



Fox Software Technologies Limited

20th Annual Report

F.Y.: 2013-14

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FOX SOFTWARE TECHNOLOGIES LIMITED

BOARD OF DIRECTORS

Shri Ashok Kumar Mehta	Managing Director
Shri Sunil Kala	Independent Non Executive Director
Shri Manoj Oberoi	Independent Non Executive Director
Shri Rakesh Kapoor	Independent Non Executive Director

AUDITORS

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

COMPANY SECRETARY

Ms. Raina Obhrai

BANKERS

The Federal Bank Limited
UCO Bank

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, 4th Floor, 36/1565
Judges Avenues, Kaloor, Kochi-682017

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
Formerly known as Intime Spectrum Registry Limited
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I
Near PVR Naraina, New Delhi-110028
Tel:011-41410592/93/94
Email: delhi@linkintime.co.in

WEBSITE

www.foxsoftware.in

CIN.

L74899DL1994PLC059402

Annual General Meeting: 30th Day of September, 2014
Time: 10:00 A.M.
Venue: 110, Deepali Building, 92, Nehru Place, New Delhi-110019

BOOK CLOSURE DATES (22/09/2014 - 29/09/2014)

FOX SOFTWARE TECHNOLOGIES LIMITED

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting of the Members of Fox Software Technologies Limited will be held at 110, Deepali Building, 92, Nehru Place, New Delhi-110019 on Tuesday, 30th September, 2014 at 10.00 A.M. to transact the following businesses:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss Account for the year ended on that date and the report of the Board of Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. Manoj Oberoi who retires by rotation as per the provisions of section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
- (3) To re-appoint Auditors, M/s Neeraj Madan & Associates, Chartered Accountants, New Delhi to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED that pursuant to the provisions of section 149, 150, 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Aarti Sharma (DIN : 06965677), in respect of whom notice under section 160 of the Companies Act, 2013 has been received from a member signifying her intention to propose her as a director of the company, be and is hereby appointed as woman director liable to retire by rotation".

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

"RESOLVED THAT Mr. Rakesh Kapoor who was appointed by the Board of Directors as an Additional Director of the Company (and categorized as 'Independent Director') with effect from May 27, 2014, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act"), and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of 5 years, such 5 years computed from the date of his first appointment, i.e. May 27, 2014, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of appointment, the said Independent Director shall not be liable to retire by rotation pursuant to Section 152 of the Act."

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

"RESOLVED that pursuant to the provisions of section 149, 152 read with all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jogeshwar Sharma (DIN : 00519018), in respect of whom notice under section 160 of the Companies Act, 2013 has been received from

a member signifying his intention to propose his as a director of the company, be and is hereby appointed as non-executive director liable to retire by rotation”.

(7) To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT as recommended by Remuneration Committee and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V to the said Act, consent and approval of the Company be and is hereby accorded to the ratification of appointment of Mr. Ashok Kumar Mehta as Managing Director of the Company for a period of five years with effect from 27th May, 2014.”

RESOLVED FURTHER that subject to such approvals as may be required, the payment of revised remuneration, as set out in the Explanatory statement annexed to this notice, to Mr. Ashok Kumar Mehta, Managing Director of the Company with effect from 1st October, 2014 for the remaining period of his tenure i.e. upto 26th May, 2019 be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year during the remaining tenure of Mr. Ashok Kumar Mehta as Managing Director, he shall be paid the remuneration as set out in the explanatory statement referred to above as the Minimum Remuneration with the approval of the Central Government.

RESOLVED FURTHER that save and except as aforesaid, the Board resolution dated 27th May, 2014 shall remain in full force and effect.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution.”

Place: New Delhi
Date: 5th September, 2014

By Order of the Board
For Fox Software Technologies Limited
Sd/-
(Ashok Kumar Mehta)
Managing Director
DIN:00518482

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy, in order to be effective, must be received at the office of the Company’s Registrar and Share Transfer Agent- Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase 1, Near PVR Naraina, New Delhi-110028, not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be downloaded from the website of the company.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 (Monday) to 29th September, 2014 (Monday) (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depositor Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
5. Members are requested to notify any change of address:
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent of the Company- **Link Intime India Pvt. Ltd**, whose office is located at **44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase 1, Near PVR Naraina, New Delhi-110028**, in respect of shares in physical form, to notify their change of address/ residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
10. Kindly bring your copies of the Annual Report to the meeting.
11. Electronic copy of the Annual Report for the financial period ended 31.12.2013 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of evoting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 20th Annual General Meeting and the Annual Report for the financial period ended on 31.12.2013 will also be available on the Company's website www.foxsoftware.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@foxsoftware.in.

14. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

A) In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on “Shareholders” tab to cast your votes.

(iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “Fox Software Technologies Limited” from the drop down menu and click on “SUBMIT”

(iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For members holdings shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the relevant EVSN on which you choose to vote.

(x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.

(xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

C) The voting period begins on 24th September, 2014 (9.00 am) and ends on 26th September, 2014 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and evoting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

II. a. Mr. Neeraj Madan, FCA, Practicing Chartered Accountant (M. No. 88569) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

b. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

c. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be available for inspection and also placed on the website of the Company within prescribed period.

15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

16. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 20th Annual General Meeting are given separately in the notice.

17. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on 5th September, 2014.

19. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to her at the Registered office address or e-mail their grievances/queries to the Company Secretary at info@foxsoftware.in.

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

Sd/-

**(Ashok Kumar Mehta)
Managing Director
DIN: 00518482**

Place: New Delhi
Date: 5th September, 2014

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors has recommended appointment of Mrs. Aarti Sharma as a woman director (non-executive) with effect from the date of this AGM keeping with the requirement of Section-149(1) of the Act and amended clause 49 of the Listing Agreement which requires every listed company to have at least one woman director on the Board.

Mrs. Aarti Sharma is not disqualified from being appointed as directors in terms of section-164 of the Act and has furnished consent to act as director. The company has received Notice in writing from a member along with requisite deposit as per section-160 of the Act proposing her appointment as director liable to retire by rotation. Brief resume of Mrs. Aarti Sharma indicating her educational qualification, functional area and names of companies in which she is director, member, chairman of committees or has substantial shareholding in company etc and interse relationship as stipulated by SEBI under clause 49 of the Listing Agreement, are disclosed under "Directors Profile" in the Corporate Governance Report forming part of the Annual Report.

Mrs. Aarti Sharma, who is relative of Mr. Ashok Kumar Mehta and her other relatives are interested / deemed to be interested financially or otherwise in appointment of Mrs. Aarti Sharma vide item No-4 of notice of this AGM. Save and except them, none of other directors or their relatives or Key Managerial Personnel of the company are financially or otherwise concerned or interested in the above resolution. The Board recommends the above resolution for approval by shareholders at the AGM.

Item No. 5

As the Members would be aware, the new Companies Act, 2013 (Act) has come into force (few provisions though yet to be notified), replacing the old Companies Act, 1956.

Section 149 and Section 152 inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the AGM.

The new provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Act.

The Directors approved re-constitution of the Board at its Meeting held on 27 May, 2014. Pursuant to the same, Mr. Rakesh Kapoor was appointed as Additional Directors w.e.f. 27 May, 2014, who, pursuant to the provisions of the Act, holds office upto the date of this AGM. The Board has also recommended necessary resolutions for approval at this AGM for his appointment as Independent Director for 5 years.

The Nomination Committee of the Board also considered the proposals keeping in view the background, experience and credentials of Mr. Rakesh Kapoor, and recommended his appointment to the Board.

Members may note that the requisite declaration has been furnished by the Mr. Rakesh Kapoor, Independent Director confirming compliance with the provisions of Section 149 (6) of the new Companies Act, 2013.

The Directors recommend the Resolutions proposed vide Item no.4 of the Notice be passed and approved as Ordinary Resolutions by the Members.

The Board confirms that the Mr. Rakesh Kapoor, Independent Director has fulfilled the conditions specified in Section 149 of the Act. The terms and conditions of appointment of Mr. Rakesh Kapoor shall be open for inspection by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

Mr. Rakesh Kapoor is concerned and interested in the matter. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in this matter

Item No. 6

Mr. Jogeshwar Sharma was appointed as Non-Executive Director in the year 2006. He contributed substantially in the performance, policy matters and business dealings of the Company enabling the management to function more effectively. But, due to his resignation because of some personal reasons, he ceased to be a Director w.e.f. 27 May, 2014. Now he reckons his consent letter to act as a Director of the Company.

Mr. Jogeshwar Sharma has good experience in capital markets, investment and administration related matters. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Jogeshwar Sharma as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice. His term of office shall be liable to determination by retirement of directors by rotation.

Except Mr. Jogeshwar Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No. 7

The Board of Directors of the Company had at their Meeting held on 27th May, 2014 appointed Mr. Ashok Kumar Mehta as Managing Director of the Company (designated as Chairman and Managing Director) for a period of five years with immediate effect and authorized the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to him in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto.

Mr. Ashok Kumar Mehta is the promoter Director and was appointed with effect from 3rd June, 1994 i. e. from the date of Incorporation. He has very rich experience in industries and is acquainted with thorough knowledge of the business. The Board recommends the above resolution for approval by shareholders at the AGM.

Keeping into consideration, the decline in the profitability of the Company due to significant losses during the current Financial Year, as per the authorization by the shareholders, the Remuneration Committee and the Board of Directors of the Company at their respective meetings have, subject to necessary approvals, approved downward revision in the remuneration payable to Mr. Ashok Kumar Mehta, Chairman and Managing Director, by way of reducing his salary from Rs. 12 lac to Rs. 3 lac per annum, during his remaining tenure effective from financial year 2014-15 commencing from 1st October, 2014, on an annual consolidated remuneration of Rs. 3,00,000/- (Rupees Three lac only) per annum. The Board of Directors (on the recommendations of the Remuneration Committee) is authorized to revise, amend, alter and vary the terms and conditions relating to the appointment and remuneration payable to the Managing Director in such manner as may be permissible in

accordance with the provisions of the Companies Act, 2013 and Schedule V and any modification(s) thereto and as may be agreed between the Board and Mr. Ashok Kumar Mehta, without any further reference to the shareholders in general meeting, provided that the total remuneration shall not exceed 11% of the net profit for each of the financial years as computed in the manner provided under applicable sections of the Companies Act, 2013.

The Board commends the passing of Special Resolution at Item No.7 of the Notice.

None of the Directors of the Company, except Mr. Ashok Kumar Mehta, is either directly or indirectly concerned or interested in this resolution.

By Order of the Board
For Fox Software Technologies Limited
 Sd/-
(Ashok Kumar Mehta)
Managing Director
DIN: 00518482

Place: New Delhi
 Date: 5th September, 2014

Details of Directors seeking Appointment/ re-appointment at the Annual General Meeting (in pursuant of clause 49 of the Listing Agreements)

NAME OF DIRECTOR	Manoj Oberoi	Aarti Sharma	Jogeshwar Sharma
Age	45 years	39 years	40 years
Date of Appointment as a Director	05/06/2006	-	-
Expertise	Rich and vast administrative experience.	Good administrative and management experience.	Good experience in capital markets, investment and administration related matters.
Outside Directorships/ Committee Memberships/ Chairmanships in Public Companies	Nil	Nil	Nil
Qualifications	Commerce Graduate	Graduate	Graduate
Shareholding in the Company	Nil	4.46%	Nil

By Order of the Board
For Fox Software Technologies Limited
 Sd/-
(Ashok Kumar Mehta)
Managing Director
DIN: 00518482

Place: New Delhi
 Date: 5th September, 2014

FOX SOFTWARE TECHNOLOGIES LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting the 20th Annual Report on the operations of the company and the Audited Statement of Accounts for the year ended 31st March, 2014.

1. Financial Results & Operational Performance

PARTICULARS	YEAR ENDED 31-03-2014 AMOUNT IN RS.	YEAR ENDED 31-03-2013 AMOUNT IN RS.
Total Income	22,93,074	14,58,148
Profit before depreciation	23,80,048	15,43,081
Less: Depreciation and Amortisation	86,974	84,933
Profit / (Loss) before tax	9,05,432	4,50,515
Less: Income Tax	2,97,000	90,000
Profit / (Loss) after taxation	6,08,432	3,60,515
Less: Provision for Deferred tax & Prior Period Items	(16,600)	(13,421)
Surplus / (Deficit)	6,25,032	3,73,936
EPS	0.208	0.125

During the financial year, the company has earned profits amounting Rs. 9,05,432/- as compared with the results of the previous year during which the company earned profits amounting Rs. 4,50,515/-. Your Directors are endeavoring hard to start business activities in the company.

2. Dividend

The Board does not recommend any dividend for the year 2013-2014.

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:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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;
- (iii) 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
- (iv) that the annual accounts for the FY ended 31st March, 2014 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 Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified for re-appointment.

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 fee 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: 27th May, 2014

Sd/-
Ashok Mehta
Managing Director
DIN: 00518482

Sd/-
Sunil Kala
Director
DIN: 00511839

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:

Name of the directors	Category	Other Directorships in Public Companies	Committee Memberships	Committee Chairmanships
Mr. Ashok Mehta	Managing Director Executive /Promoter	None	Nil	Nil
Mr. Sunil Kala	Director/ NE/Independent	Cardinal Drug Ltd; Nistha Securities Ltd; Status Portfolios Ltd; Shilpi Cable Technologies Ltd.	Nil	Nil
Mr. Manoj Oberoi	Director/ NE/Independent	None	Nil	Nil
Mr. Jogeshwar Sharma*	Director/ NE/Independent	None	Nil	Nil
Mr. Rakesh Kapoor#	Director/ NE/Independent	None	Nil	Nil

* Ceased to be a director w.e.f. 27.05.2014

Appointed as a director w.e.f. 27.05.2014

Meetings of the Board and Attendance thereat:

The Board Directors of your company met four times on 13/05/2013, 14/08/2013, 15/11/2013, 14/02/2014 during the financial year. The attendance of various directors thereat is as under:

Sl. No.	Name of the director	No. of Board Meetings attended	Whether attended last AGM
1.	Mr. Ashok Mehta	4	Yes
2.	Mr. Manoj Oberoi	3	Yes
3.	Mr. Sunil Kala	4	Yes
4.	Mr. Jogeshwar Sharma	4	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 31st March, 2014. 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 177 of the Companies Act, 2013 (erstwhile 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
4.	Mr. Rakesh Kapoor	Independent NE Director	-	-

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.

*Ceased to be a member w.e.f. 27.05.2014

Terms of Reference: The broad terms of reference of the Audit Committee include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the annual financial statements and Auditors' report thereon before submission to the Board for approval, with particular reference to:

- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013,

- Changes, if any, in accounting policies and practices and reasons for the same,
- Major accounting entries involving estimates based on the exercise of judgment by management,
- Significant adjustments made in the financial statements arising out of audit findings,
- Compliance with listing and other legal requirements relating to financial statements,
- Disclosure of any related party transactions,
- Qualifications in the draft audit report;

e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

n) Discussion with internal auditors of any significant findings and follow up there on;

o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

p) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

r) To review the functioning of the Whistle Blower mechanism;

s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(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	4	4
2.	Mr.Jogeshwar Sharma*	Independent NE Director	4	4
3.	Mr. Manoj Oberoi	Independent NE Director	4	4
4.	Mr. Rakesh Kapoor	Independent NE Director	-	-

*Ceased to be a member w.e.f. 27.05.2014

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 31st March, 2014.

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, 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, NewDelhi-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:-

Year	Day	Date	Time	Location	No. of Special Resolution passed
2010-2011	Friday	30/09/2011	10.00AM	Regd. Office	NIL
2011-2012	Saturday	29/09/2012	10.00A.M.	Regd. Office	NIL
2012-2013	Monday	30/09/2013	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 31st March, 2014 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 2013-2014 the quarterly results of the Company were published in leading English newspapers viz. the Financial Express, and in regional hindi newspapers viz. Haribhoomi.

12. GENERAL SHAREHOLDERS INFORMATION

I. Annual General Meeting	Date and Time: Tuesday, 30 th September, 2014 at 10.00 A.M. Venue: 110, Deepali Building, 92, Nehru Place, New Delhi-110019
II. Financial Calendar	1 st April, 2013 to 31 st March, 2014
III. Book Closure	22 nd September, 2014 to 29 th September, 2014 (both days inclusive)
IV. Dividend Payment Rate	No Dividend
V. Listing on Stock Exchanges	Delhi Stock Exchange Limited (DSE) DSE House, 3/1, Asaf Ali Road Delhi-110002 Cochin Stock Exchange Limited (CSE) MES Complex, 4 th Floor, 36/1565 Judges Avenues, Kaloor, Kochi-682017
VI. Stock Code	DSE: 104121 CSE: DMB-09
ISIN	INE381E01018
VII. Dematerialization	The Company's shares are available for trading in Depository System with NSDL & CDSL.
VIII. Registered Office	110, Deepali Building, 92 Nehru Place, New Delhi – 110019 Tel: 011-26418807
IX. Share Transfer Agents	Link Intime India Pvt. Ltd. Formerly known as Intime Spectrum Registry Limited, 44, Community Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi-110028

Tel: 011-41410592/93/94
Email: delhi@linkintime.co.in

X. Website www.foxsoftware.in

XI. E-mail Id info@foxsoftware.in

XII. Address for Correspondence Shareholders correspondence should be addressed to our Registrar and Transfer Agent at the above given address.

XIII. Whistle Blowing Mechanism 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 31.03.2014

SHAREHOLDING OF NOMINAL VALUE OF RS.	NUMBER OF SHAREHOLDERS	% OF TOTAL	NO. OF SHARES	AMOUNT IN RS.	% TO TOTAL
UP TO 5000	322	60.64%	72360	723600	2.41%
5001 TO 10000	114	21.47%	93600	936000	3.12%
10001 TO 20000	30	5.65%	47500	475000	1.58%
20001 TO 30000	8	1.51%	20800	208000	0.69%
30001 TO 40000	20	3.77%	75900	759000	2.53%
40001 TO 50000	6	1.13%	26200	262000	0.87%
50001 TO 100000	6	1.13%	53500	535000	1.78%
100001 AND ABOVE	25	4.71%	2612140	26121400	87.01%
TOTAL	531	100.00%	3002000	30020000	100.00%

Shareholding Pattern as on 31.03.2014

Shares of Rs.10/- each.

Category	No. of Shares	Percentage of Shareholding
Promoters	228010	7.60%
Person acting in concert	651170	21.69%
Corporate Bodies	1451320	48.35%
Indian Public	671500	22.37%

Non Resident Indians	0	0%
Grand Total	3002000	100%

MANAGEMENT ANALYSIS & DISCUSSION REPORT

Industry structure and developments:

Changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporations to transform their operations. Consumers are increasingly demanding accelerated delivery times and lower prices. There is an increasing need for highly skilled technology professionals in the markets in which we operate. At the same time, corporations are reluctant to expand their internal IT departments and increase costs. These factors have increased the reliance of corporations on their outsourced technology service providers and are expected to continue to drive future growth for outsourced technology services.

Opportunity and threats:

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.

Outlook:

With its focus on IT enabled services, the Company continues to make its best endeavors for a reasonable share of business in this segment. The company is exploring new markets and also focusing on some new business lines so that it could maximize the shareholders wealth.

Risk and concerns:

In a dynamic industry such as information technology, risk is an inherent aspect of business. Our risk management practices seek to sustain and enhance the long-term competitive advantage of the Company. Our core values and ethics provide the platform for our risk management practices. The Company will continue to regularly monitor risk levels on various parameters and evolve strategies to mitigate the risks.

Adequacy of Internal Control:

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: 27th May, 2014

Sd/-
Ashok Mehta
Managing Director
DIN: 00518482

Sd/-
Sunil Kala
Director
DIN: 00511839

Declaration by Chairman

I, Ashok Mehta, Managing Director 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, 2014.

For **Fox Software Technologies Limited**

Date : 27.05.2014

Sd/-
Ashok Mehta
Managing Director
DIN: 00518482

FOX SOFTWARE TECHNOLOGIES LIMITED

Chief Executive Officer (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 31st March, 2014 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.

Sd/-
Ashok Mehta
Managing Director
DIN: 00518482

Sd/-
Sunil Kala
Director
DIN: 00511839

Date: 27th May, 2014
Place: New Delhi

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, 2014, 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**

**Sd/-
NEERAJ MADAN
Proprietor
M. No. 088569**

**Place : New Delhi
Dated : 27/05/2014**

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 31st March, 2014. This statement has been compiled by the Company from the Audited financial statements for the Year Ended 31st March, 2014. 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**

**Sd/-
NEERAJ MADAN
Proprietor
M. No. 088569**

**Place : New Delhi
Dated : 27/05/2014**

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 31st March, 2014 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 31st March, 2014;
- (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 and company has no branches hence returns adequate for the purpose of our audit is required from branches not visited by us is not applicable.
 - (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 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.
 - (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**

Place : New Delhi
Dated : 27.05.2014

**NEERAJ MADAN
Proprietor
M. NO 088569**

Annexure to the Independent Auditors' Report to the members of FOX SOFTWARE TECHNOLOGIES LIMITED On the financial statements for the year ended 31st March 2014 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.
- (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 31st, 2014 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.
- (x) The Company has an accumulated loss of `15,97,947 at the end of financial year as compared to previous year `22,22,979. 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.
- (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**

Place : New Delhi

Dated: 27.05.2014

**NEERAJ MADAN
Proprietor
M. NO 088569**

FOX SOFTWARE TECHNOLOGIES LIMITED
Balance Sheet as at 31 March, 2014

Particulars		Note No.	As at 31 March, 2014	As at 31 March, 2013
			Rs.	Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	30,020,000	30,020,000
	(b) Reserves and surplus	4	(1,597,947)	(2,222,979)
			28,422,053	27,797,021
2	Non-current liabilities			
	(a) Deferred tax liabilities (net)	17.4	98,508	115,108
			98,508	115,108
3	Current liabilities			
	(a) Trade payables	5	85,240	163,920
	(b) Other current liabilities	6	12,667	833
	(c) Short-term Provisions	7	387,000	90,000
			484,907	254,753
	TOTAL		29,005,468	28,166,882
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	8	553,741	497,315
			553,741	497,315
2	Current assets			
	(a) Current investments	9	20,678,889	20,117,233
	(b) Cash and cash equivalents	10	103,232	262,116
	(c) Short-term loans and advances	11	7,669,606	7,290,218
			28,451,728	27,669,567
	TOTAL		29,005,468	28,166,882
	See accompanying notes forming part of the financial statements			

In terms of our report attached.

For NEERAJ MADAN & ASSOCIATES
Chartered Accountants

NEERAJ MADAN
PROPRIETOR
M. No. : 088569
Place : NEW DELHI
Date : 27.05.2014

For and on behalf of the Board of Directors

SUNIL KALA
Director
DIN:00511839

ASHOK KUMAR MEHTA
Managing Director
DIN:00518482

FOX SOFTWARE TECHNOLOGIES LIMITED
Statement of Profit and Loss for the year ended 31 March, 2014

Particulars		Note No.	For the year ended	For the year ended
			31 March, 2014	31 March, 2013
			Rs.	Rs.
A	CONTINUING OPERATIONS			
1	Revenue from operations	12	2,260,000	1,260,000
2	Other income	13	33,074	198,148
3	Total revenue (1+2)		2,293,074	1,458,148
4	Expenses			
	(a) Employee benefits expense	14	356,180	499,200
	(b) Depreciation and amortisation expense	8	86,974	84,933
	(c) Other expenses	15	944,487	423,500
	Total expenses		1,387,642	1,007,633
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		905,432	450,515
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		905,432	450,515
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 ± 8)		905,432	450,515
10	Tax expense:			
	(a) Current tax expense for current year		297,000	90,000
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense			
	(e) Deferred tax		(16,600)	(13,421)
11	Profit / (Loss) from continuing operations (5 ± 6)		625,032	373,936
12.i	Earnings per share (of ` 10/- each):			
	(a) Basic			
	(i) Continuing and Total operations	17.3.a	0.208	0.125
	(b) Diluted			
	(i) Continuing and Total operations	17.3.b	0.208	0.125
	See accompanying notes forming part of the financial statements			

In terms of our report attached.

For NEERAJ MADAN & ASSOCIATES

Chartered Accountants

NEERAJ MADAN

PROPRIETOR

M. No. : 088569

Place NEW DELHI

Date 27.05.2014

For and on behalf of the Board of Directors

SUNIL KALA

Director

DIN

ASHOK KUMAR MEHTA

Managing Director

DIN

FOX SOFTWARE TECHNOLOGIES LIMITED
Cash Flow Statement for the year ended 31 March, 2014

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	₹	₹	₹	₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		905,432		450,514
<i>Adjustments for:</i>				
Depreciation and amortisation	86,974		84,934	
Interest income				
Dividend income	-		-	
Net (gain) / loss on sale of investments	-		(198,148)	
Net unrealised exchange (gain) / loss				
	86,974	86,974	(113,214)	(113,214)
Operating profit / (loss) before working capital changes		992,407		337,300
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Short-term loans and advances	(379,388)		(90,001)	
Long-term loans and advances	-		-	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(78,681)		(235,842)	
Other current liabilities	11,834		(902)	
	(446,235)	(446,235)	(326,745)	(326,745)
Cash flow from extraordinary items				
Cash generated from operations		546,172		10,555
Net income tax (paid) / refunds				
Net cash flow from / (used in) operating activities (A)		546,172		10,555

SUNIL KALA
Director
DIN: 00511839

ASHOK KUMAR MEHTA
Managing Director
DIN: 00518482

FOX SOFTWARE TECHNOLOGIES LIMITED
Cash Flow Statement for the year ended 31 March, 2014 (Contd.)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	Rs.	Rs.	Rs.	Rs.
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(143,400)		-	
Purchase of long-term investments	(561,656)			
- Others			(3,528)	
Proceeds from sale of long-term investments				
- Others				
Dividend received				
- Others			-	
Profit/(loss) on sale of Investment			198,148	
Amounts received from AOPs				
Amounts received from LLPs				
	(705,056)	(705,056)	194,620	194,620
Cash flow from extraordinary items		-		-
		(705,056)		194,620
Net income tax (paid) / refunds		-		-
		(705,056)		194,620
Net cash flow from / (used in) investing activities (B)				

SUNIL KALA
Director
DIN: 00511839

ASHOK KUMAR MEHTA
Managing Director
DIN: 00518482

FOX SOFTWARE TECHNOLOGIES LIMITED
Cash Flow Statement for the year ended 31 March, 2014 (Contd.)

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	Rs.	Rs.	Rs.	Rs.
C. Cash flow from financing activities				
Proceeds from long-term borrowings				
Repayment of other short-term borrowings				
Tax on dividend				
	-	-	-	-
Cash flow from extraordinary items		-		-
Net cash flow from / (used in) financing activities (C)		-		-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(158,884)		205,175
Cash and cash equivalents at the beginning of the year		262,116		56,941
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		-		-
Cash and cash equivalents at the end of the year		103,232		262,116
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)		103,232		262,116
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		103,232		262,116
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)		-		-
Cash and cash equivalents at the end of the year *		103,232		262,116
* Comprises:				
(a) Cash on hand		22,274		103,020
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts		80,958		159,096
(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)				
		103,232		262,116

Notes:

- (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.

See accompanying notes forming part of the financial statements

In terms of our report attached.

For NEERAJ MADAN & ASSOCIATES

Chartered Accountants

NEERAJ MADAN

PROPRIETOR

M. No. : 088569

Place : NEW DELHI

Date : 27.05.2014

For and on behalf of the Board of Directors

SUNIL KALA

Director

DIN:00511839

**ASHOK KUMAR
MEHTA**

Managing Director

DIN:00518482

FOX SOFTWARE TECHNOLOGIES LIMITED

Notes forming part of the financial statements

Note	Particulars
1	Corporate information
	Fox Software Technologies Pvt. Ltd. Is formed as an Indian company incorporated under Companies Act, 1956 on 03.06.1994. The company is engaged in the business of sale and purchase of Software Technologies.
2	Significant accounting policies
2.1	Basis of accounting and preparation of financial statements
	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.
2.2	Use of estimates
	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.
2.3	Cash and cash equivalents (for purposes of Cash Flow Statement)
	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.
2.4	Cash flow statement
	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.
2.5	Depreciation and amortisation
	Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956.
2.6	Revenue recognition
	<u>Sale of goods</u> 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 basis.
	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.
	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>2.7</p>	<p>Tangible fixed assets</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>
<p>2.8</p>	<p>Investments</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>
<p>2.9</p>	<p>Employee benefits</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>
<p>2.10</p>	<p>Segment reporting</p> <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>
<p>2.11</p>	<p>Earnings per share</p> <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>
<p>2.12</p>	<p>Taxes on income</p> <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>

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.

Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.

2.13 Provisions and contingencies

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.

2.14 Prior Period and Extraordinary Item

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.

2.15 Significant Events Occuring After Balance Sheet Date

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.

Note 3 Share capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs. 10/- each par value	3,500,000	35,000,000	3,500,000	35,000,000
(b) Issued, Subscribed and paid up Equity shares of Rs. 10/- each par value, fully paidup	3,002,000	30,020,000	3,002,000	30,020,000
Total	3,002,000	30,020,000	3,002,000	30,020,000

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

Refer Notes (i) to (ii) below

Notes:								
(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, 2014								
- Number of shares	3,002,000	-	-	-	-	-	-	3,002,000
- Amount (Rs.)	30,020,000	-	-	-	-	-	-	30,020,000
Year ended 31 March, 2013								
- Number of shares	3,002,000	-	-	-	-	-	-	3,002,000
- Amount (Rs.)	30,020,000	-	-	-	-	-	-	30,020,000

Notes:				
Details of shares held by each shareholder holding more than 5% shares:				
Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<u>Equity shares</u>				
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%

Note 4 Reserves and surplus

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(2,222,979)	(2,596,915)
Add: Net profit after tax transferred from Statement of Profit and Loss	625,032	373,936
Closing balance	(1,597,947)	(2,222,979)
Total	(1,597,947)	(2,222,979)

Note 5 Trade payables

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Trade payables: Other than Acceptances	85,240	163,920
Total	85,240	163,920

Note 6 Other current liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(i) Other payables (i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.)	12,667	833
Total	12,667	833

Note 7 Short-term provisions

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Provision - Others: (i) Provision for tax (net of advance tax Rs 90000 (As at 31 March, 2013 Rs 0)	387,000	90,000
Total	387,000	90,000

Note 8 Fixed assets

A.	Tangible assets	Gross block									
		Balance as at 1 April, 2013	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, 2014
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	(b) Buildings Own use	561,000	-	-	-	-	-	-	-	-	561,000
	(c) Computer & Laptops										

	Owned	429,901		-	-	-	-	-	-	-	429,901
	(d) Furniture and Fixtures Owned	38,237	-	-	-	-	-	-	-	-	38,237
	(f) Office equipment Owned	128,481	143,400	-	-	-	-	-	-	-	271,881
	Total	1,157,619	143,400	-	-	-	-	-	-	-	1,301,019
	Previous year	1,157,619	-	-	-	-	-	-	-	-	1,157,619

Note 8 Fixed assets (contd.)

A	Tangible assets	Accumulated depreciation and impairment							Net block		
		Balance as at 01.04.2013	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, 2014	Balance as at 31 March, 2014	Balance as at 31 March, 2013
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
	(b) Buildings Own use	161,179	9,144	-	-	-	-	-	170,323	390,677	399,821
	(c) Computer & Laptops Owned	357,284	69,687	-	-	-	-	-	426,971	2,930	72,617
	(d) Furniture and Fixtures Owned	38,237	-	-	-	-	-	-	38,237	-	-
	(f) Office equipment Owned	103,604	8,143	-	-	-	-	-	111,747	160,134	24,877
	Total	660,304	86,974	-	-	-	-	-	747,278	553,741	497,315
	Previous year	575,371	84,933	-	-	-	-	-	660,304	497,315	582,248

Note 8 Fixed assets (contd.)

Particulars			
B.	Depreciation and amortisation relating to continuing operations:		
	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
	Depreciation and amortisation for the year on tangible assets as per Note 8 A Less: Utilised from revaluation reserve	86,974	84,933
	Depreciation and amortisation relating to discontinuing operations (Refer Note 30.11)		
	Depreciation and amortisation relating to continuing operations	86,974	84,933

Note 9 Current investments

Particulars	As at 31 March, 2014			As at 31 March, 2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
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	-	1,780,000	1,780,000
Uttarakhand Leasing & Finance Pvt. Ltd. 30000 (30000)	-	300,000	300,000	-	300,000	300,000
Abhishek Corporation Ltd. 14473 (14473)	385,148	-	385,148	385,148	-	385,148
Bhakra Industries Ltd. 57800 (57800)	861,450	-	861,450	861,450	-	861,450
Conventry Coil 109187 (109187)	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
Hindustan Tin Work Ltd 20215 (NIL)	561,656	-	561,656	-	-	-

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 (31296)	135,410	-	135,410	135,410	-	135,410
Total - Current investments (A)	6,531,889	14,147,000	20,678,889	5,970,233	14,147,000	20,117,233
Aggregate amount of quoted investments	6,531,889		6,531,889	5,970,233		5,970,233
Aggregate market value of listed and quoted investments	1,192,535	-	1,192,535	657,547	-	657,547
Aggregate value of listed but not quoted investments	1,771,441		1,771,441	1,775,441		1,775,441
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	-	-	-	-	-	-

Note 10 Cash and cash equivalents

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Cash on hand	22,274	103,020
(b) Balances with banks		
(i) In current accounts	80,958	159,096
Total	103,232	262,116
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	103,232	262,116

Note 11 Short-term loans and advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
(a) Loans and advances to related parties (Refer Note 18.2)		
Unsecured, considered good	-	-
(b) Balances with government authorities		
Unsecured, considered good		
Advance income tax (Tax Deducted at source & Service Tax Input)	291,360	189,000

	291,360	189,000
(c) Others (specify nature)		
Unsecured, considered good	7,378,246	7,101,218
	7,378,246	7,101,218
Total	7,669,606	7,290,218

Particulars		
Note: Short-term loans and advances include amounts due from:		
Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Private companies in which any director is a director or member (give details per company)	-	-
	-	-

Note 12 Revenue from operations

	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
(a)	Other operating revenues (Refer Note (i) below)	2,260,000	1,260,000
	Total	2,260,000	1,260,000

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
(i)	Other operating revenues comprise:		
	Licence Fees Receipts	360,000	360,000
	Commission	1,000,000	-
	Interest Receipts	900,000	900,000
	Total - Other operating revenues	2,260,000	1,260,000

Note 13 Other income

	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
(a)	Net gain on sale of: current investments	-	198,148
(b)	Other non-operating income (net of expenses directly attributable to such income) (Refer Note (i) below)	33,074	-
	Total	33,074	198,148

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
(i)	Other non-operating income comprises: Liabilities / provisions no longer required written back Prior period items (net) (Refer Note (iii) below)	33,074	-
	Total - Other non-operating income	33,074	-

Note 14 Employee benefits expense

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	Rs.	Rs.
Salaries and wages	352,500	499,200
Staff Welfare	3,680	-
Total	356,180	499,200

Note 15 Other expenses

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
	Rs.	Rs.
Repairs and maintenance - Buildings	16,788	16,480
Annual and Board Meeting expenses	8,950	5,215
Bank Charges	1,157	1,267
Rates and taxes	13,104	9,671
Advertisement Expenses	47,061	47,347
Travelling and conveyance *	30,282	81,830
Donation	-	10,000
Listing Fees	-	12,568
Filing fees	3,000	2,500
Custodial fees	13,482	13,483
Electricity & Water Exp.	91,080	79,835

Web Site Development	-	6,291
Telephone Exp	4,682	4,950
Income Tax Adjustment Previous Year	-	1,430
Interest on TDS	96	182
Legal and professional *	453,330	99,996
Printing & Stationery	2,210	2,015
Payments to auditors (Refer Note (i) below)	28,090	28,090
Conference Expenses	78,725	-
Training & Education Expenses	150,000	-
Miscellaneous expenses *	2,450	350
Total	944,487	423,500

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	28,090
For taxation matters	-	-
For company law matters	-	-
For management services	-	-
For other services	-	-
Reimbursement of expenses	-	-
Total	28,090	28,090

Note 16 Additional information to the financial statements

16.1	Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges			
	Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:			
	Name of the party	Relationship	Amount outstanding as at 31 March, 2014	Maximum balance outstanding during the year
	Ashok Agri Farms Pvt. Ltd.	Associate Company	- (NIL)	- (1,300,000.00)
	Note: Figures in bracket relate to the previous year.			
			As at 31 March, 2014	As at 31 March, 2013
			Rs.	Rs.
16.2	Contingent liabilities and commitments (to the extent not provided for)			
(i)	Contingent liabilities			
	(a) Claims against the Company not acknowledged as debt			
			NIL	NIL
	(b) Guarantees			

	(c) Other money for which the Company is contingently liable		
		As at 31 March, 2014	As at 31 March, 2013
(ii)	Commitments	Rs.	Rs.
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for		
	Tangible assets	NIL	NIL
	Intangible assets		
	(b) Uncalled liability on shares and other investments partly paid		
	(c) Other commitments		
16.3	Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
		As at 31 March, 2014	As at 31 March, 2013
		Rs.	Rs.
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year		
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year		
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day		
	(iv) The amount of interest due and payable for the year	NIL	NIL
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year		
	(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		
	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 31/03/2014 as Micro, Small and Medium Enterprises. Consequently amount paid or payable to these parties during the year is NIL		
		As at 31 March, 2014	As at 31 March, 2013
		Rs.	Rs.
16.4	Expenditure in foreign currency		
	Royalty		
	Know-how		
	Professional and consultation fees	NIL	NIL
	Interest		
	Other matters		
		For the year ended 31 March, 2014	For the year ended 31 March, 2013
		Rs.	Rs.
16.5	Earnings in foreign exchange:		
	Export of goods calculated on FOB basis	NIL	NIL
	Royalty, know-how, professional and consultation fees		

Interest and dividend		
Other income, indicating the nature thereof.		

Note 17 Disclosures under Accounting Standards (contd.)

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

Note 17 Disclosures under Accounting Standards (contd.)

Note	Particulars				
17.2	Related party transactions				
17.2.a	Details of related parties:				
	Description of relationship	Names of related parties			
	Key Management Personnel (KMP)	Mr. Ashok Mehta, Mr. Sunil Kala, Jogeshwar Sharma and Mr. Manoj Oberoi.			
	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.				
	Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014:				
17.2.b		KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
	Finance (including loans and equity contributions in cash or in kind)				
	Loans and Advances given(Share application Money)				
	Ashok Agri Farms Private Limited	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
	-				

Advance to Director	NIL (85,001)	NIL (NIL)	NIL (NIL)	NIL (85,001)
Balances outstanding at the end of the year				
- Advance to Director	NIL (85,001)			NIL (85,001)
-				
Loans and advances (Ashok Agri Farms P Ltd.)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)
Note: Figures in bracket relates to the previous year				

Note 17 Disclosures under Accounting Standards (contd.)

Note	Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
		₹	₹
17.3	Earnings per share		
	<u>Basic</u>		
17.3.a	<u>Continuing & Total operations</u>		
	Net profit / (loss) for the year from continuing & total operations	625,032	373,936
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing & total operations attributable to the equity shareholders	625,032	373,936
	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	0.208	0.125
	<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 & Total operations</u>		
	Net profit / (loss) for the year from continuing & total operations	625,032	373,936
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders from continuing & total operations	625,032	373,936
	Add: Interest expense and exchange fluctuation on convertible bonds (net)	-	-
	Profit / (loss) attributable to equity shareholders from continuing and total operations (on dilution)	625,032	373,936
	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	0.208	0.125

Note 17 Disclosures under Accounting Standards (contd.)

Note	Particulars	As at 31 March, 2014	As at 31 March, 2013
		₹	₹
17.4	Deferred tax (liability) / asset		
	<u>Tax effect of items constituting deferred tax liability</u>		
	On difference between book balance and tax balance of fixed assets	318,795	372,517
	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	98,508	115,108
	<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		
	Net deferred tax (liability) / asset	(98,508)	(115,108)
	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.		

Note 18 Previous year's figures

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

**For NEERAJ MADAN & ASSOCIATES
CHARTERED ACCOUNTANTS**

Firm Registration Number: 012840N

Sd/-

NEERAJ MADAN

Proprietor

M. No. 088569

For and On behalf of the Board of Directors

Sd/-

Ashok Kumar Mehta

Managing Director

DIN: 00518482

Sd/-

Sunil Kala

Director

DIN: 00511839

Place : New Delhi

Dated : 27/05/2014

FOX SOFTWARE TECHNOLOGIES LIMITED**[CIN: L74899DL1994PLC059402]****Regd. Office: 110, Deepali Building, 92, Nehru Place****New Delhi-110019; Tel.: 011-26418807; Fax: 011-26418807;****Website: www.foxsoftware.in ; email id: info@foxsoftware.in****PROXY FORM**

(Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014)

20TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2014, TUESDAY AT 10.00 A.M.

Name of the member(s)	
Registered Address	
Email-ID	
Folio No. /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

- Name: _____
- Address: _____
- Email-Id: _____ Signature: _____, or failing him

- Name: _____
- Address: _____
- Email-Id: _____ Signature: _____, or failing him

- Name: _____
- Address: _____
- Email-Id: _____ Signature: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 20th ANNUAL GENERAL MEETING of the Company to be held at 10.00 A.M. on Tuesday, the 30th September, 2014 at its Registered Office, at 110, Deepali Building 92, Nehru Place, New Delhi – 110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business		
1. Adoption of Financial Statements for the year ended 31 st March, 2014		
2. Re-appointment of Sh. Manoj Oberoi, who retires by rotation		
3. Appointment of M/s Neeraj Madan & Associates, Chartered Accountants as Auditor		
Special Business		
4. Appointment of Women Director, Mrs. Aarti Sharma		
5. Appointment of Non- Executive Director, Mr. Jogeshwar Sharma		
6. Regularisation of Mr. Rakesh Kapoor, Additional Director as Independent Non-Executive Director		
7. Revision in remuneration of Mr. Ashok Kumar Mehta, Managing Director w.e.f. 01.10.2014		

Signed this _____ day of _____ 2014

Signature of Shareholder_____
Signature of Proxy-Holder(s)Affix
Revenue
Stamp**Note: This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 (Forty Eight) hours before the commencement of the Meeting.**

ATTENDANCE SLIP

20TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2014, TUESDAY AT 10.00 A.M.

DP Id		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Fox Software Technologies Limited being held on Tuesday the 30th September, 2014 at 10.00 A.M. at its Registered Office, at 110, Deepali Building 92, Nehru Place, New Delhi – 110019.

Member's/ Proxy's Signature
(To be signed at the time of handing over)

Note: Please complete this and hand it over at the entrance of the hall.