. USE OF ESTIMATES:**

The preparation of Financial Statements in conformity with Ind AS which requires management to make estimates, assumptions and exercise judgement in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the date of financial statements and the reported amounts of income and expenses during the year.

The Management believes that these estimates are prudent and reasonable and are based upon the Management's best knowledge of current events and actions. Actual results could differ from these estimates and differences between actual results and estimates are recognised in the periods in which the results are known or materialized.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

**Significant accounting policies and other explanatory information for the year ended March 31 , 2021**

**3. REVENUE RECOGNITION:**

Revenue from services is recognized based on time and material and billed to the clients as per the terms of the contract. In the case of fixed price contracts, revenue is recognized on periodical basis based on units executed and delivered.

Interest income for all debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options).

**4. FINANCIAL INSTRUMENTS:**

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability.

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments, amortised costs, fair value through other comprehensive income or fair value through profit and loss account.

Subsequently all financial liabilities are measured at amortized cost using the effective interest rate method

**(I) Financial assets**

**Classification**

The company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The company reclassifies debt investments when and only when its business model for managing those assets changes.



**Significant accounting policies and other explanatory information for the year ended March 31 , 2021**

**De-recognition of financial assets**

A financial asset is de-recognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**Cash and Cash Equivalents:**

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

**(II) Financial liabilities**

Borrowings and other financial liabilities are initially recognised at fair value (net of transaction costs incurred). Difference between the fair value and the transaction proceeds on initial is recognised as an asset / liability based on the underlying reason for the difference.

**De-recognition of financial liabilities**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss. The gain / loss is recognised in other equity in case of transaction with shareholders.

**5. 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 based on internal and external factors. An asset is classified as impaired, when the carrying value of assets exceeds its recoverable value. An impairment loss is charged to Profit and Loss account in the period in which, an asset is classified as impaired. The impairment loss recognized in the earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

**6. 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.

**7. 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

**Significant accounting policies and other explanatory information for the year ended March 31 , 2021**

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.

**8. 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 benefit is remote.

Significant accounting policies and other explanatory information for the year ended March 31, 2021

	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
<b>3 Non-Current Loans</b>		
<b>Unsecured considered good</b>		
Intercompany Deposits	1,500	7,000
	<b>1,500</b>	<b>7,000</b>
(Amount due from Prathamesh Investment and Trading Pvt Ltd; the loan amount has been utilised for business purpose only)		
<b>4 Trade receivables</b>		
Unsecured, considered good	166	648
Unsecured, considered doubtful	-	-
	<b>166</b>	<b>648</b>
<b>5 Cash and Bank Balances</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	2	4
Balances with banks - in current accounts	882	58
<b>Other Cash and Bank balances</b>		
-Deposits with maturity of 12 months	2,202	-
	<b>3,086</b>	<b>62</b>
<b>6 Other Financial Assets</b>		
<b>Unsecured considered good</b>		
Interest Accrued on Intercompany Deposits	6,321	5,366
Less: Provision for Expected Credit Loss	(3,160)	(2,700)
	<b>3,161</b>	<b>2,666</b>
<b>7 Current Tax Assets</b>		
Income Tax Refund	45	60
	<b>45</b>	<b>60</b>
<b>8 Other current assets</b>		
Balance with Government Authorities	30	14
	<b>30</b>	<b>14</b>
<b>9 Equity share capital</b>		
<b>Authorised capital</b>		
1,50,00,000 equity shares of Rs.10 each	1,50,000	1,50,000
<b>Issued capital</b>		
11,31,840 equity shares of Rs.10 each	11,318	11,318
<b>Subscribed and paid up capital</b>		
(i) 11,31,840 Fully Paid equity shares of Rs.10 each	11,318	11,318
	<b>11,318</b>	<b>11,318</b>
(for movement, Refer Note 9 Statement of Changes in Equity)		

**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

	As at 31 March 2021		As at 31 March 2020	
	Number	Amount (Rs. in '000)	Number	Amount (Rs. in '000)
<b>(a) (i) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period</b>				
<b>Fully Paid Shares</b>				
Balance at the beginning of the year	11,31,840	11,318	31,44,000	31,440
Add: Issued during the year	-	-	-	-
Less: Capital Reduction	-	-	(20,12,160)	(20,122)
<b>Balance at the end of the year</b>	<b>11,31,840</b>	<b>11,318</b>	<b>11,31,840</b>	<b>11,318</b>

	As at 31 March 2021		As at 31 March 2020	
	Number	Amount (Rs. in '000)	Number	Amount (Rs. in '000)
<b>(a) (ii) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period</b>				
<b>Forfeited Shares (Partly Paid)</b>				
Balance at the beginning of the year	-	-	1,18,56,000	11,870
Add: Issued during the year	-	-	-	-
Less: Capital Reduction	-	-	(1,18,56,000)	(11,870)
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note:**

Hon'ble NCLT has approved reduction of paid up equity share capital of the Company on 6th February 2020. The reduction has become effective on 6th March, 2020. Accordingly Issued capital has been reduced from ₹ 15,00,00,000 (divided into 1,50,00,000 Equity Shares of ₹ 10 each) to ₹ 1,13,18,400 (divided into 11,31,840 Equity Shares of ₹ 10 each) whereas Subscribed and Paid up Capital of the Company has been reduced from ₹ 31,440,000 (divided into 31,44,000 Equity Shares of ₹ 10 each) to ₹ 11,318,400 (divided in to 11,31,840 Equity shares of Rs 10 each) and reduction in Securities Premium Account from ₹ 22,603,200 to ₹ 2,193 & reduction in Share Forfeiture Account from ₹ 11,869,500 to ₹ Nil and that such reduction has been effected by writing off the accumulated losses of ₹ 54,592,107.

	As at 31 March 2021		As at 31 March 2020	
	Number of shares	% of holding	Number of shares	% of holding
<b>(b) Shareholders holding more than 5% of the shares</b>				
Santosh Parmar	70,200	6.20	70,200	6.20
Hasmukh J.Shah	57,204	5.05	57,204	5.05
<b>Total</b>	<b>1,27,404</b>	<b>11.25</b>	<b>1,27,404</b>	<b>11.25</b>

**(c) Rights, preferences and restrictions attached to equity shares**

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.

Significant accounting policies and other explanatory information for the year ended March 31, 2021

10 Other equity	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
Security Premium Account	2	2
Profit and loss account	(3,804)	(3,063)
Other Components of Equity (Long term Loans)	-	86
<b>Total other equity</b>	<b>(3,802)</b>	<b>(2,975)</b>
 (for movement, Refer Note 10 Statement of Changes in Other Equity)		
 <b>11 Current Liabilities</b>		
<b>Financial Liabilities</b>		
Loan from directors and parties in which directors are interested	300	1945
	<b>300</b>	<b>1,945</b>
 <b>12 Other Current Financial Liabilities</b>		
Dues to employees	80	60
Other liabilities	87	98
	<b>167</b>	<b>158</b>
 <b>13 Other Current Liabilities</b>		
Statutory dues	5	4
	<b>5</b>	<b>4</b>

Significant accounting policies and other explanatory information for the year ended March 31, 2021

	As at 31 March 2021 (Rs. in '000)	As at 31 March 2020 (Rs. in '000)
<b>14 Revenue from operations</b>		
Consultancy Fees	600	600
<b>Total revenue</b>	<b>600</b>	<b>600</b>
<b>15 Other income</b>		
Interest on Loan given	456	560
Sundry balances W/back	0	20
Interest on income tax refund	4	7
Interest on Fixed Deposits	3	-
Reversal of Interest on Unsecured Loan	86	-
	<b>549</b>	<b>587</b>
<b>16 Employee benefit expenses</b>		
Salaries, wages and bonus	646	582
	<b>646</b>	<b>582</b>
<b>17 Other expenses</b>		
AGM/EGM Expenses	42	59
Listing Fees	300	300
Share Transfer Fees	91	96
ROC fees	4	8
Professional charges	81	36
Auditors remuneration	40	41
Statutory Fees and expenses for Reduction in Capital	191	212
General Expenses	35	22
Rates & Taxes	-	2
Provision for Expected Credit Loss	460	2700
	<b>1,244</b>	<b>3,476</b>
<b>Note:</b>		
<b>Auditors' remuneration</b>		
As auditor:		
Statutory Audit	35	35
Taxation Matters	-	-
Other Services	5	6
	<b>40</b>	<b>41</b>

**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

**18 Fair value measurements**

**Financial instruments by category:** (Rs. in '000)

Particulars	31 March 2021		31 March 2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost
<b>Financial Assets - Non-current</b>				
Loans		1,500		7,000
<b>Financial Assets - Current</b>				
Trade receivables		166		648
Cash and cash equivalents		884		62
Interest Accrued on Intercompany Deposit		3,161		2,666
<b>Financial Liabilities - Current</b>				
Borrowings		300		1,945
Other current financial liabilities		167		158

**I. Fair value hierarchy**

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**II. Valuation techniques used to determine fair value**

Significant valuation techniques used to value financial instruments include:

The fair values for loans are based on discounted cash flows using a discount rate determined considering the yield on three years Government of India bonds.

**III. Assets and liabilities which are measured at amortised cost for which present values are disclosed (It is categorised under Level 2 of fair value hierarchy)**

(Rs. in '000)

Particulars	31 March 2021		31 March 2020	
	Fair Value	Carrying amount	Fair Value	Carrying amount
<b>Financial Assets - Non-current</b>				
Loans		1,500		7,000
<b>Financial Assets - Current</b>				
Trade receivables		166		648
Cash and cash equivalents		884		62
Interest Accrued on Intercompany Deposit		3,161		2,666
<b>Financial Liabilities - Non-current</b>				
Borrowings		300		1,945
Other current financial liabilities		167		158

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

The carrying amounts of trade receivables, cash and bank balances, trade payables, current borrowings and other current financial liabilities are considered to be approximately equal to the fair value. A provision for expected credit loss of Rs 31,60,000 (P.Y. Rs. 27,00,000) receivable towards interest on loan has been provided for.

**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

**19 Financial risk management**

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks.

**Credit risk**

The company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities (other financial instruments).

**Credit risk management**

To manage credit risk, the Company follows a policy of providing 90 days credit to the domestic customers.

However, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Company has provided unsecured loan to parties and thus have kept the exposure open.

Bank balances are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

**Age of trade receivables from bill date: (Rs. in '000)**

Particulars	As at 31 March 2021	As at 31 March 2020
Upto 3 months	166	648
3 - 6 months	-	-
6 - 12 months	-	-
More than one year	-	-
<b>Total</b>	<b>166</b>	<b>648</b>
Provision for expected credit loss	-	-

**Age of loans from the date of disbursement: (Rs. in '000)**

Particulars	As at 31 March 2021	As at 31 March 2020
Upto 3 months	34	560
3 - 6 months	141	-
6 - 12 months	281	-
More than one year	7,365	11,806
<b>Total</b>	<b>7,821</b>	<b>12,366</b>
Provision for expected credit loss	3,160	2,700

**B Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables and other financial liabilities.

**Liquidity risk management**

The Company's Senior Management is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

**Exposure to Liquidity Risk**

**As at 31 March 2021 (Rs. in '000)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	-	-
<b>Financial Liabilities - Current</b>				
Borrowings	300	-	-	300
Other current financial liabilities	167	-	-	167
<b>Total</b>	<b>467</b>	<b>-</b>	<b>-</b>	<b>467</b>

**As at 31 March 2020 (Rs. in '000)**

Particulars	Upto 1 year	Between 1 and 3 years	Beyond 3 years	Total
<b>Financial Liabilities - Non-Current</b>				
Borrowings	-	-	-	-
<b>Financial Liabilities - Current</b>				
Borrowings	1,945	-	-	1,945
Other current financial liabilities	158	-	-	158
<b>Total</b>	<b>2,103</b>	<b>-</b>	<b>-</b>	<b>2,103</b>



**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

**C Market Risk**

**(i) Price risk**

Price risk is the risk that changes in the market prices- such as foreign exchange rates, interest rates and equity prices- will affect the Company's income or the values of its holding of financial instruments. We are exposed to market risk primarily related to non current loans. Company has kept the exposure open.

**(ii) Foreign currency risk**

Foreign currency risk is the risk that the fair value or the future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Company has no such exposures.

**Foreign currency risk management**

No mitigation plan is required in this regard.

**20 Capital Management**

The capital composition is as follows:

Particulars	( Rs. in '000)	
	As at 31 March 2021	As at 31 March 2020
Borrowings	300	1,945
<b>Net debt (A)</b>	<b>300</b>	<b>1,945</b>
Equity (B)	7,516	8,343
<b>Gearing ratio (Borrowings:Equity)</b>	<b>0.04:1</b>	<b>0.23:1</b>

**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

21 Related party disclosures as required under Indian Accounting Standard 24, "Related party disclosures" are given below:

a) **Names of related parties and description of relationship:**

Description of relationship	Names of related parties
(i) Key Management Personnel (KMP)	Chandan Parmar Hasmukh J.Shah Rajesh Bhuta Chaitanya Buch Mahesh Kurlawala Lakshmi Nazareth Sonali Borkar Ankita Agarwal
(iv) Entities in which KMP/relatives of KMP can exercise significant influence	Knowledgegate Consultants Pvt.Ltd.

b) **Details of related party transactions:**

Particulars	Entities in which KMP/relatives of KMP exercise significant influence	Entities in which KMP/relatives of KMP exercise significant influence
	31-Mar-21 ( Rs. in '000)	31-Mar-20 ( Rs. in '000)
<b><u>Loan &amp; Advances (Taken)</u></b>		
C.M.Buch	175	200
Hasmukh J.Shah	150	200
Rajesh Bhuta	125	200
<b><u>Loan and Advance (repaid by Company)</u></b>		
C.M.Buch	730	250
Rajesh Bhuta	540	-
Knowledgegate Consultants Pvt.Ltd.	175	-
Hasmukh J.Shah	650	-
<b><u>Salary and Incentive</u></b>		
Sonali Borkar	466	416
Shailesh Manwani	-	45
Ankita Agarwal	180	121

c) **Balances with related parties (as at year-end)**

Particulars	Entities in which KMP/relatives of KMP exercise significant influence	
	31-Mar-21 ( Rs. in '000)	31-Mar-20 ( Rs. in '000)
<b><u>Amount payable</u></b>		
Sonali Borkar	65	45
Ankita Agarwal	15	15
<b><u>Loan &amp; Advances (Taken)</u></b>		
Chandan Parmar	300	300
C.M.Buch	-	555
Hasmukh J.Shah	-	500
Rajesh Bhuta	-	415
Knowledgegate Consultants Pvt.Ltd.	-	175

**Significant accounting policies and other explanatory information for the year ended March 31, 2021**

22 The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosures, if any, relating to amount unpaid as at the end together with interest paid/payable as required under the said Act have not been given.

**23 Particulars of loans, guarantees or investments under section 186**

As required under Section 186(4) of the Companies Act, 2013, particulars of loan given are disclosed below.

Name of the party	Nature and purpose	Outstanding as on 31.3.2021	Outstanding as on 31.3.2020
		(Rs. in '000)	(Rs. in '000)
Prathmesh Investment and Trading Pvt.Ltd. (inclusive of interest amount)	Unsecured loan for business purposes	7,821	12,366

Management expects credit loss on this loan in terms of Ind AS 109, accordingly a provision of Rs 31.6 lakhs has been created against interest amount.

**24 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 47,37,850 at the year-end including related credit for the year have not been recognized in these accounts on prudent basis.

Nature of timing difference	31.03.2021	31.03.2020
	(Rs. in '000)	(Rs. in '000)
Carry Forward Loss and Unabsorbed Depreciation	18,223	17,951
<b>Total</b>	18,223	17,951
Tax	4,738	4,667

**25 Earnings per share**

The amount considered in ascertaining the Company's earnings per share constitutes the net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of shares which could have been issued on conversion of all dilutive potential shares.

Particulars	Year ended 31 March 2021	Year ended 31 March 2020
	(Rs. in '000)	(Rs. in '000)
Net profit after tax attributable to equity shareholders (Rs.)	(741)	(2,871)
Weighted average number of shares outstanding during the year - Basic and diluted	11,31,840	30,01,060
Basic and diluted earnings per share (Rs.)	(0.65)	(0.96)
Nominal value per equity share (Rs.)	10	10

**26 Segment Reporting**

Revenue of the company consists of only one product segment- consulting fees; in one geographical segment- India.

**27 Contingent Liabilities**

There are no contingent liabilities as on date of Balance Sheet.

28 The Company has considered the possible effects that may result from the pandemic relating to Covid-19 on the carrying amounts of Financial Assets, Trade receivables and other current assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information and economic forecasts on the future expected performance of the company. The Company has performed necessary analysis on the assumptions used and based on current estimates, it expects the carrying amount of these assets will be recovered. Given the uncertainty on account of Covid-19, the impact on the Company's assets may differ from that estimated as at the date of approval of these financial statements, if any.

As per our report of even date attached

For RMJ & Associates LLP  
Chartered Accountants  
Firm Reg.No. W100281

For Datasoft Application Software (India) Limited  
CIN:L72200MH1992PLC067032

Rakesh Upadhyaya  
Partner

C.M.Buch  
Director

Chandan Parmar  
Managing Director  
and Chief Executive

Sonali Borkar  
CFO

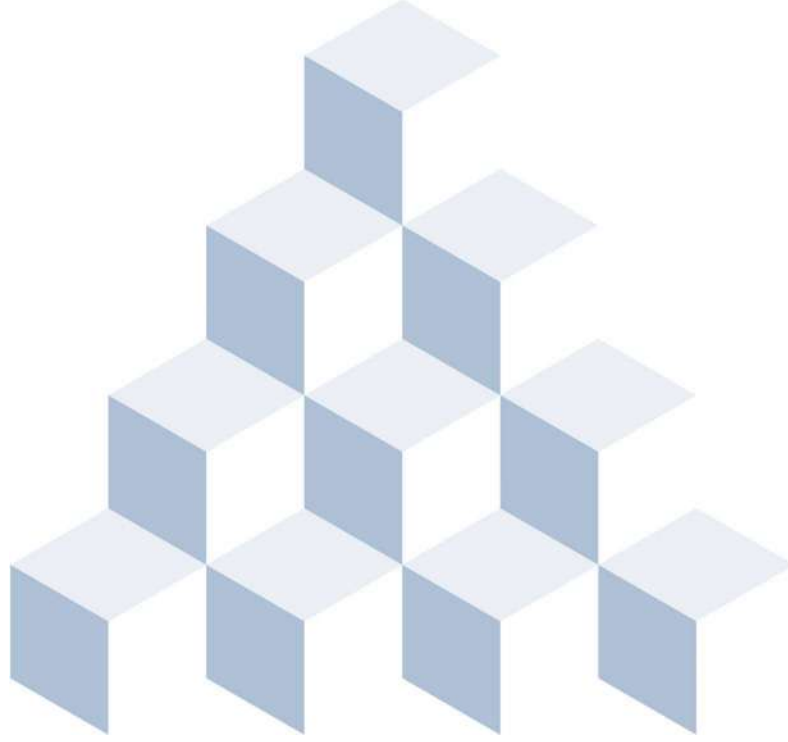
M. No. 046271

DIN : 00326637

DIN : 00592613

Place : Mumbai  
Date: 03/06/2021

Ankita Agarwal  
Company Secretary



**Datasoft Application Software (India) Limited**  
442, Blue Rose Industrial Estate, W.E.Highway,  
Borivali (East), Mumbai - 400 066.