

SIBAR SOFTWARE SERVICES (I)LTD.

REGD.OFFICE: House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089.



15th Annual Report
2013-2014



Sibar Software Services (India) Limited

BOARD OF DIRECTORS

1. Sri. Subhransu Sekhar Pani
2. Sri. K.Balasubramanian
3. Sri. B.Ramana Reddy
4. Sri. K.Srinivas

Executive Director
Director
Director
Director

AUDITOR

Hanumaiah & Co

Chartered Accountants,
1 & 2 Ground,
RAM'S VSR Apartments,
Mogalrajpuram,
VIJAYAWADA - 520 010. (A.P.)

BANKERS'

Oriental Bank of Commerce, Vijayawada
I C I C I Bank

REGISTERED OFFICE

House No. 2B, Plot No. 134,
Near Golden Temple,
Secretariat Colony,
Puppalaguda, Manikonda,
HYDERABAD - 500 089.

LISTING

Bombay Stock Exchange Ltd, Mumbai

SHARE TRANSFER AGENTS

M/s.Bigshare Services Pvt.Limited
E-2, Ansa Industrial Estate, Sakivihar Road
Saki Naka, Andheri (E)
MUMBAI - 400 072.

15th ANNUAL GENERAL MEETING

Date : 30th, September, 2014
Time : 10.00 A.M.
Day : Tuesday
Venue : House No. 2B, Plot No. 134,
Near Golden Temple,
Secretariat Colony,
Puppalaguda, Manikonda,
HYDERABAD - 500 089.

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NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Company will be held on Tuesday, September 30, 2014 at 10.00 a.m. at the Registered Office, situated at House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, Hyderabad - 500 089, Telangana, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that day and the Reports of the Directors and Auditor thereon.
2. To appoint a Director in place of Sri. K. Srinivas (DIN: 02585882), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

"RESOLVED THAT M/s. Hanumaiah & Co., Chartered Accountants (Firm Registration No. 009021S), Vijayawada recommended by the Audit Committee of the Board of Directors, be and are hereby re-appointed as Statutory Auditors of the Company for a period of three financial years i.e., to hold office from the conclusion of this Annual General Meeting till the conclusion of 18th Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company."

Special Business:

4. Appointment of Sri. Balasubramanian Krishnan (DIN: 00216945) as an Independent Director of the Company

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri. Balasubramanian Krishnan (DIN: 00216945), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019."

5. Appointment of Sri. Venkatramana Reddy Baddam (DIN: 02585900) as an Independent Director of the Company.

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri. Venkatramana Reddy Baddam (DIN: 02585900), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019."

By Order of the Board

(Sd/-)

Subhransu Sekhar Pani
Executive Director

Place: Hyderabad

Date: August 14, 2014.



Sibar Software Services (India) Limited

NOTES

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. A Proxy need not be a member of the Company. Proxies, to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
2. The Register of Members of the Company will remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
3. Members are requested to quote their Registered Folio Numbers in all their Correspondence with the Company and notify change in their registered address, if any.
4. Members/proxies should bring the Attendance slips duly signed to the meeting and hand it over at the entrance. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting. Xerox copy of attendance slips will not be accepted at the entrance of the Meeting Hall. Members are requested to bring their copy of the Annual Report to the Meeting as copies will not be distributed at the Meeting hall due to prohibitive cost of printing.
5. Electronic copy of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 15th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
6. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in this Notice. The detailed instructions for e-voting are given as a separate attachment to the Annual Report.

7. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement executed by the company with the BSE Limited, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL).

A member may exercise his/her votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cutoff date i.e., August 08, 2014, may cast their votes electronically.

Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. S. Srikanth (Membership No. 22119), Proprietor of S Srikanth & Associates, Company Secretaries, at # 6-3-626, Parameswara Appartments, 5th Floor, 5-A, Anand Nagar, Khairatabad, Hyderabad-500004, Telangana not later than Thursday, September 25, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to sibarsoft@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach # 6-3-626, Parameswara Appartments, 5th Floor, 5-A, Anand Nagar, Khairatabad, Hyderabad-500004, Telangana not later than Thursday, September 25, 2014 (6.00 p.m. IST).



Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, September 23, 2014 at 10.00 a.m. and ends on Thursday, September 25, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 08, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on the e-voting website www.evotingindia.com during the voting period
- iii. Click on "Shareholders" tab.
- iv. Now, select the "Company Name: Sibar Software Services (India) Limited" from the drop down menu and click on "SUBMIT"
- v. Now Enter your User ID,
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification Code as displayed and Click on Login.
- vii. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction "v".

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



Sibar Software Services (India) Limited

- xii. Click on the EVSN for the relevant SIBAR SOFTWARE SERVICES (INDIA) LIMITED EVSN Reference No: 140904090 on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i) The e-voting period commence on Tuesday, September 23, 2014 (10.00 a.m.) and end on Thursday, September 25, 2014(6.00 p.m.). During this period, member of the company holding share either in physical form or in dematerialize form as on August 08, 2014 may cast their vote electronically. The e-voting module shall be disabbling by CDSL for voting Thereafter. Once the vote on resolution is cast by the member, he shall not be allowed to change it subsequently.
- ii) The voting rights of members shall be incorporation to their shares of the paid-up equity share capital of the company as on August 08, 2014.
- iii) Mr. S. Srikanth (Membership No. 22119), Proprietor of S Srikanth & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) and in a fair and transparent manner.
- iv) The scrutinizer, shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make scrutinizer's report of the vote cast in favour or against, if any, forthwith to the chairman of the company.

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- v) The results declared along with the scrutinizers report shall be placed on the company website www.sibarsoftware.com and with the website of CDSL within two days of passing of resolutions at the 15th AGM of the company on September 30, 2014 and communicated to the BSE Limited where the share of the company are listed.

By Order of the Board

(Sd/-)

Place: Hyderabad

Date: 14-8-2014

Subhransu Sekhar Pani

Executive Director

Annexure to the Notice

Notes on Directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges. Profile of Directors being Appointed/Re-appointed:

Item No. 2

Sl.No.	Particulars	K. Srinivas
1.	Age	38
2.	Date of Appointment	18.08.2008
3.	Qualification	M.B.A
4.	Experience	Expertise in Marketing
5.	Other Directorships	Nil

Item No. 4

Sl.No.	Particulars	Balasubramanian Krishnan
1.	Age	62
2.	Date of Appointment	01.08.2006
3.	Qualification	B. Sc., B.Com.
4.	Experience	He has vast experience in accounts, Taxation and International financing
5.	Other Directorships	Sibar Media & Entertainment Limited

Item No. 5

Sl.No.	Particulars	Venkatramana Reddy Baddam
1.	Age	42
2.	Date of Appointment	18.08.2008
3.	Qualification	M D S
4.	Experience	He has 15 yeras experience in Dental Sciences
5.	Other Directorships	Nil



Sibar Software Services (India) Limited

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

Item No. 4 and 5

It is proposed to appoint Sri. Balasubramanian Krishnan (DIN: 00216945) and Sri. Venkatramana Reddy Baddam (DIN: 02585900) as Independent Directors under Section 149 of the Act to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019.

Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam for the office of Directors of the Company.

The Company has also received declarations from Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam fulfill the conditions for appointment as Independent Directors as specified in the Act. Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam are independent of the management.

Copy of the draft letters for respective appointments of Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Sri. Balasubramanian Krishnan and Sri. Venkatramana Reddy Baddam are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

By Order of the Board

(*Sd/-*)

Subhransu Sekhar Pani
Executive Director

Place: Hyderabad
Date: August 14, 2014.

15th Annual Report



DIRECTORS REPORT

Dear Members,

The Directors have pleasure in presenting before you the 15th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS:

(Rs.in Lakhs)

Particulars	Year ended 31-3-2014	Year ended 31-3-2013
Income	10.93	15.20
Profit before Tax	0.01	0.04
Less: Provision for Taxation	0.00	0.00
Profit After Tax	0.01	0.04
Add: Balance in Profit & Loss A/c. b/fd from previous year	(849.32)	(849.36)
Profit Available for Appropriation	(849.31)	(849.32)

PERFORMANCE:

During the year 2013-14, the Company has achieved a turnover of Rs 10.93 Lakhs amounts and incurred a net profit Rs. 0.01 lakhs.

Independent Directors

In accordance with Sections 149, 152 read with Schedule IV read with relevant Rules of the Companies Act, 2013 Shri. Balasubramanian Krishnan and Shri. Venkata Ramana Reddy Baddam as independent Directors of the Company not liable to retire by rotation upto the conclusion of the 20th Annual General Meeting of the Company in the calendar year 2019."

Retiring by Rotation

In accordance with the requirements of the Companies Act, 2013 Shri K. Srinivas, Director of the Company are liable to retire by rotation at the Annual General Meeting and, being eligible, offer themselves for reappointment at the ensuing Annual General Meeting.

Brief resume of the Directors proposed to be reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships and relationships between directors inter-se, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance.

Statutory Auditors

Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, on rotation of audit firms, and based on the recommendation of the Audit Committee, the Board has re-appointed M/s. HANUMAIAH&CO Chartered Accountants, Vijayawada as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting to the Conclusion of the next Annual General Meeting. M/s. HANUMAIAH&CO Chartered Accountants, Vijayawada, have confirmed that the appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013. Accordingly, the appointment of M/s. HANUMAIAH&CO,Chartered Accountants, Vijayawadas, as the Statutory Auditors, is being proposed as an Ordinary Resolution.

Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of Listing agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.



Sibar Software Services (India) Limited

Fixed Deposits:

The Company has not accepted any deposits from the public in terms of Section 58A of the Companies Act, 1956

Particulars of Employees:

It is to report that there are no employees drawing salary of Rs.2,00,000/- or more p.m. or Rs.24,00,000/- or more per year or part thereof.

Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the Company, who have contributed for the administration of the Company's affairs.

Directors Responsibility Statement:

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

- i) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departure from the same;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and profit for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out Go:

The particulars relating to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo as required under section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are as follows

a) Conservation of Energy

The company's operations require low energy consumption. Adequate measures are taken to conserve energy whenever possible.

b) Technology absorption, Adoption and Innovation

There is no information to be furnished regarding Technology Absorption as your Company has not undertaken any research and development activity in any manufacturing activity nor any specific technology is obtained from any external sources, which needs to be absorbed or adopted.

c) Foreign Exchange earnings and outgo: Nil

Corporate Governance:

In pursuance of Clause 49 of the Listing Agreement entered into with the stock exchanges, a separate section on Corporate Governance has been incorporated in the annual report for the information of shareholders. A certificate from the auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 also forms part of the annual report.

Acknowledgements:

Your Directors wish to place on record their gratitude to the Company's shareholders, customers, vendors and bankers for their continued support to the company growth initiatives. Your Directors also wish to place on record, their appreciation of the



contribution made by employees at all levels, who through their competence, sincerity, hard work, solidarity and dedicated support, have enabled your Company to make rapid strides in its business initiatives Your Directors also thank the Central and State Governments and their various agencies and other Governmental agencies for extending their support during the year, and look forward to their continued support.

On behalf of the Board of Directors
Sd/-

Subhransu Sekhar Pani
Executive Director

Place: Hyderabad
Date: 14.08.2014

CORPORATE GOVERNANCE (Mandatory Requirements)

INTRODUCTION:

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance (Code) by way of amendment to the listing agreement with the Stock Exchanges. The Company has complied with the mandatory requirements of the Code.

Report on Corporate Governance

In terms of Compliance to Clause No. 49 of the Listing Agreement on Corporate Governance, your Company is complying with the guidelines. The report for current year is as follows:

(1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally and provide satisfaction to all stakeholders including customers, shareholders and employees.

(2) Board of Directors:

The Composition of the Board of Directors of the company meets the stipulated requirements. The Board of Directors comprises a Managing Director, executive director and nonexecutive Directors. The Board functions as a full Board or through Committees. The Board and the Committees meet at regular intervals to discuss on areas of Policy formulation, evaluation of performance and control functions vest with Board, while the Committees oversee operational issues

(1) Composition and Category of Directors as of March 31, 2014 is as follows:

Sl No.	Name	Designation	Category
1.	Subhransu Sekar Pani	Executive Director	Executive Non Promoter
2.	K. Balasubramanian	Director	Independent
3.	B Ramana Reddy	Director	Independent
4.	K Srinivas	Director	Non Executive Non Promoter
5.	S. Ramasubramanian *	Director	Independent

(*) resigned w.e.f. 16.09.2013)

Mention the details of the directors designation, appoint or resignation during the year.



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(ii) Particulars of Directorships of other Companies:

NAME OF DIRECTOR	NAME OF COMPANY	POSITION
Subhransu Shekar Pani	Nil	Nil
K. Balasubramanian	Sibar Media & Entertainment Ltd	Director
B. Ramana Reddy	Nil	Nil
K. Srinivas	Nil	Nil

Conduct of Board Proceedings

The day to day business is conducted by the executives of the Company under the directions of Executive Director and the supervision of the Board. The Board holds periodical meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board performs the following specific functions in addition to the oversight of the business and the management.

- Review, monitor and approve major financial and business strategies and corporate actions
- Assess critical risk facing the company and review options for their mitigation
- Ensure that processes are in place for maintaining the integrity of
 - the Company;
 - the financial statements;
 - compliance with laws;
 - relationship with customers, suppliers and other stakeholders;
- Delegation of appropriate authority to the committees / executive directors / senior executives of the company for effective management of operations

Number of Board Meetings held

Four Board Meetings were held during the year 2013-2014. The intervening period between two Board Meetings was well within the maximum gap of four months prescribed under Clause 49 of Listing Agreement.

The details of the Board Meetings are as under:

Sl. No.	Dates	Board Strength	No. of Directors Present
1	25.05.2013	5	4
2	08.08.2013	5	4
3	13.11.2013	4	3
4	14.02.2014	4	3

Attendance of Directors at the Board Meetings, last Annual General Meeting (AGM) and chairmanships / memberships of each Director as on 31st March 2014 is as under:



NAME OF DIRECTOR ATTENDED	NO. OF BOARD MEETING (YES/NO)	LAST AGM ATTENDANCE
Subransu Sekar pani	4	YES
K. Balasubramanian	4	YES
B Ramana Reddy	3	YES
S. Ramasubramanian*	2	NO
K. Srinivas	2	NO

(*) resigned w.e.f (16.09.2013)

- in accordance with Clause 49, Memberships / chairmanships of only the Audit Committee and Shareholders' / Investors Grievance Committees of all Public Limited Companies (excluding Sibar Software Services (I) Limited) have been considered.
- Apart from receiving sitting fee for attending meetings, the Independent Directors do not have any material pecuniary relationships or transactions with the Company, its promoters, Directors, senior management or its holding company, subsidiaries and associates which may affect the independence of the Director.
- The Independent Directors are not related to the promoters or persons occupying management positions at the Board level or at one level below the Board.
- The Independent Directors have not been executives of the Company in the immediately preceding three financial years.
- They are not partners or executives or were not so during the preceding three years of the
 - Statutory audit firm or the internal audit firm associated with the Company.
 - Legal firm(s) and consulting firm(s) that have a material association with the Company.
- The Independent Directors are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect their independence.
- They are not the substantial shareholders of the Company i.e. do not own 2 per cent or more of the block of voting shares.

Details of Directors

Brief resume of all the Directors of the company are furnished hereunder:

Shri Subhransu Sekar Pani , aged 37 years, is Executive Director of the Company. He holds a Degree - B Sc, L L B from Utkal University, Orrisa State and more than 13 yrs experience in IT.

Shri Subhransu Sekar Pani joined the Board of Directors of the Company with effect from 5th July, 2012.

Shri Subhransu Sekar Pani holds does not hold any Equity Shares in the Company as on 31st March 2014

Shri K. Balasubramanian aged 62 years, is Non-Executive Independent Director of our Company. He holds a BSc. B.Com .

Shri K. Balasubramanian joined the Board of Directors of the Company with effect from 1st August, 2006. and he is currently the Chairman of Audit Committee and Member of Investor Grievance & share transfer committee also Member of Remuneration Committee.

Shri K. Balasubramanian does not hold any Equity Shares in the Company as on 31st March 2014



Sibar Software Services (India) Limited

Shri B Ramana Reddy aged 42 years, is Non-Executive and Independent Director of our Company. He holds M D S.

Shri B Ramana Reddy joined the Board of Directors of the Company with effect from 18th August, 2008 and he is currently Chairman of the Remuneration Committee and member of Audit Committee and Investor Grievance & share transfer committee .

Shri B Ramana Reddy does not hold any Equity Shares in the Company as on 31st March 2014

Shri K. Srinivas aged 38 years, is Non Executive Non promoter Director of our Company. He holds B.Com, M B A

Shri K. Srinivas joined the Board of Directors of the Company with effect from 18th August, 2008 and he is currently the member of Remuneration committee

Shri K. Srinivas does not hold any Equity Shares in the Company as on 31st March 2014

Brief description to all directors of the company to be given

3. Committees of the Board

The Company has the following standing committees of the Board.

a. Audit Committee

Composition, Name of the Members and Chairman

In terms of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Board of Directors of the Company has constituted an Audit Committee comprising of Two Non-Executive and Independent Directors and One Executive Director.

Name	Designation	Category
K. Balasubramanian	Chairman	Non-Executive and Independent
B. Ramana Reddy	Member	Non-Executive and Independent
Subhransu Sekar Pani	Member	Executive and Non Promoter

The Minutes of the meetings of the Audit Committee are circulated to all the members of the Board along with the Agenda.

Terms of reference of the Committee are as follows:

- Review the un-audited quarterly results and Annual accounts of the company
- Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment of any other services
- Reviewing with the management, the annual financial statements before submission to the Board focusing primarily on:
 - (i) Any changes in accounting policies and practices
 - (ii) Major accounting entries based on exercise of judgment by the management
 - (iii) Qualifications in draft audit reports
 - (iv) Significant adjustments arising out of the audit
 - (v) The going concern assumption
 - (vi) Compliance with accounting standards



- Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the company at large
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- Discussion with internal auditors any significant findings and follow-up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspicion of fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the board
- Discussion with external auditors before the audit commences, on the nature and scope of audit and also post- audit to ascertain any areas of concern
- Reviewing the company's financial and risk management policies
- To look into and review the reasons for substantial defaults, if any, in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

Attendance of the members at the Audit Committee Meetings:

During the current financial year 2013-2014 Four Audit Committee Meetings were held and the details of the Audit Committee Meetings are as under:-

Sl. No.	Dates	Committee Strength	No. of Directors Present
1	25.05.2013	3	3
2	08.08.2013	3	3
3	13.11.2013	3	3
4	14.02.2014	3	3

b. Remuneration Committee

The Remuneration Committee has been constituted to formulate and recommend to the Board all elements of the remuneration package of the Managing Director and Executive Directors, including performance / achievement bonus and perquisites payable to the Whole Time Directors.

In terms of Clause 49 of the Listing Agreement, the Board of Directors of the Company has constituted this Committee comprising of all the Three Members being Non-Executive and majority being Independent Directors:

Name	Designation	Category
B Ramana Reddy	Chairman	Non-Executive and Independent
K. Srinivas	Member	Non Executive Non promoter
K. Balasubramanian	Member	Non-Executive and Independent

The Minutes of the meetings of the Remuneration Committee are circulated to all the members of the Board along with the Agenda.



Sibar Software Services (India) Limited

The terms of reference of the Remuneration Committee are as follows:

- The Remuneration Committee recommends to the board the compensation terms of the executive directors
- Framing and implementing on behalf of the Board and the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors
- Bringing about objectivity in fixing the remuneration package while striking a balance between the interest of the Company and the shareholders

As no director is taking any remuneration, no remuneration committee meetings were held during the year.

c. Investor Grievance & Share Transfer Committee

This Committee comprises of the following members

Name	Designation	Category
S. Shekar Pani	Chairman	Executive non promoter
B. Ramana Reddy	Member	Non- Executive and Independent
K. Balasubramanian	Member	Non promoter independent

The terms of reference of the Investor Grievance & Share Transfer Committee are as follows:

To allot the equity shares of the Company, and to supervise and ensure:

- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- Redressal of shareholder and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc;
- Issue of duplicate / split / consolidated share certificates;
- Review of cases for refusal of transfer / transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- And to otherwise ensure proper and timely attendance and redressal of investor queries and grievances.

Shareholders complaints Status:

Opening	Nil
Received During the Period	—
Resolved During the Period	—
Pending	Nil

Name and designation of Compliance Officer: Sri. Subhransu Sekar Pani, Executive non promoter



4. General Body Meetings:

The details of date, location and time of the last three Annual General Meetings held areas under:

Financial Year	Date	Time	Address
2012-13	30.09.2013	10.30 a.m	D.No 7-1-29/B/12, Opp United Avenue, North End, Leela Nagar, Ameerpet, Hyderabad
2011-12	29.09.2012	3.00 p.m	D.No 7-1-29/B/12, Opp United Avenue, North End, Leela Nagar, Ameerpet, Hyderabad
2010-11	30.09.2011	3.00 p.m	D.No 7-1-29/B/12, Opp United Avenue, North End, Leela Nagar, Ameerpet, Hyderabad

No Special Resolutions were passed in the Annual General Meetings during the last 3 years.

5. Postal Ballot:

No Special Resolutions was passed through Postal Ballots during the Financial Year 2013-2014. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

6. DISCLOSURES;

- a. Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the management, their relatives, or subsidiaries etc., that may have potential conflict with the interest of the Company at large**

The disclosures with regard to transactions with related parties are given in the Notes to the Accounts of the audited financial statements for the year ended 31st March 2014. These transactions are not in conflict with the interest of the Company.

b. Disclosure of Accounting Treatment

The financial statements are prepared on accrual basis of accounting and in accordance with Indian GAAP and as per the provisions of the Companies Act, 1956 (the Act) and comply with material aspects with the accounting standards notified in Section 211 (3C) of the Act read with the Companies (Accounting Standard) Rules, 2006

c. Board Disclosures

i. Risk Management

Currently, the Company's risk management approach comprises of the following:

- Governance of Risk
- Identification of Risk
- Assessment and control of Risk

The risks are being identified by a detailed study. Senior Management are analysing and working in mitigating them through co-ordination among the various departments. Insurance coverage and personal accident coverage for lives of all employees are also being taken.

Your company put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Presentation to the Board of Directors and the Audit Committee is made on risk management. The Board and the Audit Committee provides oversight and review the risk management policy periodically.



ii. Internal Control System

Your company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies. The Company has a well-defined delegation of power and defined limits for approving revenue as well as capital expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down to ensure adequacy of the control system, adherence to the management instructions and legal compliances.

d. Code of Conduct

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board Members and Senior Management Personnel of the company. An affirmation of compliance with the code is received from them on an annual basis

e. CEO / CFO Certification

The CEO / CFO Certification on the financial statements and internal control are separately annexed.

7. Compliance with Non-mandatory requirements

- a. **Non-Executive Chairman's Office:** The Company doesn't maintain any office of the Non-executive chairman and any expenditure incurred by him in performance of his duties will be reimbursed by the Company.
- b. **Tenure of Independent Directors:** In terms of the Governance Policy of the Company, all Directors including Independent Directors except Managing Director are appointed / re-appointed for a period of three to five years or a shorter duration in accordance with retirement guidelines as determined by the Board from time to time. No maximum tenure for Independent Directors has been specifically determined by the Board.
- c. **Remuneration Committee:** The Company has a Remuneration Committee under the nomenclature "Remuneration Committee", the details of which are provided in this Report under the section "Committees of Board – Remuneration Committee"
- d. **Shareholders Rights:** The Quarterly, half-yearly and annual financial results of the Company are published in newspapers on all India basis and complete set of annual report is sent to every Shareholder of the Company
- e. **Audit Qualifications:** During the financial year 2013-2014, there are no audit qualifications in the Company's financial statements.
- f. **Training of Board Members:** Strategic supervision of the Company is the responsibility of the Board. To achieve this, the Board undertakes periodic review of various matters including business-wise performance and related matters, risk management, borrowings, internal & external audit findings etc., Directors are also briefed on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation and economic development.
- g. **Mechanism for evaluation of Non-Executive Directors:** The role of the Board of Directors is to provide direction and exercise control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations. The Board has not evolved any method/mechanism for appointment of non-executive directors.
- h. **Whistle Blower Policy:** The Company encourages open door policy where every employee have access to the Head of the Business / Department, employees are free to report existing / probable violation of laws, regulations or unethical conduct in the organization.



8. Means of Communication

Quarterly Results sent to each shareholders residence	No
Newspaper wherein Quarterly / Half-yearly / Yearly financial results are published	Financial Express – English and Surya – Telugu
Any website where results or official news are displayed	www.sibarsoftware.com
Whether it also displays official news release	Yes, the official news releases are posted on the Company's website
The presentations made to institutional investors or to the analysts	No presentations is made to institutional investors or the analysts
Whether Management discussion and analysis report is part of the Annual Report	Yes

SEBI Complaints Redressal System (SCORES)

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

BSE Corporate Compliance & Listing Centre

BSE has announced the launch of its online portal-BSE Corporate Compliance & Listing center for submission of various filings by listed companies with BSE, with effect from February 8, 2013.

The portal <http://listing.bseindia.com> is designed to make corporate filings easy, convenient and environment friendly for listed companies. Your company is registered with the portal and all the necessary filings are being done through this module developed by BSE

9. Dividend Payment date: Not Applicable

10. General Shareholders Information

Annual General Meeting	:	15 th Annual General Meeting, Tuesday 30 th September 2014
Time	:	10.00 AM
Venue	:	No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089.
Financial Year	:	1 st April 2013 to 31 st March 2014
Book closure dates	:	26 th September 2014 to 30 th September, 2014 (both days inclusive)

i. Financial Calendar for the year 2014-2015

Financial Reporting for the first quarter ended 30 th June 2014	on or before 14 th August 2014
Financial Reporting for the Second quarter / half-year ended 30 th September 2014	on or before 14 th November 2014
Financial Reporting for the third quarter / nine months ended 31 st December 2014	on or before 14 th February 2015
Financial Reporting for the fourth quarter / year ended 31 st March 2015	on or before 30 th May 2015



Sibar Software Services (India) Limited

ii. Stock Performance

No Quotation for the Financial Year 2013-14

iii. Script Code / Symbol

- a. Stock Exchanges
Bombay Stock Exchange Limited : 532302
- b. Demat ISIN Number : INE940A01019
- c. Corporate Identity Number (CIN) : L72200TG1999PLC032568

iv. Registrar & Share Transfer Agents:

Bigshare Services Pvt.Ltd
E-2, Ansa Industrial Estate,
Sakinaka, Andheri (E) Mumbai – 400 072

v. Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the within a maximum period of one month from the date of receipt, subject to the documents being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Shares Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All requests for Dematerialisation of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days of receipt.

vi. Pattern of Shareholding as on 31st March 2014

Sl. No.	Category	No. of Holders	No. of Shares	%
1	Promoter and Promoter Group	38	1663000	10.39
2	Financial inst/Banks	1	15000	0.09
3	Body Corporate	281	479771	3.00
4	Indian Public	19726	13802479	86.27
5	Non-Resident Individuals	29	45450	0.28
6	clearing members	2	600	0.00
	Total	20077	16006300	100

DECLARATION

As provided under Clause 49 of Listing Agreement with the Stock Exchanges, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for Board Members and senior management personnel in respect of the Financial Year ended 31st March 2014.

For Sibar Software Services (I) Ltd

(Sd/-)
Subhransu Sekhar Pani
Executive Director

Place: Hyderabad
Date: 14.08.2014



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Sibar Software Services (I) Ltd

I have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the F.Y ended on 31st March 2014.

The compliance of Corporate Governance is the responsibility of the management. My 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 opinion on the financial statements of the Company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review to the best of my information and according to the explanations given to me, in my opinion, the company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said listing agreement.

On the basis of certificate issued by the company and the Minutes of meetings of the Shareholders/Investors Grievance Committee of the Company, I state that, there were no investor grievances pending against the Company for a period exceeding one month.

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

For Hanumaiah & Co
Chartered Accountant
Sd/-
(K.Hanumaiah)
Partner,
Membership No.201719

Place : Hyderabad
Date : 14.08.2014



Sibar Software Services (India) Limited

Chief Executive Officer
Or
Chief Financial Officer Certification

In relation to the Audited Financial Accounts of the Company as at 31st March, 2014, we hereby certify that

- a. We have reviewed financial statements and the cash flow statement for the year and that to the best of their 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 existing accounting standards, applicable laws and regulations.
- b. 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 volatile of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which are aware and the steps have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes 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 have become 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

For Sibar Software Services (I) Ltd

(Sd/-)
Subransu Shekar pani
Executive Director

Place: Hyderabad
Date: 14.08.2014

**INDEPENDENT AUDITOR'S REPORT**

To
The Members of
Sibar Software Services (India) Limited,

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **SIBAR SOFTWARE SERVICES (INDIA) LTD.**, which comprise the Balance Sheet as at 31st March, 2014 the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant Accounting Policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section(3C) of section 211 of the Companies Act, 1956 ("the Act"). The responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of 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 31 March, 2014;
- b) in the case of the 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, 2003 ("the Order"), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the order.

As required by section 227(3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



Sibar Software Services (India) Limited

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

d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement, comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Company Act 1956.

e) On the basis of written representations received from the directors as on 31st March,2014, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March,2014 from being appointed as a director in terms of clause (g) of sub-section(1) of section 274 of the Act

Place : Hyderabad
Date : 31.05.2014

for Hanumaiah & Co
Chartered Accountants
Firm Regd. No.009021S
(Sd/-)
K.Hanumaiah
Partner
Membership No.201719

ANNEXURE TO THE REPORT OF THE AUDITORS

M/s Sibar Software Services (I) limited

Referred to in Paragraph 1 of our report of even date.

- 1.1 The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 The fixed assets have been physically verified by the management during the period and no serious discrepancies have been noticed on such verification.
- 1.3 The Company has not disposed substantial part of the fixed assets during the period and hence do not effect going concern status of the company.
- 2.1 The stock of inventory have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- 2.2 In our opinion, the procedures of physical verification of inventory followed by the management reasonable and adequate considering the size of the Company and the nature of its business.
- 2.3 No material discrepancies have been noticed on physical verification of stocks as compared to book records in so far as appears from our examination of the books.
03. According to the information and the explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties to be listed in the Register to be maintained under section 301 of the Companies Act, 1956. Accordingly the provisions of clauses 4(iii)(b), 4(iii)(c) & 4(iii)(d) order are not applicable.
04. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business, for the to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls system.
05. According to the information and explanations given to us, we are of the opinion that the company has not purchased any goods, materials and had not sold goods, materials and services in pursuance of contracts or arrangements to be entered in the register to be maintained U/S 301 of the Companies Act, 1956. Accordingly clause 4(v)(b) is not applicable.
06. In our opinion and according to the information and explanations given to us and as shown by the books of accounts, the Company has not accepted deposits within the meaning Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956. Hence compliance of provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 does not arise.

15th Annual Report



07. In our opinion that the Company has an Internal Audit system commensurate with its size and nature of its Business.

08. We have been informed by the Company that the Central Government had not prescribed any cost records u/s. 209(1)(d) of the Companies Act, 1956 and hence the Company did not maintained any cost records.

9.1 According to the books and records examined by us and the information and explanations given to us, the company is regular in depositing with appropriate authorities the undisputed statutory dues payable in respect of Income-tax, Wealth-tax, Sales-tax, Service-tax, customs duty and excise duty which have remained outstanding as at 31st March, 2014 for a period exceeding six months from the date they became payable.

9.2 According to the books and records examined by us and the information and explanations given to us, there were no disputed amounts which are not deposited payable in respect of Income-tax, Wealth-tax, Sales-tax, Services-tax, customs duty, excise duty and ces. However, their exists a disputed income tax liability of Rs.144.44 lakhs, which have remained outstanding as at 31st March, 2014.

10. The company has been incorporated for a perid exceeding five years. As per the financial statements, the accumulated losses at the end of the year as 31.03.2014, are Rs.849.31 Lacs which accounts 53.06% of its net worth and the company has not incurred any cash losses during the financial years 2013-2014.

11. According to the books and accounts examined by us and the information and explanations given to us the Company has cleared all the dues with the Bank as such the Question of defaults does not arise.

12. According to the books and accounts examined by us and the information and explanations given to us, the Company has not granted any loans and advances against security by way pledge of shares, debentures and other securities.

13. The company is not a chit fund, nidhi, mutual benefit fund or a society. Accordingly, the provisions of clause 4(xiii) of the Order is not applicable.

14. According to the information and explanations given to us the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order, is not applicable.

15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.

16. According to the books and records examined by us, and information and explanations given to us, the company has not obtained any term loans during the year

17. According to the information and explanations given to us, and books and records examined by us, no funds raised on short-term basis have been utilized for long-term investment.

18. According to the information and explanations given to us, and books and records examined by us, no preferential allotment of shares has been made by the company. Accordingly, the provisions of clause 4(xviii) of the Order, is not applicable.

19. According to the information and explanations given to us, the company has not issued debentures during the period under audit. Accordingly, the provisions of clause 4(xix) of the Order, is not applicable.

20. The Company has not raised any money by public issue of shares during the period under audit. Accordingly, the provisions of clause 4(xx) of the Order, is not applicable.

21. During the course of our examination of the accounts of the Company in accordance with generally accepted auditing practices, we have not come across any instances of frauds on or by the Company, nor we have been informed by the management, of any such instance being the noticed or reported during the year.

for HANUMAIAH & Co.,
Chartered Accountants,
Sd/-
(K.HANUMAIAH)
Partner

Place : Hyderabad
Date : 31.05.2014



Sibar Software Services (India) Limited

BALANCE SHEET AS AT 31.03.2014

(Figures in Rupees)

Particulars	Note	As at 31.03.2014	As at 31.03.2013
A. EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	16,00,63,000.00	16,00,63,000.00
(b) Reserves & Surplus	2	(8,49,31,728.49)	(8,49,32,490.41)
2. Non Current Liabilities			
(a) Long Term Borrowings	3	0.00	0.00
(b) Deferred Tax Liabilites (Net)	4	32,06,217.00	32,06,217.00
3. Current Liabilities			
Short Term Provisions	5	1,70,000.00	1,60,000.00
Total		7,85,07,488.51	7,84,96,726.59
B. ASSETS			
1. Non Current Assets			
Fixed Assets			
- Tangible Assets	6	63,300.00	63,300.00
- Non Current Investments	7	7,78,50,671.00	7,78,76,171.00
2. Current Assets			
Cash & Cash equivalents	8	89,261.51	52,999.59
Trade Receivables	9	5,04,256.00	5,04,256.00
Total		7,85,07,488.51	7,84,96,726.59

asper our attached report of even data

For and on behalf of the Board

for Hanumaiah & Co
Chartered Accountant
Firm Regd. No.009021S
(Sd/-) K. Hanumaiah
Partner
Membership No. 201719

Sd/-
K. Balasubramanian
Director

Sd/-
Subhransu Sekhar Pani
Executive Director

Place : Hyderabad
Date : 31.05.2014



STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03 2014

Particulars	Note	31.03.2014 Rs.	31.03.2013 Rs.
1. Income :			
Revenue from Operations (Net)		10,93,000.00	15,20,425.00
	Total	10,93,000.00	15,20,425.00
2. Expenses :			
Employee benefits expenses	10	6,03,000.00	10,70,000.00
Other Expenses	11	4,89,238.08	4,46,347.47
	Total	10,92,238.08	15,16,347.47
3. Profit / (Loss) Before Tax		761.92	4,077.53
4. Tax Expenses		0.00	0.00
5. Profit / (Loss) for the year		761.92	4,077.53

asper our attached report of even data

For and on behalf of the Board

for Hanumaiah & Co
Chartered Accountant
Firm Regd. No.009021S
(Sd/-)
K. Hanumaiah
Partner
Membership No. 201719

Sd/-
K. Balasubramanian
Director

Sd/-
Subhransu Sekhar Pani
Executive Director

Place : Hyderabad

Date : 31.05.2014



Sibar Software Services (India) Limited

NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULRS	31.03.2014 Rs.	31.03.2013 Rs.
Note -1		
Share Capital		
Authorised Capital		
1,65,00,000 Equity Shares of Rs.10/- each	16,50,00,000.00	16,50,00,000.00
	-----	-----
Issued , Subscribed & Paid up Capital		
1,60,06,300 Equity Shares of Rs.10/- each	16,00,63,000.00	16,00,63,000.00
	-----	-----
Total	16,00,63,000.00	16,00,63,000.00
	-----	-----

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

a) Details of Reconciliation of Share Capital

	As at 31st March, 2014	
	No. of Shares	Amount Rs.
<u>Equity shares with voting rights:-</u>		
i. Opening Balance	1,60,06,300.00	16,00,63,000.00
ii Fresh Issue	Nil	Nil
iii. Closing Balance	1,60,06,300.00	16,00,63,000.00
	-----	-----

b) There are no shareholders owning more than 5% of shareholding in the company



PARTICULRS	31.03.2014	31.03.2013
	RS.	RS.

Note-2

Reserves & Surplus

Add : Opening balance	(8,49,32,490.41)	(8,49,36,567.94)
Add : During the year Profit / (Loss)	761.92	4,077.53
	-----	-----
Total	(8,49,31,728.49)	(8,49,32,490.41)
	-----	-----

NOTE - 3

Non Current Liabilities

Long Term Borrowings

Loans and Advance from Others

- Fruition Software Application Services	0.00	0.00
	-----	-----
Total	0.00	0.00

NOTE - 4

Deferred Tax Liability

- Opening Balance	32,06,217.00	32,06,217.00
	-----	-----
Total	32,06,217.00	32,06,217.00
	-----	-----

NOTE - 5

Current Liabilities

- Short Term Provisions		
- Audit Fee Payable	1,70,000.00	1,60,000.00
	-----	-----
Total	1,70,000.00	1,60,000.00
	-----	-----



Sibar Software Services (India) Limited

STATEMENT OF DEPRECIATION FOR THE YEAR ENDED ON 31.03.2014 (As Per Companies Act)

Note -6

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Rate of Dep	Balance as on 01.04.2013	Purchases during the year	Sales during the year	Total as on 31.03.2014	Opening balance 01.04.2013	For The Current Year	Total Dep upto 31.03.2014	Balance as on 31.3.2014	Balance as on 31.3.2013
Computers:										
Hardware:										
Computers	16.21	1,84,16,143.00	0.00	0.00	1,84,16,143.00	1,83,52,843.00	0.00	1,83,52,843.00	63,300.00	63,300.00
As 400C Server	16.21	13,74,000.00	0.00	0.00	13,74,000.00	13,74,000.00	0.00	13,74,000.00	0.00	0.00
Intel I 233	16.21	14,50,000.00	0.00	0.00	14,50,000.00	14,50,000.00	0.00	14,50,000.00	0.00	0.00
Laptop	16.21	1,00,000.00	0.00	0.00	1,00,000.00	1,00,000.00	0.00	1,00,000.00	0.00	0.00
Laser Printer	16.21	86,000.00	0.00	0.00	86,000.00	86,000.00	0.00	86,000.00	0.00	0.00
Networking	16.21	2,40,000.00	0.00	0.00	2,40,000.00	2,40,000.00	0.00	2,40,000.00	0.00	0.00
HP III Scanner	16.21	30,000.00	0.00	0.00	30,000.00	30,000.00	0.00	30,000.00	0.00	0.00
UPS	16.21	4,01,928.00	0.00	0.00	4,01,928.00	4,01,928.00	0.00	4,01,928.00	0.00	0.00
Epatbx	16.21	74,870.00	0.00	0.00	74,870.00	74,870.00	0.00	74,870.00	0.00	0.00
Software:										
Computer Software	16.21	42,95,100.00	0.00	0.00	42,95,100.00	42,95,100.00	0.00	42,95,100.00	0.00	0.00
Erada Software	16.21	3,50,000.00	0.00	0.00	3,50,000.00	3,50,000.00	0.00	3,50,000.00	0.00	0.00
Plant & Machinery:										
Air Conditioner	13.91	11,66,128.00	0.00	0.00	11,66,128.00	11,66,128.00	0.00	11,66,128.00	0.00	0.00
Books	6.33	3,82,731.00	0.00	0.00	3,82,731.00	3,82,731.00	0.00	3,82,731.00	0.00	0.00
Generator	4.75	5,91,000.00	0.00	0.00	5,91,000.00	5,91,000.00	0.00	5,91,000.00	0.00	0.00
Refrigerator	13.91	9,335.00	0.00	0.00	9,335.00	9,335.00	0.00	9,335.00	0.00	0.00
Vehicles	9.50	8,58,418.00	0.00	0.00	8,58,418.00	8,58,418.00	0.00	8,58,418.00	0.00	0.00
Furniture & Fixtures:										
Electrical Fittings	6.33	10,62,094.90	0.00	0.00	10,62,094.90	10,62,094.90	0.00	10,62,094.90	0.00	0.00
Furniture	6.33	51,49,395.50	0.00	0.00	51,49,395.50	51,49,395.50	0.00	51,49,395.50	0.00	0.00
Interior Decoration	6.33	33,28,610.15	0.00	0.00	33,28,610.15	33,28,610.15	0.00	33,28,610.15	0.00	0.00
Pipes & Fittings.	6.33	2,766.25	0.00	0.00	2,766.25	2,766.25	0.00	2,766.25	0.00	0.00
Total		3,93,68,519.80	0.00	0.00	3,93,68,519.80	3,93,05,219.80	0.00	3,93,05,219.80	63,300.00	63,300.00



PARTICULRS	31.03.2014 RS.	31.03.2013 RS.
NOTE - 7		
Non Current Assets		
- Non Current Investments		
- M/s.Secure Information Technology Solution Inc.	1,41,05,891.00	1,41,05,891.00
- Corporate Bodies on other than cash	6,00,00,000.00	6,00,00,000.00
- M/S. Netware Infotech	28,00,000.00	28,00,000.00
- M/s. Sibar Financial Services Pvt. Ltd	9,00,000.00	9,00,000.00
- Rent Advance	0.00	25,500.00
- Electricity Deposit	44,780.00	44,780.00
	-----	-----
Total	7,78,50,671.00	7,78,76,171.00
	-----	-----
NOTE - 8		
Current Assets		
- Cash & Cash Equivalents		
- Cash Balance	80,745.79	24,144.79
- Cash at Bank	8,515.72	28,854.80
	-----	-----
Total	89,261.51	52,999.59
	-----	-----
NOTE - 9		
Trade Receivables		
-Secure Information Technology Solution Inc.	5,04,256.00	5,04,256.00
	-----	-----
Total	5,04,256.00	5,04,256.00
	-----	-----
NOTE - 10		
Employees Benefit Expenses		
- Salaries	6,03,000.00	10,70,000.00
	-----	-----
Total	6,03,000.00	10,70,000.00
	-----	-----
NOTE - 11		
Other Expenses		
- Audit Fee	10,000.00	10,000.00
- Bank Charges	1,305.08	4,962.47
- Custodial Charges	1,32,500.00	1,31,629.00
- Electricity Charges	14,070.00	49,950.00
- Listing Fee	47,000.00	45,000.00
- Office Maintenance	63,800.00	7,373.00
- Office Rent	1,45,600.00	1,34,400.00
- Postage & Telegrams	4,377.00	20,367.00
- Printing & Stationery	10,432.00	5,136.00
- Rates, Taxes & Licenses	45,000.00	26,800.00
- Telephone Charges	12,353.00	10,730.00
- Travelling Charges	2,801.00	0.00
	-----	-----
Total	489,238.08	4,46,347.47
	-----	-----



Sibar Software Services (India) Limited

NOTES TO THE ACCOUNTS FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

1. **Accounting policies:**

- a. Assets and Liabilities are recorded at historic cost to the Company.
 - b. Assets under erection/installation and advances paid for acquisition of assets are shown as capital work-in-progress
2. In the matter of compliance with the Accounting Standard "AS-22, Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India (ICAI), it is to state that since the Company has unabsorbed losses to the tune of Rs 849.31 lakhs and further it is incurring continuous losses, there is very much uncertain in availability of future taxable income against which the deferred tax assets can be realised. As such the provision for deferred tax assets is not made.
3. Fixed Assets are stated at cost less depreciation. The cost including related incidental/installation expenses and pre-operative expenses, net of revenue related to project, till the date of commencement of commercial production.
4. Depreciation on fixed assets has been provided to the extent of assets, which are fully utilised.
5. Investments and deposits have been stated at book value and the depreciation in value of the investments have not been provided for in the books of account.
6. There are no employees drawing salary of Rs. 2,00,000/- or more p.m. or Rs. 24,00,000/- or more per year or part thereof
7. Figures have been rounded off to the nearest rupee.
8. All figures are in Rupees, Paise have been rounded to nearest Rupee.
9. No Remuneration was paid to Executivr Director and Other Directors during the year under review and no provision has been made thereof; since they volunteered to not to claim salary for the financial year 2013-2014.
10. Expenditure of Foreign Currency Rs. Nil.
11. The previous year figures are regrouped wherever necessary.

By order of the Board

Sd/-

K. Balasubramanian
Director

Sd/-

Subhransu Sekhar Pani
Executive Director

Place : Hyderabad
Date : 31.05.2014


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

We have examined the attached cash flow statement of M/s. Sibar Software Services (I) Ltd, for the period ended 31.03.2014

(All amounts in rupees, unless otherwise stated)

A) CASH FLOW FROM OPERATING ACTIVITIES:	31.03.2014	31.03.2013
Net Profit / Loss before tax and Extraordinary items	761.92	4,077.53
Add : Financial Expenses	0.00	0.00
	-----	-----
Adjustments for :	761.92	4,077.53
Depreciation	0.00	0.00
Interest / Dividend	0.00	0.00
Foreign Exchange	0.00	0.00
Preliminary Expenses Written Off	0.00	0.00
Finance Charges Writtten Off	0.00	0.00
	-----	-----
Operating Profit before working capital changes	761.92	4,077.53
Adjustments for :		
Increase (Decrease) in current liabilities	10,000.00	10,000.00
	-----	-----
	10,000.00	10,000.00
	-----	-----
Cash generation from operations	10,761.92	14,077.53
Interest Paid	0.00	0.00
Cashflow before Extra - Ordinary Items	10,761.92	14,077.53
	-----	-----
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	10,761.92	14,077.53
	-----	-----
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	0.00	0.00
(Increase) / Decrease in Investment & Deposits	25,500.00	0.00
	-----	-----
Interest Received	0.00	0.00
Dividend Received	0.00	0.00
	-----	-----
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	25,500.00	0.00
	-----	-----
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of Share Capital	0.00	0.00
Increase / (Decrease) in Bank Borrowings	0.00	0.00
Proceeds from Calls in Arrears	0.00	0.00
Increase / (Decrease) in Unsecured Loans	0.00	2,15,000.00
	-----	-----
NET CASH FROM FINANCING ACTIVITIES (C)	0.00	2,15,000.00
	-----	-----
D) NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	36,261.92	(2,00,922.47)
Cash and Cash Equivalents as at	89,261.51	52,999.59

For Hanumaiah & Co
Chartered Accountant
Sd/-
(K.Hanumaiah)
Partner, Membership No.201719

Place : Hyderabad
Date : 31.05.2014

By order of the Board
Sd/-
K. Balasubramanian Subhransu Sekhar Pani
Director Executive Director



Sibar Software Services (India) Limited

SIBAR SOFTWARE SERVICES (INDIA) LIMITED

CIN: L72200TG1999PLC032568

Registered Office: House No-2B, Plot No-134, Near Golden Temple, Secretariat Colony, Puppalaguda, ManiKonda, Hyderabad, Telangana - 500 089.

Phone: 040-65354246

e-mail: sibarsoft@gmail.com ; **Website :** www.sibarsoftware.com

BALLOT FORM (In lieu of e-voting)

1. Name and Registered Address of the Sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s), if any :
3. Registered Folio No./DP ID No./Client ID No.* :
(*Applicable to investors holding shares in dematerialized form)
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 15th Annual General Meeting of the Company to be held on September 30, 2014 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (") mark at the appropriate box below :

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Ordinary Business				
1	Adoption of Financial Statements for the year ended March 31, 2014			
2	Re-appointment of Sri K. Srinivas, director retiring by rotation			
3	Appointment of Auditors			
Special Business				
4	Appointment of Sri. K Balasubramanian as an Independent Director of the Company			
5	Appointment of Sri B.Venkatramana Reddy as an Independent Director of the Company			

Place :

Date :

Signature of Shareholder

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the Scrutinizer by 6.00 p.m. on September 25, 2014 shall only be considered.

ELECTRONIC VOTING PARTICULARS

Users who wish to opt for e-voting may use the following login credentials.

EVSN (E-Voting Sequence No.)	USER ID	PASSWORD
_____	_____	_____

Please follow steps for e-voting procedure as given in the notes annexed with the Notice of 15th Annual General Meeting.



Sibar Software Services (India) Limited

Regd. Office: House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089..

Please complete this attendance slip and hand it over at the entrance of the hall.

* Only members or their proxies are entitled to be present at the meeting.

* Please note that children will not be allowed inside the meeting hall.

FOLIO NO :	NO.OF SHARES
NAME & ADDRESS	

I hereby record my presence at the 15th **Annual General Meeting** of the Company at Registered office House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089, on Tuesday the 30th September, 2014 at 10:00 A.M.

SIGNATURE OF THE SHAREHOLDER / PROXY :

* Strike Whichever is not applicable

Note: If you are attending the meeting in person or by proxy, your copy of the Balance Sheet may please be brought by you/your proxy for reference at this meeting.

PROXY



Sibar Software Services (India) Limited

Regd. Office: , House No. 2B, Plot No. 134, Near Golden Temple, Secretariat Colony, Puppalaguda, Manikonda, HYDERABAD - 500 089.

FOLIO NO :

NO.OF SHARES :

I/We _____ being a Member/Members of **Sibar Software Services (India) Limited** here by appoint _____ of _____ or failing him _____ of _____ or failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the 15th **Annual General Meeting** of the Company to be held at 10:00 A.M. on Tuesday the 30th September, 2014 and any adjournment thereof.

Dated this _____ day of _____ 2014.

Signed by the said _____

Re.1/-
Revenue
Stamp

Note: The proxy form duly signed by the member (s) across Re.1/- revenue stamp should reach the Company's share department at Registered office of the Company atleast 48 hours before the time fixed for the meeting.

BOOK POST
(Printed Matter)

If undelivered, please return to :

Sibar Software Services (India) Limited

House No. 2B, Plot No. 134, Near Golden Temple,
Secretariat Colony, Puppalaguda, Manikonda,
HYDERABAD - 500089.