

SVAM SOFTWARE LIMITED

CORPORATE INFORMATION

<u>BOARD OF DIRECTORS</u> <div style="display: flex; justify-content: space-between;"> <div> Mrs. Manisha Agarwal Mr. Virender Gupta Mr. Sudhir Kumar Agarwal Mr. Harshwardhan Koshal Mr. Ankit Kumar Agarwal Mrs. Ambika Agarwal </div> <div> Managing Director C.F.O./ Director Director Director Director Director </div> </div>	<u>AUDIT COMMITTEE</u> <div style="display: flex; justify-content: space-between;"> <div> Mr. Harshwardhan Koshal Mr. Virender Gupta Mr. Sudhir Kumar Agarwal </div> <div> Chairman Member Member </div> </div>
<u>NOMINATION AND REMUNERATION COMMITTEE</u> <div style="display: flex; justify-content: space-between;"> <div> Mr. Harshwardhan Koshal Mr. Virender Gupta Mr. Sudhir Kumar Agarwal </div> <div> Chairman Member Member </div> </div>	<u>STAKEHOLDER RELATIONSHIP COMMITTEE</u> <div style="display: flex; justify-content: space-between;"> <div> Mr. Harshwardhan Koshal Mr. Virender Gupta Mr. Sudhir Kumar Agarwal </div> <div> Chairman Member Member </div> </div>
<u>SECRETARIAL AUDITORS</u> M/s K S Manish & Associates (Company Secretaries) C.O. No. 18237	<u>STATUTORY AUDITOR</u> M/s. Moon and Company (Chartered Accountants) FRN No.: 024693N
<u>INTERNAL AUDITOR</u> M/s. Goyal & Kedia (Chartered Accountants) FRN No.: 026817N	<u>REGISTRAR AND TRANSFER AGENT</u> Skyline Financial Service Pvt. Ltd. D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Email: viren@skylinerta.com Ph. No.: 011-26812682
<u>REGISTERED OFFICE</u> S-524, Vikas Marg Shakarpur, Delhi-110092 Website: www.svamsoftwareltd.in Email : svamsoftwareltd@gmail.com Phone : 011-40363174	<u>STOCK EXCHANGE</u> BOMBAY STOCK EXCHANGE LIMITED

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DIRECTOR'S REPORT

To,
The Members,
SVAM SOFTWARE LTD

Your Directors have pleasure in presenting their 26th Annual Report on the business and operations and financial performance of the company during the financial year ended 31st March 2018.

FINANCIAL RESULTS**(Amount in ₹)**

PARTICULARS	F.Y. 2017-18	F.Y. 2016-17
Sales / Income from operations	22370085.00	2075000.00
Profit before interest, Depreciation and tax	1125554.74	374546.00
Financial Cost	237290.00	4972.00
Depreciation	1698247.87	660518.00
Provision for Income Tax / Deferred tax	289830.35	80631.00
Profit / (Loss) after Tax	(2255626.78)	262598.00
Balance Brought forward from previous year	(11182607.00)	(11445205.00)
Appropriation:		
CSR Expenditure	0.00	0.00
Dividend & Distribution Tax	0.00	0.00
Transferred to General Reserve	(2255626.78)	262598.00
Balance Carried Forward	(13438233.78)	(11182607.00)
Provision against Standard Assets		

COMPANY'S PERFORMANCE

Even though the provisions of Companies Act, 2013 regarding corporate social responsibility are not attracted to the company yet the company has been indulged in the enhancement of shareholder value through sound business decisions, prudent to financial management and high standard of ethics throughout the organization.

CHANGE IN NATURE OF BUSINESS

During the year there was no change in nature of business of the company.

DIRECTORS**Composition of Board of Directors:-**

S.No.	NAME	DESIGNATION
1.	Mrs. Manisha Agarwal	Managing Director
2.	Mr. Sudhir Kumar Agarwal	Director
3.	Mr. Virender Gupta	Director / CFO
4.	Mr. Harshwardhan Koshal	Director
5.	Mr. Ankit Kumar Agarwal	Additional Director
6.	Mrs. Ambika Agarwal	Additional Director

Rotation of Director

Mr. Sudhir Kumar Agarwal (DIN: 00024935) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

Regularization of Director

Mr. Ankit Kumar Agarwal and Mrs. Ambika Agarwal were appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May, 2018 and 14th August, 2018 respectively, on the Board of the Company whose term expires in this ensuing Annual General Meeting. Hence, a Resolution for regularization of Mr. Ankit Kumar Agarwal and Mrs. Ambika Agarwal is given in Notice of Annual General meeting.

Approval of Mrs. Manisha Agarwal as Managing Director

Mrs. Manisha Agarwal was appointed as Managing Director in their Board Meeting held on 15th January, 2018 subject to approval by members in the next General Meeting. Accordingly, resolution for approval of Mrs. Manisha Agarwal as Managing Director is inserted in the Notice of this Annual General Meeting.

CHANGE IN MANAGEMENT

During the year following appointments / resignation took place:-

S.No.	NAME	EVENT
1.	Mrs. Manishal Agarwal	Appointed as Managing Director w.e.f. 15 th January, 2018.
2.	Mr. Rajeev Garg	Resigned from the post of Director w.e.f. 1 st August, 2017.
3.	Mr. Mohit Nehra	Appointed as Company Secretary cum Compliance Officer w.e.f. 14 th February, 2018.
4.	Mr. Virender Gupta	Appointed as Chief Financial Officer w.e.f. 26 th May, 2017.

However, after the Financial Year, Mr. Ankit Kumar Agarwal and Mrs. Ambika Agarwal was appointed as Additional Director with effect from 28th May, 2018 and 14th August, 2018 respectively.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

As on 31st March 2018, the Company has no Subsidiary company, Joint-Venture or Associate companies. However, During the year company has three (3) wholly owned subsidiary companies are as follows, who ceased to be our wholly owned subsidiary:-

- 1) Niragi Real Estate Limited
- 2) Vivid Herbs Limited
- 3) Zalika Real Estate Limited

DEPOSITS

During the year under review the Company has not accepted any deposit falling within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year there was no significant and material order passed by any regulators or court or tribunal which would impact the going concern status and company's operations in future.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The internal Audit functions reports to the Chairman of the Audit Committee and to Chairman and Managing Director of the Company.

The Internal Audit monitors and evaluates the efficiency and adequacy of internal control systems in the company. It's compliances with operating systems, accounting procedure and policies at all locations of the Company.

MEETING OF BOARD OF DIRECTORS

A calender of Meetings is prepared and circulated in advance to the Directors. During the year Nine (9) Board

Meetings held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

During the year F.Y.1st April, 2017 to 31st March, 2018, the board of directors met Nine (9) times 26.05.2017, 29.05.2017, 01.08.2017, 12.08.2017, 01.09.2017, 14.09.2017, 14.11.2017, 15.01.2018 and 14.02.2018.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors report as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) That 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 at the end of the financial year and of the profit or loss of the company for that period.
- c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts on a going concern basis.
- e) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTOR

The company has three (3) Independent Directors i.e. Mr. Harshwardhan Koshal, Mrs. Ambika Agarwal and Mr. Ankit Kumar Agarwal. The company has received necessary declaration from Directors under section 149 of the companies Act, 2013 that they meet the criteria of impendence laid down in section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive, non-executive and independent Director to maintain the independence of the Board, and separate its functions of governance and management.
As of March, 31 2018, the Board had Five (5) Directors.

The Policy of the company on director's appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of section 178 of Companies Act, 2013 is in place and maintained by company as per law.

EXPLANATIONS BY BOARD ON QUALIFICATIONS BY STATUTORY AUDITOR, SECRETARIAL AUDITOR

There is one qualification or remarks by Secretarial Auditor that Company has not appointed Company Secretary as per Section 203 of Companies Act 2013 within time. Board clarify that Company has appointed the same on 14th February 2018. There are no qualifications or remarks by Statutory Auditor in their reports.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The Company has not given any loan or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

RELATED PARTIES TRANSACTIONS

There are no materially significant related party transactions made by the Company with the Promoters, Key

Management Personnel or other designated persons which may have potential conflict with interest of the Company at large. The AOC-2 as per the Companies Act, 2013 has been attached herewith under "Annexure A".

RESERVES

The Company has not transferred any sum to Reserve for the financial year ended on 31st March, 2018. Because the company has not earned any profit during the year.

DIVIDENDS

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2017-18.

MATERIAL CHANGES AND COMMITMENTS

There is no material change took place between the end of the financial year of the company to which the financial statements relate and the date of the report in the company which may affect the financial position of the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to Conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo is annexed in "Annexure B" herewith and forming part of this report.

BUSINESS RISK MANAGEMENT

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company needs not to comply with the provisions of Section 135 of Companies act, 2013, as the company does not fall in eligibility ambit of Corporate Social Responsibility initiatives.

SHARE CAPITAL

The Authorised Capital of the company is ` 30,00,00,000.00/- and paid up Equity Share Capital as on 31st March, 2018 was `16,88,90,000.00/-@ ` 10/- per share. The Company not issued shares with differential voting rights nor granted stock options nor sweat equity.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all level.

SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Your Company is committed to maintain the highest standards of Corporate Governance. Your Director adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges and have implemented all the prescribed requirements.

Pursuant to Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') the Corporate Governance Report and the Auditor certificate regarding compliance of conditions of Corporate Governance are part of this Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The policy of code of Conduct is available on company's website.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the code.

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST March, 2018

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as "ANNEXURE C".

SECRETARIAL AUDIT REPORTS:

Pursuant to provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed M/S K S MANISH & ASSOCIATES, COMPANY SECRETARY IN WHOLE TIME PRACTICE to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report is annexed herewith as "Annexure D" in the Form MR-3.

AUDITORS REPORTS

M/S MOON AND COMPANY, CHARTERED ACCOUNTANT (FRN 0024693N), who have been the Statutory Auditor of the Company for the F.Y. 2015-2020 for the term of Five (5) Years continues to be Statutory Auditor of the Company for the F. Y. 2018-19 also.

As per the MCA Notification Dated 7th May, 2018 read with The Companies (Amendment) Act, 2017 also read with section 139 of Companies Act, 2013, there is no need to ratify the term of auditor in every ensuing Annual General Meeting till the continuation of his term. Hence, no resolution has been inserted for ratification of Statutory Auditor. The Independent Auditor Report is annexed herewith in annual report.

REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143 of the Act read with relevant Rules framed thereunder either to the Company or to the Central Government.

PARTICULARS OF EMPLOYEES

Information as per Section 134 of the Companies Act, 2013 read with Companies (Particulars of Employees) Rules, 1975 are given in the statement which form a part of this report. However as per the provisions of section 136 of the Companies Act, 2013, the report and accounts are being sent to all shareholders of the Company excluding

the aforesaid information. Any shareholder interested in obtaining a copy of the particulars may write to the Company's Registered Office.

LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the year 2018-19 to BSE where the Company's Shares are listed.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers, depositors, customers and vendors of the company for their continued valued support. The Directors look forward to a bright future with confidence.

CAUTIONARY STATEMENT

The statements contained in the Board's Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

**For and on behalf of the Board
Svam Software Limited**

Place: **New Delhi**
Dated: **01.09.2018**

Manisha Agarwal
(DIN: 00025419)
(Managing Director)

Harshwardhan Koshal
(DIN: 00984159)
(Director)

Annexure A

FORM NO. AOC-2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:- None
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis:- None
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

For and on behalf of the Board
Svam Software Limited

Place: **New Delhi**
Dated: **01.09.2018**

Manisha Agarwal
(DIN: 00025419)
(Managing Director)

Harshwardhan Koshal
(DIN: 00984159)
(Director)

Annexure B

As per section 134(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014**i) Conservation of Energy**

The operations involve low energy consumption. Wherever possible, energy conservation measures have been implemented. Efforts to conserve and optimise the use of energy are a continuous process.

ii) Technology Absorption

1. Specific areas in which R & D carried out are as follows:
 - a) Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
 - b) Providing technical support on existing products.

2. Benefits derived as a result of the above R & D

As a result the organisation is being able to implement current courses.

3. Expenditure on R & D : NIL

iii) Foreign Exchange Earnings & Outgo

There were no foreign exchange earnings as well as outgo of the Company during the year under report.

ACKNOWLEDGMENT

Your Directors would like to express their grateful appreciation for assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors, also wish to place on record their deep sense of appreciation for the committed services of executives, staff and workers of Company.

**For and on behalf of the Board
Svam Software Limited**

Place: **New Delhi**
Dated: 01.09.2018

Manisha Agarwal
(DIN: 00025419)
(Managing Director)

Harshwardhan Koshal
(DIN: 00984159)
(Director)

Annexure C

FORM NO. MGT-9**EXTARCT OF ANNUAL RETURN****As on the financial year ended on 31/03/2018****[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]****1. REGISTRATION AND OTHER DETAILS:-**

i.	CIN	:	L72200DL1992PLC047327
ii.	Registration Date	:	047327
iii.	Name of the Company	:	SVAM SOFTWARE LIMITED
iv.	Category of Company	:	Company Limited by Share
v.	Sub-Category of Company	:	Non-Govt Company
vi.	Address of the Registered office and	:	S-524, Vikas Marg, Shakarpur, Delhi-110092
vii.	Listed / Unlisted	:	Listed
viii.	Name & Address of RTA	:	Skyline Financial Services Private Limited Address: D-153A, Okhla Industrial Area, Phase-I, New Delhi-110020

2. Principal Business Activities of the Company:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SI No.	Name and Description of main Product / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Retail sale of computers and computer peripherals	47411	80.94%
2.	Other financial service activities	64990	19.06%

3. Particular of Holding, Subsidiary and Associates Companies.

SI No.	Name And Adress Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
NIL					

4. Share holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

1) Category Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A) Promoter									
1) Indian									
A) Individual / HUF	2442600	0	2442600	14.46	2442600	0	2442600	14.46	0
a) Central Govt.	0	0	0	0	0	0	0	0	0
b) State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	2442600	0	2442600	14.46	2442600	0	2442600	14.46	0
2) Foreign									
a) NRIs- Individual	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter(A)= (A) (1)+(A) (2)	2442600	0	2442600	14.46	2442600	0	2442600	14.46	0

B) Public Shareholding

1) Institutions									
a) Mutual Funds	0	4000	4000	0.02	0	4000	4000	0.02	0
b) Banks/FI	1900	1200	3100	0.02	1900	1200	3100	0.02	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Company	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
2. Others	0	0	0	0	0	0	0	0	0
3. Non-Institutions	0	0	0	0	0	0	0	0	0
a. Bodies Corporate	1015909	188367	1204276	7.30	995359	188367	1183726	7.01	(0.29)
i. Indian Overseas	0	0	0	0	0	0	0	0	0

b) Individual

1) shareholder holding nominal share capital upto Rs. 2 Lakh	62899566	3385144	9674710	57.28	6263594	3373834	9637428	57.06	(0.22)
ii) shareholder holding nominal share capital in exc. Rs. 2 Lakh	2417926	217880	2635806	15.61	2471336	217880	2689216	15.92	0.31
c. Any other (specify)									
TRUST	500	0	500	0	500	0	500	0	0
NRI	105516	499000	604516	3.58	105516	499000	604516	3.58	0.01
NBFC'S Registered with RBI	0	0	0	0	400	0	400	0	0
CLEARING MEMBERS	3250	0	3250	0.02	1200	0	1200	0.01	0
HUF	316242		316242	1.87	315760	0	315760	1.87	0

Total Public Shareholding (B)=(B)(1)+(B)(2)	10150809	4295591	14446400	85.54	10165219	4281181	14446400	85.54	0
OC. shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	12593409	4295591	16889000	100	12607819	4281181	16889000	100	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the beginning of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Manisha Agarwal	1200000	7.11	0	1200000	7.11	0	0
2.	Om Prakash Agarwal	1242600	7.36	0	1242600	7.36	0	0

C) Change in Promoters' Shareholding (please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
THERE IS NO CHANGE DURING THE YEAR IN THE HOLDING OF PROMOTERS				

**D) Shareholding pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Transfer / Purchase during the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Globe Capital Market Limited	410200	2.42	(10200)	(0.05)	400000	2.37
2.	Meenakshi Talwar	315500	1.87	0	0	315500	1.87
3.	Rajni Khetrpal	243793	1.44	0	0	243793	1.44
4.	Vinay Talwar	200000	1.18	0	0	200000	1.18
5.	Alpas Motor Finance Ltd.	197310	1.17	0	0	197310	1.17
6.	Savita Agarwal	167880	0.99	0	0	167880	0.99
7.	Savita Agarwal	150833	0.89	0	0	150833	0.89
8.	Atul Kumar Agarwal	136207	0.81	0	0	136207	0.81
9.	Mithlesh Rani Agarwal	125040	0.74	0	0	125040	0.74
10.	Arun Kumar	89092	0.52	0	0	89092	0.52

(v) Shareholding of Directors and Key Managerial Personnel:				
For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
Manisha Agarwal				
At the beginning of the year	1200000	7.11	0	0
Date wise increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
At the end of year	1200000	7.11	0	0
Harshwardhan Koshal				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
At the end of year	Nil	Nil	Nil	Nil

Rajeev Garg*				
At the beginning of the year	0	0	0	0
Date wise increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
At the end of year	0	0	0	0
Sudhir Kumar Agarwal				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
At the end of year	Nil	Nil	Nil	Nil
Virender Gupta				
At the beginning of the year	Nil	Nil	Nil	Nil
Date wise increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	0	0	0	0
At the end of year	Nil	Nil	Nil	Nil

* Mr. Rajeev Garg has resigned from the post of Directorship w.e.f. 1st August, 2017.

VI. INDEBTEDNESS				
Indebtedness of the Company including interest outstanding/ accrued but not due for payment				
Particulars	Secured loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
a) addition	-	-	-	-
b) Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to managing Director, Whole-term Directors and / or Manager:**

S.No.	Particulars of Remuneration	Name of MD/WTD/Manage	Total Amount (₹)
		Manisha Agarwal* (Managing Director)	
1.	Gross Salary		
	Salary as per provisions contained in sec 17(1) of the Income -Tax Act, 1961	1,25,000/-	1,25,000/-
	Value of Perquisites u/s 17(2) Income TaxAct, 1961	-	-
	Profits in lieu of Salary under sec. 17(3) Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commision - as% of Profit - other specify	-	-
5.	Other, Pleases Specify	-	-
6.	Total (A)	1,25,000/-	1,25,000/-
7.	Ceiling as per the Act	-	-

***Mrs. Mamta Agarwal have been appointed as Managing Director w.e.f. 15th January, 2018.**

B. Remunerations to others Director

S.No.	Particulars of Remuneration	Name of Director		Total Amount (₹)
1.	2. Other Non-Exeucitve Directors	Sudhir Kumar Agarwal (Director)	Harshwardhan Koshal (Director)	
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, Please specify 	-	-	-
3.	Total (2)	-	-	-
4.	Total (B) = (1+2)	-	-	-
5.	Total Managerial Remuneration	-	-	-
6.	Total Managerial Remuneration	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			
1.	Gross Salary	CEO	Company Secretary	Nitin Agarwal (CFO)	Total
	(a) Salary as per provisions contained in section 17 (1) of the Income - tax Act, 1961	-	63000	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - As % of profit - Others specify.....	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	-	63000	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of penalty/ Punishment/ Compounding fees impose	Authority [RD/NCLT/ COURT]	Appeal made if any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Director					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure D

FORM MR-3
(SECRETARIAL AUDIT REPORT)
For The Financial Year Ended 31st March, 2018

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

To,

The Members,
SVAM SOFTWARE LIMITED
 S-524, Vikas Marg,
 Shakarpur, Delhi-110092

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Svam Software Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (No Fresh FDI, ODI and ECB was taken by the Company during the Audit Period)
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Company did not issue any securities during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (company has not grant any option to its employee during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Company did not issue any debt securities during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the company during the period under review)
 - (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the company during the period under review)

(vi) Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India have been notified w.e.f. 1st July, 2015.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (effective from 1st December, 2015)

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

Based on the information received and records maintained, We further report that,

- 1. Pursuant to Section 203 of the Companies Act, 2013, the Company was required to appoint Company Secretary but Company could appoint the same on 14th February 2018 for the audit period.
- 2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 3. Adequate notices were given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance with the proper compliances of the provisions of Companies Act, 2013. Some meetings were held on shorter notice with the proper compliances of applicable provisions of Companies Act, 2013 and rules made there under.
- 4. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. And In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of my audit and the reporting is limited to that extent.

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

- i. Public/Right/preferential/debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities
- iii. Merger / amalgamation / reconstruction, etc.
- iv. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

**For K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)**

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Date: 01/09/2018
Place: New Delhi

'Annexure 1'

To,

The Members,
SVAM SOFTWARE LIMITED
S-524, Vikas Marg,
Shakarpur, Delhi-110092

**Sub: Secretarial Audit for the Financial Year ended March, 2018 of even
date is to be read with this letter**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For K S MANISH & ASSOCIATES
(COMPANY SECRETARIES)**

Manish Kumar Singh
(Proprietor)
ACS 50295
CP 18237

Date: 01/09/2018
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

2. Opportunities and Threats

OPPORTUNITIES

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.
- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

THREATS

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

3. Segment-wise or product-wise performance

The company has only one segment line of business. Hence, this head does apply to our company.

4. Risks and concerns

Management of risk to the business is continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risk are well understood and the means to handle them are also fairly established.

5. Internal control systems and their adequacy

The company ensures existence of adequate internal control through policy and procedures to be followed by the executives at various levels in the company. The operating managers ensure compliance within their areas. The Company has internal Audit system to carry out extensive checking and test and report noncompliance/weakness, if any through internal Audit Reports on the respective areas. These reports along with reports on compliance made thereafter are reviewed by the Audit Committee of the Board.

6. Material developments in Human Resources / Industrial Relations front, including number of people employed

Management relation with the employees remains cordial. The Company's Human Resources philosophy is to establish and build a strong performance and competency drive culture with greater senses of accountability and responsibility. The industrial relations scenario remained peaceful and harmonious.

7. Disclosure Of Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (IND AS) comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The Company has follows to continue with the period of 1st day of April to 31st day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

8. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

SVAM SOFTWARE LIMITED

REPORT ON CORPORATE GOVERNANCE

1) PHILOSOPHY ON CODE OF GOVERNANCE

Management believes that Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of the transparency and integrity of the management. We believes that Corporate Governance is critical for enhancing and retaining investor trust and thus seeks to ensure that its performance goals are met with integrity.

For SVAM SOFTWARE LIMITED Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders. The company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good Corporate Governance. Pursuant to Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has executed fresh Listing Agreements with Stock Exchanges. The Company is in compliance with the requirements stipulated under regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable with regard to Corporate Governance.

SVAM SOFTWARE LIMITED is committed to maintain highest standards of ethical behavior and makes an honest endeavor to uphold the attributes of transparency, independence, accountability, responsibility and growth in all aspects of its operations

2) BOARD OF DIRECTORS

The company has balanced Boards of Directors. It has the number of Independent Directors is one third of the total strength of Directors. The composition of the board is in conformity with the Listing Regulations as well as complies with the provisions of the Companies Act, 2013.

The management of the company is entrusted in the hand of the key management personnel of company and is headed by the Managing Director, who functions under the supervision and control of the board. The board reviews and approves strategy and oversees the action and result of management. None of the Independent Director has any other material pecuniary relationship or transaction with the company, its promoters and its directors which, in their judgement would affect their independence.

As on year ended 31st March, 2018, the Board had strength of four directors:

a) *The composition of board is as follows:*

S. No.	Name of the director	Status
1.	Mrs. Manisha Agarwal	Executive and Non-Independent (MD)*
2.	Mr. Sudhir Kumar Agarwal	Non Executive and Non-Independent
3.	Mr. Virender Gupta	Non Executive and Non-Independent
4.	Mr. Harshwardhan Koshal	Non-Executive and Independent

*Mrs. Manisha Agarwal was appointed as Managing Director with effect from 15th January, 2018.

**Mr. Rajeev Garg has resigned from the post of Directorship with effect from 1st August, 2017 leading to cessation form managing director position also.

However, after the financial Year ended on 31st March, 2018, Mr. Ankit Kumar Agarwal and Mrs. Ambika Agarwal were appointed as Additional Director in Non-Executive (Independent Category) w.e.f. 28th May, 2018 and 14th August, 2018 respectively.

b) Attendance of directors at Board meeting and Annual General Meeting

During the year F.Y.1st April, 2017 to 31st March, 2018, the board of directors met Nine (9) times 26.05.2017, 29.05.2017, 01.08.2017, 12.08.2017, 01.09.2017, 14.09.2017, 14.11.2017, 15.01.2018 and

14.02.2018 on the attendance and composition and category of directors are as follows:

Name of the Director	Attendance Particulars			Committee memberships/ Chairmanships in our Company		Number of other Directorships & Committee Memberships
	Board Meeting		Last AGM	Member-ship	Chairman-ships	Director-ships
	Held	Present				
Mrs. Manisha Agarwal*	9	9	Yes	0	0	4
Mrs. Sudhir Kumar Agarwal	9	9	Yes	3	0	8
Mr. Virender Gupta	9	9	Yes	3	0	3
Mr. Harshwardhan Koshal	9	9	Yes	3	3	1
Mr. Rajeev Garg**	9	4	Yes	0	0	0
Mr. Ankit Kumar Agarwal	9	0	No	0	0	0
Mrs. Ambika Agarwal	9	0	No	0	0	0

* Mrs. Manisha Agarwal was appointed as Managing Director with effect from 15th January, 2018.

** Mr. Rajeev Garg has resigned from the post of Directorship with effect from 1st August, 2017 leading to cessation from Managing Director position also.

The familiarization policy for Independent Director is available on company's website i.e. www.svamsoftwareltd.in

c) Audit committee

The audit committee of the company was constituted to exercise power & discharge functions as stipulated in section 177 of the Companies Act, 2013 and in line with the provisions of Regulation 18 of SEBI Listing Regulations.

Composition and Meetings:

Meetings of the Audit Committee: During the financial year 2017-18, the Audit Committee met four (4) times i.e. on 29.05.2017, 14.09.2017, 14.11.2017 and 14.02.2018, where all the members were present. The Audit Committee comprises following three members having strong background in financial management:-

Name of Member	Category / Designation	Number of Meeting	
		Held	Attended
Mr. Harshwardhan Koshal	Chairman (Independent & Non-Executive)	4	4
Mr. Sudhir Kumar Agarwal*	Member (Non-Independent & Non-Executive)	4	3
Mr. Virender Gupta	Member (Independent & Non-Executive)	4	4
Mr. Rajeev Garg**	Member (Non-Independent & Executive)	4	1

* Mr. Sudhir Kumar Agarwal is appointed as member of the Audit Committee w.e.f. 1st August 2017.

** Mr. Rajeev Garg has resigned from the post of Directorship with effect from 1st August, 2017 leading to cessation from Managing director position also.

The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of effective internal control systems. Brief description of the terms of reference to the Audit Committee: -

Oversight of the Company's financial reporting process and the disclosure of its financial information.

- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
- Reviewing and recommending the appointment and removal of managerial personnel, fixation of remuneration and also approval for payment for any other services as recommended by the Remuneration Committee.
- Reviewing with management of the annual financial statements before submission to the board, focusing primarily on:

- Any changes in accounting policies and practice.
- Major accounting entries based on exercise of judgment by management.
- Qualifications in draft audit report.
- Significant adjustments arising out of audit
- The going concern assumption. J
- Compliance with accounting standard.
- Any related party 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 Company at large.
- Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
- Reviewing the adequacy of internal audit functions.
- Discussion with internal auditors on any significant findings and follow-up there on.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion, with external auditors before the audit commences, of nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
- Reviewing the Company's financial and risk management Policies.
- To look into the reasons for substantial defaults in the payment to the creditors.
- To consider and review any other matter as may be directed by the Board.

d) **Nomination And Remuneration Committee**

The Nomination and Remuneration Committee of the company was constituted to exercise power & discharge functions as stipulated in section 178 of the Companies Act, 2013 and Regulation 19 of the of the SEBI Listing regulations.

Composition and Meetings:

Meetings of the Nomination and Remuneration Committee: During the financial year 2017-18, the Nomination and Remuneration Committee met four (4) times i.e. on 29.05.2017, 14.09.2017, 14.11.2017 and 14th February, 2018, where all the members were present. The Audit Committee comprises following three members having strong background in financial management:-

Name of Member	Category / Designation	Number of Meeting	
		Held	Attended
Mr. Harshwardhan Koshal	Chairman (Independent & Non-Executive)	4	4
Mr. Sudhir Kumar Agarwal*	Member (Non-Independent & Non-Executive)	4	4
Mr. Virender Gupta	Member (Independent & Non-Executive)	4	4

Remuneration Policy

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The Remuneration policy is enclosed as Annexure VI to the Directors Report. During the year under review, there was no pecuniary relationship or transactions of the non executive directors' vis-à-vis the Company. Both Executive and Non-Executive Directors were not paid any remuneration.

e) **Stakeholders' Relationship And Share Transfer Committee**

The Board has Stakeholders Relationship Committee during the year to comply statutory requirements. The Committee specifically looks into the redressal of shareholder's complaints.

Composition and Meetings:

Meetings of the Nomination and Remuneration Committee: During the financial year 2017-18, the Nomination and Remuneration Committee met four (4) times i.e. on 29.05.2017, 14.09.2017, 14.11.2017 and 14.02.2018, where all the members were present. The Audit Committee comprises following three members having strong background

in financial management:-

Name of Member	Category / Designation	Number of Meeting	
		Held	Attended
Mr. Harshwardhan Koshal	Chairman (Independent & Non-Executive)	4	4
Mr. Sudhir Kumar Agarwal*	Member (Non-Independent & Non-Executive)	4	4
Mr. Virender Gupta	Member (Independent & Non-Executive)	4	4

f) Disclosure of relationships between directors inter-se

Mr. Sudhir Kumar Agarwal is in relation of Mrs. Manisha Agarwal. Other Than this there is no relationship between any of the Directors in the Board.

g) Number of shares and convertible instruments held by non- executive directors

S. No.	Name of Member	Shareholding of Directors
1	Mr. Sudhir Kumar Agarwal	Nil
2	Mr. Virender Kumar Gupta	Nil
3	Mr. Harshwardhan Koshal	Nil
4	Mr. Ankit Kumar Agarwal	Nil

h) Remuneration of Directors

Remuneration of Directors is already covered on Extract of Annual Return in MGT-9 annexed herewith under "Annexure C".

Role of Stakeholders' Relationship and Share Transfer Committee:

- To receive the report of the registrar and share transfer Agent about Investors' complaint and grievances and follow up for necessary action taken for redressal thereof;
- To review the existing "investor Redressal System" and suggest measures for improvement in investor relation;
- To note the transfer / transmission / transposition / rematerialisation/ dematerialisation of shares and consolidation/ splitting of folios as approved by the person duly authorized by the Board in this regard and the issue of shares certificates in exchange for sub-division, Consolidated, defaced, torn, etc.;
- To appoint and remove the Registrar and Share Transfer Agent, decide the terms and conditions, remuneration service charge / fees and review their performance;
- To decide the frequency of audit of the Registrar and Share Transfer Agent and to consider the Auditor's Report thereon

i) Compliance Officer Of The Company

Mr. Sudhir Kumar Agarwal Director was the Compliance Officer upto 13th February 2018 and from 14th February, 2018, Mr. Mohit Nehra was appointed as Compliance Officer of the company for complying with the requirements of the Listing Agreement with the Stock Exchanges.

j) General Body Meeting: -

a. General Meetings

AGM	Financial Year	Date	Time	Location
25 th AGM	2016-17	29.09.2017	11.00 AM	Hotel Aura Grand Residency, 439 Jagriti Enclave, Vikas Marg, Delhi-110092
24 th AGM	2015-16	30.09.2016	10.00 AM	Hotel Aura Grand Residency, 439 Jagriti Enclave, Vikas Marg, Delhi-110092
23 rd AGM	2014-15	30.09.2015	10.00 AM	S-524, Vikas Marg, Shakarpur, Delhi-110092

b. Postal Ballot

No resolutions were passed by postal ballot during the year ended 31st March, 2018.

c. Special Resolution through Postal Ballot

During the Last year no special resolution passed through postal Ballot.

k) Code Of Conduct

The Company is committed to conduct business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with risks involved. The code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them.

l) Disclosures

Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in Annexure to the Notes to Accounts. These are not in conflict with the interest of the Company in view of the following:

a) All details relating to financial and commercial transactions wherein Directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussion nor do they vote on such matters.

b) These are at prices which are reasonable, having regard to the prevailing market prices at the relevant time.

The Company has complied with all the requirements of the Listing Agreements with the Stock Exchanges. There has not been any non-compliance and penalty; structure has been imposed on the company during the last three years by SEBI or Stock Exchanges and fully complied with all the mandatory requirements of SEBI Listing Regulations.

m) Means Of Communication

Quarterly Results are published in prominent daily newspaper Dainik Mahalaxmi (Hindi) and The Money Makers (English) in Delhi editions and also Financial Express (English) and Jansatta (Hindi) for the Last Quarter ended on 31.03.2018 only. Management Discussions and Analysis Forms part of the Annual Report in a separate section. The Company has not made any formal presentation to the Institutional Investors during the year.

n) General Shareholder Information

Financial Year 1st April, 2017 to 31st March, 2018

The Annual General Meeting on 28th September, 2018 at 09:00 AM at "Hotel Aura Grand Residency", Jagriti Enclave, Vikas Marg, Delhi 110092.

Financial Calendar

Financial Year	1 st April, 2017 to 31 st March, 2018
1 st Quarter Results	14.09.2017
2 nd Quarter Results	14.11.2017
3 rd Quarter Results	14.02.2018
4 th Quarter Results	28.05.2018

Date of Book Closure 22nd September, 2018 to 28th September, 2018

Dividend Date Not applicable

Listing on Stock Exchange

The company is listed in following exchanges: Bombay Stock Exchange situated at Phiroze Jeejeebhoy, Towers, Dalal Street Mumbai-400 022

Stock Code

523722

STOCK MARKET DATA (YEAR 2017-2018)

Month	High	Low
April, 2017	0.48	0.42
May, 2017	0.50	0.42
June, 2017	0.46	0.40
July, 2017	0.44	0.37
August, 2017	0.42	0.40
September, 2017	0.40	0.40
October, 2017	0.40	0.40
November, 2017	0.40	0.39
December, 2017	0.42	0.68
January, 2018	0.93	0.68
February, 2018	0.93	0.74
March, 2018	0.80	0.76

o. Registrar And Share Transfer Agent**SKYLINE FINANCIAL SERVICES LIMITED**

Unit: Svam Software Ltd
D-153A, Okhla Industrial Area,
Phase-I, New Delhi-110020
Telephone No: 011-26812682
E-mail Address: viren@skylinert.com

p) Share Transfer System

Skyline Financial Services (P) Ltd. acts as Registrar and Transfer Agent for the company. Skyline Financial Services has a dedicated management team comprising professional qualified managers who are possessing vast experience in handling the share transfer work. The organization has a proven track record and is committed to maintain quality to service of the highest standards and also handling capacity with a commendable flexibility to quickly upgrade the capacity at shorter notice.

Share transfers are registered within maximum of 15 days from the date of lodgment of the documents which are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, 1996.

The company obtains a half yearly certificate of compliance from the Company Secretary in Practice for compliance of the share transfer formalities, as required under Listing Agreement and file copy of the certificate with stock exchanges is obtained.

q) Shareholding Pattern As On 31st March, 2018**i. Distribution of shareholding as on 31st March, 2018**

No. of Shares	No. of Shareholders	% to total	No. of Shares Held	% to total
0-500	27764	89.97	46853120	27.74
5001-10000	1926	6.2	15795440	9.35
10001-20000	711	2.29	10917300	6.46
20001-30000	228	0.73	5822580	3.45
30001-40000	92	0.3	3290160	1.95
40001-50000	92	0.3	4413440	2.61
50001-100000	134	0.43	10256400	6.07
100001 & above	121	0.39	71541560	42.36

b. Category of shareholders as on 31st March, 2018

Category	No. of Shares	Percentage of holdings
A. Promoters Holding		
i) Promoters		
a. Indian-individual	24,42,600	14.46%
b. Foreign	Nil	Nil
ii) Persons acting in concert		
a. Directors	Nil	Nil
b. Director's Relatives	Nil	Nil
Sub Total (A)	24,42,600	14.46%
B. Public Holding		
i) Institutional Investor		
a) Mutual Fund	4000	0.02%
b) Financial institutions/Banks	3100	0.02%
c) Central Govt./State Govt.(s)	Nil	Nil
d) Venture capital fund/Ins. Cos,	Nil	Nil
e) FII Etc	Nil	Nil
Sub Total (B)(i)	7100	0.04%
ii) Non-Institutions Investors		
a) Bodies Corporate	1183726	7.01
b) Individuals		
i) shareholding < Rs.2.00 Lac	9637428	57.06
ii) shareholding > Rs.2.00 Lac	2689216	15.92
c) NRI		
i) Clearing House		
ii) Corporate Body- OCB	0	0
iii) Intermediary/Other Depository A/c	0	0
iv) Hindu Undivided Family	315760	3.62
v) Clearing Member	1200	0.01
vi) NRI Indians	611070	3.62
vii) HUF	500	0.00
Sub Total (B)(ii)	14439300	85.50%
Sub Total (B)	14446400	85.54%
Grand Total (A+B)	16889000	100%
Shares held by custodian and against with Depository Receipt is issued	Nil	Nil

iii. Dematerialisation Of Shares

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd (NSDL) and Central Depository Services (I) Ltd (CDSL). As on 31st March, 2018 the 74.65% equity shares have been dematerialized.

Investors may address any correspondence to:

Mr. Mohit Nehra
Compliance Officer
Phone No.: 011-40363174
Email ID: svamsoftwareltd@gmail.com
Website: www.svamsoftwareltd.in

Other Disclosures:

- The Vigil Mechanism/ Whistle Blower policy of the company is available on the company's website. The web link is <http://svamsoftwareltd.in/code-of-conduct/>
- The Company has well in place "Policy for Material Subsidiary", which is also available on company's website. The web link is <http://svamsoftwareltd.in/code-of-conduct/>
- The Company has well in place "Related Party Transaction Policy", which is also available on company's website. The web link is <http://svamsoftwareltd.in/code-of-conduct/>

CERTIFICATE IN TERMS OF REGULATION 17 TO 27 OF SEBI (LODR) REGULATION 2015

In terms of Regulation 17 to 27 of SEBI (LODR) Regulation 2015, it is certified as under that:

- (A) The financial statements and the cash flow statement for the year have been reviewed 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 statement 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 transaction entered into by the Company during the years which are fraudulent, illegal or violative of the Company.
- (C) We accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We had indicated to the Auditors and the Audit Committee :
- i. Significant changes in internal control during the year (if any);
 - ii. Significant changes in accounting policies during the year (if any) and 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.

**For and on behalf of the Board
Svam Software Limited**

**Place: New Delhi
Dated: 01.09.2018**

**Manisha Agarwal
(DIN: 00025419)
(Managing Director)**

**Harshwardhan Koshal
(DIN: 00984159)
(Director)**

CERTIFICATION BY CHIEF FINANCIAL OFFICER**As Per Regulation 34(3) Read with Schedule V Part D OF SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****The Board of Directors
Svam Software Limited**

Dear member of the Board,

I, Virender Gupta, Chief Financial Officer and Director of Svam Software Limited, to the best of knowledge and belief, we certify that:

- 1) We have reviewed financial statement and the cash flow statement for the period ended 31.03.2018 and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transaction entered into by the company during the period, which is fraudulent, illegal or violative of the company's code of conduct.
- 3) Further, we accept responsibility to establish and maintain internal controls for financial reporting and Accordingly, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, wherever applicable:
 - a) Deficiencies in the design or operation of the internal controls, if any of which we are aware and the steps have been taken or propose to take rectify these deficiencies.
 - b) Significant changes in the internal control over the financial reporting during the period;
 - c) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - d) Instances of significant fraud of which we came to know and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: New Delhi
Date:- 01.09.2018

Virender Gupta
Chief Financial Officer

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE
GOVERNANCE UNDER REGULATION 34(3) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**TO
THE MEMBERS OF
SVAM SOFTWARE LIMITED**

We have examined the compliance of conditions of Corporate Governance of **SVAM SOFTWARE LIMITED**, for the year ended on 31st March, 2018 as stipulated in Regulations 34(3) of SEBI Listing Regulation.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with, in all material respect with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

**For Moon And Company
Chartered Accountants
(Firm's Registration No. 024693N)**

**SD/-
MOON GOYAL
(Partner)
Membership Number: 523034**

**Place: New Delhi
Date: September 1, 2018**

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SVAM SOFTWARE LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Svam Software Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2016, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, of the state of affairs of the Company as at March 31, 2018, its Profits including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2016, as amended;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would affect its financial position.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Moon and Company
Chartered Accountants
FRN No: 024693N

SD/-
MOON GOYAL
(Partner)
Membership No: 523034

Place: Delhi
Date: May 28, 2018

Annexure 1

Referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

TO THE MEMBERS OF SVAM SOFTWARE LIMITED

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As Explained to us, the fixed assets have been physically verified by the management during the year in accordance with the regular programme of verification adopted by the management which, in our opinion, provides for physical verification of all the property, plant & Equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) (c) In our opinion and according to the information and explanations given to us and the records examined by us, all immovable properties are held in the name of the company.
- (iii) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- (iv) As per the Information and explanation given to us, company has given loans to companies, firms and other parties whose register is required to be maintained under section 189 and the requisite disclosures have been provided in the Financial Statements. – Refer Note 26 In the Financial Statements.
- (v) In our opinion and according to the information and explanations given to us, In respect of loans, investments, guarantees and securities given, we found that company has duly complied with the requirements of Section 185 and 186.
- (vi) Based on our scrutiny of the company's records and according to the information and explanation provided by the management, in our opinion the Company has not accepted any deposits from the public within the meaning of Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014 or any directives issued by the Reserve Bank of India.
- (vii) As informed to us, the Central Government has not prescribed for maintenance of cost records under subsection (1) of Section 148 of the Act and provisions of clause 3(vi) of the said order are not commented upon.
- (viii) In respect of statutory dues:
- a) According to the records of the Company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Income Tax, Tax Deducted at Sources, Service Tax and other material statutory dues applicable to it, with the appropriate authorities.
- b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Tax Deducted at Source, Service Tax and other material statutory dues in arrears/were outstanding as at March 31, 2018 for a period of more than six months from the date they became payable
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. The company does not have any loans or borrowings from banks or governments and has not issued any debentures.
- (x) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments or
- term loans and hence, reporting under clause 3(ix) of the order is not applicable.
-

- (xi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xii) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xiii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- (xvi) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvii) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Moon and Company
Chartered Accountants
FRN No: 024693N

SD/-
MOON GOYAL
(Partner)
Membership No: 523034

Place: Delhi
Date: May 28, 2018

ANNEXURE 2 REFERRED TO IN PARAGRAPH 2 (f) OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE

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

To the Members of “Svam Software Limited”

We have audited the internal financial controls over financial reporting of Svam Software Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Moon and Company
Chartered Accountants
FRN No: 024693N

SD/-
MOON GOYAL
(Partner)
Membership No: 523034

Place: Delhi
Date: May 28, 2018

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327
S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

Balance Sheet as at 31 March, 2018

(Amount in ₹)

PARTICULARS	Notes	31 March 2018	31 March 2017	01 April 2016
ASSETS				
Non-current assets				
a) Property, Plant and Equipment	4	17,30,605	33,18,353	52,98,346
b) Capital Work in Progress		-	-	-
c) Intangible Assets		-	-	-
d) Financial Assets				
(i) Trade receivable		-	-	14,00,325
(ii) Loans		-	-	-
(iii) Other financial assets		-	-	-
(iv) Investments	8	295,12,360	1091,41,010	186,91,010
e) Deferred tax assets		5,66,781	1,29,483	1,52,703
f) Advance Income tax assets (net)		-	-	-
g) Other non-current assets	6	1155,50,491	964,68,164	1455,32,548
		1473,60,237	2090,57,010	1710,74,932
Current Assets				
a) Inventories	7	544,27,233	-	5,50,159
b) Financial Assets				
(i) Investments		-	-	-
(ii) Trade receivables	5	25,60,000	73,175	-
(iii) Cash and cash equivalents	9	8,36,652	24,61,872	230,87,357
(iv) Other Bank Balances		-	-	-
(v) Loans		-	-	-
(vi) Other financial assets		-	-	-
c) Current Income tax assets (net)		-	-	-
d) Other current assets	10	29,00,830	36,72,060	64,95,365
		607,24,715	62,07,107	301,32,881
TOTAL		2080,84,952	2152,64,117	2012,07,813
EQUITY AND LIABILITIES				
Equity				
Equity share capital	11	1688,90,000	1688,90,000	1688,90,000
Other Equity	12	241,09,766	263,65,393	26,02,795
		1929,99,766	1952,55,393	1949,92,795
Liabilities				
Non-Current Liabilities				
a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Other financial liabilities		-	-	-
b) Provisions		-	-	-
c) Deferred tax liabilities (Net)		-	-	-
d) Other non-current liabilities		-	-	-
TOTAL A		-	-	-

Continued.....

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327
S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

Balance Sheet as at 31 March, 2018

(Amount in ₹)

PARTICULARS	Notes	31 March 2018	31 March 2017	01 April 2016
Current Liabilities				
a) Financial liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables		75,35,000	198,85,000	58,75,000
(iii) Other financial liabilities	13	57,62,509	-	-
b) Other current liabilities	14	14,97,846	43,093	3,40,018
c) Provisions	15	2,89,830	80,631	-
Total B		150,85,185	200,08,724	62,15,018
Total liabilities (A+B)		150,85,185	200,08,724	62,15,018
Total equity and liabilities		2080,84,952	2152,64,117	2012,07,813

See accompanying note nos. 1 to 28 forming part of the financial statements
In terms of our report attached of the even date

For and on behalf of the Board of Directors
SVAM Software Limited

For Moon And Company
Chartered Accounts
FRN: 024693N

Harshwardhan Koshal
(Director)
DIN-00984159
Membership No. 523034

Manisha Agarwal
(Managing Director)
DIN-00025419

Mohit Nehra
(Company Secretary)

Virender Gupta
(C.F.O.)

Moon Goyal
Partner

Date : May 28, 2018
Place : New Delhi

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

Statement of Profit and Loss for the Year Ended 31st March, 2018

(Amount in ₹)

PARTICULARS	Notes	31 March 2018	31 March 2017
I. Revenue from Operations:	16	223,70,085.00	20,75,000.00
II. Other Income	17	52,66,223.00	49,22,984.00
III. Total Revenue (I+II)		276,36,308.00	69,97,984.00
IV Expenses:			
Cost of materials consumed		-	-
Changes in inventories of finished goods and work-in-progress	18	(544,27,233.00)	5,50,159.00
Excise Duty on sales			
Purchase		752,10,303.00	1940000.00
Power and Fuel		-	-
Employee benefit expense	19	21,60,281.00	12,70,198.00
Finance costs	20	2,37,290.00	4972.00
Depreciation and amortisation expense Other expenses	4	16,98,247.87	660518.00
Administrator & Other expense	21	16,31,864.39	2197291.00
Total expenses		265,10,753.26	66,23,138.00
V Profit / (loss) before exceptional item and tax (III-IV)		11,25,554.74	374846.00
VI Exceptional Items		-	-
VII Profit / (loss) before tax (V-VI)		11,25,554.74	374846.00
VIII Tax Expense / (Credit)			
(1) Current Tax		2,89,830.35	80,631.00
(2) Deferred Tax		4,37,298.83	23,220.00
(3) Earlier Year Tax adjustment		-	(5,793.00)
(4) Mat Credit Entitlement		-	14,190.00
IX Profit / (loss) for the year (VII-VIII)		12,73,023.22	262598.00
X Other Comprehensive income / (loss)		-	-
Item that will not be subsequently reclassified to profit or loss			
(a) Re-measurement gains/ (losses) on Investment		(35,28,650.00)	-
(b) Income tax effect		-	-
Item that may be subsequently reclassified to profit or loss:			
(a) Cash flow hedges		-	-
(b) Income tax effect		-	-
Total Other Comprehensive income/ (loss) for the year		(2255626.78)	262598.00
XI		(2255626.78)	262598.00
XII Earnings / (loss) per equity share (of Rs. 10/- each)			
Basic and Diluted (in Rs. per share)		(0.134)	0.02

See accompanying note nos. 1 to 28 forming part of the financial statements
In terms of our report attached of the even date.

For and on behalf of the Board of Directors
SVAM Software Limited

For Moon And Company
Chartered Accounts
FRN: 024693N

Harshwardhan Koshal
(Director)
DIN-00984159
Membership No. 523034

Manisha Agarwal
(Managing Director)
DIN-00025419

Mohit Nehra
(Company Secretary)

Virender Gupta
(C.F.O.)

Moon Goyal
Partner

Date : May 28, 2018
Place : New Delhi

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	(Amount in ₹)	
	31 March 2018	31 March 2017
A. Cash flow from operating activities:		
Net Profit before taxation, and extraordinary Items	11,25,555	3,74,846
Adjustments for:		
Interest Income	52,63,302	49,03,509
Finance Costs	2,37,290	-
Loss on investment	(35,28,650)	-
Depreciation	16,98,248	6,60,518
Operating Profit Before Working Capital Changes	(57,30,859)	(38,68,145)
Adjustments for:		
(Increases)/Decreases in Inventories	(544,27,233)	5,50,159
(Increases)/Decreases in Trade Payables	(123,50,000)	140,10,000
(Increases)/Decreases in Other Liabilities	14,54,753	4,343
(Increases)/Decreases in Trade Receivables	(24,86,825)	13,27,150
(Increases)/Decreases in Other Current Assets	7,71,230	28,30,001
(Increases)/Decreases in Loan & Advances	-	490,64,384
(Increases)/Decreases in Provision	2,09,199	-
(Increases)/Decreases in Other Financial liabilities	57,62,509	-
Cash Generated from Operations	(667,97,226)	639,17,892
Direct Taxes paid	2,89,830	(15,093)
Net Cash from Operated Activities (A)	(670,87,057)	639,32,985
B. Cash flow from investing activities:		
Change investment in other companies	796,28,650	(904,50,000)
Interest Income	52,63,302	49,03,509
Sale of Fixed assets	-	40,19,475
Purchase of Fixed Assets	(1,10,500)	(27,00,000)
Loans & Advance Given	(190,82,327)	-
Net Cash used in Investing Activities (B)	656,99,125	(842,27,016)
C. Cash flow from financing activities:		
Finance Cost	(2,37,290)	-
Loan Taken / Paid	-	(3,01,268)
Net Cash used in Investing Activities (C)	(2,37,290)	(3,01,268)
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(16,25,221)	(206,25,485)
Cash & Cash Equivalents as at beginning of the year	24,61,872	230,87,358
Cash & Cash Equivalents as at Closing of the Year	8,36,652	24,61,872

See accompanying note nos. 1 to 28 forming part of the financial statements
In terms of our report attached of the even date.

For and on behalf of the Board of Directors
SVAM Software Limited

For Moon And Company
Chartered Accounts
FRN: 024693N

Harshwardhan Koshal
(Director)
DIN-00984159
Membership No. 523034

Manisha Agarwal
(Managing Director)
DIN-00025419

Mohit Nehra
(Company Secretary)

Virender Gupta
(C.F.O.)

Moon Goyal
Partner

Date : May 28, 2018
Place : New Delhi

Notes Forming Part of Financial Statement

1. COMPANY OVERVIEW:

Svam Software Limited incorporated in the year 1992, is a small Cap company (having a market of Rs. 16.89 Crores) operating in information technology sector. It is a leading company in software development. It covers a vast market of software development, sale and purchase of software, hardware and all accessories related to computers. The company also owns and operates a chain of computer training institutes and distributes software developed by third parties.

It offers services in the areas of turnkey software projects, communication and networking, system re-engineering, corporate and professional programs, software conversion/migration/redesign, GIS, customised software development, product development, facility management, downsizing and system integration.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

a) Basis of preparation and compliance with Ind AS

- (i) For all periods upto and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2018 and the Company is required to prepare its financial statements in accordance with Ind AS for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

- (ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the "Audited Previous GAAP Financial Statements"), which were approved by the Board of Directors of the Company on May 29, 2017 and May 30, 2016 respectively. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.
- (iii) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind AS as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.
- (iv) These financial statements were approved for issue by the Board of Directors on May 28, 2018.

b) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivatives.

SVAM SOFTWARE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Property, Plant and Equipments

(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation				Net Block	
	As at April 1 2017	Additions/ adjustments	Deduction / adjustments	As at March 31, 2018	As at April 1 2017	Charge for the year	Deduction / adjustments	As at March 31, 2018	As at March 31, 2017
Tangible Assets	-	-	-	-	-	-	-	-	-
Painting	27,00,000.00			27,00,000.00	21082.00	1409650.95		1269267.05	2678918.00
(Previous year)		27,00,000.00		27,00,000.00		21082.00		2678918.00	0.00
Vehicles	43629200.00			4362920.00	3723485.00	265951.15		373483.85	639435.00
(Previous year)	43629200.00	0.00		4362920.00	3084049.00	639436.00		639435.00	1278871.00
Computer		110500.00		110500.00		22645.78		87854.22	
(Previous year)									
Total	70,62,920.00	1,10,500.00		71,73,420.00	37,44,567.00	1698247.87		17,30,605.13	33,18,353.00
Total Previous Year	43,62,920.00	27,00,000.00		70,62,920.00	30,84,049.00	660518.00		33,18,353.00	12,78,871.00

Statement of Changes in Equity for the year ended March 31, 2018

A Equity share capital

(Amount in ₹)

Particulars

As at March 31, 2018

Equity shares of Rs. 10 each issued,
subscribed and fully paid:

Number of shares

Rupees

As at April 1, 2016

1,68,89,000

16,88,90,000

As at March 31, 2017

1,68,89,000

16,88,90,000

As at March 31, 2018

1,68,89,000

16,88,90,000

B Other equity

Particulars

Reserve and Surplus

Reserve
FundRetained
EarningsSecurity
PremiumGeneral
ReserveTotal
Reserves

Balance as at April 1, 2016

2,33,000

(1,14,45,205)

3,73,15,000

-

2,61,02,795

Profit for the year

-

2,62,598

-

-

2,62,598

Other comprehensive income /
(loss) for the year³

-

-

-

-

-

Total comprehensive income /
(loss) for the year

2,33,000

(1,11,82,607)

3,73,15,000

-

2,63,65,393

Transferred (from) / to Reserve Fund

-

-

-

-

-

Income tax refund

-

-

-

-

-

Balance as at April 1, 2017

2,33,000

(1,11,82,607)

3,73,15,000

-

2,63,65,393

Profit for the year

-

12,73,023

-

-

12,73,023

Other comprehensive income /
(loss) for the year³

-

(35,28,650)

-

-

(35,28,650)

Total comprehensive income /
(loss) for the year

2,33,000

(1,34,38,234)

3,73,15,000

-

2,41,09,766

Transferred (from) / to Reserve Fund

-

-

-

-

-

Balance as at March 31, 2018

2,33,000

(1,34,38,234)

3,73,15,000

-

2,41,09,766

See accompanying note nos. 1 to 27 forming part of the financial statements

In terms of our report attached of the even date

For and on behalf of the Board of Directors
SVAM Software LimitedFor Moon And Company
Chartered Accounts
FRN: 024693NHarshwardhan Koshal
(Director)
DIN-00984159
Membership No. 523034Manisha Agarwal
(Managing Director)
DIN-00025419Mohit Nehra
(Company Secretary)Virender Gupta
(C.F.O.)Moon Goyal
Partner

Date : May 28, 2018

Place : New Delhi

Statement of Changes in Equity for the year ended March 31, 2018

(Amount in ₹)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
5. Financial assets - Current : Trade receivable			
Unsecured, considered good			
Trade receivable	25,60,000	73,175	14,00,325
Total	25,60,000	73,175	14,00,325
6. Other non-current assets			
Unsecured, considered good			
Advance against immovable property	-	-	-
Capital advances	-	-	-
Prepaid expenses	-	-	-
Loan & Advances	11,55,08,106	9,64,68,164	14,55,32,548
Advance from customers	-	-	-
Claims and other receivables	-	-	-
Security deposits	42,385	-	-
Total	11,55,50,491	9,64,68,164	14,55,32,548
7. Inventories			
a) Raw materials Goods-in transit	-	-	-
b) Work-in-progress Goods-in transit	-	-	-
c) Finished goods	5,44,27,233	-	5,50,159
Total	5,44,27,233	-	5,50,159
8. Investments			
Investment in equity share of subsidiary company	-	-	-
Other than Trade quoted	-	-	-
Dipankur Cerails Pvt. Ltd.	50,00,000	50,00,000	50,00,000
Deby Exim Ltd.	-	-	47,50,000
Capital Finvest Limited	45,00,000	-	-
Jolly Plastic Industries Limited	34,05,050	69,33,700	69,33,700
Echelon Estate Ltd.	-	-	10,00,000
Ubiquitous Medicos Ltd.	-	-	10,00,000
Nimbus Projects Ltd	1,66,00,000	7,22,00,000	-
Niragi Real Estate Ltd.	-	20,00,000	-
Vivid Herbs Ltd.	-	2,10,00,000	-
Reliance Power Ltd.	7,310	7,310	7,310
Zalika Real Estate Ltd.	-	20,00,000	-
Total	2,95,12,360	10,91,41,010	1,86,91,010
9. Financial assets - Current : Cash and Cash equivalents			
Cash on hand	7,81,000	2,58,361	8,30,931
Balances with banks	55,651	32,03,511	2,22,56,426
Total	8,36,652	24,61,872	2,30,87,357
10. Other Current Assets			
Unsecured, considered good	-	-	-
Short term loans & Advances	-	-	-
Prepaid expenses	10,91,102	19,76,157	48,11,557
Claims and other receivables (refer note 9(2)(a))	1,21,872	-	-
FDR	13,97,292	14,04,339	13,98,940
Balances with Statutory / Government authorities	2,91,564	2,91,564	2,84,868
Mat Credit Entitlement	-	-	-
Deferred Tax Assets	-	-	-
Leashold land prepayments	-	-	-
Total	29,00,830	36,72,062	64,95,365

Significant accounting policies and other explanatory information for the year ended 31 March 2018

11. Share Capital

Particulars	March 31, 2018		March 31, 2017	
	Number of Shares	Amount	Number of Shares	Amount
a) Authorised Share Capital				
Opening / Closing balance (equity shares of Rs.10 each)	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
Total	3,00,00,000	30,00,00,000	3,00,00,000	30,00,00,000
b) Issued, subscribed and fully Paid up				
Opening / Closing balance (equity shares of Rs.10 each)	1,68,89,000	16,88,90,000	1,68,89,000	16,88,90,000
Total	1,68,89,000	16,88,90,000	1,68,89,000	16,88,90,000
c) Details of shares held by each shareholder holding more than 5% shares	Number of Shares	% of Holding	Number of Shares	% of Holding
Om Prakash Agarwal	12,42,600	7.36	12,42,600	7.36
Manish Agarwal	12,00,000	7.11	12,00,000	7.11

12. Reserve & Surplus

Particulars	(Amount in ₹)	
	March 31, 2018	March 31, 2017
Capital Reserve	2,33,000	2,33,000
Security Premium	3,73,15,000	3,73,15,000
Total A	3,75,48,000	3,75,48,000
Opening Balance of Profit & Loss A/c	(1,11,82,607)	(1,14,45,205)
Add: Current year Profit & Loss A/c	(22,55,627)	2,62,598
Total B	(1,34,38,234)	(1,11,82,607)
Total A+B	2,41,09,766	2,63,65,393

Particulars	(Amount in ₹)		
	March 31, 2018	March 31, 2017	April 1, 2016
13. Financial liabilities - Current : Other financial liabilities			
Current maturities of long term borrowings	-	-	-
Interest accrued but not due on borrowings	-	-	-
Derivative Financial instruments	-	-	-
Capital creditors	-	-	-
Dues to related parties (refer note 26)	57,62,509	-	-
Deposits from vendors and others	-	-	-
Total	57,62,509	-	-
14. Deferred Government grants	-	-	-
Statutory liabilities	40,140	-	-
Other liabilities	7,76,062	43,093	3,40,018
Advance from customers	6,81,644	-	-
Total	14,97,846	43,093	3,40,018
15. Provisions			
Provision for Income Tax	2,89,830	80,631	-
Total	2,89,830	80,631	-

16. Revenue from operations

Particulars	(Amount in ₹)	
	March 31, 2018	March 31, 2017
Sale of products (gross)	1,91,90,085	20,75,000
Sale of Services	31,80,000	0
Revenue from operation (gross)	2,23,70,085	20,75,000

Significant accounting policies and other explanatory information for the year ended 31 March 2018

		(Amount in ₹)	
Particulars	March 31, 2018	March 31, 2017	
17. Other Income			
Interest Income	52,63,302	49,03,509	
Interest on Income Tax refund	2,921	-	
Miscellaneous receipts	-	19,475	
Total	52,66,223	49,22,984	
18. Changes in inventories of finished goods and work-in-progress			
Opening inventories Finished goods Work in progress By products	-	5,50,159	
Closing inventories Finished goods Work in progress By products	5,44,27,233	-	
Total	(5,44,27,233)	5,50,159	
19. Employee benefits expense			
(a) Salaries and wages	21,60,281	11,98,000	
(b) Contributions to provident and other funds	-	2,568	
(c) Staff welfare expenses	-	69,630	
(d) Long term incentive plan (LTIP).	-	-	
Total	21,60,281	12,70,198	
20. Finance cost			
Interest expense	2,37,290	4,972	
Total	2,37,290	4,972	
21. Other Expenses			
Advertisement Expense	17,486	5,654	
Auditors fee	28,000	43,000	
General Expenses	5,16,426	-	
Legal & Professional Fee	1,37,285	15,240	
Listing Fee	2,88,337	2,09,000	
NSDL Expenses	1,32,324	1,35,828	
Depository Charges	71,742	83,187	
ROC charges	11,600	-	
Short & Excess	18	-	
Share Transfer expenses	1,81,790	4,26,800	
Commision	85,500	-	
Bank Charges	2,596	1,596	
Insurance	31,301	53,904	
Travelling Expense	33,500	1,99,562	
Telephone Expenses	6,614	-	
Printing & Stationery	87,345	2,73,010	
Car Running & Maintenance Exp	-	1,96,820	
Postage & courier exp.	-	66,471	
Rent rates & Insurance	-	2,40,000	
Misc. Exp.	-	2,47,219	
Total	16,31,864	21,97,291	
		(Amount in ₹)	
Particulars	March 31, 2018	March 31, 2017	
22. Contingent Liabilities and commitments			
Guarantee given by bank	Nil	Nil	
Income Tax matter in dispute	Nil	Nil	
23. Obligation & Commitments outstanding			
a) Estimated Value of contracts remaining to be executed	Nil	Nil	
b) Bill Discounted with Bank	Nil	Nil	
23. a) The response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinions, adjustment on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations are completed.			
b) Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the balance sheet.			

Significant accounting policies and other explanatory information for the year ended 31 March 2018

		(Amount in ₹)
Particulars	March 31, 2018	March 31, 2017
24. Payments to auditors		
As Auditor - for statutory audit and limited review For other services	28,000	43,000
Total	28,000	43,000
25. Earnings per share (EPS)		
Net profit / (loss) after tax for the year	(22,55,627)	(2,62,598)
Weighted number of ordinary shares for basic EPS	1,68,89,000	1,68,89,000
Nominal value of ordinary share (in Rs. per share)	10	10
Basic and Diluted earnings for ordinary shares (in Rs. per shares)	(0.346)	0.040

26. RELATED PARTY DISCLOSURES**A Names of related parties and description of relation :**

- (i) Holding companies : Nil
- (ii) Subsidiary companies : Nil
- (iii) Related Parties Other than Holding Companies with whom transactions have place during the year
- (a) Fellow subsidiaries : Nil
- (b) Other related parties
Abhinav Leasing And Finance Limited, Aglow Financial Services Pvt Ltd., Sarnimal Investment Limited, Midas Global Securities Ltd., Salora Capital Ltd., Chirshmatic Developer Pvt. Ltd., Shridhar Financial Services Limited.
- (iv) Key Management Personal : Sudhir Kumar Agarwal, Manisha Agarwal, Mohit Nehra, Virender Gupta, Harshwardhan

B Transactions with related parties for the year ended March 31, 2018

(Amount in ₹)

Interest expenses

Tridev Infraestates Ltd.

26,986

Total**26,986****Interest Income**

Abhinav Leasing & Finance Ltd

1,39,288

Aglow Financial Services Ltd.

3,900

Chirshmatic Developers Pvt. Ltd.

2,433

Sarnimal Investment Limited

56,724

Shridhar Financial Services Limited

8,01,545

Salora Capital Ltd.

4,40,570

Total**14,44,460**

27. The Company operates in three types of Business i.e., Income from shares, Interest income & Income from smart classes and Single Geographical segment i.e., with in India Accordingly, saperate disclosures for Second Geographical Segment are not required & primary Business is given below :

Segment Revenue

Particular	Sale of Shares	Provide of Computer classes	Other Income	Total Revenue
Net sale income	1,90,90,085	31,80,000	52,66,223	2,76,36,308

Segment Result

Before Interest, Other Income, Depreciation Non cash Expense and Taxes	(49,40,330)	27,35,200	52,66,223	30,61,093
Add: Other Income	-	-	-	-
Less: Depreciation	(16,75,602)	(22,646)	-	(16,98,248)
Profit Before Interest	-	-	-	-
Less: Interest	(2,37,290)	-	-	(2,37,290)
Profit Before Tax	(68,53,222)	27,12,554	52,66,223	11,25,555
Less: Tax	-	-	-	2,89,830
Net Profit after Tax	-	-	-	8,35,724

Segment Information

Segment Assets	5,84,87,233	1,75,708	15,66,01,225	21,52,64,156
Segment Liability	1,35,278	9,22,784	85,42,571	96,00,633

28 First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 and note 3 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements as at and for the year ended 31 March 2017 and in the preparation of the opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('previous GAAP' or 'Indian GAAP'). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance

and cash flows is set out in the following tables and notes.

- a) The Company has applied Ind AS 16 retrospectively for its property, plant and equipments, from the date of their acquisition.
- b) Ind AS 101 First-time Adoption of Indian Accounting Standards allows first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The Company has availed the following exemption:

For its Long Term Foreign Currency Monetary Items, the Company has opted to continue its Indian GAAP policy for accounting of exchange differences arising from the translation of long-term foreign currency monetary items recognized in the Indian GAAP financial statements upto and for the year ended March 31, 2017. Accordingly exchange differences, arising on translation/ settlement of long- term foreign currency monetary items acquired before 1 April 2017, pertaining to the acquisition of a depreciable asset, are adjusted to the cost of the asset.

c) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The Company does not have any reconciliations from Indian GAAP to Ind-AS.

D) Standard issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' The amendments are applicable to the Company from 1 April, 2017.
Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The company is evaluating the requirements of the amendment and its impact on its cash flows, which are not expected to be material.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity-settled awards. Market-based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement.

The Company does not have any scheme of share based payments and hence the requirements of the amendment will not have any impact of the financial statements.

27. The Company operates in three types of Business ie., Income from Shares, Interest income & Income from smart Classes and Single Geographical segment i.e. with in India. Accordingly, saperate disclosures for Second Geographical Segment are not required & primary Business is given below :

Segment Revenue

Particulars	Sale of Shares	Provide of Computer Classes	Other Income	Total Revenue
Net sale income	1,91,90,085	31,80,000	52,66,223	2,76,36,308

Segment Result

Before Interest, Other Income, Depreciation, Non Cash Expenses and Taxes	(49,40,330.39)	27,35,200.00	52,66,223.00	30,61,092.61
Add : Other Income	-	-	-	-
Less : Depreciation	(16,75,602.09)	(22645.78)	-	-16,98,247.87
Profit Before Interest	-	-	-	-
Less : Interest	(2,37,290.00)	-	-	(2,37,290.00)
Profit before Tax	(68,53,222.48)	27,12,554.22	52,66,223.00	11,25,554.74
Less : Tax	-	-	-	2,89,830.35
Net Profit after Tax	-	-	-	8,35,724.39

Segment Information

Segment Assets	5,84,87,233.00	1,75,708.24	15,66,01,214.78	21,52,64,156.02
Segment Liability	1,35,278.00	9,22,784.00	85,42,571.00	96,00,633.00

SVAM SOFTWARE LIMITED

Notes forming part of Balance sheet and Statement of Profit & Loss

3. Summary of significant accounting policies.

a. Use of Estimates

In preparation of the financial statements, the Company makes judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

b. Revenue Recognition

Revenue is recognised for amounts the Company expects to be entitled to in exchange for transferring promised goods and services to a customer excluding amounts collected on behalf of third parties e.g. sales tax. Revenue from contracts with customers is recognised when the Company satisfies the performance obligation identified in the contract through transfer of control of the promised goods and services.

Contract with a customer is accounted for when all the following criteria are met:

- a). the parties to the contract have approved the contract and are committed to perform their respective obligations;
- b). each party's rights regarding the goods or services to be transferred are identifiable;
- c). payment terms for the goods or services to be transferred are identifiable;
- d). the contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- e). it is probable that the entity will collect the consideration to which it is be entitled in exchange for the goods or services that will be transferred to the customer.

Service income

c. Inventories

Finished goods is valued at lower of cost or net realisable value. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

d. Investments

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if, such a decline is other than temporary in the opinion of the management. The Current investments are stated at lower of cost or quoted/fair vale market value computed category wise.

e. Fixed ,Intangible Assets & Borrowing Cost

Company having no any Tangible Fixed Assets.

f. Cash & Cash equivalent

Cash and cash equivalents comprise cash and cash or deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to know amounts of cash to be cash equivalents.

g. Employee Benefits

Company is not liable for any P.F and Gratuity.

h. Accounting for taxes for income

Deferred Tax :- Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted/substantively enacted tax rate for continuing operations. Adjustment of deferred tax liability attributable to change in tax rate is shown in the statement of profit and loss as a part of the deferred tax adjustment for the year.

i. Provisions and Contingent Liabilities

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. When appropriate, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

(a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities; and

(b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial assets.

(j) Depreciation and amortisation of property, plant and equipment and intangible assets

Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

(i)	Factory building	-	30 years
(ii)	Building (others)	-	30 to 60 years.
(iii)	Roads and pathways	-	10 to 20 years
(iv)	Plant and equipment	-	6 to 20 years
(v)	Furniture and fixtures	-	10 years
(vi)	Office equipment	-	5 to 15 years
(vii)	Vehicles	-	5 years
(viii)	Computer (including software)	-	5 years

k) Financial liabilities and equity instruments

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest-bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Company's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gain or losses and is recognised in the statement of profit and loss.

Derivative financial instruments and hedge accounting

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts, cross currency swaps and interest rate swaps. The instruments are employed as hedges of transactions included in the accounts or for highly probable forecast transactions/ firm contractual commitments. These derivatives contracts do not generally extend beyond 12 months, except for certain interest rate swaps and cross currency interest rate swaps.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The fair values for forward currency contracts, interest rate swaps are marked to market at the end of each reporting period. The Company adopts hedge accounting for forward and interest rate contracts wherever possible. At the inception of each hedge, there is a formal, documented designation of the hedging relationship. This documentation includes, inter alia, items such as identification of the hedged item or transaction and the nature of the risk being hedged. At inception each hedge is expected to be highly effective in achieving an offset of changes in fair value or cash flows attributable to the hedged risk. The effectiveness of hedge instruments to reduce the risk associated with the exposure being hedged is assessed and measured at the inception and on an ongoing basis. The ineffective portion of designated hedges are recognised immediately in the Statement of Profit and Loss.

When hedge accounting is applied:

- for fair value hedges of recognised assets and liabilities, changes in fair value of the hedged assets and liabilities attributable to the risk being hedged, are recognised in the Statement of Profit and Loss and compensate for the effective portion the symmetrical changes in the fair value of the derivatives.

In cases where hedge accounting is not applied, changes in the fair value of derivatives are recognised in the Statement of Profit and Loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to the Statement of Profit and Loss for the period.

Certain components, such as terms and conditions, embedded in financial instruments or other host contracts are accounted for as separate derivatives and carried at fair value. These components are separately accounted for when their risks and characteristics are not closely related to those of the host contract, the host contract itself is not carried at fair value with gains or losses reported in the Statement of Profit and Loss, and where a separate instrument with the same terms as the embedded component would itself meet the definition of a derivative.

L. Earnings Per Share

Basic earnings per share is computed by dividing profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The Company did not have any potentially dilutive securities in any of the periods presented.

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

Regd. Office : S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

E-mail ID : svamsoftwareltd@gmail.com

Website : www.svamsoftwareltd.in

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of SVAM SOFTWARE LIMITED (CIN L72200DL1992PLC047327) will be held on Friday 28th September, 2018 at 9.00 A.M. at, "Hotel Aura Grand Residency" at 439, Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2018 and the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Sudhir Kumar Agarwal (DIN 00024935), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:-**3. APPOINTMENT OF MR. ANKIT KUMAR AGARWAL AS A INDEPENDENT DIRECTOR:-**

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

"RESOLVED THAT pursuant to Section 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Ankit Kumar Agarwal (DIN 07962230), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May, 2018 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013, proposing Mr. Ankit Kumar Agarwal as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 28th September, 2018 for a consecutive period of 5 years, not liable to retire by rotation."

4. APPOINTMENT OF MRS. MANISHA AGARWAL AS MANAGING DIRECTOR:-

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V of the Companies Act, 2013 and any other applicable article of the Article of Association of the Company, the consent of the company be and is hereby accorded to the appointment of Mrs. Manisha Agarwal (DIN 00025419), as Managing Director of the company for a period of five (5) Years with effect from the date of meeting, upon such terms and conditions as set out in the statement annexed to this notice with the liberty to the Board to alter and vary the said terms and conditions as it may deem fit and is acceptable to Mrs. Manisha Agarwal.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Manisha Agarwal, Managing Director including the monetary value thereof, to the extent recommended by the Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to overall limits specified under the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Director of the company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution".

5. APPOINTMENT OF MRS. AMBIKA AGARWAL AS A INDEPENDENT DIRECTOR:-

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

“RESOLVED THAT pursuant to Section 149, 152, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Ambika Agarwal (DIN 07082863), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2018 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a requisite notice in writing under Section 160 of the Companies Act, 2013, proposing Mrs. Ambika Agarwal as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 28th September, 2018 for a consecutive period of 5 years, not liable to retire by rotation.”

6. **APPROVAL FOR RELATED PARTY TRANSACTIONS:-**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and all other applicable provisions, if any, of the companies Act, 2013 (the Act) read with the companies (Meetings of board and its powers) Rules, 2014 and read with the regulation 23 of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 consent of the members be and is hereby accorded to the Board of directors of the Company to enter into the contracts and/or arrangements with the following related parties and its associate companies as defined under the Act, with respect to sale, purchase or supply of any goods or material, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD's creation of secured charges with the following Related Parties and its associates on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and all the Related Parties upto maximum amount per amount not exceeding ` Rs. 200 Crores/-. The Company hereby approves, ratifies and confirms the said agreements/ transactions entered into with the related parties as defined under the act, Rules made thereunder and SEBI (LODR), regulations with effect from 1st April, 2018:-

S. No.	Name of Related Party	Period of Contract	Particulars of Contract	Expected Maximum Value of Transaction Per Annum W.E.F. 1st April 2018 (₹ in Crore)
1.	Abhinav Leasing and Finance Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/ given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	200.00
2.	Aglow Financial Services Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party.	
3.	Sarnimal Investment Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/ given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	
4.	Avika Developers Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party.	
5.	Chrishmatic Developers Private Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party.	
6.	Shridhar Financial Service Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party.	

7.	Salora Capital Limited	1st April, 2018 to 31st March 2021	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party.
8.	Midas Commodities Private Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
9.	Midas Global Securities Limited	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.
10.	Any other related parties not mentioned herein above and as defined under the act.	1st April, 2018 to 31st March 2021	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors (which expression shall include the Audit Committee or any other committee thereof for the time being exercising the powers conferred by this resolution) to approve the transactions and the terms and conditions with any of the aforesaid related party/ies and to take such steps as may be necessary for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution."

7. **ALTERATION IN MEMORANDUM OF ASSOCIATION:-**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the confirmation of the Registrar of Companies, Delhi and Haryana, and subject to all the applicable laws and regulations, including but not limited to SEBI (LODR) Regulations, 2015, if any, the approval of the Members be and is hereby granted for alteration of the Object Clause of the Memorandum of Association of the Company by inserting Clause 6 after existing Clause 5 in the "THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-" as follows:

"6. To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind, of State, Government, Public or Private companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange or any other online medium".

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, NCT of Delhi and Haryana."

**By the order of Board of directors
SVAM SOFTWARE LIMITED**

Place: Delhi
Date: 01.09.2018

**Mohit Nehra
Company Secretary**

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING / AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ATTACHED TO THIS NOTICE.**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER, HOLDING MORE THAN TEN (10) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
4. Register of members and share transfer books will be closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both the days inclusive).
5. Members are requested to please notify immediately any change in their addresses to the company.
6. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
7. Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in whole time practice, has been appointed as Scrutinizer for the purpose of Postal Ballot Process.
8. Shareholders seeking any information with regard to accounts are requested to write well in advance so as to reach the company at least 7 days prior to the annual general meeting to enable the management to keep the information ready at the AGM.
9. The Member Are Requested To: -
 - a. Intimate changes if any in their address to the company or to the Registrar and Share transfer agent of the company, Skyline Financial Services (P) Limited at D-153A, Okhla Industrial Area, Phase-I, Delhi 110020, Ph-011-30857575.
 - b. Quote folio number in all their correspondence with the company.
 - c. Bring their copies of annual report including attendance slip at the venue for the AGM.
10. Member holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. Quoting their folio number(s) to company's share transfer agent.
11. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing the representatives to attend and vote at the general meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Company had, pursuant to the provisions of SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, appointed Mr. Ankit Kumar Agarwal, as Independent Directors at various times, in compliance with the requirements of the regulations. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Ankit Kumar Agarwal, non-executive directors of the Company, has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

ITEM NO. 4

The Board of Directors of the Company in its meeting held on 15th January, 2018 has approved the appointment of Mrs. Manisha Agarwal as Managing Director on honorary basis for a period of 5 (Five) years commencing from 15th January, 2018. She will be entitled to get a salary of ` 50,000/- per month. No Perquisites or Allowances, Remuneration based on net profit or reimbursement of expenses shall be paid to her.

Terms and Conditions:

Mrs. Manisha Agarwal shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time given and imposed by the Board and/or the Articles of Association of the Company. She shall have control of and full executive responsibility for the general conduct and management of the business and affairs of the Company. She shall have the power to enter into contracts on behalf of the Company in the ordinary course of the business and to do and perform all other acts and things, which in the ordinary course of business, She may consider necessary and proper or in the interest of the Company. She shall devote sufficient time and whole-time attention to the business of the Company for which she is made accountable and shall use her best endeavors to promote the Company's interests and welfare.

The Board of Directors recommends the passing of the resolution set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution. No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution at Item No. 4 of the Notice except Mrs. Manisha Agarwal.

ITEM NO. 5

The Company had, pursuant to the provisions of SEBI(Listing Obligations And Disclosure Requirements) Regulations, 2015, appointed Mrs. Ambika Agarwal, as Independent Directors at various times, in compliance with the requirements of the regulations. Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mrs. Ambika Agarwal, non-executive directors of the Company, has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

ITEM NO. 6

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions which are in the ordinary course of business and/or are on arm's length basis. Transactions that do not satisfy these criteria can be carried out only with the approval of the shareholders accorded by way of a ordinary resolution. Though all the transactions with the related parties mentioned under the resolution in Item No.7 are in the ordinary course of business and are at arm's length basis. As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has made it mandatory that all material Related Party Transactions (i.e., the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company) shall require approval of the shareholders by way of a ordinary resolution. The Board of Directors of the Company in their meetings held on 1st September, 2018 have approved the transactions given in Item No.6 of the Notice. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a ordinary Resolution pursuant to Section 188 read with rules made thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S.No.	Name of Related Party	Nature of Interest or Concern
1.	Abhinav Leasing and Finance Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Abhinav Leasing and Finance Limited.
2.	Aglow Financial Services Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Aglow Financial Services Private Limited.
3.	Sarnimal Investment Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Sarnimal Investment Limited.

4.	Avika Developers Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also shareholder in Avika Developers Limited
5.	Chrishmatic Developers Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Chrishmatic Developers Private Limited
6.	Shridhar Financial Services Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Shridhar Financial Services Limited
7.	Salora Capital Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is also director in Salora Capital Limited
8.	Midas Commodities Private Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Midas Commodities Private Limited.
9.	Midas Global Securities Limited	Mr. Sudhir Kumar Agarwal, Director in the Svam Software Limited, who is relative of Mr. Atul kumar Agarwal who is director in Midas Global Securities Limited.

ITEM NO. 7

The Board of Directors with a view to expand the area of business of the company as well as considering the income derived from the trading of shares and securities as on 31st March, 2018, decided to alter the Memorandum of Association subject of approval of the Members in the General Meeting by way of Special Resolution. Hence, as per provisions of Companies Act, 2013 and other applicable rules thereof, Board of Director proposed to insert a new the Clause 6 after existing Clause 5 in the "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:-"

- "6. To carry on business of trading, buying, selling, underwriting, investing, acquiring and holding of shares, stocks, debentures, debenture stock, bonds, obligation, commodities, futures or securities of any kind, of State, Government, Public or Private companies or of body corporate or any other entities whether in India or elsewhere either singly or jointly whether in India or elsewhere in any manner on any Stock Exchange and National Stock Exchange or any other online medium".

The Board of Directors recommend passing of the Special Resolution as contained in the Notice A copy of the Memorandum of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

**By the order of Board of directors
SVAM SOFTWARE LIMITED**

**Place: Delhi
Date: 01.09.2018**

**Mohit Nehra
Company Secretary**

Details of Directors seeking appointment / re-appointment in Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

- 1) **Name:** Mr. Ankit Kumar Agarwal
Age: 29 Years
Qualification: Graduate
Experience: five (5) Years
Relationship between directors inter-se: None

Directorship in other companies and membership in committees of other companies:

S.No.	Name of the Company	Designation	Date of Appointment	Date of Cessation
1	Tridev Infraestates Limited	Additional Director	05.12.2017	NA
2	Abhinav Leasing and Finance Limited	Additional Director	05.12.2017	NA

Shareholding : Nil

- 2) **Name:** Mr. Ankit Kumar Agarwal
Age: 29 Years
Qualification: Graduate
Experience: five (5) Years
Relationship between directors inter-se: None

Directorship in other companies and membership in committees of other companies:

S.No.	Name of the Company	Designation	Date of Appointment	Date of Cessation
1	Sarnimal Investment Limited	Director	13.08.2018	NA
2	Tridev Infraestates Limited	Director	13.08.2018	NA

Shareholding : Nil

Voting through electronic means:

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their right to vote at the Annual General Meeting (AGM) through electronic means. The Company has availed the services of Central Depository Services Limited (CDSL) for providing the necessary e-voting platform to the members of the Company:

The Board of Directors has appointed Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in whole time Practice as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

The instructions for members for e-voting are as under:

- 1) The voting period begins on Tuesday, 25th September, 2018 (9.00 AM) and ends on Thursday, 27th September, 2018 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) The shareholders should log on to the e-voting website www.evotingindia.com.
- 3) Click on Shareholders / Members
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) If you are a first time user follow the steps given below:

For Members holding share in Demat Form	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (In Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details# Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

- 8) After entering these details appropriately, click on "SUBMIT" tab.
 - 9) 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.
 - 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 11) Click on the EVSN for Svam Software Limited on which you choose to vote.
 - 12) 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.
 - 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
 - 14) 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.
 - 15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 17) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - 19) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a 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 linked in the login 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.
 - 20) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - 21) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.
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General Instructions:

1. The voting period begins on Tuesday the 25th September, 2018 (9:00 A.M.) and ends on Thursday the 27th September, 2018 (5:00 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 of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. 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.
3. The Notice of the Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e. Friday, 24th August, 2018 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company at www.svamssoftwareltd.in
4. The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 21st September, 2018 and not casting their vote electronically, may only cast their vote at the 26th Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 21st September, 2018.
5. Mr. Himanshu Goel (M. No. 535066) Chartered Accountant in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Managing Director and/or Chartered Accountant of the Company.

**By the order of Board of directors
SVAM SOFTWARE LIMITED**

**Place: Delhi
Date: 01.09.2018**

**Mohit Nehra
Company Secretary**

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

Regd. Office : S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

E-mail ID : svamsoftwareltd@gmail.com

Website : www.svamsoftwareltd.in

ATTENDANCE SLIP

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.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 26th Annual General Meeting of the Svam Software Limited being held on Friday, 28th Day of September, 2018 at 9.00 A.M. at "Hotel Aura Grand Residency", 439 Jagriti Enclave, Vikas Marg, Delhi 110092 at and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The Copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

Regd. Office : S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

E-mail ID : svamsoftwareltd@gmail.com

Website : www.svamsoftwareltd.in

**FORM NO. MGT-11
PROXY FORM**

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

CIN : L72200DL1992PLC047327**Name of the company : SVAM SOFTWARE LIMITED****Registered Office : S-524, VIKAS MARG, SHAKARPUR, DELHI-110092**

Name of Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

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

1. Name :	Address :
E-mail Id :	Signature :

or failing him

1. Name :	Address :
E-mail Id :	Signature :

or failing him

1. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the company, to be held on Friday, 28th Day of September, 2018 at 9.00 A.M. at "Hotel Aura Grand Residency", 439 Jagriti Enclave, Vikas Marg, Delhi 110092 and at any adjournment thereof in

respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	ORDINARY BUSINESS
1	Adoption of Audited Financial Statements for the year ended March 31 st , 2018.
2	Mr. Sudhir Kumar Agarwal, retires by rotation and being eligible for re-appointment, as a Director of the Company.
	SPECIAL BUSINESS
3	Regularization of Additional Director Mr. Ankit Kumar Agarwal, as Independent Director.
4	Approval of Appointment of Mrs. Manisha Agarwal as Managing Director.
5	Regularization of Additional Director Mrs. Ambika Agarwal, as Independent Director.
6	Approval of Related Party transaction.
7	Alteration in Memorandum of Association of the Company.

Signed this day of20.....

Signature of Shareholder :

Signature of Proxy Holder(s) :

Affix Revenue
Stamp

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

SVAM SOFTWARE LIMITED

CIN. L72200DL1992PLC047327

Regd. Office : S-524, VIKAS MARG, SHAKARPUR, DELHI-110092

E-mail ID : svamsoftwareltd@gmail.com

Website : www.svamsoftwareltd.in

BALLOT FORM

1. Name(s) of Shareholder(s) / Beneficial Owner
Including joint-holders, if any :
2. Registered Address of the Sole /
First named Shareholder :
3. Registered Folio No. / Client ID No. :
4. No. of Shares held :
5. I / we hereby exercise my / our vote in respect of the Resolution / s to be passed through postal ballot for the business stated in the Notice of the Company by sending my / our assent / dissent to the said Resolution by placing Tick () mark at the appropriate box below:

S. No.	Resolution Type	Particulars	I/We assent to the Resolution/s	I/We dissent to the Resolution/s
1.	Ordinary Resolution	Adoption of Audited Financial Statements for the year ended March 31st, 2018.		
2.	Ordinary Resolution	Mr. Sudhir Kumar Agarwal, retires by rotation and being eligible for re-appointment, as a Director of the Company.		
3.	Ordinary Resolution	Regularization of Additional Director Mr. Ankit Kumar Agarwal, as Independent Director.		
4.	Ordinary Resolution	Approval of Appointment of Mrs. Manisha Agarwal as Managing Director.		
5.	Ordinary Resolution	Regularization of Additional Director Mrs. Ambika Agarwal, as Independent Director.		
6.	Ordinary Resolution	Approval of Related Party transaction.		
7.	Special Resolution	Alteration in Memorandum of Association of the Company.		

Place :

Date :

Signature of the Shareholder / Beneficial Owner

ANNUAL GENERAL MEETING VENUE ROUTE MAP

