



Independent Auditor's Report on Statement of Consolidated Financial Results and Standalone Financial Results of the M/S. STG LIFECARE LIMITED (Formerly known as Software Technology Group International Limited) Pursuant to the Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

To,

**The Board of Directors,
STG LIFECARE Limited**

(Formerly Known as Software Technology Group International Limited)

1. We have audited the Statement of Consolidated Financial Results of **M/s. STG Lifecare Ltd.** (Formerly Known as *Software Technology Group International Limited*) (hereinafter referred to as *the Holding Company*) and its subsidiary i.e. M/s. Software Technology Group Inc. (the Holding Company and its subsidiary together are referred to as "the Group") and the Standalone Financial Results for the year ended on March, 31, 2017 attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Statement, which is the responsibility of the holding company's management and approved by the Board of Directors, has been prepared on the basis of the related Statement of Consolidated Financial Results of the Group and the Standalone Financial Results of the Company. Our responsibility is to express an opinion on these Statement of Consolidated Financial Results and Standalone Financial Results based on our audit of such Financial Statements, which have been prepared in accordance with recognition and measurement principles laid down in Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit in accordance with Auditing Standard generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether financial results are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosure in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Holding Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement. We believe that the audit

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evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information and according to the explanation given to us the Statement:

- i. include the consolidated financial results of the Group;
- ii. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- iii. give a true and fair view in conformity with the aforesaid Accounting Standards and other accounting principles generally accepted in India.

(a) In the case of the consolidated financial results of the Group, of the net loss and other financial information of the group for the year ended 31st March, 2017.

(b) In the case of the Standalone Financial Results of the Company, of the Net Loss and other financial information of the Company for the year ended 31st March, 2017.

4. In the Statement, the figures for the quarter ended March 31, 2017 and March 31, 2016 as reported in these financial results are the balancing figures between figures in respect of the full financial year and the published year to date figure upto the end of third quarter of the relevant financial year. Also the figure of the standalone financial results upto the end of the third quarter had only been subjected to limited review by us and not subject to audit.

For H.K. BATRA & Associates

(Chartered Accountants)

FRN: 009889N

(CA, H. K. BATRA)

Partner

M. No: 088790

Place: New Delhi

Date: 19/05/2017

STG LIFECARE LTD
(Formerly known as Sotware Technology Group International Limited)
AUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST MARCH 2017
Regd Office : 108, Himalya Places, 65 Vijay Block, Laxmi Nagar, New Delhi-110092.

(Rs. in lacs)

Particulars		I	II	III	IV	V	VII	
		Quarter Ended			Year Ended		Consolidated Results	
		31.03.2017	31.12.2016	31.03.2016	31.03.2017	31.3.2016	Year Ended 31.03.2017	Year Ended 31.03.2016
		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	Audited)	Audited)
1	Income from operations (a) Net Sales / Income from operations (b) Other Operating Income	0.21 -	1.99 -	2.96 -	6.33 -	5.24 -	6.33 -	5.24 -
	Total Income from operations(net)	0.21	1.99	2.96	6.33	5.24	6.33	5.24
2	Expenditure :							
	a. Consumption of raw materials	-	-	-	-	-	-	-
	b. Employees Cost	-	-	-	-	-	-	-
	c. Depreciation & Amortisation	0.34	0.33	0.34	1.35	1.35	1.35	1.35
	d. Other expenditure	32.57	2.92	144.71	45.53	195.67	44.17	199.34
	Total	32.91	3.25	145.05	46.88	197.02	45.52	200.69
3	Profit/ (Loss) from Operations before other income, Interest finance cost and Exceptional Items (1 - 2)	(32.70)	(1.26)	(142.09)	(40.55)	(191.78)	(39.19)	(195.45)
4	Other Income	0.10	-	0.10	0.10	0.19	0.10	0.19
5	Profit/(Loss) before Interest and Exceptional Items (3+4)	(32.60)	(1.26)	(141.99)	(40.45)	(191.59)	(39.09)	(195.26)
6	Interest and Finance charges	0.10	0.06	0.10	0.33	0.26	0.33	0.26
7	Profit after Interest but before Exceptional Items (5-6)	(32.70)	(1.32)	(142.09)	(40.78)	(191.85)	(39.42)	(195.52)
8	Exceptional Items	-	-	-	-	75.00	-	75.00
9	Profit (+) / Loss (-) from Ordinary Activites before Tax (7+8)	(32.70)	(1.32)	(142.09)	(40.78)	(116.85)	(39.42)	(120.52)
10	Provision for Taxation							
	Provision for Taxation- Deferred	-	-	-	-	-	-	-
	Income Tax	-	-	-	-	-	-	-
	Fringe Benefit Tax	-	-	-	-	-	-	-
11	Net Profit (+) / Loss (-) from Ordinary Activites after Tax (9-10)	(32.70)	(1.32)	(142.09)	(40.78)	(116.85)	(39.42)	(120.52)
12	Extra-Ordinary Items :	33.35	-	19.73	33.35	19.73	33.35	19.73
13	Net Profit (+) / Loss (-) for the period (11-12)	0.65	(1.32)	(122.36)	(7.43)	(97.12)	(6.07)	(100.79)
14	Share of Profit /(Loss) of Associates	-	-	-	-	-	-	-
15	Minority Interest	-	-	-	-	-	-	-
16	Net Profit /(Loss) after taxes, minority interest and Share profit/(loss) of Associates (13+14+15)	0.65	(1.32)	(122.36)	(7.43)	(97.12)	(6.07)	(100.79)
17	Paid up equity Share Capital (Face value of the Share is Rs 10/- each)	1,483.57	1,483.57	1,483.57	1,483.57	1,483.57	1,483.57	1,483.57
18	Reserves excluding revaluation reserves as per Balance Sheet of previous accounting year	(801.12)	-	(793.69)	(801.12)	(793.69)	(861.10)	(855.03)
19	Earning Per Share (EPS)	0.00	(0.01)	(0.83)	(0.05)	(0.65)	(0.04)	(0.68)
	(i) Before Extra-Ordinary items							
	- Basic	0.00	(0.01)	(0.83)	(0.05)	(0.65)	(0.04)	(0.68)
	- Diluted	0.00	(0.01)	(0.83)	(0.05)	(0.65)	(0.04)	(0.68)
	(ii) After Extra-Ordinary items							
	- Basic	0.00	(0.01)	(0.83)	(0.05)	(0.65)	(0.04)	(0.68)
	- Diluted	0.00	(0.01)	(0.83)	(0.05)	(0.65)	(0.04)	(0.68)
		annualised)	(not annualised)	(annualised)	(annualised)	(annualised)	(annualised)	(annualised)

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Particulars of shareholding								
Public Shareholding								
- Number of shares		7,243,526	7,243,526	7,243,526	7,243,526	7,243,526		
- Percentage of shareholding		48.82%	48.82%	48.82%	48.82%	48.82%		
2 Promoters and Promoter Group Shareholding								
a) Pledged / Encumbered								
-No. of shares		355,400	355,400	355,400	355,400	355,400		
-Percentage of shares (as a % of the total shareholding of promoter and promoter group)		4.68%	4.68%	4.68%	4.68%	4.68%		
-Percentage of shares (as a % of the total share capital of the company)		2.40%	2.40%	2.40%	2.40%	2.40%		
b) Non-encumbered								
-No. of shares		7,238,214	7,238,214	7,238,214	7,238,214	7,238,214		
-Percentage of shares (as a % of the total shareholding of promoter and promoter group)		95.32%	95.32%	95.32%	95.32%	95.32%		
-Percentage of shares (as a % of the total share capital of the company)		48.78%	48.78%	48.78%	48.78%	48.78%		

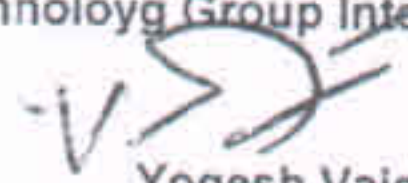
	Particulars	Three months ended 31.03.2017
B	Investor Complaints	
	Pending at the beginning of the quarter	0
	Received during the quarter	0
	Disposed of during the quarter	0
	Remaining unresolved at the end of quarter	0

NOTES:

- 1 The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meeting held on May 19, 2017.
- 2 Extra ordinary items of Rs. 33.35 Lacs represents written back of old credit balances, which were outstanding by more than 3 years. The board of directors has decided to written back as the same are barred by time limitation.
- 3 Since the company is dealing in one segment, No separate reporting is given.
- 4 In view of brought forward losses no provision for tax has been made.
- 5 Previous period figures have been regrouped/rearrange, wherever considered necessary.
- 6 Figures of the quarter ended March 31, 2017 and March 31, 2016 represent the difference between the audited figures in respect of the full financial years and the published figures of nine months ended December 2016 and December 31, 2015 respectively

Place: Delhi
Date: May 19, 2017

For STG Lifecare Ltd.
(formerly known as Software Technology Group International Ltd)


Yogesh Vaidya
Chairman & CEO



STG Lifecare Ltd
(formerly known as Software Technology Group International Ltd)
STATEMENT OF ASSETS & LIABILITIES

(Rs in Lacs)

	Particulars	STANDALONE		CONSOLIDATED	
		As at year ended 31.03.2017	As at year ended 31.03.2016	As at year ended 31.03.2017	As at year ended 31.03.2016
		Audited	Audited	Audited	Audited
A	EQUITY AND LIABILITIES				
1	Shareholder's Funds :				
	(a) Capital	1483.57	1483.57	1483.57	1483.57
	(b) Reserves and Surplus	(801.12)	(793.69)	(861.10)	(855.02)
	Sub Total - Shareholder's funds	682.45	689.88	622.47	628.55
2	Minority Interest	0.00	0.00	57.01	58.31
3	Non- Current Liabilities				
	(a) Long term borrowing	1520.95	1513.90	2738.23	2758.79
	(c) Other long term liabilities	0.00	0.00	0.00	0.00
	(d) Long term provisions	7.19	7.57	7.19	7.57
	Sub Total Non Current Liabilities	1528.14	1521.47	2745.42	2766.36
5	Current Liabilities				
	(b) Trade payables	0.00	0.00	0.00	0.00
	(c) Other current liabilities	218.53	225.63	221.04	228.20
	(d) Short Term Provisions	0.00	22.37	0.00	22.36
	Sub Total Current Liabilities	218.53	248.00	221.04	250.56
	TOTAL EQUITY AND LIABILITIES	2429.12	2459.35	3645.94	3703.78
B	ASSETS				
1	Non Current Assets				
	(a) Fixed Assets	21.63	22.98	851.00	850.42
	(b) Deferred tax assets	1418.08	1418.08	1418.08	1418.08
	(c) Non Current Investments	914.89	914.89	0.00	0.00
	Sub total Non Current Assets	2354.60	2355.95	2269.08	2268.50
2	Current Assets				
	(a) Current Investment				
	(b) Inventories				
	(c) Trade Receivables	0.58	1.33	1098.78	1124.44
	(d) Cash and cash equivalents	0.94	3.31	0.94	3.31
	(e) Short term loan and advances	8.37	34.70	11.61	38.01
	(f) Other current assets	64.63	64.06	265.53	269.52
	Sub Total Current Assets	74.52	103.40	1376.86	1435.28
	TOTAL ASSETS	2429.12	2459.35	3645.94	3703.78

By Order of the Board
For STG Lifecare Ltd
(formerly known as Software Technology Group International Ltd)

Yogesh Vaidya
(Chairman & CEO)

Place: Delhi
Date: May 19, 2017

