

BOARD OF DIRECTORS

Chairman

H. J. Shah

Directors

Chandan Parmar (MD & CEO)

C. M. Buch

R. M. Bhuta

Ajay Nagpal

Mahesh Kurlawala

Ravindra Malgaonkar

Shailesh Bendugade

Bankers

Karnataka Bank Limited

Auditors

M/s. Kanu Doshi Associates

Registered Office

22, Blue Rose Industrial Estate,
Western Express Highway,
Borivali (East),
Mumbai-400 066.

Annual Report 2010 - 2011

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Office :- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED will be held on Thursday, 29th September, 2011 at 3.00 p.m. at Shree Girdharilal Munshilal Jain Sabhagruh, 1st Floor, New Shanti Nagar, Opp. Jain Mandir, Mandpeshwar Road, Borivali (West), Mumbai - 400 103 to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. H. J. Shah, Mr. C. M. Buch and Mr. Shailesh Bendugade, who retire by rotation and being eligible offer themselves for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting, to authorize the Board of Directors to fix their remuneration and to pass the following resolutions:
"RESOLVED THAT Messrs Kanu Doshi Associates, Chartered Accountants be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors"

BY ORDER OF THE BOARD

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 18-07-2011

Chandan Parmar
MD & CEO

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

1. Register of Members and the share transfer books of the company will be closed from Thursday 22nd September, 2011 to Thursday 29th September, 2011 both days inclusive.
2. The identities/signature of members holding shares in electronic form are liable for verification with the specimen signatures as may be furnished by NSDL and CDSL to the company. Such members are advised to bring the identity cards issued by their Depository Participants.
3. The company's equity shares are listed at the Mumbai and Ahmedabad Stock Exchanges.
4. Equity Shares of the company is available for trading in dematerialized form through the Depository

Datasoft Application Software (India) Limited

Participants. Requests for dematerialization and transfer of shares may be sent to the Company's Registrars and Share Transfer Agents, Link Intime India Private Limited situated at C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400 078.

5. Shareholders desiring any information as regards accounts are requested to write in advance to the company at least seven days before the date of meeting to enable the management to keep the information ready.
6. As a measure of economy copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring copies with them.
7. Members are requested to notify immediately any change of their address to the company or the Share Transfer agents.

BY ORDER OF THE BOARD
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 18-07-2011

Chandan Parmar
MD & CEO

DIRECTORS' REPORT

**TO,
THE MEMBERS OF
DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED.**

Your directors present their Nineteenth Annual Report, together with Audited Accounts for the year ended on 31st March, 2011.

1. FINANCIAL RESULTS

| | 2010-2011 | (Rs. In Lakhs) 2009-2010 |
|-----------------------------------|-----------|-----------------------------|
| Sales and Other Income | 7.04 | 7.19 |
| Profit/(Loss) before depreciation | 1.50 | 4.74 |
| Divisible Profit/(Loss) | 1.50 | 4.74 |
| Retained Profit/(Loss) | 1.50 | 4.74 |
| Dividend | - | - |

2. DIVIDEND

Due to accumulated losses Directors regret to recommend any dividend for the year ended on 31st March 2011.

3. BUSINESS REVIEW AND FUTURE PROSPECTS

Principal business of the company remains temporarily suspended due to unavailability of sufficient resources. Company shall restart its business upon generating required resources for effective working. In order to open up choice of business, your company has liquidated its assets; vide authority granted by the shareholders by postal ballot, results of which were declared on 20-1-2005. The funds generated there from are currently invested in interest fetching loans/deposits. Company has a positive net worth. Company has meager liability, which will be met out of the liquidity generated. Your directors are trying to tie up with strategic investor but have not met with success so far and hence it is difficult to predict any time frame for such success.

4. DIRECTORS' RESPONSIBILITY

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Directors confirm:

- a) that in the preparation of annual accounts, the applicable accounting standards have been followed and that no material departures have been made from it.
- b) that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of financial year and of profit and loss of the Company for that year.
- c) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) that considering the fact that the company's net worth is positive and that company has investible surplus after meeting its liabilities fully, the annual accounts are prepared on 'going concern' basis. The

values of the assets and liabilities as stated in the Balance Sheet shall remain unchanged even if the accounts are not prepared on going concern basis and consequently no adjustments are required in the accounts.

5. CORPORATE GOVERNANCE

A report of the auditors of your company regarding compliance of the conditions of Corporate Governance as stipulated by clause 49 of the Listing Agreement with stock exchange is attached herewith. Management Discussion and Analysis Report is appearing below in this Report and not by way of separate annexure.

6. MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry Structure and Development

The domestic IT market for Small to Medium enterprises is growing rapidly. The growth rate for the software industry is expected to be around 20% per annum.

b) Outlook, Opportunities and Threats

Your company has temporarily suspended its software related activities and the company is looking for partner, who can bring in required resources to recommence its activities. Your directors are considering various options to recommence the business.

c) Segment wise Performance

Your company had miniscule revenues from operations within India. Accordingly there is only one segment relating to software activities, within India.

d) Internal Control System and their adequacy

The company has adequate internal control procedures commensurate with its size and nature of business.

7. ADDITIONAL DISCLOSURES

In accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, your company has made additional disclosures in respect of related party transactions and earnings per share. These statements have been audited by the Statutory Auditors and are part of the Annual Report.

8. AUDITORS' OBSERVATIONS :

Clarifications on the auditors observations is as under:

Considering the fact that the company's net worth is positive and that company has investible surplus after meeting its liabilities fully, the annual accounts are prepared on 'going concern' basis. The values of the assets and liabilities as stated in the Balance Sheet shall remain unchanged even if the accounts are not prepared on going concern basis and consequently no adjustments are required in the accounts.

9. PERSONNEL

All the employees of the Company had resigned in the earlier year/s. Your company will recruit new employees after restructuring the business.

10. DIRECTORS

Mr. H. J. Shah retires by rotation and being eligible offers himself for reappointment. Mr. H. J. Shah, 71 has been on the board of directors of this company since its incorporation. He is Industrialist. Mr. H. J. Shah has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

Mr. C. M. Buch retires by rotation and being eligible offers himself for reappointment. Mr. Buch, 53 has been on the board of directors of this company since its incorporation. He is Chartered Accountant. Mr. Buch has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

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Mr. Shailesh Bendugade retires by rotation and being eligible offers himself for reappointment. Mr. Shailesh Bendugade, 25 has been on the board of directors of this company since 27th April 2010. He is an accountant by profession. Mr. Shailesh Bendugade has furnished a declaration in DDA to the Company stating that he is not disqualified from being appointed as a Director of the Company.

11. DEPOSITS

The company has not accepted any Fixed Deposits from the public.

12. LISTING REQUIREMENTS

Your company's equity shares are listed at Mumbai and Ahmedabad Stock Exchanges. The trading in the shares of the company has been resumed from 24th December 2010.

13. DEMATERIALISATION OF SHARES

Approximately 88.77% of the shares issued by the company have been dematerialized.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC.

Since Company has temporarily suspended its business activities, the information as required under Section 217(1)(e) of the Companies Act 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 is not applicable. Company has neither earned nor spent any foreign exchange during the year.

15. PARTICULARS OF EMPLOYEES

There were no employees drawing remuneration of Rs 2,00,000/- per month or more or Rs 24,00,000/- per annum or more during the year under review.

16. AUDITORS

M/s Kanu Doshi Associates Statutory Auditors of the company will hold the office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their appointment as the Statutory Auditors of the Company for next year.

17. ACKNOWLEDGEMENT

Your directors wish to place on record their appreciation for the continued support received from shareholders and other stakeholders, banks and government departments.

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

**Place : Mumbai
Date : 18-07-2011**

**H. J. Shah
Chairman**

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance:

Your company firmly believes in transparency in its dealings and lays emphasis on the integrity and regulatory compliances. With this end in view this year's annual report has made substantial disclosures in the financial statement and Directors' Report.

2. Board of Directors

The Composition of the Board of Directors and related information as on 31st March, 2011 is as follows :

| DIRECTOR | STATUS | NO. OF BOARD MEETINGS DURING THE YEAR ENDED 31 ST MARCH, 2011 | | LAST AGM ATTENDED | BOARD MEMBERSHIP (OTHER LISTED COMPANIES) | |
|-------------------------|-------------------|--|----------|-------------------|---|------------|
| | | HELD | ATTENDED | | BOARD | COMMITTEES |
| Mr. H. J. Shah | Chairman Promoter | 7 | 7 | YES | NONE | NONE |
| Mr. C. M. Buch | Promoter | 7 | 7 | YES | NONE | NONE |
| + Mr. C. M. Parmar | Promoter | 7 | 7 | YES | 1 | NONE |
| Mr. R. M. Bhuta | Promoter | 7 | 7 | YES | NONE | NONE |
| Mr. Ajay Nagpal | Independent | * 6 | 5 | NO | NONE | NONE |
| Mr. Shailesh Bendugade | Independent | * 6 | 5 | YES | NONE | NONE |
| Mr. Ravindra Malgaonkar | Independent | * 6 | 6 | YES | NONE | NONE |
| Mr. Mahesh Kurlawala | Independent | * 6 | 6 | YES | NONE | NONE |

+ Appointed as MD & CEO w.e.f. 12th July, 2010.

* After his appointment on 27/4/2010.

During the year under review Seven Board meetings were held on 27-04-2010, 31-05-2010, 12-07-2010, 22-07-2010, 15-11-2010, 27-12-2010 and 14-01-2011.

The last AGM was held on 23rd August, 2010.

3. Code of Conduct:

The Company's Board has laid down a code of conduct for all Board members and Senior Management of the Company, which has been circulated to all concerned. All Board members have affirmed compliance with the code of conduct.

4. Board Committees:

(a) Audit Committee:

The audit committee consists of following directors

Mr. Ajay Nagpal

Mr. C. M. Buch

Mr. Mahesh Kurlawala

The brief description of the terms of reference of the audit committee is:

To review the Statutory Auditor's report on the financial statements

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To generally interact with the Statutory Auditors
To review weaknesses in the internal control procedures
To select and establish accounting policies and review the same

During the year four meetings of the audit committee were held on 31-05-2010, 22-07-2010, 09-11-2010, and 07-02-2011, at which all the members of the committee were present. Recommendations of the Audit Committee, if any, are accepted and implemented by the Board from time to time.

(b) **Remuneration Committee**

The remuneration committee consists of following directors

Mr. H. J. Shah

Mr. R. M. Bhuta

The brief description of the terms of reference of the remuneration committee is:

- i) to determine on behalf of the Board the company's policy on specific remuneration package to MD & CEO, if any.
- ii) to avoid conflict of interest and to review and suggest to the Board and to the members the remuneration payable to MD & CEO, if any.

One meeting of this committee was held on 10-01-2011, wherein both the members were present.

Salary, Perquisites, Incentives, Allowances, Provident Fund, Superannuation, Commission, Sitting fees, or other payment of such nature have not been paid to MD & CEO, Executives and/or Non Executive Directors, during the year under review.

Company does not have a scheme for grant of stock options either to the MD & CEO or to the employees.

(c) **Share Transfer/Investors Grievance Committee.**

The share transfer function has been delegated to Mr. R. M. Bhuta, Director of the company, who looks after the share transfers. The Shareholders/Investors Grievance Committee consists of following two directors:

Mr. R. M. Bhuta

Mr. C. M. Buch

The brief description of the terms of reference of the Shareholders/Investors Grievance Committee is to consider the grievances of shareholders/investors, relating to transfers, non-receipt of annual accounts, dividends and other such grievances.

The committee met once on 10-01-2011, both the members were present.

Mr. C. M. Buch Director is appointed as 'Compliance Officer'.

All complaints received by the company during the year ended on 31st March, 2011 have been redressed.

A statement of various complaints received and cleared by the company during the year ended on 31st March, 2011 is given below :

| Nature of Complaint | Received | Cleared |
|--|-----------------|----------------|
| Non Receipt of Annual Report | 0 | 0 |
| Non Receipt of Share Transferred | 0 | 0 |
| Non-Receipt of Rejected DRF | 1 | 1 |
| Non-Receipt of Demat / remat certificate | 0 | 0 |

5. General Body Meetings:

(a) Location and Time where last three AGMs were held:

| ACCOUNTING YEAR ENDING | AGM DATE | AGM PLACE | AGM TIME |
|-----------------------------|------------|--|-----------|
| 31 st March 2010 | 23-08-2010 | 217, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066. | 3.00 p.m. |
| 31 st March 2009 | 30-09-2009 | 217, Blue Rose Industrial Estate, W. E. Highway, Borivali (East), Mumbai-400066. | 3.00 p.m. |
| 31 st March 2008 | 30-09-2008 | 217, Blue Rose Industrial Estate, W. E. Highway, , Borivali (East), Mumbai-400066. | 3.00 p.m. |

Neither any Special Resolutions were passed in the last three AGMs nor were any resolutions put through postal ballot last year. No resolutions are proposed by postal ballot.

6. Other disclosures

Compliances

(a) Disclosure on materially significant related party transactions with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interests of the company at large:

None of the transactions with any of the related parties were in conflict with the interest of the company at large.

(b) Details of non-compliance by company, penalties, and strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to the capital markets during last three years.

The trading in the shares of the company has been resumed on Mumbai Stock Exchange from 24th December 2010 and 1,44,000 unlisted equity shares have been listed by Mumbai Stock Exchange. The script was earlier suspended by the Mumbai Stock Exchange w.e.f. 3rd January 2003, on the allegation of dematerialization of 1,44,000 unlisted Equity Shares allotted on preferential basis by the Company on 27th April 2000. The company had been advised that section 28 of the SEBI (Depositories and Participants) Regulations 1996 makes unlisted shares eligible for dematerialization. SEBI issued a circular no SMDRP/Policy/Cir-15/2001 on 8th March 2001 restraining the dematerialization of unlisted securities. However before this circular was issued your company had allowed dematerialization of the shares based on the above referred provisions of the Act.

(c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit Committee.

Company for the time being has no employees; the Whistle Blower Policy therefore is not operative for the time being.

(d) Details of compliance with mandatory requirements and adoption of the nonmandatory requirements of this clause.

The company has not adopted the non mandatory requirements as specified in Annexure ID of the Listing agreement.

7. Means of Communication

(a) Whether half yearly reports sent to each household of shareholders:
No

(b) Quarterly Results

(i) Which news paper normally published in
None

(ii) Any website displayed
The results are generally available on www.bseindia.com

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- (c) Whether website also displays official news releases:
The website bseindia.com displays official news releases by the company.
- (d) Whether presentations were made to the institutional investors or to the analysts:
No
- (e) Whether Management Discussion and Analysis is part of annual report or not:
YES

8. General Shareholder Information

| | |
|--|---|
| AGM Date, Time and Venue | On 29th September, 2011 at Shree Girdharilal Munshilal Jain Sabhagruh, 1st Floor, New Shanti Nagar, Opp. Jain Mandir, Mandpeshwar Road, Borivali (East), Mumbai-400 103. at 3.00 p.m. |
| Financial Calendar (tentative dates of declaration of quarterly results) | 1 st Quarter 31-07-2011 2 nd Quarter 31-10-2011 3 rd Quarter 31-01-2012 4 th Quarter 30-04-2012 |
| Date of Book closure | Thursday 22 nd September, 2011 to Thursday 29 th September 2011 (both days inclusive) |
| Dividend Payment Date | Not Applicable |
| Listing on Stock Exchanges | Mumbai and Ahmedabad Stock Exchanges |
| Stock code (BSE) | 526443 |
| Market price Data | Refer Annexure 1 attached |
| Price comparison with Sensex | Refer Annexure 2 attached |
| Registrar & transfer Agents | Link Intime India Pvt. Ltd, C 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078 |
| Share Transfer System | Share transfers in physical form are generally registered and returned within 15 days from the date of receipt in case documents are complete in all respects. |
| Distribution of Shareholding | Refer Annexure 3 attached |
| Dematerialization of shares | Approximately 88.77% of the shares are dematerialized as on last day of the year. |
| Outstanding GDRs/ADRs/warrants etc | None |
| Software Development Centre | Company has temporarily suspended all business activities. |
| Address for correspondence | At the registered office at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400 066. |

BY ORDER OF THE BOARD OF DIRECTORS
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED
Chandan Parmar
MD & CEO

Place : MUMBAI
Date : 18-07-2011

Datasoft Application Software (India) Limited

Annexure 1

STOCK PRICES ON MUMBAI STOCK EXCHANGE

The trading in shares of the company resumed on Mumbai Stock Exchange from 24th December 2010. The monthly movement of share price thereafter is as under:

| MONTH | HIGH | LOW |
|---------------|-------|-------|
| December 2010 | 30.00 | 11.10 |
| January 2011 | 15.35 | 5.95 |
| February 2011 | 6.24 | 4.35 |
| March 2011 | 4.76 | 3.13 |

There have been no trades at Ahmedabad stock exchange.

Annexure 2

COMPARISON BETWEEN THE MOVEMENT OF SENSEX AND COMPANY SHARE PRICES :

The trading in shares of the company resumed on Mumbai Stock Exchange from 24th December 2010. The monthly comparison of movement of share prices thereafter for Company and Sensex is as under:

| MONTH | HIGH | | LOW | |
|---------------|---------|----------|---------|----------|
| | Company | Sensex | Company | Sensex |
| December 2010 | 30.00 | 20552.03 | 11.10 | 19074.57 |
| January 2011 | 15.35 | 20664.80 | 5.95 | 18038.48 |
| February 2011 | 6.24 | 18690.97 | 4.35 | 17295.62 |
| March 2011 | 4.76 | 19575.16 | 3.13 | 17792.17 |

Annexure 3

Distribution of Shareholding As On 31-3-2011.

| CATEGORY | SHARES | % Of Total |
|-----------------------------------|------------------|---------------|
| Directors and their relatives | 9,32,709 | 29.67 |
| Bodies Corporate | 2,51,106 | 7.99 |
| Overseas Bodies Corporate | 1,000 | 0.03 |
| Clearing Members | 4,419 | 0.14 |
| Foreign Institutional Investments | 3,350 | 0.11 |
| Banks | 1,300 | 0.04 |
| UTI | 2,51,178 | 7.99 |
| Non Resident (Non Repatriable) | 1,500 | 0.04 |
| NRI | 85,800 | 2.73 |
| Public | 16,11,638 | 51.26 |
| TOTAL | 31,44,000 | 100.00 |

BY ORDER OF THE BOARD
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 18-07-2011

Chandan Parmar
MD & CEO

CERTIFICATE BY CHAIRMAN, AND MD & CEO PURSUANT TO CLAUSE 49(V) OF THE LISTING AGREEMENT OF THE INDIAN STOCK EXCHANGES

We, Hasmukh J. Shah, Chairman, and Chandan Parmar, MD & CEO, of Datasoft Application Software (India) Limited ("the Company") certify that :

1. We have reviewed the financial statements and the Cash Flow Statement of the Company for the year ended March 31, 2011 and that to the best of our knowledge and belief -
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the 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 responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee -
 - (i) Significant changes, if any, in internal control over financial reporting during the year.
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

BY ORDER OF THE BOARD
For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

H. J. Shah
Chairman

C. M. Parmar
MD & CEO

Place : MUMBAI
Date : 18-07-2011

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Datasoft Application Software (India) Limited.

We have examined the compliance of conditions of corporate governance by Datasoft Application Software (India) Limited, for the year ended on 31st March, 2011, as stipulated in clause 49 of Listing Agreement of the said company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

Till 27th April, 2010 the Company had not appointed the independent directors on the Board of Directors and had not formalized 'Code of Conduct' as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

Subject to above, in our opinion and to the best of our information and according to the explanations given to us and representations made to us by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in clause 49 of the above mentioned Listing Agreement.

We state that no investors' grievances are pending for a period exceeding thirty days against the Company as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Shareholders/investors Grievance Committee.

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.

For KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 18-07-2011

ANKIT PAREKH
Partner
M. No. 114622

AUDITORS' REPORT

To,
The Members of Datasoft Application Software (India) Limited.

1. We have audited the attached Balance Sheet of DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED as at 31st March, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 (as amended) issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :-
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit And Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account, and the Cash Flow Statement dealt with by this report comply with the Companies (Accounting Standards) Rules, 2006 and / or Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations Received from the directors as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a director, in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - f) **Attention is invited to the following in Schedule XI**
Note No. : 3 in our opinion, following factors raise substantial doubt on the assumption of going concern concept in preparation of financial statements :
 - i) **There is no business activity during the year.**
 - ii) **Management has already laid off its entire staff and they have not shown any evidence for the revival of the business by recruiting any employee.****In view of the above, we are unable to express any opinion as regards the appropriateness of going concern assumption followed in preparation of the financial statements.**
 - g) Subject to our observations in paragraph 4 (f) above, in our opinion and to the best of our information, and according to the explanations given to us, the said accounts read with the Significant Accounting Policies and other notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :-
 - i) in the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2011.
 - ii) in the case of Profit and Loss Account, of the profit for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 18-07-2011

ANKIT PAREKH
Partner
M. No. 114622

ANNEXURE TO THE AUDITORS' REPORT

RE : DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

(Referred to in Paragraph 3 of our Report of even date)

- (i) The nature of the Company's activities during the year have been such that clause (ii) (xi) (xiii) (xiv) (xv) (xvi) (xix) and (xx) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company for the year.
- (ii) In respect of its fixed assets :
- a) There is no Fixed Assets in the Company hence it creates doubts about the assumption of going concern concept followed in preparation of the financial statements.
- (iii) The Company has not granted any loans, secured or unsecured, to the companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 during the year. Hence the question of verification of rate of interest, other terms and receipt of its principal amount and interest does not arise.
- The Company has taken loan of Rs. 6,02,802/- and repaid loan of Rs. 75,000/ to the parties listed in Register maintained under section 301 of the Companies Act, 1956. The terms and conditions of the loan taken by the company are prima facie not prejudicial to the interest of the company.
- (iv) During the year, company has not entered into any transaction of purchase of goods or fixed assets and sale of goods & services. Hence question of observation and verification of internal controls in respect of purchase of goods or fixed assets and sale of goods and services does not arise.
- (v) a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- b) According to the information and explanations given to us no transactions have been made exceeding the value of Rs. 5 lakhs in respect of any party during the year in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the company does not have an internal audit system.
- (viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 in respect of the activities carried out by the company.
- (ix) In our opinion and according to the information and explanations given to us, the company is not required to deposit or liable for any amount towards, Provident Fund, Investor education & Protection fund, ESIC, Sales tax, Wealth tax, Service tax, Excise Duty, Custom Duty, Cess and any other statutory dues except Income Tax and Profession Tax in the year under audit. Company is regular in depositing income tax with the appropriate authorities and there were no arrears of outstanding income tax dues as at the last day of the financial year, concerned for a period of more than six months from the date they became payable.
- (x) The Company has accumulated losses at the end of the year, which is not less than fifty percent of its net worth. However company has earned the cash profit during the financial year and in the immediately preceding financial year also.

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- (xi) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) According to the information and explanation given to us, and on an overall examination of the balance sheet and cash flow statement of the Company, in our opinion, the funds raised on short term basis have not been used for long term investment and vice versa.
- (xiii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xiv) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For KANU DOSHI ASSOCIATES
Chartered Accountants
Firm Reg. No. : 104746W

PLACE : MUMBAI
DATE : 18-07-2011

ANKIT PAREKH
Partner
M. No. 114622

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

BALANCE SHEET AS ON

| PARTICULARS | SCH.NO | 31.03.2011 | | 31.03.2010 | |
|---------------------------------------|--------|-------------------|--------------------------|-------------------|--------------------------|
| | | Amount (Rs) | Amount (Rs) | Amount (Rs) | Amount (Rs) |
| SOURCES OF FUNDS : | | | | | |
| 1. SHAREHOLDERS' FUNDS : | | | | | |
| Share Capital | I | 43,309,500 | | 43,309,500 | |
| Reserves and Surplus | II | <u>22,603,200</u> | | <u>22,603,200</u> | |
| | | | 65,912,700 | | 65,912,700 |
| 2. UNSECURED LOANS | III | | <u>613,502</u> | | <u>85,700</u> |
| TOTAL RS. | | | <u>66,526,202</u> | | <u>65,998,400</u> |
| APPLICATION OF FUNDS : | | | | | |
| 3. CURRENT ASSETS, LOANS & ADVANCES : | | | | | |
| a. Cash & Bank Balances | IV | 10,505 | | 19,449 | |
| b. Loans & Advances | V | 8,815,613 | | 8,176,100 | |
| c. Other Current Assets | VI | <u>210,002</u> | | <u>157,599</u> | |
| | | 9,036,120 | | 8,353,148 | |
| Less : CURRENT LIABILITIES | VII | <u>20,201</u> | | <u>15,030</u> | |
| Net Current Assets | | | 9,015,918 | | 8,338,118 |

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| PARTICULARS | SCH.NO | 31.03.2011 | | 31.03.2010 | |
|--------------------------|--------|----------------|-------------------|----------------|-------------------|
| | | Amount (Rs) | Amount (Rs) | Amount (Rs) | Amount (Rs) |
| 4. PROFIT & LOSS ACCOUNT | | | 57,510,283 | | 57,660,282 |
| Total Rs. | | | 66,526,202 | | 65,998,400 |
| Accounting Policies | X | | | | |
| Notes to Accounts | XI | | | | |

The Schedules referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

FOR KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

ANKIT PAREKH
PARTNER
M. No. 114622

C. M. BUCH
DIRECTOR

CHANDAN PARMAR
MD & CEO

Place : Mumbai
Date : 18-07-2011

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON

| PARTICULARS | Sch. No. | 31.3.2011 | | 31.3.2010 | |
|--|----------|----------------|---------------------|----------------|---------------------|
| | | Amount (Rs) | Amount (Rs) | Amount (Rs) | Amount (Rs) |
| A. INCOME | VIII | | 703,815 | | 719,448 |
| B. EXPENDITURE | IX | | | | |
| 1. Administrative and other Expenses | | 553,816 | | 157,719 | |
| 2. Miscellaneous Expenditure Written off | | - | | 88,218 | |
| | | 553,816 | | 245,937 | |
| C. OPERATING PROFIT / (LOSS) | | | 149,999 | | 473,511 |
| D. DEPRECIATION & AMORTISATION | | | - | | - |
| E. PROFIT / (LOSS) BEFORE TAX | | | 149,999 | | 473,511 |
| F. PROVISION FOR TAXATION | | | - | | - |
| G. PROFIT / (LOSS) AFTER TAX | | | 149,999 | | 473,511 |
| H. BALANCE BROUGHT FORWARD | | | (57,660,282) | | (58,133,793) |
| BALANCE CARRIED TO BALANCE SHEET | | | (57,510,283) | | (57,660,282) |
| Earning Per Share - Basic and Diluted | | | 0.05 | | 0.15 |
| Accounting Policies | X | | | | |
| Notes to Accounts | XI | | | | |

The schedules referred to above form an integral part of accounts.

AS PER OUR REPORT OF EVEN DATE

**For KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

**ANKIT PAREKH
PARTNER
M. No. 114622**

**C. M. BUCH
DIRECTOR**

**CHANDAN PARMAR
MD & CEO**

Place : Mumbai

Date : 18-07-2011

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED
SCHEDULES FOR THE YEAR ENDED ON

| PARTICULARS | 31.03.2011 | 31.03.2010 |
|--|--------------------|--------------------|
| | (Rs.) | (Rs.) |
| I. SHARE CAPITAL | | |
| AUTHORISED 1,50,00,000 (Previous Year 1,50,00,000) | <u>150,000,000</u> | <u>150,000,000</u> |
| Equity Shares of Rs. 10/- each | | |
| ISSUED : | | |
| 1,50,00,000 (Previous Year 1,50,00,000) Equity shares of Rs.10/- each | <u>150,000,000</u> | <u>150,000,000</u> |
| SUBSCRIBED : | | |
| 31,44,000 (Previous Year 31,44,000) Equity Shares of Rs. 10/- each fully paid | 31,440,000 | 31,440,000 |
| Add : Forefeited Shares | <u>11,869,500</u> | <u>11,869,500</u> |
| | <u>43,309,500</u> | <u>43,309,500</u> |
| II. RESERVES AND SURPLUS | | |
| Securities Premium Account : | <u>22,603,200</u> | <u>22,603,200</u> |
| | <u>22,603,200</u> | <u>22,603,200</u> |
| III. UNSECURED LOANS (Long Term) | | |
| From Directors | <u>613,502</u> | <u>85,700</u> |
| | <u>613,502</u> | <u>85,700</u> |
| IV. CASH AND BANK BALANCES | | |
| Cash on Hand | - | - |
| Balance with scheduled banks - in Current Accounts | 10,505 | 19,449 |
| | <u>10,505</u> | <u>19,449</u> |
| | <u>10,505</u> | <u>19,449</u> |

Datasoft Application Software (India) Limited

| PARTICULARS | 31.03.2011 | 31.03.2010 |
|--|------------------|------------------|
| | (Rs.) | (Rs.) |
| V. LOANS AND ADVANCES | | |
| (Unsecured, Considered doubtful) | | |
| Deposits | 15,000,000 | 15,000,000 |
| Less : Provision for non-recoverables | 15,000,000 | - |
| (Unsecured, Considered good) | | |
| Loans | <u>8,815,613</u> | <u>8,176,100</u> |
| | <u>8,815,613</u> | <u>8,176,100</u> |
| | | |
| VI. OTHER CURRENT ASSETS | | |
| Income Tax | <u>210,002</u> | <u>157,599</u> |
| | <u>210,002</u> | <u>157,559</u> |
| | | |
| VII. CURRENT LIABILITIES AND PROVISIONS | | |
| CURRENT LIABILITIES | | |
| Sundry Creditors - For Expenses | 20,201 | 15,030 |
| (Refer Note - 2 of Schedule XI) | | |
| | <u>20,201</u> | <u>15,030</u> |
| | | |
| VIII. INCOME | | |
| Interest Income | 700,000 | 700,898 |
| Other Income | 3,815 | 18,550 |
| | <u>703,815</u> | <u>719,448</u> |

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| PARTICULARS | 31.03.2011 | 31.03.2010 |
|---|----------------|----------------|
| | (Rs.) | (Rs.) |
| X. EXPENDITURE | | |
| Administrative and Other Expenses | | |
| AGM Exp. | 52,232 | - |
| Auditors Remuneration | 11,030 | 11,030 |
| Bank Charges | 512 | - |
| Communication Expenses | - | 5,452 |
| Legal and Professional Charges | - | 13,500 |
| Share Transfer and Listing Fees | 78,206 | 74,382 |
| Share Locking Exp. | 3,309 | - |
| Printing & Stationery | 468 | - |
| Profession Tax | 2,500 | 2,500 |
| Professional fees | 25,634 | - |
| Relisting fees | 375,150 | - |
| Roc Fees | 3,502 | 3,510 |
| General Expenses | - | 47,345 |
| Telephone Expenses | 1,273 | - |
| | <u>553,816</u> | <u>157,719</u> |
| MISCELLANEOUS EXPENSES WRITTEN OFF | | |
| Share Issue Expenses | - | 88,218 |
| | <u>-</u> | <u>88,218</u> |

X. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF ACCOUNTING :

The Financial Statements have been prepared under the historical cost convention, except where impairment is made and on accrual basis in accordance with the accounting practices generally accepted in India and the provisions of the Companies Act, 1956. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

2. USE OF ESTIMATES :

The preparation of financial statements, in conformity with generally accepted accounting principles, requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognized in the period in which the results are known / materialized.

3. REVENUE RECOGNITION :

Interest on deployment of fund is recognized on accrual basis.

4. FIXED ASSETS AND DEPRECIATION :

Fixed Assets are stated at cost less accumulated depreciation. Depreciation and impairment losses (if any) on all assets is provided on written down method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

5. INVENTORIES :

Inventories are valued at cost or net realizable value, whichever is lower.

6. BORROWING COST :

Interest accrued on loan for acquiring asset is capitalized till the date the assets are put to use.

7. IMPAIRMENT OF ASSETS :

At the end of each reporting period, the company determines whether a provision should be made for the impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with the Accounting Standard 28 on "Impairment of Assets" issued by the ICAI. An impairment loss is charged to Profit and Loss account in the period in which, an asset is classified as impaired, when the carrying value of assets exceeds its recoverable value.

The impairment loss recognized in the earlier accounting period is reversed if there has been a change in the estimate of recoverable amount.

8. PROVISION FOR CURRET AND DEFERRED TAX :

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deffered tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in the future.

9. EARNING PER SHARE :

In determining earning per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earning per share is weighted average number of shares outstanding during the period. The number of shares used in computing diluted earning per share comprises the weighted average shares considered for deriving basic earning per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

10. CONTINGENCIES & PROVISIONS :

A provision is recognised when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefits is remote.

11. Cash and Cash Equivalentents :

Cash and cash equivalentents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

XI. NOTES FORMING PART OF THE ACCOUNTS :

1. There are no commitments on capital account as on the date of the Balance Sheet.

Datasoft Application Software (India) Limited

2. In terms of Section 22 of Micro, Small and Medium Enterprises Development Act, 2006, the outstanding to these enterprises are required to be disclosed. However, these enterprises are required to be registered under the Act. In the absence of the information about registration of the Enterprises under the above Act, the required information could not be furnished. In view of above and in absence of relevant informations, the Auditor has relied upon the same.

3. The company has suspended all its business activities till the time company generates sufficient resources for effective working, as decided by the Board of Directors in its meeting held on 21st January 2004. Accordingly company has neither replaced senior management staff after their resignation nor retained marketing network. Company carries on its effort to identify a strategic partner, who can bring in required resources. However, the management is not able to express their views on probable date for recommencement of company's activities.

Considering the fact that company has a positive net worth, that company can meet all its liabilities out of its assets, and that the realizable value of the net assets is higher than / equal to its costs recorded in books and accordingly all the assets and liabilities have been stated at their historical costs, which is same as its realizable value.

4. Principal business of the company remains temporarily suspended due to unavailability of sufficient resources. Company shall restart its business upon generating required resources for effective working. Meanwhile idle funds are invested in interest fetching loans/deposits, till the time they get deployed in main business. Since the Company has no other business, the interest income and the loan assets are respectively more than 50% of total income and 50 % of total assets. The company therefore satisfies one of the conditions for NBFC registration. However since Net worth of the Company is less than Rs. 200 lakhs, the Company cannot register itself as NBFC.

5. Particulars of Turnover :
(As certified by the Management)

| Particulars | 31-03-2011 Amount (Rs.) | 31-03-2010 Amount (Rs.) |
|-------------------------------------|----------------------------|----------------------------|
| a. License Fees – Packaged Software | - | - |
| b. Interest | 7,01,815 | 7,19,448 |
| 6. Expenditure in Foreign Currency | - | - |
| 7. Earning in Foreign Exchange | - | - |
| 8. Auditor's Remuneration | | |
| a) Audit Fees | 11,030 | 11,030 |
| b) Other services | 16,547 | - |

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9. Deferred Tax :

The company has unabsorbed depreciation and carry forward losses and other allowances available for set-off under the Income Tax Act 1961. However in view of present uncertainty regarding generation of sufficient future taxable income, net deferred tax assets amounting to Rs. 71,67,784 at the year-end including related credit for the year have not been recognized in these accounts on prudent basis.

10. Earning Per Share :

| Particulars | 31-03-2011 | 31-03-2010 |
|--|------------|------------|
| Profit/(Loss) After Tax (Rs. in lacs) | 1.50 | 4.73 |
| Average no. of Equity shares outstanding (in lacs) | 31.44 | 31.44 |
| Earning Per Share (Basic) Face Value Rs. 10 per share | Rs. 0.05 | Rs. 0.15 |

11. Related Party disclosures :

| Name of Party | Nature of relationship |
|-------------------------------------|--------------------------|
| Bhuta Buch & Associates | Directors are interested |
| Knowledgegate Consultants Pvt. Ltd. | Directors are interested |
| Mr. Chandan Parmar | Director |
| Mr. Chaitainya Buch | Director |
| Mr. Rajesh Bhuta | Director |
| Mr. Hasmukh J. Shah | Chairman |

| Transaction with Related Party | Amount (Rs.) |
|--------------------------------|--------------|
| Loan Received | 6,02,802/- |
| Loan Repaid | 75,000/- |

- Related parties are identified by the Management and relied upon by the Auditors.

12. Segment Reporting :

The Company operates in a single segment of financing activity, hence no additional disclosure under According Standard - 17, "Segment Reporting" is required in these financial statements. There is no reportable Geographical Segment.

Datasoft Application Software (India) Limited

13. At the end of the year, there were no employees in the company; hence no provision has been made for Gratuity and Leave encashment.

14. Previous period figures are grouped / regrouped, arranged / re-arranged wherever necessary.

15. Balance Sheet Abstract and Company's General Business Profile.

I. Registration Details

Registration No. 67032

State Code 11

Balance Sheet Date :

31-03-2011

II. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

NIL

Right Issue

NIL

Bonus Issue

NIL

Private Placement

NIL

III. Position of Mobilization and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

66,526

Total Assets

66,526

Sources of Funds

Paid up Capital

43,310

Reserves & Surplus

22,603

Secured Loans

NIL

Unsecured Loans

613

Application of Funds

Net Fixed Assets

NIL

Investments

NIL

Net Current Assets

9,016

Misc. Expenditure

NIL

Accumulated Loss

57,510

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IV. Performance of Company (Amount in Rs. Thousands)

| | |
|--------------------------|-------------------------|
| Turnover | Total Expenditure |
| 704 | 554 |
| Profit/(Loss) before Tax | Profit/(Loss) after Tax |
| 150 | 150 |
| Earning Per Share Rs. | Dividend rate % |
| 0.05 | NIL |

V. Generic Names of Principal products/services of the company (as per monetary terms)

Product Description : Software development and related services

SIGNATURE TO SCHEDULE I TO XI

AS PER OUR REPORT OF EVEN DATE

**For KANU DOSHI ASSOCIATES
CHARTERED ACCOUNTANTS**

For DATASOFT APPLICATION SOFTWARE (INDIA) LTD.

**ANKIT PAREKH
PARTNER
M. No. 114622**

**C. M. BUCH
DIRECTOR**

**CHANDAN PARMAR
MD & CEO**

**PLACE : MUMBAI
DATE : 18-07-2011**

Datasoft Application Software (India) Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED

| | 31.03.2011 (Rs.) | 31.03.2010 (Rs.) |
|---|---------------------|---------------------|
| (A) <u>Cash Flow from operating activities :</u> | | |
| Net profit/(Loss) before tax | 149,999 | 473,511 |
| Adjustments for : | | |
| Miscellaneous Expenditure written off | - | 88,218 |
| Operating profit before working capital changes | 149,999 | 561,729 |
| Adjustments for Changes in Working Capital : | | |
| Loans & Advances | (639,513) | (684,604) |
| Other Current Assets | (52,403) | 178,175 |
| Current Liabilities | 5,171 | (68,207) |
| Net Cash Flow from operating activities (A) | (536,746) | (12,907) |
| (B) <u>Cash Flow From Investing activities :</u> | | |
| Fixed Assets/Software Products purchased/developed | - | - |
| Proceeds from Sale of Fixed Assets | - | - |
| Proceeds from Sale of Investments | - | - |
| Net Cash Flow from Investing activities (B) | - | - |
| (C) <u>Cash Flow From Financing Activities :</u> | | |
| Unsecured Loans from Directors | 527,802 | 25,700 |
| Net Cash Flow from Financing activities (C) | 527,802 | 25,700 |
| Net change in Cash & Cash equivalent : (A + B + C) | (8,944) | 12,793 |
| Cash and Cash equivalent at the end of Previous Year | 19,449 | 6,656 |
| Cash and Cash equivalent at the end of Current Year | 10,505 | 19,449 |

For DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Place : MUMBAI
Date : 18-07-2011

C. M. Buch
Director

CHANDAN PARMAR
MD & CEO

Annual Report 2010 - 2011

Dear Shareholder

Sub : Green Initiative in Corporate Governance Service of documents by electronic mode

The Ministry Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliance by Companies. In accordance with the recent Circular no. 17/2011 dated 21-04-2011 and Circular no. 18/2011 dated 29.04.2011 issued by the MCA. Companies can now send various notices and documents, including the Annual Report, to the Shareholders through electronic mode to the registered e-mail addresses of shareholders.

Your Company appreciates this initiative and would like to enable conservation of paper thereby contributing to a Greener Environment. This initiative presents the shareholders of **Datasoft Application Software (India) Limited** with a unique opportunity to contribute towards Corporate social Responsibility of the Company.

If you hold shares in demat form, we invite you to contribute to the cause by updating your said details with your depository participant. In case you hold shares in physical form please complete the form given below and send it back to us.

Please note that as a member of the Company you are entitled to receive all such communication in physical form, upon request.

Best regards

Chandan Parmar
MD & CEO

E-COMMUNICATION REGISTRATION FORM

(In terms of Circulars No. 17/2011 dated 21-04-2011 issued by the Ministry of Corporate Affairs)

To,
Link Intime India Pvt. Ltd.
Unit : **Datasoft Application Software (India) Limited**
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai - 400 078.

Daer Sir / Madam

Re : Green Initiative in Corporate Governance - Service of documents by electronic mode.

I/We agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through email.

Folio No. : _____
DP Id : _____
Client ID : _____
Name of the First Holders : _____
Name of Joint Holders : _____
Email Id (to be registered) : _____

I/We will keep the Company informed as and when there is any change in the e-mail address.

Date : _____ Signature of the first holder : _____

Important Notes :

1. Please fill in capital letters in legible handwriting.
2. Shareholders are requested to keep the Company informed as and when there is any change in the e-mail address. Unless the e-mail ID is changed by you by sending another communication in writing, the Company will continue to send all notice/documents to you at the above mentioned e-mail ID.

Datasoft Application Software (India) Limited

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Off:- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400066

PROXY

I/We _____ of
_____ in the district of
_____ being a member/members of the
abovenamed Company, hereby appoint _____
of _____ in the district of _____
or failing him _____ of
_____ in the district of
_____ as my/our Proxy and vote for me/us and
on my/our behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Company to be held on Thursday,
29th September, 2011 at 3.00 p.m. at Shree Girdharilal Munshilal Jain Sabhagruh Road, 1st Floor, New Shanti
Nagar, Opp. Jain Mandir, Mandpeshwar Road, Borivali (West), Mumbai - 400 103 and at any adjournment thereof.
Signed this _____ day of _____ 2011.

Reference Folio

Signature

This form is to be used _____ *infavour of _____ the resolution.
*against _____

Affix
Revenue
Stamp

Unless otherwise instructed, the proxy will act as he thinks fit.

*Strike out whichever is not desired.

NOTE : The Proxy Form must be returned so as to reach at 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai - 400 066 not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.

DATASOFT APPLICATION SOFTWARE (INDIA) LIMITED

Regd. Off :- 22, Blue Rose Industrial Estate, Western Express Highway, Borivali (East), Mumbai 400 066

ATTENDANCE SLIP

| |
|----------------|
| Name & Address |
|----------------|

I hereby record my presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company at Shree Girdharilal Munshilal Jain Sabhagruh Road, 1st Floor, New Shanti Nagar, Opp. Jain Mandir, Mandpeshwar Road, Borivali (West), Mumbai - 400 103 on Thursday, 29th September, 2011 at 3.00 p.m.

| |
|---------------------------|
| SIGNATURE OF MEMBER _____ |
| THE ATTENDING PROXY _____ |

Notes :

1. Shareholder/Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.