

**19<sup>th</sup> Annual Report  
2013-2014**

**SOFCOM SYSTEMS  
LIMITED**

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## **SOFCOM SYSTEMS LIMITED**

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### **BOARD OF DIRECTORS**

#### **Managing Director / Directors**

Mr. Kishore Mehta  
Mr. Arnab Banerjee  
Mr. Nawratan Mall Mehta  
Mrs. Asha Mehta  
Mr. Krishnanand Parmanand Pant  
Mr. Sanjay Kumar Verma

#### **Auditors**

M/S R Mohnot & Co., Chartered Accountants

#### **Company Secretary**

Mr. Gaurav Kaushik

#### **Bankers**

ING Vysya Bank Limited

#### **Registered Office**

Sofcom Systems Limited,  
D-36, Subhash Marg, Sheel Mohar Apartment,  
C-Scheme, Jaipur-302001

#### **Phone:**

0141-2340221/2370947

#### **Registrar and Transfer Agent**

Sharex Dynamic (India) Private Ltd  
Unit No.1, Luthra Ind. Premises, Andheri Kurla  
Road, Safed Pool, Andheri (E)  
Mumbai-400 072

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**NOTICE**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the members of Sofcom Systems Limited will be held as per the schedule below:

Date	:	24 <sup>th</sup> September, 2014
Day	:	Wednesday
Time	:	11.00 A.M.
Place	:	D-36, Subhash Marg, Sheel Mohar Apartment, C - Scheme, Jaipur-302001

To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kishore Mehta who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors M/S R Mohnot & Co., Chartered Accountants,(Firm Registration No. 001654C) as Auditors of the company and to fix their remuneration.

**“RESOLVED THAT** pursuant to Sec. 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/S R Mohnot & Co., Chartered Accountants,(Firm Registration No. 001654C) situated at C-68, Lal Kothi Scheme, Jaipur-302015, Rajasthan be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every Annual General Meeting), to audit the accounts of the Company, including audit of cash flow statements, at such a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS :**

**4. Appointment of Smt Asha Mehta as a non- executive Director of the Company**

To consider and if thought fit, pass with or without modification (s), the following resolution as ordinary resolution:

**“RESOLVED THAT** Smt Asha Mehta, be and is hereby appointed as a non- executive Director of the Company who shall be liable to retirement by rotation.”

**5. Appointment of Mr. Krishnanand Parmanand Pant as an Independent Director**

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

**“ RESOLVED THAT** pursuant to Section 149(10) & 149(13) of the Companies Act, 2013, Mr. Krishnanand Parmanand Pant be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. 19th March, 2014 and shall not be liable to retirement by rotation.”

**6. Appointment of Mr. Sanjay Kumar Verma as an Independent Director**

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

**“ RESOLVED THAT** pursuant to Section 149(10) & 149(13) of the Companies Act, 2013, Mr. Sanjay Kumar Verma be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. 19th March, 2014 and shall not be liable to retirement by rotation.”

**Date: 25.08.2014**

**BY ORDER OF THE BOARD**

**Registered Office**

**D-36,Subhash Marg, Flat No. 802,  
Sheel Mohar Apartment,  
C-Scheme, Jaipur**

**Sd/-  
Gaurav Kaushik  
(COMPANY SECRETARY)**

## **NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not to be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2014 to 23<sup>th</sup> September, 2014 both days inclusive.
3. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant (DP), changes intimated to the DP will then be automatically corrected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents "Sharex Dynamic (India) Private Ltd." to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Sharex Dynamic (India) Private Ltd.
4. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all resolutions set forth in this Notice. The business at the Annual General Meeting shall be transacted through electronic voting system.

### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 12<sup>th</sup> September 2014 (9 a.m.) and ends on 12<sup>th</sup> September 2014 (6 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 (record date) of 22<sup>nd</sup> August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth 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"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Sofcom Systems Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
7. Members are requested to lodge the transfer, transmission of shares at the registered office or to the Registrar & Share Transfer Agent M/s.Sharex Dynamic India (P) Ltd, Unit No.1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai- 400 072 and to inform any change in their address immediately so as to enable the company to do future communications at their correct address.
8. Additional particulars of Directors retiring by rotation and eligible for re-appointment pursuant to Clause 49 of the Listing Agreement are mentioned separately in this Annual Report.
9. Members desiring any information as regards to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.

10. Members desirous of making a nomination in respect of their shareholding, as per Section 72 of the Companies Act, 2013, are requested to write to the Share Transfer Agents of the Company for the prescribed format.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

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

**Item No. 4, 5 and 6**

Smt. Asha Mehta, Sh. krishnanand Parmanand Pant and Sh. Sanjay Kumar Verma were appointed as additional directors of the company under the provisions of Companies Act, 2013 with effect from 19th March, 2014. They hold office as additional directors till the date of this Annual General Meeting.

Smt. Asha Mehta, Sh. krishnanand Parmanand Pant and Sh. Sanjay Kumar Verma are having good experience in the business. In the opinion of the board, their appointment will be in the company's interest and the growth of the company.

**Date: 25.08.2014**

**Registered Office**

**D-36,Subhash Marg, Flat No. 802,  
Sheel Mohar Apartment,  
C-Scheme, Jaipur**

**BY ORDER OF THE BOARD  
For Sofcom Systems Limited**

**Sd\  
Gaurav Kaushik  
(COMPANY SECRETARY)**

## **SOFCOM SYSTEMS LIMITED**

**Regd. Office: D-36,Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme, Jaipur.**

### **DIRECTOR'S REPORT**

To,  
The Members,

Your Directors are delighted in presenting the 19th Annual Report on the business and operations of your Company together with Audited Annual Accounts and Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2014.

#### **1. FINANCIAL RESULTS**

**(Amount in RS.)**

<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Sales and other income	13,84,000	2,74,500
Profit before depreciation	3,84,615	44,991
Depreciation	19,817	6,417
Profit before Taxation	3,64,798	38,574
Provision for Taxation		
Current Tax	31,000	---
Net Profit after tax	3,33,798	38,574
Balance brought forward from last year	(15,40,838)	(15,79,412)
Balance carried to Balance Sheet	(12,07,040)	(15,40,838)

#### **2. OVERVIEW & OPERATIONS**

The company is continuously stressing on development of software products. The commercial operations could not be undertaken on full swing due to more stress on software product and market development.

#### **3. FUTURE PROSPECTS & PLANS**

The Directors are hopeful that performance of the Company would be satisfactory in the current year due to proposed range of services and product developments, which the company proposes to take up.

#### **4. FINANCE**

The allotment money for the public issue could not be realized this year too.

#### **5. DIVIDEND**

In view of working capital requirement, no dividend is declared.

#### **6. AUDITORS**

M/s. R Mohnot & Co., Chartered Accountants, Auditors of the Company retires and being eligible offer themselves for re-appointment. Necessary certificate under section 141 of The Companies

Act, 2013 read with Companies' (Audit & Auditors) Rules 2014 has been received from the retiring confirming their eligibility.

Auditor's Observations are self-explanatory read with notes on accounts and need no further explanation.

## **7. Company Secretary**

As required under the provisions of the companies Act, 2013, The Company has appointed Sh.Gaurav Kaushik , an associate member of the Institute of Company Secretaries of India as the company Secretary w.e.f 1st day of March 2014.

## **8. COMPLIANCE CERTIFICATE:**

In Accordance with the provisions of Section 383A of the Companies Act, 1956 and Companies (Compliance) Rules, 2001 the company has obtained a Compliance certificate from Practicing Company Secretary and a copy of the same is annexed which forms part of his report.

## **9. DIRECTORS:**

Shri Kishore Mehta retires by rotation and is eligible for reappointment.

Smt. Asha Mehta, Sh. krishnanand Parmanand Pant and Sh. Sanjay Kumar Verma were appointed as additional directors of the company w.e.f. 19.03.2014 to hold office till conclusion of this annual general meeting.

Now it is proposed to appoint them as regular directors of the company.

At present the Board of Directors of the company comprises of Sh. Kishore Metha, Sh. Nawratan Mall Mehta, Sh. Arnab Banerjee , Smt. Asha Mehta, Sh. krishnanand Parmanand Pant and Sh. Sanjay Kumar Verma

## **10. COMMENTS ON RESERVATIONS, QUALIFICATIONS OR ADVERSE REMARKS GIVEN IN THE AUDITORS REPORT:**

During the year under review, there was no audit qualification made by the Auditor in their Report on the Company's financial statements. The Company continues to adopt best accounting practices to ensure a regime of un-qualified financial statements.

## **11. CORPORATE GOVERNANCE:**

The Company has implemented the Corporate Governance requirements and a report on compliance of Corporate Governance is enclosed as Annexure to the Director's Report.

## **12. DIRECTOR'S RESPONSIBILITY STATEMENT U/S 217(2AA):**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors based on the representation received from operating management, confirm that:

(i) In the Preparation of Annual Accounts, the applicable accounting standards had been followed along with proper explanation to the material departures.

(ii) Directors had in selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period.

(iii) Directors had taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) Directors had prepared the Annual Accounts on a going concern basis.

### **13. CONSERVATION OF ENERGY, TECHNOLOGY, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The company was not engaged in any activities hence no information on conservation of energy and technology absorption is given. There were no foreign exchange earnings and outgoing during the year.

### **14. PARTICULARS OF EMPLOYEES :**

The Company has not paid any remuneration attracting the provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217 (2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

### **15. ACKNOWLEDGEMENT**

Your Directors wish to convey their gratitude and appreciation to all employees of the Company for their valuable contribution during the year. They also wish to place on record their appreciation to the Company's Customers, Investors, Shareholders, Bankers, Suppliers, Distributors and other business associates for their cooperation and support.

**PLACE: JAIPUR**  
**DATE: 25.08.2014**

**BY THE ORDER OF THE BOARD**

**Sd/-**  
**MR. KISHORE MEHTA**  
**(DIRECTOR)**  
**DIN: 00043865**

**Sd/-**  
**MR. NAWRATAN MALL MEHTA**  
**(DIRECTOR)**  
**DIN: 00858126**

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-2014**

Your company has been practicing the principles of good Corporate Governance, which comprise all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all interactions with its stakeholders including shareholders, employees, Government, lenders and the society. The Company believes that all its operations and actions must serve the underlying goal of enhancing long-term shareholder value. In our commitment to practice sound governance principles, we are guided by the following core principles:

### **1. Transparency**

To maintain the highest standard of transparency in all aspects of our interactions and dealing.

### **2. Disclosures**

To ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.

### **3. Empowerment and Accountability**

To demonstrate the highest levels of personal accountability and to ensure that employees consistently pursue excellence in everything they do.

### **4. Compliances**

To comply with all laws, rules and regulations applicable to the Company.

### **5. Ethical conduct**

To conduct the affairs of the Company in an ethical manner.

### **6. Stakeholder's interest**

To promote the interests of all stakeholders including customers, shareholders, employees, lenders, vendors and the community.

The Report on corporate Governance is pursuant to clause 49 of the listing agreement entered into with the Bombay Stock Exchanges and forms a part of the Report of the Board of Directors. The company has complied with the applicable requirements of the Clause 49 of the Listing Agreement.

## **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedicate itself to increase long-term Shareholder's value, keeping in view the needs and interests of all its Stakeholders. The Company is committed to transparency in all its dealing and places emphasis on business ethics.

The Company has always looked at good Corporate Governance as a way of life, observing the highest level of ethics in all its dealings. The company attaches equal importance to both the ends- the result sought to be secured and methods used to achieve them. The company has always maintained its financial principles of Corporate Governance which are, integrity, transparency and fairness.

The company believes in effective policy of Corporate Governance which provides appropriate empowerment to the executive management. It creates a mechanism of internal controls to ensure that the powers vested in the executive management are properly used with appropriate consideration and responsibility to fulfill the objectives of the company. The Board fully support and endorse corporate governance practices as per the provisions of the listing agreement as applicable from time to time.

The Corporate Governance structure in the company is based on an effective supervisory role of Board and the constitution of committees, comprising of Independent Directors and chaired mostly by an Independent Director to overcome critical areas. The company is aiming at efficient conduct of the business in meeting its obligation to the shareholders.

## **BOARD OF DIRECTORS**

### **(a) Composition of the Board of Directors**

The composition of Board is in accordance with the requirements set forth by clause 49 in this regard. The Directors possess experience in various fields that encompass Engineering, Computer Science, Banking, Accounting and Finance. The composition of Board of Directors consists of 6 Directors which is a perfect combination of Executive and Non Executive directors. The Chairman is Non Executive Director and the Managing Director is Executive Director and the Board consists of 3 Independent Directors.

<b>Category</b>	<b>Name of Director</b>	<b>No. of Directors</b>
Non-Executive	Mr. Nawratan Mal Mehta and Mrs Asha Mehta	2
Non-Executive Independent	Mr. Arnab Banerjee Mr. Krishnanand Parmanand Pant Mr. Sanjay Kumar Verma	3
Managing Director - Executive	Mr. Kishore Mehta	1
<b>Total</b>		<b>6</b>

Independent Directors as defined in Clause 49 of the Listing Agreement is one, who apart from receiving remuneration does not have any other material pecuniary relationship or transaction with the company, its promoters, management or its subsidiaries which in judgment of the Board may affect independence of the judgment of the directors and has not been an executive of the Company in the immediately preceding three financial years. The company has not any pecuniary relationship or transaction with any of the Non-Executive Directors during the year under review.

### **(b) Board Meeting**

The board met four times during the financial year 2013-14. The interval between any two successive meetings did not exceed four months.

The information as required under Annexure 1A to clause 49 of the Listing Agreement is being regularly placed before the Board. The Board also reviews the declaration made by the Managing Director and Executives of the Company regarding compliance with all laws applicable to the Company on a quarterly basis.

### **(c) Information supplied to the Board among others**

The Board has complete access to all information with the company, inter alia, the following information provided to the Board as a part of the agenda papers well in advance of Board Meeting and are tabled in the course of the Board Meeting:

1. Review of annual operating plans of business, capital budget, updates.
2. Quarterly results of the Company.
3. Any issue which involves possible public liability claims of a substantial nature.
4. Significant development in the human resource and industrial relation fronts.
5. Sale of material nature of investments and assets which is not in the normal course of the business.
6. Non-compliance of any such regulatory or statutory provision or listing requirements as well as shareholders services, such as delay in share transfer and other grievances.

The Board has established procedures to enable the Board to periodically review compliances reports of all laws applicable to the company prepared by the company as well as steps taken by the company to rectify instances of non-compliances

### **AUDIT COMMITTEE-**

The constitution of audit committee is in confirmation with the requirements of the relevant provisions of the Companies Act, 2013 and also as per the requirements of Clause 49(II) (A) of the listing agreement. . Now the Audit Committee of the Company consists of 3 Directors: Mr. Krishnanand Parmanand Pant, Mr. Sanjay Kumar Verma, Mr. Arnab Banerjee. The Committee is chaired by Mr. Krishnanand Parmanand Pant an Independent Director. All the members of the audit committee are financially literate and majority of them are having accounting or related financial management expertise.

The Audit Committee functions with following objectives:

1. To provide directors and oversee comprehensively the operation of internal and external audit functions and provides financial reporting.
2. To review the internal control systems with special emphasis on the accounting system, its quality and its effectiveness in the terms of follow up.
3. To recommend appointment, removal and remuneration of Statutory Auditors.
4. To discuss with the Statutory Auditors, Internal Auditor and finalization of Annual Accounts.
5. To review the Company's quarterly working results, annual working results, other financial and risk management policies.

Terms of reference and powers of committee include the areas/powers prescribed by clause 49 of the listing agreement of the Stock Exchange. The Company Secretary acts as the Secretary of the Audit Committee.

## **SHAREHOLDER/ INVESTORS GRIEVANCE COMMITTEE-**

At present the committee consists of Mr. Krishnanand Parmanand Pant, Mr. Sanjay Kumar Verma and Mr. Arnab Banerjee. The Committee is chaired by . Krishnanand Parmanand Pant an Independent and Non-Executive Director. The committee looks into redressing of shareholders' and investors grievances like non transfer of shares, non-receipt of Balance Sheet, etc.

No complaint/query was received during the period under review and no complaints/ queries were pending as on 31st March, 2014. No request for transfer was pending for more than 30 days as on 31st March, 2014.

## **REMUNERATION COMMITTEE**

The remuneration committee has been constituted to recommend/review the remuneration package of the Managing Director and Directors based on industry benchmarks, the company's performance and responsibility shouldered, performance track record of the Managing/Executive Directors, macroeconomic review on remuneration.

Now the Composition of the Remuneration Committee is as follows:

1. Mr. Krishnanand Parmanand Pant
2. Mr. Sanjay Kumar Verma
3. Mr. Arnab Banerjee

## **GENERAL BODY MEETINGS**

i) Details of location of last three Annual General Meetings of the Company are given below:

Nature of Meeting	Date	Venue	If Special Resolution Passed
Annual General Meeting	20.09.2011	Registered Office	No
Annual General Meeting	11.09.2012	Registered Office	No
Annual General Meeting	09.08.2013	Registered Office	No

ii) No resolution through postal ballots was put through during last three years and as of now there is no proposal pending for passing any resolution through Postal Ballot at the ensuing Annual General Meeting.

iii) One extra ordinary general meeting was held on 14.03.2014 during the financial year after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

## **DISCLOSURES:**

### **(a) Related Party Transaction :**

During the year under review, besides the transaction reported as specified in Accounting Standard-18 issued by the Institute of Chartered Accountants of India in the Notes to the Accounts, there are no other material related party transaction of the Company with its Promoters, Directors or the management and their relatives. These transactions do not have any potential conflict with the interest of the Company at large. The material related party transactions are placed before the audit committee and Board of Directors periodically. Further there are no material individual transactions that are not in normal course of business or not on an arm's length business.

**(b) Disclosure of Accounting Treatment:**

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any accounting standard.

**(c) Risk Management :**

The Risk Management of the Company is overseen by the Senior Management and the Directors at various levels :

Business Risk: The Board oversees the Risks which are inherent in the business pursued by the Company. The intervention is through business plans and projects and policies.

Operational Risk: These are being mitigated by internal policies and procedures

Financial Risk: These risks are addressed on an ongoing basis by internal control systems and Accounts department. The ERP implementation has helped in automation of controls and exceptional reporting. Internal Controls are being continuously reviewed for effectiveness by internal and statutory auditors.

**(d) Disclosure by Senior Management:**

Senior Management has made disclosure to the Board relating to all material financial and commercial transaction stating that they did not have personal interest, that could result in a conflict with the interest of the Company at large.

**(e) CEO/CFO Certification:**

The Managing Director has certified to the Board in accordance with the Clause 49(V) of the Listing Agreement pertaining to CEO/CFO certification for the Financial Year ended March 31<sup>st</sup>, 2014 which is annexed hereto.

**(f) Details of Non-Compliance:**

There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other Statutory Authority.

**DISTRIBUTION OF SHARES ACCORDING TO SIZE, CLASS AND CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2014.**

No. of Equity Shares held	No. of Shareholders	As a % of Total Shareholders	Total Holdings in Rs.	Percentage
1-5000	510	98.46%	1,34,550.00	0.32%
5001-10000				
10001-50000				
50001-100000				
Above 100000	8	1.54%	4,14,15,450.00	99.68%
Grand Total	518	100	4,15,50,000.00	100

**SHAREHOLDING PATTERN AS ON MARCH 31, 2014**

Category	No. of Shares	Percentage of Holding
1) Promoters Holding		
- Indian Promoters	3016600	72.60

-Foreign Promoters	-	-
-Person Acting in Concert	-	-
<b>Sub Total (1)</b>	<b>3016600</b>	<b>72.60</b>
<b>2) Non Promoters Holding</b>		
- Institutional Investor		
a. Mutual Funds & UTI	-	-
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt./Non Govt.Institutions)	-	-
c. Flls	-	-
<b>Sub Total (2)</b>	<b>-</b>	<b>-</b>
<b>3. Others</b>		
- Private Corporate Bodies		
- Indian Public	751000	18.07
- NRIs/OCBs	387400	9.32
- Any other Clearing Member		
<b>Sub Total (3)</b>	<b>1138400</b>	<b>27.40</b>
<b>GRAND TOTAL</b>	<b>4155000</b>	<b>100.00</b>

Note: No of shares pledged – Nil

#### TEN SHAREHOLDERS OF THE COMPANY

S.No	Name of the Shareholders	Total No.of Shares	Percentage of Shareholding
1	KISHORE MEHTA	2758000	66.38
2	ASHA MEHTA	258600	6.22
3	SAMKIT JAIN	198275	4.77
4	PRIME MINE O JEWELS (P) LTD	196000	4.72
5	CRYSTAL MINE O GEMS (P) LTD	195000	4.69
6	SETHIA GEMS (P) LTD	185000	4.45
7	JALAK JAIN	175670	4.23
8	MANMOHAN JEWELS PVT. LTD	175000	4.21
9	SUDHIR GOYAL	200	.01
10	VIKRAM GOLECHA	200	.01

**PLACE : JAIPUR**  
**DATE: 25.08.2014**

**BY THE ORDER OF THE BOARD**

**Sd/-MR. KISHORE MEHTA**  
**(DIRECTOR)**  
**DIN: 00043865**

**Sd/- MR. NAWRATAN MALL MEHTA**  
**(DIRECTOR)**  
**DIN: 00858126**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report have been prepared in compliance with the requirements of Listing Agreements and contain expectations and projections about the strategy for growth. Certain statements in the Management Discussion and Analysis Report are forward looking statements which involve a number of risks and uncertainties that could differ from actual results performance or achievements which such forward looking statements on the basis of any subsequent developments, information or events for which the Company do not bear any responsibility.

### **BUSINESS OVERVIEW**

Sofcom systems Limited was established to provide consultancy for software development in the form of services, turnkey projects and the products for domestic and export market. The software development is targeted towards the distribution, banking, telecommunication, and manufacturing sectors worldwide. The company is also providing software maintenance, re-engineering and downsizing of software application in these market segments.

Sofcom systems Limited is providing information technology solutions to both commercial and government clients, The Company is focusing on development o high performance products to meet the diverse needs of growth enterprise.

### **FUTURE BUSINESS PROSPECTS**

In the last few years the domestic computer market has witnessed rapid growth. Software developers are looking to India as development and production base for their products and a number of software packages developed in this country has gained instant recognition overseas.

Over the years the growth drivers for this sector have been the verticals of manufacturing, telecommunications, insurance, banking, finance and of late the fledging retail revolution. As the new scenario unfolds it is getting clear that the future growth of IT and ITeS will be fuelled by the verticals of climate change, mobile applications, healthcare, energy efficiency and sustainable energy. Traditional business strongholds would make way for new geographies, there would be new customers and more and more of SMEs will go for IT application and services.

### **OPPORTUNITIES AND THREATS**

With the introduction of the concept of e-governance, both the Central and State Government are keen on implementing different projects to keep the activities of the governments transparent, timely and cost effective. There is an absolute increase in the fund allotment by the Governments for implementing the projects. This creates an opportunity for the experienced and expert organizations to broaden their horizon and support the Government in faster implementation of the projects.

The increased volume of business attracts more number of players in the field and the competition becomes severe. Only the effective and efficient organizations could stand a compet-

itive situation. The management is confident that with its exposure and experience in this field of e-governance, it stands a better chance than others.

## **OUTLOOK**

The outlook of the Company remains positive. Sofcom Systems Limited is cautiously optimistic about its prospects in the coming years. The Company aims at providing high quality products and services to the customers and to provide them with greater satisfaction. For last couple of years the company has taken a number of initiatives to re-structure and re-engineer the operation to enable the company to compete better in this profound competitive regime.

There are no major risks and concerns except the technology up gradation and increasing power tariff and growing competition. The company is guarding itself against these risks by laying down appropriate strategy which is to be supplemented by business plans and review mechanisms.

## **RISKS AND CONCERNS**

- Inherent risk to accommodate technological changes due to involvement in IT industry.
- Unable to expand successfully beyond India.
- No clear product vision beyond current offering.
- Little brand recognition.
- Increased competition from local and big players.
- New technology changes.
- Changes in government policies and other regulations.

## **CEO/CFO Certification**

To

The Board of Directors  
Sofcom Systems Limited

I, Mr. Kishore Mehta, Managing Director & CEO certify that:

(A) I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2014 and that to the best of my knowledge and belief

(I) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;

(II) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(B) There are, to the best of my knowledge and "belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.

(C) I accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

(D) I have indicated to the Auditors and the Audit Committee that:

(I) There has not been any significant change in internal control over financial reporting during the year under reference;

(II) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

(III) There has not been any instance during the year of significant fraud of which I had 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 over financial reporting.

**DATE: 25.08.2014**

**PLACE: JAIPUR**

**Sd/-  
MR. KISHORE MEHTA  
(MANAGING DIRECTOR & CEO)**

## **Auditor's Certificate on Corporate Governance**

**To,  
The Members of Sofcom Systems Limited**

We have examined the compliance of conditions of Corporate Governance by **Sofcom Systems Limited**, for the year ended on 31<sup>st</sup> March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

The compliances of the conditions of Corporate Governance are the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certificate of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We stated that no investor grievance is pending for a period exceeding one month against the Company as at March 31, 2014 as per the records maintained by the Shareholders/Investors Grievance Committee.

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

**PLACE : JAIPUR  
DATE : 25.08.2014**

**For R.MOHNOT & CO.,  
Chartered Accountant  
Firm's Registration No. 001654C**

**(NARENDER MITTAL)  
PARTNER**

## COMPLIANCE CERTIFICATE

ANITA BATARKA  
Practicing Company Secretary

C-68, LalKothi Scheme, Jaipur-302 015 (Raj.) Prac-

CIN (Corporate Identification No.) : L72200RJ1995PLC010192

Authorised Capital : Rs. 6,50,00,000/-

To,  
The Members  
Sofcom Systems Limited.  
Jaipur

I have examined the registers, records, books and papers of Sofcom Systems Limited. (The Company) as required to be maintained under the Companies Act, 1956 (the Act) and rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended 31st March, 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year :-

1. The Company has kept registers as stated in Annexure 'A' to this certificate.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies under the Act and the rules made there under. However no forms and returns were filed with the Regional Director Central Government, Company Law Board or any other authorities.
3. The Company being a public limited company, comments relevant to this clause not required.
4. Company complied with the provisions of Section 285 of the Companies Act, 1956. In respect of which meetings, the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members during the financial year.
6. The annual general meeting for the financial year ended on 31.03.2013 was held on 09.08.2013, in respect of which meeting, the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.
7. One extra ordinary general meeting was held on 14.03.2014 during the financial year after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
8. The Company had not advanced loan to parties covered under Section 295 of the Act during the financial year. Further 98 sections including section 185 corresponding to section 295 of Companies Act, 1956 came into force w.e.f 12.09.2013 of the Companies Act, 2013 and the

Company has not contravened the provisions of section 185 of Companies Act, 2013.

9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. During the year there were no instances falling within the purview of Section 314 of the Act, which require any approvals from the Board of Directors, Members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company has :-
  - (i) made transfers of securities during the financial year. However there was no /allotments/ transmission made during the financial year.
  - (ii) Not declared any dividend/interim dividend during the financial year under review.
  - (iii) No amount in unpaid dividend account, application money due for refund, matured deposits, debentures and the interest accrued.
  - (iv) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. The appointment of Additional Directors were duly made, however, there was no appointment of alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has appointed Mr. Kishore Mehta as Managing Director, however, no Whole Time Director/Manager was appointed during the year.
16. The Company has not appointed any sole selling agent during the financial year.
17. The Company was not required to obtain approval from the Company Law Board, Regional Director, Registrar or such other authorities prescribed under the various provisions of the act and rules made there under during the financial year.
18. The Directors have disclosed their interest in other firms /companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares ,debentures, or other securities during the financial year.
20. The Company has not bought back shares during the financial year under scrutiny. But 18,97,000 partly paid up Equity shares were forfeited during financial year.
21. There was no redemption of preference shares or debentures during the financial year under review.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.

23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The company has not made any borrowings during the financial year ended 31.03.2014. Due to enforcement of 98 sections of Companies Act, 2013 Section 180 of Companies Act, 2013 corresponding to section 293 of Companies Act, 1956 came into force w.e.f 12.09.2013 and the Company has not contravened the provisions of this section during the said financial year.
25. The company has made investments other bodies corporate however the company has not given guarantees or provided securities to other bodies corporate.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of Registered office of the Company from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of Memorandum of Association with respect to the name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to the share capital of the Company during the year under scrutiny.
30. The Company has not altered the Articles of Association during the financial year under scrutiny.
31. There was no prosecution initiated against or showcause notices received by the Company and no fines and penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards Provident Fund during the financial year.

## Annexure 'A'

### Registers as maintained by the Company

1. Registers of Members u/s 150.
2. Registers of Transfers
3. Registers of Directors , Managing Director, Manager and Secretary under Section 303.
4. Registers of Director's shareholding under Section 307.

## Annexure 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, during the period ending 31st March 2014.

S NO.	Form No./Return	Files under Section/Rule	Purpose	Date of Filing	Whether filled within prescribed time
1.	Form 20 B	159	Annual Return for AGM held on 9-Aug-2013	07-Sep-13	Yes
2.	Form 23AC & ACA	220	Balance Sheet, Profit & Loss Account as on 31-March-13	05-Sep-13	Yes
3.	Form 66	383A	Compliance Certificate for the year ended 31-March-13	21-Aug-13	Yes
4.	Form 23	192	Registration of Special Resolution	24-Mar-14	yes
5.	Two Form 32(s)	303(2), 264(2), 266(1)(a)	For appointment of CS and Directors	10-03-2014 & 21-Mar-2014	yes
6.	Form 25C	269(2)	Return of Appointment of Managing Director / Whole Time Director	24-Mar-14	yes
7.	Form 66 (Revised)	383A	Compliance Certificate for the year ended 31-March-10	27-Mar-14	No
8.	Form 20 B(Revised)	159	Annual Return for AGM held on 8-Sep-09	07-Mar-14	No
9.	Form 20	159	Annual Return for	07-Mar-14	No

	B(Revised)		AGM held on 28-Sep-10		
10.	Form 20 B(Revised)	159	Annual Return for AGM held on 20-Sep-11	07-Mar-14	No
11.	Form 20 B(Revised)	159	Annual Return for AGM held on 11-Sep-12	07-Mar-14	No
12.	Form 20 B(Revised)	159	Annual Return for AGM held on 09-Aug-13	07-Mar-14	No

**PLACE: Jaipur**  
**DATE: May 28 2014**

**Sd /-**  
**(Anita Batarka)**  
**Practicing Company Secretary**  
**C.P. No. : 7732**

# AUDITORS' REPORT

**To the Members of  
SOFCOM SYSTEMS LIMITED  
JAIPUR**

## **Report to the financial statements**

We have audited the accompanying financial statements of SOFCOM SYSTEMS LIMITED which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss for the year and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for Financial Statements**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

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

- (i) in the case of balance sheet, of the state of affairs of the company as at 31st March, 2014, and
- (ii) in the case of statement of profit and loss, of the Profit for the year ended 31st March, 2014.

(iii) In the case of Cash Flow Statement of the cash flows for the year ended on 31st March, 2014.

**REPORT ON OTHER LEGAL & REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we enclose in the Annexure A statement on the matters specified in paragraphs 4 and 5 of the said order.

2. As required by section 227(3) of the Act, we report that:

(a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit ;

(b) in our opinion, proper books of account as required by law have been maintained by the company, so far as appears from our examination of those books ;

(c) the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account ;

(d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs).

(e) on the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**Place :Jaipur**

**Date : May 28, 2014**

**For R.MOHNOT & CO.  
Chartered Accountant  
FRN No. 001654C**

**(NARENDER MITTAL)  
PARTNER  
M.No. 072715**

## **ANNEXURE TO THE AUDITOR'S REPORT**

**(Referred to in Paragraph 1 of our report of even date)**

**To The Members of  
Sofcom Systems Limited  
Jaipur**

- i. a) As informed by the management, the company has maintained proper records of fixed assets showing full particulars including quantitative details and location of fixed assets.
- ii. a) As explained to us, the fixed assets have been physically verified by the management during the year at regular intervals, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.  
b) The company has not disposed of any fixed assets during the year. Accordingly, the going concern status of the company, on account of disposal of fixed assets, is not affected.
- iii. The company does not have any inventories.
- iv. According to the information and explanation given to us, the Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956 during the year.
- iv. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal controls.
- v. a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rupees Five lac in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit in contravention of section 58A and 58AA and any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

- vii. In view of no major business activity, no internal audit was done during the year.
- viii. The Central Government has not prescribed maintenance of cost records u/s. 209(1)(d) of the Companies Act, 1956 for the product of the company.
- ix. a. The company is regular in depositing undisputed statutory dues including provident fund, Investor education and Protection Fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty cess and other statutory dues with appropriate authorities, wherever applicable to it.
  - b. According to the information and explanations given to us, as at 31st March, 2014, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess were in arrears for a period exceeding six months from the date they became payable.
  - c. As per records of the company and in accordance with the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- x. The accumulated losses of the company are not more than 50% of the Net Worth of the company at the end of this financial year. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the company has not taken any loan from the Banks, Financial Institutions and Debenture Holders.
- xii. The company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv. In our opinion and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts on respect of investments made by it and timely entries have been made therein. The investments are held by the company in its own name.
- xv. According to the information and explanation given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- xvi. In our opinion, the company has not taken any term loan during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investments.
- xviii. During the year, the company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.

- xix. During the year, the company has not issued any debentures.
- xx. During the year, the company has not raised any money by way of public issue.
- xxi. In our opinion, on the basis of audit conducted by us and in accordance with the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**Place: Jaipur**  
**Date: May 28, 2014**

**For R.MOHNOT & CO.**  
**FIRM REGISTRATION NO.: 001654C**  
**CHARTERED ACCOUNTANTS**

**( NARENDER MITTAL )**  
**PARTNER**  
**M. No : 72715**

# SOFCOM SYSTEMS LIMITED

## BALANCE SHEET AS ON 31ST MARCH, 2014

	Notes	31.03.2014 Rs.	31.03.2013 Rs.
<b>I. <u>EQUITY AND LIABILITIES:</u></b>			
<b>1 <u>Shareholders' Funds:</u></b>			
a	Share Capital	<b>1</b> 46315500	37835500
b	Reserves & Surplus	<b>2</b> (1207040)	(1540838)
c.	Amount received against share war- rants	-	-
		<b>45108460</b>	<b>36294662</b>
Share Application Money Pending Al- lotment			
<b>2</b>		-	-
<b>3 <u>Non-current liabilities:</u></b>			
a	Long-Term Borrowings	-	-
B	Deferred Tax Liabilities(net)	-	-
c.	Other Long -Term Liabilities	-	-
D	Long - Term Provisions	-	-
<b>4 <u>Current liabilities:</u></b>			
A	Short -Term Borrowings	-	-
B	Trade Payables	-	-
c.	Other Current Liabilities	<b>3</b> 235690	795788
D	Short -Term Provisions	<b>4</b> 31000	-
		<b>266690</b>	<b>795788</b>
<b>TOTAL</b>		<b>45375150</b>	<b>37090450</b>
<b>II. <u>ASSETS:</u></b>			
<b>1 <u>Non-Current Assets:</u></b>			
A Fixed Assets:			
	Tangible Assets	<b>5</b> 207538	124035
	Intangible Assets	-	-
	Capital Work-in-Progress	-	-
	Intangible assets under develop- ment	-	-
B	Non-Current Investments	<b>6</b> 43243375	34972750
c.	Deferred tax assets (net)	-	-
d	Long Term Loans and Advances	<b>7</b> 1003254	1003254
		<b>44454167</b>	<b>36100039</b>

2. **Current assets:**

A	Current Investments			
B	Inventories			
c.	Trade Receivables	8	406680	-
d	Cash and cash equivalents	9	507561	990411
	Short Term loans and ad-			
E.	vances	10	6742	-
			<u>920983</u>	<u>990411</u>
	<b>TOTAL</b>		<u><b>45375150</b></u>	<u><b>37090450</b></u>

**Significant accounting policies and notes on ac-**  
**counts**

13

-

-

**In terms of our report of even date attached**

**For & On behalf of the Board of Directors**

**For R.MOHNOT & CO.**

**Chartered Accountant**  
**Firm's Registration No. 001654C**

**Narender Mittal**  
**Partner**  
**M.No. 072715**

**KISHORE MEHTA**  
**(DIRECTOR)**  
**DIN :00043865**

**NAWRATAN MALLMEHTA**  
**(DIRECTOR)**  
**DIN :00858126**

**Jaipur**  
**May 28, 2014**

**SOFCOM SYSTEMS LIMITED****STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

	Notes	For the Year ended 31.03.2014 Rs.	For the Year ended 31.03.2013 Rs.
<b>I. INCOME</b>			
Revenue from operations	11	1384000	274500
<b>Total Revenue</b>		<b>1384000</b>	<b>274500</b>
<b>II. EXPENSES</b>			
Material Consumed		-	-
Purchase of Stock-In-Trade		-	-
Changes in inventories of Finished Goods & Stock-In-Trade		-	-
Employee Benefits Expenses		192000	-
Finance Cost		-	-
Other Expenses	12	807385	229509
Depreciation and Amortization expenses	5	19817	6417
<b>Total Expenses</b>		<b>1019202</b>	<b>235926</b>
<b>Profit / (Loss) Before Extraordinary and Exceptional Items and Tax</b>		364798	38574
Extraordinary/ Exceptional Items		-	-
<b>Profit / (Loss) Before Tax</b>		<b>364798</b>	<b>38574</b>
<u>Less : Provision for Taxation</u>			
Current tax		31,000	-
<b>Profit / (Loss) After Tax</b>		<b>333798</b>	<b>38574</b>
<b>Balance Carried to Balance Sheet</b>		<b>333798</b>	<b>38574</b>
Basic & Diluted Earning per share		0.08	0.01
<b>Significant accounting policies and notes on accounts</b>	13		

**In terms of our report of even date attached**

**For & On behalf of the Board  
of Directors**

**For R.MOHNOT & CO.,  
Chartered Accountant  
Firm's Registration No. 001654C**

**KISHORE MEHTA  
(DIRECTOR)  
DIN :00043865**

**(Narender Mittal)  
Partner  
M.No. 072715**

**NAWRATAN MALL MEHTA  
(DIRECTOR)  
DIN :00858126**

**Jaipur  
May 28, 2014**

## **SOFCOM SYSTEMS LIMITED**

### Notes on accounts forming part of the Financial statements :

	<b>31.03.2014</b>	<b>31.03.2013</b>
	<b>(Rs.)</b>	<b>(Rs.)</b>
<b><u>NOTE '1' : SHARE CAPITAL:</u></b>		
<b><u>Authorised Capital</u></b>		
65,00,000 (Previous year : 65,00,000) Equity Shares of Rs.10/- each	<b>65000000</b>	<b>65000000</b>
	<b>65000000</b>	<b>65000000</b>
<b><u>Issued, Subscribed And Fully Paid-Up Capital</u></b>		
41,55,000 Equity Shares of Rs. 10/- each fully paid up ( Previous year : 30,17,000 Equity Shares each fully paid up)	41550000	30170000
NIL Equity Shares of Rs. 10/- each fully called up (Previous year 30,35,000 Equity Shares of Rs.10/- each)	-	30350000
<u>Less</u> : Allotment Money due	-	(22684500)
<b>TOTAL</b>	<b>41550000</b>	<b>37835500</b>
<b><u>Forfeited Shares</u></b>		
18,97,000 (Previous year : NIL) Eq- uity Shares @ Rs. 2.50/-	4765500	-
<b>TOTAL</b>	<b>46315500</b>	<b>37835500</b>

### Details of shareholders holding more than 5% shares in the company

1.

Name of Shareholder	As at 31.03.2014		As at 31.03.2013	
	%	No. of Shares	%	No. of Shares
Shri Kishore Mehta	66.38	2758000	30.70	1857900
Smt Asha mehta	6.22	258,600	-	-
<b>Total</b>	<b>72.60</b>	<b>3016600</b>	<b>30.70</b>	<b>1857900</b>

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. Reconciliation of opening and closing number of Equity Shares

Particulars	As at 31.03.2014	As at 31.03.2013
Equity shares outstanding at the beginning of the year	6052000	6052000
<b>Add:</b> Equity shares issued during the year	-	-
<b>Less:</b> Equity shares Forfeited during the year	1897000	-
Equity shares outstanding at the end of the year	4155000	6052000

### Terms /rights attached to shares issued

#### 3. subscribed & paid-up

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 has not declared any dividend.

For the period of last five years from this Balance Sheet date the company has not allotted

4. any bonus shares, or issued any shares for consideration other than cash or has bought back any shares.

### **NOTE '2' : RESERVES & SURPLUS:**

#### **Surplus: Profit / (Loss)**

Opening Balance	(1540838)	(1579412)
<b>Add:</b> Net Profit/(loss) for the current period	333798	38574
<b>Amount Available for Appropriation</b>	(1207040)	(1540838)
<b><u>Less: Appropriations</u></b>		
Closing Balance	<b><u>(1207040)</u></b>	<b><u>(1540838)</u></b>

### **NOTE '3' : OTHER CURRENT LIABILITIES:**

Outstanding Expenses	19663	644150
Statutory Liabilities	40352	-
Others Liabilities Payable	175675	151638
	<b><u>235690</u></b>	<b><u>795788</u></b>

### **NOTE '4' : SHORT -TERM PROVISIONS**

Provision for Income Tax (net of advance tax)	31000	-
<b>TOTAL</b>	<b><u>31000</u></b>	<b><u>-</u></b>

**SOFCOM SYSTEMS LIMITED**

**FOR THE YEAR ENDED 31ST MARCH, 2014**

**Notes on accounts forming part of the financial statements**

**NOTE '5' : FIXED ASSETS**

S No.	Particulars	Gross Block	Depreciation	Net Carrying Value							
					Balance-31.03.14	As at 31.03.14	As at 01.4.13	sale	For the year	As at 31.03.14	
		<b>Balance 01.04.13</b>	<b>Addition</b>	<b>Disposals</b>	<b>As at 31.03.14</b>	<b>As at 01.4.13</b>	<b>sale</b>	<b>For the year</b>	<b>As at 31.03.14</b>		
<b>A</b>	<b><u>Tangible Assets</u></b>										
1.	Computer equipment	1424992	103320	-	1528312	1353742	-	16748	1370490	157822	71251
2.	Furniture & Fixtures	83872	-	-	83872	79679	-	-	79679	4193	4193
3.	Office Equipments	64614	-	-	64614	46963	-	3069	50032	14582	17651
4	Motor Car	618804	-	-	618804	587864	-	-	587864	30940	30940
<b>B.</b>	<b><u>Intangible Assets</u></b>	-	-	-	-	-	-	-	-		
	<b>Total</b>	<b>2192282</b>	<b>103320</b>	-	<b>2295602</b>	<b>2068248</b>	-	<b>19817</b>	<b>2088065</b>	<b>207537</b>	<b>124035</b>
	<b>Previous Year</b>	<b>2192282</b>	-	-	<b>2192282</b>	<b>2061831</b>	-	<b>6417</b>	<b>2068248</b>	<b>124034</b>	<b>130452</b>

<b>NOTE '6' : NON CURRENT INVESTMENT:</b>				
	Other Investments ( Unquoted)- Non Trade ( At Cost)			
	Investment in equity instruments ( Fully Paid Up)			
	10000 ( March 31, 2013: 10000) equity shares of Rs.10/- each	10000	10000	
	Vaishali Urban Co-operative Bank Limited			
	200000 ( March 31, 2013: NIL) equity shares of Rs.10/- each			
	Quantaplast Polymer Pvt Ltd.	8270625	-	
	106686 ( March 31, 2013: 106686 ) equity shares of Rs.100/- each	34959750	34959750	
	Abok Spring Pvt Ltd , Associate Concern			
	National Saving Certificate(Pledged with Sales Tax)	3000	3000	
		<b>43243375</b>	<b>34972750</b>	

<b>NOTE '7' : LONG-TERM LOANS AND ADVANCES:</b>				
	Other Loans and Advances			
	Security Deposit	1003254	1003254	
	<b>TOTAL</b>	<b>1003254</b>	<b>1003254</b>	

<b>NOTE '8': TRADE RECEIVABLES:</b>				
	Outstanding for a period more than six months from the date they are due for payments:			
	Unsecured, considered good	-	-	
	Other Debts:			
	Unsecured, considered good	406680	-	
	<b>TOTAL</b>	<b>406680</b>	<b>-</b>	

<b>NOTE '9' : CASH AND CASH EQUIVALENTS:</b>				
	Cash in hand	363355	616244	
	Balance with Banks:			
	In Current Accounts	144206	374167	
		507561	990411	

<b>NOTE '10' : SHORT-TERM LOANS AND ADVANCES:</b>				
	Unsecured, considered good			
	To Related Parties	-	-	
	Advance to Suppliers	6742	-	
	<b>TOTAL</b>	<b>6742</b>	<b>-</b>	

<b>NOTE '11' : REVENUE FROM OPERATIONS:</b>				
	Service Income - Consultancy Receipts	884000	274500	
	Software Sale	500000	-	
	<b>TOTAL</b>	<b>1384000</b>	<b>274500</b>	

<b>NOTE '12' : OTHER EXPENSES:</b>				
	Payment to Auditor			
	-Audit Fee:	16854	16854	
	- Taxation Matters	2809	2809	

	- Other Services	7000	10058
	Fees & Subscription	268274	45250
	Legal & Professional Expenses	360010	29775
	Office Rent`	120000	120000
	Bank Commission & Charges	4932	4763
	Interest on TDS	843	-
	Printing & Stationery	10490	-
	Staff Welfare Expenses	5173	-
	Sales Tax Penalty	5000	-
	Telephone Expenses	6000	-
		807385	229509

## **SOFCOM SYSTEMS LIMITED**

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2014 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014.**

### **NOTE '13' : NOTES TO ACCOUNTS:**

**1. SIGNIFICANT ACCOUNTING POLICIES :**

**i. Basis of Accounting**

The financial statements are prepared under the historical cost convention on accrual basis and are generally in accordance with the requirements of the Companies Act, 1956. The accounting policies not specifically mentioned are consistent with generally accepted accounting principles.

All Assts and liabilities are classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule VI to the Act. Based on the nature of products and the time between the acquisition of assets for processing and theirrealisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 month for the purpose of current- non current classification of assets and liabilities.

**ii. Revenue Recognition**

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis as a going concern.

**iii. Investments**

The investments are stated at cost. Provision for diminution is made to recognise for decline, other than temporary in the nature of long term investments.

**iv. Fixed Assets**

Fixed Assets are stated at cost less depreciation. Cost of acquisition, fabrication or construction is inclusive of freight, duties and other incidental expenses during construction period.

**v. Impairment**

An asset is considered as impaired in accordance with Accounting Standard-28 on impairmentof assets when at balance sheet date there are indications of impairment and the carrying amount of the asset exceeds its recoverable amount. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of profit and loss .

**vi. Depreciation**

The Company is providing depreciation on straight line method as per rates given in Schedule XIV of the Companies Act, 1956 on *pro rata* basis for the period of use.

**vii. Inventories**

The Closing stock is valued at lower of cost or net realisable value.

**viii. Taxes on income**

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation and carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

**ix. Foreign Currency Transaction**

Transactions in foreign currencies are recorded at the rate prevalent on the date of transa-

ction. However, Export/Imports remaining unrealised/unpaid till the finalisation of accounts are stated at the exchange rate prevailing at the end of the year.

x. **Contingent Liabilities**

Liabilities of contingent nature are not provided for in the books and are disclosed by way of notes on accounts.

**2. NOTES ON ACCOUNTS:**

- i. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.
- ii. No amount due/ payable to any Micro, Small & Medium Enterprises.
- iii. The company has not recognised deferred tax asset on carry forward of tax losses and depreciation, as there is no virtual certainty that such deferred tax asset will be realised against future taxable profits.

**3. SEGMENT REPORTING**

- (a) Primary Segment (Business Segment) : The Company's operations comprises of only one segment i.e., Software Sale and Software Consultancy.
- (b) Secondary Segment (Geographical Segment) : The entire sales of company is within India therefore it has only one geographical segment. Hence no separate disclosure in separate of segments required.

**4. CONTINGENT LIABILITIES:- NIL**

5. In the opinion of management, loans & advances and investments are approximately of the value stated, if realised in the ordinary course of business unless and otherwise stated. The provisions of all liabilities are adequate and not in excess of the amount reasonably necessary.

6. <b>C.I.F Value of Imports</b>	<b>Nil</b>	<b>Nil</b>
7. <b>F.O.B. value of exports</b>	<b>Nil</b>	<b>Nil</b>
8. <b>Expenditure in foreign currency</b>	<b>Nil</b>	<b>Nil</b>

9. Disclosure as required by Accounting Standard - 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are as follows :

a) Relationship

- i. Key Management Personnel & the relatives  
**Mr. Kishore Mehta,**  
**Director**

**Mrs. Asha Mehta**

ii. Enterprises owned or significantly influenced by key management personnel or their relatives where transaction have taken place:

**ABOK Spring Pvt. Ltd.**

Note : Related party relationship is as identified by the company & relied upon by the Auditors :

b) Transactions carried out with related parties referred in A above, in ordinary course of business:-

Nature of Transactions	RELATED PARTIES		RELATED PARTIES	
	Referred in	Referred in	Referred in	Referred in
	a(i) above	a(ii) above	a(i) above	a(ii) above
	<b>31.03.2014</b>		<b>31.03.2013</b>	

Sales & Services		-	500000	-	-
Rent Paid		120000	-	120000	-
Purchases of Shares		-	8250000	-	-
Payables		-	-	-	-
Receivable		525418	406680	525418	-

		31.03.2014	31.03.2013
		Rs.	Rs.
11.	<b>Earning Per Share (Accounting Standard - 20) :</b>		
	Profit/(Loss) after tax as per Profit & Loss A/c	333798	38574
	Weighted Average number of Equity Shares outstanding (Nos.)	4155000	3783550
	Basic and Diluted Earning per share	0.08	0.01
	Face value of shares	10.00	10.00

12. Figures have been rounded off to the nearest rupee.

**In Term Of Our Report Of Even Date Attached**

**FOR R. MOHNOT & CO.  
CHARTERED ACCOUNTANT**

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

**FR NO.001654C**

**KISHORE MEHTA  
DIN No.00043865  
DIRECTOR**

**NARENDRA MITTAL  
PARTNER  
M. No.072715**

**NAWRATAN MALL MEHTA  
DIN No.00858126  
DIRECTOR**

**JAIPUR  
MAY 28,2014**

**SOFCOM SYSTEMS LIMITED****CASH FLOW STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

		<b>YEAR ENDED</b>	<b>YEAR ENDED</b>
		<b>31.03.2014</b>	<b>31.03.2013</b>
		<b>AMOUNT</b>	<b>AMOUNT</b>
		<b>(RS.)</b>	<b>(RS.)</b>
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit/(Loss) Before Tax & Extraordinary items	364798	38574
	Add/(Deduct)		
	Depreciation	19817	6417
	Operating Profit Before Working Capital Changes	384615	44991
	Add/(Deduct)		
	Sundry Debtors	(406680)	
	Loans & Advances	(6743)	1000000
	Current Liabilities	(560098)	(20253)
	Cash Generated from Operations	(588906)	1024738
	Net Cash from Operating Activities	(588906)	1024738
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Investment in Fixed Assets	(103320)	-
	Investment in Shares	(8270625)	(680000)
	Net Cash used in Investing Activities	(8373945)	(680000)
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Cash Proceeds from Issuing shares	8480000	-
	Unsecured Loans	-	-
	Net Cash in the course of Financing Activities	8480000	-
	Net Changes in Cash and Cash Equivalents (A+B+C)	(482851)	344738
	Cash and Cash Equivalents As at 1st April,2013 (Opening Balance)	990412	645674
	Cash and Cash Equivalents As at 31st March, 2014 (Closing Balance)	507561	990412

**In Term Of Our Report Of Even Date Attached**

**FOR R. MOHNOT & CO.  
CHARTERED ACCOUNTANT**

**FR NO.001654C**

**NARENDRA MITTAL  
PARTNER  
M. No.072715**

**FOR & ON BEHALF OF THE BOARD OF DIRECTORS**

**KISHORE MEHTA  
DIN No.00043865  
DIRECTOR**

**NAWRATAN MALL MEHTA  
DIN No.00858126  
DIRECTOR**

**JAIPUR  
MAY 28,2014**

SOFCOM SYSTEMS LTD

REGISTERED OFFICE: D-36, Subhash Marg, Sheel Mohar Apartment, C-Scheme, Jaipur-302001  
CIN: L72200RJ1995PLC010192

E-Mail: [sofcomsystemsLtd@gmail.com](mailto:sofcomsystemsLtd@gmail.com)

Website: [www.sofcomsystems.com](http://www.sofcomsystems.com)

Proxy Form

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

Name of the member(s): _____	
Registered Address: _____	
E-mail ID: _____	Folio No/Client ID No. _____
DP ID: _____	

I/We, being the member(s) of Sofcom Systems Limited, holding \_\_\_\_\_ no. of shares of the above named company, hereby appoint

- |                  |                 |
|------------------|-----------------|
| 1. Name: _____   | Address: _____  |
| E-mail ID: _____ | Signature _____ |
| or failing him,  |                 |
| 2. Name: _____   | Address: _____  |
| E-mail ID: _____ | Signature _____ |
| or failing him,  |                 |
| 3. Name: _____   | Address: _____  |
| E-mail ID: _____ | Signature _____ |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the company, to be held on Wednesday, September 24, 2014 at 11.00 AM at the registered office of the company and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.:

- 1 Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.
- 2 Re-appointment of Shri Kishore Mehta as Director of the Company.
- 3 Appointment of Auditors.
- 4 Appointment of Smt Asha Mehta as a non- executive Director of the Company
- 5 Appointment of Mr. Krishnanand Parmanand Pant as an Independent Director
- 6 Appointment of Mr. Sanjay Kumar Verma as an Independent Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of shareholder.....Signature of Proxyholder(s).....

Affix Revenue Stamp
---------------------

Notes: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**SOFCOM SYSTEMS LIMITED**

**Regd. Office: D-36, Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme, Jaipur.**

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**ATTENDANCE SLIP**

**19<sup>th</sup> Annual General Meeting, 24<sup>th</sup> September, 2014 at 11 a.m.**

<b>Regd. Folio No.</b>	
<b>No. of Equity Shares held</b>	
Name of Shareholder	
Name of Proxy	

<b>* DP ID:</b>	
<b>* Client ID:</b>	

I/We hereby record my/ our presence at the 19<sup>th</sup> Annual General Meeting of the members of the Company held on Wednesday, the 24<sup>th</sup> day of September, 2014 at 11 a.m. at D-36, Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme Jaipur.

**SIGNATURE OF THE MEMBER OR THE PROXY ATTENDING THE MEETING**

\_\_\_\_\_

**If Member, Please sign here**

\_\_\_\_\_

**If Proxy, Please sign here**

**Note:** This form should be signed and handed over at the Meeting Venue.

\*Applicable for investors holding shares in electronic form