

SVAM SOFTWARE LIMITED

(CIN. L72200DL1992PLC047327)

ANNUAL REPORT FOR THE FINANCIAL YEAR 2016-17

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IMPORTANT

Shareholders please may note that
NO COUPONS/REFERSHMENT
will be provided at the AGM.

BOARD OF DIRECTORS

Mr. Rajeev Garg (Managing Director) (up to 01.08.2017)

Mr. Harshwardhan Koshal

Mr. Sudhir Kumar Agarwal

Mr. Virender Gupta

Mrs. Manisha Agarwal

REGISTERED OFFICE

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

STATUTORY AUDITORS

M/s. MOON AND COMPANY

Chartered Accountants

S-524, 1ST Floor, Agarwal Complex Vikas Marg,
Shakarpur, New Delhi-110092

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.

D-153A, Ist Floor, Okhla industrial Area
Phase-I, New Delhi-110020

Email: viren@skylinerta.com

PH No. 011-26812682

DIRECTOR'S REPORT

To,
The Members
SVAM SOFTWARE LTD

Your Directors have pleasure in presenting the 25th Annual Report on the business, operations and financial performance of the company during the financial year ended 31st March 2017. The profit/Loss after tax of the company is ₹ 2,62,598/- during current financial year.

FINANCIAL RESULTS

(Amount in ₹)

| Particulars | STANDALONE | | CONSOLIDATED | |
|---|------------|------------|--------------|------------|
| | 31.03.2017 | 31.03.2016 | 31.03.2017 | 31.03.2016 |
| Revenue from operations | 6978509 | 8126457 | 6978509 | 8126457 |
| Profit from ordinary activities before depreciation and finance costs | 1035364 | 1268927 | 1024777 | 1261988 |
| Depreciation and Amortisation Expenses | 660518 | 1189720 | 660518 | 1189720 |
| Profit from ordinary activities before finance cost | 374846 | 79207 | 364259 | 72268 |
| Finance costs | - | - | - | - |
| Profit before share of profit of an associates and tax | 2,62,598 | (816345) | 252011 | (823284) |
| Share of profit & loss of an associates | - | - | (10587) | (6939) |
| Profit before tax | 374846 | 79207 | 364259 | 72268 |
| Tax expenses | 112248 | 895552 | 112248 | 895552 |
| Profit after tax | 262598 | (816345) | 252011 | (823284) |
| Transferred to General reserve | 262598 | (816345) | 252011 | (823284) |
| Balance in retained earnings at the end of the year | - | - | - | - |

BUSINESS REVIEW

The turnover of the company during the year 2016-17 is ₹69,78,509/- as compared to ₹ 81,26,457/- lakhs during the immediately preceding financial year. However, profit before tax is ₹ 37,4,846/- lakhs during the current financial year as compared to ₹79207/- lakhs during the immediately preceding financial year.

FUTURE OUTLOOK

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

DIVIDEND

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

PUBLIC DEPOSIT SCHEME

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

CORPORATE GOVERNANCE

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

Pursuant to Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') the Corporate Governance Report and the Auditor certificate regarding compliance of conditions of Corporate Governance are part of this Annual Report.

BOARD OF DIRECTORS

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

1. Mr. Rajeev Garg (Managing Director & Executive) (up to 01.08.2017)
2. Mr. Harshwardhan Koshal (Chairman, Non Executive, Independent);
3. Mr. Virender Gupta (Non-Executive, Independent)
4. Mr. Sudhir Kumar Agarwal (Non Executive); and
5. Mrs. Manisha Agarwal (Non Executive)

DECLARATION BY INDEPENDENT DIRECTOR

In compliance with section 149(7) of the Act, all Independent directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There is familiarization programmes for Independent Directors in respect of their roles, duties and responsibilities and related matters so that they can be familiar with the nature and industry, business plan and other aspects of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

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

1. That in the preparation of the accounts for the financial year ended 31st March, 2017 the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. That the Directors had prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis.
5. The Directors had laid down internal Financial Control to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.
6. The Director had devised proper system to ensure compliance with the provision of all applicable laws and that such system were adequate and operating effectively.

AUDITORS AND THEIR REPORT

M/s Moon And Company and M/s K S Manish & Associates have been appointed as the Statutory Auditor and Secretarial auditor respectively for the Financial Year 2016-17.

NOTE:- **M/S. MOON AND COMPANY, CHARTERED ACCOUNTANTS(FRN024693N)** have been appointed as statutory auditors in the current AGM.

Reports issued by the Statutory Auditor on the Financial Statement for the Financial Year ended 31st March, 2017 and by the Secretarial Auditor on the Verification of Secretarial and Compliance records of the Company for the financial year ended 31st March, 2017 does not contain any qualification, reservation or adverse remark or disclaimer.

SUBSIDIARIES

As on 31st March, 2017, the Company has three Wholly Owned Subsidiary namely Niragi Real Estate Limited, Vivid Herbs, and Zalika Real Estate Limited respectively.

A separate section on the financial position and performance of subsidiary company annexed herewith in Form AOC-I.

CONSOLIDATED FINANCIAL STATEMENT

As required under the Listing Regulations Consolidated Financial Statements of the Company are approved and attached to this report. The Auditor's report on the Consolidated Financial Statement is also attached. The same is unqualified. A statement pursuant to the provisions of the Section 129 (3) of the Companies Act, 2013 read with relevant rules in the prescribed form AOC-1, showing financial highlights of the subsidiary companies is attached to the consolidated financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

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

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

PARTICULARS OF EMPLOYEES

As required under section 197 of the Companies Act, 2013 read with the Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the company was covered by these provisions during the year ended 31.03.2017.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('The Act') and the Rule 12 (1) of the Companies (Management and administration) Rules, 2014, extract of annual return as attached in **Annexure B**

CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

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

PREVENTION OF INSIDER TRADING

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

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

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

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

BUSINESS RISK MANAGEMENT

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

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

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

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

APPRECIATION

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

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

**Place: New Delhi
Dated: 01/09/2017**

**Virender Gupta
(Director)
DIN: 00869792**

**Sudhir Kumar Agarwal
(Director)
DIN: 00024935**

SVAM SOFTWARE LIMITED

(CIN: L72200DL1992PLC047327)

ANNEXURE –I

Information as per Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31st, 2017.

A. CONSERVATION OF ENERGY

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

B. TECHNOLOGY ABSORPTION

1. Specific areas in which R & D carried out are as follows:

- a. Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
- b. Providing technical support on existing products.

2. Benefits derived as a result of the above R & D:

As a result the organization is being able to implement current courses.

3. Future Plan of action:

R & D plans to enter the client server areas, as this is a major thrust area in the IT industry.

4. Expenditure on R & D: NIL

C. FOREIGN EXCHANGE EARNINGS

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

| Particulars | Year Ended March 31, 2017 | Year Ended March 31,2016 |
|---------------------------------|---------------------------|--------------------------|
| Earnings in Foreign currency | NIL | Nil |
| Expenditure in Foreign Currency | Nil | Nil |

ANNEXURE-II

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

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

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

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

- **The percentage increase in remuneration of each Director.**

| Particulars | % increase in remuneration in the financial year* |
|--------------------------|---|
| Mr. Rajeev Garg | NA |
| Mr. Harshwardhan Koshal | NA |
| Mr. Sudhir Kumar Agarwal | NA |
| Ms. Manisha Agarwal | NA |
| Mr. Virender Gupta | NA |

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

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

The Directors of the Company were not paid any remuneration in the financial year 2015-16 and 2016-17. Therefore, the said ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year not applicable.

- **Affirmation that the remuneration is as per the remuneration policy of the Company**
The Company affirms that remuneration is as per the remuneration policy of the Company

ANNEXURE-III

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

- | | | |
|----|---|-----|
| a) | Name (s) of the related party & nature of relationship: | N.A |
| b) | Nature of contracts/arrangements/transactions: | N.A |
| c) | Duration of the contracts/arrangements/transactions | N.A |
| d) | Salient terms of the contracts or arrangements or transactions Including the value, if any: | N.A |
| e) | Justification for entering into such contracts or Arrangements or transactions: | N.A |
| f) | Date (s) of approval by the Board: | N.A |
| g) | Amount paid as advances, if any | N.A |
| h) | Date on which the special resolution was passed in General meeting as required under first proviso to Section 188 | N.A |

2. Details of *'material contracts or arrangements or transactions at Arm's length basis. NIL

- | | | |
|----|--|-----|
| a) | Name (s) of the related party & nature of relationship | N.A |
| b) | Nature of contracts/arrangements/transactions: | N.A |
| c) | Duration of the contracts/arrangements/transaction | N.A |
| d) | Salient terms of the contracts or arrangements or transactions Including the value, if any: | N.A |
| e) | Date(s) of approval by the Board, if any: | N.A |
| f) | Amount paid as advances, if any: | N.A |

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

Place: New Delhi
Date: 01.09.2016

For and on behalf of the Board

**Virender Gupta
Chairman**

ANNEXURE -IV

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

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

1. REGISTRATION AND OTHER DETAILS:-

| | | | |
|-------|---|---|--|
| (I) | CIN | : | L72200DL1992PLC047327 |
| (II) | Registration Date | : | 24/01/1992 |
| (III) | Name of the Company | : | SVAM SOFTWARE LIMITED |
| (IV) | Category/ Sub Category of the Company | : | Public Listed Company |
| (V) | Address of the Registered office and | : | S-524, Vikas Marg, Shakarpur, Delhi-110092 |
| (VI) | Company Listed | : | Bombay Stock Exchange |
| (VII) | Name & Address & Contact Details of RTA | : | Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020 |

2. Principal Business Activities of the Company: Company is engaged in to the development of IT Software Products.

3. Particulars of Holding, Subsidiary and Associates Companies

| S.N. | Name & Address Of The Company | CIN/GIN | Holding/Su bsidiary/As sociates | % of Shares Held | Applicable Section |
|------|--|-----------------------|---------------------------------------|------------------------|-----------------------|
| 1. | Niragi Real Estate Limited 301B, 2 nd Floor 45A, Amar Plaza, Hasanpur Main Road IP Extention, Delhi 110092 | U70109DL2017PLC313837 | Subsidiary Company | 100% | 2(87) |
| 2. | Vivid Herbs B47, Surya Nagar Ghaziabad 201011 | U52300UP2016PLC092320 | Subsidiary Company | 100% | 2(87) |
| 3. | Zalika Real Estate Limited S-524, Vikas Marg Shakarpur Delhi 110092 | U70109DL2017PLC313835 | Subsidiary Company | 100% | 2(87) |

| | | | | | | | | | |
|----------------------------------|---------|--------|---------|------|---------|--------|---------|------|-----------|
| a) Mutual Funds | 0 | 4000 | 4000 | 0.02 | 0 | 4000 | 4000 | 0.02 | No change |
| b) Banks/FI | 1900 | 1200 | 3100 | 0.02 | 1900 | 1200 | 3100 | 0.02 | No change |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| d) State Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| f) Insurance Company | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| 2. Others | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| 3. Non-Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | No change |
| a. Bodies Corp. | 1029129 | 181767 | 1210896 | 7.17 | 1015909 | 188367 | 1204276 | 7.3 | 0.13 |
| i. Indian Overseas | | | | | | | | | |

| | | | | | | | | | |
|---|---------|---------|----------|------|---------|---------|---------|-------|------|
| b) Individual | | | | | | | | | |
| 1) Individual shareholders holding nominal share capital upto Rs. 2Lakh | 6582806 | 3836444 | 10419250 | 61.7 | 6289566 | 3385144 | 9674710 | 57.28 | |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh | 2525674 | 266880 | 2792554 | 16.5 | 2417926 | 217880 | 2635806 | 15.61 | |
| c. Any other (Specify) | | | | | | | | | |
| TRUST | 500 | | 500 | | 500 | - | 500 | 0 | |
| NRI | 105516 | 499000 | 604516 | 3.58 | 105516 | 499000 | 604516 | 3.58 | 0.01 |
| CLEARING MEMBERS | 200 | - | 200 | - | 3250 | - | 3250 | 0.02 | |
| Corporate Bodies-OCB | - | - | - | - | | | | | |
| HUF | 347815 | | 347815 | 2.06 | 316242 | 0 | 316242 | 1.87 | |

| | | | | | | | | | |
|--|----------|---------|----------|-------|----------|---------|----------|-------|-----------|
| Sub Total (B)(2) | 10138809 | 4300491 | 14439300 | 85.50 | 10150809 | 4295591 | 14446400 | 85.54 | No Change |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 10138809 | 4300491 | 14439300 | 85.50 | 10150809 | 4295591 | 14446400 | 85.54 | No Change |
| OC. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Grand Total(A+B+C) | 12583309 | 4305691 | 16889000 | 100 | 12593409 | 4295591 | 16889000 | 100 | |

B) Shareholding of Promoter-

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

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

| SN | For Each of the Top 10 Shareholders | Shareholding | | Date of transaction | Increase / Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2016 to 31.03.2017) | |
|----|-------------------------------------|--|----------------------------------|---------------------|-------------------------------------|-----------|--|----------------------------------|
| | | No. of shares at the beginning (01.04.2016) / end of the year 31.03.2017 | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| 1 | Manisha Agarwal | 1200000 | 7.11 | 01.04.2016 | Nil | No Change | | |
| | | 1200000 | 7.11 | 31.03.2017 | | | 1200000 | 7.11 |
| 2 | Om Prakash Agarwal | 1242600 | 7.36 | 01.04.2016 | Nil | No Change | | |

| | | | | | | | | |
|--|--|---------|------|------------|--|--|---------|------|
| | | 1242600 | 7.36 | 31.03.2017 | | | 1242600 | 7.36 |
|--|--|---------|------|------------|--|--|---------|------|

**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 | | Date of transaction | Increase / Decrease in shareholding | Reason | Cumulative Shareholding during the year (01.04.2016 to 31.03.2017) | |
|----|-------------------------------------|--|----------------------------------|---------------------|-------------------------------------|-----------|--|----------------------------------|
| | | No. of shares at the beginning (01.04.2016) / end of the year 31.03.2017 | % of total shares of the Company | | | | No. of shares | % of total shares of the Company |
| 1 | Meenakshi Talwar | 315500 | 1.87 | 01.04.2016 | Nil | No Change | NA | |
| | | 315500 | 1.87 | 31.03.2017 | | | | |
| 2 | Rajni Khetrpal | 243793 | 1.44 | 01.04.2016 | Nil | No Change | NA | |
| | | 243793 | 1.44 | 31.03.2017 | | | | |
| 3 | Arun Kumar | 30000 | .18 | 01.04.2016 | Nil | Bought | | |
| | | 89092 | 1.18 | 31.03.2017 | | | | |
| 4 | Vinay Talwar | 200000 | 1.18 | 01.04.2016 | Nil | No Change | NA | |
| | | 200000 | 1.18 | 31.03.2017 | | | | |
| 5 | Globe Capital Market Ltd. | 410200 | 2.43 | 01.04.2016 | Nil | No Change | NA | |
| | | 410200 | 1.43 | 31.03.2017 | | | | |
| 6 | Alps Motor Finance Ltd | 197310 | 1.17 | 01.04.2016 | Nil | No Change | NA | |
| | | 197310 | 1.17 | 31.03.2017 | | | | |
| 7 | Savita Agarwal | 167880 | 0.99 | 01.04.2015 | Nil | No Change | NA | |
| | | 167880 | 0.99 | 31.03.2017 | | | | |
| 8 | Savita Agarwal | 150833 | 0.89 | 01.04.2016 | Nil | No Change | NA | |
| | | 150833 | 0.89 | 31.03.2017 | | | | |
| 9 | Atul Kumar Agarwal | 136207 | 0.81 | 01.04.2016 | Nil | No Change | NA | |
| | | 136207 | 0.81 | 31.03.2017 | | | | |
| 10 | Mithlesh Rani Agarwal | 125040 | 0.74 | 01.04.2016 | Nil | No Change | NA | |
| | | 125040 | 0.74 | 31.03.2017 | | | | |

(v) Shareholding of Directors and Key Managerial Personnel:

| Name | Shareholding at the beginning of the year | Cumulative Shareholding during the year |
|------|---|---|
|------|---|---|

| | For each of the Directors and KMP | No. of shares | % of Total shares of the company | No. of shares | % of Total shares of the company |
|----------------------|---|---------------|----------------------------------|---------------|----------------------------------|
| MANISHA AGARWAL | At the beginning of the year | 1200000 | 7.11 | ----- | ---- |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease | ----- | ----- | ----- | ----- |
| | At the end of the year | 1200000 | 7.11 | ----- | ----- |
| HARSHWA RDHAN KOSHAL | At the beginning of the year | NIL | NIL | ----- | ----- |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease | ----- | ----- | ----- | ----- |
| | At the end of the year | ----- | ----- | ----- | ----- |
| RAJEEV GARG | At the beginning of the year | NIL | NIL | ----- | ----- |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease | ----- | ----- | ----- | ----- |
| | At the end of the year | | ----- | ----- | ----- |
| SUDHIR KUMAR | At the beginning | ----- | ----- | ----- | ----- |

| | | | | | |
|---|---|-------|---------------------------|---------|------------------------------|
| AGARWAL | of the year | | | | |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease | ----- | ----- | ----- | ----- |
| | At the end of the year | ----- | ----- | ----- | ----- |
| VIRENDER GUPTA | At the beginning of the year | ----- | ----- | ----- | ----- |
| | Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease | ----- | ----- | ----- | ----- |
| | At the end of the year | ----- | ----- | ----- | ----- |
| V. INDEBTEDNESS | | | | | |
| Indebtedness of the Company including interest outstanding/ accrued but not due for payment | | | | | |
| Indebtedness at the beginning of the financial year | Secured Loans excluding deposits | | Unsecured Loans 301268 | Deposit | Total Indebtedness 301268 |
| 1)Principal Amount ii)Interest due iii)Interest accrued but not due | ----- | | ----- | ----- | ----- |
| Total (i+ii+iii) | ----- | | ----- | ----- | ----- |
| Change in Indebtedness during the financial year a)addition b)Reducti | ----- | | ----- | ----- | ----- |

| | | | | |
|--|-------|--------|-------|--------|
| on | | | | |
| Net Change | ----- | 301268 | ----- | 301268 |
| Indebtedness at the end of the Financial year 1)Principal Amount ii)Interest due but not paid iii) Interest accrued but not due | ----- | ----- | ----- | ----- |
| Total(i+ii+iii) | ----- | ----- | ----- | ----- |

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole –time Directors and/ or Manager (Amt in Lakhs)

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

| | | | | | | |
|----|------------------------|-----|-----|-----|-----|-----|
| 5. | Other , Please Specify | NIL | NIL | NIL | NIL | NIL |
| | Total as per the Act | NIL | NIL | NIL | NIL | NIL |

| VII. PENALTIES /PUNISHMENT/COMPOUNDING OF OFFENCES | | | | | |
|--|------------------------------|-------------------|---|----------------------------|------------------------------------|
| Type | Section of the Companies Act | Brief Description | Details of penalty/ Punishment/ Compounding fees impose | Authority [RD/NCLT/CO URT] | Appeal made if any(give details) |
| A. Company | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| B. Director | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |
| C. Other Officers in Default | | | | | |
| Penalty | NIL | NIL | NIL | NIL | NIL |
| Punishment | NIL | NIL | NIL | NIL | NIL |
| Compounding | NIL | NIL | NIL | NIL | NIL |

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2017

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

To,

The Members,
SVAM SOFTWARE LIMITED
S-524, Vikas Marg,
Shakarpur, Delhi-110092

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period)**
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Company did not issue any securities during the Audit Period);**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(company has not grant any option to its employee during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Regulations, 2008; **(Company did not issue any debt securities during the Audit Period)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the company during the period under review)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the company during the period under review)**

(vi) Other laws applicable to the Company as per the representations made by the Management.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India have been notified w.e.f. 1st July, 2015.

(ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 2015)

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

Based on the information received and records maintained, We further report that,

1. Pursuant to Section 203 of the Companies Act, 2013, the Company was required to appoint Company Secretary and Chief Financial Officer, however despite the best efforts ,company could only appoint Mr. Virender Gupta as Chief Financial Officer of the Company on 26.05.2017
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
3. Adequate notices were given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance with the proper compliances of the provisions of Companies Act, 2013. Some meetings were held on shorter notice with the proper compliances of applicable provisions of Companies Act, 2013 and rules made there under.
4. Majority decision is 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. And In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

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

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

**For K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)**

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Date: 01/09/2017
Place: New Delhi

'Annexure 1'

To,

The Members,
SVAM SOFTWARE LIMITED
S-524, Vikas Marg,
Shakarpur, Delhi-110092

**Sub: Secretarial Audit for the Financial Year ended March, 2017 of even
date is to be read with this letter**

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

**For K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)**

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Date: 01/09/2017
Place: New Delhi

SVAM SOFTWARE LIMITED

(CIN: L72200DL1992PLC047327)

Report On Corporate Governance

I. MANAGEMENT'S PERSPECTIVE ON CORPORATE GOVERNANCE

Management believes that Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of the transparency and integrity of the management. We believes that Corporate Governance is critical for enhancing and retaining investor trust and thus seeks to ensure that its performance goals are met with integrity.

For **SVAM SOFTWARE LIMITED** Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders. The company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good Corporate Governance.

Pursuant to Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has executed fresh Listing Agreements with Stock Exchanges. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable with regard to Corporate Governance.

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

II. BOARD OF DIRECTORS

The company has balanced Boards of Directors. It has Non-executive Chairman and the number of Independent Directors is one third of the total strength of Directors. The composition of the board is in conformity with the Listing Regulations as well as complies with the provisions of the Companies Act, 2013.

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

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

As on year ended 31st March, 2017, the Board had strength of five directors.

The composition of board is as follows:

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

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

Attendance of each director at Board Meetings and the last AGM

During the year the board of directors met 9 times 05/04/2016, 30/05/2016, 13/08/2016, 1/09/2016, 12/11/2016, 02/01/2017, 13/02/2017 and 14/02/2017, 28/03/2017 on the attendance and composition and category of directors are as follows:

| Name of the Director | Attendance Particulars | | | Committee memberships/Chair manships in our Company | | Number of other Directorships & Committee memberships |
|--------------------------|------------------------|---------|----------|---|----------------|---|
| | Board Meeting | | Last AGM | Member-ships | Chair manships | Director-ships |
| | Held | Present | | | | |
| Mr. Rajeev Garg | 9 | 9 | Yes | 1 | 0 | 3 |
| Mr. Harshwardhan Koshal | 9 | 9 | Yes | 3 | 3 | 2 |
| Mr. Sudhir Kumar Agarwal | 9 | 9 | Yes | 9 | 0 | 8 |
| Ms. Manisha Agarwal | 9 | 9 | Yes | 0 | 0 | 5 |
| Mr. Virender Gupta | 9 | 9 | Yes | 3 | 0 | 2 |

III. COMMITTEES OF THE BOARD

a) Audit Committee

The audit committee of the company was constituted to exercise power & discharge functions as stipulated in section 177 of the Companies Act, 2013 and in line with the provisions of Regulation 18 of SEBI Listing Regulations.

Composition

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

| | |
|-------------------------|---|
| Mr. Harshwardhan Koshal | Chairman (Independent & Non-Executive) |
| Mr. Rajeev Garg | Member (Non-Independent & Executive) (up to 01-08-2017) |
| Mr. Virender Gupta | Member (Independent & Non- Executive) |

Meetings of the Audit Committee:

During the financial year 2016-17, the Audit Committee met four times i.e. on 30th May, 2016, 1st November, 2016, 12th November, 2016 and 13th February, 2017, where all the members were present.

Role of Audit Committee:

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

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

b) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the company was constituted to exercise power & discharge functions as stipulated in section 178 of the Companies Act, 2013 and Regulation 19 of the of the SEBI Listing regulations.

Composition

The Nomination and Remuneration Committee consists of following directors:-

| | |
|--------------------------|--|
| Mr. Harshwardhan Koshal | Chairman (Independent & Non-Executive) |
| Mr. Sudhir Kumar Agarwal | Member (Non-Independent & Non-Executive) |
| Mr. Virender Gupta | Member (Independent & Non- Executive) |

Meetings of the Nomination and Remuneration Committee:

During the financial year 2016-17, the Nomination and Remuneration Committee met three times i.e. on 5th April, 2016, 1st September, 2016, 18th October, 2016, where all the members were present.

Remuneration Policy

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

C) STAKEHOLDERS' RELATIONSHIP AND SHARE TRANSFER COMMITTEE

The Board has Stakeholders Relationship Committee during the year to comply statutory requirements. The Committee specifically look into the redressal of shareholder's complaints.

Composition

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

| | |
|--------------------------|--|
| Mr. Harshwardhan Koshal | Chairman (Independent & Non-Executive) |
| Mr. Sudhir Kumar Agarwal | Member (Non-Independent & Non-Executive) |
| Mr. Virender Gupta | Member (Independent & Non- Executive) |

Role of Stakeholders' Relationship and Share Transfer Committee:

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

IV. COMPLIANCE OFFICER OF THE COMPANY

Mr. Rajeev Garg, Managing Director was the Compliance Officer for this financial year for complying with the requirements of the Listing Agreement with the Stock Exchanges.

V. GENERAL BODY MEETING: -

a) GENERAL MEETINGS

DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS

| AGM | Financial Year | Date | Time | Location |
|----------------------|----------------|------------|----------|---|
| 24 th AGM | 2015-16 | 30.09.2016 | 11.00AM | Hotel Aura Grand Residency, 439 Jagriti Enclave, Vikas Marg, Delhi-110092 |
| 23 rd AGM | 2014-15 | 30.09.2015 | 10.00 AM | S-524, Vikas Marg, Shakarpur, Delhi-110092 |
| 22 nd AGM | 2013-14 | 30.09.2014 | 10:00 AM | S-524, Vikas Marg, Shakarpur, Delhi-110092 |

b) POSTAL BALLOT

No resolutions were passed by postal ballot during the year ended 31st March, 2017

VI. CODE OF CONDUCT

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

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

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

VII. DISCLOSURES

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

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

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

VIII. MEANS OF COMMUNICATION

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

IX. GENERAL SHAREHOLDER INFORMATION

| | |
|---|--|
| Financial Year | 1 st April 2016 to 31 st March 2017 |
| 25th Annual General Meeting | On Friday 29 th September, 2017 at 11.00 AM at “ Hotel Aura Grand Residency ”, 439 Jagriti Enclave, Vikas Marg, Delhi -110092 |
| Financial Calendar | |
| Financial Year | 1 st April 2016 to 31 st March 2017 |
| 1 st Quarterly Results | 13/08/2016 |
| 2 nd Quarterly Results | 12/11/2016 |
| 3 rd Quarterly Results | 13/02/2017 |
| 4 th Quarterly Results | 29/05/2017 |
| Date of Book Closure | 23 th September, 2017 to 29 th September, 2017 (both days inclusive) |
| Dividend Date | Not Applicable |
| Listing on Stock Exchange | |
| The company is listed in following exchanges: | Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Dalal Street Mumbai-400 022 |

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

STOCK MARKET DATA (YEAR 2016-2017)

| Month | High | Low |
|-----------------|------|------|
| April, 2016 | 0.71 | 0.55 |
| May, 2016 | - | - |
| June, 2016 | 0.55 | 0.40 |
| July, 2016 | 0.50 | 0.38 |
| August, 2016 | 0.66 | 0.48 |
| September, 2016 | 0.72 | 0.69 |
| October, 2016 | 0.86 | 0.69 |
| November, 2016 | 1.10 | 0.82 |
| December, 2016 | 1.09 | 0.68 |
| January, 2017 | 0.65 | 0.50 |
| February, 2017 | 0.58 | 0.49 |
| March, 2017 | 0.65 | 0.41 |

X. REGISTRAR AND SHARE TRANSFER AGENT

M/s. SKYLINE FINANCIAL SERVICES LIMITED

Unit: Svam Software Ltd
D-153A, Okhla Industrial Area,

Phase-I, New Delhi-110020
 Telephone No: 011-26812682
 E-mail Address: viren@skylinerta.com

XI. SHARE TRANSFER SYSTEM

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

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

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

XII. SHAREHOLDING PATTERN AS ON 31st MARCH, 2017

a. Distribution of Shareholding as on March 31, 2017

| No. of Shares | No. of Shareholders | % to total | No. of Shares held | % to total |
|----------------|---------------------|------------|--------------------|------------|
| 0-5000 | 27844 | 89.37 | 47040340 | 27.85 |
| 5001 -10000 | 1933 | 6.2 | 15841310 | 9.38 |
| 10001-20000 | 709 | 2.28 | 10892970 | 6.45 |
| 20001-30000 | 225 | 0.72 | 5761990 | 3.41 |
| 30001-40000 | 98 | 0.31 | 3494060 | 2.07 |
| 40001- 50000 | 94 | 0.3 | 4498670 | 2.66 |
| 50001-100000 | 133 | 0.43 | 10006100 | 5.92 |
| 100001 & above | 121 | 0.39 | 71354560 | 42.25 |

b. Category of shareholders as on March 31, 2017

| Category | No. of Shares | Percentage of holdings |
|-------------------------------|------------------|------------------------|
| A. Promoters Holding | | |
| i) Promoters | | |
| a. Indian-individual | 24,42,600 | 14.46% |
| b. Foreign | Nil | Nil |
| ii) Persons acting in concert | | |
| a. Directors | Nil | Nil |
| b. Director's Relatives | Nil | Nil |
| Sub Total (A) | 24,42,600 | 14.46% |
| B. Public Holding | | |
| i) Institutional Investor | | |

| | | |
|--|-----------------|---------------|
| a) Mutual Fund | 4000 | 0.02% |
| b) Financial institutions/Banks | 3100 | 0.02% |
| c) Central Govt./State Govt.(s) | Nil | Nil |
| d) Venture capital fund/Ins. Cos, | Nil | Nil |
| e) FII Etc | Nil | Nil |
| Sub Total (B)(i) | 7100 | 0.04% |
| ii) Non-Institutions Investors | | |
| a) Bodies Corporate | 1204276 | 7.13% |
| b) Individuals | | |
| i) shareholding < Rs.2.00 Lac | 9674710 | 57.28% |
| ii) shareholding > Rs.2.00 Lac | 2635806 | 15.61% |
| c) NRI | 604516 | 3.58% |
| i) Clearing House | - | - |
| ii) Corporate Body- OCB | - | - |
| iii) Intermediary/Other Depository A/c | 0.00 | 0.00% |
| iv) Hindu Undivided Family | 316242 | 1.87% |
| v) Clearing Member | 3250 | 0.02% |
| Sub Total (B)(ii) | 14439300 | 85.50% |
| Sub Total (B) | 14446400 | 85.54% |
| Grand Total (A+B) | 16889000 | 100% |
| Shares held by custodian and against which Depository Receipt is issued | Nil | NIL |

DEMATERIALISATION OF SHARES

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd (NSDL) and Central Depository Services (I) Ltd (CDSL). As on 31st March, 2017 the **74.57%** equity shares have been dematerialized.

Investors may address any correspondence to:

Virender Gupta
Chairman

Ph: 011- 43206710

E-mail : svamsoftwareltd@gmail.com

Website: www.svamsoftwareltd.com

CERTIFICATE IN TERMS OF REGULATION 17 TO 27 OF SEBI (LODR) REGULATION 2015

In terms of Regulation 17 to 27 of SEBI (LODR) Regulation 2015, it is certified as under that:

- (a) The financial statements and the cash flow statement for the year have been reviewed and that to the best of our knowledge and belief :
- These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

- (b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or violative of the Company.
- (c) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We had indicated to the Auditors and the Audit Committee :
 - (i) Significant changes in internal control during the year (if any);
 - (ii) Significant changes in accounting policies during the year (if any) and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and On Behalf of the Board of Directors

Place: New Delhi
Dated: 01/09/2017

Virender Gupta
(Director)
DIN: 00869792

Sudhir Kumar Agarwal
(Director)
DIN: 00024935

CERTIFICATION BY MANAGING DIRECTOR

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

- 1) We have reviewed financial statement and the cash flow statement for the period ended 31.03.2017 and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transaction entered into by the company during the period, which is fraudulent, illegal or violative of the company's code of conduct.
- 3) Further, we accept responsibility to establish and maintain internal controls for financial reporting and Accordingly, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
 - a) Deficiencies in the design or operation of the internal controls, if any of which we are aware and the steps have been taken or propose to take rectify these deficiencies.
 - b) Significant changes in the internal control over the financial reporting during the period;
 - c) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which we came to know and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and On behalf of the Board of Directors

**Place: New Delhi
Dated: 01/09/2017**

**Virender Gupta
(Director)
DIN: 00869792**

**Sudhir Kumar Agarwal
(Director)
DIN: 00024935**

DECLARATION BY MANAGING DIRECTOR

I, Virender Gupta (chairman of the board) due to resign of Mr. Rajeev Garg as a Managing Director of **Svam Software Limited** hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March, 2017 compliance with the code of conduct of the company laid down by them.

For and On behalf of the Board of Directors

**Place: New Delhi
Dated: 01/09/2017**

**Virender Gupta
(Director)
DIN: 00869792**

**Sudhir Kumar Agarwal
(Director)
DIN: 00024935**

SVAM SOFTWARE LIMITED

(CIN:L72200DL1992PLC047327)

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS SCENARIO

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

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

PERFORMANCE

The turnover of the company during the year 2016-17 is Rs. 69,78,509 as compared to Rs. 81,26,457 during the immediately preceding financial year.

MANAGEMENT OF RISK

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

INTERNAL CONTROLS & SYSTEMS

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

HUMAN RESOURCE

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

For and On behalf of the Board of Directors

**Place: New Delhi
Dated: 01/09/2017**

**Virender Gupta
(Director)
DIN: 00869792**

**Sudhir Kumar Agarwal
(Director)
DIN: 00024935**

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
UNDER REGULATION 34(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

**TO
THE MEMBERS OF
SVAM SOFTWARE LIMITED**

We have examined the compliance of conditions of Corporate Governance of **SVAM SOFTWARE LIMITED**, for the year ended on 31st March, 2017 as stipulated in Regulations 34(3) of SEBI Listing Regulation.

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

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

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

**For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)**

**MOON GOYAL
(Partner)
Membership Number: 523034**

**Place: New Delhi
Date: November 1, 2017**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SVAM SOFTWARE LIMITED

Report on standalone financial statements

We have audited the accompanying financial statements of Svam Software Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and statement of cash flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profits and the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and statement of cash flows dealt with by this Report are in agreement with the relevant books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 A**".
- (g) 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 does not have any pending litigations which would impact its financial position

- 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.
- iv. The Company has provided requisite disclosures in its Standalone financial statements as to holdings as well as dealings Specified Bank Notes (SBNs) as defined in the Notification S.O. 3407(E) dated November 8, 2016 of the ministry of finance, during the period from November 08, 2016 to December 31, 2016 and these are in accordance with the books of accounts maintained by the company and as produced by the management.

2. As required by the companies (auditor's report) Order 2016 ('The Order') issued by the central government in terms of section 143(11) of the Act, we give in '**Annexure B**' a statement on the matters specified in paragraphs 3 and 4 of the order.

For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)

MOON GOYAL
(Partner)
Membership Number: 523034

Place: New Delhi
Date: May 29, 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on other Legal and regulatory requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (l) 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 Svam Software Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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 Guidance Note of Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 were established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about adequacy of the internal financial controls over financial reporting and their operating effectiveness. Our audit of internal financial controls 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 on the auditors' judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence 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 reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting included those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detections of unauthorized accusation, use, or disposition of the company's assets that could have a material effect on the standalone financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

Because of the inherent limitations of internal financial control 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 internal financial control 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 explanations given to us , the company has, in all material respects, an adequate the internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Moon And Company
Chartered Accountants
(Firm's Registratin No. 024693N)

MOON GOYAL
(Partner)
Membership Number: 523034

Place: New Delhi
Date: May 29, 2017

Annexure B to the Independent Auditors' Report

[Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date]

- (i) In regards of the Property, plant & equipment:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, plant & equipment.
 - (b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the Regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the Property, plant & equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) In our opinion, and according to the information and explanations given to us and the records examined by us, all Immovable properties are held in the name of the company.
- (ii)
 - (a) As explained to us, the inventories of finished goods, semi-finished goods, stores, spare parts and raw materials were physically verified at the end of the year by the Management. In case of inventories lying with third parties, certificates of stocks holding have been received.
 - (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) As explained to us, no material discrepancies were noticed on physical verification of stocks as compared to relevant book records.
- (iii) According to the information and explanations given to us, the Company has granted interest free unsecured loans to two wholly owned subsidiary companies covered in the Register maintained under Section 189 of the Companies Act, 2013; and the provisions of Clause 3(iii)[(a),(b),(c)] of the said Order are not applicable to the Company as they are wholly owned companies.
- (iv) To the best of our information and Explanations given to us, the company has given loans to its wholly owned companies and not given any guarantees and security according to provisions of section 185 and 186 of the Companies Act, 2013: and therefore, the provision of Clause 3(iv) of the said Order is not applicable to the Company.

- (v) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.
- (vi) As informed to us, the Central Government has prescribed for maintenance of cost records under sub-section (1) of Section 148 of the Act and company has been maintained such accounts and records.
- (vii) In respect of statutory dues:
 - (a) According to the records of the Company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Tax Deducted at Sources, Service Tax and other material statutory dues applicable to it, with the appropriate authorities.
 - (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Tax Deducted at Source, Service Tax and other material statutory dues in arrears/were outstanding as at March 31, 2017 for a period of more than six months from the date they became payable.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The company does not have any loans or borrowings from banks or governments and has not issued any debentures.
- (ix) The company has not raised any money from initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3(ix) of order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanation given to us, the company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of the section 197 read with schedule V of the Act.
- (xii) In our opinion and to the best of our information and according to the explanations given by the management, we are of the opinion that the company is not a Nidhi. Hence, in our opinion, the requirements of Clause 3(xii) of the Order do not apply to the company.
- (xiii) In our opinion and to the best of our information and according to the explanations given by the management, Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 and disclosed in Note No -24 of Financial Statements for the year ended March 31, 2017 and section 177 of Companies Act, 2013 is not applicable to the said company.
- (xiv) The Company has not made any preferential allotment of shares to parties during the year. Accordingly, the provisions of Clause 4(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and to the best of our information and according to the explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion and to the best of our information and according to the explanations given by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of

India Act, 1934. Accordingly, the provisions of Clause 4(xvi) of the Order are not applicable to the Company.

For Moon And Company
Chartered Accountants
Firm Registration No.: 024693N

MOON GOYAL
(Partner)
Membership No.: 523034

Place: New Delhi
Date: May 29, 2017

SVAM SOFTWARE LIMITED

CIN No. L72200DL1992PLC047327
REG. ADDRESS- S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

Balance Sheet As At 31st March, 2017

(Amount in ₹)

| PARTICULARS | NOTE No. | 31st March 2017 | 31st March 2016 |
|-------------------------------------|----------|--------------------|--------------------|
| A EQUITY AND LIABILITIES | | | |
| (i) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 1688,90,000 | 1688,90,000 |
| (b) Reserves and Surplus | 3 | 263,65,393 | 261,02,795 |
| (ii) Non Current Liabilities | | | |
| Long Term Borrowing | 4 | - | 3,01,268 |
| (iii) Current Liabilities | | | |
| (a) Trade Payables | 5 | 198,85,000 | 58,75,000 |
| (b) Short-Term Provisions | 6 | 80,631 | - |
| (c) Other Current Liabilities | 7 | 43,093 | 38,750 |
| | | 2152,64,117 | 2012,07,813 |
| B ASSETS | | | |
| (i) Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible assests | 8 | 33,18,353 | 52,98,346 |
| (b) Non-Current Investments | 9 | 1091,41,010 | 186,91,010 |
| (c) Deffered Tax Assets (net) | | 1,29,483 | 1,52,703 |
| (ii) Current Assets | | | |
| (a) Inventories | 10 | - | 5,50,159 |
| (b) Trade Receivables | 11 | 73,175 | 14,00,325 |
| (c) Cash and Cash Equivalents | 12 | 24,61,872 | 230,87,358 |
| (d) Short Term Loan & Advances | 13 | 967,59,728 | 1458,17,416 |
| (e) Other Current Assets | 14 | 33,80,496 | 62,10,497 |
| | | 2152,64,118 | 2012,07,813 |

Significant Accounting Policies and Other Notes Forming Part of the Financial Statements 1

Notes 2 to 24 referred to herein form an integral part of the Financial Statement

For and on behalf of the Board
Svam Software Limited

In terms of our separate report of even date annexed

For : Moon And Company
Chartered Accountants

Rajeev Garg
(MD)

Sudhir Kumar Agarwal
(Director)

Virender Gupta
(C.F.O)

Firm Reg. No. 024693N

DIN - 02216829

DIN - 00024935

CA. Moon Goyal
(Partner)

PLACE : NEW DELHI

DATED : 29-05-2017

M.No. 523034

SVAM SOFTWARE LIMITED

CIN No. L72200DL1992PLC047327

REG. ADDRESS- S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

Statement of Profit And Loss For the Year Ended 31st March, 2017

(Amount in ₹)

| PARTICULARS | NOTE No. | 31st March, 2017 | 31st March, 2016 |
|---|-----------|------------------|-------------------|
| I. Revenue from Operations: | 15 | 69,78,509 | 81,26,457 |
| II Other Income | 16 | 19,475 | 6,65,000 |
| III Total Revenue (I+II) | | 69,97,984 | 87,91,457 |
| IV Expenses: | | | |
| Purchase of Stock- in- Trade | | 19,40,000 | 2,30,000 |
| Changes in Inventories of Stock-in-Trade | 17 | 5,50,159 | 44,97,753 |
| Employee Benefits Expense | 18 | 12,70,198 | 8,35,198 |
| Depreciation and Amortisation Expenses | 8 | 6,60,518 | 11,89,720 |
| Administrative & Other Expenses | 19 | 22,02,263 | 19,59,579 |
| Total Expenses | | 66,23,138 | 87,12,250 |
| V Profit Before Exceptional and Extraordinary items and Tax (III - IV) | | 3,74,846 | 79,207 |
| VI Exceptional Items | | | - |
| VII Profit Before Extraordinary items and Tax (V-VI) | | 3,74,846 | 79,207 |
| VIII Extrarordinary Items | | | - |
| IX Profit Before Tax (VII - VIII) | | 3,74,846 | 79,207 |
| X Tax Expenses: | | | |
| (1) Current Tax | | 80,631 | - |
| (2) Deferred Tax | | 23,220 | 7,34,378 |
| (3) Earlier Year Tax adjustment | | (5,793) | - |
| (4) MAT Credit Entitlement | | 14,190 | 1,61,174 |
| XI Profit / (Loss) for the period from Continuing Operations (VII-VIII) | | 2,62,598 | (8,16,345) |
| XII Profit / (Loss) for the Period transferred to Reserve & Surplus | | 2,62,598 | (8,16,345) |
| XIII Earning per Equity Share: | | | |
| (1) Basic | | 0.02 | (0.05) |
| (2) Diluted | | 0.02 | (0.05) |

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

1

Notes 2 to 24 referred to herein form an integral part of the Financial Statement

For and on behalf of the Board
Svam Software Limited

In terms of our separate report of even date annexed
For : Moon And Company
Chartered Accountants

Rajeev Garg
(MD)
DIN - 02216829

Sudhir Kumar Agarwal
(Director)
DIN - 00024935

Virender Gupta
(C.F.O)

Firm Reg. No. 024693N

PLACE : NEW DELHI
DATED : 29-05-2017

CA. Moon Goyal
(Partner)
M.No. 523034

SVAM SOFTWARE LIMITED

CIN No. L72200DL1992PLC047327

REG. ADDRESS- S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2017

(Amount in ₹)

| PARTICULARS | 31st March, 2017 | 31st March, 2016 |
|--|----------------------|--------------------|
| A CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before taxation, and extraordinary items | 3,74,846 | 79,207 |
| Adjustment for : | | |
| Interest Income | 49,03,509 | - |
| Depreciation | 6,60,518 | 11,89,720 |
| Operating Profit Before Working Capital Changes | (38,68,145) | 12,68,927 |
| Adjustment for : | | |
| (Increases)/Decreases in Inventories | 5,50,159 | 44,97,753 |
| Increases/(Decreases) in Trade Payables | 1,40,10,000 | (66,07,718) |
| Increases/(Decreases) in Other Liabilities | 4,343 | - |
| (Increases)/Decreases in Trade Receivables | 13,27,150 | (13,32,858) |
| (Increases)/Decreases in Other Current Assets | 28,30,001 | (30,63,310) |
| (Increases)/Decreases in Loan & Advances | - | 95,64,833 |
| Cash Generated from Operations | 1,48,53,507 | 43,27,627 |
| Direct Taxes paid | (15,093) | 22,207 |
| Net Cash From Operating Activities (A) | 1,48,38,414 | 43,05,420 |
| B CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Change Investment in Subsidiary Company | (9,04,50,000) | 1,15,00,000 |
| Interest Income | 49,03,509 | |
| Purchase of Fixed Assets | (27,00,000) | (40,19,475) |
| Net Cash used in Investing Activities (B) | (8,82,46,491) | 74,80,525 |
| C CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Loan Taken/paid | (3,01,268) | (11,34,590) |
| Net Cash used in Financing Activities (C) | (3,01,268) | (11,34,590) |
| Net Increase/(Decrease) in cash and cash equivalents (A+B+C) | (7,37,09,344) | 1,06,51,355 |
| Cash & Cash Equivalents as at beginning of the year | 2,30,87,358 | 1,24,36,002 |
| Cash & Cash Equivalents as at Closing of the year | (5,06,21,986) | 2,30,87,357 |

Notes 2 to 24 referred to herein form an integral part of the Financial Statement

For and on behalf of the Board
Svam Software Limited

In terms of our separate report of even date annexed

For : Moon And Company

Chartered Accountant

Firm Reg No. 024693N

Rajeev Garg

(MD)

DIN - 02216829

Sudhir Kumar Agarwal

(DIRECTOR)

DIN - 00024935

Virender Gupta

(C.F.O)

CA Moon Goyal

(Partner)

M.NO. 523034

PLACE : NEW DELHI

DATED : 29-05-2017

SVAM SOFTWARE LIMITED

S-524, Vikas Marg Shakarpur, Delhi-110092

(CIN : L72200DL1992PLC047327)

Notes to Financial Statements for the Year Ended 31st March, 2017

-

1. Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards prescribed under the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The Accounting policies adopted in the preparation of the financial statements are consistent with those of previous year.

2. Summary of significant accounting policies.

a. Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

b. Revenue Recognition

i) Income from investment is accounted when right to receive of such income is established.

iv) For other incomes, the company follows the accrual basis of accounting except :

(a) Where there is no reasonable certainty regarding the amount and / or its collectivity.

c. Inventories

Inventories are valued at lower of cost (computed on FIFO method) and Estimated Net Realisable value, after providing for cost of obsolescence and other costs in bringing the inventories to their present location and condition.

Sd. Investments

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if, such a decline is other than temporary in the opinion of the management. The Current investments are stated at lower of cost or quoted/fair value market value computed category wise.

e. Fixed ,Intangible Assets & Borrowing Cost

i) Fixed Assets are stated at their original cost, less provision for impairment losses, if any ,depreciation ,amortisation and adjustments on account of foreign exchange fluctuations in respect of changes in rupee liability of foreign currency loans used for acquisition of fixed assets.

ii)There is no Intangible Assets.

f. Depreciation & Amortisation

Depreciation on tangible assets is provided based on the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. Accordingly the remaining life of Assets are considered after adjusting already lapsed life of assets , from the life prescribed under the new Companies Act. Accordingly depreciation calculated as per new provision.

g. Cash & Cash equivalent

Cash and cash equivalents comprise cash and cash or deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to know amounts of cash to be cash equivalents.

h). Employee Benefits

Company is not liable for any P.F and Gratuity.

i. Accounting for taxes for income

Deffered Tax :- Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deffered tax assets and liabilities are measured using the enacted/substantively enacted tax rate for continuing operations.Adjustment of deffered tax liability attributable to change in tax rate is shown in the statememnt of profit and loss as a part of the deferred tax adjustment for the year.

j. Provisions and Contingent Liabilities

Provision are recognized for present obligations , of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits wil be required or the amount can not be estimated reliably,the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote.

Possible obligations whose existence will only be confirmed by the occurrence or non occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.

k. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares during the year.

For the purpose of calculating diluted earnings per share the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(Amount in
)

| NOT E | Particulars | 31st March, 2017 | 31st March, 2016 |
|----------|---|-------------------------------|-------------------------------|
| 2 | SHARE CAPITAL | | |
| | - | | |
| (a) | Authorised Capital | | |
| | 3,00,00,000 Equity | | |
| | Shares of ` 10/- Each | 300,000,000 | 300,000,000 |
| | | 300,000,000 | 300,000,000 |
| (b) | Issued, Subscribed & Paid Up | | |
| | 1,68,89,000 Equity Shares of ` 10/- Each | | |
| | Fully Paid Up | 168,890,000 | 168,890,000 |
| | | 168,890,000 | 168,890,000 |
| | 2.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year | | |
| | Particulars | As at 31st March, 2017 | As at 31st March, 2016 |

| | | Number | Amount | Number | Amount |
|----------------------|--|----------|-----------|----------|-----------|
| Equity Shares | Shares Of Rs 10 each fully paid | | | | |
| Shares | Outstanding at the beginning of the year | 16889000 | 168890000 | 16889000 | 168890000 |
| Shares | Issued during the year | | | | |
| Shares | bought back during the year | | | | |
| Shares | Outstanding at the end of the year | 16889000 | 168890000 | 16889000 | 168890000 |

2.2 Terms / rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10/-per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders 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 share holders.

2.3 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE COMPANY

| Name of the Shareholder | As at 31st March, 2017 | | As at 31st March, 2016 | |
|---------------------------|------------------------|--------------|------------------------|--------------|
| | No. of Shares Held | % of Holding | No. of Shares Held | % of Holding |
| MANISHA AGARWAL | 1,200,000 | 7.11 | 1,200,000 | 7.11 |
| OM PRAKASH AGARWAL | 1,242,600 | 7.36 | 1,242,600 | 7.36 |

The aforesaid disclosure is based upon percentages computed as at the balance sheet date. As per records of the company including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest the above shareholding represents both legal and beneficial ownerships of shares.

2.4 The company has not reserved any shares for issue under options and contracts / commitments for the sale of shares / disinvestment.

2.5 The company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash. The company has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

3 RESERVE & SURPLUS

-
Capital Reserve
Opening Balance

| | |
|--|--|
| | |
|--|--|

| | | | | |
|---|---|-----------|--------------|--------------|
| | | | 233,000 | 233,000 |
| | Closing Balance | Total (a) | 233,000 | 233,000 |
| | <u>Security Premium A/C</u> | | | |
| | Op. Balance | | 37,315,000 | 37,315,000 |
| | Closing Balance | Total (b) | 37,315,000 | 37,315,000 |
| | <u>Surplus/(Deficit)</u> | | | |
| | Opening Balance | | (11,445,205) | (10,628,860) |
| | Profit for the year | | 262,598 | (816,345) |
| | Closing Balance | Total (c) | (11,182,607) | (11,445,205) |
| | Total(a+b+c) | | 26,365,393 | 26,102,795 |
| 4 | <u>LONG-TERM BORROWING</u> | | | |
| | Car Loan from Bank | | - | 301,268 |
| | Total | | - | 301,268 |
| 5 | <u>TRADE PAYABLES</u> | | | |
| | Sundry Creditors: | | | |
| | Due to other than Micro and Small Enterprises | | 19,885,000 | 5,875,000 |
| | Total | | 19,885,000 | 5,875,000 |
| 6 | <u>SHORT-TERM PROVISIONS</u> | | | |
| | For Income Tax | | 80,631 | - |
| | Total | | 80,631 | - |
| 7 | <u>OTHER CURRENT LIABILITIES</u> | | | |
| | Expenses Payable | | 43,093 | 38,750 |
| | Total | | 43,093 | 38,750 |
| 9 | <u>NON-CURRENT</u> | | | |

| | | | |
|----|--|--------------------|-------------------|
| | <u>INVESTMENTS</u> | | |
| | <u>Investment in Equity Instruments</u> | | |
| | Other than Trade – Quoted | 6,941,010 | 6,941,010 |
| | Other than Trade - Unquoted | - | - |
| | <u>Advance against Flat Investment in Subsidiary Company</u> | 72,200,000 | - |
| | Deby Exim Limited | - | 4,750,000 |
| | Apron Estates Limited | - | - |
| | Niragi Real Estate Limited | 2,000,000 | - |
| | Samriddhi Megastructure | 5,000,000 | - |
| | Vivid Herbs | 21,000,000 | - |
| | Zalika real Estate Limited | 2,000,000 | - |
| | Phoebe Infotech Limited | - | - |
| | Echelon Estate Ltd | - | 1,000,000 |
| | Dipankur ceroils private ltd | - | 5,000,000 |
| | Ubiquites Limited | - | 1,000,000 |
| | Total | 109,141,010 | 18,691,010 |
| | <i>Aggregate amount of quoted investments.</i> | | |
| | <i>Market Value of shares of Reliance Power Ltd is ` 1527 as on 31.03.2016</i> | | |
| | <i>Market Value of Shares of Jolly Plastic Industires Limited is ` 39864000 as on 31.03.2016</i> | | |
| 10 | <u>INVENTORIES</u> (Cost or Market Price Whichever is lower) | | |
| | Stock-in-Trade | - | 550,159 |
| | Total | - | 550,159 |
| 11 | <u>TRADE RECEIVABLES</u> (Unsecured and Considered Good) | | |

| | | | |
|-----------|---|-------------------|--------------------|
| | Over Six Months | | - |
| | Others | 73,175 | 1,400,325 |
| | Total | 73,175 | 1,400,325 |
| 12 | <u>CASH & CASH EQUIVALENTS</u> | | |
| | Cash in Hand | 258,361 | 830,931 |
| | Balances with Scheduled Banks | | - |
| | (i) In Current Accounts | 2,039,254 | 22,092,169 |
| | (ii) In Fixed Deposit Accounts | 121,872 | 121,872 |
| | (iii) In Securities | 42,385 | 42,385 |
| | Total | 2,461,872 | 23,087,358 |
| | <u>SPECIFIED BANK NOTES DISCLOSURE (SBNs)</u> | | |
| | In accordance with the MCA notifications G.S.R. 308(E) dated March 30, 2017 details of specified Bank Notes (SBN) and other Denominations Notes (ODN) held transacted the period from November, 8, 2016 is given below: | | |
| | Particulars: | SBNs | ODNs |
| | Closing cash on hand as on November 8, 2016 | 1,000,000 | 785,267 |
| | (+) Non Permitted Receipts | - | - |
| | (+) Permitted Receipts | - | - |
| | (-) Permitted payments | - | 379,149 |
| | (-) Amount deposited in Banks | 1,000,000 | - |
| | Closing cash on hand as on December 31, 2016 | - | 406,118 |
| | | | 406,118 |
| 13 | <u>SHORT-TERM LOANS & ADVANCES</u> | | |
| | (Unsecured and Considered Good) | | |
| | Advances Recoverable in Cash or in Kind or Value to be Received | 96,468,164 | 145,532,548 |
| | MAT Credit | 291,564 | 284,868 |
| | Total | 96,759,728 | 145,817,416 |

| | | | |
|----|--|-----------|-----------|
| 14 | <u>OTHER CURRENT ASSETS</u> | | |
| | Tax Deducted at Source | 1,404,339 | 1,398,940 |
| | Interest receivable | 1,976,157 | 4,811,557 |
| | Total | 3,380,496 | 6,210,497 |
| 15 | <u>SALES OF PRODUCTS & SERVICES</u> | | |
| | Sales of products | 2,075,000 | 259,350 |
| | Interest received | 4,903,509 | 7,867,107 |
| | Total | 6,978,509 | 8,126,457 |
| 16 | <u>OTHER INCOME</u> | | |
| | Other Income | 19,475 | 665,000 |
| | Total | 19,475 | 665,000 |
| 17 | <u>CHANGES IN INVENTORIES OF STOCK IN TRADE</u> | | |
| | Opening Balance of Stock-in-Trade | 550,159 | 5,047,912 |
| | Less: Closing Balance of Stock-in-Trade | - | 550,159 |
| | (Increase)/Decrease in Stock-in-Trade | 550,159 | 4,497,753 |
| 18 | <u>EMPLOYEES BENEFITS EXPENSES</u> | | |
| | Salaries to Staff | 1,198,000 | 810,800 |
| | Employers Contribution to Provident Fund | 2,568 | 5,136 |
| | Employers Contribution to ESI | - | 562 |
| | Employee Welfare Expenses | 69,630 | 18,700 |
| | Total | 1,270,198 | 835,198 |
| 19 | <u>ADMINISTRATION & OTHER EXPENSES</u> | | |
| | <u>Remuneration to Auditors:</u> | | |
| | As Statutory Audit | | |

| | | |
|--|---------------------------------|---------------------------------|
| Fee | 33,000 | 28,750 |
| As Tax Audit Fee | 10,000 | 10,000 |
| Legal & Professional Expenses | 15,240 | 24,650 |
| Advertisement Expenses | 5,654 | 77,110 |
| Travelling & Conveyance Expenses | 199,562 | 187,500 |
| Car Running & Maintainance Expenses | 196,820 | 192,720 |
| Postage, Courier & Telephone | 66,471 | 61,870 |
| Printing & Stationary | 273,010 | 29,130 |
| Rent, Rates & Insurance | 240,000 | 128,000 |
| Electricity Expenses | - | 64,290 |
| Bank Charges | 1,596 | 12,612 |
| National Securities Expenses | 135,828 | - |
| Interest on B.M.W car Loan | 4,972 | 92,954 |
| AGM/EGM & Shares transfer Expenses | 426,800 | 512,350 |
| BSE Expenses | 209,000 | 205,844 |
| Depository Charges | 83,187 | 204,011 |
| Insurance Car | 53,904 | 51,218 |
| Misc. Expenses | 247,219 | 76,570 |
| | 2,202,263 | 1,959,579 |
| <u>Contingent Liabilities and commitments</u> | | |
| 20 | | |
| Particulars | Year ended 31 march 2017 | Year ended 31 March 2016 |
| Guarantee given by bank | Nil | Nil |
| Income Tax matter in dispute | Nil | Nil |
| <u>Obligation & Commitments outstanding</u> | | |
| 21 | | |
| Particulars | Year ended 31 march 2017 | Year ended 31 March 2016 |

| | | |
|---|-----|-----|
| a). Estimated Value of contracts remaining to be executed | Nil | Nil |
| b) . Bill Discounted with Bank | Nil | Nil |

21.a). The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinions, adjustment on reconciliation of the balances, if any required ,will not be material in relation to the financial statements of the company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations are completed.

b). Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the balance sheet.

22 Auditors Remuneration

| Particulars | Year ended 31 march 2017 | Year ended 31 March 2016 |
|---------------|--------------------------|--------------------------|
| l) Audit Fees | 43,000.00 | 38,750.00 |
| Total | 43,000.00 | 38,750.00 |

23 Earnings per share

| Particulars | Year ended 31 march 2017 | Year ended 31 March 2016 |
|--|--------------------------|--------------------------|
| Profit after tax | 262,598 | (816,345) |
| Numerator used for calculating basic and diluted earnings per share | 262,598 | (816,345) |
| Equity shares outstanding as at the year end | 16889000 | 16889000 |
| Weighted average number of shares used as denominator for calculating basic & diluted earnings per share | 16889000 | 16889000 |
| Nominal value per share | 10.00 | 10.00 |
| Basic & diluted earning per share (in rupees) | 0.02 | (0.05) |

24 Related parties disclosures
Name of related party
:
(i) Holding Company :- Nil
(ii) Subsidiary companies :- Niragi Real Estate Limited, Zalika Real Estate Limited
(iii) Fellow Subsidiary companies :- Nil
(iv) Associates :- Nil
(v) Key managerial personnel :- Mr. Sudhir Kumar Agarwal , Ms. Manisha Agarwal, Mr. Virender Gupta (C.F.O), , Mr. Harshwardhan Koshal, Mr. Rajeev garg (MD).
(vi) Relatives of Key Mangerial Person :- Nil
Transaction with
a) Related Parties

| | Key Managerial Person | |
|---|-----------------------|---------------------|
| | Current Year (Rs.) | Previous Year (Rs.) |
| Remuneration Paid (Including Perquisites) Contribution to Provident Fund & other funds Royalty (Including Service Tax.) Inter est Outstanding a). Amount Receivable b). Amount Payable c). Unsecured loan Given by Director | | |

SVAM SOFTWARE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE- 8 : Fixed assets

(Amount in `)

| Fixed Assets | Gross Block | | | | Accumulated Depreciation | | | | Life spent till 31/03/2017 | Economic Life of the Asset | Salvage Value | Net Block | |
|------------------------|----------------------------|------------------------|--------------------------------------|-----------------------------|----------------------------|----------------------------------|--------------|-----------------------------|----------------------------|----------------------------|-----------------|----------------------------|-----------------------------|
| | Balance as at 1 April 2016 | Additions/ (Disposals) | Acquired through business combinatio | Balance as at 31 March 2017 | Balance as at 1 April 2016 | Depreciation charge for the year | On disposals | Balance as at 31 March 2017 | | | | Balance as at 1 April 2016 | Balance as at 31 March 2017 |
| Tangible Assets | | | | | | | | | | | | | |
| Land | 40,19,475 | (40,19,475.00) | - | - | - | - | - | - | | | | 40,19,475 | - |
| Motor Car | 43,62,920 | - | - | 43,62,920.00 | 30,84,049 | 6,39,436 | - | 37,23,485 | 4 | 6 | 2,18,146 | 12,78,871 | 6,39,435 |
| Painting | - | 27,00,000 | - | 27,00,000.00 | - | 21,082 | | 21,082 | 15 days | 5 | 1,35,000 | - | 26,78,918 |
| Office Equipments | 10,62,505 | - | - | 10,62,505.00 | 10,62,505 | - | - | 10,62,505 | | | | - | - |
| TOTAL | 94,44,900 | (13,19,475) | - | 81,25,425 | 41,46,554 | 6,60,518 | - | 48,07,072 | | | 3,53,146 | 52,98,346 | 33,18,353 |

Deferred Tax:

| Particulars | 31.03.2017 |
|--|-------------------|
| Depreciation as per books | 6,60,518 |
| Depreciation as per Income Tax Act. | 7,35,663 |
| Excess Depreciation Charged in Income tax Act | 75,145 |
| Tax | 22,544 |
| Education Cess | 676 |
| Defered tax Liability | 23,220 |
| Total Deferred Tax Asset to be reversed | 23,220 |
| Deferred Tax Assets as per books as on 31.03.2016 | 1,52,703 |
| deferred tax assets as on 31.03.2017 | 1,29,483 |

SVAM SOFTWARE LIMITED

CIN NO. L72200DL1992PLC047327

REG. ADDRESS : S-524, VIKAS MARG, SHAKARPUR, DELHI - 110092

Bank Renconciliation Statement

(in' Rupees)

| | |
|---|------------------|
| Balance as per book as on 31.03.2017 | 20,39,254 |
| Add: Cheque issued but not deposited upto 31.3.2017 | 192,00,000 |
| Less: Cheque Received but deposited after 31.3.2017 Cheque Recived but deposited after 31.3.2017 | 211,12,911 |
| Balance as par bank as on 31.03.2017 | 1,26,343 |

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF SVAM SOFTWARE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Financial Statement of Svam Software Limited (herein referred to as "the Holding Company") and its subsidiaries, Vivid Herbs Limited (the holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance sheet as at 31st March , 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement For the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statement").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirement of the Companies Act, 2013 that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance, Consolidated Cash Flows of the Group, in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting of fraud and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 statement that give a true and a fair view and are free from material misstatement, whether due to fraud and error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditor's responsibility

Our responsibility is to express an opinion on the Consolidated Financial Statements based on our audit. While conducting the audit, we have into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Audited specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and the disclosures in the Consolidated Financial Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal financial control relevant to Holding Company's preparation Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also include evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board Of Directors as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor's in terms of their reports referred in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so

required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2017, and their consolidated Profits and their consolidated cash flow for the year ended on that date.

Other Matters

We did not audit the financial statements / Financial information of all the above referred subsidiaries forming part of the group, whose financial statement / financial information reflect total assets of Rs. 209.99 Lakh as at 31 March 2017, total revenues "NIL" for the year ended on that date, as considered in consolidated financial statements. The Consolidated Financial Statements also include the group shares of net profit of Rs. 2.52 Lakh for the year ended 31 March, 2017, as considered in consolidated financial statements, in respect of above referred subsidiary, whose financial statements / financial information has not been audited by us. These financial statements / financial information have been audited by other auditors whose report have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our "Report on Other Legal and Regulatory Requirements" below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the management.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial statements.
 - d) In our opinion, the aforesaid Consolidated the financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors of the Holding Company as on 31 March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the group, which are companies incorporated in India, is disqualified as on 31stMarch, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With the respect to the adequacy of the internal financial control over financial reporting of the Group, which are companies incorporated in India the operating effectiveness of such control, refer to our separate Report in "Annexure- A" and

g) 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 Group did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses and;

ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by holding company and its subsidiary companies incorporated in India.

iii) The company has provided requisite disclosures in the consolidated Financial statements as regards the holding and dealings in specified Bank notes as defined in the Notification S.O. 3407 (E) dated November 8, 2016 of the Ministry of finance, during the period from November 8, 2016 to December 31, 2016 of the group entities as applicable. Based on audit procedures performed and its representations provided to us by the management we report that the disclosures are in accordance with the relevant books of account maintained by those entities for the purpose of the consolidated financial statements and as produced to us by the management of the respective group entities.

For: Moon and Company
Chartered Accountants
Firm's Regn. No. 024693N

Place: New Delhi
Date:29/05/2017

CA Moon Goyal
(Partner)

“Annexure-A” to the Independent Auditor’s Report on the Consolidated Financial Statements.

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

In conjunction with our audit of the Consolidated Financial Statements of the Svam Software Limited and its Subsidiaries as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Holding Company, its Indian subsidiaries, Vivid herbs limited (the Holding Company and its Indian subsidiaries are together referred to as “Indian Enterprise”) of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Indian Enterprises, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Indian Enterprises 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 of India”. 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 Indian Enterprise’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Indian Enterprises 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable 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 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 on the auditor’s judgement, 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 we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Indian Enterprises’ internal financial controls system over financial reporting.

Meaning of internal financial control over financial Reporting

The Indian Enterprises’ 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. The Indian Enterprises 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 Indian Enterprises; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Indian Enterprises are being made only in accordance with authorizations of management and directors of the Indian Enterprise's; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Indian Enterprise'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, the Indian Enterprise's, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Indian Enterprise 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 of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company, which is company incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For: Moon and Company
Chartered Accountants
Firm Reg. No.024693N

Place: New Delhi
Date: 29/05/2017

CA Moon Goyal
(Partner)
M. No. 523034

SVAM SOFTWARE LIMITED

CIN No.-L72200DL1992PLC047327

REG. ADDRESS- S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2017

(Amount in Rs)

| PARTICULARS | NOT | 31st March 2017 | 31st March 2016 |
|--------------------------------------|-----|--------------------|--------------------|
| A | | | |
| <u>EQUITY AND LIABILITIES</u> | | | |
| (i) Shareholder's Funds | | | |
| (a) Share Capital | 2 | 1688,90,000 | 1688,90,000 |
| (b) Reserves and Surplus | 3 | 263,54,806 | 258,90,025 |
| (ii) Non Current Liabilities | | | |
| Long Term Borrowing | 4 | - | 3,01,268 |
| (iii) Current Liabilities | | | |
| (a) Trade Payables | 5 | 198,85,000 | 59,00,000 |
| (b) Short-Term Provisions | 6 | 80,631 | - |
| (c) Other Current Liabilities | 7 | 53,093 | 2,00,760 |
| | | 2152,63,531 | 2011,82,053 |
| B | | | |
| <u>ASSETS</u> | | | |
| (i) Non-Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible assests | 8 | 33,18,353 | 52,98,346 |
| (b) Non-Current Investments | 9 | 1083,35,310 | 173,41,010 |
| (c) Deffered Tax Assets (net) | | 1,29,483 | 1,52,702 |
| (ii) Current Assets | | | |
| (a) Inventories | 10 | - | 5,50,159 |
| (b) Trade Receivables | 11 | 73,175 | 14,00,325 |
| (c) Cash and Cash Equivalents | 12 | 29,66,986 | 234,36,598 |
| (d) Short Term Loan & Advances | 13 | 967,59,728 | 1467,92,416 |
| (e) Other Current Assets | 14 | 36,80,496 | 62,10,497 |
| | | 2152,63,531 | 2011,82,053 |

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

1

Notes 1 to 19 referred to herein form an integral part of the Financial Statement

For and on behalf of the Board

Svam Software Limited

In terms of our separate report of even date annexed

for : Moon and Company

Chartered Accountants

Rajeev Garg

Sudhir Kumr Agarwal

Virender Gupta Firm Reg. No. 024693N

(MD)

(DIRECTOR)

(C.F.O.)

DIN No. 02216829

DIN No. 00024935

CA Moon Goyal

PLACE : NEW DELHI

(Partner)

DATED : 29-05-2016

M.NO. 523034

SVAM SOFTWARE LIMITED

CIN No.-L72200DL1992PLC047327

REG. ADDRESS- S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH,2017

(Amount in Rs)

| PARTICULARS | NOTE No. | 31st March, 2017 | 31st March, 2016 |
|--|----------|------------------|-------------------|
| I. Revenue from Operations: | | | |
| Sales of Products & Services | 15 | 69,78,509 | 81,26,457 |
| II Other Income | 16 | 19,475 | 6,97,300 |
| III Total Revenue (I+II) | | 69,97,984 | 88,23,757 |
| IV Expenses: | | | |
| Purchase of Stock- in- Trade | | 19,40,000 | 2,30,000 |
| Changes in Inventories of Stock-in-Trade | 17 | 5,50,159 | 44,97,753 |
| Employee Benefits Expense | 18 | 12,70,198 | 8,35,198 |
| Depreciation and Amortisation Expenses | 8 | 6,60,518 | 11,89,720 |
| Administrative & Other Expenses | 19 | 22,12,850 | 19,98,818 |
| Total Expenses | | 66,33,725 | 87,51,489 |
| V Profit Before Exceptional and Extraordinary items and Tax (III - IV) | | 3,64,259 | 72,268 |
| VI Exceptional Items | | - | - |
| VII VI) | | 3,64,259 | 72,268 |
| VIII Extrarordinary Items | | - | - |
| IX Profit Before Tax (VII - VIII) | | 3,64,259 | 72,268 |
| X Tax Expenses: | | | |
| (1) Current Tax | | 80,631 | - |
| (2) Deferred Tax | | 23,220 | 7,34,378 |
| (3) Earlier year Tax Adjustment | | (5,793) | |
| (4) MAT Credit Entitlement | | 14,190 | 1,61,174 |
| XI Profit / (Loss) for the period from Continuing Operations (VII-VIII) | | 2,52,011 | (8,23,284) |
| XII Profit / (Loss) for the Period transferred to Reserve & Surplus | | 2,52,011 | (8,23,284) |
| XIII Earning per Equity Share: | | | |
| (1) Basic | | 0.01 | (0.05) |
| (2) Diluted | | 0.01 | (0.05) |

Significant Accounting Policies and Other Notes Forming Part of 1

Notes 1 to 19 referred to herein form an integral part of the Financial Statement

For and on behalf of the Board
Svam Software Limited

In terms of our separate report of even date annexed
for : Moonland Company
Chartered Accountants

Rajeev Garg
(MD)

Sudhir Kumr Agarwal
(DIRECTOR)

Virender Gupta
(C.F.O.)

Firm Reg. No. 024693N

DIN No. 02216829

DIN No. 00024935

CA Moon Goyal

| SVAM SOFTWARE LIMITED | | |
|---|--|-----------------------------------|
| CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2017 | | |
| (Amount in Rs) | | |
| PARTICULARS | 31st March, 2017 | 31st March, 2016 |
| A CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before taxation, and extraordinary items | 3,64,259 | 72,268 |
| Adjustment for : | | |
| Depreciation | 6,60,518 | 11,89,720 |
| Interest Income | (49,03,509) | - |
| Operating Profit Before Working Capital Changes | (38,78,732) | 12,61,988 |
| Adjustment for : | | |
| (Increases)/Decreases in Inventories | 5,50,159 | 44,97,753 |
| Increases/(Decreases) in Trade Payables & Others Liabilities | 140,10,000 | (67,72,518) |
| Increases/(Decreases) in Other Current Liabilities | 14,343 | - |
| (Increases)/Decreases in Trade Receivables | 13,27,150 | (13,32,858) |
| (Increases)/Decreases in Other Current Assets | 25,30,001 | (20,75,291) |
| (Increases)/Decreases in Loan & Advances | 500,65,144 | 78,61,321 |
| Cash Generated from Operations | 646,18,065 | 34,40,395 |
| Direct Taxes paid | (15,093) | (22,207) |
| Net Cash From Operating Activities (A) | 646,02,972 | 34,18,188 |
| B CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of investments | (909,94,300) | - |
| Sale of Investment | - | 125,95,000 |
| Sale of Fixed Assets | 40,19,475 | - |
| Interest on Income | 49,03,509 | - |
| Purchase of Fixed Assets | (27,00,000) | (40,19,475) |
| Net Cash used in Investing Activities (B) | (847,71,316) | 85,75,525 |
| C CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Loan Taken | - | (11,34,590) |
| Loan Repaid | (3,01,268) | - |
| Net Cash used in Financing Activities (C) | (3,01,268) | (11,34,590) |
| Net Increase/(Decrease) in cash and cash equivalents (A+B+C) | (204,69,612) | 108,59,123 |
| Cash & Cash Equivalents as at beginning of the year | 234,36,598 | 125,77,475 |
| Cash & Cash Equivalents as at Closing of the year | 29,66,986 | 234,36,598 |
| Notes 1 to 19 referred to herein form an integral part of the Financial Statement | | |
| For And on Behalf of the Board | | |
| Svam Software Limited | In terms of our separate report of even date annexed | |
| | for : Moon and Company | |
| | Chartered Accountants | |
| | Firm Reg. No. 024693N | |
| Rajeev Garg | Sudhir Kumr Agarwal | Virender Gupta |
| (MD) | (DIRECTOR) | (C.F.O.) |
| DIN No. 02216829 | DIN No. 00024935 | |
| PLACE : NEW DELHI | | CA Moon Goyal (Partner) |

SVAM SOFTWARE LIMITED

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

(Amount in Rs)

| NO | Particulars | 31st March, 2017 | 31st March, 2016 |
|----------|---|-------------------------------|---------------------|
| 2 | SHARE CAPITAL | | |
| (a) | Authorised Capital | | |
| | 3,00,00,000 Equity Shares of ₹10/- Each | 3000,00,000 | 3000,00,000 |
| | | 3000,00,000 | 3000,00,000 |
| (b) | Issued, Subscribed & Paid Up | | |
| | 1,68,89,000 Equity Shares of ₹10/- Each Fully Paid Up | 1688,90,000 | 1688,90,000 |
| | | 1688,90,000 | 1688,90,000 |
| (c) | DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES IN THE HOLDING COMPANY | | |
| | Name of the Shareholder | As at 31st March, 2017 | |
| | | No. of Shares | % of Holding |
| | | As at 31st March, 2016 | |
| | | No. of Shares | % of Holding |
| | MANISHA AGARWAL | 12,00,000 | 7.11 |
| | OM PRAKASH AGARWAL | 12,42,600 | 7.36 |
| | | 12,00,000 | 7.11 |
| | | 12,42,600 | 7.36 |
| 3 | RESERVE & SURPLUS | | |
| | Capital Reserve | | |
| | Opening Balance | 2,33,000 | 2,33,000 |
| | Closing Balance | 2,33,000 | 2,33,000 |
| | Total (a) | 2,33,000 | 2,33,000 |
| | Security Premium A/C | | |
| | Op. Balance | 373,15,000 | 373,15,000 |
| | Closing Balance | 373,15,000 | 373,15,000 |
| | Total (b) | 373,15,000 | 373,15,000 |
| | Surplus/(Deficit) | | |
| | Opening Balance | (114,45,205) | (108,34,691) |
| | Profit for the year | 2,52,011 | (8,23,284) |
| | Closing Balance | (111,93,194) | (116,57,975) |
| | Total (c) | (111,93,194) | (116,57,975) |
| | Total(a+b+c) | 263,54,806 | 258,90,025 |
| 4 | LONG-TERM BORROWING | | |
| | Car Loan from Bank | - | 3,01,268 |
| | Total | - | 3,01,268 |
| 5 | TRADE PAYABLES | | |
| | Sundry Creditors | | |
| | Due to other than Micro and Small Enterprises | 198,85,000 | 59,00,000 |
| | Total | 198,85,000 | 59,00,000 |
| 6 | SHORT-TERM PROVISIONS | | |

| | | | |
|---|-------------|--------------------|--------------------|
| For Income Tax | | 80,631 | - |
| Total | | 80,631 | - |
| 7 OTHER CURRENT LIABILITIES | | | |
| Audit Fee Payable | | 10,000 | 38,750 |
| Other liabilities | | - | 1,000 |
| Expenses Payable | | 43,093 | 1,61,010 |
| Total | | 53,093 | 2,00,760 |
| 9 NON-CURRENT INVESTMENTS | | | |
| <i>Investment in Equity Instruments</i> | | | |
| Other than Trade - Quoted | | 271,35,310 | 126,91,010 |
| Other than Trade - Unquoted | | 772,00,000 | 46,50,000 |
| <i>Investment in Other Subsidiary Company</i> | | | |
| Niragi Real Estate Limited | | 20,00,000 | - |
| Zalika real Estate Limited | | 20,00,000 | - |
| Total | | 1083,35,310 | 173,41,010 |
| 10 INVENTORIES | | | |
| (Cost or Market Price Whichever is lower) | | | |
| Stock-in-Trade | | - | 5,50,159 |
| Total | | - | 5,50,159 |
| 11 TRADE RECEIVABLES | | | |
| (Unsecured and Considered Good) | | | |
| Over Six Months | | - | - |
| Others | | 73,175 | 14,00,325 |
| Total | | 73,175 | 14,00,325 |
| 12 CASH & CASH EQUIVALENTS | | | |
| Cash in Hand | | 2,58,361 | 11,69,876 |
| Balances with Scheduled Banks | | | |
| (i) In Current Accounts | | 25,44,368 | 221,02,465 |
| (ii) In Fixed Deposit Accounts | | 1,21,872 | 1,21,872 |
| (iii) In Securities | | 42,385 | 42,385 |
| Total | | 29,66,986 | 234,36,598 |
| SPECIFIED BANK NOTES DISCLOSURE (SBNs) | | | |
| In accordance with the MCA notifications G.S.R. 308(E) dated March 30, 2017 | | | |
| details of specified Bank Notes (SBN) and other Denominations Notes (ODN) | | | |
| held transacted the period from November, 8, 2016 is given below: | | | |
| Particulars: | SBNs | ODNs | Total |
| Closing cash on hand as no November 8, 2016 | 10,00,000 | 7,85,267 | 17,85,267 |
| (+) Non Permitted Receipts | - | - | - |
| (+) Permitted Receipts | - | - | - |
| (-) Permitted payments | - | 3,79,149 | 3,79,149 |
| (-) Amount deposited in Banks | 10,00,000 | - | 10,00,000 |
| Closing cash on hand as no December 31, 2016 | - | 4,06,118 | 4,06,118 |
| 13 SHORT-TERM LOANS & ADVANCES | | | |
| (Unsecured and Considered Good) | | | |
| Advances Recoverable in Cash or in Kind or Value to be Received | | 964,68,164 | 1465,07,548 |
| MAT Credit | | 2,91,564 | 2,84,868 |
| Total | | 967,59,728 | 1467,92,416 |
| 14 OTHER CURRENT ASSETS | | | |
| Tax Deducted at Source | | 14,04,339 | 13,98,940 |

| | | |
|--|------------------|------------------|
| Interest Receivable | 19,76,157 | 48,11,557 |
| Incorporation Expenses | 3,00,000 | - |
| Total | 36,80,496 | 62,10,497 |
| 15 SALES OF PRODUCTS & SERVICES | | |
| Sales of products | 20,75,000 | 2,59,350 |
| Interest received | 49,03,509 | 78,67,107 |
| Total | 69,78,509 | 81,26,457 |
| 16 OTHER INCOME | | |
| Other Income | 19,475 | 6,65,000 |
| income from Subsidiaries | | |
| Echelon Estates Ltd. | - | 10,000 |
| Deby Exim Limited | - | 9,800 |
| Ubiquitous Medicos Ltd. | - | 12,500 |
| Vivid Herbs Limited | - | - |
| | 19,475 | 6,97,300 |
| 17 CHANGES IN INVENTORIES OF STOCK IN TRADE | | |
| Opening Balance of Stock-in-Trade | 5,50,159 | 50,47,912 |
| Less: Closing Balance of Stock-in-Trade | - | 5,50,159 |
| (Increase)/Decrease in Stock-in-Trade | 5,50,159 | 44,97,753 |
| 18 EMPLOYEES BENEFITS EXPENSES | | |
| Salarie to Staff | 11,98,000 | 8,10,800 |
| Employers Contribution to Providend Fund | 2,568 | 5,136 |
| Employers Contribution to ESI | - | 562 |
| Employee Welfare Expenses | 69,630 | 18,700 |
| Total | 12,70,198 | 8,35,198 |
| 19 ADMINISTRATION & OTHER EXPENSES | | |
| <i>Remuneration to Auditors:</i> | | |
| As Statutory Audit Fee | 33,000 | 28,750 |
| As Tax Audit Fee | 10,000 | 10,000 |
| Legal & Professional Expenses | 15,240 | 24,650 |
| Advertisement Expenses | 5,654 | 77,110 |
| Travelling & Conveyance Expenses | 1,99,562 | 1,87,500 |
| Car Running & Maintainance Expenses | 1,96,820 | 1,92,720 |
| Postage, Courier & Telephone | 66,471 | 61,870 |
| Printing & Stationary | 2,73,010 | 29,130 |
| Rent, Rates & Insurance | 2,40,000 | 1,28,000 |
| Electricity Expenses | - | 64,290 |
| Bank Charges | 1,596 | 12,612 |
| Interest on B.M.W car Loan | 4,972 | 92,954 |
| AGM/EGM & Shares transfer Expenses | 4,26,800 | 5,12,350 |
| Depository Charges | 83,187 | 2,04,011 |
| BSE FEES | 2,09,000 | 2,05,844 |
| Insurance Car | 53,904 | 51,218 |
| Misc. Expenses | 2,47,219 | 76,570 |
| NSE Expenses | 1,35,828 | |
| Expenses from Subsidiaries | | |
| Echelon Estates Ltd. | - | 14,130 |
| Deby Exim Limited | - | 9,484 |
| Ubiquitous Medicos Ltd. | - | 15,625 |
| Vivid Herbs Limited | 10,587 | - |
| Total | 22,12,850 | 19,98,818 |

| Fixed Assets | Dep. Rate | Gross Block | | | | | Accumulated Depreciation | | | | | Life spent till | Economic Life | Salvage Value | Net Block | | |
|------------------------|-----------|----------------------------|------------------------|---------------------------|----------------------------|-----------------------------|----------------------------|----------------------------------|-------------|--------------|-----------------------------|-----------------|---------------|-----------------|----------------------------|-----------------------------|--|
| | | Balance as at 1 April 2016 | Additions/ (Disposals) | Acquired through business | Revaluations/ (Impairment) | Balance as at 31 March 2017 | Balance as at 1 April 2016 | Depreciation charge for the year | Adjustments | On disposals | Balance as at 31 March 2017 | | | | Balance as at 1 April 2016 | Balance as at 31 March 2017 | |
| Tangible Assets | | | | | | | | | | | | | | | | | |
| Land | | 40,19,475 | (40,19,475) | - | | - | - | - | - | - | | | | | 40,19,475 | - | |
| Motor Car | 0.2589 | 43,62,920 | - | - | | 43,62,920 | 30,84,049 | 6,39,436 | # | ##### | 4 | 6 | ##### | 12,78,871 | ##### | | |
| Painting | | - | 27,00,000 | - | | 27,00,000 | - | 21,082 | | 21,082 | 15 days | 5 | ##### | - | ##### | | |
| Office Equipment | 0.0475 | 10,62,505 | - | - | | 10,62,505 | 10,62,505 | - | # | ##### | | | | - | - | | |
| TOTAL | | 94,44,900 | (13,19,475) | - | - | 81,25,425 | 41,46,554 | 6,60,518 | # | - | 48,07,072 | | | 3,53,146 | 52,98,346 | ##### | |

SVAM SOFTWARE LIMITED

NOTES-1

NOTE TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

I. SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Accounting:

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

ii) Use of Estimates:

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

iii) Investments:

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

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

iv) Revenue Recognition:

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

v) Provisions and Contingencies

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

vi) Retirement Benefits

There is no amount of gratuity liability or leave encashment or any other retirement benefits for which the company may be made liable to pay. Hence no provision for the same has been made as on the date of Balance sheet.

vii) Cash Flow Statement:

The Statement Has been prepared under indirect method except in case of dividends, sale/purchase of investments and taxes which have been considered on the basis of actual movement of case, with corresponding adjustment in assets and liabilities as set out in the Accounting Standard- 3 issued by ICAI.

viii) Segment Reporting

The Companies core activity is to investment, sale/purchases of Shares. This is the only business segment as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

ix) Contingent Liabilities

As certified by the management there is no Contingent liability as on 31/03/2017.

x) Related Party Disclosure:

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

I. Key Management Personnel

- Sudhir Kumar Agarwal
- Manisha Agarwal
- Virender Gupta (C.F.O.)
- Harshwardhan Koshal
- Rajeev Garg (M.D.)

II. Subsidiaries:

- Vivid Herbs limited
- Niragi Real Estate Limited
- Zalika Real Estate limited

xi) Earnings in Foreign Currency

| | Year ended March 31, 2017 | Year ended March31, 2016 |
|-----------------------|--------------------------------------|-------------------------------------|
| Sale of Shares | Nil | Nil |
| Dividend and Interest | Nil | Nil |
| Other Income | Nil | Nil |

xii)Expenditure in Foreign Currency

| | Year ended March 31, 2017 | Year ended March31, 2016 |
|---------------------|--------------------------------------|-------------------------------------|
| Travelling Expenses | Nil | Nil |
| Others | Nil | Nil |

xiii) Payment to Auditors

| | | |
|------------------------|----------|----------|
| As Statutory Audit Fee | 33,000/- | 28,750/- |
| As Tax Audit Fee | 10,000/- | 10,000/- |

xiv) Previous year's figures have been regrouped, rearranged and restated wherever considered necessary to make them comparable with the current year's figures.

xv) In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

xvi) Earnings Per Share (EPS)

Profit computation for both Basic and Diluted earnings per share of Rs 10/- each.

| | | |
|---|--------------|--------------|
| Net Profit/ (Loss) as per P&L Account Available to shareholders | (2,52,011)/- | (8,23,284)/- |
| Weighted average No. of Equity Shares | 16889000 | 16889000 |
| Earnings per Share (Basic & Diluted) | (0.01) | (0.05) |

xvii) Due to Small Scale Undertakings exceeding Rs 1.00 lac overdue for more than 30 days – Nil.

xviii) The additional Information pursuant to Schedule III to the Companies Act, 2013 are either Nil or Not Applicable.

SVAM SOFTWARE LIMITED

Registered Office: S-524, VIKAS MARG, SHAKARPUR, DELHI-110092
(CIN: L72200DL1992PLC047327), Email: svamsoftwareltd@gmail.com

NOTICE

Notice is hereby given that the 25th Annual General Meeting of **SVAM SOFTWARE LIMITED** will be held on Friday, the 29th September, 2017 at 11:00 A.M. at “**Hotel Aura Grand Residency**”, 439 Jagriti Enclave, Vikas Marg, Delhi -110092 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon.
2. To appoint a director in place of Mr. Sudhir Kumar Agarwal, (holding DIN 00024935), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re- appoint Auditors and in this regard to consider and if thought fit, to pass, with or without modification(s) , the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 of Companies Act, 2013 the re- appointment of Statutory auditors of Company **M/s Moon and Company, Chartered Accountants (FRN 0024693N)**, be and is hereby ratified by the members of the company for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors of the Company.”

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

S/d-
HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2016

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE PROVISIONS OF SECTION 105 OF COMPANIES ACT, 2013 AND RULES MADE THEREUNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE

THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT, PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

2. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL BE CLOSED FROM SATURDAY 23/09/2017 TO FRIDAY 29/09/2017 (BOTH THE DAYS INCLUSIVE).
3. MEMBERS ARE REQUESTED TO PLEASE NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESSES TO THE COMPANY.
4. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
5. SHAREHOLDERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST 7 DAYS PRIOR TO THE ANNUAL GENERAL MEETING TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY AT THE AGM.
6. THE MEMBER ARE REQUESTED TO: -
 - INTIMATE CHANGES IF ANY IN THEIR ADDRESS TO THE COMPANY OR TO THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY, M/s SKYLINE FINANCIAL SERVICES (P) LTD. AT D-153A, OKHLA INDUSTRIAL AREA, PHASE-I, DELHI-110020.PH-011-30857575.
 - THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN TO THEIR DEPOSITORY PARTICIPANTS WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN TO THE COMPANY/ REGISTRAR M/S SKYLINE FINANCIAL SERVICES (P) LTD. AT D-153A, OKHLA INDUSTRIAL AREA, PHASE-I, DELHI-110020.PH-011-30857575.
 - QUOTE FOLIO NUMBER IN ALL THEIR CORRESPONDENCE WITH THE COMPANY.
 - BRING THEIR COPIES OF ANNUAL REPORT INCLUDING ATTENDANCE SLIP AT THE VENUE FOR THE AGM.
7. MEMBER HOLDING SHARES IN PHYSICAL FORM ARE REUQUESTED TO LODGE SHARE TRANSFER, TRANSMISSION AND INTIMATE CHANGES, IF ANY, IN THEIR REGISTERED ADDRESS, BANK ACCOUNT AND MANDATE DETAILS, RESIDENTIAL STATUS ETC. QUOTING THEIR FOLIO NUMBER(S) TO COMPANY'S SHARE TRANSFER AGENT.
8. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THE REPRESENTATIVES TO ATTEND AND VOTE AT THE GENERAL MEETING.
9. THE EXPLANATORY STATEMENTS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESS UNDER ITEM NO. 4 ABOVE, IS ANNEXED HERETO.

10. **Voting through electronic means:**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed **Mr. Himanshu Goel (M. No. 535066)** Practicing Chartered Accountant, as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

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

1. The e-voting period commences on Tuesday, 26th September 2017 (9 a.m.) and ends on Thursday, 28th September 2017 (5 p.m.). The e-voting module shall be disabled for voting thereafter.
 2. The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members / Records of Depositories as on the close of working hours on 22nd September, 2017 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
 3. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
 - a) The shareholders should log on to the e-voting website: www.evotingindia.com
 - b) Click on Shareholders Tab.
 - c) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login

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

| For Members holding shares in Demat Form | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(In Capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |
| DOB# | Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |

| | |
|------------------------|---|
| Dividend Bank Details# | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field. |
|------------------------|---|

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

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xv) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

General Instructions:

- (1) The voting period begins on Tuesday, 26th September 2017 (9:00 a.m.) and ends on Thursday, 28th September 2017 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (3) The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e. 25th August, 2017 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.svamssoftwareltd.com).
- (4) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 22nd September, 2017 and not casting their vote electronically, may only cast their vote at the 25th Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 22nd September, 2017.
- (5) Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

By the Order of the Board
For SVAM SOFTWARE LIMITED

S/d
HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2016

Pursuant to Listing Agreement, the brief profile of Directors eligible for appointment as follows:

| Name of Director | DIN | Date of Birth | Date of Appointment | Qualification & Experience | No of shares held in company | List of outside directorship held on 31st March, 2017 |
|----------------------|----------|---------------|---------------------|--|------------------------------|---|
| Sudhir Kumar Agarwal | 00024935 | 15/07/1967 | 03/04/2006 | Chartered Accountant have vast knowledge of finance and Management skill | NIL | Directorship: 9 |

By the Order of the Board
For SVAM SOFTWARE LIMITED

HARSHWARDHAN KOSHAL
(Chairman)

Place: New Delhi
Dated: 01/09/2016

SVAM SOFTWARE LIMITED

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

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

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

CIN: L72200DL1992PLC047327

PROXY FORM

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

25th Annual General Meeting on Friday, the 29th September, 2017

Name of the members(s):

Registered address:

E-mail Id:

Folio No/DP ID-Client ID No.:

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

1. Name: e-mail Id:

Address:.....Signature:.....or falling
him/her.....

2. Name: e-mail Id:

Address:.....Signature:.....or falling
him/her.....

3. Name: e-mail Id:

Address:.....Signature:.....or falling
him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, the 29th September, 2017 at 11:00 A.M. at **“Hotel Aura Grand Residency”, 439 Jagriti Enclave, Vikas Marg, Delhi -110092** and at any adjournment thereof in respect of such resolutions as are indicated below:

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

| Resolution Number | Resolution | Against | For |
|--------------------------|--|---------|-----|
| Ordinary Business | | | |
| 1 | To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2017 and the Auditors and Directors Report thereon | | |
| 2 | To appoint a Director in place of Mr. Sudhir Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment | | |
| 3 | To Appoint M/S. MOON AND COMPANY, CHARTERED ACCOUNTANTS as Statutory Auditors of the Company | | |

Signed this day of2017

.....
 Signature of shareholder(s) Signature of Proxy holder(s)

| |
|------------------------------------|
| Affix revenue stamp |
|------------------------------------|

Notes:

1. **This form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **** It is optional to indicate your preference. If you leave the, for/against column blank against any or all resolutions, your proxy will be titled to vote in the manner as he/she may deem appropriate.**
3. **For the resolutions, Explanatory Statement and Notes please refer to the Notice of the 25th Annual General Meeting**

SVAM SOFTWARE LIMITED

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

Tel: 011-43016535 Fax: 011-22482084

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

CIN: L72200DL1992PLC047327

BALLOT FORM

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

| S. No | Resolution Type | Particulars | I/We assent to the Resolution/s | I/We dissent to the Resolution/s |
|-------|---------------------|--|---------------------------------|----------------------------------|
| 1. | Ordinary Resolution | To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2016 and the Auditors and Directors Report thereon. | | |
| 2. | Ordinary Resolution | To appoint a Director in place of Mr. Sudhir Kumar Agarwal, who retires by rotation and being eligible offers himself for re-appointment | | |
| 3. | Ordinary Resolution | To Appoint M/S. MOON AND COMPANY, CHARTERED ACCOUNTANTS as Statutory Auditors of the Company | | |

Place:

Date:

Signature of the Shareholder / Beneficial Owner

SVAM SOFTWARE LIMITED

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Tel: 011-43016535 Fax: 011-22482084

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

CIN: L72200DL1992PLC047327

| |
|--|
| |
|--|

ELECTRONIC VOTING PARTICULARS

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

.....TORE HERE.....

SVAM SOFTWARE LIMITED

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

CIN: L72200DL1992PLC047327

ATTENDANCE SLIP

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

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Friday the 29th Day of September 2017 at **"Hotel Aura Grand Residency", 439 Jagriti Enclave, Vikas Marg, Delhi - 110092** at 11:30 A.M.

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

Name of Proxy (in block letters)

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

| |
|--|
| |
|--|

Member's/Proxy's Signature