OFS/BSE/15/2017-2018 **09th OCTOBER, 2017**

To,
The Corporate Relations Department
The Bombay Stock Exchange Ltd,
P J Towers, 1st Floor,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Ref: Scrip Code: 539570

ISIN: INE742R01013

Sub: Submission of Annual Report for FY 2016-17.

In pursuance of Regulation 34 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, We herewith enclose the Annual Report of the Company for the FY 2016-17 duly approved and adopted by the members in Annual General Meeting of the Company held on 20 September, 2017 at 11:30 a.m. at HOTEL, THE SPLENDOUR PARK, NO.107, OLD MADRAS ROAD, OPP OLD ADARSH THEATRE, HALASURU, BENGALURU – 560008, KARNATAKA

Kindly update the above in your records.

Thanking You.

For OFS TECHNOLOGIES LIMITED

P.V. Dharani

OFS TECHNOLOGIES LTD Chennai

DHARANI P V
COMPANY SECRETARY

Encl: Annual Report 2016-17

PLATFORM
Research
FINANCE
COMMUNICATION
DATABASE
NETWORK
APPLICATION
MONITORING
COLLABORATION
SEARCH
RUNTIME
IDENTITY
OBJECT STORAGE
CONTENT
BLOG STORAGE
INFRASTRUCTURE

OFS TECHNOLOGIES LIMITED

(Formerly known as Bole Technologies Limited)

9th ANNUAL REPORT 2016-17

09th ANNUAL REPORT

03 CORPORATE INFORMATION

04 COMMITTEE INFORMATION

05 FIVE YEARS CONSOLIDATED FINANCIAL HIGHLIGHTS

06 NOTICE OF ANNUAL GENERAL MEETING

11 BOARD'S REPORT

17 SECRETARIAL AUDIT REPORT

21 ANNUAL RETURN

32 REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

34 CORPORATE GOVERNANCE REPORT

46 BUSINESS OVERVIEW

51 MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

56 INDEPENDENT AUDITORS' REPORT

62 STANDALONE FINANCIAL STATEMENTS

63 STATEMENT OF PROFIT AND LOSS

64 CASH FLOW STATEMENT

65 STATEMENTS ON SIGNIFICANT ACCOUNTING POLICIES

70 NOTES FORMING PART OF THE FINANCIAL STATEMENTS

79 FORWARD LOOKING STATEMENT

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. JESUDAS PREMKUMAR, MANAGING DIRECTOR
MR. KARTHIKEYAN, INDEPENDENT DIRECTOR
MRS. RUTH HILDA, INDEPENDENT DIRECTOR
MR. ALLWIN ROEGER, INDEPENDENT, DIRECTOR

CHIEF FINANCIAL OFFICER

MR. M. EZHUMALAI

CORPORATE IDENTIFICATION NUMBER

L72300KA2008PLC045897

COMPANY SECRETARY

MS. DHARANI

REGISTERED OFFICE

NO.510, SECOND FLOOR, 16TH CROSS, 2ND STAGE,
INDIRA NAGAR, BANGALORE – 560 038
KARNATAKA

CORPORATE OFFICE & DEVELOPMENT CENTRE

UNIT NO: 2, 4TH FLOOR, PINNACLE,
ASCENDAS INTERNATIONAL TECH PARK,
CSIR ROAD, TARAMANI ROAD, TARAMANI
CHENNAI – 600 113, TAMIL NADU

LISTED STOCK EXCHANGE

BOMBAY STOCK EXCHANGE
PHIROZE JEEJEEBHOY TOWERS,
1ST FLOOR, DALAL STREET,
MUMBAI - 400 001
MAHARASHTRAMAHARASHTRA

REGISTRAR & SHARE TRANSFER AGENT

BIG SHARE SERVICES PVT LTD
1ST FLOOR, BHARAT TIN WORKS BUILDING,
OPP. VASANT OASIS, MAKWANA ROAD,
MAROL, ANDERI EAST,
MUMBAI – 400059, MAHARASHTRA

STATUTORY AUDITOR

M/S V.KRISHNAMOORTHY & CO
CHARTERED ACCOUNTANT
48/4, II FLOOR, LUZ AVENUE, BEHIND NAGESWARA
METRO HOMES, 3RD FLOOR, MYLAPORE,
RAO PARK, CHENNAI - 600 004

INTERNAL AUDITORS

SRIVATSAN &ASSOCIATES
CHARTERED ACCOUNTANT
NEW NO.21, OLD NO.8,
M.K.AMMAN KOIL STREET,
MYLAPORE, CHENNAI-600 004

COMMITTEE INFORMATION

AUDIT COMMITTEE:	MR. ALLWIN ROEGER, CHAIRMAN MR. KARTHIKEYAN MR. JESUDAS PREMKUMAR
NOMINATION AND REMUNERATION COMMITTEE	MR. ALLWIN ROEGER, CHAIRMAN MR. KARTHIKEYAN MR. JESUDAS PREMKUMAR MRS. RUTH HILDA
STAKEHOLDER RELATIONSHIP COMMITTEE	MR. ALLWIN ROEGER, CHAIRMAN MR. KARTHIKEYAN MR. JESUDAS PREMKUMAR MRS. RUTH HILDA

FIVE YEARS CONSOLIDATED FINANCIAL HIGHLIGHTS

(Amount in Rs- Actuals)

Financials	2016-17	2015-16	2014-15	2013-14	2012-13
Total Income	9,42,72,014	9,16,90,822	4,60,29,961.79	44,18,869	22,73,802
PBDIT*	2,18,66,059	2,86,37,206	2,88,53,906.79	11,86,198	1,90,500
Interest	-	2,09,944	Nil	Nil	Nil
Depreciation	58,14,498	85,13,511	1,03,66,397	Nil	Nil
Profit/(Loss) Before Tax	1,60,51,561	1,99,13,751	1,84,87,509.79	11,86,198	1,90,500
Profit/(Loss) After Tax	1,00,24,480	1,11,07,236	1,25,67,659	7,77,718	1,31,635
Earnings per Share	1.56	1.73	2.67	0.26	13.16
Share Capital	6,41,45,000	6,41,45,000	4,71,05,000	3,01,05,000	1,00,000
Reserves	6,05,82,281	5,05,57,801	1,38,90,564.32	13,22,905	4,72,073
Net Worth	12,47,27,281	11,47,02,801	6,09,95,564.32	3,14,27,905	5,72,073

NOTICE OF ANNUAL GENERAL MEETING

OFS TECHNOLOGIES LIMITED
(Formerly known as Bole Technologies Limited)
CIN: L72300KA2008PLC045897
Regd.Office: No.510, Second floor, 16th Cross, 2nd Stage, Indira Nagar, Bangalaore-560038.
Email: info@ofstech.com, Website: www.ofstech.com, Phone+91-80-69999156.

Notice is hereby given that the Ninth Annual General Meeting of the Company will be held on **Wednesday**, **20th Day** of **September, 2017** at **11.30 a.m.** at **Hotel, The Splendour Park, No.107, Old Madras Road, Opp Old Adarsh Theatre, Halasuru, Bengaluru – 560008, Karnataka** to transact the following business:

ORDINARY BUSINESS

1. ***Item No 1.*** **- Adoption of financial Statements**

   To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2017 including the audited Balance Sheet as at 31st March, 2017 and the statement of Profit and Loss for the year ended on that date the reports of the Board of Directors('the Board") and Auditors thereon.

SPECIAL BUSINESS

2. ***Item No.2.*** **- Appointment of M/s. Elangovan and Co, Chartered Accountants, Chennai**

   Appointment of Statutory Auditors and to fix their remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Elangovan and Co, Chartered Accountants, Chennai, having Firm Reg.No:006990S, be and are hereby appointed as the Statutory auditors of the Company, to fill the casual vacancy created by death of the earlier Auditor, Mr. V. Krishnamoorthy, Chartered Accountant, Chennai. M/s. Elangovan and Co, shall hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting on such remuneration and out of pocket expenses as may be decided by the Board."

3. ***Item No.3.*** **- Revision in Remuneration of Managing Director**

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**

   "RESOLVED THAT pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is

hereby accorded for revision in the remuneration of Rs. 14,37,442/- to Mr. Jesudas Premkumar [DIN:7008031], Managing Director of the Company, on the terms and conditions payable for financial year 2017-18 in which adequate profit is earned.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.

On behalf of the Board
For OFS Technologies Limited

Place: **Chennai**
Date: **28th August, 2017**

Jesudas Premkumar
Managing Director
DIN: 7008031

Notes:

a) Notice of the AGM together with Annual Report for the F.Y.2016-2017 has been sent to all members by permitted mode at their address registered with the Company and/ or electronically to those members who have registered their email address with the Company or their respective Depository. The electronic transmission/physical dispatch of notices together with Annual Report has been completed. The Notice of AGM and Annual Report for the F.Y. 2016-2017 are available on the Company's website **www.ofstech.com**.

b) The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 18, 2017 to Wednesday, September 20, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.

c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and such a proxy need not to be a member of a company.

d) The instruments appointing proxy should reach the registered office of the company at least 48 hours before the time fixed for the meeting.

e) Members/Proxies are please requested to bring their copies of annual report to the meeting.

f) Members/Proxies are requested to fill the Attendance slip for attending the meeting.

g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

h) All documents referred to in this Notice/Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 A.M. to 6.00 P.M.) on all working days and including the date of the Annual General Meeting of the Company.

i) Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold in physical form are requested to write their Folio number in the attendance slip for attending the meeting.

j) All documents that have been referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company during office hours on working days up to the date of the Annual General Meeting.

k) The electronic copy of the AGM notice of the Company inter alia indicating the process along with Attendance slip and Proxy form is being sent to all shareholders whose e-mail IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Company along with Attendance slip and Proxy form is being sent in the permitted mode.

l) Consent letter of the proposed Auditors M/s. Elangovan and Co., Chartered Accountants, Chennai, can be inspected at the Corporate Office of the Company.

m) Members whose shareholding is in electronic mode are requested to direct any change in their personal particulars to their respective Depository Participant(s).

n) Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents and/or to the Company.

M/s. Big Share Services Private Limited

1st Floor, Bharat Tin Works Building,
Marol Maroshi Road, Andheri East,
Mumbai 400059, Maharashtra
investor@bigshareonline.com

M/s. OFS Technologies Limited

Unit No.2, 4th Floor, Pinnacle
Ascendas International Tech Park
Taramani Road, Taramani
Chennai – 600 113,
Tamil Nadu
info@ofstech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.2. – Appointment of Statutory Auditors of the Company to fill casual vacancy

Statement pursuant to Section 102(1) of the Companies Act, 2013

The office of Statutory Auditors of the Company has been vacated due to sudden demise of Mr. V. Krishnamoorthy, Chartered Accountant, resulting into a casual vacancy as envisaged by section 139(8) of the Act. Any casual vacancy caused in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard. The Audit Committee and the Board of Directors in their respective meetings recommended appointing M/s. Elangovan and Co, Chartered Accountants, Chennai as Statutory Auditors of the Company to fill the casual vacancy. M/s. Elangovan and Co, shall hold the office of the Statutory Auditors of the Company from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting on such remuneration and out of pocket expenses as may be decided by the Board."

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out under Item No. 2 of the Notice.

Item No.3. – Revision in Remuneration of Managing Director

Statement pursuant to Section 102(1) of the Companies Act, 2013

The company has completed the annual performance appraisal of all the employees of the company including senior management. In view of this there is a revision in the salary of all the employees for the FY 2017-18. The Nomination and Remuneration Committee, in its meeting recommended and the Board of Directors, in its meeting approved the payment of remuneration of Rs.14,37,442/- per annum, payable for financial year in which adequate profit is earned, to Mr. Jesudas Premkumar (holding DIN 7008031), as Managing Director of the Company subject to the approval of the shareholders in the General Meeting.

None of the Directors except Mr. Jesudas Premkumar and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out under Item No. 3 of the Notice.

On behalf of the Board
For OFS Technologies Limited

Place: **Chennai**
Date: **28th August, 2017**

Jesudas Premkumar
Managing Director
DIN: 7008031

BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Ninth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS:

(Rs in actuals)

Particulars	2016-17	2015-16
Gross Income	9,37,54,000	8,94,00,000
Depreciation	1,58,14,498	85,13,511
Finance Charges	44,032	2,46,367
Gross Profit	1,60,51,561	1,99,13,751
Provision for Depreciation	0	0
Net Profit Before Tax	1,60,51,561	1,99,13,751
Provision for Tax	60,27,081	88,06,515
Net Profit After Tax	1,00,24,480	1,11,07,236
Balance of Profit brought forward	1,00,24,480	1,11,07,236
Balance available for appropriation	1,00,24,480	1,11,07,236
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	0
Surplus carried to Balance Sheet	1,00,24,480	1,11,07,236

OPERATIONAL REVIEW

Gross revenues increased to Rs. 9,37,54,000 as against Rs.8,94,00,000 in the previous year. Profit before taxation was Rs. 1,60,51,561 against Rs. 1,99,13,751 in the previous year. After providing for taxation, the net profit of the Company for the year under review was placed at Rs 1,00,24,480 as against Rs. 1,11,07,236 in the previous year.

The Company shifted its corporate office for better operational efficiency to UNIT NO.2, 4TH FLOOR, PINNACLE BUILDING, ASCENDAS INTERNATIONAL TECH PARK, CHENNAI – 600113 from 16th February, 2017

The Company provides software development services for clients, who typically are Independent software vendors (ISVs) and large enterprises undergoing digital transformation in healthcare, media and other allied industries. The Company uses the latest in social, mobile, cloud and analytics technologies (SMAC) to build software that is compelling, packed with innovative features, and designed for rapid evolution to enable digital transformation.

DIVIDEND

Your Directors have not recommended any dividend during the financial year 2016-17.

SHARE CAPITAL

The paid up equity capital as on 31st March, 2017 was Rs. 6.41 crore. The Company has not issued shares with differential voting rights nor granted stock options or sweat equity during the year under review.

FINANCE

Cash and cash equivalents as at 31st March, 2017 was Rs. 2,35,83,226. The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and any amendments thereto.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013. The details of the investments made by Company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual.

To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY

The Company has not taken any initiatives under “Corporate Social Responsibility” as the ceiling limit was not applicable to the Company as per Section 135 Companies Act 2013.

CONSERVATION OF ENERGY

a) Company ensures that the operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
b) No specific investment has been made in reduction in energy consumption.
c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

TECHNOLOGY ABSORPTION

No outside technology is being used for Development activities. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

FOREIGN EXCHANGE EARNINGS AND OUT-GO

During the period the Company earned Rs. 9.37 crores and outflow Rs. 0.09 crores.

DIRECTORS AND KEY MANANGERIAL PERSONNEL

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down under Section 149(6) of the Companies Act,2013.

Ms. Dharani was appointed as Company Secretary of the Company with effect from 2nd September, 2016.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

POLICIES

The Company is compliant with the following policies/charters:

- Audit Committee Charter
- Nomination and Remuneration Policy
- Vigil Mechanism/Whistle Blower Policy
- Corporate Social Responsibility Policy
- Policy for determination of Materiality of any Event/Information
- Related Party Transaction Policy
- Code of conduct for prevention of insider trading and code of practices and procedures for fair disclosure of unpublished price sensitive information
- Policy for preservation of documents and Archival Policy

All the policies are available in the website of the Company www.ofstech.com

BOARD MEETINGS

The Board of Directors met 07 times during the financial year 2016-17. The dates of the Board meetings are as follows:

6th April, 2016, 30th May, 2016, 2nd September, 2016, 9th September, 2016, 11th November, 2016, 20th January, 2017, and 16th February, 2017.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:
i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
iv) The directors have prepared the annual accounts on a going concern basis.
v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company.
All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

SECRETARIAL AUDIT

According to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company engaged the services of Mr. S Hari Krishnan, CP No: 13740, Company Secretary in Practice, Chennai to conduct the Secretarial Audit of the Company for the Financial Year 2015-16.

The Secretarial Audit Report submitted by the Company Secretary in Practice is enclosed as a part of this Annual report in Annexure-A, which is self-explanatory.

AUDITORS

M/s. Elangovan and Co, Chartered Accountants, having Firm Reg.No:006990S, Chennai, be and hereby appointed as Statutory Auditor of the Company to fill the casual vacancy created by death of Mr. V. Krishnamoorthy, Chartered Accountant, Chennai.

OBSERVATIONS IN AUDITORS' REPORT

The Auditors' report does not contain any qualification, reservation or adverse remarks.

COST AUDIT

The Central Government has not prescribed maintenance of cost records for the existing business activities of the Company.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure-B

PARTICULARS OF EMPLOYEES

The Company has not employed any person during the year,
- whose remuneration was not less than Rs. 60,00,000/- for the whole year or
- not less than Rs. 500,000/- per month, if employed for part of the year.
- if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company secretary in advance.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in Annexure-E.
Certificate from the Statutory Auditors of the Company confirming the compliance with the conditions of Corporate Governance as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Annual Report.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE POLICY

The Company's policy on Prevention of Sexual Harassment of Women provides for the protection and prevention against sexual harassment of women employees at the workplace and redressal of such complaints. There were no complaints received or pending for redressal during the FY 16-17.

ACKNOWLEDGEMENTS

The Directors take this opportunity to place on record their gratitude for the support extended to the Company by the clients, banks, employees, investors and other stakeholders.

On behalf of the Board
For OFS Technologies Limited

Place: **Chennai**
Date: **30th May, 2017**

Jesudas Premkumar
Managing Director
DIN: 07008031

ANNEXURE-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

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

To
The Members,
M/s OFS Technologies Limited
No 510, 2nd Floor, 16th Cross
2nd Stage Indira Nagar,
Bangalore-560 038, Karnataka

My report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on those secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: **Chennai**
Date: **18th May, 2017**

S Hari Krishnan
ACS No: 29583
CP No: 13740

ANNEXURE-A

Form-MR-3

***Secretarial Audit Report f*or the financial year ended 31.03.2016**

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

To
The Members,
M/s OFS Technologies Limited
No 510, 2nd Floor, 16th Cross
2nd Stage Indira Nagar,
Bangalore – 560 038, Karnataka

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s OFS Technologies Limited** (Formerly known as M/s Bole Technologies Limited) (hereinafter called **"the Company"**) (CIN: U72300KA2008PLC045897). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s OFS Technologies Limited**'s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to an extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 ("**the Act"**) and the rules made thereunder;

2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Applicable to the Company from 14th January, 2016)

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Applicable to the Company from 14th January, 2016)

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Applicable to the Company from 14th January, 2016)

(c) The Company has issued any securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not arise;

(d) The Company has not issued any securities under employee stock option scheme and employee stock purchase scheme during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 does not arise;

(e) The Company has not issued any debt securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;

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

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

(h) The Company has not bought back any securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 does not arise;

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

i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and Meetings of General Meetings (SS-2) issued by 'The Institute of Company Secretaries of India', applicable from 01st July, 2015.

ii) The uniform listing agreement entered with BSE Limited pursuant to the provision of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following law applicable specifically to the Company:

a. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

b. The Payment of Gratuity Act, 1972 and The Payment of Gratuity (Central) Rules, 1972;

c. The Employees' Provident Funds and [Miscellaneous Provisions] Act, 1952, The Employees' Provident Fund Scheme, 1952, Employees' Pension Scheme, 1995, and Employees' Deposit-linked Insurance Scheme, 1976;

I further report that

- the Board of Directors of "the Company" is duly constituted with proper balance of Executive Directors, Non-Executive Directors**.** The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

i. Public/Rights/Preferential issue of shares/debentures/sweat equity.
ii. Redemption/buy-back of securities.
iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
iv. Merger/amalgamation/reconstruction etc.
v. Foreign Technical Collaborations.

Place: **Chennai**
Date: **18th May, 2017**

S Hari Krishnan
ACS No: 29583
CP No: 13740

ANNEXURE - B
Annual Return Extracts in MGT 9
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2017
[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I.REGISTRATION & OTHER DETAILS :			
i	CIN	:	L72300KA2008PLC045897
ii	Registration Date	:	03/04/2008
iii	Name of the Company	:	OFS TECHNOLOGIES LIMITED
iv	Category/Sub-category of the Company	:	Indian Non-Government Company Company limited by shares
v	Address of the Registered Office & contact details	:	No.510, Second Floor, 16th Cross, 2nd Stage, Indira Nagar, Bangalore-560038 Phone: +91 80 6999919 E-Mail: info@ofstech.com
vi	Whether listed Company	:	Yes, BSE (SME Platform)
vii	Name, Address & Contact detail of the Registrar & Transfe Agent, if any.	:	Big Share Services Pvt Ltd 1ST Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Anderi East, Mumbai – 400059, Maharashtra

II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sl No.	**Name & Description of main products/services**	**NIC Code of the Product /service**	**% to total turnover of the Company**
1.	Software Development	8920	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sl No.	NAME & ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NIL				

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01st April, 2016)				No. of Shares held at the end of the year (as on 31st March, 2017)				% change in shareholding during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	43,05,100	-	43,05,100	67.12	43,05,100	-	43,05,100	67.12	-
b) Central Govt o State Govt	-	-	-	-	-	-	-	-	
c) Bodies Corporate	-	-	-	-	-	-	-	-	
d) Bank/FI	-	-	-	-	-	-	-	-	
e) Any other – Directors Relatives	4,04,500	-	4,04,500	6.31	4,04,500	-	4,04,500	6.31	
SUB TOTAL:(A) (1)	47,09,600	-	47,09,600	73.42	47,09,600	-	47,09,600	73.42	
(2) Foreign									
a) NRI-Individuals	-	-	-	-	-	-	-	-	
b) Other Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	
d) Banks/FI	-	-	-	-	-	-	-	-	
e) Any other(s)	-	-	-	-	-	-	-	-	
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	
Total Shareholding of	47,09,600	-	47,09,600	73.42	47,09,600	-	47,09,600	73.42	-

Promoter A)=(A)(1)+(A)(2)									

Category of Shareholders	**No. of Shares held at the beginning of the year**				**No. of Shares held at the end of the year**				**% change during the year**
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Banks/FI	-	-	-	-	-	-	-	-	
c) Central govt	-	-	-	-	-	-	-	-	
d) State Govt.	-	-	-	-	-	-	-	-	
e) Venture Capital Fund	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	
g) FIIS	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
i) Others (specify)	-	-	-	-	-	-	-	-	
SUB TOTAL (B)(1)	-	-	-	-	-	-	-	-	
(2) Non Institutions									
a)Bodies corporate	1,20,000	-	1,20,000	1.87	60,000	-	60,000	0.94	**(0.93)**
b) Individuals		-		-	-	-	-	-	
i) Individual shareholders holding nominal share capital upto Rs.2lakhs	8,64,900	-	8,64,900	13.48	10,14,858	-	10,14,858	15.82	**2.34**

ii) Individuals shareholders holding nominal share capital in excess of Rs.2 lakhs	5,34,000	-	5,34,000	8.32	5,58,000	-	5,58,000	8.7	**0.38**
c) Any Other (specify) – Clearing Member	18,000	-	18,000	0.28	6,042	-	6,042	0.09	**(0.19)**
Market Maker	1,62,000	-	1,62,000	2.53	60,000	-	60,000	0.94	**(1.59)**
d) Foreign Bodies Corporate		**-**		**-**	**-**	**-**	**-**	-	
e) Non Resident Indian (NRI)	6,000		6,000	0.09	6,000		6,000	0.09	
SUB TOTAL (B)(2)	**17,04,900**	**-**	**17,04,900**	**26.57**	**17,04,900**	**-**	**17,04,900**	**26.57**	
Total Public Shareholding (B)= (B)(1)+(B)(2)	**17,04,900**	**-**	**17,04,900**	**26.57**	**17,04,900**	**-**	**17,04,900**	**26.57**	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	**64,14,500**	-	**64,14,500**	**100**	**64,14,500**	-	**64,14,500**	**100**	

ANNEXURE – C

ii) **SHAREHOLDING OF PROMOTERS:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumber - red to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumber- red to tota shares	
1	Mr.Jesudas Premkumar	43,05,100	67.12	-	4,305,100	67.12	-	-
2	Mrs. Josphine	4,04,500	6.30	-	4,04,500	6.30	-	-
	Total	**47,09,600**	**73.42**		**47,09,600**	**73.42**		

iii) There was no Change in Promoters' shareholding during the year 2016-17.

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

Sl. No	**For Each of the Top 10 Shareholders**	**Shareholding at the beginning o the year**		**Cumulative Shareholding durin the Year**	
		No. of Shares	**% of total shares of the Company**	**No. of Shares**	**% of total shares of the Company**
1.	**DHARATI JITENDRA SHROFF**				
	At the beginning of the year	78,000	1.22		
	At the end of the Year			**78,000**	**1.22**
2.	**VCK SHARE AND STOCK BROKING SERVICES LIMITED.**				
	At the beginning of the year	162000	2.53		
	Purchase / Sales transaction up to 31.03.2017	1,86,000 (2,88,000)			
	At the end of the Year			**60000**	**0.94**
3	**KETAN BABUBHAI SHAH**				
	At the beginning of the year	**48,000**	**0.75**		
	Purchase / Sales transaction up to 31.03.2017	36000 (42000)	1.31 0.65		
	At the end of the Year			**42000**	**0.65**
4	**GIRISH RAMESHCHANDRA BHATT**				
	At the beginning of the year	6000	0.09		
	Purchase / Sales transaction up to 31.03.2017	36000	0.56		

	At the end of the Year			**42000**	**0.65**
5	**TARAMATI BABUBHAI SHAH**				
	At the beginning of the year	12000	0.19		
	Sales / Purchase transaction up to 31.03.2017	(12000) 42000	- 0.65		
	At the end of the Year			**42000**	**0.65**
6	**DHEERAJ KUMAR LOHIA**				
	At the beginning of the year	-	-		
	Purchase / Sales transaction up to 31.03.2017	36000	0.56		
	At the end of the Year			**36,000**	**0.56**
7	**MARIA LOUIS M**				
	At the beginning of the year	30,000	0.47		
	At the end of the Year			**30,000**	**0.47**
8	**L RAJKUMAR**				
	At the beginning of the year	30,000	0.47		
	At the end of the Year			**30,000**	**0.47**
9	**ADITYA CHUGH**				
	At the beginning of the year	-	-	**-**	
	Purchase / Sales transaction up to 31.03.2017	30000	0.47		
	At the end of the Year			**30,000**	**0.47**
10	**LAXMIPAT DUDHERIA**				
	At the beginning of the year	-	-	**-**	
	Purchase / Sales transaction up to 31.03.2017	30000	0.47		
	At the end of the Year			**30,000**	**0.47**

iv) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**Mr. Jesudas Premkumar, Managing Director**				
	At the beginning of the year	43,05,100	67.12	43,05,100	67.12
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**43,05,100**	**67.12**	**43,05,100**	**67.12**
2	**Mrs. Ruth Hilda, Director**				
	At the beginning of the year	100	0.002	100	0.002
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**100**	**0.0015**	**100**	**0.0015**
3	**Mr. Karthikeyan, Director**				
	At the beginning of the year	100	0.002	100	0.002
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**100**	**0.0015**	**100**	**0.0015**
4	**Mr. Allwin Roeger, Director**				
	At the beginning of the year	100	0.002	100	0.002
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**100**	**0.0015**	**100**	**0.0015**
5	**Mr. M. Ezhumalai, Chief Financial Officer**				
	At the beginning of the year	-	-	-	-

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**-**	**-**	**-**	**-**
6	**Ms. Dharani, Company Secretary**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the Year	**-**	**-**	**-**	**-**

INDEBTEDNESS:

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

Amount in Rs

Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year • Addition • Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	-	-	-	
ii. Interest due but not paid	-	-	-	
iii. Interest accrued but not due	-	-	-	
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL – ANNEXURE D

A) Remuneration to Managing Director, Whole-time Directors and/or Manager: **(in Lakhs)**

Sl. No	**Particulars of Remuneration**	**Name of MD/WTD/ Manager**	Total Amount
		MR.JESUDAS PREMKUMAR	
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2 Income-tax Act, 1961 (c) Profits in lieu of 17(3) Income- tax Act, 1961	14.37 - -	14.37
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit others, specify	- -	-
5.	Others, please specify	-	-
	Total (A)	**14.37**	**14.37**

B) Remuneration to other directors: **(in Rs)**

Sl. No.	**Particulars of Remuneration**			
1	**Independent Directors**	**Mr. Karthikeyan**	**Mr. Allwin Roeger**	**Mrs. Ruth Hilda**
	Fee for attending board/ committee meetings	21,000	21,000	21,000
	Commission	-	-	
	Others, please specify	-	-	
	Total (1)	21,000	21,000	21,000
2	**Other Non-Executive Directors**	**-**		
	Fee for attending board committee meetings	-		
	Commission	-		
	Others, please specify	-		
	Total (B) = (1 + 2)	-		
	Total Managerial Remuneration	**63,000**		

***Other than the Managing Director none of the other Directors are paid remuneration, except sitting fees.**

C) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD : (Rs in lakhs)

		Key Managerial Personnel		
		Mr. Ezhumalai, Chief Financial Officer	Ms. Dharani Company Secretary	Total
1	Gross salary			
	A. Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	9.78	2.29	12.07
	B. Value of perquisites u/s 17(2) Income-Tax Act, 1961		-	
	C. Profits under in lieu section of Salary 17(3) Income-Tax Act, 1961		-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission - as % of profit - others, specify	 - -	 - -	
5	Others, please specify	-	-	
	Total	**9.78**	**2.29**	**12.07**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NIL		

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

(a) Name(s) of the related party and nature of relationship: NIL
(b) Nature of contracts/arrangements/transactions: NIL
(c) Duration of the contracts/arrangements/transactions: NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
(e) Justification for entering into such contracts or arrangements or transactions: NIL
(g) Amount paid as advances, if any: NIL
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship: NIL
(b) Nature of contracts/arrangements/transactions : NIL
(c) Duration of the contracts/arrangements/transactions NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any: NIL
(e) Date(s) of approval by the Board, if any: NIL
(f) Amount paid as advances, if any: NIL

ANNEXURE – D

REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:
Pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year:

(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year:

The ratio of remuneration of each Director to the Median Remuneration of all employees who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2016-17 are given below:

S.No	Name	Designation	Percentage increase in remuneration	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year
1	Jesudas Premkumar	Managing Director	3.79	2.45
2	Karthikeyan	Non executive Independent Director	-	-
3	Allwin Roeger	Non executive Independent Director	-	-
4	Ruth Hilda	Non executive Independent Director	-	-
5	Ezhumalai	Chief Financial Officer	6.4	NA
6	Dharani	Company Secretary	-	NA

3. The percentage increase in the median remuneration of employees in the financial year: 20.65%

4. The number of permanent employees on the rolls of the Company: 52.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 6.1% on a cost to Company basis, as against an increase of 3.79% in the salary of the Managing Director (managerial Personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

The net worth as at March 31, 2016 was Rs. 11.47 crores and as at March 31, 2017 was Rs. 12.47 crores

ANNEXURE E
REPORT ON CORPORATE GOVERNANCE

The Company believes that the fundamental objective of corporate governance is to enhance the interests of all stakeholders. The Company's corporate governance practices emanate from its commitment towards discipline, accountability, transparency and fairness. Key elements in corporate governance are timely and adequate disclosure, establishment of internal controls and high standards of accounting fidelity, product and service quality.

The Company also believes that good corporate governance practices help to enhance performance and valuation of the Company. The Company also respects the right of its shareholders to information on the performance of the Company and considers itself as trustee of its shareholders.

The Company is compliant with the Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges.

1. **Board of Directors**

a) The Board of Directors consists of 4 Directors as on March 31st, 2017, of whom 3 are Non- Executive Independent Directors.

Mr. Jesudas Premkumar – Chairman and Managing Director
Mrs. Ruth Hilda – Independent Director
Mr. Karthikeyan – Independent Director
Mr. Allwin Roeger – Independent Director

b) The Board of Directors met 07 times during the Financial Year 2016-17. The dates of the Board meetings held are as follows:

6th April, 2016, 30th May, 2016, 2nd September, 2016, 9th September, 2016, 11th November, 2016, 20th January, 2017, and 16th February, 2017.

c) None of the Directors are related to each other.

d) The attendance of each Director at the meetings, the last Annual General Meeting and number of other Directorships/Committee memberships held by them as on 31st March, 2016 are as follows:

Sl.No.	Name of Director	Board meetings attended (no. of meetings held)	Number of other Directorships*	Number of Committee Chairmanships *	Number of committee memberships*	Attendance at last AGM	No. of Shares held as on 31 March, 2017
1	Mr. Jesudas Premkumar	7(7)	0	0	3	Present	43,05,100
2	Mrs. Ruth Hilda	7(7)	0	0	2	Present	100
3	Mr. Karthikeyan	7(7)	0	0	3	Present	100
4	Mr. Allwin Roeger	7(7)	0	3	3	Present	100

* Includes Private limited Companies

*Includes only Chairmanship/Membership in Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

2. **Audit Committee**

The Audit Committee consists of 3 directors, out of which 2 are Independent Directors. The Chairman of the Audit Committee is Mr. Allwin Roeger, an Independent Director

The Audit Committee met 5 times during the financial year 2016-17.The dates of the meeting were 08th April, 2016, 16th May, 2016, 02nd September, 2016, 11th November, 2016 and 10th February, 2017.

The Composition of the Audit Committee and attendance of each member at these meetings are as follows:

Name of the Director	Position	Category	No. of Committee meetings held	No. of Committee meetings attended
Mr. Allwin Roeger	Chairman	Independent Director	5	5
Mr. Jesudas Premkumar	Member	Execuitve Non-Independent	5	5
Mr. Karthikeyan	Member	Independent Director	5	5

The Company Secretary is the Secretary to the Committee.

3. **Stakeholders Relationship Committee**

The Stakeholders Relationship Committee consists of 4 Directors.

The Composition of Stakeholders Relationship Committee is as follows:

Name of the Director	Position	Category	No. of Committee meetings held	No. of Committee meetings attended
Mr. Allwin Roeger	Chairman	Independent Director	1	1
Mr. Jesudas Premkumar	Member	Execuitve Non-Independent	1	1
Mr. Karthikeyan	Member	Independent Director	1	1
Mrs. Ruth Hilda	Member	Independent Director	1	1

During the year, the Committee met on 10th February, 2017.

During the year no letters/complaints were received from investors and none of the complaints is pending as on date.
The Stakeholders Relationship Committee also reviewed the redressal system of the Company.
There was no request for Share Transfer and Dematerialization pending as on 31st March, 2017.

The Company has designated an e-mail id exclusively for Investor Relations viz., info@ofstech.com

4. **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of 4 Directors.

The Composition of Nomination and Remuneration Committee is as follows:

Name of the Director	Position	Category	No. of Committee meetings held	No. of Committee meetings attended
Mr. Allwin Roeger	Chairman	Independent Director	1	1
Mr. Jesudas Premkumar	Member	Executive Non-Independent	1	1
Mr. Karthikeyan	Member	Independent Director	1	1
Mrs. Ruth Hilda	Member	Independent Director	1	1

During the year, the committee met on 10th February, 2017.

The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

a) **Details of Remuneration paid to Mr. Jesudas Premkumar, Managing Director (as on 31st March, 2017)**

Sl. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs)
		MR.JESUDAS PREMKUMAR	
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of 17(3) Income-tax Act, 1961	14.37 -	14.37
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit	- -	 -
5.	Others, please specify	-	-
	Total (A)	**14.37**	**14.37**

b) Details of Sitting Fees paid/payable to Non-Executive Directors during the financial year 2016-2017

SNO	Name of the non-executive director	Board Meetings (Amount in Rs.)
1	Mr. Allwin Roeger	21,000
2	Mr. Karthikeyan	21,000
3	Mrs. Ruth Hilda	21,000

There was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the company during the Financial Year ended March 31, 2017.

5. **Certifications**

CEO Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange has been submitted to the Board and form part of this Annual Report.

6. **Disclosure on Materially significant related party transactions**

There have been no materially significant related party transactions with the Company's promoters, directors, the management, their subsidiaries or relatives which may have potential conflict with the interests of the Company at large. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of directors were taken wherever required in accordance with the Policy.

Full disclosure of related party transactions as per Accounting Standard 18 issued by the Institute of Chartered Accountants of India is given Notes to Financial Statements. All the transactions covered under related party transaction were fair, transparent and at arm's length.

7. **Compliances**

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters.

8. **Whistle Blower Policy**

In compliance with Section 177 (9) of the Companies Act, 2013 and pursuant to the Listing Agreement, the Board of Directors of the Company have adopted the Vigil Mechanism/Whistleblower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This policy also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee.

This Policy covers disclosures or formal reporting by the whistleblowers of any unethical and improper practices and events which have taken place/ suspected to have taken place. This policy provides for transparency in dealings and timely and regular response of whistleblower investigations.

The approved whistleblower policy is available on the Company's website www.ofstech.com

9. **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has implemented all mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

(i) The Board

A non-executive Chairman heads the Board. Independent Directors possess the requisite qualification and experience to contribute effectively to the Company in their capacity as independent director.

(ii) Shareholder rights:

The unaudited half yearly results of the Company are uploaded in the website of the Company. These are not sent individually to the shareholders.

(iii) Audit Qualifications

The audited financial statements of the Company are unqualified.

(iv) Separate posts of Chairman and CEO

The Company has separate posts of Chairman and CEO

10. **Means of Communication**

a. The Company's website address is: www.ofstech.com The website contains basic information about the Company and such other details as required under the Listing agreement. The Company ensures periodical updation of its website. The Company has designated the email- info@ofstech.com to enable the shareholders to register their grievances.

b. No presentations have been made to institutional investors or to analysts.

11. **General Share Holders Information**

A separate section has been annexed to the Annual Report furnishing various details viz., previous annual General Meeting, its time and venue, share price movement, distribution of shareholding, location of factories, means of communication, etc., for shareholders reference.

12. **Meeting of independent directors:**

The Independent Directors of the Company had met during the year on 20th January, 2017 to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

13. **Annual General Meetings and Extraordinary General Meeting**

The details of the Annual General Meetings / Extraordinary General Meeting held in the last three years are as follows:

Annual General Meetings of the Company:

Venue	Financial Year	Date & Time	Time
No.510, 2nd Floor,16th Cross, 2nd Stage Indira Nagar, Bangalore-560038 Karnataka	2013-2014	27th September 2014	11:00 a.m.
No.510, 2nd Floor,16th Cross, 2nd Stage Indira Nagar, Bangalore-560038 Karnataka	2014-2015	7th September, 2015	11:00 a.m.
Hotel, The Splendour Park, No.107, Old Madras Road, Opp Old Adarsh Theatre, Halasuru, Bengaluru – 560008, Karnataka	2015-16	30th September, 2016	11:00 a.m.

The details of special resolutions passed in AGM/EGM in the last year are as follows:

AGM/EGM	Subject
27th September, 2014	Regularisation of Directors
29th August, 2015	Public Issues of Equity shares
30TH September, 2016	Adoption of new set of Articles of Association of the Company

Following resolutions were passed at the Annual General Meeting held for FY 2015-16:

Items	Type of Resolution
Adoption of financial Statements	Ordinary Resolution
Re-appointment of Mr. V. Krishnamoorthy, Chartered Accountant, Chennai	Ordinary Resolution
Adoption of new set of Articles of Association of the Company	Special Business

14. **Risk Management**

Periodic assessments are made to identify the risk areas and management is briefed on the risks in advance to enable the Company to control risk through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them. The Company also looks into the following:

- Provide an overview of the principles of risk management
- Explain approach adopted by the Company for risk management
- Define the organizational structure for effective risk management
- Develop a "risk" culture that encourages all employees to identify risks and associated opportunities and to respond to them with effective actions.
- Identify, assess and manage existing and new risks in a planned and coordinated manner with minimum disruption and cost, to protect and preserve Company's human, physical and financial assets.

15. **Code of conduct for the board of directors and the senior management**

The standards for business conduct provide that the directors and the senior management will uphold ethical values and legal standards as the Company pursues its objectives, and that honesty and personal integrity will not be compromised under any circumstances. A copy of the said code of conduct is available on the website www.ofstech.com.The Board members and senior management personnel have affirmed compliance with the code of conduct for the Financial Year 2016-2017.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

Date and time:	20th September, 2017 at 11.30 a.m.
Venue :	Hotel, The Splendour Park, No.107, Old Madras Road, Opp Old Adarsh Theatre, Halasuru, Bengaluru – 560008, Karnataka
Book Closure Date :	18th September, 2017 to 20th September, 2017 (both days inclusive)
Financial Year :	1st April, 2016 to 31st March, 2017

b) Financial year: 1st April to 31st March

Financial Calendar 2017 -2018 (tentative)

c) The Company submits half yearly results to the stock exchanges as per financial calendar.

d) Particulars of Dividend for the year ended 31.03.2017 - NIL

e) Listing of Shares

Name of the Stock Exchange	Stock Code
BSE Limited (SME Platform)	539570
ISIN allotted by Depositories (Company ID Number)	INE742R01013

Note: Annual Listing fees for the year 2017-18 were duly paid to the BSE Limited.

e) Stock Market Data

Month	The Bombay Stock Exchange Limited		
	Month's High Price in Rs.	Month's Low Price in Rs.	Volume (No of shares traded)
Apr-16	16.35	13.1	84000
May-16	16.85	14	132000
Jun-16	15.5	13	66000
Jul-16	13	11.1	72000
Aug-16	13.8	10.2	210000
Sep-16	13.6	10.57	108000
Oct-16	15	12.5	108000
Nov-16	23.7	14	438000
Dec-16	17.75	16.05	60000
Jan-17	19	16.25	72000
Feb-17	18.6	16.5	36000
Mar-17	19.5	14.65	90000

f) Shareholding Pattern as on 31st March 2017

Particulars	Number of Share holders	Shares held in Physical form	Shares held in dematerialised form	Total Number of shares held	% of capital
Promoter and Promoter Group					
a. Bodies Corporate	-	-	-	-	-
b. Directors & their relatives	5	-	47,09,900	47,09,900	73.42
Public Shareholding					
I. Institutions					
a. Mutual Funds/UTI	-	-	-	-	-
b. Financial Institutions/Banks	-	-	-	-	-
c. Insurance Companies	-	-	-	-	-
d. Foreign Institutional Investors	-	-	-	-	-
II. Non Institutions					
a. Bodies Corporate	6	-	60,000	60,000	0.94
b. Individuals	163	-	15,72,558	15,72,858	24.52
c. Non Resident Indians	1	-	6,000	6,000	0.09
d. Market Maker	1	-	60,000	60,000	0.94
e. Clearing Member	2	-	6,042	6,042	0.09
Total	**178**	-	**64,14,500**	**64,14,500**	**100.00**

g) Distribution of Shareholding as on 31st March 2017

(i) Distribution of Shareholding as on 31st March 2017

Number of Equity Shares held	Number of Share holders	Number of Shares	% of Capital
Upto 500	6	942	0.01
501-1000	-	-	-
1001-2000	-	-	-
2001-3000	-	-	-
3001-4000	-	-	-
4001-5000	-	-	-
5001-10000	126	7,55,958	11.79
10001 and above	46	56,57,600	88.20
Total	**178**	**64,14,500**	**100.00**

ii) Shareholders' Category as on 31st March 2017

S.No	Category	Number of shareholders	Percentage on Share holders %	Number of shares	Percentage on Share Capital %
1	Resident Individuals	168	94.38	62,82,458	97.94
2	Bodies Corporate	6	3.37	60,000	0.94
3	Clearing Member	2	1.12	6,042	0.09
4	NRI	1	0.56	60,000	0.94
5	Market maker	1	0.56	6,000	0.09

(iii) List of Top 10 Shareholders as on 31st March 2017

S.No	Name of Shareholder	No of shares held as on 31.03.2016	% of holding
1	S Jesudass Premkumar	43,05,100	67.11
2	Josephine	4,04,500	6.30
3	Dharati Jitendra Shroff	78000	2.52
4	VCK Share And Stock Broking Services	60000	1.21
5	Girish Rameshchandra Bhatt	42000	0.84
6	Taramati Babubhai Shah	42000	0.74

7	Ketan Babubhai Shah	36000	0.56
8	Dheeraj Kumar Lohia	36000	0.56
9	Laxmipat Dudheria	36000	0.56
10	Maria Louis M	30000	0.46

(iv) Dematerialization of shares

Category	No. of Shares	Percentage %
Physical	-	-
NSDL	6,54,700	10.21
CDSL	57,59,800	89.79
Total	64,14,500	100.00

h) Registrar and Share Transfer Agents

BIGSHARE SERVICES PRIVATE LIMITED

REGISTERED OFFICE
1ST FLOOR, BHARAT TIN WORKS BUILDING,
MAROL MAROSHI ROAD, ANDHERI EAST,
MUMBAI 400059, MAHARASHTRA
E-Mail Id: investor@bigshareonline.com

Big Share Services Private Limited are the Registrars for the demat segment and also the share transfer agents of the company, to whom communications regarding share transfer and dematerialization requests must be addressed. All matters connected with share transfer, transmission, dividend payment is handled by the share transfer agent. Share transfers are processed within 15 days of lodgement. A Practicing Company Secretary certifies on a half yearly basis timely dematerialization of shares of the company.

i) Information in respect of unclaimed dividends due for remittance into Investor Education and Protection Fund (IEPF) is given below:

Dividends that remain unclaimed for a period of seven years from the date of declaration are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. There was no unclaimed dividend as on 31st March, 2017.

Shareholders holding shares in electronic form are requested to deal only with their Depository Participant in respect of change of address, nomination facility and furnishing bank account number, etc.

j) Request to Investors

Shareholders are requested to follow the general safeguards/procedures as detailed hereunder in order to avoid risks while dealing in the securities of the Company.

- Shareholders are requested to convert their physical holding to demat/electronic form through any of the DPs to avoid any possibility of loss, mutilation etc., of physical share certificates and also to ensure safe and speedy transaction in securities.

- Shareholders holding shares in physical form, should communicate the change of address, if any, directly to the Registrars and Share Transfer Agent of the Company.
- It has become mandatory for transferees to furnish a copy of Permanent Account Number for registration of transfer of shares held in physical mode.
- Shareholders holding shares in physical form who have not availed nomination facility and would like to do so are requested to avail the same, by submitting the nomination in Form No. SH-13. The form will be made available on request. Those holding shares in electronic form are advised to contact their DPs.
- As required by SEBI, it is advised that the shareholders furnish details of their bank account number and name and address of their bank for incorporating the same in the dividend warrants. This would avoid wrong credits being obtained by unauthorized persons.

k) Reconciliation of Share Capital Audit

A quarterly audit was conducted by a Practicing Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2017 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories. 64,14,500 Equity shares representing 100% of the paid up equity capital have been dematerialized as on 31st March 2017.

l) Development Center

Unit # 2, 4th Floor, Pinnacle,
Ascendas International Tech Park,
CSIR Road, Taramani
Chennai – 600113
Tamilnadu

m) Address for Correspondence

To contact Registrars & Share Transfer Agents for matters relating to shares	**Big share Services Private Limited** 1ST FLOOR, BHARAT TIN WORKS BUILDING, MAROL MAROSHI ROAD, ANDHERI EAST, MUMBAI 400059, MAHARASHTRA Tel : 91-22-40430200; Fax : 91-22-28475207 E-mail : investor@bigshareonline.com www.bigshareonline.com
For any other general matters or in case of any difficulties / grievance	Mr. Jesudas Premkumar Managing Director Tel : 044 3434200 E-mail : info@ofstech.com

BUSINESS OVERVIEW

Overview

OFS Technologies is a software development and information technology outsourcing company, enriched its core expertise over the last financial year in Enterprise Application Development, Mobile Applications Development, Cloud Enablement, UI Development, DevOps Implementation and Data Analytics solutions. In the last year, we have expanded our existing product division catering resource planning software to different domains. OFS technical leaders serve some of the today's best organizations in Healthcare, Media, and Insurance.

Research & Development

To continue being one of the forerunners in adopting new technology trends and to equip ourselves quickly on servicing latest trends in terms of technology adoption, we created a Centralized Technology Innovation team in our organization consisting of group of architects who are experts in driving us in technology path and delivering quality and innovative solution to our customers. This team provides following benefits during an business engagement,

- Drive organization to adopt new technologies and train resources
- Enable the client to seamlessly foray into new technologies
- Advocating Engineering Best Practices
- Internal governance on project health and quality
- Innovation throughout the engagement

As an output of this initiative, we enriched our knowledge and experience and started developing Accelerators, Minimum Viable Products (MVP) and implementing real-time project on Data Analytics, DevOps, Cloud Enablement for our clients. We have also enhanced our knowledge in cross platform UI/mobile development and helped the clients delivering quality solution across different platforms in a short span of time.

BUSINESS STRATEGY:

Product Strategy – Enterprise Resource Planning (ERP)

Our ERP product development vertical is focused on addressing the specific needs of the supply chain and manufacturing industries. This focused approach would enable the company to research more on adding new features to Enterprise Resource Planning tools that help companies overcome their challenges in manufacturing and supply chain management.

Services Strategy - Outsourced Product Development

In the software services outsourcing business, the company has positioned itself as an Outsourced Product Development (OPD) specialty Company, helping to design, build, test and maintain commercial products and digital solutions. Also position as extended software engineering development partner providing digital innovation center to create software possess with the multidisciplinary, multidimensional skills.

Captive Development Center

In addition to the enhancement of our existing business strategy, we started focusing on creating strategic partnership with different Financial service clients for creating Captive development centers within our premises and providing

skilled resources to run the project / engagement under the client delivery leadership. We help the client by providing infrastructure, operational and process related support throughout the engagement.

New Geographic Regions

The Company has invested over the year in enlarging its business development team and started evaluating partnership with local business partners to penetrate effectively on respective regions and capitalize high growth.

Service Offerings

Outsourced Commercial Product Development

We develop commercial-grade software for leading ISVs and global companies in Healthcare, Media and Insurance service domains. We create software with single code-base that is,

- Scalable – to handle both small and large clients.
- Configurable – to handle different customer operating scenarios.
- Compelling –UI must attract buyer's eye and have features that differentiate client's products from competition
- 'Multi'-enabled:
    - Multi-country- to handle different currencies and date formats
    - Multi-lingual – to present the UI in different languages, including the ideographic ones, such as Chinese and Japanese that use double-byte representation and storage
    - Multi platform – to be able to run on Unix, Windows, Apple and Android deployment environments

Mobile and Responsive Application Development

We develop highly innovative, interactive, and easy-to-use enterprise mobile applications . We have acquired both experience and reputation over the period of time for developing native apps on iPhone, Android and windows platforms. We also create robust mobile applications that efficiently run on all popular platforms and giving multi-platform native user experience employing a single code base.

Digitalization

Enterprises across the world today are increasingly looking to differentiate themselves through the quality of the experience they offer to their customers. OFS Technologies offers a structured approach to digital transformation that

helps businesses respond swiftly and effectively to digital disruption. Our consulting and implementation partnership helps enterprise put digital to work, streamline processes, reengineer operations and develop new capabilities, thus ensuring digital adoption at all levels.

Data Analytics

Organizations today need insights into markets, customers and their own internal processes to stay ahead of competition and to deliver sustainable business performance. Now a days, Big data and data analytics are playing a vital role in making businesses smarter and more efficient. We help organizations capitalize on the transformational potential of Big Data and derive actionable insights from their data. We perform service like

- POC/ Tech evaluation & recommendations
- Architectural Consulting
- Data modeling and algorithm development
- Data integration services
- Reports/Visualizations & Analytics (machine learning, statistical programming, text mining)

DevOps Implementation

With 'agile' becoming the preferred application development methodology worldwide, it is vital to have swift and frequent deployments for an early business value understanding. With our DevOps consulting and implementation, we help enterprises align their Development and Operations to achieve higher efficiency, faster time to market and better quality of software builds with early identification of emerging issues.

Independent Testing

OFS helps clients to take control of the testing process. All features, both new and existing, can be thoroughly tested. It helps make sure that the test cases cover virtually 100% of user cases and can even help build a complete library of unit test cases that the client's developers can extend as they change the code. Having such a large percentage of the code covered by the test cases can shrink the client's software release cycle by as much as 35% since the end-of-cycle testing period can be dramatically reduced due to the higher quality of code that is turned over for QA. We have experienced quality Assurance professionals that provide a number of different types of testing.

OFS helps in building test plans, test cases, and test scripts to thoroughly examine the software and make sure it meets requirements and design goals. Also, platform certification is provided to make sure that the current release of software works with latest upgrades to windows, Oracle, SQL server, hardware Devices, Mobile Phones, and other platforms.

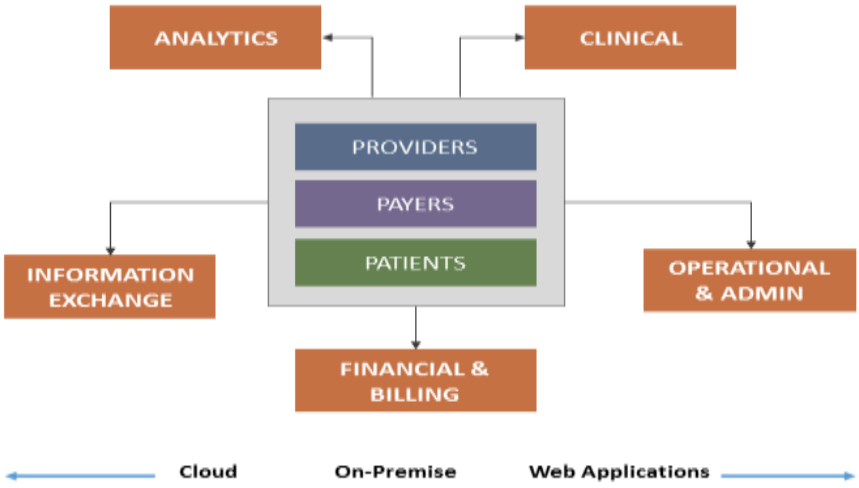
The Company has QA resources trained in several of the major automated testing tools such as: Selenium, UFT (Formerly QTP), Badboy, LoadRunner, LoadComplete, Appium and Calaba.sh

Focus Domains – Healthcare, Media, Insurance Industries

Below is a description of our focused service offerings for the Healthcare and Media industries:

Healthcare:

The current healthcare market is filled with lots of regional software vendors. The race is on to enhance product offerings and consolidate these key features for use by large and small hospitals. Below is a simple matrix of the Company's comprehensive healthcare offerings to stay competitive in the market:



Media & Publishing:

The media industry is undergoing a paradigm shift. There is an increasing consumption of digital content and consumers demand for integrated and immerse experience across channels. Media and entertainment companies need to explore innovative and efficient means of differentiation to survive in the competition. As a specialized IT solutions provider to media companies, OFS Technologies focuses on delivering cutting-edge solutions that help companies create, manage, distribute, and monetize content efficiently. Below are the list of technology solutions OFS provides for media companies:

Broadly, the Company focuses on providing the below digital transformation solutions to the media companies;

- Content management solutions that enhance engagement over multiple channels
- Digital detailing and digital content distribution
- Media planning and Management
- Providing solutions that provide personalized content and hence increase loyalty
- Innovative mobile apps that help engagement with content
- Multi-platform analytics using BI/Big Data solutions to help gain insights into customers preference
- Leveraging Social-Media to help improve reach and engagement
- Social analytics to measure interactions with brand
- Increase revenue through innovative advertising solutions in the areas of media planning, campaign targeting optimization and brand engagement

Financial Services – Insurance Industry

The Insurance industry faces fundamental changes on several fronts. There is a demand for better service, regulatory uncertainty prevails, the online environments are playing a critical role in the future of business. We expanded our focus on helping insurers across device insurance providers, healthcare payer, property and casualty and life and annuities insurance providers.

Our major focus areas on this domain are as follows,

- Insurance Management and customer portal for insurance claims and reimbursements
- Data management solutions focused on reporting, risk management and compliance
- Business decision management software for investment Managers

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Introduction

Indian IT's core competencies and strengths have attracted significant investments from major countries. The computer software and hardware sector in India attracted cumulative Foreign Direct Investment (FDI) inflows worth US$ 22.83 billion between April 2000 and December 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP). India's total software product market grew at 9.5% in FY2017 to reach USD 7 billion. (Exports grew 7.8% to reach USD 2.3 billion.) In comparison, the domestic market grew much faster, at 10.4%, reaching USD 4.8 billion.

Road Ahead

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India. Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US$ 250 billion market opportunity by 2020. The Indian e-commerce segment is US$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment.

Market Size

India's IT sector continues to be a "net hirer" and added 1.7 lakh jobs in 2016-17. The industry association said the fourth quarter of the last financial year saw top five IT majors hiring 50,000 employees. It said that the retrenchment is performance linked and is impacting only 0.5-3% of the total workforce of the IT sector, implying that this year is not different. "Reports of mass layoff in IT sector are rejected," said R Chandrashekhar, president of Nasscom. But he did agree that automation is leading to job cuts. "There is no doubt that jobs are getting cannibalised by automation. But new jobs are also being created".

NASSCOM has confirmed that the industry continues to be a net hirer and reports that:

- 2.5-3 million new jobs will be created by 2025.
- In FY 2017, the industry added 1,70,000 new jobs. NASSCOM has already publicly contradicted reports of large scale layoff
- IT industry added 600,000 in last three years and today, boasts of a total employee base of 3.9 million.

Operations

Healthcare and Media industries

In the year under review, the Company has increased specialization and focus on two industries – Media and Healthcare. In an attempt to set "Best-in-class" expectations OFS is developing accelerators for healthcare and media ISVs to complement their digital and product engineering initiatives. These accelerators would help the independent software vendors to reduce their time-to-market period and speed up their implementation to the end customers. The wide deployment of technology in healthcare is inevitable and is the need of the hour. According to Nasscom, Indian healthcare IT market is valued at USD 1 billion and will increase by 1.5 times by 2020.

State of affairs and Company outlook

The Company intends to enhance business in the IT enabled Service Industry. To achieve this and to increase the capabilities in developing technological expertise, industry expertise and delivering infrastructure with the present

activities and through strategic acquisition, the Company has acquired business units from Object-Frontier Software Private Limited (OFSPL).

Keeping in view changing trends of digital transformation, the Company has been improving ERP solutions and other software development services offerings constantly. Most of the effort in the recent past has been in improving systems to be compatible with mobile devices, cloud services and SMAC technologies.

Strengths

OFS believes that the key competitive strengths which differentiate the Company from competitors is understanding of the technology and the domain expertise.
The Company offers a comprehensive software services portfolio tailored for industry specific needs. With specialization in a few focus industries such as media and healthcare, the Company offers services that span the entire spectrum of technology needs starting from research for a product development till quality assurance.
OFS provides complete support to the clients throughout the development lifecycle to assess, plan, develop, and deploy products, services and workflow processes. Understanding of multiple domains enables us to provide practical, cost-effective and flexible solutions to clients around the world. In order to help the clients maintain the edge through the use of technology, the Company focuses on training the employees to stay updated on the latest technology trends.

Opportunities and Threats

- General economic and business conditions
- Ability to successfully implement strategies and growth and expansion plans;
- Increasing competition in the industry;
- Ability to attract and retain qualified personnel;
- Changes in interest rates and tax laws in India;
- Government approvals
- Changes in political and social conditions in India

Internal control systems

We have an adequate internal control system commensurate with the nature of business. The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors.

Human Resources

The Company believes that the ability to grow on a sustained basis and maintain the uniqueness in the market greatly relies on the strength to attract, train, motivate and retain talent. The talent acquisition philosophy of OFS is to recruit for attitude, train for skill and develop for leadership roles.
The Company provides optimal training facilities and orientation and training period begins by full immersion in software engineering methodologies and quality processes, prior to joining a live project. Along with a good working environment supported by excellent processes and systems, the employees are offered career development opportunities at all levels.

Declaration Regarding Compliance by Members of the Board with the Code of Conduct

I, Jesudas Premkumar, Managing Director of OFS Technologies Limited, hereby confirm that to the best of my knowledge and information, all the Board Members and Senior Management Personnel have affirmed compliance with the code of conduct for the Financial Year 2016-2017.

Date: **30th May, 2017**
Place: **Chennai**

Jesudas Premkumar
Managing Director
DIN: 07008031

CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD

To,
The Members,
OFS Technologies Limited

We, Jesudas Premkumar, Managing Director and M. Ezhumalai, Chief Financial Officer of OFS Technologies Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
b) these statements together present a true and fair view of the state of affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

3. We accept overall responsibility for establishing and maintaining internal controls for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.

4. We indicate to the auditors and to the audit committee:
a) Significant changes in internal control over financial reporting during the year;
b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the Company's internal control system and financial reporting. However, during the year there was no such instance.

Date: **30th May, 2017**
Place: **Chennai**

Jesudas Premkumar
Managing Director
DIN: 07008031

M.Ezhumalai
Chief Financial Officer

PRACTISING CHARTERED ACCOUNTANT'S REPORT ON CORPORATE GOVERNANCE TO THE MEMBERS OF OFS TECHNOLOGIES LIMITED

To,
The Members
OFS Technologies Limited

We have examined the compliance of conditions of Corporate Governance by OFS Technologies Limited for the year ended 31st March, 2017 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as was applicable from effective) with the stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure 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 in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

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

V.Krishnamoorthy
Chartered Accountant
M.No.: 009274

Date: **30th May, 2017**
Place: **Chennai**

INDEPENDENT AUDITOR'S REPORT
To the Members of OFS Technologies Limited
Report on the Financial Statements

To the Members of
OFS Technologies Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **OFS Technologies Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on our audit.

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

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

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

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

a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;
b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representation received from the directors, as on March 31, 2017 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Sub section (2) of section 164 of the Companies Act, 2013.

f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in "Annexure B"; and

g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:

   i. The Company does not have any pending litigations which would impact its financial position.

   ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   iv. The Company is not applicable to provide any disclosures relating to Ind AS financial statements and the company has provided required disclosures dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 in accordance with the books of accounts maintained by the company.

V Krishnamoorthy
Chartered Accountant
M.No. 009274

Place: **Chennai**
Date: **30th May 2017**

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report on Other Legal and Regulatory Requirements, of our report of even date for the year ended March 31, 2017:

1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) As explained to us, all the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

2. The company is a service company, primarily rendering software services. According, it does not hold any physical inventories. Thus, paragraph 3(ii) of the order is not applicable to the company.

3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.

7. a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including employees state insurance, provident fund, tax deducted at source, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

   b) According to the information and explanations given to us there were no undisputed amounts in respect of Sales tax, Service tax, Customs duty, Excise duty, Value Added Tax or cess and other material statutory dues which were in arrears as at March 31, 2017 for a period of more than six months from the day they became payable.

8. According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowing to any financial institutions or banks or dues to debenture holders.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

12. The Company is not a nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: **Chennai**
Date: **30th May 2017**

V. Krishnamoorthy
Chartered Accountant
M.No. 0009274

ANNEXURE B TO THE AUDITORS REPORT

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

We have audited the internal financial controls over financial reporting of **OFS Technologies Limited** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertaining to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: **Chennai**
Date: **30th May 2017**

V. Krishnamoorthy
Chartered Accountant
M.No. 0009274

M/s. OFS Technologies Limited
CIN:L72300KA2008PLC045897
No: 510, Second Floor, 16th Cross 2nd Stage Indira Nagar, Bengaluru - 560038

BALANCE SHEET AS AT 31ST MARCH 2017

Particulars	Note No	As at March 31, 2017 INR	As at March 31, 2016 INR
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	1	64,145,000	64,145,000
(b) Reserve and Surplus	2	60,582,281	50,557,801
Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Long-term provisions		4,046,932	4,023,175
(c) Deferred tax liabilities (Net)		-	-
Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	3	496,141	195,151
(c) Other current liabilities	4	3,377,629	3,206,678
(d) Short-term provisions	5	9,195,105	11,140,549
		141,843,088	**133,268,354**
II. ASSETS			
Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	6	21,853,910	21,554,905
(ii) Intangible Assets		-	-
(b) Non-current investments	7	40,000,000	50,000,000
(c) Deferred tax assets (Net)	8	1,156,100	653,740
(d) Long term loans and advances	9	33,974,277	20,207,438
Current Assets			
(a) Inventories		-	-
(b) Trade receivables	10	17,830,615	12,385,750
(c) Cash and cash equivalents	11	23,583,226	26,974,146
(d) Short-term loans and advances	12	353,756	324,430
(e) Other current assets	13	3,091,204	1,167,946
		141,843,088	**133,268,354**
III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS			

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**S.Jesudas Premkumar**	**Karthikeyan**	**Dharani**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:07008031	DIN:06877712	

Place: Chennai
Date: 30-May-2017

Ezhumalai Muniyan
Chief Financial Officer

M/s. OFS Technologies Limited
CIN:L72300KA2008PLC045897
No: 510, Second Floor, 16th Cross 2nd Stage Indira Nagar, Bengaluru - 560038

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Note No	As at March 31, 2017 INR	As at March 31, 2016 INR
I. REVENUE FROM OPERATIONS	14	93,754,000	89,400,000
II. OTHER INCOME	15	518,014	2,290,822
Total Revenue (I + II)		**94,272,014**	**91,690,822**
III. EXPENSES			
a) Cost of material/services consumed		-	-
b) Employee benefit expenses	16	38,128,529	34,666,631
c) Financial costs	17	44,032	246,367
d) Depreciation and amortization expenses	18	15,814,498	8,513,511
e) Other expenses	19	24,233,393	28,350,562
Total Expenses		**78,220,453**	**71,777,071**
IV. PROFIT BEFORE TAX (I + II + III)		16,051,561	19,913,751
V. TAX EXPENSE:			
(1) Current year tax provision		6,529,441	9,057,912
(2) Previous year income tax provision - Shortfall		-	331,617
(3) Deferred tax/Adjustment for MAT		(502,360)	(583,014)
VI. PROFIT CARRIED TO BALANCE SHEET		**10,024,480**	**11,107,236**
VII. EARNINGS PER EQUITY SHARE			
(1) Basic		1.56	1.73
(2) Diluted		1.56	1.73
VIII. NOTES FORMING PART OF THE FINANCIAL STATEMENTS			

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**S.Jesudas Premkumar**	**Karthikeyan**	**Dharani**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:07008031	DIN:06877712	

Place: Chennai
Date: 30-May-2017

Ezhumalai Muniyan
Chief Financial Officer

M/s. OFS Technologies Limited
CIN:L72300KA2008PLC045897
No: 510, Second Floor, 16th Cross 2nd Stage Indira Nagar, Bengaluru - 560038

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	Particulars	Note No	As at 31-Mar-17 INR	As at 31-Mar-16 INR
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Net profit before taxes		16,051,561	19,913,751
	Adjustment for:			
	Depreciation & Amortisation		15,814,498	8,513,511
	Interest Income		(438,805)	(1,088,322)
	Operating profit before working capital changes		**31,427,254**	**27,338,941**
	Adjustment for increase/ (-) decrease in			
	Trade receivables		(5,444,865)	440,309
	Loans, advances and other current assets		(1,952,585)	8,872,037
	Trade payables		300,990	171,973
	Other current liabilities		170,951	2,639,481
	Short term provisions		(1,945,444)	9,413,286
	Long term provisions		23,757	4,023,175
	Cash generated from / (used in) operations		**22,580,059**	**52,899,201**
	Previous year income tax provision - Shortfall		-	(331,617)
	Less: Current year provision / Taxes paid		(6,529,441)	(9,057,912)
	Net cash flow from operating activities (A)		**16,050,617**	**43,509,672**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Investment in subsidiary companies		-	-
	Purchase for fixed assets		(6,113,503)	(312,723)
	Interest income		438,805	1,088,322
	Net cash flow/used in from investing activities (B)		**(5,674,698)**	**775,599**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Proceeds from long term borrowings (Net)			
	Business purchase		-	(50,000,000)
	Proceeds from issuance of Shares		-	17,040,000
	Securities premium account		-	25,560,000
	Long term loans and advances		(13,766,839)	(12,086,638)
	Net cash flow from financing activities (C)		**(13,766,839)**	**(19,486,638)**
D.	**Net increase/decrease in cash and cash equivalents (A+B+C)**		**(3,390,920)**	**24,798,633**
	Cash and cash equivalents (Opening balance)		26,974,146	2,175,513
	Cash and cash equivalents (Closing balance)		**23,583,226**	**26,974,146**
	Components of cash and cash equivalents:			
	Cash on hand		6,900	665
	Balance with Banks		23,576,326	26,973,481

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy	**S.Jesudas Premkumar**	**Karthikeyan**	**Dharani**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No. 009274	DIN:07008031	DIN:06877712	

Place: Chennai
Date: 30-May-2017

Ezhumalai Muniyan
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

20. SIGNIFICANT POLICIES

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 specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. 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. 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) as of the date of the financial statements and the reported income and expenses during the year. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

3. 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.

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.

4. Fixed assets

Fixed Assets are stated at cost less accumulated depreciation. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the asset. Subsequent expenditure on fixed assets after their purchase /completion is capitalised, only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

5. Depreciation

Depreciation on fixed assets has been provided on the written-down value method as per Schedule II to the Companies Act, 2013.
Depreciation for assets purchased / sold during a period is also proportionately charged.

6. Impairment

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

7. Investments

Investments which are long-term in nature are stated at cost. Provision is made for diminution in value, if it is of nature other than temporary.
Current investments are valued at the lower of cost and fair value.

8. Revenue recognition

Revenue is primarily derived from software development and related services and from the licensing of software products. Arrangements with customers for software development and related services are either on a fixed-price, fixed-timeframe or on a time-and-material basis.

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues. Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Cost and earnings in excess of billings are classified as unbilled revenue while billings in excess of cost and earnings are classified as unearned revenue. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current estimates.
Interest income on deposits, loans etc., are recognised on accrual basis.

9. Employees' benefits

Gratuity, Pension plan, Provident fund etc

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'. The Company's overall expected long-term rate-of-return on assets has been determined based on consideration of available market information, current provisions of Indian law specifying the instruments in which investments can be made, and historical returns. The discount rate is based on the

Government securities yield. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the Statement of Profit and Loss in the period in which they arise.

Contributions to provident fund, a defined contribution scheme are made as required by the statute and expensed to the statement of profit and loss.

10. Foreign currency transactions

Foreign-currency denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non‐monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.
Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

11. Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

12. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised only when the Company has present or legal or constructive obligations as a result of past events, for which it is probable that an outflow of economic benefit will be required to settle the transaction and a reliable estimate can be made for the amount of the obligation.
Contingent liability is disclosed for –

(I) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
(II) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed in the financial statements.

13. Disclosure of specified Bank Notes

During the year, the company had specified notes (SBN) and other denomination notes as defined in the MCA Notification G.S.R 308(E) dated March 30, 2017 on the details of specified bank notes held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBN's and other notes as per the notification as follows:

(Amt in INR)

Particulars	SBN *	Other Denomination Notes	Total
Closing cash in hand as on November, 8 2016	**2,000**	**878**	**2,878**
Add: Permitted receipts	-	40,000	40,000
Less: Permitted Payments	-	27,134	27,134
Less: Amount Deposited in Banks	2,000 (500*4)	-	2,000
Closing cash in hand as on December, 30 2016	**-**	**-**	**13,744**

* For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated November 8, 2016.

14. Taxes on income

Income Tax: Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred Tax: Deferred tax is recognised, on timing differences, being the difference 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 substantively enacted as at the reporting date.

Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets.

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 reserves and not in the Statement of Profit and Loss.

15. Earnings per share

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 (net

of any attributable taxes) 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.

As per my report of even date

For and on behalf of Board of Directors

CA. V. Krishnamoorthy
Chartered Accountant
M.No. 009274

S.Jesudas Premkumar
Managing Director
DIN:07008031

Karthikeyan
Director
DIN:06877712

Date: 30-May-2017
Place: Chennai

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

INR

	Particulars	As at March 31, 2017	As at March 31, 2016
1.	**Share Capital**		
	Authorised capital 68,00,000 equity shares of Rs. 10/- each	68,000,000	68,000,000
	Issued, Subscribed and paid up capital:-		
	64,14,500 Equity shares of Rs. 10/- each	64,145,000	64,145,000
		64,145,000	**64,145,000**
	a) Reconciliation of number of shares		
	Equity Shares		
	Opening balance	6,414,500	4,710,500
	Changes during the year	-	1,704,000
	Closing balance	6,414,500	6,414,500
		6,414,500	**6,414,500**
	b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company		
	Jesudass Premkumar S	4,305,100	4,305,100
		67.12%	67.12%
	Josphine S	404,500	404,500
		6.31%	6.31%
		4,709,600	**4,709,600**
2.	**Reserve & Surplus**		
	a) Securities Premium account	25,560,000	25,560,000
	Surplus in the statement of Profit and loss		
	Opening balance	24,997,801	13,890,564
	Add/Less: Profit/Loss during the year	10,024,480	11,107,236
	Closing balance	**35,022,281**	**24,997,801**
		60,582,281	**50,557,801**
	Current liabilities		
3.	**Trade payables**		
	Trade payables	496,141	195,151
		496,141	**195,151**
4.	**Other Current liabilities**		
	Outstanding expenses payable	3,377,629	3,206,678
		3,377,629	**3,206,678**
5.	**Short-term Provisions**		
	Provision for taxation	6,529,441	11,116,792
	Provision for gratuity	2,028,600	671
	Provision for leave encashment	637,064	23,086
		9,195,105	**11,140,549**
	Non-Current assets		
6.	**Fixed assets**		
	i) Tangible assets	21,853,910	21,554,905
	ii) Intangible assets	-	-
		21,853,910	**21,554,905**

7.	**Non-Current Investments**		
	EDI Division	40,000,000	50,000,000
		40,000,000	**50,000,000**
8.	**Deferred tax assets (Net)**		
	Deferred tax assets - Timing differences on account of depreciation	1,156,100	653,740
		1,156,100	**653,740**
9.	**Long-term loans and advances**		
	Security deposits	25,159,800	8,585,800
	TDS, Advance tax (Net of Provisions)	8,814,477	9,562,758
	Taxes Paid	-	2,058,880
		33,974,277	**20,207,438**
	Current assets		
10.	**Trade receivables**		
	Debtors due more than 6 months (Considered good)	-	-
	Other debtors (Considered good)	17,830,615	12,385,750
		17,830,615	**12,385,750**
11.	**Cash and cash equivalents**		
	Cash in hand	6,900	665
	Cash at bank	23,576,326	26,973,481
		23,583,226	**26,974,146**
12.	**Short-term loans and advances**		
	Prepaid expenses	288,830	291,345
	Advance paid to vendors	64,926	33,085
		353,756	**324,430**
13.	**Other current assets**		
	Preliminary expenses	4,427	8,857
	Input Credit - VAT	24,967	21,937
	Service tax (Dr)	3,061,810	1,137,152
		3,091,204	**1,167,946**

As per my report of even date **For and on behalf of Board of Directors**

CA. V. Krishnamoorthy	**S.Jesudas Premkumar**	**Karthikeyan**	**Dharani**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:07008031	DIN:06877712	

Place: Chennai
Date: 30-May-2017

Ezhumalai Muniyan
Chief Financial Officer

NOTES FORMING PART OF THE FINANCIAL STATEMENTS			INR
	Particulars	**As at March 31, 2017**	**As at March 31, 2016**
14.	**Revenue from operations**		
	Income from software development - Export	93,754,000	89,400,000
		93,754,000	**89,400,000**
15.	**Other income**		
	Interest income	438,805	1,088,322
	Exchange fluctuation	79,209	1,202,500
		518,014	**2,290,822**
16.	**Employee benefit expenses**		
	Salary & allowances	35,069,243	31,651,490
	EPF & ESI payments	2,507,845	2,553,591
	Staff welfare	551,441	461,550
		38,128,529	**34,666,631**
17.	**Finance costs**		
	Bank charges	44,032	36,423
	Interest paid	-	209,944
		44,032	**246,367**
18.	**Depreciation and amortization expenses**		
	Depreciation	5,814,498	8,513,511
	Amortisation of Investment	10,000,000	-
		15,814,498	**8,513,511**

19.	**Other expenses**		
	Rent & amenities	11,353,068	12,371,915
	Printing & stationery	178,056	146,663
	Postage expenses	1,462	6,296
	Books & periodicals	8,405	6,023
	Telephone expenses	144,156	124,293
	Travelling & Conveyance	1,182,250	83,979
	Rates & Taxes	5,331	37,613
	Electricity expenses	2,831,211	2,878,683
	Insurance	20,820	9,703
	Audit fees	50,000	61,910
	Gratuity	2,028,600	1,744,254
	Leave Encashment	637,064	2,302,678
	Director Sitting Fees	63,000	-
	Repairs & Maintenance:		
	- Building maintenance	1,557,204	1,642,181
	- Vehicle maintenance	-	4,070
	- Computer maintenance	249,388	312,697
	- Office maintenance	2,963,471	426,350
	- Others	-	83,530
	Annual Maintenance Charges	133,696	-
	License fees	213,060	42,600
	Public issue expenses	-	4,145,818
	Security charges	286,043	277,421
	Professional & legal expenses	314,915	298,310
	Income tax	-	-
	Interest on TDS/ST/IT	7,763	24,508
	Penalty charges	-	9,645
	Bad debts written off	-	1,137,039
	Miscellaneous expenses written off	-	-
	Preliminary expenses written off	4,430	4,430
	General expenses	-	167,954
		24,233,393	**28,350,562**

As per my report of even date **For and on behalf of Board of Directors**

CA. V. Krishnamoorthy	**S.Jesudas Premkumar**	**Karthikeyan**	**Dharani**
Chartered Accountant	Managing Director	Director	Company Secretary
M.No.009274	DIN:07008031	DIN:06877712	

Place: Chennai
Date: 30-May-2017

Ezhumalai Muniyan
Chief Financial Officer

6. FIXED ASSETS SCHEDULE AS PER COMPANIES ACT 2013 FOR THE YEAR ENDED 31st MARCH 2017											INR
Description	Rate (In %)	Gross Block				Accumulated Depreciation				Net Block	
		As at April 1, 2016	Additions	Deletions	As at March 31, 2017	As at April 1, 2016	Depreciation during the year	Deletions	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
Plant & Machinery	18.10	9,348,123	-	-	9,348,123	2,274,983	1,280,238	-	3,555,222	5,792,901	7,073,140
LED TV & Accessories	45.07	201,858	-	-	201,858	57,172	65,210	-	122,382	79,476	144,686
Furniture & Fittings	25.89	17,265,429	5,915,715	-	23,181,144	6,907,846	2,744,520	-	9,652,366	13,528,778	10,357,583
Servers	39.30	9,008,538	-	-	9,008,538	5,683,479	1,306,748	-	6,990,227	2,018,311	3,325,059
UPS Phase	63.16	-	89,638	-	89,638	-	3,878	-	3,878	85,760	-
Computers	63.16	4,610,865	108,150	-	4,719,015	3,956,428	413,904	-	4,370,332	348,683	654,437
Total		**40,434,813**	**6,113,503**	**-**	**46,548,316**	**18,879,908**	**5,814,498**	**-**	**24,694,406**	**21,853,910**	**21,554,905**

DEPRECIATION SCHEDULE AS PER INCOME TAX ACT, 1961 FOR THE YEAR ENDED 31st March 2017										INR
Block of Assets	WDV as on 01.04.2016	Additions		Total	Deletions		Depreciation		Depreciation for the year	WDV as on 31.03.2017
		Before 30.09.2016	After 30.09.2016		Before 30.09.2016	After 30.09.2016	Before 30.09.2016	After 30.09.2016		
Block - A (15%)										
Plant & Machinery	7,102,386	-	-	7,102,386	-	-	1,065,358	-	1,065,358	6,037,028
LED TV & Accessories	171,579	-	-	171,579	-	-	25,737	-	25,737	145,842
	7,273,965	**-**	**-**	**7,273,965**	**-**	**-**	**1,091,095**	**-**	**1,091,095**	**6,182,870**
Block - B (10%)										
Furniture & Fittings	14,190,881	-	5,915,715	20,106,596	-	-	1,419,088	295,786	1,714,874	18,391,723
	14,190,881	**-**	**5,915,715**	**20,106,596**	**-**	**-**	**1,419,088**	**295,786**	**1,714,874**	**18,391,723**
Block - C (60%)										
Servers	720,000	-	-	720,000	-	-	432,000	-	432,000	288,000
UPS Phase	-	-	89,638	89,638	-	-	-	26,891	26,891	62,747
Computers	1,485,712	-	108,150	1,593,862	-	-	891,427	32,445	923,872	669,990
	2,205,712	**-**	**197,788**	**2,403,500**	**-**	**-**	**1,323,427**	**59,336**	**1,382,764**	**1,020,736**
Grand Total	**23,670,559**	**-**	**6,113,503**	**29,784,062**	**-**	**-**	**3,833,610**	**355,122**	**4,188,732**	**25,595,329**

21. Related party transactions under accounting standards (AS) -18:

Related Party and their relationship

A. List of key managerial personnel as defined under Accounting Standard (AS) 18

- Mr Jesudas Premkumar Sebastian

- Mr Manivel Kumarasamy

- Mr Ezhumalai Muniyan

- Ms Dharani

B. Directors and Relatives

- Mr Jesudas Premkumar Sebastian

- Mr Karthikeyan

- Mr Santiago Allwin Roeger

- Mr Ruth Hilda Anthony Samy

C. Related Party Transactions

Sl No.	Nature of Transactions	2016-17 In INR	2015-16 In INR
1.	Remuneration paid to Mr Jesudas Premkumar Sebastian	14,37,442	13,85,010
2.	Salary paid to Mr Ezhumalai Muniyan	9,78,396	9,19,422
3.	Salary paid to Mr Manivel Kumarasamy	88,000	5,13,065
4.	Salary paid to Ms Dharani	2,29,722	-

22. Earnings and Expenditures in foreign currency:

Earnings in foreign currency – INR.9,37,54,000 /- (USD 14,15,000)

Expenditure in foreign currency – INR.9,25,796/- (USD 13,625)

OFS TECHNOLOGIES LIMITED

CIN: L72300KA2008PLC045897

Regd.Office: No.510, Second floor, 16th Cross, 2ndStage, Indira Nagar, Bangalaore-560038. Email.info@ofstech.com, Website.www.ofstech.com, Phone+91-80-69999156.

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

_____ E-mail ID : _____

DP ID_____Reg Folio No./ Client Id_____

I/We holding _____ shares of the above named Company, hereby appoint

1. Name: _____E-mail ID_____

Address:_____

Signature: _____ or failing him/her

2. Name: _____E-mail ID_____

Address:_____

Signature: _____

as my/our proxy to attend the 09th Annual General Meeting of the Company to be held on **Wednesday**, **20th Day** of **September, 2017** at **11.30 a.m.** at **Hotel, The Splendour Park, No.107, Old Madras Road, Opp Old Adarsh Theatre, Halasuru, Bengaluru – 560008, Karnataka** and at any adjournment thereof.

I/We direct our proxy to vote on the resolutions as indicated in the manner below

Resolution No.	Business to be transacted	For	Against
	ORDINARY RESOLUTION		
1	To receive, consider and adopt the audited Balance sheet as at 31st March, 2017 and Profit and Loss Account for the year ended 31st March, 2017 and the reports of Directors and Auditors thereon.		
2	**Special business** To appoint M/s. Elangovan and Co, Chartered Accountants, Chennai as statutory auditor of the Company from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting to fill the casual vacancy created by death of earlier auditor Mr. V. Krishnamoorthy.		
3	**Special business** To revise the Remuneration of Managing Director of the Company		

Signed this_____ day of_____2017

Affix Revenue stamp

_____ _____

Signature of member Signature of Proxy Holder(s)

Note:

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

Please refer to the Notice convening the 09th Annual General Meeting dated 28th August, 2017.

OFS TECHNOLOGIES LIMITED

CIN: L72300KA2008PLC045897

Regd.Office: No.510, Second floor, 16th Cross, 2ndStageIndira Nagar, Bangalaore-560038. Email.info@ofstech.com, Website.www.ofstech.com, Phone+91-80-69999156.

ATTENDANCE SLIP

NINTH ANNUAL GENERAL MEETING

Members/Proxies are requested to fill the attendance slip, duly completed in all respects and hand it over at the entrance of the meeting hall

Name of the Member(s) : _____

Registered Address :

_____

_____

DP ID_____Reg Folio No./ Client Id_____

No of Shares held: _____E-mail ID : _____

I/We record my/our presence at the Ninth Annual General Meeting of the Company held on **Wednesday**, **20th Day** of **September, 2017** at **Hotel, The Splendour Park, No.107, Old Madras Road, Opp Old Adarsh Theatre, Halasuru, Bengaluru – 560008, Karnataka** at **11.30 a.m.**

_____

Signature of Member/proxy

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

3. NO GIFTS SHALL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING OR AFTERWARDS.

FORWARD LOOKING STATEMENT

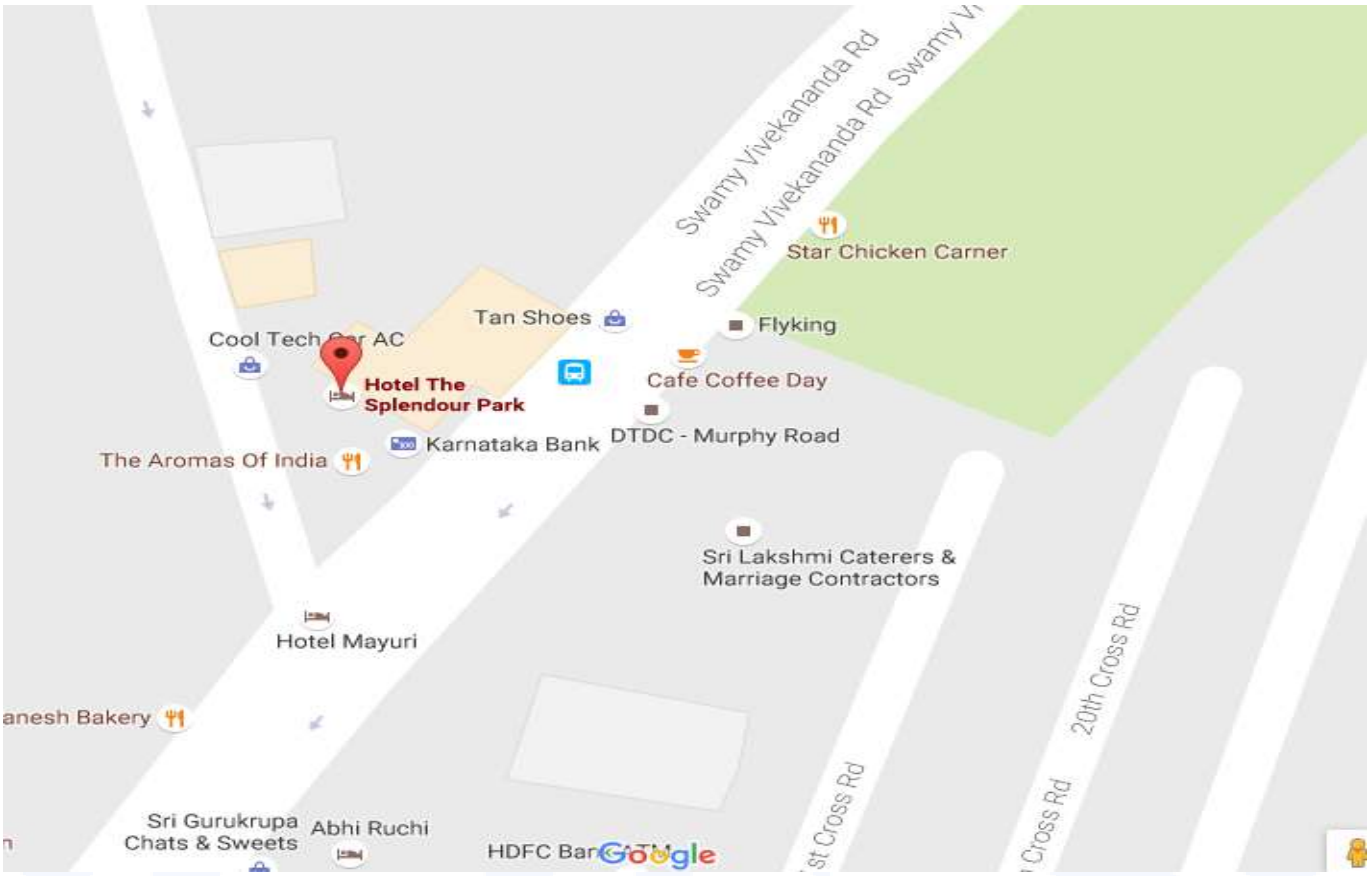
These forward looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Annual Report. These forward – looking statements contained in the Annual Report involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements expressed or implied to vary.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to:

- General economic and business conditions.
- Company's ability to successfully implement its strategy and Business plans.
- Increasing competition or other factors affecting the industry segments in which our Company operates.
- Loss of our management team and other key personnel who are critical to our continued success.
- Our ability to meet our capital expenditure requirements and/or increase in capital expenditure.
- Our ability to keep pace with changing technology, evolving industry standards and new product introduction.
- Changes in laws and regulations relating to the sectors/areas in which we operate.
- Changes in government regulations and impact of fiscal, economic or political conditions in India
- Conflicts of interest with affiliated companies, the promoter group and other related parties

Social or civil unrest or hostilities with neighboring countries or acts of international terrorism

ROUTE MAP FOR ANNUAL GENERAL MEETING



SCAN HERE TO REACH AGM VENUE

CONTACT US

Development Center & Corporate Office
Unit No.2, 4th Floor, Pinnacle
Ascendas International Tech Park,
Taramani Road, Taramani
Chennai – 600 113,
Tamil Nadu
Tel: +91-44-4324-3200

Registered Office
510, Second Floor,
16th Cross, 2nd Stage,
Indira Nagar,
Bangalore – 560 038,
Karnataka