

**LAFFAN SOFTWARE LIMITED**

*30<sup>th</sup>*  
***ANNUAL REPORT***  
***2014 - 2015***

**BOARD OF DIRECTORS**

MR. SWAPAN SARKAR  
MR. SANJAY KR. SRIVASTAVA  
SMT. MADHUMITA KUMARI

**AUDITORS**

CA, SHANTIMAY MAJUMDER & CO.,  
CHARTERED ACCOUNTANTS

**REGISTRAR & SHARE  
TRANSFER AGENT**

ABS CONSULTANTS PVT. LTD.  
99, STEPHEN HOUSE  
4, B. B. D. BAGH (E), KOLKATA – 700 001  
PH : 22201043

**BANKERS**

INDUSIND BANK  
KOLKATA

**REGISTERED & ADMINISTRATIVE OFFICE**

205, HARIBOL ROY MARKET  
2<sup>ND</sup> FLOOR, A. T. ROAD  
NEAR SARAF BUILDING  
GUWAHATI – 781 001

## **LAFFAN SOFTWARE LIMITED**

CIN: L72200AS1985PLC002426  
REGD. OFFICE: 205, Haribol Roy Market, 2<sup>nd</sup> Floor,  
A.T.Road, Guwahati – 781 001  
Website : laffan.co.in  
Email Id: laffan@india.com, Phone : +91 7890587498

### **NOTICE**

NOTICE is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Laffan Software Limited will be held on Wednesday, 30<sup>th</sup> September, 2015 at 11.00 a.m. at the Registered Office of the Company at 205, Haribol Roy Market, 2<sup>nd</sup> Floor, A.T.Road, Guwahati – 781 001 to transact the following businesses: -

#### **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Swapan Sarkar (holding DIN : 05149442) who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act,2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), Shantimay Majumder & Co., (Firm Registration No. 317116E) Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the remuneration to be fixed by the Board of Directors..”

By Order of the Board  
Sd/-  
(P. Chakraborty)  
Director  
DIN: 01995591

Place: Guwahati  
Dated: 07/09/2015

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#### **NOTES:**

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder with respect to Special Business set out in the Notice is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.  
In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting

rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

3. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2015 to 30.09.2015 (both days inclusive) for determining the name of Members eligible for dividend on equity shares if declared at the meeting.
5. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company's Registrar and Share Transfer Agents before the closure of the Register of Members for registration
6. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Members holding shares in physical form and wishing to make / change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company
8. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
10. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company at email id Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
11. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
12. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
13. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.

14. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.

Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.

As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment/ re-appointment of the Director, a statement containing details of the concerned Directors is given below :

**Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting**

<b>Name</b>	PARTHA CHAKRABORTY	KAKALI GHOSH
Date of Birth	19-05-1970	13-02-1970
Directors Identification Number (DIN)	01995591	07188585
Age	45 years	45 years
Qualification	Graduate	X/SSLC
Expertise in Specific Area		
Date of first Appointment on board of the Company	15-07-2015	15-07-2015
List of Directorship held in other companies	As per Annexure - I	As per Annexure - II
Membership/Chairmanships of Audit and stakeholders relationship committees	NIL	NIL

17. Members may note that the Notice of the Meeting will be available on the Company's website <http://onlineinformation.co.in>. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the Meeting.
18. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, except Saturdays, from 10:00 A.M to 12:00 Noon.

## **LAFFAN SOFTWARE LIMITED**

CIN: L72200AS1985PLC002426  
REGD. OFFICE: 205, Haribol Roy Market, 2<sup>nd</sup> Floor,  
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Website : laffan.co.in  
Email Id: laffan@india.com, Phone : +91 7890587498

### **DIRECTOR'S REPORT**

To,  
The Shareholders,

Your Directors have pleasure in presenting the 30<sup>th</sup> Annual Report along with the Audited Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015.

#### **FINANCIAL RESULTS:**

<b>Particulars</b>	<b>For the Year ended on 31.03.2015</b>	<b>For the Year ended on 31.03.2014</b>
Total Income	1,73,43,691.00	1,20,14,511.00
Total Expenditure	1,65,89,233.35	1,14,35,271.59
Profit/(Loss) before taxation	7,54,457.65	5,79,239.41
Provision for Tax	6,11,940.00	17,455.00
Profit/(Loss) after Taxation	1,42,517.65	5,61,784.41
Balance b/f from Previous Year	25,15,808.45	19,54,024.04
Balance carried forward to Balance Sheet	26,58,326.10	25,15,808.45

#### **WORKING RESULTS:**

During the year, the company has earned profit of Rs. 1,42,517.65/- (Previous Year Profit of Rs. 5,61,784.41/-).

#### **DIVIDEND:**

Your Directors do not recommend any dividend for the equity shareholders for the financial year 2014-15.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

Your Company does not have any activity relating to conversion of energy or technology absorption.

#### **FOREIGN EXCHANGE EARNINGS AND OUT-GO:**

During the period under review there was no foreign exchange earnings or out flow.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.

The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and

fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

- ii. 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.
- iii. The directors have prepared the annual accounts on a going concern basis. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### **MEETINGS:**

The Board of Directors met Five times during the year. Details of Board meetings are laid out in Corporate Governance Report, which forms a part of Annual Report.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

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

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are reviewed by the Audit Committee of the Board. During the year the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A Policy on related party transactions and dealing with related parties as approved by the Board has been posted on the Company's website [onlineinfotech.co.in](http://onlineinfotech.co.in) as "**Annexure C.**"

#### **EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT 9 forms part of this Annual Report and is annexed herewith and marked as "**Annexure B**".

#### **DECLARATION BY INDEPENDENT DIRECTOR(S):**

Smt. Madhumita Kumari (holding DIN : 05162370) is an independent Director on the Board of your Company. In the opinion of the Board and as confirmed by him, he fulfils the conditions specified in section 149 of the Act and the rules made thereunder about his status as an Independent Director of the Company.

#### **NOMINATION AND REMUNERATION COMMITTEE:**

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

#### **RISK POLICY:**

The Company understands that risk evaluation and risk mitigation is a function of the Board of the Company and the Board of Directors are fully committed to developing a sound system for identification and mitigation of applicable risks viz., systemic and non-systemic. The Board of Directors has approved a Risk Management Policy as per which the Company is in the process of identifying critical risks of various departments within the Company. Once identified, a sound mitigation system will be put in place. Further the Board is of the opinion that at present there are no material risks that may threaten the functioning of the Company.

## **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

The provisions of section 135 about constitution of Corporate Social Responsibility Committee is not applicable to the Company. Hence, the company has not formed the same.

## **CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

During the year, there was no change in the nature of business of the Company or any of its subsidiaries.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As per the provisions of Section 149 and 152 of the Companies Act, the shareholders at their Annual General Meeting held on 30<sup>th</sup> September, 2014 (Last years AGM) had approved the re-appointment of all existing Independent Directors of the Company for tenure of up to five consecutive years. None of the Independent Directors are liable to retire by rotation.

In accordance with section 149(7) of the Companies Act, 2013, each Independent Director has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Further, in accordance with provisions of Section 152 of the Companies Act, 2013, the shareholders had also approved the variation in the terms of appointment of Mr. Swapan Sarkar, Directors, making them liable to retire by rotation.

## **SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary.

## **DEPOSITS:**

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

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:**

During the FY 2015, there were no significant and / or material orders, passed by any Court or Regulator or Tribunal, which may impact the going concern status or the Company's operations in future.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Whole Time Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.



## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

Details of remuneration paid to employees as required by Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable, since the Company has not employed any person drawing salary of more than Rs. 60,00,000/- per annum or Rs. 5,00,000/- per month.

The full Annual Report including the aforesaid information is being sent to all shareholders of the Company through the prescribed mode and is available on the Company's website.

## **SHARE CAPITAL:**

The present paid-up share capital of your Company is Rs. 15,22,17,000/- divided into 15221700 equity shares of Rs. 10/- each.

## **CORPORATE GOVERNANCE:**

The Company complies with the provisions laid down in Corporate Governance laws. It believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the following forms part of this Annual Report:

- i. Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel;
- ii. Management Discussion and Analysis;
- iii. Report on the Corporate Governance; and
- iv. Auditors' Certificate regarding compliance of conditions of Corporate Governance

## **AUDIT COMMITTEE:**

The Audit Committee comprises of Mr. Swapan Sarkar, who serves as the Chairman of the Committee and Mr. Sanjoy Srivastava and Smt. Madhumita Kumari as other members. The terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. All the recommendations made by the Audit Committee during the year were accepted by the Board.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The composition and terms of reference of the Stakeholders' Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

## **REMUNERATION POLICY:**

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, which inter-alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

## **FAMILIARISATION PROGRAMME FOR BOARD MEMBERS:**

The Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) in terms of Clause 49(II)(B)(7) of the Listing Agreement, to familiarise them about the Company and their roles, rights, responsibilities in the Company. The Familiarisation Programme is stated in the Corporate Governance Report forming part of

this Annual Report. The details of such Familiarisation Programme for directors may be referred to, at the website of the Company at [laffan.co.in](http://laffan.co.in)

### **BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, your Company has adopted the Remuneration Policy with comprehensive procedure on performance evaluation. Chairman of the Nomination and Remuneration Committee, who is an independent Director of the Board conducted a one-to-one session with each Director to understand their points of view on the parameters for performance evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, ethics and compliances, financial reporting process and monitoring activities.

Performance parameters for the Board as a collective body, included parameters like qualification and diversity of Board members, method and criteria for selection of independent directors to ensure independence, availability, appropriateness, clarity of understanding on risk scenarios faced by the Company, existence, sufficiency and appropriateness of policy on dealing with potential conflicts of interest, involvement of Board members in long-term strategic planning etc.

Based on these criteria, the performance of the Board, various Board Committees, Chairman and Individual Directors (including Independent Directors) was found to be satisfactory.

Independent Directors has conducted its meeting without the participation of other Non-Independent Directors and members of management and reviewed the performance of Board, its Committee, Chairman and individual Directors. On the basis of the review by the Independent Directors, they hold unanimous opinion that the Non-Independent Directors, including the Chairman to the Board have abundant knowledge in their respective fields and are experts in their areas.

### **AUDITORS:**

M/s. Shantimay Majumder & Co. (Firm Registration No. 317116E), Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with the limits specified in Section 139 read with Section 141 of the Companies Act, 2013. You are requested to consider their appointment.

### **STATUTORY AUDITORS' OBSERVATIONS:**

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark.

### **SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Bijan Kumar Malik, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the FY 2015. The Secretarial Audit report is annexed herewith as "**Annexure A**"

**BOARD'S RESPONSE ON AUDITORS QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:**

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Company Secretary in Practice in the Secretarial Audit Report.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named 'Online' in terms of Section 177 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement to deal with instance of fraud and mismanagement, if any, and to report concerns about unethical behaviour, wrongful conduct and violation of the Company's code of conduct or ethics policy. The details of the said Policy is explained in the Corporate Governance Report and also posted on the website of the Company [www.laffan.co.in](http://www.laffan.co.in)

**DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company is committed to provide a safe & conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. During the year under review, no case of sexual harassment was reported.

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading 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.

**APPRECIATIONS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Date: 07.09,2015

Place: Guwahati

**For LAFFAN  
SOFTWARELIMITED**

**Sd/-  
SWAPAN SARKAR  
Chairman  
(DIN: 05149442)**

**Annexure A to Boards Report**  
**SECRETARIAL AUDIT REPORT**  
**Form No. MR-3**  
**For The Financial Year Ended On 31<sup>st</sup> March, 2015**

(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,

**Laffan Software Limited**

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Laffan 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.
2. 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 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 on 31st March, 2015, 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:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Laffan Software Limited for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (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;
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Other Applicable Acts,
- (a) Factories Act, 1948
  - (b) Payment Of Wages Act, 1936, and rules made thereunder,
  - (c) The Minimum Wages Act, 1948, and rules made thereunder,
  - (d) Employees' State Insurance Act, 1948, and rules made thereunder,
  - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
  - (f) The Payment of Bonus Act, 1965, and rules made thereunder,
  - (g) Payment of Gratuity Act, 1972, and rules made thereunder,
  - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
  - (i) Food Safety and Standards Act, 2006, and rules made thereunder.
4. We have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreements entered into by the Company with MCX Stock Exchange and Ahmedabad Stock Exchange.

5. We further report that,

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

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

6. 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.

Date: 07.09. 2015

Place: Kolkata

Bijan Kumar Malik

Practicing Company Secretary

COP No.: 7580

Annexures to the Board's Report.

**ANNEXURE – 1**

To,  
The Members,  
**Laffan Software Limited**

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. My responsibility is to express an opinion on those records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events etc.
5. 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.

Date: 07.09. 2015

Place: Kolkata

Bijan Kumar Malik  
Practicing Company Secretary  
COP No.: 7580

**Annexure B to Boards Report  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2015**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Company (Management & Administration) Rules, 2014.**


**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L72200AS1985PLC002426
2.	Registration Date	26.08.1985
3.	Name of the Company	LAFFAN SOFTWARE LIMITED
4.	Category/Sub-category of the Company	Public limited company by shares
5.	Address of the Registered office & contact details	205, HARIBOL ROY MARKET, 2ND FLOOR, A.T.ROAD GUWAHATI - 781 001 (Ph.) +91 7890587392
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ABS CONSULTANTS PVT. LTD. 99, Stephen House, 4, B.B.D.Bagh, Kolkata - 700 001 Phone No. 033-22201043

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Investment & Finance		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	NAME OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1					
2					
3					





<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	14431640	-	14431640	94.81	14431640	-	14431640	94.81	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10000	148210	158210	1.04	10000	148210	158210	1.04	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Shares in Transit)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	14441640	148210	14589850	95.85	14441640	148210	14589850	95.85	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	14441640	148210	14589850	95.85	14441640	148210	14589850	95.85	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	<b>14971640</b>	<b>250060</b>	<b>15221700</b>	<b>100.00</b>	<b>14971640</b>	<b>250060</b>	<b>15221700</b>	<b>100.00</b>	-

### B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	BAY INLAND FINANCE PVT.LTD.	101850	0.67	-	101850	0.67	-	-
2	ARTILLEGENCE BIO-INNOVATIONS LTD.	530000	3.48	-	530000	3.48	-	-
	<b>Total</b>	<b>631850</b>	<b>4.15</b>	<b>-</b>	<b>631850</b>	<b>4.15</b>	<b>-</b>	

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

SN	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
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<i>Nil</i>			
	At the end of the year				

**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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	IMPALA INDUSTRIAL ENTERPRISES LTD.	1190750	7.82	1190750	7.82
2	ONLINE INFORMATION TECHNOLOGIES LTD.	1134000	7.45	1134000	7.45
3	SURABHI DAIRY PRODUCTS P. LTD.	720500	4.73	720500	4.73
4	GANGA BUILDERS LIMITED	665550	4.37	665550	4.37
5	WILCO FINEXIM PVT. LTD.	647500	4.25	647500	4.25
6	ALAVEL FINVEST PVT. LTD.	626250	4.11	626250	4.11
7	LOGIC INFOTECH LIMITED	610000	4.01	610000	4.01
8	NOVELTY TRADERS LIMITED	599750	3.94	599750	3.94
9	JAGADISHWAR PHARMACEUTICAL WORKS LTD.	593375	3.90	593375	3.90
10	NEW OUTLOOK SECURITIES LIMITED	591000	3.88	591000	3.88
	<b>At the end of the year</b>	<b>7378675</b>	<b>48.47</b>	<b>7378675</b>	<b>48.47</b>

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.		<b>Nil</b>			
2.		<b>Nil</b>			

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

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

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		<b>Nil</b>			
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					


B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of 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				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## Annexure C to Boards Report

### FORM NO. AOC -2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis. N.A.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Justification for entering into such contracts or arrangements or transactions'	N.A.
f)	Date of approval by the Board	N.A.
g)	Amount paid as advances, if any	N.A.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Date of approval by the Board	N.A.
f)	Amount paid as advances, if any	N.A.

Form shall be signed by the people who have signed the Board's Report.

## **Corporate Governance Report for the year ended on 31<sup>st</sup> March 2015**

### **COMPANY'S PHILOSOPHY:**

The Company maintains standards while complying with the ideology of practicing good Corporate Governance. While achieving corporate goals and creating wealth for the investors the company simultaneously endeavours to apply highest level of corporate ethics and corporate governance practices. The Board considers itself a trustee of all shareholders and acknowledges its responsibilities to the shareholders for creating and safeguarding shareholders wealth.

The Company's compliance of corporate governance guidelines of the listing agreement is as follows:

#### **A. COMPOSITION OF THE BOARD AND RECORD OF OTHER DIRECTORSHIPS HELD**

The Company is managed and controlled through a professional body of Board of Directors, which consists of eminent persons with considerable professional expertise and experience.

The Board of Directors comprise of an optimum combination of Executive and Non-executive Independent Directors headed by the Chairman. The composition of the Board of Directors of the Company is in conformity with the provisions of clause 49 of the listing agreement with the stock exchange. The independent directors do not have any pecuniary relationship or transactions with the company, promoters and management, which may affect independence or judgment of the directors in any manner.

The composition and structure of the board and record of other directorships and Committee memberships and Chairmanships of directors as on 31<sup>st</sup> March, 2015 is as under

Name of the Director	Category	Designation	Inter-se relationship among directors	No. of other Directorships held	Total No. of Chairmanships/ Memberships of Board Committees		
					Chairmanship	Membership	Total
Sri Swapan Sarkar		Director		6	6	0	6
Sri Sanjoy Srivastava		Director		6	0	6	6
Smt. Madhumita Kumari		Director		6	0	6	6

#### **B. BOARD MEETINGS**

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
30.04.2014	3	3
30.07.2014	3	3
18.08.2014	3	3
30.10.2014	3	3
14.01.2015	3	3

Name of Director	Attendance at the Board Meetings held on						Attendance at the AGM held on 30/09/2014	Attendance at the EGM held on ___/___/2015
	30/04/2014	30/07/2014	18/08/2014	30/10/2014	14/01/2015	___/___/2015		
Sri Swapn Sarkar	Yes	Yes	Yes	Yes	Yes		Yes	N.A.
Sri Sanjoy Kumar Srivastava	Yes	Yes	Yes	Yes	Yes		Yes	N.A.
Smt. Madhumita Kumari	Yes	Yes	Yes	Yes	Yes		Yes	N.A.

### C. COMMITTEES OF THE BOARD:

#### (a) Audit Committee

The Audit Committee continued working under Chairmanship of Mr. Swapan Sarkar with co-members. During the year, the sub-committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee for the Financial Year ended March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Audit Meetings held on						
		30.04.14	30.07.14	30.10.14	14.01.15			
Sri Swapan Sarkar	Non-Executive, Independent Director	30.04.14	30.07.14	30.10.14	14.01.15			
Sri Sanjoy Kumar Srivastava	Non-Executive, Independent Director	30.04.14	30.07.14	30.10.14	14.01.15			
Smt. Madhumita Kumari	Non-Executive Director Independent	30.04.14	30.07.14	30.10.14	14.01.15			

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

#### Financial Reporting and Related Processes

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, replacement or removal, remuneration and terms of appointment of auditors of the company;



3. To approve rendering of services by the statutory auditors other than those expressly barred under Section 144 of Companies Act, 2013 and remuneration for the same;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon and the CEO & CFO Certificate as per Clause 49 of the Listing Agreement before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Significant adjustments made in the financial statements arising out of audit findings; All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.
  - d. Compliance with listing and other legal requirements relating to financial statements;
  - e. Disclosure of any related party transactions (AS 18 of ICAI and RBI guidelines); and
  - f. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval and secure the Certificate from CFO in terms of Clause 41 of the Listing Agreement;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
8. Discussion with Internal Auditors and the Management of any significant findings, status of previous audit recommendations and follow up there on;
9. Review Management letters/ letters of internal control weakness issued by the Statutory Auditors;
10. Review the Internal Audit Report relating to internal control weakness;
11. To review the functioning of the Whistle Blower/ vigil mechanism;
12. Approval of appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
13. Review Management discussion and analysis of financial condition and results of operations;

14. Review Statement of significant related party transactions, submitted by management;
15. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
16. Valuation of undertakings or assets of the company, wherever it is necessary;
17. Evaluation of internal financial controls and risk management systems;
18. Approve and recommend to the Board the transactions of the Company with Related Parties or any subsequent modification thereof;
19. Carry out such other business as may be required by applicable law or considered appropriate in view of the general terms of reference and the purpose of the Audit committee; and
20. Any other matter as delegated by the Board of Directors of the Company from time to time

**(b) Stakeholders' Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- Such other matters as per the directions of the Board of Directors of the Company which may be considered necessary in relation to shareholders and investors of the Company and/ or as required under Clause 49 of the Listing Agreement relating to Corporate Governance, as amended, from time to time.

The composition of the Audit Committee for the Financial Year ended March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on			
Sri Swapan Sarkar	NED	30.04.14	30.07.14	30.10.14	14.01.15
Sri Sanjoy Kumar Srivastava	NED	30.04.14	30.07.14	30.10.14	14.01.15
Smt. Madhumita Kumari	NED	30.04.14	30.07.14	30.10.14	14.01.15

### (c) Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing “Compensation Committee” as the “Nomination and Remuneration Committee”. The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

The composition of the Audit Committee for the Financial Year ended March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Board Meetings held on	
Sri Swapan Sarkar	NED	30.04.14	14.01.15
Sri Sanjoy Kumar Srivastava	NED	30.04.14	14.01.15
Smt. Madhumita Kumari	NED	30.04.14	14.01.15

### (d) Risk Management Committee : (Non-Mandatory Committee)

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

The composition of the Risk Management Committee for the Financial Year ended March 31, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on 30.04.14
Sri Swapan Sarkar	NED	Yes
Sri Sanjoy Kumar Srivastava	NED	Yes
Smt. Madhumita Kumari		Yes

#### **D. INDEPENDENT DIRECTORS' MEETING:**

During the year under review, the Independent Directors met on 14.01.2015, inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

#### **E. FAMILIARISATION PROGRAMME FOR BOARD MEMBERS:**

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

Further, with a view to familiarise him with the Company's Operations, the Director is also given an induction kit which shall include at the minimum:

- Mission, Vision and Values of Company Business
- Brief profile of the Board of Directors
- Composition of Committees of the Board
- Brief profile of Senior Managerial Personnel
- Latest Annual Report
- Latest Shareholding Pattern and Shareholders holding more than 5% of shares
- Codes and Policies

and other relevant information pertaining to the Company's business.

The Chairman & Whole Time Director also has a one to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

The details of such Familiarisation Programme for directors may be referred to, at the website of the Company at its weblink i.e. [laffan.co.in](http://laffan.co.in).

#### **F. BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has adopted the Remuneration Policy with the comprehensive procedure on performance evaluation. Chairman of the Nomination and Remuneration Committee, who is an Independent Director of the Board conducted a one-to one session with each Director to understand their points of view on the parameters for performance evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations, - financial reporting process and monitoring activities, ethics and compliances.

Independent Directors has conducted its meeting without the participation of other Non-Independent Directors and members of management and reviewed the performance of Board, its Committee, Chairman and individual Directors. On the basis of the review by the Independent Directors, they hold unanimous opinion that the Non-Independent Directors, including the Chairman to the Board, have abundant knowledge in their respective fields and are experts in their areas.

#### **G. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee. The Policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. The said Policy may be referred to, at the website of the Company at its weblink i.e. [laffan.co.in](http://laffan.co.in)

#### **H. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In terms of the Section 177 of the Companies Act, 2013 read with rules made thereunder and Clause 49 of the Listing Agreement the Company has framed a 'Breach of Integrity and Whistle Blower Policy' with an objective to deal with issues pertaining to integrity, encouraging the employees and directors of the Company to raise any concern about Company's operations and working environment, including possible breaches of Company's policies and standards, without fear of adverse managerial action being taken against such employees. Instances of such suspected or confirmed incident of fraud/ misconduct may be reported on the designated email id i.e. [aviphotochem@gmail.com](mailto:aviphotochem@gmail.com) which is managed by the fraud control team.

The Policy has been uploaded on the website of the Company. The said Policy may be referred to, at the website of the Company at its weblink i.e. [laffan.co.in](http://laffan.co.in)

#### **I. DISCLOSURES:**

(a) Materially Significant related party transactions

There was no transaction of material nature with any of the related party, which is in conflict with the interest of the company.

(b) Details of non-compliance by the company, penalties, strictures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.

There was no instance of levy of any penalties during the last three years.

## **J. MEANS OF COMMUNICATION WITH SHAREHOLDERS:**

### **Quarterly results**

The quarterly/ half yearly/ annual un-audited/ audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board of Directors. These results are simultaneously posted on the web address of the Company at laffan.co.in pursuant to Clause 54 of the Listing Agreement.

The results of the Company were published in the following local and national dailies:

Website The Company's web address laffan.co.in The website contains a complete overview of the Company. The Company's Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances and Code of Conduct are uploaded on the website.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre') BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are also filed electronically on the Listing Centre.

### **SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

## **K. MANAGEMENT DISCUSSION AND ANALYSIS (MDA):**

The MDA section is carried in detail and attached herewith.

## **L. GENERAL BODY MEETINGS:**

### **a) Location and time of the last three Annual General Meetings**

<b>Year</b>	<b>Location</b>	<b>Day &amp; Date</b>	<b>Time</b>
2012	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A. T. Road, Guwahati - 781001	Saturday, 29.09.2012	11.00 A. M.
2013	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A. T. Road, Guwahati - 781001	Saturday, 28.09.2013	11.00 A. M.
2014	205, Haribol Roy Market, 2 <sup>nd</sup> Floor, A. T. Road, Guwahati - 781001	Tuesday, 30.09.2014	9.30 A. M.

### **b) The particulars of Extra-Ordinary General Meetings held during the last three years are as under:**

<b>Year</b>	<b>Date and Time</b>	<b>Resolution Passed</b>
N.A.	N.A.	N.A.

### **c) Postal Ballot**

No resolutions were passed through postal ballot during the last Financial Year

## **M. General Shareholder information:**

i.	AGM: Date, time and venue	Wednesday, 30 <sup>th</sup> September, 2015 at 11.00 a.m.
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ii.	Financial year	31 <sup>st</sup> March, 2015
iii.	Date of Book closure	26 <sup>th</sup> September,2015 to 30 <sup>th</sup> September, 2015
iv.	Dividend Payment Date	No dividend was declare
v.	Listing on Stock Exchanges	MCX Stock Exchange Ltd & Ahmedabad Stock Exc.
vi.	Stock Code	ASE : 32088
vii.	Market Price Data: High., Low during each month in last financial year	There was no trading during the Year
viii.	Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	
ix.	Registrar and Transfer Agents	ABS Consultant Pvt.Ltd.
x.	Share Transfer System	Demat and Physical (both)
xi.	Distribution of shareholding	
xii.	De-materialization of shares and liquidity	14971640 Equity share
xiii.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	
xiv.	Plant Locations	NA
xv.	Address for correspondence	205, Haribol Roy Market, A.T.Road, Guwahati-781001

## **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT**

### **The Members of Laffan Software Limited**

We have examined the compliance of conditions of Corporate Governance by Laffan Software Limited for the year ended March 31, 2015 stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in clause 49 of the 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 Shantimay Majumder & Co.  
Chartered Accountants  
Firm Registration No. 317116E

S. Majumder  
Proprietor

Membership No: 053264  
Kolkata



**CERTIFICATION AS PER CLAUSE 49 (IX) (CFO CERTIFICATION) OF THE LISTING AGREEMENT**

**The Board of Directors  
Laffan Software Limited  
205, Haribol Roy Market  
A.T. Road,  
Guwahati-781 001**

We, the undersigned in our respective capacities as Vice Chairman and Whole Time Director, Chief Financial Officer and of Laffan Software Limited, certify to the Board in terms of requirements of Clause 49(IX) of the Listing

Agreement that we have reviewed the Financial Statements and the Cash Flow Statement of the Company for the Financial Year ended 31 March 2015.

1. To the best of our knowledge and belief, we certify that:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that are 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.
  - c) There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purpose of Financial Reporting, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
3. We have indicated to the Auditors and the Audit Committee:
  - a) significant changes, if any, in the internal controls over financial reporting during the year.
  - b) significant changes, if any, in the accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - c) instances of significant fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Laffan Software Ltd.

**SWAPAN SARKAR**  
Director  
DIN: 05149442

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Your Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March 2015.

### **FORWARD-LOOKING STATEMENTS:**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

### **OPPORTUNITIES AND THREATS:**

The fundamental growth drivers of the country's economy as well as our company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally.

The threats to the segments in which the company operates are volatility in Exchange rate, pricing pressure arising due to competition from low cost suppliers, technology up-gradation, and severe competition among competitor and newly emerging competitive nations and stricter environment laws. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well. Therefore, the company has decided to close down the manufacturing activity, concentrate on the trading, and look for other opportunities in the Export market.

### **MANAGEMENT TEAM:**

The existing management has a strong technical and management knowledge and experience in the chemical business.

Mr. Swapan Sarkar, Chairman of the Company is an entrepreneur and is having vast knowledge and expertise in handling various businesses including the business of the Company.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard. The company has cleared secured bank liability against assets.

### **HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

For Laffan Software Ltd.

SWAPAN SARKAR  
Chairman  
DIN: 05149442

**Independent Auditor's Report**

To  
The Members of **LAFFAN SOFTWARE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **LAFFAN SOFTWARE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information,

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

1. 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.
2. We conducted our audit in accordance with the Standards on Auditing 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.
3. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

4. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015, and its Profit for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. This report does not include a statement on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order 2015 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, since in our opinion and according to the information and explanations given to us, the Order is not applicable.
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 financial statements dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - e. on the basis of the written representations received from the directors as on 31st March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. 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, 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 impact its financial position
    - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Shantimay Majumder & Co.**  
Chartered Accountants  
Firm Regn.No.: 317116E

Place : Kolkata  
Dated : 07/09/2015

Sd/-  
Saantimoy Majumder  
(Proprietor)  
Membership No : 053264

Annexure to the Independent Auditor's Report of even date to the members of  
**LAFFAN SOFTWARE LIMITED**, on the financial statements for the year ended **31st  
March 2015**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable
- (iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

Contd....

- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Accordingly, the provisions of clause 3(vii)(c) of the Order are not applicable.
- (viii) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.
- (ix) The Company has no dues payable to a financial institution or a bank or debenture-holders during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- (xi) The Company did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(xi) of the Order are not applicable.
- (xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

For **Shantimay Majumder & Co.**  
Chartered Accountants  
Firm Regn.No.: 317116E

Place : Kolkata  
Dated : 07/09/2015

Sd/-  
Saantimoy Majumder  
(Proprietor)  
Membership No : 053264

**LAFFAN SOFTWARE LIMITED**

**Balance Sheet as at 31st March, 2015**

	Particulars	Note No.	As at 31 March, 2015	As at 31 March, 2014
			Rs	Rs
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' Funds</b>			
	(a) Share Capital	2	152,217,000.00	152,217,000.00
	(b) Reserves and Surplus	3	52,400,326.10	52,257,808.45
			204,617,326.10	204,474,808.45
<b>2</b>	<b>Current Liabilities</b>			
	(a) Other Current Liabilities	4	10,000.00	7,500.00
			10,000.00	7,500.00
	<b>Total :</b>		<b>204,627,326.10</b>	<b>204,482,308.45</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	5	33,686.24	1,209,811.24
			33,686.24	1,209,811.24
	(a) Non-Current Investment		84,250,000.00	78,900,000.00
	(b) Long-Term Loans and Advances	6	779,823.00	1,279,415.00
			85,029,823.00	80,179,415.00
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	7	54,398,535.25	61,108,535.25
	(b) Trade Receivables	8	5,453,000.00	5,453,000.00
	(c) Cash and Cash Equivalents	9	357,898.61	2,534,450.96
	(d) Short-Term Loans and Advances	10	59,354,383.00	53,997,096.00
			119,563,816.86	123,093,082.21
	<b>Total :</b>		<b>204,627,326.10</b>	<b>204,482,308.45</b>
	See accompanying notes forming part of the financial statements	1		

In terms of our report attached.

**For and on behalf of the Board**

**For Shantimay Majumder & Co.**

Firm Regn. No.: 317116E

(Chartered Accountants)

Sd/-

Swapan Sarkar

**Director**

DIN:05149442

Sd/-

Saantimoy Majumder

(Proprietor)

Membership No : 053264

Sd/-

Partha Chakraborty

**Director**

DIN:01995591

Place : Kolkata

Date : 7th September 2015



**LAFFAN SOFTWARE LIMITED**

**Statement of Profit and Loss for the year ended 31 March, 2015**

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2015	31 March, 2014
		Rs	Rs
Revenue from Operations	11	10,124,000.00	6,910,000.00
Other Income	12	7,219,691.00	5,104,511.00
<b>Total Revenue (A)</b>		<b>17,343,691.00</b>	<b>12,014,511.00</b>
<b>Expenses</b>			
(a) Purchase		8,200,000.00	2,280,000.00
(b) Changes in Inventories of Finished Goods	13	6,710,000.00	7,950,000.00
(c) Depreciation and Amortisation Expense		50,529.00	126,323.00
(d) Employee Benefits Expense	14	793,626.00	741,356.00
(ed) Other Expenses	15	835,078.35	337,592.59
<b>Total Expenses (B)</b>		<b>16,589,233.35</b>	<b>11,435,271.59</b>
<b>Profit / (Loss) before tax (A - B)</b>		<b>754,457.65</b>	<b>579,239.41</b>
<b>Tax expense:</b>			
Current Tax Expense for Current Year			
(a) Net Current Tax Expense		611,940.00	17,455.00
(b) Deferred Tax		-	-
<b>Profit / (Loss) for the year</b>		<b>142,517.65</b>	<b>561,784.41</b>
<b>Earnings per share (of Rs 10/- each):</b>			
(a) Basic		0.05	0.04
(b) Diluted		0.05	0.04
See accompanying notes forming part of the financial statements	1		

In Terms of our report attached

**For and on behalf of the Board**

**For Shantimay Majumder & Co.**

Firm Regn. No.: 317116E  
(Chartered Accountants)

Sd/-  
Swapan Sarkar  
**Director**  
DIN:05149442

Sd/-

Saantimoy Majumder  
(Proprietor)  
Membership No : 053264

Sd/-  
Partha Chakraborty  
**Director**  
DIN:01995591

Place : Kolkata

Date : 7th September' 2015

**LAFFAN SOFTWARE LIMITED**

**Notes on Accounts and Significant Accounting Policies**

Note	Particulars
<b>1</b>	<b>Significant Accounting Policies</b>
<b>1.1</b>	<b>Basis of Accounting and Preparation of Financial Statements</b>
	The financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, in accordance with the accounting principles generally accepted in India and comply with the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
<b>1.2</b>	<b>Use of Estimates</b>
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized in the period in which the results are known/materialized.
<b>1.3</b>	<b>Cash and Cash Equivalents</b>
	Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
<b>1.4</b>	<b>Fixed Assets</b>
	Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all expenses, direct and indirect, specifically attributable to its acquisition and bringing it to its current location and working condition for its intended use.
<b>1.5</b>	<b>Depreciation and Amortisation</b>
	Depreciation on Fixed Assets has been provided on Written Down Value Method at the rates and in the manner specified in the Schedule XIV of the Companies Act, 1956.
<b>1.6</b>	<b>Revenue Recognition</b>
	Both income and expenditure items are recognized on accrual and prudent basis.
<b>1.7</b>	<b>Income Tax</b>
	Income Tax expense comprises of current tax and deferred charge or credit. Current tax is determined as the amount of tax payable in respect of taxable income for the year.
<b>1.8</b>	<b>Earnings per Share</b>
	Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

**LAFFAN SOFTWARE LIMITED**

**Note 2 Share Capital**

Particulars	As at 31 March, 2015		As at 31 March, 2014	
	Number of Shares	Rs	Number of Shares	Rs
<b>(a) Authorised</b>				
Equity Shares of Rs. 10 each with voting rights	15,250,000	152,500,000.00	15,250,000	152,500,000.00
<b>(b) Issued, Subscribed and Paid - up</b>				
Equity Shares of Rs. 10 each with voting rights	15,221,700	152,217,000.00	15,221,700	152,217,000.00
<b>Total :</b>	<b>15,221,700</b>	<b>152,217,000.00</b>	<b>15,221,700</b>	<b>152,217,000.00</b>

**(A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Number of shares	Rs	Number of shares	Rs
Opening Balance	15,221,700	152,217,000.00	15,221,700	152,217,000.00
Change during the year	-	-	-	-
Closing Balance	15,221,700	152,217,000.00	15,221,700	152,217,000.00

**(B) Rights, Preference and Restriction attached to shareholders**

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remain assets of the company after distribution of all preferential amounts in proportion to their shareholding.

**(C) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/ Name of shareholder	As at 31 March, 2015		As at 31 March, 2014	
	Number of shares held	%holding in that class of shares	Number of shares held	%holding in that class of shares
Equity Shares with voting rights	-	0.00%	-	0.00%

**LAFFAN SOFTWARE LIMITED**

**Note 3 Reserves and Surplus**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
(a) Capital Reserves		
Balance at the beginning and end of the year	49,742,000.00	49,742,000.00
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	2,515,808.45	1,954,024.04
Add : Profit / (Loss) for the Current Year	142,517.65	561,784.41
Closing Balance	2,658,326.10	2,515,808.45
<b>Total :</b>	<b>52,400,326.10</b>	<b>52,257,808.45</b>

**Note 4 Other Current Liabilities**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Others for Expenses	10,000.00	7,500.00
<b>Total :</b>	<b>10,000.00</b>	<b>7,500.00</b>

**Note 6 Long-Term Loans and Advances**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Balances with Government Authorities		
TDS Receivable	779,823.00	1,279,415.00
<b>Total :</b>	<b>779,823.00</b>	<b>1,279,415.00</b>

**Note 7 Inventories**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Finished Goods	54,398,535.25	61,108,535.25
<b>Total :</b>	<b>54,398,535.25</b>	<b>61,108,535.25</b>

**LAFFAN SOFTWARE LIMITED**

**Note 5 Tangible Assets**

Sl. No.	Particulars	Gross Block			Depreciation			Net Block	
		Balance on 1st April, 2014	Additions/ Disposal	Balance on 31st March, 2015	Balance on 1st April, 2014	For the Year	Balance on 31st March, 2015	Balance on 31st March, 2015	Balance on 31st March, 2014
1	Computer & Software	3,311,350.00	-	3,311,350.00	3,227,134.76	50,529.00	3,277,663.76	33,686.24	84,215.24
2	Office Premises	1,125,596.00	(1,125,596.00)	-	-	-	-	-	1,125,596.00
	<b>Total :</b>	<b>4,436,946.00</b>	<b>(1,125,596.00)</b>	<b>3,311,350.00</b>	<b>3,227,134.76</b>	<b>50,529.00</b>	<b>3,277,663.76</b>	<b>33,686.24</b>	<b>1,209,811.24</b>
	Previous Year	4,436,946.00	-	4,436,946.00	3,100,811.76	126,323.00	3,227,134.76	1,209,811.24	1,336,134.24

**LAFFAN SOFTWARE LIMITED**

**Note 8 Trade Receivable**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
<b>Unsecured Considered Good</b> Outstanding for a Period exceeding 6 months from the date they are due for payment	5,453,000.00	5,453,000.00
<b>Total :</b>	<b>5,453,000.00</b>	<b>5,453,000.00</b>

**Note 9 Cash & Cash Equivalents**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Cash on hand	310,209.00	976,353.00
<b>Balances with banks</b> In Current Accounts	47,689.61	1,558,097.96
<b>Total :</b>	<b>357,898.61</b>	<b>2,534,450.96</b>

**Note 10 Short Term Loans and Advances**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Loans	51,664,383.00	41,307,096.00
Advance Against Property	3,290,000.00	3,290,000.00
Others	1,900,000.00	6,900,000.00
Share Application Inv.	2,500,000.00	2,500,000.00
<b>Total :</b>	<b>59,354,383.00</b>	<b>53,997,096.00</b>

**Note 11 Revenue**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Sale of Products Finished Goods	10,124,000.00	6,910,000.00
<b>Total :</b>	<b>10,124,000.00</b>	<b>6,910,000.00</b>

**Note 12 Other Income**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Interest	7,065,628.00	5,104,511.00
Profit on Sale of Fixed Assets	154,063.00	-
<b>Total :</b>	<b>7,219,691.00</b>	<b>5,104,511.00</b>

**LAFFAN SOFTWARE LIMITED**

**Note 13 Changes in Inventory of Finished Goods**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Opening Stock	61,108,535.25	69,058,535.25
Less: Closing Stock	54,398,535.25	61,108,535.25
<b>Increase / (Decrease) in Stocks</b>	<b>(6,710,000.00)</b>	<b>(7,950,000.00)</b>

**Note 14 Employee Benefits Expenses**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Salary	720,000.00	675,000.00
Staff Welfare Expenses	73,626.00	66,356.00
<b>Total :</b>	<b>793,626.00</b>	<b>741,356.00</b>

**Note 15 Other Expenses**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs	Rs
Annual Listing Fees	375,310.00	-
Auditors Remuneration	10,000.00	7,500.00
Bank Charges	1,958.35	571.59
CDSL Fees	33,708.00	-
Conveyance Expenses	71,248.00	68,842.00
Demat Charges	6,625.00	-
E- Voting Charges	8,989.00	-
Filing Fees	3,000.00	1,000.00
General Expenses	68,154.00	43,850.00
Legal Charges	3,278.00	5,697.00
NSDL Fees	33,708.00	33,708.00
Postage	46,254.00	38,634.00
Printing & Stationery	23,102.00	21,762.00
Professional Charges	32,062.00	30,000.00
Registrar Fees	28,090.00	11,236.00
Rent & Electricity	18,000.00	18,000.00
Telephone Expenses	71,592.00	56,792.00
<b>Total :</b>	<b>835,078.35</b>	<b>337,592.59</b>

# LAFFAN SOFTWARE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

### PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

		Rupees in Lacs For the year ended March 31, 2015	Rupees in Lacs For the year ended March 31, 2014
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit before tax & depreciation	7.545	5.792
	Depreciation	0.505	1.263
		<b>8.050</b>	<b>7.056</b>
	Operating Profit before Working Capital Changes	8.050	7.056
	Adjustments for :		
	Short Term Loans & Advances	(53.573)	(28.440)
	Stock of Shares	67.100	79.500
	Sundry Debtors	-	-
	Current Liabilities & Provision	0.025	-
		<b>13.552</b>	<b>51.060</b>
	Cash generated from Operations	21.602	58.116
	Adjustment for :-		
	Income Tax Paid of Previous Ye	(6.119)	(0.175)
	Net Cash (used in)/from Operating Activities	<b>15.483</b>	<b>57.941</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>		
	Adjustment :-		
	Investment	(53.500)	(71.000)
	Purchase of Fixed Assets	-	-
	Long Term Loans & Advances	4.996	2.407
	Net Cash (used in)/from Investing Activities	<b>(48.504)</b>	<b>(68.593)</b>
<b>C</b>	<b>Cash Flow from Financing Activities</b>	-	-
	Secured Loans	-	-
	Net Cash used in financing activities	-	-
	Net Increase in Cash & Cash equivalents (A+B+C)	<b>(33.021)</b>	<b>(10.652)</b>
	Cash & Cash equivalents - Opening Balance	25.345	35.996
	Cash & Cash equivalents - Closing Balance	3.579	25.345
		Sd/-	Sd/-
		Swepan Sarkar	Partha Chakraborty
		<b>Director</b>	<b>Director</b>
		DIN:05149442	DIN:01995591

### Auditors' Certificate

We have examined the attached Cash Flow Statement of **M/s Laffan Software Limited** for the year ended on 31st March, 2015. The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement Clause 32 with various Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report to the Members of the Company.

Place : Kolkata

Date : 7th September' 2015



**LAFFAN SOFTWARE LIMITED**

Registered Office  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

**ATTENDANCE SLIP**

I, hereby record my attendance at the 30<sup>th</sup> Annual General Meeting of the Company at 205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001, on Wednesday the 30<sup>th</sup> day of September, 2015 at 11.00 A. M.

Name of the Shareholder : \_\_\_\_\_  
(In Capital Letters)  
Name of Proxy : \_\_\_\_\_  
(In Capital Letters)

Signature : \_\_\_\_\_

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ No. of Shares: \_\_\_\_\_

**Note :**

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

**LAFFAN SOFTWARE LIMITED**

Registered Office  
205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001

**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: L72200AS1985PLC002426

Name of the Company: LAFFAN SOFTWARE LIMITED

Registered office: 205, Haribol Roy Market, 2nd Floor, A. T. Road, Guwahati – 781 001

Name of the Shareholder-----Address:-----

Email ID:-----Folio /No/DPID/ & Client ID-----

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

- 1)-----of-----having e-mail id-----or failing him
- 2)-----of-----having e-mail id-----or failing him
- 3)-----of-----having e-mail id-----or failing him

and whose and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday the 30<sup>th</sup> day of September, 2015 at 11.00 A. M at 205, Haribol Roy Market, 2<sup>nd</sup> Floor, A. T. Road, Guwahati – 781 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Description	For	Against
1.	<b>The audited Financial Statements of the Company together with the reports of Board of Directors and the Auditors thereon</b>		
2	<b>Re-appointment of Shri Swapan Sarkar</b>		
3	<b>Appointment of Statutory Auditors and authorizing Board to fix their remuneration.</b>		

Signature  
Affix Re 1/- Revenue Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Registered Folio No. \_\_\_\_\_ Client ID No. \_\_\_\_\_ DP ID \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Note : This proxy form duly complied should be deposited at the Registered Office of the Company not later than 48 (Forty Eight) hours before the time fixed for holding of the meeting.