



# **MANGALYA SOFT-TECH LTD.**

## **23rd Annual Report**

**2014 - 2015**

### **• BOARD OF DIRECTORS •**

<b>SHRI MANSUKHBHAI J. SHAH</b>	<i>Chairman</i>
<b>SHRI DILIPBHAI M. SHAH</b>	<i>Managing Director</i>
<b>SMT. MANJULABEN M. SHAH</b>	<i>Director</i>
<b>SHRI VINODBHAI C. SHAH</b>	<i>Director</i>
<b>SHRI KIRTIBHAI M. SHAH</b>	<i>Director</i>
<b>SHRI PRAVINBHAI S. SHAH</b>	<i>Director</i>

### **• AUDITORS •**

**SURENDRA KUMAR JAIN & CO.**  
*Chartered Accountants,*  
*Ahmedabad.*

### **• COMPANY SECRETARY •**

**MEENU MAHESHWARY**  
*(FCS)*  
*Ahmedabad.*

### **• REGISTERED OFFICE •**

302, Samruddhi, Opp. Sakar-III,  
Near Income-Tax Circle, Ashram Road,  
Ahmedabad-380 014.  
PHONE : 27543839, 27542109 FAX : 27544273  
email : mjshah\_shah@yahoo.com  
Website : mangalyasoftech.com

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting this Twenty Third Annual Report together with the Audited Accounts for the year ended on 31st March, 2015.

**1. FINANCIAL RESULTS :**

The Highlights of Financial results

	31/3/2015	(Rs. in Lacs) 31/3/2014
Software Income	5.46	5.63
Other Income	6.50	6.14
Profit Before Depreciation & Tax	0.75	0.78
Depreciation	0.60	0.60
Profit / (Loss) Before Tax	0.15	0.18
Provision for Taxation (FBT)	0	0
Profit / (Loss) After Tax	0.15	0.18

**2. DIVIDEND :**

No Dividend recommended by the Directors.

**3. RESERVES :**

No amounts proposed by to the board to treamster to any reserve.

**4.**

Brief description of the Company's working during the year / State of Company's affair.

The company has only one division. The working of the company is not satisfactory but the directors expect the very good future of the company.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY****5. CORPORATE GOVERNANCE AND MANAGEMENT ANALYSIS :**

The corporate governance and Management Analysis Report of the company have been seprately given in the Annexure to the Directors Report.

**6. No change in the nature of company durithg the year.****7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future. No such orders passed during the year.****8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

There is adequate internal controls implemented.

**9. Details of subsidiary / Joint ventures / Associate Companies.**

No Subsidiary / Joint Ventures / Associate Companies.

**10. Performance and financial position of each of the subsidiaries, associates and joint veture comapnies included in the consolidated financial statement.**

- Not Applicable -

**11. Deposits :**

The details relating the deposits, covered under Chapter V of the Act -

(a) accepted during the year	NIL
(b) remained unpaid or unclaimed as at the end of the Year	NIL
(c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cased and the total amount involved -	NIL
(i) at the beginning of the year	NIL
(ii) maximum during the year	NIL
(iii) at the end of the year	NIL

The details of deposits which are not in compliance with the requirements of Chapter V of the Act : NIL

**12. Statutory Auditors**

M/s. Surendra Kumar Jain & Co., Chartered Accountants, having FRN No. 127295W the company's auditors retire, at the conclusion of the ensuring Annual General Meeting, They have signified thair willingness to accept reappointment and have further confirmed their eligibility under, Sec. 224(1B) of the Companies Act, 1956. Members are requested to appoint Auditors



for the Current Year and to fix their remuneration.

**13. Auditor's Report**

There is no qualification reported by the Statutory Auditor during the year.

**14. Share Capital**

A) Issue of equity shares with differential rights :	NIL
B) Issue of sweat equity shares :	NIL
C) Issue of employee stock options :	NIL
D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees :	NIL

**15. Extract of the annual return**

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31/03/2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31/03/2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- 
- i) CIN:- **L32100GJ1992PLC017564**
- ii) Registration Date : **05/05/1992**
- iii) Name of the Company : **MANGALYA SOFT TECH LIMITED**
- iv) Category / Sub-Category of the Company : **PUBLIC LIMITED**
- v) Address of the Registered office and contact details  
**302, SAMRUDDHI, NR. INCOME TAX CIRCLE, ASHRAM ROAD,  
AHMEDABAD 380014.**  
**PHONE : +91 79 2754 38 39**  
**Email : mjshah\_shah@yahoo.com**
- vi) Whether listed company **Yes**
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any  
**CAMEO CORPORATE SERVICES LIMITED,  
"SUBRAMANIAN BUILDING", NO-1, CLUB HOUSE  
ROAD, CHENNAI – 600 002.**  
**PHONE : 044 28460395.**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Writing , modifying, testing of computer program to meet the needs of a particular client	62011	100

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

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NIL	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE	NOT APPLICABLE
2					

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

***i) Category-wise Share Holding***

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
g) Individual/HUF	1766699	5063300	6829999	68.41	1778099	5063300	6841399	68.41	NIL
h) Central Govt									
i) State Govt (s)									
j) Bodies Corp.									
k) Banks / FI									
l) Any Other....									
<b>Sub-total (A) (1):-</b>	1766699	5063300	6829999	68.41	1778099	5063300	6841399	68.41	NIL

a) NRIs - Individuals b) Other – Individuals c) Bodies Corp. d) Banks / FI e) Any Other....  <b>Sub-total  (A) (2):-</b>  <b>Total  shareholdin  g of  Promoter  (A) =  (A)(1)+(A)(  2)</b>	0	0	0	0	0	0	0	0	0
<b>B. Public  Shareholdin  g</b>  1. <b>Institutions</b>  a) Mutual Funds b) Banks / FI c) Central Govt d) State Govt(s) e) Venture Capital Funds f) Insurance Companies g) FIIs h) Foreign Venture Capital	0	5900	5900	0.06	0	5900	5900	0.06	NIL

Funds i) Others (specify)									
<b>Sub-total (B)(1):-</b>	0	5900	5900	0.06	0	5900	5900	0.06	NIL
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	57170	104500	161670	1.61	54977	104500	159477	1.59	-0.02
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1293314	768410	2061724	20.62	1297157	764810	2061967	20.62	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	786910	63200	850110	8.51	775220	63200	838420	8.39	- 0.12
c) Others (specify)									
NRI	41410	0	41410	0.41	41410	0	41410	0.41	NIL
HUF	49187	0	49187	0.49	51427	0	51427	0.52	+0.03
<b>Sub-total (B)(2):-</b>	2227991	942010	3170001	31.70	2220191	938410	3158601	31.59	-0.11
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	3994690	6005310	10000000	100	3998590	6001710	10000000	100	NIL

**(ii) Shareholding of Promoters**

Sr.	Name of the shareholder	shares holding at beginning of the year			shares holding at the end of the year		
		Number of shares	% of total shares of company	% of shares Pledged/encumbered to total shares	Number of shares	% of total shares of company	% of shares Pledged/encumbered to total shares
1	DILIP M. SHAH	442540	4.43	0	442540	4.43	0
2	MANSUKHBHAI J. SHAH	435050	4.35	0	446450	4.46	0
3	MANJULABEN MANSUKHLAL SHAH	330470	3.3	0	330470	3.3	0
4	MANSUKHBHAI JASKARAN SHAH-HUF	226139	2.26	0	226139	2.26	0
5	DILIP MANSUKHBHAI SHAH-HUF	200000	2	0	200000	2	0
6	ALPA DILIP SHAH	132500	1.32	0	132500	1.32	0
7	KIRTILAL KESHAVLAL	60000	0.6	0	60000	0.6	0
8	BHAGIRATH B SHAH	50000	0.5	0	50000	0.5	0
9	CHANDULAL VIRCHAND SHAH	50000	0.5	0	50000	0.5	0
10	CHIMANLAL D. SHAH	50000	0.5	0	50000	0.5	0
11	DALPATLAL R SHAH	50000	0.5	0	50000	0.5	0
12	DINESHCHANDRA M SHAH	50000	0.5	0	50000	0.5	0
13	GHEVARCHAND CHUNILAL	50000	0.5	0	50000	0.5	0
14	HASMUKHBHAI ASHABHAI	50000	0.5	0	50000	0.5	0
15	ISHWARLAL KALIDAS	50000	0.5	0	50000	0.5	0
16	JAYANTILAL A SHAH	50000	0.5	0	50000	0.5	0
17	JAYANTILAL PREMCHAND	50000	0.5	0	50000	0.5	0
18	KHEMCHAND A. SHAH	50000	0.5	0	50000	0.5	0
19	KIRITKUMAR R SHAH	50000	0.5	0	50000	0.5	0
20	KIRTILAL KALIDAS	50000	0.5	0	50000	0.5	0
21	MAHENDRABHAI R. SHAH	50000	0.5	0	50000	0.5	0
22	MANGALDAS CHATURBHAI	50000	0.5	0	50000	0.5	0
23	MANGALDAS K SHAH	50000	0.5	0	50000	0.5	0
24	MANILAL A SHAH	50000	0.5	0	50000	0.5	0
25	MANILAL SWARUPCHAND	50000	0.5	0	50000	0.5	0
26	MUKESH L SHAH	50000	0.5	0	50000	0.5	0
27	NAVINBHAI P SHAH	50000	0.5	0	50000	0.5	0



28	NEMCHAND K SHAH	50000	0.5	0	50000	0.5	0
29	POPATLAL MANILAL	50000	0.5	0	50000	0.5	0
30	PREMCHAND CHHOTALAL	50000	0.5	0	50000	0.5	0
31	SHANTILAL KALIDAS	50000	0.5	0	50000	0.5	0
32	SHATILAL MOHANLAL	50000	0.5	0	50000	0.5	0
33	SHANTILAL TRILOKCHAND	50000	0.5	0	50000	0.5	0
34	SURESHKUMAR K. GANDHI	50000	0.5	0	50000	0.5	0
35	U.S. VALANI	50000	0.5	0	50000	0.5	0
36	CHAMPAKLAL NYALCHAND	50000	0.5	0	50000	0.5	0
37	CHANDULAL MANILAL PATEL	50000	0.5	0	50000	0.5	0
38	KANAIYALAL UMEDCHAND	50000	0.5	0	50000	0.5	0
39	NATWARLAL S. SHAH	50000	0.5	0	50000	0.5	0
40	ASHOKBHAI T SHAH	50000	0.5	0	50000	0.5	0
41	GUNVANTLAL S. SHAH	50000	0.5	0	50000	0.5	0
42	NAVINBHAI V SHAH	50000	0.5	0	50000	0.5	0
43	SEVANTILAL S SHAH	50000	0.5	0	50000	0.5	0
44	KESHAVALAL B SHAH	50000	0.5	0	50000	0.5	0
45	AMRATLAL M SHAH	50000	0.5	0	50000	0.5	0
46	TARACHAND R SHAH	50000	0.5	0	50000	0.5	0
47	KANAIYALAL CHUNILAL	50000	0.5	0	50000	0.5	0
48	ARVINDKUMAR L SHAH	50000	0.5	0	50000	0.5	0
49	JAGDISH M TRIVEDI	50000	0.5	0	50000	0.5	0
50	KARSANDAS K SHAH	50000	0.5	0	50000	0.5	0
51	KANTILAL BALABHAI	50000	0.5	0	50000	0.5	0
52	POPATLAL KHEMCHAND	50000	0.5	0	50000	0.5	0
53	RAJNIBHAI R SHAH	50000	0.5	0	50000	0.5	0
54	TARACHAND RATANCHAND	50000	0.5	0	50000	0.5	0
55	RAMCHAND M SHAH	50000	0.5	0	50000	0.5	0
56	SURESHBHAI T VALANI	50000	0.5	0	50000	0.5	0
57	SHANTILAL N SHAH	50000	0.5	0	50000	0.5	0
58	SHANTILAL SOMCHAND	50000	0.5	0	50000	0.5	0
59	SOMCHAND K SHAH	50000	0.5	0	50000	0.5	0
60	CHATURBHAI NANALAL PATEL	50000	0.5	0	50000	0.5	0
61	CHANDULAL KALIDAS SHAH	50000	0.5	0	50000	0.5	0
62	CHUNILAL G SHAH	50000	0.5	0	50000	0.5	0
63	CHANDRAKANT T MEHTA	50000	0.5	0	50000	0.5	0
64	CHIMANLAL HASTIMAL	50000	0.5	0	50000	0.5	0
65	JITMAL G SHAH	50000	0.5	0	50000	0.5	0
66	HANSRAJ V SHAH	50000	0.5	0	50000	0.5	0
67	KESHAVALAL D SHAH	50000	0.5	0	50000	0.5	0
68	RATANCHAND JIVRAJ	50000	0.5	0	50000	0.5	0
69	CHANDULAL V SHAH	50000	0.5	0	50000	0.5	0

70	RAMNIKLAL RAICHANDBHAI	50000	0.5	0	50000	0.5	0
71	KESHAVLAL KALIDAS	50000	0.5	0	50000	0.5	0
72	DHANJIBHAI MULCHAND SHAH	50000	0.5	0	50000	0.5	0
73	SOMABHAI NAYALCHAND	50000	0.5	0	50000	0.5	0
74	BABULAL AMTHALAL	50000	0.5	0	50000	0.5	0
75	POPATLAL NEMCHAND	50000	0.5	0	50000	0.5	0
76	BHOGILAL KASTURCHAND	50000	0.5	0	50000	0.5	0
77	PUNAMCHAND K SHAH	50000	0.5	0	50000	0.5	0
78	NIHALCHAND R SHAH	50000	0.5	0	50000	0.5	0
79	SHANTILAL CHANDULAL SHAH	50000	0.5	0	50000	0.5	0
80	CHUNIBHAI CHANDULAL PATEL	50000	0.5	0	50000	0.5	0
81	MANHARLAL A SHAH	50000	0.5	0	50000	0.5	0
82	PRAKASHBHAI J SHAH	50000	0.5	0	50000	0.5	0
83	KANTILAL KESHAVLAL	50000	0.5	0	50000	0.5	0
84	JAYANTILAL TRILOKCHAND SHAH	50000	0.5	0	50000	0.5	0
85	RATILAL KALIDAS	50000	0.5	0	50000	0.5	0
86	MOHANLAL CHATURBHAI	50000	0.5	0	50000	0.5	0
87	JAYANTILAL KALIDAS	50000	0.5	0	50000	0.5	0
88	RAMANLAL BABABHAI	50000	0.5	0	50000	0.5	0
89	VELCHAND MAYACHAND	50000	0.5	0	50000	0.5	0
90	DHODALAL REVCHANDBHAI	50000	0.5	0	50000	0.5	0
91	PUNAMCHAND K SHAH	50000	0.5	0	50000	0.5	0
92	ZAVERCHAND L SHAH	50000	0.5	0	50000	0.5	0
93	MOHANLAL J PATEL	50000	0.5	0	50000	0.5	0
94	PRAKASHBHAI C SHAH	50000	0.5	0	50000	0.5	0
95	N M PATEL	50000	0.5	0	50000	0.5	0
96	C K PANCHAL	50000	0.5	0	50000	0.5	0
97	JATIN DINESHBHAI MEHTA	50000	0.5	0	50000	0.5	0
98	VIPUL KANTILAL SHAH	50000	0.5	0	50000	0.5	0
99	KANTILAL B SHAH	50000	0.5	0	50000	0.5	0
100	KUNAL K SHAH	50000	0.5	0	50000	0.5	0
101	LALCHAND CHHOTALAL	50000	0.5	0	50000	0.5	0
102	BHARATKUMAR CHHOTALAL	50000	0.5	0	50000	0.5	0
103	RAMANLAL CHHOTALAL	50000	0.5	0	50000	0.5	0
104	ARVINDKUMAR KESHAVLAL	50000	0.5	0	50000	0.5	0
105	JAYANTILAL KESHAVLAL	50000	0.5	0	50000	0.5	0
106	BABULAL KESHAVLAL	39400	0.39	0	39400	0.39	0
107	P M SHAH	21200	0.21	0	21200	0.21	0
108	UTTAMLAL U VALANI	18000	0.18	0	18000	0.18	0
109	SHANTILAL KALIDAS	4900	0.05	0	4900	0.05	0
110	CHANDULAL KESHAVLAL SHAH	3700	0.04	0	3700	0.04	0



	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	On 14/06/2014 Mansukhbhai Shah Has purchased 11400 shares	0.11	6841399	68.41
	At the End of the year	6841399	68.41		

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

SI No	Name of the Share holder	No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	ASHIT MANSUKHBHAI SHAH JT1 : MANSUKHBHAI JASKARAN SHAH				
	At the beginning of the year 31-Mar-2014	100000	1.0000	100000	1.0000
	At the end of the Year 31-Mar-2015	100000	1.0000	100000	1.0000
2	ANILABEN YOGENDRA SHAH				
	At the beginning of the year 31-Mar-2014	100000	1.0000	100000	1.0000
	At the end of the Year 31-Mar-2015	100000	1.0000	100000	1.0000
3	KINJAL FINANCE LTD				
	At the beginning of the year 31-Mar-2014	99500	0.9950	99500	0.9950
	At the end of the Year 31-Mar-2015	99500	0.9950	99500	0.9950

4	SHIRISH FULCHAND PATEL				
	At the beginning of the year 31-Mar-2014	80675	0.8067	80675	0.8067
	At the end of the Year 31-Mar-2015	80675	0.8067	80675	0.8067
5	VINODCHANDRA NATVARLAL PARIKH				
	At the beginning of the year 31-Mar-2014	50423	0.5042	50423	0.5042
	At the end of the Year 31-Mar-2015	50423	0.5042	50423	0.5042
6	VIJAY BABULAL SANKHALA				
	At the beginning of the year 31-Mar-2014	39592	0.3959	39592	0.3959
	At the end of the Year 31-Mar-2015	39592	0.3959	39592	0.3959
7	PALAK NARANBHAI GAJJAR				
	At the beginning of the year 31-Mar-2014	39404	0.3940	39404	0.3940
	At the end of the Year 31-Mar-2015	39404	0.3940	39404	0.3940
8	RAKESH KUMAR MODI				
	At the beginning of the year 31-Mar-2014	38000	0.3800	38000	0.3800
	At the end of the Year 31-Mar-2015	38000	0.3800	38000	0.3800
9	NITA JATIA				
	At the beginning of the year 31-Mar-2014	30500	0.3050	30500	0.3050
	At the end of the Year 31-Mar-2015	30500	0.3050	30500	0.3050
10	RAJINDERPAL SANDEEP LAMBA				
	At the beginning of the year 31-Mar-2014	30000	0.3000	30000	0.3000
	At the end of the Year 31-Mar-2015	30000	0.3000	30000	0.3000

11	RAM GOPAL RAMGARHIA				
	At the beginning of the year 31-Mar-2014	26288	0.2628	26288	0.2628
	Purchase 11-Apr-2014	1000	0.0100	27288	0.2728
	Purchase 18-Apr-2014	1600	0.0160	28888	0.2888
	Purchase 25-Apr-2014	1250	0.0125	30138	0.3013
	Purchase 30-May-2014	1000	0.0100	31138	0.3113
	Purchase 06-Jun-2014	1350	0.0135	32488	0.3248
	Sale 17-Oct-2014	-500	0.0050	31988	0.3198
	Sale 31-Dec-2014	-51	0.0005	31937	0.3193
	Sale 16-Jan-2015	-350	0.0035	31587	0.3158
	At the end of the Year 31-Mar-2015	31587	0.3158	31587	0.3158

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	<b>For Each of the Directors and KMP</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	435050	4.35		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date 14/06/2014 Purchased 11400 Shares	0.11	446450	4.46
	At the End of the year	446450	4.46		

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

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



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

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		----	---	---	----	
1.	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act					

*B. Remuneration to other directors:*

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
	3. Independent Directors  · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (1)	NIL	NIL	NIL	NIL	NIL
	4. Other Non-Executive Directors  · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

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

<b>Type</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Penalty / Punishment/ Compounding fees imposed</b>	<b>Authority [RD / NCLT / COURT]</b>	<b>Appeal made if any (give Details)</b>
-------------	-------------------------------------	--------------------------	---	--------------------------------------	--

<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



**16. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

**A) Conservation of energy**

- (i) Adequate steps taken by the company for lower conservation of energy.
- (ii) No Steps taken for utilisation of alternate source of energy.

**B) Technology absorption :**

- (i) Adequate efforts made towards technology absorption ;
- (ii) Adequate steps taken for cost reduction etc.
- (iii) No technology imported.

**C) Foreign exchange earnings and outgo : NIL**

**17. Corporate social responsibility (CSR) :**

Not Applicable to the Company.

**18. Directors :**

**A) Changes in Directors and Key Managerial Personnel**

Mr. V. C. Shah and Mr. K. M. Shah, Directors of the Company retire by rotation and being eligible offer themselves for reappointment at the forthcoming Annual General Meeting.

**B) Declaration by an Independent Director(s) and re-appointment.**

We Vinod Shah, Kirtibhai Jogani, Pravinbhai the independent directors hereby declare that we meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

**C) Formal Annual Evaluation**

The Board is trying its best to improve the performance of the company.

**19. Number of Meeting of the Board of Directors : 7 Times**

**20. Audit Committee:** The Board has accepted all the recommendations of the Audit Committee.

**21. Details of establishment of vigil mechanism for directors and employees**

The Adequate establishment of vigil mechanism for directors and employee to exists.

**22. Nomination and Remuneration Committee :**

The reasonable policy formulated by nomination and remuneration committee.

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

**24. Particulars of contracts or arrangements with related parties : NIL**

**25. Managerial Remuneration :**

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 : NIL
- B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 : NIL
- C) Any director who is in receipt of any commission from the Company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company : NIL

**26. Secretarial Audit Report :**

A Secretarial Audit Report given by Meenu Maheshwari (FCS), a company secretary in practice annexed with the Report.

**Secretarial Audit Report****(For the Financial period ended on 31st March 2015)****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Board of Directors

**MANGALYA SOFT-TECH LIMITED**

302 Samruddhi, Opp. Gujarat High- Court, Income-Tax Circle,  
Ashram Road, Ahmedabad-380009, Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mangalya Soft-tech limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 ('Audit Period') 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.

- (1) I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2015 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; (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (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 (Not applicable to the Company during the Audit Period);
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014;
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (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 Audit Period); and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
- (2) I have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).



- (ii) The Listing Agreements entered into by the Company with Stock Exchanges. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
- (3) I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. I 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

**Place: Ahmedabad**  
**Date: 05/05/2015**

**MEENU MAHESHWARI**  
**Practicing Company Secretary**  
**FCS NO.: 7087**  
**CP NO.: 8953**





27. Corporate Governane Certificate :

**CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF MANGAYLA SOFT-TECH LIMITED.**

We have examined the compliance of conditions of Corporate Governance by Mangalya Soft Tech Limited ("the company") for the year ended on 31st March, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with the stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the condition 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 the conditions of corporate governance as stipulated in the above mentioned listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

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.

Ahmedabad.  
Date : 30/04/2015

For, **SURENDRA KUMAR JAIN & CO.**  
Chartered Accountants  
By the hand of

S. K. Jain  
Proprietor  
Membership No. 071318

28. **Risk Management Policy :**

Development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board in the existence of the company.

29. **Director's Responsibility Statement :**

The Director's Responsibility Statement referred to the clause (c) of sub-section (3) of Section 134 of the Comapnies Act, 2013, shall state that -

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

30. **Acknowledgements :**

your Director's would like to express their gatitude and thanks to the Bankers, Customers and Business Associates of the Company for their Continuous support and cooperation.

**APPRECIATION :**

Your directorswish to place on record their sincere appreciation of the devoted and efficient services rendered by all employees which has enabled the comapny to complete an excellent year.

Ahmedabad.  
April 30th, 2015

**M. J. Shah**  
Chairman

**D. M. Shah**  
Mg. Director



31/3/2015

## ANNEXURE TO DIRECTORS' REPORT

### CORPORATE GOVERNANCE :

#### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE.

The Company follows the theme of changing in tune with times to continue the race without any major hurdle and attempts to cover all aspects of reporting in transparent and fair manner keeping the basic principles of good corporate governance.

### I. BOARD OF DIRECTORS :

The Board of Directors consists of six directors. the composition and category of Directors are as under :

Name of Directors	Attendance at Previous AGM	No. of other directorship held	Executive/Non Executive Independent
Mr. M. J. Shah	Present	Nil	Executive
Mr. D. M. Shah	Present	Nil	Executive
Mrs. M. M. Shah	Present	Nil	Executive
Mr. K. M. Shah	Present	Nil	Non Executive & Independent
Mr. V. C. Shah	Present	Nil	Non Executive & Independent
Mr. P. S. Shah	Present	Nil	Non Executive & Independent

The Board of the Company met 7 times during the last financial year on the following dates :

28th April 2014, 30th June 2014, 31st July 2014, 30th Sept. 2014, 30<sup>th</sup> Oct. 2014, 31st Jan. 2015, 26th March 2015.

The Company placed before the Board the performance of the Business and various other information, including those specified under Annexure I of the listing Agreement from time to time.

### II. AUDIT COMMITTEE :

In terms of provisions of Listing Agreement the Audit Committee was constituted by the Board on 1st April, 2005.

The Board of Directors of the Company has constituted an Audit Committee, comprising three independent & Non-Executive Directors viz. Mr. P. S. Shah Chairman of the committee (having financial, accounting meets with the requirements under Section 292A of the companies Act, 1956.

The terms of reference stipulated by the Board of Directors to the Audit Committee are, as contained in Clause 49 of the listing Agreement and Section 292A of the Companies Act, 1956, as follows :

- a. Observation of the company's financial reporting process and the disclosure of its financial information.
- b. Recommending the appointment of external auditors, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the Quarterly and annual financial statement before submission to the Board, focussing primarily on (i) any changes in accounting policies and practices, (ii) major accounting entries based on exercise of judgement by management, (iii) qualifications in draft audit report, (iv) significant adjustments arising out of audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) compliance with Stock Exchange and legal requirements concerning financial statements and (viii) any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large.
- d. Reviewing with the management, external and internal auditors, the adequacy and compliance of internal control systems.



- e. Reviewing the adequacy of internal audit functions.
- f. Discussion with internal auditors any significant findings and follow up there on.
- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or an failure of internal control systems of a material nature and reporting the matter to the Board.
- h. Discussion with external auditors before the audit commences, nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- i. Reviewing the Company's financial and risk management policies.
- j. To look into the reasons for substantial defaults in the payment to the shareholders (in case of non payment of declared dividends) and creditors.

During the year, the Committee has met 5 times, as against the minimum requirement of 3 times.

Name of Member Present Meeting Dates

Mr. P. S. Shah 16/6/2014, 26/7/2014, 25/10/2014, 24/1/2015, 23/3/2015.

Mr. K. M. Shah 16/6/2014, 26/7/2014, 25/10/2014, 24/1/2015, 23/3/2015.

Mr. V. C. Shah 16/6/2014, 26/7/2014, 25/10/2014, 24/1/2015, 23/3/2015.

### III. REMUNERATION OF DIRECTORS :

1. No directors are taking any remuneration in any element viz. salary, benefits, bonuses, stock options, pension etc.
2. No Directors are taking fixed component and performance linked incentives, along with the performance criteria.
3. No Directors have entered into service contracts, notice period, severance fees with the company.
4. No Directors have given stock option or issued at a discount as well as the period over which accrued and over which exercisable.

### IV. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

#### (a) Industry Structure and developments :

Software industry witnessed yet another year with stagnant production, increases in input costs and sluggish demand and lack of export opportunities.

#### (b) Opportunities and Threats :

Indian software market presents opportunity for quality software products. The Management of software entities have to be sharply focused on cost control, improvement productivity and consistent manufacture of quality.

#### (c) Segmentwise or productwise performance :

There is only software segment so this clause is not applicable.

#### (d) Outlook :

The remuneration of programmers were rulling at very high levels due to lac of availability of quality programmers, Margins are under pressure and expected to improve only on reduction in the emoluments and remunerations. Recognising the export and employment potential of the industry the governments intends to improve its viability through reduction in finance costs.

#### (e) Risks and concerns :

In software industry the main risk is virus through e-mails and internet sights, so the system must be so amended that the every e-mails and sights of internet must be scanned and then only allow the user to use it.

Further there is a risk of supply of chip systems in the market, It is the endeavor of the company to minimize such risk by being a consistent programming of quality softwares so as to create a niche market for its product.

#### (f) Internal control systems and their adequacy :

The company has adequate internal control systems and necessary check and balance are intorduced/strengthened so as the ensure :

- 1) that its assets are safeguarded,
  - 2) that transactions are authorised, recorded and reported properly; and
  - 3) that the accounting records are properly maintained and its financial statements are relliable.
- From time to time, the internal audit system and reports are reviewed by Audit Committee.



**(g) Discussion on Financial performance with respect to operational performance :**

Due to all over slackness in the software market and the adverse factors, the company has not performed well during the year, however due to government positive policies towards computerisation, expects good performance in future years.

**(h) Material developments in Human resources/Industrial Relations front, including number of people employed :**

Effort of all Human resources of the company is on imparting continuous training to improve the field management practices.

**(V) SHAREHOLDERS :**

Appointment/Re-appointment of Directors

The following directors retire by rotation and are eligible for reappointment. A brief resume together with the other directorship of the directors being re-appointed is given below.

**MR. V. C. SHAH** has gained thirty years experience in Finance and Management. She has handled the various critical projects during his directorship in the company. He is very dynamic in decision making and implimenting. The Board of Directors consider that the company would be benefited by Mr. V. C. Shah and recomended the acceptance of resolution. Non of the directors are interested in the resolution except Mr. V. C. Shah the proposed appointee. He is not holding Directorship in any other Company.

**MR. K. M. SHAH** has gained experience in his own business. He is very particular and sharp minded personality. The Board of Directors consider tha the Company would be benefited by Shri K. M. Shah and recomended the acceptance of resolution. Non of the directors are intetested in the resolution except Shri K. M. Shah the proposed appointee. He is not holding Directorship in any other Company.

**GENERAL SHAREHOLDER INFORMATION :**

**a) Listing on Stock Exchange and Stock Code.**

The Company's equity shares are listed on

1. The Stock Exchange Mumbai Stock Code : 530243

**b) Registrars and Transfer Agents (RTA), Share Transfer system.**

The Company has appointed R & T agent Cameo Corporate Services Ltd. "SUBRAMANIAN BUILDING", No.1, Club House Road, CHENNAI - 600 002. SEBI Reg.No. INR 000003753 dated 12-04-1999 for both physical and demat share maintenance with effect from 06-04-2010.

**c) Investor Grievance Committee**

The Board has constituted an "Investor Grievance Committee", which looks into shareholders and investors grievances. The following are the members of the committee.

Name	Designation
Mrs. M. M. Shah	Chairman
Mr. K. M. Shah	Member
Mr. D. M. Shah	Member

**INVESTOR RELATIONS**

All the complaints received from shareholders during 2013-2014 and 2014-2015, have been resolved during the year, No complaints remaining to be resolved as at 31st March 2015, as on the date of this Report i.e. on 30/4/2015, no complaints are pending.

**d) General Body Meetings :**

The location and time of Annual General Meetings held during the last 3 years are as follows :

Annual General Meeting (AGM) / Financial year	Date	Time	Venue
20th/2011-2012	30/8/2012	11.00 a.m.	302, Samruddhi, Nr. Income Tax, Ashram Road, Ahmedabad-380014.
21st/2012-2013	30/7/2013	- do -	- do -
22nd/2013-2014	30/7/2014	- do -	- do -



**CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY**

We, M. J. Shah, Chairman and Dilip Shah, Director of Mangalya Soft Tech Ltd. ('the company'), certify that:

- (a) We have reviewed the financial statements and the cash flow statement of the Company for the period ended March 31, 2015 and that to the best of our knowledge and belief :
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement 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) To the best of our knowledge and belief, no transactions entered into by the Company during the period ended March 31, 2015 are fraudulent, illegal or violative to the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken to rectify these deficiencies.
- (d) During the period :
  - (i) There have not been any significant changes in internal control over financial reporting;
  - (ii) There have not been any significant changes in accounting policies; and
  - (iii) There have been no instances of significant fraud of which we are aware that involve management or other employees, having significant role in the Company's internal control system over financial reporting.

April 30th, 2015

**M. J. Shah**  
Chairman

**D. M. Shah**  
Mg. Director



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
MANGALYA SOFT-TECH LIMITED  
31/3/2015**

**Report on the Financial Statements**

We have audited the accompanying standalone financial statements of Mangalya Soft Tech Limited ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of 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 and presentation of these standalone 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 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 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 thereunder.

We conducted our audit 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 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 standalone financial statements.



**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31 March 2015 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that :
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 the cash flow statement dealt with by this Report are in agreement with the 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 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
    - i). the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii). the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts
    - iii). There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company if any.

Ahmedabad.  
30 April, 2015.

*For SURENDRA KUMAR JAIN & CO.*  
*Chartered Accountants*  
Firm's registration number : 127295W

S.K. JAIN  
PROPRIETOR  
Membership number 071318

**Annexure to the Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that :

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories.  
Thus, paragraph 3(ii) of the Order is not applicable.
- (iii)
  - (a) The Company has not granted loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
  - (b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii)
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
  - (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions





of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

- (viii) The Company has Rs. 47,08,383 accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

Ahmedabad.  
30 April, 2015.

*For SURENDRA KUMAR JAIN & CO.*  
*Chartered Accountants*  
Firm's registration number : 127295W

S.K. JAIN  
PROPRIETOR  
Membership number 071318



## BALANCE SHEET AS AT 31ST MARCH, 2015

PARTICULARS	NOTE	AS AT 31.3.2015 Rs.	AS AT 31.3.2014 Rs.
<b><u>EQUITY AND LIABILITIES</u></b>			
<u>Share Holder's Funds :</u>			
Share Capital	"A"	10,00,00,000	10,00,00,000
Reserves and Surplus	"B"	1,64,98,200	1,64,98,200
Current Liabilities & Provisions :	"C"	20,000	10,000
TOTAL Rs.		11,65,18,200	11,65,08,200
<b><u>II-ASSETS :</u></b>			
Non Current Assets Tangible fixed Assets :			
Gross Block		1,20,45,099	1,20,45,099
Less : Depreciation	"D"	1,18,95,739	1,18,35,597
Net Block		1,49,360	2,09,502
Advance For Capital Exps.		5,31,27,375	5,35,32,200
Investments	"E"	91,96,263	91,96,263
Current Assets, Loans & Advances			
Sundry Debtors	"F"	43,97,646	43,97,646
Cash & Bank Balances	"G"	1,57,132	1,26,373
Loans & Advances	"H"	4,13,31,580	4,03,72,309
Miscellaneous Expenditure	"I"	81,58,844	81,73,907
TOTAL Rs.		11,65,18,200	11,65,08,200
Notes Annexed Form part of the Account	"J"		

AS PER OUR REPORT OF EVEN DATED ATTACHED HERewith

**FOR SURENDRA KUMAR JAIN & CO.**  
**CHARTERED ACCOUNTANTS**  
 By the hand of

**S. K. JAIN**  
**PROPRIETOR**

**FOR MANGALYA SOFT-TECH LTD.**

*D. M. Shah*  
*Mg. Director*

*M. J. Shah*  
*Chairman*

PLACE : AHMEDABAD  
 DATE : 30/04/2015

PLACE : AHMEDABAD  
 DATE : 30/04/2015

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2015**

<b>PARTICULARS</b>	<b>NOTE</b>	<b>AS AT 31.3.2015 Rs.</b>	<b>AS AT 31.3.2014 Rs.</b>
<b><u>INCOME</u></b>			
Software Sales		5,46,600	5,63,100
Other Income	"J"	6,49,986	6,13,825
TOTAL Rs.		<u>11,96,586</u>	<u>11,76,925</u>
<b><u>EXPENDITURE</u></b>			
Software Purchase		4,48,320	4,58,210
Software & Other Exp.	"K"	6,73,061	6,41,043
Interest & Finance Charges		NIL	NIL
Depreciation		60,142	60,142
TOTAL Rs.		<u>11,81,523</u>	<u>11,59,395</u>
Profit / Loss (-) Before Tax		15,063	17,530
Provision for Tax		0	0
Profit / Loss (-) After Tax		15,063	17,530
Balance Brought Forward		(-) 47,23,445	(-) 47,40,975
<b><u>APPROPRIATION</u></b>			
Transfer to General Reserve		0	0
Balance Carried to Balance-sheet		(-) 47,08,382	(-) 47,23,445
Notes Annexed Form part of the Account	"L"		

AS PER OUR REPORT OF EVEN DATED ATTACHED HEREWITH

**FOR SURENDRA KUMAR JAIN & CO.**  
**CHARTERED ACCOUNTANTS**  
By the hand of

**S. K. JAIN**  
**PROPRIETOR**

PLACE : AHMEDABAD  
DATE : 30/04/2015

**FOR MANGALYA SOFT-TECH LTD.**

*D. M. Shah*  
*Director*

*M. J. Shah*  
*Director*

PLACE : AHMEDABAD  
DATE : 30/04/2015


**SCHEDULES ATTACHED TO AND FORMING PARTS OF ACCOUNTS**

PARTICULARS	AS AT 31.3.2015 Rs	AS AT 31.3.2014 Rs.
<b>NOTE : 'A'</b>		
Share Capital :		
<u>Authorised Share Capital</u>		
1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000	10,00,00,000
<u>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL :</u>		
(A) 1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000	10,00,00,000
	10,00,00,000	10,00,00,000
<b>NOTE : 'B'</b>		
<u>RESERVE &amp; SURPLUS</u>		
(A) General Reserve	15,00,000	15,00,000
(B) SHARE PREMIUM A/C. (49,99,400 Equity Shares @Rs. 3 per share)	1,49,98,200	1,49,98,200
TOTAL Rs.	<u>1,64,98,200</u>	<u>1,64,98,200</u>
<b>NOTE : 'C'</b>		
<u>CURRENT LIABILITIES &amp; PROVISIONS :</u>		
S. K. Jain & Co.	20,000	10,000
	<u>20,000</u>	<u>10,000</u>



**NOTE : 'D' Tangible Fixed Assets : 31/03/2015**

Sr. No.	particulars	G R O S S B L O C K				D E P R E C I A T I O N			N E T B L O C K	
		As. At. 1/4/2014 Rs.	Addition during the year Rs.	Sold during the year Rs.	As At 31/3/2015 Rs.	As at 1/4/2014 Rs.	Provided during the year Rs.	As at 31/3/2015 Rs.	As at 31/3/2015 Rs.	As at 31/3/2014 Rs.
1.	Plant & Machinery	10993462	0	0	10993462	10967226	273	10967499	25963	26236
2.	Vehicles	808214	0	0	808214	667448	52787	720235	87979	140766
3.	Office Equipments	67868	0	0	67868	37192	5112	42304	25564	30676
4.	Furniture & Fixtures	175555	0	0	175555	163731	1970	165701	9854	11824
	<b>Total</b>	<b>12045099</b>	<b>0</b>	<b>0</b>	<b>12045099</b>	<b>11835597</b>	<b>60142</b>	<b>11895739</b>	<b>149360</b>	<b>209502</b>
	Previous Year	12045099	0	0	12045099	11775455	60142	11835597	209502	269644

PARTICULARS	AS AT	AS AT
	31.3.2015	31.3.2014
	Rs.	Rs.

**NOTE : 'E'**

INVESTMENTS (AT COST) :

Riga Sugars Ltd.	1,24,000	1,24,000
Rubafila International Ltd.	1,38,000	1,38,000
Savita Chemicals Ltd.	1,65,000	1,65,000
Citizen Securities Ltd.	94,000	94,000
Balmer Lorry Ltd.	53,750	53,750
Infosys Equity Shares	9,92,663	9,92,663
Reliance power Shares	28,350	28,350
Progressive Merc. Co. Op. Bk. Ltd.	500	500
Bharat Chemicals Pvt. Ltd.	51,00,000	51,00,000
Pawan Steel Pvt. Ltd.	25,00,000	25,00,000
<b>TOTAL Rs.</b>	<b>91,96,263</b>	<b>91,96,263</b>

**NOTE : 'F'**

SUNDRY DEBTORS :

(Unsecured Considered Good)

Out Standing More Than Six Months	43,97,646	43,97,646
Others	-----	-----
	<b>43,97,646</b>	<b>43,97,646</b>

**NOTE : 'G'**

CASH & BANK BALANCE :

Cash on hand	82,195	82,195
Balance in Progressive Mer. Co. Op. Bank Ltd.	74,937	44,178
<b>TOTAL Rs.</b>	<b>1,57,132</b>	<b>1,26,373</b>



PARTICULARS	AS AT 31.3.2015 Rs.	AS AT 31.3.2014 Rs.
<b>NOTE : 'H'</b>		
<b>LOANS AND ADVANCES :</b>		
Advances recoverable by Cash or Kind	4,13,31,580	4,03,72,309
TOTAL Rs.	4,13,31,580	4,03,72,309
<b>NOTE : 'I'</b>		
<b>MISCELLANEOUS EXPENDITURE :</b> (to the extent not written off or adjusted)		
Public Issue Exps.	34,50,462	34,50,462
Profit & Loss A/c. (Dr. Balance)	47,08,382	47,23,445
	81,58,844	81,73,907
<b>NOTE : 'J'</b>		
<b>OTHER INCOME</b>		
Interest Income	6,06,186	5,85,625
Dividend Income	43,800	28,200
	6,49,986	6,13,825
<b>NOTE : 'K'</b>		
<b>SOFTWARE &amp; OTHER EXPENSES :</b>		
<b>PARTICULARS</b>		
Advertisement Expenses .....	13,455	5,280
Auditors Remuneration		
- Audit Fees .....	20,000	10,000
Bank Charges & commission .....	440	1,977
Dematerialisation Charges .....	16,854	16,854
Electricity Expenses .....	1,00,077	73,929
Employees Remuneration .....	2,95,340	3,46,550
Insurance Expenses .....	9,146	13,592
Professional Tax .....	4,440	---
Membership & Subscription .....	19,891	4,000
Municipal Tax .....	50,660	48,234
Office Expenses .....	30,873	15,256
Stationery Printing Exp.....	16,200	8,900
Repairs & Maintenance.....	31,700	10,200
Telephone & Fax Charges .....	27,018	27,321
Share Transfer agent fees .....	26,967	40,450
Legal Exp. ....	10,000	18,500
Total Rs.	6,73,061	6,41,043



**NOTE : 'L'**

**31/03/2015**

**NOTES FORMING PART OF THE ACCOUNTS**

**(A) Significant Accounting Policies :**

- (i) **Basis of Accounting :**  
The financial Statement are prepared on the basis of historical cost convention and in accordance with the normally accepted accounting principles.
- (ii) **Fixed Assets :**
  - a) Fixed Assets are stated at cost of Acquisition less accumulated depreciation.
  - b) Depreciation on fixed Assets have been provided in accordance with the useful life of the Asset as prescribed in Schedule II of the Companies Act, 2013 except in certain Assets where depreiation provided at the rates and manner finds reasonable by the managment.
- (iii) **Income & Expenditure :**  
All Income & Expenditure items having material bearing on the financial statements are recognised on accrual basis.
- (iv) **Retirement Benifits :**  
Since none of the employees have completed the minimum specified period for eligibility under the payment of Gratuity Act, 1972 no provision for gratuity has been made.
- (v) **Investments :**  
Investments are considered as Long Term Investments unless and otherwise specified. Investments are valued at cost Dividend/Interest on Investments are recognised on receipt basis.
- (vi) **Contingent Liabilities :**  
Contingent Liabilities are disclosed in the accounts by way of notes giving the nature and quantity of such liabilities.

**(B) Notes to Accounts :**

- (i) Previous year figures are regrouped, rearranged to compare it with the current year figures.
- (ii) Contingent Liabilities not provided for Rs. Nil
- (iii) In opinion of the management Current Assets, Loans & Advances are approximately of the values stated if realised in ordinary course of the business.
- (iv) Previous years figures have been regrouped/ rearranged/ recast wherever considered necessary.
- (v) Balances of debtors, creditors, loans & advances, deposits and Investments are as per books and subject to confirmation.
- (vi) Imports of materials, components, spares parts and Capital Goods Rs. Nil
- (vii) Figures of the Balance Sheet and Profit & Loss Account and annexures thereof are rounded off to the nearest rupee.
- (viii) Preliminary Expenses not written off during the year under Audit.
- (ix) On the plea that there is different Tax Asset, no Provision made for different Tax Liability
- (x) Information under clause 4C & 4D of part II of Schedule VI to the Companies Act, 1956.
  - (a) The Company is engaged in the manufacture of Software which is not amenable for quantification. Hence the information required as per clause 4C of Part II of Schedule VI of the Companies Act, 1956, has not been furnished.



(b) Information required under clause 4D of part II of Schedule VI of the Companies Act, 1956 are not applicable.

Signature of Note "A" to "L" forming part of Balance Sheet and Profit & Loss A/c.  
AS PER OUR REPORT OF EVEN DATE ATTACHED HEREWITH.

**FOR SURENDRA KUMAR JAIN & CO.  
CHARTERED ACCOUNTANTS**

By the hand of

**S. K. JAIN  
PROPRIETOR**

**FOR MANGALYA SOFT-TECH LTD.**

*D. M. Shah  
Director*

*M. J. Shah  
Director*

PLACE : AHMEDABAD  
DATE : 30/04/2015

PLACE : AHMEDABAD  
DATE : 30/04/2015

**ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV  
OF SCHEDULE VI OF THE COMPANIES ACT, 1956.**

**BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE**

1. Registration Details : CIN No : L 32100 GJ 1992 PLC017564  
Registration Number : 17564  
State Code : 04  
Balance Sheet Date : 31/3/2015
2. Capital raised during the Year (Amount Rs. in '000)  
Public Issue : -  
Right Issue : -  
Bonus Issue : -  
Private Placement : -
3. Position of mobilisation and Development of Funds (Amount Rs. in '000)

Total Liabilities : 116518	Application of Funds	
Total Assets : 116518	Net Fixed Assets :	149
Sources of Funds	Investments :	9,196
Paid Up Capital : 1,00,000	Net Current Assets :	45,866
Reserve & Surplus : 16,498	Miscellaneous Exp. :	8,159
Secured Loans : 0	Advance for capital :	
Unsecured Loans : -	Expenditure :	53,127
4. Performance of Company (Amount Rs. in '000)  
Turnover : 1,196  
Expenditure : 1,181  
Profit/Loss Before Tax : 15  
Profit/Loss After Tax : 15
5. Earning per Share : Nil
6. Generic Names of the Three Principal Products/Services of Company.
  1. Computer Software



**FUND FLOW STATEMENT FOR THE PERIOD  
FROM 1/4/2014 TO 31/3/2015**

<b>(A) Fund Flow from operating activities :</b>	<b>Rs.</b>	<b>Rs.</b>
Net Loss as per Profit & Loss A/c.		15,063
Add : Depreciation	60,142	
Operating Profit before working capital changes		75,205
<b>B. FUND FLOW FROM INVESTING ACTIVITIES :</b>		
Add : Increase in Current Liabilities	(+) 10,000	
Less : Increase in Loans and Advances	(-) 9,59,271	
Add : Decrease in Advance for Capital Exp.	(+) 4,04,825	
Add : Decrease in Debtors	(+) 5,00,000	
Net fund used in Investing Activites		(-) 44,446
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Funds from financing activities		Nil
<b>CASH AND BANK BALANCE AS AT 1/4/2014</b>		<b>1,26,373</b>
<b>CASH AND BANK BALANACE AS AT 31/3/2015</b>		<b>1,57,132</b>

Above are correct as per books of accounts.

**FOR SURENDRA KUMAR JAIN & CO.  
CHARTERED ACCOUNTANTS**

By the hand of

**S. K. JAIN  
PROPRIETOR**

**FOR MANGALYA SOFT-TECH LTD.**

*D. M. Shah  
Director*

*M. J. Shah  
Director*

PLACE : AHMEDABAD  
DATE : 30/04/2015

PLACE : AHMEDABAD  
DATE : 30/04/2015



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that Twenty Third Annual General Meeting of members of the **MANGALYA SOFT-TECH LIMITED** will be held at 11-00 a.m. on 30<sup>th</sup> day of July, 2015 at 302, "Samruddhi" Opp. Sakar-III, Income Tax Circle, Ashram Road, Ahmedabad - 380 014. to transact the following business.

### **ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts of the Company for the year ended 31st March, 2015 alongwith report of auditors and directors' thereon.
2. To appoint director in place of Mr. V. C. Shah who retires by rotation and is eligible for reappointment.
3. To appoint director in place of Mr. K. M. Shah who retires by rotation and is eligible for reappointment.
4. To appoint auditors and to fix their remuneration.

### **NOTES :**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
- (2) Proxy Form in order to be effective, must reach the Company's Registered office not less than 48 hours before the time of the meeting.
- (3) Members are requested to immediately notify the Company of any change in their registered address.
- (4) The Register of Members and Share Transfer books of the Company will remain closed during 25-7-2015 to 30-7-2015. (both days inclusive)
- (5) Members are informed that share transfer and related activities are being carried out by M/s. Cameo Corporate Services Ltd. "SUBRAMANIAN BUILDING", No.1, Club House Road, CHENNAI - 600 002. SEBI Reg.No. INR 000003753 dated 12-04-1999 for both physical and demat share maintenance with effect from 06-04-2010.
- (6) Members desiring any information on Accounts or other items of Agenda are requested to write to the Company at its Regd. office at least ten days before the date of AGM so as to enable Management to keep the information ready.

**Place : Ahmedabad.**

**Date : 30/04/2015**

**By Order of the Board**

### **REGISTERED OFFICE**

302, "Samruddhi" Opp. Sakar-III, Income Tax Circle,  
Ashram Road, Ahmedabad - 380 014.

**DILIP M. SHAH**  
Managing Director

## **IMPORTANT INTIMATION TO MEMBERS**

As you may be aware, the Ministry of Corporate Affairs, Government of India ('MCA') has recently introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by Companies, i.e. service of notice/documents including Annual Report can be sent by e-mail to its members. Keeping in view the underlying spirit and pursuant to the said initiative of MCA, we request the members who have not registered their e-mail addresses, so far, to register their e-mail addresses, in respect of electronic holdings with the Depository through their respective Depository Participants. Members holding the shares in physical mode are also requested to register their e-mail addresses with Company's Registrar & Share Transfer Agent viz. Cameo Corporate Services Ltd.

## Form A

Format of Covering letter of the annual audit report to be filed with the stock exchange

1	Name of Company	MANGLAYA SOFT TECH LIMITED
2	Annual financial statements for the year ended	31st March, 2015
3	Type of audit observation	Un - qualified
4	Frequency of observation	Not Applicable
5	To be signed by-	
	CEO/Managing Director	<i>Dilip M. Shah...</i>
	CFO	<i>M. J. Shah...</i>
	Auditor of the Company	For, SURENDRA KUMAR JAIN & CO Chartered Accountants <i>S. K. Jain</i> S. K. Jain Proprietor
	Audit Committee Chairman	<i>मंगुला मनसुभादास शिंदे.</i>