



**Fox Software Technologies Limited**

**19th Annual Report**

**F.Y.: 2012-13**

---

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **BOARD OF DIRECTORS**

|                       |                                    |
|-----------------------|------------------------------------|
| Shri Ashok Mehta      | Executive Chairman                 |
| Shri Sunil Kala       | Independent Non Executive Director |
| Shri Jogeshwar Sharma | Independent Non Executive Director |
| Shri Manoj Oberoi     | Independent Non Executive Director |

### **AUDITORS**

Neeraj Madan & Associates  
Chartered Accountants  
C-7, Greater Kailash Enclave-II  
New Delhi-110048

### **BANKERS**

The Federal Bank Limited  
Nehru Place, New Delhi-110019

### **REGISTERED OFFICE**

FOX SOFTWARE TECHNOLOGIES LIMITED  
110, Deepali Building, 92  
Nehru Place, New Delhi-110019

### **STOCK EXCHANGES**

Delhi Stock Exchange Limited  
DSE House, 3/1, Asaf Ali Road  
Delhi-110002

Cochin Stock Exchange Limited  
MES Complex, 4<sup>th</sup> Floor, 36/1565  
Judges Avenues, Kaloor, Kochi-682017

### **REGISTRAR & SHARE TRANSFER AGENTS**

Link Intime India Pvt. Ltd.  
Formerly known as Intime Spectrum Registry Limited  
2nd Floor, A-40, Naraina Industrial Area, Phase-II  
Nr. Batra Banquet Hall, New Delhi-110028  
Tel:011-41410592/93/94  
Email: delhi@linkintime.co.in

### **WEBSITE**

[www.foxsoftware.in](http://www.foxsoftware.in)

### **COMPANY IDENTIFICATION NO.**

L74899DL1994PLC059402

|   |
|---|
| <p><b>Annual General Meeting: 30<sup>th</sup> Day of September, 2013</b><br/><b>Time: 10:00 A.M.</b><br/><b>Venue: 110, Deepali Building, 92, Nehru Place, New Delhi-110019</b></p> |
|---|

**BOOK CLOSURE DATES (23/09/2013 - 30/09/2013)**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **NOTICE OF 19<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 19<sup>th</sup> Annual General Meeting of the shareholders of Fox Software Technologies Limited will be held on Monday, 30<sup>th</sup> September, 2013, at 10.00 a.m. at its Registered Office at 110, Deepali Building, 92, Nehru Place, New Delhi-110019, to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Balance Sheet as at 31<sup>st</sup> March, 2013 and the statement of Profit and Loss Account of the Company for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint M/s. Neeraj Madan & Associates, Chartered Accountants, Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be decided by the Board of Directors.
3. To appoint a Director in place of Mr. Manoj Oberoi, who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of the Board**  
**For Fox Software Technologies Limited**

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

**Ashok Mehta**  
**Chairman**

#### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on the poll only, instead of himself and proxy so appointed need not be a member of the Company. Proxies in order to be effective must reach at the Registered Office of the Company not less than 48 hours before the time fixed for meeting.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from 23<sup>rd</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive).
3. Shareholders of the Company may opt for conversion of their physical holding to demat holdings by lodging their physical Share certificate with Dematerialization Request form with their Depository Participant.
4. Corporate Members are requested to send a duly certified copy of the Board resolution/ power of attorney authorising their representative to attend and vote at the Annual General Meeting.
5. Members are requested to notify any change in their address.

6. The Ministry of Corporate Affairs has taken a “**Green Initiative in the Corporate Governance**” by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses are requested to register their e-mail address with the Company.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members seeking any information with regard to accounts are requested to write to the company at least 10 days in advance so as to enable the company to keep information ready.
9. Member desirous of making nomination in respect of their shareholding in the company as permitted under the provisions of the Companies Act, are requested to write to the Company’s Registrar in the prescribed form.
10. Member may note that no gift/gift coupons shall be distributed at the venue of the meeting.
11. Details of Directors seeking Appointment/ re-appointment at the Annual General Meeting ( in pursuant of clause 49 of the Listing Agreements)

|  |  |
|--|--|
| <b>NAME OF DIRECTOR</b>  | Manoj Oberoi                             |
| <b>Age</b>   | 44 years                                 |
| <b>Date of Appointment as a Director</b>   | 05/06/2006                               |
| <b>Expertise</b>   | Rich and vast administrative experience. |
| <b>Outside Directorships/ Committee Memberships/ Chairmanships in Public Companies</b> | Nil                                      |
| <b>Qualifications</b>  | Commerce Graduate                        |
| <b>Shareholding in the Company</b>   | Nil                                      |

**By Order of the Board**  
**For Fox Software Technologies Limited**

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

**Ashok Mehta**  
**Chairman**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **DIRECTORS' REPORT TO THE MEMBERS**

Your Directors have pleasure in presenting the 19<sup>th</sup> Annual Report on the operations of the company and the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2013.

#### **1. Financial Results & Operational Performance**

| <b>PARTICULARS</b>   | <b>YEAR ENDED<br/>31-03-2013<br/>AMOUNT IN RS.</b> | <b>YEAR ENDED<br/>31-03-2012<br/>AMOUNT IN RS.</b> |
|--|--|--|
| <b>Total Income</b>  | 14,58,148  | 14,22,700  |
| <b>Profit before depreciation</b>                                    | 15,43,081  | 15,20,812  |
| <b>Less: Depreciation and Amortisation</b>                           | 84,933   | 74,229   |
| <b>Profit / (Loss) before tax</b>                                    | 4,50,515   | (23,883)   |
| <b>Less: Income Tax</b>  | 90,000   | NIL  |
| <b>Profit / (Loss) after taxation</b>                                | 3,60,515   | (23,883)   |
| <b>Less: Provision for Deferred tax &amp;<br/>Prior Period Items</b> | (13,421)   | (11,919)   |
| <b>Surplus / (Deficit)</b>   | 3,73,936   | (11,964)   |
| <b>EPS</b>   | <b>0.125</b>                                       | <b>(0.004)</b>                                     |

During the financial year, the company has earned profits amounting Rs.4,50,515/- as compared with the results of the previous year during which the company suffered losses amounting Rs.23,883/-. Your Directors are endeavoring hard to start business activities in the company.

#### **2. Dividend**

The Board does not recommend any dividend for the year 2012-2013.

#### **3. Public Deposits**

The Company has not accepted any deposits including fixed deposits from the public under section 58A and 58AA of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975, during the financial year.

#### **4. Director's Responsibility Statement**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

That in the preparation of the annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures;

That the Directors have in selection of the accounting policies have consulted the statutory auditors and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at end of the financial year and of the profit or loss of the Company for the year under review;

That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

That the annual accounts for the FY ended 31st March, 2013 have been prepared on a 'going concern' basis.

#### **5. Directors**

During the year under review Mr Manoj Oberoi, Director of the company retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment to the Board of your Company.

#### **6. Accounts and Auditors Report**

The observations of the Auditors' Report read together with the relevant notes to the accounts are self-explanatory and therefore, do not call any further comments.

#### **7. Auditors**

The Company's auditors M/s. Neeraj Madan & Associates, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting of the Company. They being eligible offer themselves for re-appointment. A certificate has been received from the Auditors to the effect that their appointment if made would be within the prescribed limits under 224 (1B) of the Companies Act, 1956.

#### **8. Personnel**

During the year no employee, whether employed for the whole year or part of the year, was drawing remuneration exceeding the limits as laid down under Section 217 of the Companies Act, 1956. Therefore, the information as required under Section 217(2A) of the Act, read with the Companies (Particulars of Employees) Rules, 1975, is not being given.

#### **9. Conservation of Energy and Technology Absorption**

The Company's (Disclosure of Particulars in the Report of the Board of Directors') Rules, 1998, require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in Form-B prescribed by the Rules. The Company not being a Manufacturing Company is advised that the requirements of Forms-A & B are not applicable.

#### **10. Corporate Governance**

Your Company has followed good corporate governance practices since inception in accordance with the code of Corporate Governance. A detailed Corporate Governance Report together with a certificate from Statutory Auditors in compliance with Clause 49 of the Listing Agreements is attached and forms a part of this report.

### **11. Secretarial Compliance Certificate**

The Company has obtained a compliance certificate from a practicing Company Secretary and the same is annexed hereto and forms part of the report.

### **12. Statement pursuant to listing agreements**

The Company's securities are presently listed at The Delhi Stock Exchange Limited (DSE) and The Cochin Stock Exchange Limited. The listing fees to DSE, only, has been paid.

The Management's Discussion and Analysis in compliance with Clause 49 of the Listing Agreements forming part of this Report is attached.

### **13. Foreign Exchange Earnings and Outgo**

|          |     |
|----------|-----|
| Earning: | Nil |
| Outgo:   | Nil |

### **14. Acknowledgements**

Your directors take this opportunity to thank our customers, bankers, and all the shareholders for the co-operation and assistance extended to the Company and look forward to their continued support.

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

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

**Sunil Kala**  
**Director**

**Ashok Mehta**  
**Director**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

### **CORPORATE GOVERNANCE REPORT**

Good Corporate Governance helps build long term relationship with all stakeholders in the corporate world which requires the most possible transparency in dealings with the stakeholders. Corporate Governance focuses on commitment to values adhering to ethical business practices. This includes corporate structures, culture, policies and the manner in which the corporate entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the sound Corporate Governance.

#### **1. PHILOSOPHY OF THE COMPANY ON CORPORATE GOVERNANCE**

It has been a constant endeavor on the part of the Company to achieve excellence in Corporate Governance by following the principles of transparency, accountability and integrity in functioning, so as to constantly enhance value for all stakeholders and fulfill the social obligation entrusted upon the corporate sector.

Your Company's philosophy is to implement the Corporate Governance Practices for the benefits of all the stakeholders and continuously improve upon the process for effective functioning of the Board of Directors, its Committees and the executive management.

Your Company has complied with the requirements of the Corporate Governance Code, the disclosure requirements of which are given below.

#### **2. BOARD OF DIRECTORS**

The constitution of Board aims at ensuring Directors commitment to participate in the affairs of the Company with understanding and competence to deal with business issues.

##### **Composition of Board of Directors:**

| <b>Name of the directors</b> | <b>Category</b>             | <b>Other Directorships in Public Companies</b>  | <b>Committee Memberships</b> | <b>Committee Chairmanships</b> |
|------------------------------|-----------------------------|---|------------------------------|--------------------------------|
| Mr. Ashok Mehta              | Executive Chairman/Promoter | None  | Nil                          | Nil                            |
| Mr. Sunil Kala               | Director/ NE/Independent    | Cardinal Drug Ltd;<br>Nistha Securities Ltd;<br>Status Portfolios Ltd;<br>Shilpi Cable Technologies Ltd | Nil                          | Nil                            |
| Mr. Manoj Oberoi             | Director/ NE/Independent    | None  | Nil                          | Nil                            |
| Mr. Jogeshwar Sharma         | Director/ NE/Independent    | None  | Nil                          | Nil                            |

##### **Meetings of the Board and Attendance thereat:**

The Board Directors of your company met seven times on 14/05/2012, 29/05/2012, 14/08/2012, 31/08/2012, 10/11/2012, 08/02/2013, 30/03/2013, during the financial year. The attendance of various directors thereat is as under:

| <b>Sl. No.</b> | <b>Name of the director</b> | <b>No. of Board Meetings attended</b> | <b>Whether attended last AGM</b> |
|----------------|-----------------------------|---------------------------------------|----------------------------------|
| 1.             | Mr. Ashok Mehta             | 7                                     | Yes                              |
| 2.             | Mr. Manoj Oberoi            | 6                                     | Yes                              |
| 3.             | Mr. Sunil Kala              | 5                                     | Yes                              |
| 4.             | Mr. Jogeshwar Sharma        | 6                                     | Yes                              |



**Details of Director(s):**

Details of the Director(s) seeking appointment/re-appointment at the Annual General Meeting, pursuant to Clause 49 of the Listing Agreements, have been given along with the Notice of Annual General Meeting.

**3. CODE OF CONDUCT**

The Company has adopted a Conduct for all Board members and the senior management of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct as on 31<sup>st</sup> March, 2013. A declaration to that effect, duly signed by the Chairman is annexed and forms a part of this report.

**4. COMMITTEES OF THE BOARD**

The constitution of Committees of the Board aims at ensuring support to the Board regarding the activities assigned to the committees.

**(i) Audit Committee**

In terms of clause 49 of the listing agreements and Section 292A of the Companies Act, 1956, an audit committee was constituted. Composition of the audit committee and Detail of meetings attended are as follow:

| Sl. No. | Name of the Director | Category                | No of Committee Meetings held | No. of Committee Meetings attended |
|---------|----------------------|-------------------------|-------------------------------|------------------------------------|
| 1.      | Mr. Sunil Kala       | Independent NE Director | 4                             | 4                                  |
| 2.      | Mr.Jogeshwar Sharma  | Independent NE Director | 4                             | 4                                  |
| 3.      | Mr. Manoj Oberoi     | Independent NE Director | 4                             | 4                                  |

The Chairman of the Audit Committee is Mr. Sunil Kala, who is an Independent Non Executive Director and is proficient in financial accounting knowledge as per clause 49 of the listing agreements.

**Term of Reference:** The functioning and terms of reference of the Audit Committee are as prescribed under Section 292 A of the Companies Act, 1956 and Clause 49 of the listing agreements with the Stock Exchanges besides other terms as may be referred by the Board of Directors.

**(ii) Remuneration Committee**

The Chairman of the remuneration Committee is Mr. Sunil Kala, who is an Independent Non Executive Director. The Chairman except other Directors has withdrawn remuneration from the Company during the year which is within the permissible limits.

| Sl. No. | Name of the Director | Category                | No of Committee Meetings held | No. of Committee Meetings attended |
|---------|----------------------|-------------------------|-------------------------------|------------------------------------|
| 1.      | Mr. Sunil Kala       | Independent NE Director | 3                             | 3                                  |
| 2.      | Mr.Jogeshwar Sharma  | Independent NE Director | 3                             | 3                                  |
| 3.      | Mr. Manoj Oberoi     | Independent NE Director | 3                             | 3                                  |

The powers and terms of reference of the Remuneration Committee include:

- # To recommend and review the remuneration package of Managing/Whole time directors.
- # To decide the service contracts, notice period and severance fees of executive Directors during the year.
- # To formulate a board policy framework for managerial remuneration.

### **(iii) Investor Grievance**

**Compliance Officer** – Mr. Ashok Mehta, the Director is the Compliance Officer of the Company.

**Pending Share Transfer-** No request for transfer was pending for approval as on 31<sup>st</sup> March, 2013.

**Complaints received/ resolved-** During the year no complaint was received from investors.

The complaints or queries relating to the shares can also be forwarded to the Company's Registrar and Transfer Agents M/s Link Intime India Private Limited, 2<sup>nd</sup> Floor, A-40, Naraina Industrial Area, Phase-II, Nr. Batra Banquet Hall, New Delhi-110028, Tel:011-41410592/93/94, Email: delhi@linkintime.co.in.

## **5. GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as per the details given below:-

| <b>Year</b> | <b>Day</b> | <b>Date</b> | <b>Time</b> | <b>Location</b> | <b>No of Special Resolution passed</b> |
|-------------|------------|-------------|-------------|-----------------|--|
| 2009-2010   | Thursday   | 30.09.2010  | 10.00A.M.   | Regd. Office    | NIL                                    |
| 2010-2011   | Friday     | 30.09.2011  | 10.00AM     | Regd. Office    | NIL                                    |
| 2011-2012   | Saturday   | 29/09/2012  | 10.00A.M.   | Regd. Office    | Nil                                    |

## **6. DISCLOSURES**

The Company has complied with the requirements of the stock Exchange, SEBI and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI.

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company.

## **7. DEMATERIALISATION OF SHARES**

M/s Link Intime India Pvt. Ltd. has been appointed as common agency for undertaking physical transfers and to act as depository Registrar.

## **8. CEO/CFO CERTIFICATION**

The CEO/CFO certificate for the year ended 31<sup>st</sup> March, 2013 forms part of this report. Similarly, the CEO/CFO also gives quarterly certification on the financial results while placing the quarterly financial results before the Board in terms of Clause 41 of the listing agreements entered into with stock exchanges.

## **11. MEANS OF COMMUNICATION**

Quarterly Financial Results and Annual Report of the company are sent to the Stock Exchange as per the requirements of the Listing Agreements. During FY 2012-2013 the quarterly results of the Company were published in leading English newspapers viz. the Pioneer/ Mint, and in regional hindi newspapers viz. Haribhoomi.

## 12. GENERAL SHAREHOLDERS INFORMATION

|  |   |
|--|---|
| <b>I. Annual General Meeting</b>       | Date and Time: Monday, 30 <sup>th</sup> September, 2013 at 10.00 A.M.<br>Venue: 110, Deepali Building, 92, Nehru Place, New Delhi-110019  |
| <b>II. Financial Calendar</b>          | 1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013   |
| <b>III. Book Closure</b>               | 23 <sup>rd</sup> September, 2013 to 30 <sup>th</sup> September, 2013 (both days inclusive)  |
| <b>IV. Dividend Payment Rate</b>       | No Dividend   |
| <b>V. Listing on Stock Exchanges</b>   | Delhi Stock Exchange Limited (DSE)<br>DSE House, 3/1, Asaf Ali Road<br>Delhi-110002<br><br>Cochin Stock Exchange Limited (CSE)<br>MES Complex, 4 <sup>th</sup> Floor, 36/1565<br>Judges Avenues, Kaloor, Kochi-682017   |
| <b>VI. Stock Code</b>                  | DSE: 104121<br>CSE: DMB-09  |
| <b>ISIN</b>                            | INE381E01018  |
| <b>VII. Dematerialization</b>          | The Company's shares are available for trading in Depository System with NSDL & CDSL.   |
| <b>VIII. Registered Office</b>         | 110, Deepali Building, 92<br>Nehru Place, New Delhi – 110019<br>Tel: 011-26418807   |
| <b>IX. Share Transfer Agents</b>       | Link Intime India Pvt. Ltd.<br>Formerly known as Intime Spectrum Registry Limited,<br>2 <sup>nd</sup> Floor, A-40, Naraina Industrial Area, Phase-II<br>Nr. Batra Banquet Hall, New Delhi-110028<br>Tel: 011-41410592/93/94<br>Email: delhi@linkintime.co.in  |
| <b>X. Website</b>                      | www.foxsoftware.in  |
| <b>XI. E-mail Id</b>                   | ashokmehta_delhi@yahoo.com  |
| <b>XII. Address for Correspondence</b> | Shareholders correspondence should be addressed to our Registrar and Transfer Agent at the above given address.   |
| <b>XIII. Whistle Blowing Mechanism</b> | Company has not denied any personal access to the Audit Committee and is always welcoming such efforts of the shareholders or employees. Further the company has laid down a whistle blowing policy recommended by the audit committee for safeguards of the shareholders and employees of the company. |

**XIV. Distribution of shareholding as on 31.03.2013**

| <b>SHAREHOLDING OF<br/>NOMINAL VALUE OF RS.</b> | <b>NUMBER OF<br/>SHAREHOLDERS</b> | <b>% OF<br/>TOTAL</b> | <b>NO. OF<br/>SHARES</b> | <b>AMOUNT<br/>IN RS.</b> | <b>% TO<br/>TOTAL</b> |
|---|-----------------------------------|-----------------------|--------------------------|--------------------------|-----------------------|
| UP TO 5000                                      | 230                               | 52.39%                | 71430                    | 714300                   | 2.38%                 |
| 5001 TO 10000                                   | 114                               | 25.97%                | 93600                    | 936000                   | 3.12%                 |
| 10001 TO 20000                                  | 30                                | 6.83%                 | 47500                    | 475000                   | 1.58%                 |
| 20001 TO 30000                                  | 8                                 | 1.82%                 | 20800                    | 208000                   | 0.69%                 |
| 30001 TO 40000                                  | 20                                | 4.56%                 | 75900                    | 759000                   | 2.53%                 |
| 40001 TO 50000                                  | 6                                 | 1.37%                 | 26200                    | 262000                   | 0.87%                 |
| 50001 TO 100000                                 | 6                                 | 1.37%                 | 53500                    | 535000                   | 1.78%                 |
| 100001 AND ABOVE                                | 25                                | 5.69%                 | 2613070                  | 26130700                 | 87.04%                |
| <b>TOTAL</b>                                    | <b>439</b>                        | <b>100.00%</b>        | <b>3002000</b>           | <b>30020000</b>          | <b>100.00%</b>        |

**Shareholding Pattern as on 31.03.2013****Shares of Rs.10/- each.**

| <b>Category</b>          | <b>No. of Shares</b> | <b>Percentage of Shareholding</b> |
|--------------------------|----------------------|-----------------------------------|
| Promoters                | 880110               | 29.32%                            |
| Person acting in concert | 0                    | 0%                                |
| Corporate Bodies         | 1440600              | 47.99%                            |
| Indian Public            | 681290               | 22.69%                            |
| Non Resident Indians     | 0                    | 0%                                |
| <b>Grand Total</b>       | <b>3002000</b>       | <b>100%</b>                       |

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **MANAGEMENT ANALYSIS & DISCUSSION REPORT**

The Financial Statements have been prepared in compliance with the requirements of the Companies Act and generally accepted accounting principles in India. And there are no material departures. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis in order that the financial statements reflect a true and fair state of affairs and losses for the year.

During the year, the company has suffered losses due to its discontinued operations.

There has been no change in the paid up share capital during the year

The Company's operations are carried out under single division. The Company is planning to search a good alliance partner to build up a strong base in the industry.

The Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any un-authorized use or disposition of assets, and that the transactions are authorized, recorded and reported correctly. It ensures adherence to and compliance with internal control policies and procedures as well as regulatory requirements.

The Audit Committee reviews adequacy of internal controls.

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

Place: New Delhi  
Date: 31<sup>st</sup> August, 2013

**Sunil Kala  
Director**

**Ashok Mehta  
Director**

### **Declaration by Chairman**

I, Ashok Mehta, Chairman of Fox Software Technologies Limited hereby confirm pursuant to clause 49(1)(D) of the listing agreements that:

- The Board of Directors of the company has laid down a code of conduct for all Board members and senior management of the Company.
- All the Board Members and senior management personnel have affirmed their compliance with the said code of conduct for year ended March 31, 2013.

**Ashok Mehta  
Chairman**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **Chief Executive Office(CEO) and Chief Financial Officer(CFO) Certification:**

To the best of our knowledge and belief we hereby certify that:

- a) We have reviewed the Balance Sheet and the statement of Profit and Loss as on 31<sup>st</sup> March, 2013 and all the notes to accounts and significant accounting policies, as well as Cash Flow Statements and the Directors Report.
- b) These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading.
- c) These statements together present a true and fair view of the Company and are in compliance with the existing accounting standards and/ or applicable laws/ regulations.
- d) We are responsible for establishing and maintaining internal control and have evaluated the effectiveness of internal control system of the Company.
- e) There is no instance of significant Fraud that involves management or employees having significant role in the Company's internal control systems.
- f) We have indicated to the Auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and/ or accounting policies during the year.

**Date: 31<sup>st</sup> August, 2013**  
**Place: New Delhi**

**Ashok Mehta**  
**Director**

**Sunil Kala**  
**Director**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **Auditors' Certificate regarding compliance of conditions of Corporate Governance under Clause 49 of the Listing Agreements**

Company has obtained a certificate from the Auditors of the Company regarding compliance of Corporate Governance as stipulated in the Listing Agreements with the Stock Exchanges.

**To**  
**The Members**  
**Fox Software Technologies Limited**

We have examined the compliance of conditions of Corporate Governance by Fox Software Technologies Limited ("the Company"), for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

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

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

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

**For NEERAJ MADAN & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number: 012840N**

**NEERAJ MADAN**  
**Proprietor**  
**M. No. 088569**  
**Place : New Delhi**  
**Dated : 31/08/2013**

## **FOX SOFTWARE TECHNOLOGIES LIMITED**

---

### **AUDITORS CERTIFICATE ON CASH FLOW**

We have verified the attached cash flow statement of Fox Software Technologies Limited for the year ended 31<sup>st</sup> March, 2013. This statement has been compiled by the Company from the Audited financial statements for the Year Ended 31<sup>st</sup> March, 2013. We found the same in accordance with the requirements of clause 32 of the Listing Agreements with the stock exchanges.

**For NEERAJ MADAN & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Registration Number: 012840N**

**NEERAJ MADAN**  
**Proprietor**  
**M. No. 088569**  
**Place : New Delhi**  
**Dated : 31/08/2013**



## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF FOX SOFTWARE TECHNOLOGIES LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **FOX SOFTWARE TECHNOLOGIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit and Loss for the year then ended and a summary of the significant accounting policies and other explanatory information.

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

The Company's 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 referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

#### Auditors' 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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

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 the internal controls 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 the accounting policies used and the reasonableness of the accounting estimates made by the 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 aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the 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 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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.

PAN No. AAGPM5160R  
SERVICE TAX No. AAGPM5160RST001

**Neeraj Madan & Associates**  
C-7, 2nd Floor  
Greater Kailash Enclave - II  
New Delhi 110 048 (India)  
Tel : +91 11 2921 1441  
Fax +91 11 2921 1441  
Email : caneerajmadan@gmail.com

- (f) Since the Central Government has neither issued any notification as to the rate at which the cess is to be paid under Section 441A of the Act nor has it issued any Rules under the said Section prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For NEERAJ MADAN & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration Number: 012840N

**NEERAJ MADAN**  
Proprietor  
M. NO 088569  
Place : New Delhi  
Dated : 31/08/2013

PAN No. AAGPM5160R  
SERVICE TAX No. AAGPM5160RST001

**Neeraj Madan & Associates**  
C-7, 2nd Floor  
Greater Kailash Enclave - II  
New Delhi 110 048 (India)  
Tel : +91 11 2921 1441  
Fax +91 11 2921 1441  
Email : caneerajmadan@gmail.com

**Annexure to the Independent Auditors' Report to the members of FOX SOFTWARE TECHNOLOGIES LIMITED On the financial statements for the year ended 31<sup>st</sup> March 2013 referred to in Paragraph 1 'Report on Other Legal and Regulatory Requirements' of our report**

- (i)
  - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us, the Company has a system of physical verification, which is designed to cover all fixed assets, 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.
  - c) In our opinion and according to the information and explanations given to us, a substantial part of the fixed assets has not been disposed off by the Company during the year and going the concern status of the Company is not affected.
- (ii) The Company does not have any inventory hence the clause of inventory is not applicable.
- (iii)
  - a) As informed, the Company has not taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - b) As informed, the Company has not given any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) According to the information and explanations given to us, having regard to the explanation that no purchases were made with the party covered under Section 301 of the Companies Act, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventories, fixed assets and with regard to the sale of goods. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of major weaknesses in the aforesaid internal control system.

PAN No. AAGPM5160R  
SERVICE TAX No. AAGPM5160RST001

**Neeraj Madan & Associates**  
C-7, 2nd Floor  
Greater Kailash Enclave - II  
New Delhi 110 048 (India)  
Tel : +91 11 2921 1441  
Fax +91 11 2921 1441  
Email : caneerajmadan@gmail.com

- (v) a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- b) According to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements which are required to be entered in the register maintained under Section 301 of the Companies Act, 1956, and exceeding the value of rupees five lacs in respect of any party during the year.
- (vi) According to the information and explanations given to us, the company has not accepted any deposit from public. Therefore, the provisions of Clause (vi) of the paragraph 4 of the Order are not applicable to the Company.
- (vii) In our opinion and according to the information and explanation given to us there is adequate internal control procedure commensurate with the size of the Company and the nature of its business.
- (viii) To the best of our knowledge, the central government has not prescribed maintenance of the cost records under clause 209 (1) (d) of the Companies Act, 1956 by the company. Accordingly, the provisions of clause 4(viii) of the order are not applicable to the company.
- (ix) i) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax and other material statutory dues applicable to it. The provisions relating to provident fund, investor education and protection fund, wealth-tax, service tax, customs duty, excise duty, employees' state insurance are not applicable to the Company.
- Further, since the Central Government has till date not prescribed the amount of cess payable under section 441 A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.
- ii) According to the information and explanations given to us, no undisputed amounts were outstanding in respect of statutory dues as at March 31<sup>st</sup>, 2013 for period of more than six months from the date they became payable.
- iii) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed dues in respect of TDS, Income Tax, sales tax, wealth tax, customs duty and cess which have not been deposited.

PAN No. AAGPM5160R  
SERVICE TAX No. AAGPM5160RST001

**Neeraj Madan & Associates**

C-7, 2nd Floor  
Greater Kailash Enclave - II  
New Delhi 110 048 (India)  
Tel : +91 11 2921 1441  
Fax +91 11 2921 1441  
Email : [caneerajmadan@gmail.com](mailto:caneerajmadan@gmail.com)

- (x) The Company has an accumulated loss of `22,22,979 at the end of financial year as compared to previous year `25,96,915. The Company has not incurred cash loss during the financial year covered under the audit and in the immediate preceding financial year cash loss was `NIL.
- (xi) According to the records of the Company examined by us and on the basis of information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank in respect of loans taken by the company, as at the balance sheet date. The Company did not have any outstanding debentures during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances during the year on the basis of security by way of pledge of shares, debentures and other securities. Accordingly the provisions of clause 4(xii) of the order are not applicable.
- (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 is not dealing or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Order are not applicable
- (xv) According to the information and explanations given to us, the Company has not given any guarantee during the year for loans taken by others.
- (xvi) According to the information and explanations given to us, the Company has not taken any term loan from bank or any other financial institution.
- (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 no funds raised on short term basis which have been used for long term investment by the company.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.

PAN No. AAGPM5160R  
SERVICE TAX No. AAGPM5160RST001

**Neeraj Madan & Associates**  
C-7, 2nd Floor  
Greater Kailash Enclave - II  
New Delhi 110 048 (India)  
Tel : +91 11 2921 1441  
Fax +91 11 2921 1441  
Email : caneerajmadan@gmail.com

- (xix) The Company has neither issued nor had any outstanding debentures during the year accordingly provisions of clause 4(xix) of the order are not applicable.
- (xx) The Company has not raised any money by way of Public Issue during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable.
- (xxi) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For NEERAJ MADAN & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration Number: 012840N

**NEERAJ MADAN**  
Proprietor  
M. NO 088569  
Place : New Delhi  
Dated: 31/08/2013



**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Balance Sheet as at 31 March, 2013**

| Particulars |  | Note No. | As at 31 March, 2013 | As at 31 March, 2012 |
|-------------|--|----------|----------------------|----------------------|
| <b>A</b>    | <b>EQUITY AND LIABILITIES</b>  |          |                      |                      |
| <b>1</b>    | <b>Shareholders' funds</b>   |          |                      |                      |
|             | (a) Share capital  | 3        | 30,020,000           | 30,020,000           |
|             | (b) Reserves and surplus   | 4        | (2,222,979)          | (2,596,915)          |
|             |  |          | 27,797,021           | 27,423,085           |
| <b>2</b>    | <b>Non-current liabilities</b>   |          |                      |                      |
|             | (a) Deferred tax liabilities (net)                                     | 17.4     | 115,108              | 128,529              |
|             |  |          | 115,108              | 128,529              |
| <b>3</b>    | <b>Current liabilities</b>   |          |                      |                      |
|             | (a) Trade payables   | 5        | 163,920              | 399,762              |
|             | (b) Other current liabilities  | 6        | 833                  | 1,735                |
|             | (c) Short-term Provisions  | 7        | 90,000               | -                    |
|             |  |          | 254,753              | 401,497              |
|             | <b>TOTAL</b>   |          | 28,166,882           | 27,953,111           |
| <b>B</b>    | <b>ASSETS</b>  |          |                      |                      |
| <b>1</b>    | <b>Non-current assets</b>  |          |                      |                      |
|             | (a) Fixed assets   |          |                      |                      |
|             | (i) Tangible assets  | 8        | 497,315              | 582,248              |
|             |  |          | 497,315              | 582,248              |
| <b>2</b>    | <b>Current assets</b>  |          |                      |                      |
|             | (a) Current investments  | 9        | 20,117,233           | 20,113,705           |
|             | (b) Cash and cash equivalents  | 10       | 262,116              | 56,941               |
|             | (c) Short-term loans and advances                                      | 11       | 7,290,218            | 7,200,217            |
|             |  |          | 27,669,567           | 27,370,863           |
|             | <b>TOTAL</b>   |          | 28,166,882           | 27,953,111           |
|             | <b>See accompanying notes forming part of the financial statements</b> |          |                      |                      |

In terms of our report attached.

**For NEERAJ MADAN & ASSOCIATES**  
Chartered Accountants

**For and on behalf of the Board of Directors**  
**Fox Software Technologies Limited**

**NEERAJ MADAN**  
**PROPRIETOR**  
M. No. : 088569

**ASHOK KUMAR MEHTA**  
Director

Place : NEW DELHI  
Date : 31/08/2013

**SUNIL KALA**  
Director



**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Statement of Profit and Loss for the year ended 31 March, 2013**

| Particulars  |   | Note No. | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|--|---|----------|--------------------------------------|--------------------------------------|
| <b>A</b>   | <b>CONTINUING OPERATIONS</b>  |          |                                      |                                      |
| <b>1</b>   | Revenue from operations   | 12       | 1,260,000                            | 1,350,000                            |
| <b>2</b>   | Other income  | 13       | 198,148                              | 72,700                               |
| <b>3</b>   | <b>Total revenue (1+2)</b>  |          | <b>1,458,148</b>                     | <b>1,422,700</b>                     |
| <b>4</b>   | <b>Expenses</b>   |          |                                      |                                      |
|  | (a) Employee benefits expense   | 14       | 499,200                              | 200,000                              |
|  | (b) Depreciation and amortisation expense   | 8        | 84,933                               | 74,229                               |
|  | (c) Other expenses  | 15       | 423,500                              | 1,172,354                            |
|  | <b>Total expenses</b>   |          | <b>1,007,633</b>                     | <b>1,446,583</b>                     |
| <b>5</b>   | <b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b> |          | <b>450,515</b>                       | <b>(23,883)</b>                      |
| <b>6</b>   | Exceptional items   |          | -                                    | -                                    |
| <b>7</b>   | <b>Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>                 |          | <b>450,515</b>                       | <b>(23,883)</b>                      |
| <b>8</b>   | Extraordinary items   |          | -                                    | -                                    |
| <b>9</b>   | <b>Profit / (Loss) before tax (7 ± 8)</b>   |          | <b>450,515</b>                       | <b>(23,883)</b>                      |
| <b>10</b>  | <b>Tax expense:</b>   |          |                                      |                                      |
|  | (a) Current tax expense for current year  |          | 90,000                               | -                                    |
|  | (b) (Less): MAT credit (where applicable)   |          | -                                    | -                                    |
|  | (c) Current tax expense relating to prior years                                   |          | -                                    | -                                    |
|  | (d) Net current tax expense   |          | (13,421)                             | (11,919)                             |
|  | (e) Deferred tax  |          |                                      |                                      |
| <b>11</b>  | <b>Profit / (Loss) from continuing operations (5 ± 6)</b>                         |          | <b>373,936</b>                       | <b>(11,964)</b>                      |
| <b>12.i</b>  | <b>Earnings per share (of ` 10/- each):</b>                                       |          |                                      |                                      |
|  | (a) Basic   |          |                                      |                                      |
|  | (i) Continuing and Total operations   | 17.3.a   | 0.125                                | (0.004)                              |
|  | (b) Diluted   |          |                                      |                                      |
|  | (i) Continuing and Total operations   | 17.3.b   | 0.125                                | (0.004)                              |
| <b>See accompanying notes forming part of the financial statements</b> |   |          |                                      |                                      |

In terms of our report attached.

**For NEERAJ MADAN & ASSOCIATES**  
Chartered Accountants

**NEERAJ MADAN**  
**PROPRIETOR**  
**M. No. : 088569**

Place : NEW DELHI  
Date : 31/08/2013

**For and on behalf of the Board of Directors**  
**Fox Software Technologies Limited**

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Cash Flow Statement for the year ended 31 March, 2013**

| Particulars  | For the year ended<br>31 March, 2013 |               | For the year ended<br>31 March, 2012 |                |
|--|--------------------------------------|---------------|--------------------------------------|----------------|
|  |                                      |               |                                      |                |
| <b>A. Cash flow from operating activities</b>                          |                                      |               |                                      |                |
| Net Profit / (Loss) before extraordinary items and tax                 |                                      | 450,515       |                                      | (23,883)       |
| <u>Adjustments for:</u>  |                                      |               |                                      |                |
| Depreciation and amortisation  | 84,933                               |               | 74,229                               |                |
| Interest income  |                                      |               |                                      |                |
| Dividend income  | -                                    |               | -                                    |                |
| Net (gain) / loss on sale of investments                               | (198,148)                            |               | 742,332                              |                |
| Net unrealised exchange (gain) / loss                                  |                                      |               |                                      |                |
|  | (113,215)                            | (113,215)     | 816,561                              | 816,561        |
| Operating profit / (loss) before working capital changes               |                                      | 337,300       |                                      | 792,678        |
| <u>Changes in working capital:</u>                                     |                                      |               |                                      |                |
| <i>Adjustments for (increase) / decrease in operating assets:</i>      |                                      |               |                                      |                |
| Short-term loans and advances  | (90,001)                             |               | 150,000                              |                |
| Long-term loans and advances   |                                      |               | (99,000)                             |                |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> |                                      |               |                                      |                |
| Trade payables   | (235,842)                            |               | (328,836)                            |                |
| Other current liabilities  | (902)                                |               | 1,735                                |                |
|  | (326,745)                            | (326,745)     | (276,101)                            | (276,101)      |
| Cash flow from extraordinary items                                     |                                      |               |                                      |                |
| Cash generated from operations   |                                      | 10,555        |                                      | 516,577        |
| Net income tax (paid) / refunds  |                                      |               |                                      |                |
|  |                                      |               |                                      |                |
| <b>Net cash flow from / (used in) operating activities (A)</b>         |                                      | <b>10,555</b> |                                      | <b>516,577</b> |
|  |                                      |               |                                      |                |

**ASHOK KUMAR MEHTA**  
Director

**SUNIL KALA**  
Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Cash Flow Statement for the year ended 31 March, 2013 (Contd.)**

| Particulars   | For the year ended |                | For the year ended |                |
|---|--------------------|----------------|--------------------|----------------|
|   |                    |                |                    |                |
| <b>B. Cash flow from investing activities</b>                   |                    |                |                    |                |
| Capital expenditure on fixed assets, including capital advances | -                  |                | (68,901)           |                |
| Purchase of long-term investments                               |                    |                |                    |                |
| - Others  | (3,528)            |                |                    |                |
| Proceeds from sale of long-term investments                     |                    |                |                    |                |
| - Others  |                    |                | 1,313,854          |                |
| Dividend received   |                    |                |                    |                |
| - Others  | -                  |                | -                  |                |
| Profit/(loss) on sale of Investment                             | 198,148            |                | (742,332)          |                |
| Amounts received from AOPs                                      |                    |                |                    |                |
| Amounts received from LLPs                                      |                    |                |                    |                |
|   | 194,620            | 194,620        | 502,621            | 502,621        |
| Cash flow from extraordinary items                              |                    | -              |                    | -              |
|   |                    | 194,620        |                    | 502,621        |
| Net income tax (paid) / refunds                                 |                    | -              |                    | -              |
|   |                    |                |                    |                |
| <b>Net cash flow from / (used in) investing activities (B)</b>  |                    | <b>194,620</b> |                    | <b>502,621</b> |
|   |                    |                |                    |                |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Cash Flow Statement for the year ended 31 March, 2013 (Contd.)**

| Particulars   | For the year ended<br>31 March, 2013 |  | For the year ended<br>31 March, 2012 |                 |
|---|--------------------------------------|--|--------------------------------------|-----------------|
|   |                                      |  |                                      |                 |
| <b>C. Cash flow from financing activities</b>   |                                      |  |                                      |                 |
| Proceeds from long-term borrowings  |                                      |  | (1,068,000)                          |                 |
| Repayment of other short-term borrowings  |                                      |  |                                      |                 |
| Tax on dividend   |                                      |  |                                      |                 |
|   | -                                    | -  | (1,068,000)                          | (1,068,000)     |
| Cash flow from extraordinary items  |                                      | -  |                                      | -               |
| <b>Net cash flow from / (used in) financing activities (C)</b>  |                                      | -  |                                      | (1,068,000)     |
| <b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>   |                                      | <b>205,175</b>                                     |                                      | <b>(48,802)</b> |
| Cash and cash equivalents at the beginning of the year  |                                      | 56,941   |                                      | 105,743         |
| Effect of exchange differences on restatement of foreign currency Cash and cash equivalents   |                                      | -  |                                      | -               |
| <b>Cash and cash equivalents at the end of the year</b>   |                                      | <b>262,116</b>                                     |                                      | <b>56,941</b>   |
| <b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>  |                                      |  |                                      |                 |
| Cash and cash equivalents as per Balance Sheet (Refer Note 19)  |                                      |  |                                      |                 |
| Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)   |                                      |  |                                      |                 |
| Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) included in Note 19   |                                      |  |                                      |                 |
| Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) (Refer Note (ii) to Note 16 Current investments) |                                      |  |                                      |                 |
| <b>Cash and cash equivalents at the end of the year *</b>   |                                      |  |                                      |                 |
| * Comprises:  |                                      |  |                                      |                 |
| (a) Cash on hand  |                                      | 103,020  |                                      | 19,218          |
| (b) Cheques, drafts on hand   |                                      |  |                                      |                 |
| (c) Balances with banks   |                                      |  |                                      |                 |
| (i) In current accounts   |                                      | 159,096  |                                      | 37,723          |
| (ii) In EEFC accounts   |                                      |  |                                      |                 |
| (iii) In deposit accounts with original maturity of less than 3 months  |                                      |  |                                      |                 |
| (iv) In earmarked accounts (give details) (Refer Note (ii) below)   |                                      |  |                                      |                 |
| (d) Others (specify nature)   |                                      |  |                                      |                 |
| (e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)  |                                      |  |                                      |                 |
|   |                                      | 262,116  |                                      | 56,941          |
| <b>Notes:</b>   |                                      |  |                                      |                 |
| (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.   |                                      |  |                                      |                 |
| (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.   |                                      |  |                                      |                 |
| <b>See accompanying notes forming part of the financial statements</b>  |                                      |  |                                      |                 |
| In terms of our report attached.  |                                      |  |                                      |                 |
| <b>For NEERAJ MADAN &amp; ASSOCIATES</b>  |                                      | <b>For and on behalf of the Board of Directors</b> |                                      |                 |
| Chartered Accountants   |                                      | Fox Software Technologies Limited                  |                                      |                 |
| <b>NEERAJ MADAN</b>   |                                      | <b>ASHOK KUMAR MEHTA</b>                           |                                      |                 |
| <b>PROPRIETOR</b>   |                                      | <b>Director</b>                                    |                                      |                 |
| M. No. : 088569   |                                      |  |                                      |                 |
| Place : NEW DELHI   |                                      | <b>SUNIL KALA</b>                                  |                                      |                 |
| Date : 31/08/2013   |                                      | <b>Director</b>                                    |                                      |                 |

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

| Note | Particulars  |
|------|--|
| 1    | <p><b>Corporate information</b></p> <p>Fox Software Technologies Pvt. Ltd. Is formed as an indian company to provide the business of sale and purchase of securites.</p>   |
| 2    | <p><b>Significant accounting policies</b></p>  |
| 2.1  | <p><b>Basis of accounting and preparation of financial statements</b></p>  |
|      | <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>   |
| 2.2  | <p><b>Use of estimates</b></p>   |
|      | <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p> |
| 2.3  | <p><b>Cash and cash equivalents (for purposes of Cash Flow Statement)</b></p>  |
|      | <p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p>   |
| 2.4  | <p><b>Cash flow statement</b></p>  |
|      | <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>   |
| 2.5  | <p><b>Depreciation and amortisation</b></p>  |
|      | <p>Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956.</p>  |

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 2 Significant accounting policies (contd.)**

| Note       | Particulars   |
|------------|---|
| <b>2.6</b> | <p><b>Revenue recognition</b></p> <p><u>Sale of goods</u><br/> Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. All the items of income and Expenditure having material bearing on the financial bearing are recognized on accrual bases.</p> <p>In order to comply with the Revised Accounting Standard Interpretation (ASI- 14) issued by the Institute of Chartered Accountants of India, gross sales is any (including excise duty) and net sales (excluding excise duty) are disclosed in the profit and loss account.</p> <p>Items of revenue, incomes, costs and expenditure are accounted for on accrual basis as they are earned or incurred and provisions are made for all known losses and liabilities.</p>   |
| <b>2.7</b> | <p><b>Tangible fixed assets</b></p> <p>Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement / settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p> <p>Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.</p> |
| <b>2.8</b> | <p><b>Investments</b></p> <p>Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.</p>   |
| <b>2.9</b> | <p><b>Employee benefits</b></p> <p>Provision of gratuity fund is created only for those employees who completed 5 years of services with company. Hence no provision is created due to the non compliance of condition required under Gratuity Act.</p>   |

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 2 Significant accounting policies (contd.)**

| Note        | Particulars   |
|-------------|---|
| <b>2.10</b> | <b>Segment reporting</b>  |
|             | <p>The Company identifies only one primary segments, based on the dominant source, nature of risks and returns and the internal organisation and management structure. Hence segment reporting as required under AS-17 is not Reported.</p>   |
| <b>2.11</b> | <b>Earnings per share</b>   |
|             | <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p> |
| <b>2.12</b> | <b>Taxes on income</b>  |
|             | <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p>   |
|             | <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p>  |
|             | <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>  |
|             | <p>Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.</p>   |

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 2 Significant accounting policies (contd.)**

| <b>Note</b> | <b>Particulars</b>  |
|-------------|---|
| <b>2.13</b> | <b>Provisions and contingencies</b><br><br>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. |
| <b>2.14</b> | <b>Prior Period and Extraordinary Item</b><br><br>Prior period and extraordinary transaction are accounted in accordance with the Accounting Standard -5 Issued by ICAI. Transaction arising out of error or omission exceeding ` 25000 in each case considered as material are accounted under prior period expenses.  |
| <b>2.15</b> | <b>Significants Events Occuring After Balance Sheet Date</b><br><br>Treatment of Contingencies and significant event occurring after Balance sheet date in accordance with AS-4. Event of value ₹ 5 lacks and above are considered as significant.  |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**



Note 3 Share capital

| Particulars  | As at 31 March, 2013 |                   | As at 31 March, 2012 |                   |
|--|----------------------|-------------------|----------------------|-------------------|
|  | Number of shares     |                   | Number of shares     |                   |
| (a) Authorised<br>Equity shares of ` 10/- each par value                                   | 3,500,000            | 35,000,000        | 3,500,000            | 35,000,000        |
| (b) Issued, Subscribed and paid up<br>Equity shares of ` 10/- each par value, fully paidup | 3,002,000            | 30,020,000        | 3,002,000            | 30,020,000        |
|  |                      |                   |                      |                   |
| <b>Total</b>   | <b>3,002,000</b>     | <b>30,020,000</b> | <b>3,002,000</b>     | <b>30,020,000</b> |

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

Refer Notes (i) to (ii) below

| <b>Notes:</b>  |                 |             |       |      |            |          |                              |                 |
|--|-----------------|-------------|-------|------|------------|----------|------------------------------|-----------------|
| (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period: |                 |             |       |      |            |          |                              |                 |
| Particulars  | Opening Balance | Fresh issue | Bonus | ESOP | Conversion | Buy back | Other changes (give details) | Closing Balance |
| Equity shares  |                 |             |       |      |            |          |                              |                 |
| Year ended 31 March, 2013  |                 |             |       |      |            |          |                              |                 |
| - Number of shares   | 3,002,000       | -           | -     | -    | -          | -        | -                            | 3,002,000       |
| - Amount (₹)   | 30,020,000      | -           | -     | -    | -          | -        | -                            | 30,020,000      |
| Year ended 31 March, 2012  |                 |             |       |      |            |          |                              |                 |
| - Number of shares   | 3,002,000       | -           | -     | -    | -          | -        | -                            | 3,002,000       |
| - Amount (₹)   | 30,020,000      | -           | -     | -    | -          | -        | -                            | 30,020,000      |

| <b>Notes:</b>   |                       |                                   |                       |                                   |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| Details of shares held by each shareholder holding more than 5% shares: |                       |                                   |                       |                                   |
| Class of shares / Name of shareholder                                   | As at 31 March, 2013  |                                   | As at 31 March, 2012  |                                   |
|   | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares   |                       |                                   |                       |                                   |
| Ashok Kr Mehta  | 228000                | 7.55%                             | 228000                | 7.55%                             |
| Rajiv Mehta   | 173500                | 5.78%                             | 173500                | 5.78%                             |
| SVDL Prperties Pvt. Ltd   | 295000                | 9.83%                             | 295000                | 9.83%                             |
| Nistha Securities Ltd.  | 495200                | 16.50%                            | 495200                | 16.50%                            |
| All Rounder Marketing Private Limited                                   | 275200                | 9.17%                             | 275200                | 9.17%                             |
| Kunthu Portfolio and Leasing Pvt. Ltd.                                  | 650000                | 21.65%                            | 650000                | 21.65%                            |

ASHOK KUMAR MEHTA  
Director

SUNIL KALA  
Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
Notes forming part of the financial statements

**Note 4 Reserves and surplus**

| Particulars   | As at 31 March, 2013 | As at 31 March, 2012 |
|---|----------------------|----------------------|
| Surplus / (Deficit) in Statement of Profit and Loss                     |                      |                      |
| Opening balance   | (2,596,915)          | (2,584,951)          |
| Add: Net profit after tax transferred from Statement of Profit and Loss | 373,936              | (11,964)             |
| Closing balance   | (2,222,979)          | (2,596,915)          |
| <b>Total</b>  | <b>(2,222,979)</b>   | <b>(2,596,915)</b>   |

**Note 5 Trade payables**

| Particulars            | As at 31 March, 2013 | As at 31 March, 2012 |
|------------------------|----------------------|----------------------|
| Trade payables:        |                      |                      |
| Other than Acceptances | 163,920              | 399,762              |
| <b>Total</b>           | <b>163,920</b>       | <b>399,762</b>       |

**Note 6 Other current liabilities**

| Particulars  | As at 31 March, 2013 | As at 31 March, 2012 |
|--|----------------------|----------------------|
| (i) Other payables   |                      |                      |
| (i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.) | 833                  | 1,735                |
| <b>Total</b>   | <b>833</b>           | <b>1,735</b>         |

**Note 7 Short-term provisions**

| Particulars   | As at 31 March, 2013 | As at 31 March, 2012 |
|---|----------------------|----------------------|
| (a) Provision - Others:   |                      |                      |
| (i) Provision for tax (net of advance tax ₹90000 (As at 31 March, 2012 ₹ 0) | 90,000               | -                    |
| <b>Total</b>  | <b>90,000</b>        | <b>-</b>             |

**ASHOK KUMAR MEHTA**  
Director

**SUNIL KALA**  
Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 8 Fixed assets**

| A. | Tangible assets                  | Gross block                 |               |           |  |                               |                      |   |                            |                   |                              |
|----|----------------------------------|-----------------------------|---------------|-----------|--|-------------------------------|----------------------|---|----------------------------|-------------------|------------------------------|
|    |                                  | Balance as at 1 April, 2012 | Additions     | Disposals | Acquisitions through business combinations | Reclassified as held for sale | Revaluation increase | Effect of foreign currency exchange differences | Borrowing cost capitalised | Other adjustments | Balance as at 31 March, 2013 |
|    |                                  | -                           | -             | -         | -  | -                             | -                    | -   | -                          | -                 | -                            |
|    | (b) Buildings Own use            | 561,000                     | -             | -         | -  | -                             | -                    | -   | -                          | -                 | 561,000                      |
|    | (c) Plant and Equipment Owned    | 429,901                     | -             | -         | -  | -                             | -                    | -   | -                          | -                 | 429,901                      |
|    | (d) Furniture and Fixtures Owned | 38,237                      | -             | -         | -  | -                             | -                    | -   | -                          | -                 | 38,237                       |
|    | (f) Office equipment Owned       | 128,481                     | -             | -         | -  | -                             | -                    | -   | -                          | -                 | 128,481                      |
|    | <b>Total</b>                     | <b>1,157,619</b>            | <b>-</b>      | <b>-</b>  | <b>-</b>                                   | <b>-</b>                      | <b>-</b>             | <b>-</b>  | <b>-</b>                   | <b>-</b>          | <b>1,157,619</b>             |
|    | <b>Previous year</b>             | <b>1,088,718</b>            | <b>68,901</b> | <b>-</b>  | <b>-</b>                                   | <b>-</b>                      | <b>-</b>             | <b>-</b>  | <b>-</b>                   | <b>-</b>          | <b>1,157,619</b>             |

**Note 8 Fixed assets (contd.)**

| A | Tangible assets                  | Accumulated depreciation and impairment |  |                                  |   |  |  |                   |                              | Net block                    |                              |
|---|----------------------------------|---|--|----------------------------------|---|--|--|-------------------|------------------------------|------------------------------|------------------------------|
|   |                                  | Balance as at 1 April, 2012             | Depreciation / amortisation expense for the year | Eliminated on disposal of assets | Eliminated on reclassification as held for sale | Impairment losses recognised in statement of profit and loss | Reversal of impairment losses recognised in Statement of Profit and Loss | Other adjustments | Balance as at 31 March, 2013 | Balance as at 31 March, 2013 | Balance as at 31 March, 2012 |
|   |                                  | -                                       | -  | -                                | -   | -  | -  | -                 | -                            | -                            | -                            |
|   | (b) Buildings Own use            | 152,035                                 | 9,144  | -                                | -   | -  | -  | -                 | 161,179                      | 399,821                      | 408,965                      |
|   | (c) Plant and Equipment Owned    | 287,597                                 | 69,687   | -                                | -   | -  | -  | -                 | 357,284                      | 72,617                       | 142,304                      |
|   | (d) Furniture and Fixtures Owned | 38,237                                  | -  | -                                | -   | -  | -  | -                 | 38,237                       | -                            | -                            |
|   | (f) Office equipment Owned       | 97,502                                  | 6,102  | -                                | -   | -  | -  | -                 | 103,604                      | 24,877                       | 30,979                       |
|   | <b>Total</b>                     | <b>575,371</b>                          | <b>84,933</b>                                    | <b>-</b>                         | <b>-</b>  | <b>-</b>   | <b>-</b>   | <b>-</b>          | <b>660,304</b>               | <b>497,315</b>               | <b>582,248</b>               |
|   | <b>Previous year</b>             | <b>501,142</b>                          | <b>74,229</b>                                    | <b>-</b>                         | <b>-</b>  | <b>-</b>   | <b>-</b>   | <b>-</b>          | <b>575,371</b>               | <b>582,248</b>               | <b>587,576</b>               |

**ASHOK KUMAR MEHTA**  
Director

**SUNIL KALA**  
Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 8 Fixed assets (contd.)**

| Particulars |   |                                      |                                      |
|-------------|---|--------------------------------------|--------------------------------------|
| B.          | Depreciation and amortisation relating to continuing operations:                      |                                      |                                      |
|             | Particulars   | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|             | Depreciation and amortisation for the year on tangible assets as per Note 8 A         | 84,933                               | 74,229                               |
|             | Less: Utilised from revaluation reserve   |                                      |                                      |
|             | Depreciation and amortisation relating to discontinuing operations (Refer Note 30.11) |                                      |                                      |
|             | Depreciation and amortisation relating to continuing operations                       | 84,933                               | 74,229                               |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

Note 9 Current investments

| Particulars   | As at 31 March, 2013 |                   |                   | As at 31 March, 2012 |                   |                   |
|---|----------------------|-------------------|-------------------|----------------------|-------------------|-------------------|
|   | Quoted               | Unquoted          | Total             | Quoted               | Unquoted          | Total             |
| A. Other current investments (At lower of cost and fair value, unless otherwise stated)   |                      |                   |                   |                      |                   |                   |
| (a) Investment in equity instruments of other entities (Fully paidup)                     |                      |                   |                   |                      |                   |                   |
| Bharti Telecom 400 (400)  | -                    | 12,067,000        | 12,067,000        | -                    | 12,067,000        | 12,067,000        |
| Precise Credit Investments Pvt. Ltd. 178000 ( 178000 )                                    | -                    | -                 | -                 | -                    | 1,780,000         | 1,780,000         |
| Uttarakhand Leasing & Finance Pvt. Ltd. 30000 (30000)                                     | -                    | -                 | -                 | -                    | 300,000           | 300,000           |
| Abhishek Corporation Ltd. 14473 (16975)   | 385,148              | -                 | 385,148           | 385,148              | -                 | 385,148           |
| Bhakra Industries Ltd. 57800 (57800)  | 861,450              | -                 | 861,450           | 861,450              | -                 | 861,450           |
| Conventry Coil 109187 (109553)  | 3,189,552            | -                 | 3,189,552         | 3,189,552            | -                 | 3,189,552         |
| Crystal Credit Corporation Ltd. 300000 (300000)   | 165,000              | -                 | 165,000           | 165,000              | -                 | 165,000           |
| Geekay Textiles Ltd. 17100 (17100)  | 229,218              | -                 | 229,218           | 229,218              | -                 | 229,218           |
| Penta Communication Ltd. 1000 (1000)  | 98,500               | -                 | 98,500            | 98,500               | -                 | 98,500            |
| Polar Pharma India Ltd. 38322 ( 38322)  | 492,538              | -                 | 492,538           | 492,538              | -                 | 492,538           |
| Shri Shakti Lpg Ltd. 61658 (61658)  | 413,417              | -                 | 413,417           | 413,417              | -                 | 413,417           |
| Other Equity Instruments 31296 (29966)  | 135,410              | 2,080,000         | 2,215,410         | 131,882              | -                 | 131,882           |
|   |                      | -                 |                   |                      | -                 |                   |
| <b>Total - Current investments (A)</b>  | <b>5,970,233</b>     | <b>14,147,000</b> | <b>20,117,233</b> | <b>5,966,705</b>     | <b>14,147,000</b> | <b>20,113,705</b> |
| Aggregate amount of quoted investments  | 5,970,233            |                   | 5,970,233         | 5,966,705            |                   | 5,966,705         |
| Aggregate market value of listed and quoted investments                                   | 657,547              | -                 | 657,547           | 786,702              | -                 | 786,702           |
| Aggregate value of listed but not quoted investments                                      | 1,775,441            |                   | 1,775,441         | 1,975,918            |                   | 1,975,918         |
| Aggregate amount of unquoted investments  | -                    | 14,147,000        | 14,147,000        | -                    | 14,147,000        | 14,147,000        |
| Aggregate provision for diminution (write down) in the value of other current investments | -                    | -                 | -                 | -                    | -                 | -                 |

ASHOK KUMAR MEHTA

Director

SUNIL KALA

Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 10 Cash and cash equivalents**

| Particulars  | As at 31 March, 2013 | As at 31 March, 2012 |
|--|----------------------|----------------------|
| (a) Cash on hand   | 103,020              | 19,218               |
| (b) Balances with banks  |                      |                      |
| (i) In current accounts  | 159,096              | 37,723               |
| <b>Total</b>   | <b>262,116</b>       | <b>56,941</b>        |
| Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is | 262,116              | 56,941               |

**Note 11 Short-term loans and advances**

| Particulars   | As at 31 March, 2013 | As at 31 March, 2012 |
|---|----------------------|----------------------|
| (a) Loans and advances to related parties (Refer Note 18.2) |                      |                      |
| Unsecured, considered good                                  | -                    | 1,300,000            |
|   | -                    | 1,300,000            |
| (b) Balances with government authorities                    |                      |                      |
| Unsecured, considered good                                  |                      |                      |
| Advance income tax (Tax Deducted at source)                 | 189,000              | 99,000               |
|   | 189,000              | 99,000               |
| (c) Others (specify nature)                                 |                      |                      |
| Unsecured, considered good                                  | 7,101,218            | 5,801,217            |
|   | 7,101,218            | 5,801,217            |
| <b>Total</b>  | <b>7,290,218</b>     | <b>7,200,217</b>     |

**Note 11 Short-term loans and advances (contd.)**

| Particulars  |                      |                      |
|--|----------------------|----------------------|
| Note: Short-term loans and advances include amounts due from:                              |                      |                      |
| Particulars  | As at 31 March, 2013 | As at 31 March, 2012 |
| Private companies in which any director is a director or member (give details per company) | -                    | 1,300,000            |
|  | -                    | 1,300,000            |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 12 Revenue from operations**

|     | Particulars                                     | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|-----|---|--------------------------------------|--------------------------------------|
| (a) | Other operating revenues (Refer Note (i) below) | 1,260,000                            | 1,350,000                            |
|     | <b>Total</b>                                    | <b>1,260,000</b>                     | <b>1,350,000</b>                     |

| Note | Particulars                             | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|------|---|--------------------------------------|--------------------------------------|
| (i)  | Other operating revenues comprise:      |                                      |                                      |
|      | Licesce Fees Receipts                   | 360,000                              | 360,000                              |
|      | Interest Receipts                       | 900,000                              | 990,000                              |
|      | <b>Total - Other operating revenues</b> | <b>1,260,000</b>                     | <b>1,350,000</b>                     |

**Note 13 Other income**

|     | Particulars  | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|-----|--|--------------------------------------|--------------------------------------|
| (a) | Net gain on sale of:<br>current investments  | 198,148                              | -                                    |
| (b) | Other non-operating income (net of expenses directly attributable to such income) (Refer Note (i) below) | -                                    | 72,700                               |
|     | <b>Total</b>   | <b>198,148</b>                       | <b>72,700</b>                        |

| Note | Particulars  | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|------|--|--------------------------------------|--------------------------------------|
| (i)  | Other non-operating income comprises:                    |                                      |                                      |
|      | Liabilities / provisions no longer required written back | -                                    | 72,700                               |
|      | Prior period items (net) (Refer Note (iii) below)        |                                      |                                      |
|      | <b>Total - Other non-operating income</b>                | <b>-</b>                             | <b>72,700</b>                        |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 14 Employee benefits expense**

| Particulars        | For the year ended<br>31 March, 2013 | For the year ended 31<br>March, 2012 |
|--------------------|--------------------------------------|--------------------------------------|
|                    |                                      |                                      |
| Salaries and wages | 499,200                              | 200,000                              |
| <b>Total</b>       | <b>499,200</b>                       | <b>200,000</b>                       |

**Note 15 Other expenses**

| Particulars   | For the year ended<br>31 March, 2013 | For the year ended 31<br>March, 2012 |
|---|--------------------------------------|--------------------------------------|
|   |                                      |                                      |
| Rent including lease rentals (Refer Note 30.8.d)              | -                                    | 150,000                              |
| Repairs and maintenance - Buildings                           | 16,480                               | 13,184                               |
| Annual and Board Meeting expenses                             | 5,215                                | 4,875                                |
| Bank Charges  | 1,267                                | -                                    |
| Rates and taxes   | 9,671                                | 12,761                               |
| Advertisement Expenses  | 47,347                               | 23,471                               |
| Travelling and conveyance *                                   | 81,830                               | 1,460                                |
| Donation  | 10,000                               | -                                    |
| Listing Fees  | 12,568                               | 10,479                               |
| Delay in payment charges                                      | -                                    | 73,556                               |
| Filing fees   | 2,500                                | 11,500                               |
| Custodial fees  | 13,483                               | 13,236                               |
| Electricity & Water Exp.                                      | 79,835                               | -                                    |
| Web Site Development  | 6,291                                | -                                    |
| Telephone Exp   | 4,950                                | -                                    |
| Income Tax Adjustment Previous Year                           | 1,430                                | -                                    |
| Interest on TDS   | 182                                  | -                                    |
| Legal and professional *                                      | 99,996                               | 90,000                               |
| Printing & Stationery   | 2,015                                | -                                    |
| Payments to auditors (Refer Note (i) below)                   | 28,090                               | 25,000                               |
| Net loss on sale of investments<br>from long-term investments | -                                    | 742,332                              |
| Miscellaneous expenses *                                      | 350                                  | 500                                  |
| <b>Total</b>  | <b>423,500</b>                       | <b>1,172,354</b>                     |

**Note 15 Other expenses (contd.)**

**Notes:**

|   |               |               |
|---|---------------|---------------|
| (i) Payments to the auditors comprises (net of service tax input credit, where applicable): |               |               |
| As auditors - statutory audit   | 28,090        | 25,000        |
| For taxation matters  | -             | -             |
| For company law matters   | -             | -             |
| For management services   | -             | -             |
| For other services  | -             | -             |
| Reimbursement of expenses   | -             | -             |
| <b>Total</b>  | <b>28,090</b> | <b>25,000</b> |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**



**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 16 Additional information to the financial statements**

|   |   |                             |  |
|---|---|-----------------------------|--|
| 16.1  | <b>Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges</b><br>Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:  |                             |  |
|   | <b>Name of the party</b>  | <b>Relationship</b>         | <b>Amount outstanding as at 31 March, 2013</b><br><b>Maximum balance outstanding during the year</b> |
|   | Ashok Agri Farms Pvt. Ltd.  | Associate Company           | -<br>(1,300,000.00) 1,300,000.00<br>(1,300,000.00)   |
|   | Note: Figures in bracket relate to the previous year.   |                             |  |
| 16.2  | <b>Contingent liabilities and commitments (to the extent not provided for)</b>  |                             | <b>As at 31 March, 2013</b><br><b>As at 31 March, 2012</b>   |
| (i)   | Contingent liabilities<br>(a) Claims against the Company not acknowledged as debt<br>(b) Guarantees<br>(c) Other money for which the Company is contingently liable   |                             | NIL<br>NIL   |
| (ii)  | Commitments<br>(a) Estimated amount of contracts remaining to be executed on capital account and not provided for<br>Tangible assets<br>Intangible assets<br>(b) Uncalled liability on shares and other investments partly paid<br>(c) Other commitments  |                             | <b>As at 31 March, 2013</b><br><b>As at 31 March, 2012</b><br>NIL<br>NIL                             |
| 16.3  | <b>Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>   |                             |  |
|   |   | <b>As at 31 March, 2013</b> | <b>As at 31 March, 2012</b>  |
|   | (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year<br>(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year<br>(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day<br>(iv) The amount of interest due and payable for the year<br>(v) The amount of interest accrued and remaining unpaid at the end of the accounting year<br>(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | NIL                         | NIL  |
| The Company has not received any memorandum as required to be filed by the supplier with the Notified Authority under the Micro, Small And medium enterprises Development Act, 2006, within the stipulated time, claiming their status as on 31/03/2013 as Micro, Small and Medium Enterprises. Consequently amount paid or payable to these parties during the year is NIL |   |                             |  |

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

|      |   | <b>As at 31 March, 2013</b>              | <b>As at 31 March, 2012</b>              |
|------|---|--|--|
| 16.4 | <b>Expenditure in foreign currency</b><br>Royalty<br>Know-how<br>Professional and consultation fees<br>Interest<br>Other matters  | NIL                                      | NIL                                      |
|      |   | <b>For the year ended 31 March, 2013</b> | <b>For the year ended 31 March, 2012</b> |
| 16.5 | <b>Earnings in foreign exchange:</b><br>Export of goods calculated on FOB basis<br>Royalty, know-how, professional and consultation fees<br>Interest and dividend<br>Other income, indicating the nature thereof. | NIL                                      | NIL                                      |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 17 Disclosures under Accounting Standards (contd.)**

| Note | Particulars  |
|------|--|
| 17.1 | <b>Segment information</b><br>The Company has identified (IT/Software business as only segment) as its primary segment. Hence information reagrding segment wise reporting is not applicable to the Company. |

**ASHOK KUMAR MEHTA**  
Director

**SUNIL KALA**  
Director

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 17 Disclosures under Accounting Standards (contd.)**

| Note   | Particulars  |  |                         |  |                      |
|--------|--|--|-------------------------|--|----------------------|
| 17.2   | <b>Related party transactions</b>  |  |                         |  |                      |
| 17.2.a | <b>Details of related parties:</b>   |  |                         |  |                      |
|        | <b>Description of relationship</b>   | <b>Names of related parties</b>                          |                         |  |                      |
|        | Key Management Personnel (KMP)   | Mr. Ashok Mehta, Mr. Sunil Kala, Jogeshwar Sharma and Mr |                         |  |                      |
|        | Relatives of KMP   | Mr. Rajiv Mehta son of Mr Ashok Mehta                    |                         |  |                      |
|        | Company in which KMP / Relatives of KMP can exercise significant influence   | M/s AM E-Soft (India) Private Limited                    |                         |  |                      |
|        | Company in which KMP / Relatives of KMP can exercise significant influence   | M/s Ashok Agri Farms Private Limited                     |                         |  |                      |
|        | Note: Related parties have been identified by the Management.  |  |                         |  |                      |
|        | <b>Details of related party transactions during the year ended 31 March, 2013 and balances outstanding as at 31 March, 2013:</b> |  |                         |  |                      |
| 17.2.b |  | <b>KMP</b>   | <b>Relatives of KMP</b> | <b>Entities in which KMP / relatives of KMP have significant influence</b> | <b>Total</b>         |
|        | Finance (including loans and equity contributions in cash or in kind)  |  |                         |  |                      |
|        | <b><u>Loans and Advances given(Share application Money)</u></b>  |  |                         |  |                      |
|        | Ashok Agri Farms Private Limited   | NIL<br>(NIL)   | NIL<br>(NIL)            | NIL<br>(1,300,000)   | NIL<br>(1,300,000)   |
|        | Advance to Director  | (NIL)<br>(NIL)   | NIL<br>(NIL)            | NIL<br>(1,300,000)   | (NIL)<br>(1,300,000) |
|        | <b><u>Balances outstanding at the end of the year</u></b>  |  |                         |  |                      |
|        | Advance to Director  | (NIL)<br>(NIL)   |                         |  | (NIL)<br>(NIL)       |
|        | Loans and advances (Ashok Agri Farms P Ltd.)   | NIL  | NIL                     | NIL<br>(1,300,000)   | NIL<br>(1,300,000)   |
|        | Note: Figures in bracket relates to the previous year  |  |                         |  |                      |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 17 Disclosures under Accounting Standards (contd.)**

| Note   | Particulars   | For the year ended<br>31 March, 2013 | For the year ended<br>31 March, 2012 |
|--------|---|--------------------------------------|--------------------------------------|
| 17.3   | <b>Earnings per share</b>   |                                      |                                      |
|        | <u>Basic</u>  |                                      |                                      |
| 17.3.a | <u>Continuing &amp; Total operations</u>  |                                      |                                      |
|        | Net profit / (loss) for the year from continuing & total operations   | 373,936                              | (11,964)                             |
|        | Less: Preference dividend and tax thereon   | -                                    | -                                    |
|        | Net profit / (loss) for the year from continuing & total operations attributable to the equity shareholders   | 373,936                              | (11,964)                             |
|        | Weighted average number of equity shares  | 3,002,000                            | 3,002,000                            |
|        | Par value per share   | 10                                   | 10                                   |
|        | Earnings per share from continuing and total operations - Basic   | 0.125                                | (0.004)                              |
|        | <u>Diluted</u>  |                                      |                                      |
|        | The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored. |                                      |                                      |
| 17.3.b | <u>Continuing &amp; Total operations</u>  |                                      |                                      |
|        | Net profit / (loss) for the year from continuing & total operations   | 373,936                              | (11,964)                             |
|        | Less: Preference dividend and tax thereon   | -                                    | -                                    |
|        | Net profit / (loss) for the year attributable to the equity shareholders from continuing & total operations   | 373,936                              | (11,964)                             |
|        | Add: Interest expense and exchange fluctuation on convertible bonds (net Profit / (loss) attributable to equity shareholders from continuing and total operations (on dilution)   | -                                    | -                                    |
|        | Weighted average number of equity shares for Basic EPS  | 3,002,000                            | 3,002,000                            |
|        | Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive   | -                                    | -                                    |
|        | Weighted average number of equity shares - for diluted EPS  | 3,002,000                            | 3,002,000                            |
|        | Par value per share   | 10                                   | 10                                   |
|        | Earnings per share, from continuing and total operations - Diluted  | 0.125                                | (0.004)                              |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 17 Disclosures under Accounting Standards (contd.)**

| Note   | Particulars  | As at 31 March, 2013 | As at 31 March, 2012 |
|--|--|----------------------|----------------------|
| 17.4   | <b>Deferred tax (liability) / asset</b>  |                      |                      |
|  | <u>Tax effect of items constituting deferred tax liability</u>                                       |                      |                      |
|  | On difference between book balance and tax balance of fixed assets                                   | 372,517              | 415,951              |
|  | On expenditure deferred in the books but allowable for tax purposes                                  |                      |                      |
|  | On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss |                      |                      |
|  | Others   |                      |                      |
|  | Tax effect of items constituting deferred tax liability  | 115,108              | 128,529              |
|  | <u>Tax effect of items constituting deferred tax assets</u>  |                      |                      |
|  | Provision for compensated absences, gratuity and other employee benefits                             |                      |                      |
|  | Provision for doubtful debts / advances  |                      |                      |
|  | Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961                                |                      |                      |
|  | On difference between book balance and tax balance of fixed assets                                   |                      |                      |
|  | Unabsorbed depreciation carried forward  |                      |                      |
|  | Brought forward business losses  |                      |                      |
|  | On items included in Reserves and surplus pending amortisation into the Statement of Profit and Loss |                      |                      |
|  | Others   |                      |                      |
|  | Tax effect of items constituting deferred tax assets   |                      |                      |
|  |  |                      |                      |
|  | <b>Net deferred tax (liability) / asset</b>  | (115,108)            | (128,529)            |
|  |  |                      |                      |
| The Company has recognised deferred tax asset on unabsorbed depreciation to the extent of the corresponding deferred tax liability on the difference between the book balance and the written down value of fixed assets under Income Tax (or) The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses based on the Management's estimates of future profits considering the non-cancellable customer orders received by the Company. |  |                      |                      |
|  |  |                      |                      |

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
**Notes forming part of the financial statements**

**Note 18 Previous year's figures**

| <b>Note</b> | <b>Particulars</b>   |
|-------------|--|
| 18          | Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. |

**For and on behalf of the Board of Directors**  
**Fox Software Technologies Limited**

**ASHOK KUMAR MEHTA**  
**Director**

**SUNIL KALA**  
**Director**

**FOX SOFTWARE TECHNOLOGIES LIMITED**  
Regd. Office: 110, Deepali Building 92, Nehru place, New Delhi-110019

**PROXY FORM**

I/We..... of ..... being a member/ members of the above named Company, hereby appoint Shri ..... of ..... or failing him Shri ..... as my/ our proxy to vote for me/ us on my/ our behalf at the 19<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at 10.00 A.M. on Monday, the 30<sup>th</sup> September, 2013 at its Registered Office, at 110, Deepali Building 92, Nehru Place, New Delhi – 110019 and at any adjournment thereof.

Signed.....

Date .....

Affix Revenue  
Stamp of Re. 1

Note: Proxy Form(s) must reach the Company's Registered Office not less than 48 hours before the Commencement of the Meeting.

L/F No..... DP ID ..... Client ID .....

No. of Shares.....

**ATTENDANCE SLIP**

(To be handed over at the entrance of the Meeting venue)

No. of Shares held ..... L/F No ..... DP ID ..... Client ID .....  
Name of the attending Member (in Block Letters) ..... Name of Proxy (in Block Letters)..... (To be filled in if the Proxy attends instead of the Member)

I hereby record my presence at the 19<sup>th</sup> ANNUAL GENERAL MEETING of Fox Software Technologies Limited held at its Registered Office at New Delhi on 30<sup>th</sup> September, 2013 at 10.00A.M.

**Member's/ Proxy's Signature**

(To be signed at the time of handing over this slip)