



STG

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July 30, 2016

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The Listing Department National Stock Exchange of India, Exchange Plaza, Bandra Kurla Complex Mumbai 400051 Scrip Code: SOFTTECHGR	The Listing Department Bombay Stock Exchange Limited, Jeejeebhoy Towers, Dalal Street Fort Mumbai 400001 Scrip Code: 532293
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Dear Sir,

Sub: Intimation of Annual General Meeting and Book Closure – reg.**Ref: Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015**

With Reference to the above, we would like to furnish the following details for your records.

Particulars	Date
23 rd Annual General Meeting/ Dividend Declaration	23 rd August, 2016 Tuesday 11:30 A.M.
Book Closure period for the purpose of 23 rd Annual General Meeting & payment of dividend for the year 2015-16	9 th August, 2016, Tuesday To 10 th August, 2016, Wednesday (Both days inclusive)
E-voting cut-off date	16 th August, 2016, Tuesday
E-voting period	Commencing from 19 th August, 2016 Friday 9:00 A.M. To 22 th August, 2016, Monday 5:00 P.M.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For STG LIFECARE LIMITED

Sd/-

(Yogesh Chandra Vaidya)**(Whole Time Director)**



ANNUAL REPORT 2015-2016



OUR VISION

Our vision rests firmly on the belief that as a professional organization our primary duty is to contribute to the external world. And to achieve this, we work towards leveraging our expertise in software technology based education solutions across the economic spectrum of society, thereby becoming a key contributor to the knowledge economy. Guided by relentless focus on our imperatives, we constantly strive to implement the critical initiatives required to achieve our vision. Till “We are done.”

OUR MISSION

Our mission at STG is actually a Purpose, a purpose to become an absolute “Knowledge Provider” with products and solutions that are effective, inspirational and something that strikes a basic chord and pushes us to continuously identify, seek, assimilate and deliver innovative solutions for skills upgrade of the youth of our country.

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Registered Office

108, Himalaya Palace 65,
Vijay Block, Laxmi Nagar,
NEW DELHI -110092.

Registrar & Transfer Agent

Sharex Dynamic (I) Pvt. Ltd
Unit no 1, Luthra Ind. Premises,
Safed pool, Andheri Kurla Road,
Andheri (East) Mumbai 400 072

Bankers

IDBI Bank

UG -5&6, OMAXE Mall, Sohna Road,
Gurgaon, Haryana -122001

HDFC Bank

C-5/32, SDA,
New Delhi-110 016

CORPORATE INFORMATION**Board of Directors**

Mr. Yogesh Vaidya	(Whole Time Director)
Dr. Surya Mani Pathak	(Director)
Mrs. Prasanna Vaidya	(Director)
Mr. Mahesh Chander Shrivastava	(Director)

Statutory Auditors

M/s H.K.Batra & Associates
Chartered Accountants
8/33,3rd Floor, Sat Bhawan School Marg,
W.E.A. Karol Bagh, New Delhi – 110025

Committee	Name of members
Audit Committee	Mr. Surya Mani Pathak Mrs. Prasanna Vaidya Mr. Mahesh Chander Shrivastava
Nomination and Remuneration Committee	Mr. Surya Mani Pathak Mr M. C. Shrivastava Mrs. Prasanna Vaidya
Stakeholders Grievance Committee/Stakeholder Relationship Committee	Mrs. Prasanna Vaidya Mr. Surya Mani Pathak Mr. Yogesh Chandra Vaidya
Share Transfer Committee	Mr. Yogesh Chandra Vaidya Mrs. Prasanna Vaidya
Investment Committee	Mr. Yogesh Vaidya Mr M. C. Shrivastava
Corporate Governance and Social Responsibility Committee	Mrs Prasanna Vaidya Mr M.C. Srivastava Mr S. M. Pathak

NOTICE TO MEMBERS

Notice is hereby given that the Twenty Third Annual General Meeting of the members of the Company will be held on Tuesday, the 23rd day of August, 2016 at 11:30 AM at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi-110 003. to transact the following businesses:

AS ORDINARY BUSINESS:**Item no. 1 –**

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.

Item no. 2 –

To appoint a Director in place of Mrs. Prasanna Vadiya [DIN: 01256268] who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3 –

To ratify the appointment of the auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 28th day of September, 2015, the appointment of M/s H.K. Batra & Associates, Chartered Accountants, (Firm Registration Number: 009889N) as the auditors of the Company, to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, as may be determined by the audit committee in consultation with the auditors.”

**By Order of the Board of
STG Lifecare Limited**

**(Yogesh Vaidya)
(Whole Time Director)
(DIN: 01185242)**

**Date: 27.05.2016
Place: Gurgaon**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
2. **PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, 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, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members/ proxies are requested to bring their copies of Annual Report to the Meeting.
6. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remained closed from August 09, 2016 and August 10, 2016 (both days inclusive).
9. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company
11. Facility for making nominations is now available for shareholders in respect of shares held by them. Nomination forms can be obtained from Registrar of the Company namely Sharex Dynamic (India) Pvt. Limited.
12. Members are requested to inform the Company's Registrar and Share transfer agent i.e. Sharex Dynamic (India) Pvt. Ltd., Unit no 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai 400 072 about the changes, if any in their registered addresses along with the Pin Code number, quoting their Folio number and DP ID number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share transfer Agent of the Company.
13. Member, who are holding shares in identical names in more than one folio are hereby requested to write to the Company or the Registrar, enclosing their Share Certificates to enable the Company to consolidate their holdings.
14. The Company has joined hands with MCA in its Green initiative as per its circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 for electronic delivery of notices/documents and Annual Accounts to the members of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company quoting their folio number(s).
15. Mr Krishna Kumar Sharma of M/s. Krishna Kumar Sharma and Co, Practicing Company Secretary (CP 7747), have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

16. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the notice.
17. The Annual Report 2015-16, the Notice of the 23rd AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
18. The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on August 19, 2016 (9:00 am) and ends on August 22, 2016 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company. The cut-off date for the purpose of e-voting is 16th August, 2016.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of STG Lifecare Limited. Members can cast their vote online from August 19, 2016 (9:00 am) and ends on August 22, 2016 (5:00 pm).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kksharmacs@gmail.com with a copy marked to evoting@nsdl.co.in.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharex Dynamic (India) Pvt. Ltd. Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
20. No gifts shall be distributed at the Meeting.
21. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

Mrs. Prasanna Vadiya [DIN: 01256268], aged about 66 years, is M.A., B.Ed. She has worked with professional organizations of repute and played a pivotal role in planning, and execution of various projects. She holds wide and varied experience of over

four decades in planning, advising and execution of various projects.

Mrs. Prasanna Vadiya knowledge and rich experience in industry will be immense benefit of the company.

Mrs. Prasanna Vadiya is member of Audit Committee, Stakeholders Relationship Committee, Corporate Governance and Social Responsibility Committee, and share transfer committee.

In the opinion of the Board, Mrs. Prasanna Vadiya fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment

Your Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Prasanna Vadiya as director.

Thus the Board recommends the ordinary resolution in relation to appointment of Mrs. Prasanna Vadiya as director, for the approval of shareholders of the Company.

Except Mrs. Prasanna Vadiya, being an appointee and Mr. Yogesh Vaidya, who happens to be her husband, none of the directors and Key Managerial Personnel or the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 2.

Details about Mrs. Prasanna Vadiya seeking re-appointment in the forthcoming annual general meeting is given below:

PARTICULARS	
DIN	01256268
Date of Birth	26/12/1949
Date of Appointment	21/09/2005
Years of Experience	40 years approx
Qualification	Post Graduate
Number of Shares held as on 31.03.2016	508010
Relationship with Directors	Relative (Wife) of Mr. Yogesh Vaidya

The relatives of Mrs. Prasanna Vadiya may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.



STG Lifecare Limited
108, Himalaya Palace 65, Vijay Block, Laxmi Nagar New Delhi -110092
E-mail: companysecretary@stg.in
visit us at <http://www.stgglobal.com>

DIRECTOR'S REPORT

Your Directors are pleased to present the Twenty Third Annual Report of the company together with the Audited Statements of Accounts for the year ended March 31, 2016.

Financial Results:

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Total Revenue	5,42,995/-	11,587/-
Total Expenditure	1,97,27,432/-	1,27,37,098/-
Profit/(Loss) for the year	(97,11,874)/-	(1,26,16,970)/-

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Due to steep global economic slowdown with sluggishness and recession in the domestic economy as well as due to restructuring, your company had suffered loss of Rs. 97.11 Lacs as against the loss of last year amounting Rs. 126.16 Lacs. Your Directors are hopeful of better performance in the coming year.

DIVIDEND

In view of the current year loss, your Board has decided not to recommend dividend this year.

AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has decided/proposed not to transfer any fund to its reserves.

CHANGE IN NATURE OF BUSINESS, IF ANY

There is no change in nature of business of the company.

CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2015-16, there is no change in Share Capital.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

According to Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) it is required to provide disclosure regarding issue of equity shares with differential voting rights. For the Financial Year 2015-16 there is no Issue of Equity Shares with Differential Rights.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

According to Rule 12 (9) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of employee stock option. This disclosure is not applicable as Company has not issue Employee Stock Options.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

According to Rule 8 (13) of Companies (Share Capital and Debenture) Rules, 2014 it is required to provide disclosure regarding issue of sweat equity shares. This disclosure is not applicable as Company has not issued Sweat Equity Shares.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

There was no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are No material changes / event.

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

A. Conservation of Energy

The operations of company are not energy intensive, however, energy conservation has always been given focus from point of view of cost control. Adequate measures have been taken to conserve and optimize the use of energy by using energy efficient computers and equipment with latest technologies.

B. Technology Absorption, Research and Development (R&D)

In its endeavors to obtain and deliver the best, your company continuously develops and adopts new technologies to aid efficient management of its resources.

C. Foreign Exchange Earning and Outgo

Efforts continue to enlarge the product range and geographical reach on export market in order to maximize foreign exchange inflow and every effort is being made to minimize the foreign exchange outflow.

Total Foreign Exchange Earnings on accrual basis during the period is Nil against Rs. NIL of previous period.

Total Foreign exchange Outgo on actual basis during the year amounted to NIL against Rs. NIL of previous period.

Deposits

No Deposit is accepted during the F.Y. 2015-16.

RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM IT HOLDING OR SUBSIDIARY

There is No receipt of any commission by MD / WTD from a Company and/or receipt of commission / remuneration from it holding or Subsidiary to be provided.

SHARES

No shares were issued during the year.

CHANGE IN NATURE OF BUSINESS:

During the year there was no change in nature of Business of the Company.

CORPORATE GOVERNANCE

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the SEBI (LODR) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Declaration by WTD/CFO that the Board Members and SMPs have complied with the Code of Conduct [Regulation 26(3) SEBI (LODR) Regulations, 2015]

COMPLIANCE CERTIFICATE

Necessary Compliance Certificate on Corporate Governance from Practicing Company Secretary as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December 2015 to 31st March 2016 is annexed herewith [Annexure 1].

MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this report [Annexure 2].

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

No cases filed, during the Financial Year and their disposal under the Act

FRAUD REPORTING

No frauds which have been reported to the Audit Committee / Board but not to CG have to be disclosed.

STATUTORY AUDITORS

M/s. H. K. Batra & Associates, Statutory Auditor of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

SECRETARIAL AUDIT REPORT

As the company is incurring losses for last several years therefore the company has not appointed Secretarial Auditor during the period.

EXPLANATION TO AUDITOR'S REMARKS

Pertaining to qualification no. 1 of auditors report, it is submitted that the company has received enquiries from the patients from India and abroad for their medical treatment by using the newly designed Website of the Company. The Company is getting excellent response from the hospitals to associate with the company for patient referrals. The Board is of the opinion that the income from this business will increase in near future and the company would be able to carry on its business profitably.

Pertaining to qualification no. 2 of auditors report, it is submitted that the Board is hopeful of better performance in the coming years. The Board is of the opinion that the company will have sufficient taxable income in the future against which the deferred tax asset could be realized.

DECLARATION BY INDEPENDENT DIRECTOR

Independent directors, in the opinion of the Board, are person of integrity and possess relevant expertise and experience and affirm to the points given u/s 149(6) of Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has internal control system in place.

BOARD MEETINGS

During the Financial Year 2015-16, 4 (four) meetings of the Board of Directors of the company were held on 16/05/2015, 13/08/2015, 10/11/2015 and 22/01/2016.

AUDIT COMMITTEE

Audit Committee of the company consist of Mr S. M. Pathak, Mr M. C. Shrivastava and Mrs Prasanna Vaidya. Mr S. M. Pathak is the chairman of the audit committee and he is an independent director. The committee met four times during the financial year.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs Prasanna Vaidya, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr Yogesh Chandra Vaidya is the whole time director, Mrs Prasanna Vaidya is woman director, Mr M. C. Shrivastava and Mr S M Pathak are independent directors. Mr Jaideep Sinha is Chief Financial Officer and Mr Rajesh Kumar is the company secretary.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

POLICY ON SELECTION OF DIRECTORS

The Company believes that an enlightened Board consciously crates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. The Board Members are expected to have adequate time and expertise and experience to contribute to effective Board Performance. Accordingly, members should limit their directorships in other company in such a way that it does not interfere with their role as directors of the Company. A director shall not serve as a director in more than 20 companies of which not more than 10 shall be public limited companies. A director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all the companies in which he holds directorships.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Company incurring huge loss from the last three preceding years and Company did not have funds to comply with Corporate Social Responsibility Policy. Whenever Company will earn profit then Board of Directors will comply with Corporate Social Responsibility Policy.

NOMINATION & REMUNERATION COMMITTEE POLICY

1. Introduction

- 1.1 STG Lifecare Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
 - 1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
 - 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
 - 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

- 2.1 This Policy sets out the guiding principles for Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a director appointed to the Board of the Company.
- 3.2 "Key Managerial Personnel" means
 - (i) The Chief Executive Officer or the managing director or the manager;
 - (ii) The company secretary;
 - (iii) The whole-time director;
 - (iv) The Chief Financial Officer; and
 - (v) Such other officer as may be prescribed under the Companies Act, 2013
- 3.3 "Nomination and Remuneration Committee" means the committee constituted by STG Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Terms of reference

To oversee the method, criteria and quantum of compensation for executive and non executive directors.

To review the recruitment of key management employees and their compensations;

To formulate the initiatives leading to greater transparency and improved corporate governance.

Remuneration policy

The Company has not paid any remuneration to Directors during the year under review. Sitting fee and other incidental expenses including traveling etc. to Non-Executive Independent Director(s) for attending the Board Meetings are paid as decided by the Board of Directors from time to time.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2015-16.

VIGIL MECHANISM:

Pursuant to provisions of section 177 (9) of the Companies Act, 2013, the Company has established a "vigil mechanism" and overseas through nominee director, the genuine concerns expressed by the employees and other Directors. The Company has also

provided adequate safeguards against victimization of employees and Directors who express their concerns.

RISK MANAGEMENT POLICY

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board in (a) Overseeing and approving the Company's enterprise wide risk management framework; and (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- i. In the preparation of the annual accounts, the applicable Accounting Standards have been followed;
- ii. Appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts have been prepared on a going concern basis.
- v. Laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- vi. Devised proper systems to ensure compliance with the provisions of all applicable laws and those systems were adequate and operating effectively.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL

No significant & material orders passed by the regulators or courts or tribunal

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The company has one subsidiary company namely M/s Software Technology Group Inc. San Jose, California, USA. The report on the performance and financial position of subsidiary and salient features of the financial statement in the prescribed Form AOC-1 is annexed to this report. [Annexure -3].

ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT 9 and is attached to this Report. [Annexure 4]

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report is as under:

Future Potential

Your company is working on new projects and is likely to improve its performance in the following years.

• Opportunities, Threats and Out look

Increase in public awareness about health care, there are enough potential about lifecare activities. The company is exploring the same and expected to perform well in future. Business threats as apply to all the sectors are applicable to the company also. The company does not see any major business threat in near future. The future of the company seems good.

• Risks and Concerns

Among the concerns, high competition resulting in high attrition, small size and thus volatile revenue streams, intense competition from small unorganized players in the Industry and the external environment may have an impact on the company's operations.

- **Operations:**
- **Revenue:**

Revenues during financial year 2015-16 were posted Rs. 5,42,995.

- **Expenditures:**

Management was also able to control the expenses and cost to the Company. Total expenditure of the company is Rs. 1,97,27,432/- during the financial year 2015-16.

Cost Control Initiatives

Your company continues to focus on cost reduction, procurement of materials at competitive Prices, reinforcement of financial discipline and adequate control on overhead costs on continuous basis.

Financial Position:

- (a) **Authorised Capital:**

The authorised capital of the Company comprises of 2, 00, 00,000 equity shares of Rs. 10/- each (same in previous year).

- (b) **Issued Capital**

Issued Capital of the Company comprises of 1,48,37,140 equity shares of Rs. 10/- each (same in previous year).

- (c) **Changes in Capital Structure:** None

- **Internal Control Systems and their adequacy:**

Your company has in place system of internal control commensurate with its size and nature of its operations. Management continuously reviews the Internal Control Systems and procedures to ensure orderly efficient conduct of business.

- **Events occurring after the balance sheet date:**

There were no significant events that occurred after the date of balance sheet.

- **Related Party Transactions:**

There is no contracts or arrangements with related parties during the Financial Year 2015-16.

BUY BACK OF SHARES:

The Company has not made any offer of Buy Back of its shares.

STOCK EXCHANGES

The equity shares of your company are listed with the National Stock Exchange of India Limited, Delhi Stock Exchange and the Bombay Stock Exchange Ltd.

SHARES UNDER COMPULSORY DEMATERIALISATION

With effect from July 24, 2000 trading in equity shares of the company at the Stock Exchange are permitted only in Dematerialized form. The Company's shares are available for trading in the depository systems, of both the National Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2016, a total of 1,45,70,133 Shares of the Company stand dematerialized & this constitutes 98.21% of the holding in the Company.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the contributions made by the employees at all levels, whose continued commitment and dedication helped the Company in its operations in these trying times.

Your Directors would also like to take this opportunity to express their gratitude for the co-operation and support from its Bankers and other statutory bodies of the Government of India. We look forward to their continued support in the future also.

Last but not the least, we sincerely thank our shareholders for their constant support and co-operation in the difficult times.

**By Order of the Board of
STG Lifecare Limited**

**(Yogesh Vaidya)
(Director)
(DIN: 01185242)**

**Date: 27.05.2016
Place: Gurgaon**

CORPORATE GOVERNANCE REPORT

I Company's philosophy on Corporate Governance: -

The Company's philosophy on Corporate Governance is aimed at assisting the management of the Company in the efficient conduct of its business and in meeting its obligations to stakeholders with strong emphasis on transparency, accountability and integrity.

To create a culture of good governance, your company has adopted certain practices, which comprises effective management control by the Board of Directors, performance accountability, constitution of Board Committee as part of the internal control system, fair representation of professionally qualified, non-executive and independent Directors on the Board, the adequate timely disclosure of information and prompt discharge of statutory duties. Focus of the Board and the Management has always been to ensure continuing value creation for its stakeholders, apprising them of all relevant information on a regular basis in a transparent manner and above all to grow the Company's business with the goal of long term sustainable development.

The disclosures requirements of Corporate Governance Code complied with by the Company are provided in this report.

II Board of Directors

(a) Composition of the Board

The Company recognizes the need of a well functioning Board and presently three fourth of its Board is constituted by non-executive directors led by an executive promoter Director as Chairman of the Company. As on March 31, 2016, the Board consisted of four Directors, one is promoter executive director (without remuneration) and the remaining three are non-executive Directors, of which two are in independent capacity. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive Directors bring statutory and wider perspective in the Board's deliberations and decisions.

The Composition of the Board of Directors as on March 31, 2016 is given below:

No. of other Board Committee(s) of which he is a Chairman*	No. of other Board Committee(s) of which he is a Chairman*	No. of other Board Committee(s) of which he is a Chairman*	No. of other Board Committee(s) of which he is a Chairman*	No. of other Board Committee(s) of which he is a Chairman*
Mr. Yogesh Chandra Vaidya [DIN: 01185242]	Whole Time Director	03	2	0
Mrs. Prasanna Vaidya [DIN: 01256268]	Non- Executive Director	04	1	1
Mr. Surya Mani Pathak [DIN: 00784558]	Non- Executive Independent Director	01	3	2
Mr. Mahesh Chander Shrivastava [DIN: 05307377]	Non- Executive Independent Director	0	2	0

(b) Number of Board Meetings held and attended by each Director:

During the Financial Year 2015-16, 4 (four) meetings of the Board of Directors of the company were held on 16/05/2015, 13/08/2015, 10/11/2015 and 22/01/2016.

i The attendance record of each Directors at the Board Meetings during the period ended on March 31, 2016 and of last Annual General Meeting is as under: -

Name of Directors	Total No. of Meetings held	No. of board meeting attended	Attendance at the last AGM
Mr. Yogesh Chandra Vaidya	4	4	Yes
Mrs. Prasanna Vaidya	4	4	Yes
Mr. Surya Mani Pathak	4	4	No
Mr. Mahesh Chander Shrivastava	4	4	Yes

Except for Mr. Yogesh Vaidya and Mrs. Prasanna Vaidya, who holds 37,11,250 shares and 5,08,010 shares respectively, no other Director holds any shares or convertible instruments of the Company as on March 31, 2016.

Mrs. Prasanna Vaidya director of the company is the wife of Mr. Yogesh Vaidya.

(c) Code of Conduct:

The Board of directors has laid down the Code of Conduct for the Directors and senior management and the same has been communicated to them for its adherence. The Code lays down the standards of ethical and moral conduct to be followed by them in the course of proper discharge of their duties and commitments. Necessary declaration has been appended at the end of this report.

III Audit Committee

During the period under review, the members of Audit Committee 4 (Four) times. These were held on 16/05/2015, 13/08/2015, 10/11/2015 and 22/01/2016.

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1.	Mr. Surya Mani Pathak	Chairman	Non- Executive Independent Director	4	4
2.	Mrs. Prasanna Vaidya	Member	Non- Executive Director	4	4
3.	Mr. Mahesh Chander Shrivastava	Member	Non- Executive Independent Director	4	4

The composition of Audit Committee comprises of members who all are non-executive directors as its members and the Chairman of the committee is elected from amongst its members who is also an independent director and is having requisite qualification.

(a) Terms of reference:

- To review of the performance of Statutory Auditors and recommend their appointment and remuneration to the Board, considering their independence and effectiveness;
- To review internal controls, delegation of authority limits;
- To act as an interface between the management and the statutory and internal auditors overseeing the internal audit functions;
- To oversee the company's financial statements, including annual and quarterly financial results, and the financial accounting practices and policies;
- To review all internal systems, review the company's financial and risk management policies, audit control procedures of the company including but not limited to appointment of statutory/internal auditors from time to time and also to review the annual accounts, quarterly unaudited financial results and limited review report before they are put up to Board for its approval."

IV Nomination and Remuneration Committee

- (i) The Board designated the erstwhile remuneration committee as nomination and remuneration committee on 28.08.2014. Dr. S. M. Pathak, Mrs. Prasanna Vaidya and Mr. M. C Shrivastava are appointed members of the committee. During the period under review, the members of erstwhile the Remuneration Committee met 1 (One) time on 10/11/2015.

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1.	Mr. Surya Mani Pathak	Chairman	Non- Executive Independent Director	1	1
2.	Mr M. C. Shrivastava	Member	Non- Executive Independent Director	1	1
3.	Mrs. Prasanna Vaidya*	Member	Non- Executive Director	1	1

Terms of reference

To oversee the method, criteria and quantum of compensation for executive and non executive directors.
To review the recruitment of key management employees and their compensations;
To formulate the initiatives leading to greater transparency and improved corporate governance.

Remuneration policy

The Company has not paid any remuneration to Directors during the year under review. Sitting fee and other incidental expenses including traveling etc. to Non-Executive Independent Director(s) for attending the Board Meetings are paid as decided by the Board of Directors from time to time.

The Board constantly evaluates the contribution of Directors and recommends to the Shareholders their reappointment periodically as per provisions of the Act.

Except for Mr. Yogesh Vaidya and Mrs. Prasanna Vaidya, who holds 37,11,250 shares and 5,08,010 shares respectively, no other Director holds any shares or convertible instruments of the Company as on March 31, 2016.

V. Stakeholders Grievance Committee/Stakeholder Relationship Committee

The Shareholders'/Investors' Grievance Committee has been constituted as Stakeholders Relationship Committee as per requirement of Section 178(5) of the Companies Act, 2013. The Committee has been delegated the power of attending to share transfers. Mr Rajesh Kumar is secretary and compliance officer of the company.

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1.	Mrs. Prasanna Vaidya	Chairman	Non- Executive Director	4	4
2.	Mr. Surya Mani Pathak	Member	Non- Executive Independent Director	4	4
3.	Mr. Yogesh Chandra Vaidya	Member	Whole Time Director	4	4

- (i) No. of investors' complaints received by the RTA/ Company : 1
 No. of complaints not solved/ pending: : 1
 No. of pending transfers: : NIL

VI Share Transfer Committee:

Company's Registrar & Transfer Agents processes the transfer cases which are approved by duly constituted Share Transfer Committee of the Board. The Committee meets from time to time as required to expedite all matters relating to transfer etc. The Committee comprises of Mr. Yogesh Chandra Vaidya and Mrs. Prasanna Vaidya, as its members.

In terms of SEBI directive, all Share Registry work in respect of both physical and demat segments has been handled by a single common Agency viz M/s Sharex Dynamic (India) Pvt. Ltd, the Registrar of the Company. Further, half yearly Share Transfer Audit in terms of SEBI (LODR) Regulations, 2015 are regularly carried out by an independent practicing Company Secretary.

VII. Investment Committee:

The Committee was constituted on 28th April, 2000 and has Mr. Yogesh Vaidya and Mr M. C. Shrivastava as its members.

VIII. Corporate Governance and Social Responsibility Committee:

Corporate Governance and Social Responsibility Committee was constituted last year. Mrs Prasanna Vaidya, Mr M.C. Srivastava and Mr S. M. Pathak are members of the committee. Mrs Prasanna Vaidya is the chairman of the committee.

IX. Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company and hence, it is not mandatory to have an independent director of the Company on the Board of such Subsidiary Company. The Audit Committee reviews the financial statements and accounts, particularly the investments, if any, made by the Company's non-listed foreign subsidiary namely M/s Software Technology Group Inc., San Jose, California, USA. The minutes of unlisted foreign subsidiary have been placed before the Board for its perusal.

X. Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a Reconciliation of Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of shares in dematerialized form with both the aforesaid depositories.

XI. WTD/CFO Certification

Certificate from WTD and CFO as required under regulation 17(8) of SEBI (LODR) Regulations, 2015 for the Financial Period ended March 31, 2016 is annexed at the end of the Corporate Governance Report.

XII. General Body Meetings

(a) The details of last three Annual General Meetings held are as under: -

Name of Director	Position	Category	No. of meetings	Attendance
20th	Thursday	24/10/2013	11:30 P.M.	Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi -110003.
21st	Wednesday	29/10/2014	11:30 P.M.	Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi -110003.
22nd	Monday	28/09/2015	11:30 A.M	Lok Kala Manch, 20, Institutional Area, Lodhi Road, New Delhi -110003.

(b) Whether any special resolutions passed in the previous 3 AGMs:

- 20th Annual General Meeting held on 24th October, 2013:
No special resolution was passed.
 - 21st Annual General Meeting held on 29th October, 2014:
One special resolution is passed pursuant to section 13 of the Companies Act, 2013 to change the name of the company from Software Technology Group International Limited to STG Lifecare Limited.
 - 22nd Annual General Meeting held on 28th September, 2015:
No special resolution was passed.
- (c) Whether any special resolution passed in last year through postal ballot, details of voting pattern No
- (d) Person who conducted the postal ballot exercise :N.A.
- (e) Whether special resolutions are proposed to be conducted through postal ballot :No
- (f) Procedure for postal ballot :N.A.

XIV Disclosures

- (a) Related party transactions:
These transactions are defined as transactions of the Company of material nature, with promoters, Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. Details on materially significant related party transactions are appearing in note 33 forming part of accounts.
- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related capital markets, during the last three years:
No penalties have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

- (c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:
N. A.
- (d) Details of compliance of mandatory requirements and adoption of the non-mandatory requirements:
The Company has complied with the mandatory requirements of the Listing Agreement. The Company has adopted the non-mandatory requirements of constituting the Remuneration Committee.

XV Means of communication

Quarterly, half-yearly and annual financial results are communicated to the Stock Exchanges immediately after these are considered and approved by Audit Committee and the Board and thereafter regularly published in the prominent newspapers like Financial Express, Business Standard, Veer Arjun, Jansatta, Hari Bhoomi, Indian Horizon and Awame-Hind etc. as required. Quarterly and annual financial statements, along with segmental information, are posted on our website, www.stgglobal.com. Further, all other price sensitive and other information are sent to the Stock Exchanges where shares of the Company are listed, enabling them to display the same on their website etc. Besides, Official news releases are given to the press also from time to time on regular basis.

XVI GENERAL SHAREHOLDERS' INFORMATION:

(a) Annual General Meeting to be held: Day, Date, Time & Venue:

Day : Tuesday
Date : 23/08/2016
Time : 11:30 .A.M.
Venue : Lok Kala Manch, 20, Lodhi Institutional Area,
Lodhi Road, New Delhi-110 003

(b) Financial Year : 01/04/2015 to 31/03/2016

(c) Dates of Book Closure : 09/08/2016 to 10/08/2016 (both days inclusive)

(d) Dividend Payment Date : N.A.

(e) Stock Exchanges in which the Company's Shares are listed:

The Company's shares are listed with the following Stock Exchanges having Stock code as follows:

- (i) The Bombay Stock Exchange, Mumbai-532293
- (ii) The National Stock Exchange- SOFTTECHGR

Status of payment of Listing Fees: Paid/ in the process.

(f) Market Price Data High/Low during each month in last financial year:

At BSE (Bombay Stock Exchange) and National Stock Exchange (NSE):

Month	BSE		NSE	
	Monthly High	Monthly Low	Monthly High	Monthly Low
April, 2015	2.14	1.70	2.65	2.30
May, 2015	1.78	1.39	2.40	2.40
June, 2015	1.33	1.10	2.50	2.40
July, 2015	1.35	1.33	NA	NA
August, 2015	1.40	1.40	2.40	2.20
September, 2015	1.97	1.97	2.10	2.00
October, 2015	2.15	1.98	2.00	1.85
November, 2015	2.14	2.00	1.90	1.90
December, 2015	1.90	1.81	1.85	1.65
January, 2016	2.40	2.08	1.95	1.70
February, 2016	2.28	2.03	2.30	2.00
March, 2016	2.12	2.12	2.20	2.00

(g) Registrar & Share Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd., Unit no 1, Luthra Ind. Premises, Safed pool, Andheri Kurla Road, Andheri (East) Mumbai 400 072.

(h) (1) Distribution of Shareholding on number of shares as on March 31, 2016:

Equity Shares	No. of shareholders	% of shareholders	Total Shares	% of shares
Upto TO 100	6197	68.53	519903	3.50
101 TO 200	842	9.31	160017	1.08
201 TO 500	947	10.47	369377	2.49
501 TO 1000	487	5.39	418138	2.82
1001 TO 5000	431	4.77	982233	6.62
5001 TO 10000	64	0.71	467814	3.15
10001 TO 100000	60	.66	1475042	9.94
100001 TO Above	15	0.17	10444616	70.40
TOTAL	9043	100.00	14837140	100.00

(2) Shareholding pattern as on March 31, 2016:

STATUS	HOLDING	PERCENTAGE
A. Total Promoter & Promoter Group	7593614	51.18
B. Public Shareholding		
(a) Institutional Investors		
Financial Institutions / Banks	100	0.001
Mutual Funds/FII/Insurance Companies/Govt.	-	-
(b) Others		
Bodies Corporate	1661563	11.20
Resident Individuals	5581863	37.62
Clearing Members		
Total Public Shareholding	7243526	48.82
TOTAL (A+B)	14837140	100

(i) Dematerialization of shares:

As on March 31, 2016, a total of 1,45,70,133 Shares of the Company stand dematerialized & this constitutes 98.21% of the holding in the Company.

(j) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments:

The Company has not issued any ADR/GDR/Warrants or any Convertible Instruments during the period under review and the company has no outstanding ADR/GDR/Warrants or any Convertible Instruments.

(k) Registered Office: 108, Himalaya Palace 65, Vijay Block, Laxmi Nagar New Delhi - 110092.**(l) Connectivity with the Depositories:**

National Securities Depositories Limited (NSDL)
Central Depository Services (India) Limited (CDSL)
Demat ISIN Number: INE 863A01013 / IN9863A01045

(m) Address for correspondence: 108, Himalaya Palace 65, Vijay Block, Laxmi Nagar New Delhi - 110092.**(n) Designated E-mail Id of Compliance Officer for any investors' queries:**

companysecretary@stg.in

XVII Declaration on Code of Conduct:

As required under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with stock Exchanges, it is hereby confirmed that the Board Members and the senior management have affirmed compliance with the Code of Conduct framed by the Company.

**By Order of the Board of
STG Lifecare Limited**

**(Yogesh Vaidya)
(Whole Time Director)
(DIN: 01185242)**

**Date: 27.05.2016
Place: Gurgaon**

Certificate by Whole Time Director and CFO

The Board of Directors
STG Lifecare Limited

- (a) I have reviewed the financial statements, read with the cash flow statement of STG Lifecare Limited for the financial period ended 31st March, 2016 and that to the best of my knowledge and belief, I state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, Applicable Laws and Regulations.
- (b) To the best of my Knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the Auditors and Audit Committee and steps have been taken to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board of
STG Lifecare Limited**

(Yogesh Vaidya)
(Whole Time Director)
(DIN: 01185242)
Date: 27.05.2016
Place: Gurgaon

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE CODE OF CONDUCT**

This is to confirm that the Company has adopted the Code of Conduct for its employees including the Managing Director and Whole-time Directors. In addition, the Company has adopted Code of Conduct for Non-Executive Directors. Salient features of these Codes are that STG is committed to doing the right thing. It serves as a valuable resource to help employees and others make informed, ethical decisions based on guiding principles. Because no code of conduct can cover every possible situation STG relies on its employees including the Managing Director and Whole-time Directors to use good judgment and to speak up when they have questions or concerns. Directors and employees are to raise questions and concerns if they become aware of possible violations. They are expected to cooperate fully when responding to an investigation or audit. They are to be a positive role model and support their team members.

I confirm that the Company has in respect of the Financial Year ended 31 March, 2016, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Managing Director as on 31 March, 2016.

**By Order of the Board of
STG Lifecare Limited**

**(Yogesh Vaidya)
(Whole Time Director)
(DIN: 01185242)**

**Date: 27.05.2016
Place: Gurgaon**

[Annexure-1]

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
M/s STG Lifecare Limited

We have examined the compliance of conditions of Corporate Governance by STG Lifecare Limited for the year ended 31st March 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December 2015 to 31st March 2016

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

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such review, in our opinion, the Company has more or less complied with conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/Listing Regulations, as applicable.

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

For Krishna Kumar Sharma & Co
Company Secretaries

(CS Krishna Kumar Sharma)
Proprietor
CP No.: 7747
Place: New Delhi
Date: 27.05.2016

Annexure 2 – Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014

The company is incurring losses for last several years. Therefore, no remuneration is paid to any of the directors of the company. Only expenditure incurred for attending the meetings of the board or committee thereof are reimbursed. The company secretary of the company is paid salary of INR 10,000/- per month.

Annexure-3

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part “A”: Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	M/s Software Technology Group Inc. San Jose, California, USA
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD
4.	Share capital	\$219,927
5.	Reserves & surplus	\$92550
6.	Total assets	\$2,009,486
7.	Total Liabilities	\$2,009,486
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	-
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	-
14.	% of shareholding	60%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

Name of associates/Joint Ventures	NA	NA	NA
1. Latest audited Balance Sheet Date	NA	NA	NA
	NA	NA	NA
2. Shares of Associate/Joint Ventures held by the company on the year end	NA	NA	NA
No.	NA	NA	NA
Amount of Investment in Associates/Joint Venture	NA	NA	NA
Extend of Holding%	NA	NA	NA
	NA	NA	NA
3. Description of how there is significant influence	NA	NA	NA
	NA	NA	NA
4. Reason why the associate/joint venture is not consolidated	NA	NA	NA
	NA	NA	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NA	NA	NA
	NA	NA	NA
6. Profit/Loss for the year	NA	NA	NA
i. Considered in Consolidation	NA	NA	NA
ii. Not Considered in Consolidation	NA	NA	NA

- Names of associates or joint ventures which are yet to commence operations. NA
- Names of associates or joint ventures which have been liquidated or sold during the year. NA.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

Balance Sheet as at 31st March 2016

Particulars	Notes	As at 31 March 2016 (Rs.)	As at 31 March 2015 (Rs.)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	148,356,900	148,356,900
(b) Reserves and surplus	2	(79,368,605) 68,988,295	(69,656,731) 78,700,169
2 Non-current liabilities			
(a) Long-term borrowings	3	151,389,693	135,297,681
(b) Other long-term liabilities	4	-	520,000
(c) Long-term provisions	5	756,572 152,146,265	756,572 136,574,253
3 Current liabilities			
(a) Trade payables	6	-	40,000
(b) Other current liabilities	7	22,562,694	30,843,562
(c) Short Term Provisions	8	2,237,326 24,800,021	2,237,326 33,120,888
TOTAL		245,934,581	248,395,310
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	2,298,035	2,432,611
(ii) Intangible assets under development		-	-
(b) Non-current investments	10	91,489,204	91,489,204
(c) Deferred tax assets (net)	11	141,807,674 235,594,913	141,807,674 235,729,489
2 Current assets			
(a) Inventories	12	-	-
(b) Trade receivables	13	132,899	-
(c) Cash and cash equivalents	14	331,356	544,002
(d) Short-term loans and advances	15	3,469,796	5,746,494
(e) Other Current Assets	16	6,405,616 10,339,667	6,375,325 12,665,821
TOTAL		245,934,581	248,395,310
Significant accounting policies	1&2		

Note: The notes referred to above alongwith Notes no. 27 to 42 form an integral part of these financial statements.

As per Our Report of even date attached

For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27, 2016

Place: New Delhi

Jaideep Sinha

(Chief Finance Officer)

Rajesh Kumar

Company Secretary

Membership No. ACS-40006

Statement of profit and loss for the year ended 31st March, 2016

Particulars	Notes	For the Year ended 31st March, 2016 (Rs.)	For the Period ended 31st March, 2015 (Rs.)
Income			
Revenue from operations			
Other income	17	523,767	-
Total revenue	18	19,228	11,587
		542,995	11,587
Expenses			
Materials Consumed	19	-	-
Salaries and other benefits	20	-	477,758
Administration Expenses	21	4,989,145	2,728,991
Finance costs	22	25,515	63,549
Depreciation and amortisation expense	23	134,576	5,843,851
Other Expenses	24	14,578,196	3,576,768
Decrease in Stock	25	-	46,182
Total		19,727,432	12,737,098
Profit before exceptional and extra-ordinary items and tax		(19,184,437)	(12,725,511)
Extra Ordinary Items (Refer Note no. 40)	26	1,972,563	108,541
Exceptional Items (Refer Note no. 41)	27	7,500,000	-
Profit before Prior Period and tax		(9,711,874)	(12,616,970)
Profit / (loss) before taxation		(9,711,874)	(12,616,970)
Tax expense			
Current Tax		-	-
Deferred tax charge / (credit)		-	-
Total tax expense		-	-
Profit for the year		(9,711,874)	(12,616,970)
Earnings per share			
Basic [Nominal value of shares Rs 10/- (Previous year Rs 10/-)]		(0.65)	(0.85)
Diluted [Nominal value of shares Rs 10/- (Previous year Rs 10/-)]		(0.65)	(0.85)
Weighted average number of shares outstanding		14,837,140	14,837,140
Significant accounting policies	1&2		

Note: The notes referred to above alongwith Notes no. 27 to 42 form an integral part of these financial statements.

As per Our Report of even date attached

For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27, 2016

Place: New Delhi

Jaideep Sinha

(Chief Finance Officer)

Rajesh Kumar

Company Secretary
Membership No. ACS-40006

Cash Flow Statement for the year ended 31st March 2016

Particulars		For the Year ended 31st March, 2016 (Rs.)	For the Period ended 31st March, 2015 (Rs.)
Cash Flow From Operations		(9,711,874)	(12,616,970)
Profit/(Loss) for the period Before Provision for Taxation & Extra Ordinary items			
Add/ (less):			
Amortisation Expenditure		-	-
Depreciation		134,576	5,843,851
Net Loss/(Profit) on Sale of assets		-	-
Interest Paid		8,098	32,576
Interest Income		(10,428)	(11,587)
Operating Profit Before Working Capital Change		(9,579,627)	(6,752,131)
Change in Working Capital			
Decrease/(Increase) in Inventories		-	46,182
Decrease/(Increase) in Sundry Debtors		(132,899)	4,780,269
Decrease/(Increase) in Loans and Advances		2,276,698	3,261,146
Increase/(Decrease) in Current Liabilities		(8,657,844)	5,270,895
Provision For Salaries & Benefits		-	(1,770,525)
Net Advance Tax / TDS Refund / (Paid)		(30,291)	(1,159)
Net Cash Flow from Operating Activities	(A)	(16,123,963)	4,834,677
Cash Flow From Investing Activities			
Purchase of Fixed Assets		-	-
Sale / Adjustments of Fixed Assets		-	-
Interest Income on Fixed Deposits etc		10,428	11,587
Net Cash Flow From Investing Activities	(B)	10,428	11,587
Cash Flow from Financing Activities			
Increase/(Decrease) in Share Capital		-	-
Increase/(Decrease) in Reserve & Surplus		-	-
Increase/(Decrease) in unsecured loan		16,092,012	(4,258,964)
Interest Paid		(8,098)	(32,576)
Net Cash Flow From Financing Activities	(C)	16,083,913	(4,291,541)
Net Increase/(decrease) in cash and cash equivalent (A+B+C)		(29,623)	554,723
Cash and Cash Equivalents at the begining of the year		360,976	(193,747)
Cash and Cash Equivalents at the close of the year		331,356	360,976

Note: The notes referred to above alongwith Notes no. 27 to 42 form an integral part of these financial statements.

As per Our Report of even date attached

For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27, 2016

Place: New Delhi

Jaideep Sinha

(Chief Finance Officer)

Rajesh Kumar

Company Secretary
Membership No. ACS-40006

Notes to financial statements for the year 31st March 2016

1 Corporate information

STG Lifecare Ltd. (Formerly known as Software Technology Group International Ltd. (hereinafter referred to as 'the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of Software Consulting and Associated with Most of the Large Hospitals in India for Patient referrals.

2 Basis of Accounting

The financial statements are prepared in accordance with Indian Generally Accepted Accounting principles ("GAAP") under the historical cost convention on an accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India ("ICAI"), the provisions of the Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2.1 Summary of significant accounting policies

a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from these estimates.

b) Valuation-Fixed Assets and Inventory

(I) Fixed assets are normally accounted for on cost basis including the cost of installation where incurred. Expenditure on regular staff, which might be occasionally engaged for installation work, is charged to revenue.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

(II) Inventory:-

(i) Stocks are valued at cost based on First-in First-out method.

c) Depreciation and Amortisation

(a) Depreciation on all the fixed assets is provided on Straight Line Method at the rates prescribed in schedule -II to the Companies Act, 2013.

(b) Depreciation on additions/ deletions to Fixed Assets is provided on prorata basis from/to date of additions/deletions.

(c) In case of financial period consist of the year less/more than a normal year of 12 months then depreciation is provided for that particular period.

d) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

e) Investments

Long-term Investments, are valued at their acquisition cost. Any decline in the value of said investment other than the temporary decline is recognised and charged to Profit & Loss Account.

f) Revenue Recognition

a. Revenue is recognized when no significant uncertainty as to the measurability or collectability exists.

b. Interest Income is accounted on accrual basis.

c. Dividend income is accounted for when the right to receive payment is established.

h) Foreign Currency Transactions

Transactions in foreign currency are booked at pre-determined rate and all monetary assets and liabilities in foreign currency are restated at the period end.

Gain / Loss arising out of fluctuations on realisation / payment or restatement, except those identifiable to acquisition of fixed assets & Investment are charged /credited to Profit & Loss Account.

i) Employees' / Retirement Benefits

- a. All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan.
- b. In addition, some employees of the Company are covered under the employees' state insurance schemes.
- c. The Company's contributions to above schemes are expensed in the Profit and Loss Account.
- d. Liability on account of Gratuity and Leave Encashment of Employees is provided on accrual basis.

j) Taxation

Income tax expenses are accrued in accordance with Accounting Standard -22 "Accounting for Taxes on Income, issued by The Institute of Chartered Accountants of India, which includes current taxes and deferred taxes. Deferred income tax reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognised only to extent, there is a reasonable certainty that sufficient future taxable income will be available. Such Deferred tax Assets and Liabilities are measured at each Balance Sheet date & the carrying value of the same are adjusted for recognising the change in the value of each such deferred tax Asset and Liability.

k) Borrowing Cost

Interest and other costs in connection with the borrowing of funds to the extent related/attributed to the acquisition/ construction of qualifying fixed assets are capitalized upto the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

l) Provision and Contingencies

The Company creates a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a Contingent Liability is made when there is a possible obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

m) Segment reporting

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

n) Earnings per share

Basic earning per share (EPS) is calculated by dividing the net profit after tax for the year (including the post-tax effect of extraordinary items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

p) Cash and cash equivalents

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from regular revenue generating, financing, and investing activities of the company are segregated.

3. Share capital	31.03.2016	31.03.2015
------------------	------------	------------

Authorised,

2,00,00,000 (Previous year same)'Equity shares of Rs.10/- each	200,000,000	200,000,000
--	-------------	-------------

Issued, subscribed & paid-up

14837140 (Previous year 1,48,37,140) Equity shares of Rs.10/- each	148,371,400	148,371,400
Less: Calls in arrears 2900 Equity shares @ Rs. 5/- each- by other	4,50	4,500

Total subscribed & paid-up share capital	148,356,900	148,356,900
---	--------------------	--------------------

The Company has only one class of equity shares having a par value of Rs. 10 per share. All shares have equal rights with respect to voting rights and dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.**Equity shares**

	31.03.2016		31.03.2015	
	No. of shares	Rs.	No. of shares	Rs.
At the beginning of the year	14,837,140	148,371,400	14,837,140	148,371,400
Add: Fresh Issue	-	-	-	-
At the end of the year	14,837,140	148,371,400	14,837,140	148,371,400

(b) Detail of shareholders holding more than 5% shares in the Company

	31.03.2016		31.03.2015	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of Rs. 10/- each fully paid				
Mr. Yogesh Chandra Vaidya	3,711,250	25.01%	3,711,250	25.01%
Associated Teckno Plastics Pvt Ltd	1,857,885	12.52%	1,857,885	12.52%
Bits Limited	1,000,000	6.74%	1,000,000	6.74%

4. Reserves and surplus

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Securities Premium account (As per the last financial statement)	282,402,180	282,402,180
Warrant Forfeited A/c	2,990,000	2,990,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per the last financial statements	(355,048,911)	(342,431,941)
Profit/ (loss) for the year	(9,711,874)	(12,616,970)
Net surplus/ (deficit) in the statement of profit and loss	(364,760,785)	(355,048,911)
Total reserves and surplus	(79,368,605)	(69,656,731)

5. Long-term borrowings

	Non-current portion		Current maturities	
	31.03.2016 (Rs.)	31.03.2015 (Rs.)	31.03.2016# (Rs.)	31.03.2015# (Rs.)
Secured Loan				
Car finance loans from banks (secured)*	-	-	-	183,024
	-	-	-	183,024
Unsecured Loans				
Directors	66,828,736	50,736,724	-	-
Others	84,560,957	84,560,957	-	-
	151,389,693	135,297,681	-	-
Total	151,389,693	135,297,681	-	-

Current Maturities Amount disclosed under the head “other current liabilities” (refer note 9)

Nature of Security and terms of repayment for Long Term secured borrowings:**Nature of Security**

Term Loan amounting to Rs. 183024 (June 30, 2014 Rs. 437189) is secured against hypothecation of vehicles financed by them.

Terms of Repayment

Repayable in 60 equated monthly installments commencing from December, 2010. Last installment due in November, 2015.

6. Other Long-term liabilities

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Securities from Customers	-	520,000
Total	-	520,000

7. Long Term Provisions

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Provision for employee benefits #		
Provision for gratuity	719,357	719,357
Provision for leave encashment	37,215	37,215
	756,572	756,572

#The company has made provision for Gratuity & Leave encashment for the then employess. The company is in the process to make the payment, as demanded by them.

8. Trade Payables

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Trade payables	-	40,000
	-	40,000

9. Other Current liabilities

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Advance from customer	-	7,800,000
Due to Employees	887,423	1,687,621
Expenses payable	1,669,991	1,485,087
Statutory dues payable (Refer note 36)	20,005,279	19,687,830
Current maturities of long term borrowings (refer note 5)	-	183,024
	22,562,694	30,843,562

10. Short Term Provisions

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Provision for employee benefits #		
Provision for salary payable	2,237,326	2,237,326
	2,237,326	2,237,326

#The company has made provision for Salary for the then employees. The company is in the process to make the payment as demanded by them.

Note No.11

SCHEDULE OF DEPRECIATION

PARTICULARS	GROSS BLOCK			DEPRECIATIONS			NET BLOCK	
	AS AT 01.04.2015	ADDITION DURING the year	SALES /ADJ. DURING the year	AS AT 01.04.2015	SALES/ ADJ. FOR the year	FOR THE Year	AS AT 31.03.2016	AS AT 31.3.2015
Furniture & Fixture	26,988,620	-	-	26,104,969	-	-	883,651	883,651
Office Equipment	-	-	-	-	-	-	-	-
	9,516,191	-	-	9,102,533	-	-	413,658	413,658
Air Conditioner	-	-	-	-	-	-	-	-
	3,048,282	-	-	2,905,147	-	-	143,135	143,135
Electric Installations	7,998,125	-	-	7,622,786	-	-	375,339	375,339
Computer	-	-	-	-	-	-	-	-
	55,962,995	-	-	55,908,952	-	-	54,044	54,044
Vehicle	-	-	-	-	-	-	-	-
	3,791,603	-	-	3,228,820	-	134,576	428,207	562,783
Total	107,305,816	-	-	104,873,206	-	134,576	2,298,034	2,432,610
Previous Period	107,305,816	-	-	99,029,355	-	5,843,851	2,432,610	8,276,461

12. Non-Current Investment #

	31.03.2016		31.03.2015	
	No. of shares	Rs.	No. of shares	Rs.
Unquoted - Subsidiary (Sixty percentage holding) in Share of Common Stock of Software Technology Group Inc. (San Jose), USA valued at cost #	7,829,533	91,489,204	7,829,533	91,489,204
	7,829,533	91,489,204	7,829,533	91,489,204

As explained by the management, it is being a Long term & Strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and therefore no provisioning has been considered necessary.

13. Deferred tax assets

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Deferred Tax Assets		
- Unabsorbed losses/ depreciation under the income tax act 1961	150,087,433	150,087,433
- Others	2,208,408	2,208,408
Gross deferred tax Assets (A)	152,295,841	152,295,841
Deferred tax liabilities		
Depreciation differences	1,519,421	1,519,421
Other Amortisation	8,968,746	8,968,746
Gross deferred tax assets (B)	10,488,167	10,488,167
Net deferred tax assets (A-B)	141,807,674	141,807,674

The opinion of the Management is not to recognise further deferred tax assets during the period as management feels that deferred tax already created would be sufficient to meet future profits.

14. Trade receivables

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Debts outstanding for a period Less than six months from the date they are due for payments Unsecured, considered good	132,899	-
(A)	132,899	-
Doubtful	-	-
(B)	-	-
Total (A + B)	132,899	-

15. Cash and Cash Equivalents

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Cash and cash equivalents		
Balances with banks:		
On current accounts	76,058	299,132
Cash in hand	492	492
	76,550	299,624
Other bank balances:		
Fixed Deposit with Bank including Interest accrued	254,806	244,378
	331,356	544,002

16. Short term Loan & Advances

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
(a) Loans and advances to related parties *		
Unsecured, considered good	153,632	153,632
(b) Security deposits \$		
Unsecured, considered good	875,414	875,414
(c) Loans and advances to employees		
Unsecured, considered good	483,249	381,219
(d) Others #		
Advances to vendors	1,957,500	4,336,228
Total	3,469,796	5,746,494

* Includes amount due from companies under the same management as defined in the Companies Act 2013.

	As at 31.03.16	Maximum Amount Outstanding at any time during the period
Software Technology Group Inc.(USA-San Jose)	153,632	153,632
\$ Security Deposit includes Rs. 5,55,000/- lying with Govt & semi Govt departments against security deposits for tenders. The company is in process to recover the same.		
# Advance to Vendors includes an amount of Rs. 19,00,000/-, is outstanding by more than 6 months. As per management, it is unsecured but considered good.		

17. Other Current Assets

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Balances with government authorities		
TDS/Income Tax (Refer Note no. 42)	6,405,616	6,375,325
Total	6,405,616	6,375,325

18. Revenue from operations

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Revenue from operations (Domestic)		
Receipts from Hospitals for Patient referrals	523,767	-
Revenue from operations	523,767	-

19. Other income

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Interest from Bank on FDR's	10,428	11,587
Other non-operating income	8,800	-
Total	19,228	11,587

20. Salaries and other benefits to Employees

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Salaries, wages and other benefits	-	455,621
Contribution to provident and other funds	-	8,474
Staff welfare	-	4,449
Consultant/Visiting Faculty Charges	-	9,214
	<u>-</u>	<u>477,758</u>

21. Administration Expenses

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Postage Telegram & Courier	3,741	2,481
Telephone & Fax	123,515	84,109
Books, Journal & Newspapers	-	1,245
Business Promotion	-	-
Hire Charges	75,142	22,200
Electricity & Water Exp.	43,907	51,552
Filing Fee	38,205	52,764
Insurance Charges	14,959	16,618
Consultancy Charges - Professionals :-		
Website Development and maintenance	1,951,073	787,500
Company Secreatry	205,000	175,000
Accounting professionals	842,140	411,400
Listing Fee	226,370	100,000
Local Conveyance	61,103	91,111
Office Maintenance	260,427	214,918
Printing & Stationery	47,813	32,722
Rent - Office	470,200	285,000
Repair & Maintenance	43,431	60,851
Travelling	178,605	69,128
Vehicle Running Expenses	15,767	41,928
Seminar and Exhibition expenses	18,300	25,340
Other Expenses	219,447	53,124
	<u>4,839,145</u>	<u>2,578,991</u>
Payment to auditor		
As auditor:		
Audit fees	100,000	100,000
Certification & other fee	50,000	50,000
	<u>150,000</u>	<u>150,000</u>
TOTAL	<u>4,989,145</u>	<u>2,728,991</u>

22. Finance costs

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Interest Expenses :		
Banks	8,098	21,903
Others	-	10,673
Bank Charges	17,416	30,973
	<u>25,515</u>	<u>63,549</u>

23. Depreciation and amortisation expense

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Depreciation of tangible assets	134,576	5,843,851
Amortisation of intangible assets	-	-
	134,576	5,843,851

24. Other Expenses

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Advertisement	775,797	146,498
Sundry Balances written off (Refer Note 39)	2,401,228	3,430,270
Damages on Late Deposit of Provident fund (Refer Note 38)	8,209,428	-
Interest on Late Deposit of Provident fund (Refer Note 38)	3,191,743	-
	14,578,196	3,576,768

25. Extra Ordinary Items

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Sundry Balances written back (outstanding more than 3 years)	1,972,563	108,541
(Refer Note- 40)	1,972,563	108,541

26. Exceptional Items

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Advance amount Forefited (Refer Note 41)	7,500,000	-
	-	-
	7,500,000	-

27. (A) Details of provision of Gratuity.

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
Present value of the obligation at the end of the period	678,712	978,712
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	678,712	978,712
Funded Status	(678,712)	(978,712)

Summary of membership data at the date of valuation and statistics based thereon:

	31.03.2016	31.03.2015
Number of employees	-	2
Total monthly salary	-	44,300
Average Past Service(Years)	-	13.00
Average remaining working lives of employees(Years)	-	11.00
Average Age(Years)	-	49.00

The assumptions employed for the calculations are tabulated:

Period	From 01.04.15 to 31.03.2016	From 01.07.14 to 31.03.2015
Discount rate	8.75 % per annum	8.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a. (18 to 60 Years)	2.00% p.a. (18 to 58 Years)

Benefits valued:

Normal Retirement Age	60 Years
Salary	Terminal Basic Salary (Excluding all other Allowances and Perquisites)
Vesting Period	5 Years of service
Benefits on Normal Retirement	15 or 30 days Salary * Number of completed Years of Service, as per rule of the company
Benefit on early exit due to death and disability	As above except that no vesting conditions apply.
Limit	1000000

27. (B) Details of provision of Leave Encashment.

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Present value of the obligation at the end of the period	36,282	36,282
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	36,282	36,282
Funded Status	(36,282)	(36,282)

Summary of membership data at the date of valuation and statistics based thereon:

	31.03.2016	31.03.2015
Number of employees	0	0
Total monthly salary	0	0
Average Past Service(Years)	0	0
Average remaining working lives of employees(Years)	0	0
Average Age(Years)	0	0

The assumptions employed for the calculations are tabulated:

Period	From 01.04.15 to 31.03.2016	From 01.07.14 to 31.03.2015
Discount rate	8.75 % per annum	8.75 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a. (18 to 60 Years)	2.00% p.a. (18 to 60 Years)

Benefits valued:

Normal Retirement Age	60 Years
Salary	As per rules of the company
Benefits on Normal Retirement	1/22 * Salary * Number of encashable leaves.
Benefit on early exit	As above, subject to rules of the company.
Benefit on death	As above, subject to rules of the company.

No additional provision is required to be made as per valuation report of actuarial for the year ended 31.03.2016

28. Contingent Liabilities and Commitments

	31.03.2016	31.03.2015
	(Rs.)	(Rs.)
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt		
- Additional demands raised by the Income Tax Dept which are under appeal	832,030	832,030
Demand u/s 143(1) of the Income tax Act.	1,031,440	10,223,720
(Rectification u/s 154 of Income tax Act. Filed)		
- Legal Disputes	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid.	NIL	NIL

29. Related party disclosures**Names of related parties and related party relationship**

- (a) Subsidiary
- Software Technology Group Inc, San Jose, California (USA)
- (b) Key Management Personnel or Individuals having control or significant influence
- Mr. Yogesh C Vaidya (Chairman & CEO)
 - Mrs. Prasanna Vaidya
- (c) Relatives of key management personnel
- Mr. Ashish Vaidya
- (d) Enterprises owned or significantly influenced by key management personnel or their relatives (either individually or with others)
- Associated Teckno Plastics Private Limited

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial period:

	Subsidiary	Key Management Personnel or Individuals having control or significant influence	Enterprises owned or significantly influenced by key management personnel or their relatives
	(Rs.)	(Rs.)	(Rs.)
Transactions for the year:			
Loan received during the year - Mr.Yogesh Vaidya	-	16812012	
	-	-5311036	
Loan received during the year - Associated Teckno Plastics Private Ltd.			-
			(-)
Loans repaid during the year - Mr.Yogesh Vaidya	-	720000	
	-	-5050000	
Balances at the year end:			
Mr.Yogesh Vaidya	-	58,938,736	
	-	(42,846,724)	
Associated Teckno Plastics Private Ltd.			79886683
			-79886683

Note :- Previous year figures are given in Bracket.

30. Segment Reporting

1. Segment Information has been prepared in conformity with accounting policies adopted in preparation and presentation of financial statements of the company.
2. The Company has disclosed business segment as primary segment. The segment has been identified taking into account the nature of services, the different risks and returns, organisation structure and internal reporting system.
3. During the year, the Company was mainly engaged in the Business of Association with Hospitals for Patient referrals and related Consulting and accordingly have been identified as primary segments.
4. Segment revenue, Segment results, Segment assets, Segment liabilities includes respective amounts identifiable to segment and also includes amounts allocated on reasonable basis. The expenses which are not attributable to or allocated on reasonable basis to business segment are shown as unallocated corporate expenses.
5. Assets and Liabilities that can not be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.
6. Segmental Information
 - (i) Information about business segment (Primary)

Particulars	Training	Products and Consulting	Consolidated
Revenue			
Revenue from operation	-	523,767	523,767
	-	-	-
	-	-	-
Segment Revenue	-	523,767	523,767
Results			
Segment Result	-	(4,558,021)	(4,558,021)
	{{(6796966)}}	{{(3846342)}}	{{(10643308)}}
[Profit/(Loss)]			
Unallocated Corporate Expenses			(12,638,766)
			{{(1921701)}}
operating profit			(17,196,787)
			{{(12565009)}}
Financial Charges			(25,515)
			{{(63549)}}
Unallocated Other Income			7,510,428
			(14,587)
Net Profit/ (Loss) for the year before Tax			(9,711,874)
			{{(12616970)}}
Less : Provision for Taxation			
Deferred Income Tax			-
Net Profit/(loss) after taxation			(9,711,874)
			{{(12616970)}}
Other Information			
Assets			
Segment Assets	3,130,534	2,915,644	6,046,178
	(3,487,858)	(2,371,481)	(5,859,339)
unallocated corporate Assets			185,906
			(2,863,766)
Total			6,232,084
			(8,723,105)
Liabilities			
Segment Liabilities	13,868,396	9,084,483	22,952,879
	(14,611,695)	(15,894,857)	(30,506,552)
unallocated corporate liabilities			3,402,853
			(4,507,025)
Total			26,355,733
			(35,013,577)

Capital Expenditure during the year			
- Fixed Assets	-	-	-
	(nil)	(nil)	(nil)
- Expenditure incurred for Courseware/software development	-	-	-
	(nil)	(nil)	(nil)
Depreciation during the year	-	134,576	134,576
	(3,475,237)	(2,097,953)	(5,573,190)
Unallocated Depreciation during the year			-
			(73,388)
Amortisation during the year	-	-	-
	(-)	(-)	(-)
Total Assets Excludes :			
Investments			91,489,204
			(91,489,204)
Advance Tax/TDS/Demand			6,998,811
			(6,968,520)
Net Deferred Tax Assets			141,807,675
			(141,807,675)
Total Liabilities Excludes :			
Secured Loans			-
			-
Unsecured Loans			151,389,693
			(135,297,681)

Note :- Previous year figures are given in Bracket.

(ii) Information about geographical segment (Secondary)

Sales Revenue By Geographical Market

	For The Year	For the Period
	31.03.2016	31.03.2015
India	523,767	-
U. S. A.	-	-
Total	523,767	-

31. Earning Per Share (EPS)

The numerators and Denominators used to calculate the Basic & Diluted Earning per Equity Shares

		31.03.2016	31.03.2015
		(Rs.)	(Rs.)
Profit/(Loss) After Tax	Rs.	(9,711,874)	(12,616,970)
Profit/ (Loss) Attributable to Equity shareholders (numerator)	(A) Rs.	(9,711,874)	(12,616,970)
Fully paid up equity share of Rs. 10/- each	No.	14,834,240	14,834,240
Partly paid up equity share of Rs. 10/- each	No.	2,900	2,900
Weighted Average Basic Equity Share for the purpose of EPS (Denominator)	(B) No.	14,835,690	14,835,690
		-	-
Weighted Average diluted Equity Share for the purpose of EPS (Denominator)	(C) No.	14,835,690	14,835,690
Nominal value of per Equity Share	Rs.	10.00	10.00
Basic Earning per Share	(A/B) Rs.	(0.65)	(0.85)
Diluted Earning per Share	(A/C) Rs.	(0.65)	(0.85)

- 32 As per information available with the Management, the dues payable to enterprises covered under “The Micro, small and Medium Enterprises Development Act, 2006” as at 31.03.2016 is Rs. Nil.
- 33 In the opinion of the Management, Investments, Current Assets and Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and the provisions for all known liabilities have been made and are adequate.
- 34 As per management there are no assets which need to be impaired at the year end.
- 35 The current year figures are of twelve months and previous period figures are Nine months and are therefore not comparable.
- 36 The Statutory dues payable as on 31.03.2016 of Rs. 2,00,05,279/- includes Service tax Rs. 147.65 Lacs, TDS of Rs. 45.36 Lacs & ESI of Rs. 7.04 Lacs.
- 37 The company has yet to file their Service Tax & TDS returns.
- 38 During the year, the company has paid Rs. 82,09,428/- & Rs. 31,91,743/- towards Damages & Interest on late deposit of Provident fund respectively, in respect of alleged non payment of contribution to provident fund & other related A/c for the period June 1997 to Feb 2011. The said demand was raised by Provident fund department, as per their Ex party Order dated 24.06.2015. Further, the company has not disputed the same in appeal.
- 39 The board has represented that the Sundry balances to the tune of Rs.24.01 Lacs were unrecoverable, therefore the same are written off as bad debts.
- 40 Extra ordinary items of Rs. 19.73 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.
- 41 Exceptional items of Rs. 75.00 Lacs represents forfeiture of Security Deposit received from a Client. This amount was forfeited as the client has not fulfilled the terms as stipulated in the MOU.
- 42 The management has represented that it has been in the process to recover the excess Income tax/TDS of Rs.64.05 Lacs from the Income Tax department.

As per Our Report of even date attached

For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27,2016

Place: New Delhi

Jaideep Sinha

Chief Finance Officer)

Rajesh Kumar

Company Secretary

Membership No. ACS-40006

Subsidiary's Statement

Name of the Entity	Net Assets i.e. Total Assets minus Total liabilities As % of consolidate net Assets	Amount	share in profit or loss As % of consolidate profit or loss	Amount
1	2	3	4	5
SUBSIDIARIES :-				
Indian	Nil			
Foreign	0.35%	285,326	1.95%	(210,049)
Software Technology Group Inc				
Minority Interest in all Subsidiaries				
Associates(Investment as per the equity method)				
Indian	5,830,692			
Foreign				
JOINT VENTURES				
(As per proportionate consolidation/ investment as per the equity method)				
Indian	Nil			
Foreign	Nil			
Total	5,830,692		(210,049)	

As per Our Report of even date attached
For H.K.Batra & Associates
Chartered Accountants
Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya
Whole Time Director (DIN 01185242)

Dr. S.M. Pathak
Director (DIN No. 00784558)

H.K.Batra
Partner
M.No. 88790
Date: May 27,2016
Place: New Delhi

Jaideep Sinha
Chief Finance Officer)

Rajesh Kumar
Company Secretary
Membership No. ACS-40006

Consolidated Balance Sheet as at 31st March, 2016

Particulars	Notes	As at 31 March 2016 (Rs.)	As at 31 March 2015 (Rs.)
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	148,356,900	148,356,900
(b) Reserves and surplus	2	(85,502,822)	(75,423,524)
		62,854,078	72,933,376
2 Non-current liabilities			
(a) Long-term borrowings	3	5,830,692	252,330,314
(b) Other long-term liabilities	4	-	520,000
(c) Long-term provisions	5	756,572	756,572
		276,635,478	253,606,886
3 Current liabilities			
(a) Trade payables	6	-	40,000
(b) Other current liabilities	7	22,819,680	31,085,155
(c) Short Term Provisions	8	2,237,326	2,237,326
		25,057,006	33,362,481
TOTAL		370,377,254	365,384,190
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	2,298,035	2,432,611
(ii) Intangible assets under development	10	82,743,166	83,267,031
(b) Deferred tax assets (net)	11	141,807,674	141,807,674
		226,848,875	227,507,316
2 Current assets			
(a) Trade receivables	12	112,443,415	105,583,405
(b) Cash and cash equivalents	13	331,356	544,002
(c) Short-term loans and advances	14	3,801,195	6,058,043
(d) Other Current Assets	15	26,952,414	25,691,425
		143,528,380	137,876,874
TOTAL		370,377,254	365,384,190
Significant accounting policies	1&2		

Note: The notes referred to above alongwith Notes no. 26 to 41 form an integral part of these financial statements.

As per Our Report of even date attached
For H.K.Batra & Associates

Chartered Accountants
Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya Dr. S.M. Pathak
Whole Time Director (DIN 01185242) Director (DIN No. 00784558)

H.K.Batra

Partner
M.No. 88790

Date: May 27, 2016
Place: New Delhi

Jaideep Sinha
(Chief Finance Officer)

Rajesh Kumar
Company Secretary
Membership No. ACS-40006

Consolidated Statement of profit and loss for the year ended 31st March, 2016

Particulars	Notes	For the Year ended 31st March, 2016 (Rs.)	For the Period ended 31st March, 2015 (Rs.)
Income			
Revenue from operations			
Other income	16	523,767	-
Total revenue	17	19,228	11,587
		542,995	11,587
Expenses			
Salaries and other benefits	18	-	477,758
Administration Expenses	19	4,989,145	2,728,991
Finance costs	20	25,515	63,548
Depreciation and amortisation expense	21	134,576	5,843,851
Other Expenses	22	14,945,620	3,786,817
Decrease in Stock	23	-	46,182
Total		20,094,856	12,947,147
Profit before exceptional and extra-ordinary items and tax		(19,551,861)	(12,935,560)
Extra Ordinary Items (Refer Note no. 40)	24	1,972,563	108,541
Exceptional Items (Refer Note no. 41)	25	7,500,000	-
Profit before Prior Period and tax		(10,079,298)	(12,827,019)
Profit / (loss) before taxation		(10,079,298)	(12,827,019)
Tax expense			
Current Tax		-	-
Deferred tax charge / (credit)		-	-
Total tax expense		-	-
Profit for the year		(10,079,298)	(12,827,019)
Earnings per share			
Basic [Nominal value of shares Rs 10/- (Previous year Rs 10/-)]		(0.68)	(0.86)
Diluted [Nominal value of shares Rs 10/- (Previous year Rs 10/-)]		(0.68)	(0.86)
Weighted average number of shares outstanding		14,837,140	14,837,140
Significant accounting policies	1&2		

Note: The notes referred to above alongwith Notes no. 26 to 41 form an integral part of these financial statements.

As per Our Report of even date attached
For H.K.Batra & Associates
Chartered Accountants
Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya
Whole Time Director (DIN 01185242)

Dr. S.M. Pathak
Director (DIN No. 00784558)

H.K.Batra
Partner
M.No. 88790
Date: May 27, 2016
Place: New Delhi

Jaideep Sinha
(Chief Finance Officer)

Rajesh Kumar
Company Secretary
Membership No. ACS-40006

Consolidated Cash Flow Statement for the year ended 31st March 2016

Particulars		For the Year ended 31st March, 2016 (Rs.)	For the Period ended 31st March, 2015 (Rs.)
Cash Flow From Operations			
Profit/(Loss) for the period Before Provision for Taxation & Extra Ordinary Items		(10,079,298)	(12,827,019)
Add/ (less):			
Miscellaneous Expenditure		-	-
Depreciation		134,576	5,843,851
Translation Adjustment on Fixed Assets		523,865	299,517
Net Loss/(Profit) on Sale of assets		-	-
Interest Paid		8,098	32,576
Interest Income		(10,428)	(11,587)
Operating Profit Before Working Capital Change		(9,423,186)	(6,662,663)
Change in Working Capital			
Decrease/(Increase) in Inventories		-	46,182
Decrease/(Increase) in Sundry Debtors		(6,860,010)	933,787
Decrease/(Increase) in Loans and Advances		1,026,150	2,546,096
Increase/(Decrease) in Current Liabilities		(8,642,451)	5,279,697
Provision For Salaries & Benefits		-	(1,770,525)
Net Advance Tax / TDS Refund / (Paid)		(30,291)	(1,159)
Net Cash Flow from Operating Activities	(A)	(23,929,788)	371,415
Cash Flow From Investing Activities			
Purchase of Fixed Assets		-	-
Sale / Adjustments of Fixed Assets		-	-
Interest Income on Fixed Deposits etc		10,428	11,587
Net Cash Flow From Investing Activities	(B)	10,428	11,587
Cash Flow from Financing Activities			
Increase/(Decrease) in Minority Interest		349,244	199,678
Increase/(Decrease) in share Capital		-	-
Increase/(Decrease) in Reserve & Surplus		-	-
Increase/(Decrease) in Share Warrants		-	-
Increase/(Decrease) in unsecured loan		23,548,592	4,623
Interest Paid		(8,098)	(32,576)
Net Cash Flow From Financing Activities	(C)	23,889,738	171,725
Net Increase/(decrease) in cash and cash equivalent (A+B+C)		(29,623)	554,723
Cash and Cash Equivalents at the begining of the year		360,976	(193,747)
Cash and Cash Equivalents at the close of the year		331,356	360,976

Note: The notes referred to above form an integral part of these financial statements.

As per Our Report of even date attached

For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board

Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27, 2016

Place: New Delhi

Jaideep Sinha

(Chief Finance Officer)

Rajesh Kumar

Company Secretary

Membership No. ACS-40006

Notes to Consolidated financial statements for the year ended 31st March 2016**1 Corporate information**

STG Lifecare Ltd. (Formerly known as Software Technology Group International Ltd. (hereinafter referred to as ‘the Company’) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of Software Consulting and Associated with Most of the Large Hospitals in India for Patient referrals.

2 Basis of Accounting

The financial statements are prepared in accordance with Indian Generally Accepted Accounting principles (“GAAP”) under the historical cost convention on an accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India (“ICAI”), the provisions of the Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2.1 Summary of significant accounting policies**a) Basis of preparation of Consolidated Financial Statements**

The Consolidated financial statements have been prepared and presented in accordance with Accounting Standard 21 “Consolidation of Financial Statements” issued by the Institute of Chartered Accountant of India.

b) Principles of Consolidation

The consolidated financial statements comprises the financial statements of STG Lifecare Ltd. (formerly known as M/s Software Technology Group International Ltd. (Parent Company) and all of its subsidiary companies where the parent company has more than one half of the voting power of an enterprise or where the parent company controls the composition of Board of directors or the governing body. The consolidated Financial statements have been prepared on the following basis:

(i) The financial statements of the parent company and its subsidiary companies have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses after eliminating intra transactions and resulting unrealised profit, arrived on estimated basis. Unrealised losses resulting from Intra group have also been eliminated except to the extent that recoverable value of the related asset is lower than their cost to the group.

(ii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the company’s separate financial statements.

(iii) The excess of cost to the parent company of its investment in the subsidiary over its portion of equity in the the respective dates on which investment in the subsidiary was made is recognised in the Consolidated Financial Statements as Goodwill. The parent company’s portion of equity in the subsidiary is determined on the basis of the book value of assets and liabilities as per the Financial Statements of the subsidiary as on the date of investment and if financial statements of the as on the date of parent company’s Investments are not available then the financial statements of that subsidiary immediately preceding period adjusted for the effect of significant Transactions.

(iv) The excess of parent company’s portion in the equity of subsidiary company over the parent Companies’ investment in the subsidiary at the respective date on which Investment in subsidiary company was made, is treated as Capital Reserve.

(v) Minority interest in the net assets of consolidated subsidiaries consist of:

The amount of equity attributable to the minorities at the date on which investment in a subsidiary is made, and The minorities’ share of movements in equity since the date the parent-subsidiary relationship came into existence.

(vi) Minority interests share of net profit for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the group.

(vii) Translation of Financial Statement of Foreign Subsidiaries :

All the figures of assets, liabilities, revenue and expenses of subsidiary which are stated in relevant foreign currency terms

in its separate Financial Statement are converted into Indian rupees at the average exchange rate prevailing as at close of the accounting period, for consolidation purpose.

c) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, actuals results could differ from these estimates.

d) Valuation-Fixed Assets and Inventory

(I) Fixed assets are normally accounted for on cost basis including the cost of installation where incurred. Expenditure on regular staff, which might be occasionally engaged for installation work, is charged to revenue.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

(II) Inventory:-

(i) Stocks are valued at cost based on First-in First-out method.

e) Depreciation and Amortisation

(a) Depreciation on all the fixed assets is provided on Straight Line Method at the rates prescribed in schedule -II to the Companies Act, 2013.

(b) Depreciation on additions/ deletions to Fixed Assets is provided on prorata basis from/to date of additions/deletions

(c) In case of financial period consist of the year less/more than a normal year of 12 months then depreciation is provided for that particular period.

f) Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use.

g) Investments

Long-term Investments, are valued at their acquisition cost. Any decline in the value of said investment other than the temporary decline is recognised and charged to Profit & Loss Account.

h) Revenue Recognition

a. Revenue is recognized when no significant uncertainty as to the measurability or collectability exists.

b. Interest Income is accounted on accrual basis.

c. Dividend income is accounted for when the right to receive payment is established.

j) Foreign Currency Transactions

Transactions in foreign currency are booked at pre-determined rate and all monetary assets and liabilities in foreign currency are restated at the year end.

Gain / Loss arising out of fluctuations on realisation / payment or restatement , except those identifiable to acquisition of fixed assets & Investment are charged /credited to Profit & Loss Account.

k) Employees' / Retirement Benefits

a. All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan.

- b. In addition, some employees of the Company are covered under the employees' state insurance schemes
- c. The Company's contributions to above schemes are expensed in the Profit and Loss Account.
- d. Liability on account of Gratuity and Leave Encashment of Employees is provided on accrual basis.

l) Taxation

Income tax expenses are accrued in accordance with Accounting Standard -22 "Accounting for Taxes on Income, issued by The Institute of Chartered Accountants of India, which includes current taxes and deferred taxes. Deferred income tax reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax assets are recognised only to extent, there is a reasonable certainty that sufficient future taxable income will be available. Such Deferred tax Assets and Liabilities are measured at each Balance Sheet date & the carrying value of the same are adjusted for recognising the change in the value of each such deferred tax Asset and Liability.

m) Borrowing Cost

Interest and other costs in connection with the borrowing of funds to the extent related/attribution to the acquisition/construction of qualifying fixed assets are capitalized upto the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

n) Provison and Contingencies

The Company creates a provision when there is a present obligation as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a Contingent Liability is made when there is a possible obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

o) Segment reporting

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

p) Earnings per share

Basic earning per share (EPS) is calculated by dividing the net profit after tax for the year (including the post-tax effect of extraordinary items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

r) Cash and cash equivalents

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from regular revenue generating, financing, and investing activities of the company are segregated.

2.2 (a) The List of Subsidiary Company Considered in Consolidated Financial Statements is as under :

Name of the Subsidiary Company	Country of Incorporation	Parent Company's holding in subsidiary as at 31.03.2012	Financial Period ended on
Software Technology Group Inc.	USA	60%	31.03.2016

- 2.2 (b) The financial statements of parent company and its subsidiary considered for the purpose of consolidation consists of following accounting year:

Name of the Subsidiary Company	Current Year	Previous Period
Software Technology Group Inc.	From 01.04.2015 to 31.03.2016	From 01.07.2014 to 31.03.2015

- 2.2 (c) The Financial Statements of the above foreign subsidiary Company has been audited by the other Auditor instead of its local auditor

3. Share capital

	31.03.2016	31.03.2015
Authorised		
2,00,00,000 (Previous year same) Equity shares of Rs.10/- each	200,000,000	200,000,000
Issued, subscribed & paid-up		
14837140 (Previous year 1,48,37,140) Equity shares of Rs.10/- each	148,371,400	148,371,400
Less: Calls in arrears 2900 Equity shares @ Rs. 5/- each	14,500	14,500
Total subscribed & paid-up share capital	148,356,900	148,356,900

The Company has only one class of equity shares having a par value of Rs. 10 per share. All shares have equal rights with respect to voting rights and dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Equity shares	31.03.2016		31.03.2015	
	No. of shares	Rs.	No. of shares	Rs.
At the beginning of the year	14,837,140	148,371,400	14,837,140	148,371,400
Add: Fresh Issue	-	-	-	-
At the end of the year	14,837,140	148,371,400	14,837,140	148,371,400

(b) Detail of shareholders holding more than 5% shares in the Company

	31.03.2016		31.03.2015	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Equity shares of Rs. 10/- each fully paid				
Mr. Yogesh Chandra Vaidya	3,711,250	25.01%	3,711,250	25.01%
Associated Teckno Plastics Pvt Ltd	1,857,885	12.52%	1,857,885	12.52%
Bits Limited	1,000,000	6.74%	1,000,000	6.74%

4. Reserves and surplus

	31.03.2016 Rs.	31.03.2015 Rs.
Securities Premium account (As per the last financial statement)	282,402,180	282,402,180
Warrant Forfeited A/c	2,990,000	2,990,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per the last financial statements	(360,815,704)	(347,988,685)
Profit/ (loss) for the year	(10,079,298)	(12,827,019)
Net surplus/ (deficit) in the statement of profit and loss	(370,895,002)	(360,815,704)
Total reserves and surplus	(85,502,822)	(75,423,524)

5. Long-term borrowings

	Non Current Portion		Current Maturities	
	31.03.2016 (Rs.)	31.03.2015 (Rs.)	31.03.2016# (Rs.)	31.03.2015# (Rs.)
Secured Loan				
Car finance loans from banks (secured)*	-	-	-	183,024
	-	-	-	183,024
Unsecured Loans				
Directors	157,299,990	135,788,985	-	-
Others**	118,578,915	116,541,328	-	-
	275,878,905	252,330,313	-	-
Total	275,878,905	252,330,313	-	-

Current Maturities Amount disclosed under the head "other current liabilities" (refer note 9)

Nature of Security and terms of repayment for Long Term secured borrowings:**Nature of Security**

Term Loan amounting to Rs. 183024 (June 30, 2014 Rs. 437189) is secured against hypothecation of vehicles financed by them.

Terms of Repayment

Repayable in 60 equated monthly installments commencing from December, 2010. Last installment due in November, 2015.

6. Other Long-term liabilities

	31.03.2016 Rs.	31.03.2015 Rs.
Securities from Customers	-	520,000
Total	-	520,000

7. Provisions**Long term**

	31.03.2016 Rs.	31.03.2015 Rs.
Provision for employee benefits #		
Provision for gratuity	719,357	719,357
Provision for leave encashment	37,215	37,215
	756,572	756,572

#The company has made provision for Gratuity & Leave encashment for the then employees. The company is in the process to make the payment, as demanded by them.

8. Current liabilities

	31.03.2016 Rs.	31.03.2015 Rs.
Trade payables	-	40,000
	-	40,000

9. Other Current liabilities

	31.03.2016 Rs.	31.03.2015 Rs.
Advance from customer	-	7,800,000
Due to Employees	887,423	1,687,621
Expenses payable	1,926,977	1,726,680
Statutory dues payable (refer note 35)	20,005,279	19,687,830
Current maturities of long term borrowings (refer note 5)	-	183,024
	22,819,680	31,085,155

10. Short Term Provisions

	31.03.2016 Rs.	31.03.2015 Rs.
Provision for employee benefits		
Provision for salary payable	2,237,326	2,237,326
	2,237,326	2,237,326

#The company has made provision for Salary for the then employees. The company is in the process to make the payment, as demanded by them.

12. Deferred tax assets

	31.03.2016 Rs.	31.03.2015 Rs.
Deferred Tax Assets		
-Unabsorbed losses/ depreciation under the income tax act 1961	150,087,433	150,087,433
- Others	2,208,408	2,208,408
Gross deferred tax Assets (A)	152,295,841	152,295,841
Deferred tax liabilities		
Depreciation differences	1,519,421	1,519,421
Other Amortisation	8,968,746	8,968,746
Gross deferred tax assets (B)	10,488,167	10,488,167
Net deferred tax assets (A-B)	141,807,674	141,807,674

The opinion of the Management is not to recognise further deferred tax assets during the year as management feels that deferred tax already created would be sufficient to meet future profits.

13. Trade receivables

	31.03.2016 Rs.	31.03.2015 Rs.
Debts outstanding for a period exceeding six months from the date they are due for payments		
Unsecured, considered good	112,310,516	105,583,405
Debts outstanding for a period Less than six months from the date they are due for payments		
Unsecured, considered good	132,899	-
(A)	112,443,415	105,583,405
Doubtful	-	-
Total (A + B)	112,443,415	105,583,405

11. Fixed Assets**A. Tangible Assets**

PARTICULARS	GROSS BLOCK				DEPRECIATIONS				NET BLOCK			
	AS AT 01.07.2015	Addition During the period	Sales /Adj. During the period	Translation Adjustment	As At 31.03.2016	AS AT 01.04.2015	Sales / for the period	For The period	Translation Adjustment	Up To 31.3.2016	As At 31.3.2016	As At 31.3.2015
FURNITURE & FIXTURE	27,871,954	-	-	-	27,871,954	26,909,595	-	-	-	26,909,595	962,359	962,359
OFFICE EQUIPMENT	23,958,113	-	-	-	23,958,113	23,596,402	-	-	-	23,596,402	361,711	361,711
AIR CONDITIONER	3,048,282	-	-	-	3,048,282	2,932,153	-	-	-	2,932,153	116,129	116,129
ELECTRIC INSTALLATIONS	7,998,125	-	-	-	7,998,125	7,622,786	-	-	-	7,622,786	375,339	375,339
COMPUTER	56,026,203	-	-	-	56,026,203	55,971,913	-	-	-	55,971,913	54,290	54,290
VEHICLE	3,791,603	-	-	-	3,791,603	3,228,820	-	134,576	-	3,363,396	428,207	562,783
TOTAL	122,694,279	-	-	-	122,694,279	120,261,669	-	134,576	-	120,396,245	2,298,034	2,432,611

B. Intangible Assets

PARTICULARS	GROSS BLOCK				DEPRECIATIONS				NET BLOCK			
	AS AT 01.07.2015	Addition During the period	Sales /Adj. During the period	Translation Adjustment	As At 31.03.2016	AS AT 01.04.2015	Sales / for the period	For The period	Translation Adjustment	Up To 31.3.2016	As At 31.3.2016	As At 31.3.2015
Goodwill *	83,267,031			(523,865)	82,743,166			-	-		82,743,166	83,267,031
Total B	83,267,031	-	-	(523,865)	82,743,166	-	-	-	-	-	82,743,166	83,267,031
Total A+B	205,961,310	-	-	(523,865)	205,437,445	120,261,669	-	134,576	-	120,396,245	85,041,200	85,699,642

*Adjustment made to reflect goodwill as per Consolidation procedure.

14. Cash and Cash Equivalents

	31.03.2016 Rs.	31.03.2015 Rs.
Cash and cash equivalents		
Balances with banks:		
On current accounts	76,058	299,132
Cash on hand	492	492
	76,550	299,624
Other bank balances:		
Fixed Deposit with Bank including Interest accrued	254,806	244,378
	331,356	544,002

15. Short term Loan & Advances

	31.03.2016 Rs.	31.03.2015 Rs.
(a) Loans and advances to related parties *		
Unsecured, considered good	153,632	153,632
(b) Security deposits \$		
Unsecured, considered good	875,414	875,414
(c) Loans and advances to employees		
Unsecured, considered good	814,649	692,769
(d) Others #		
Advances to vendors	1,957,500	4,336,228
Total	3,801,195	6,058,043

* Includes amount due from companies under the same management as defined in the Companies Act 2013

	As at 31.03.16	Maximum Amount Outstanding at any time during the year
Software Technology Group Inc.(USA-San Jose)	153,632	153,632

\$ Security Deposit includes Rs. 5,55,000/- lying with Govt & semi Govt departments against security deposits for tenders. The company is in process to recover the same.

Advance to Vendors includes an amount of Rs. 19,00,000/-, is not old by more than 6 months. As per management, it is unsecured but good.

16. Other Assets

	31.03.2016 Rs.	31.03.2015 Rs.
Online test delivery	20,546,798	19,316,100
Balances with government authorities		
TDS/Income Tax (Refer Note 41)	6,405,616	6,375,325
Total	26,952,414	25,691,425

17. Revenue from operations

	31.03.2016	31.03.2015
	Rs.	Rs.
Revenue from operations (Domestic)		
Receipts from Hospitals for Patient referrals	523,767	-
Revenue from operations	523,767	-

18. Other income

	31.03.2016	31.03.2015
	Rs.	Rs.
Interest income	10,428	11,587
Other non-operating income	8,800	-
Total	19,228	11,587

19. Salaries and other benefits to Employees

	31.03.2016	31.03.2015
	Rs.	Rs.
Salaries, wages and other benefits	-	455,621
Contribution to provident and other funds	-	8,474
Staff welfare	-	4,449
Consultant/Visiting Faculty Charges	-	9,214
	-	477,758

20. Administration Expenses

	31.03.2016	31.03.2015
	Rs.	Rs.
Postage Telegram & Courier	3,741	2,481
Telephone And Fax	123,515	84,109
Books, Journal & Newspapers	-	1,245
Business Promotion	-	-
Hire Charges	75,142	22,200
Electricity & Water Exp.	43,907	51,552
Filing Fee	38,205	52,764
Insurance Charges	14,959	16,618
Consultancy Charges- Professional		
Website Development and maintenance	1,951,073	787,500
Company Secreatry	205,000	175,000
Accounting professionals	842,140	411,400
Listing Fee	226,370	100,000
Local Conveyance	61,103	91,111
Office Maintenance	260,427	214,918
Printing & Stationery	47,813	32,722
Rent - Office	470,200	285,000
Repair & Maintenance	43,431	60,851
Travelling	178,605	69,128
Vehicle Running Expenses	15,767	41,928
Seminar and Exhibition expenses	18,300	25,340
Other Expenses	219,447	53,124
	4,839,145	2,578,991
Payment to auditor		
As auditor:		
Audit fees	100,000	100,000
Certification & other fees	50,000	50,000
	150,000	150,000
TOTAL	4,989,145	2,728,991

21. Finance costs

	31.03.2016 Rs.	31.03.2015 Rs.
Interest Expenses :		
Banks	8,098	21,903
Others	-	10,673
Bank Charges	17,416	30,973
	25,515	63,548

22. Depreciation and amortisation expense

	31.03.2016 Rs.	31.03.2015 Rs.
Depreciation of tangible assets	134,576	5,843,851
Amortisation of intangible assets	-	-
	134,576	5,843,851

23. Other Expenses

	31.03.2016 Rs.	31.03.2015 Rs.
Advertisement	775,797	146,498
Sundry Balances written off (Refer Note no. 38)	2,768,652	3,640,319
Damages on Late Depoist of Provident fund (Refer Note no. 37)	8,209,428	-
Interest on Late Deposit of Provident fund (Refer Note no. 37)	3,191,743	-
	14,945,620	3,786,817

24. Extra Ordinary Items

	31.03.2016 Rs.	31.03.2015 Rs.
Sundry Balances written back (outstanding more then 3 years) (Refer Note no. 39)	1,972,563	108,541
	1,972,563	108,541

25. Exceptional Items

	31.03.2016 Rs.	31.03.2015 Rs.
Advance Forefeited (Refer Note 40)	7,500,000	-
	-	-
	7,500,000	-

26. (A) Details of provision of Gratuity.

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

	31.03.2016 Rs.	31.03.2015 Rs.
Present value of the obligation at the end of the period	678,712	678,712
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	678,712	678,712
Funded Status	(678,712)	(678,712)

Summary of membership data at the date of valuation and statistics based thereon:

	31.03.2016 Rs.	31.03.2015 Rs.
Number of employees	2	2
Total monthly salary	44,300	44,300
Average Past Service(Years)	13.00	13.00
Average remaining working lives of employees(Years)	11.00	11.00
Average Age(Years)	49.00	49.00

The assumptions employed for the calculations are tabulated:

Period	From 01.04.15 to 31.03.16	From 01.07.14 to 31.03.15
Discount rate	8.75 % per annum	8.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a. (18 to 60 Years)	2.00% p.a. (18 to 58 Years)

Benefits valued:

Normal Retirement Age	60 Years
Salary	Terminal Basic Salary (Excluding all other Allowances and Perquisites)
Vesting Period	5 Years of service
Benefits on Normal Retirement	15 or 30 days Salary * Number of completed Years of Service, as per rule of the company
Benefit on early exit due to death and disability	As above except that no vesting conditions apply.
Limit	1000000

26. (B) Details of provision of Leave Encashment.

	31.03.2016 Rs.	31.03.2015 Rs.
Present value of the obligation at the end of the period	36,282	36,282
Fair value of plan assets at end of period	-	-
Net liability/(asset) recognized in Balance Sheet and related analysis	36,282	36,282
Funded Status	(36,282)	(36,282)

Summary of membership data at the date of valuation and statistics based thereon:

	31.03.2016 Rs.	31.03.2015 Rs.
Number of employees	0	0
Total monthly salary	0	0
Average Past Service(Years)	0	0
Average remaining working lives of employees(Years)	0	0
Average Age(Years)	0	0

The assumptions employed for the calculations are tabulated:

Period	From 01.04.15 to 31.03.16	From 01.07.14 to 31.03.15
Discount rate	8.75 % per annum	8.75 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	LIC 94-96 Ultimate	LIC 94-96 Ultimate
Expected rate of return	0	0
Withdrawal rate (Per Annum)	2.00% p.a. (18 to 60 Years)	2.00% p.a. (18 to 60 Years)

Benefits valued:

Normal Retirement Age	60 Years
Salary	As per rules of the company
Benefits on Normal Retirement	1/22 * Salary * Number of encashable leaves.
Benefit on early exit	As above, subject to rules of the company.
Benefit on death	As above, subject to rules of the company.

No additional provision is required to be made as per valuation report of actuarial for the year ended 31.03.2016

27. Contingent Liabilities and Commitments

	31.03.2016 Rs.	31.03.2015 Rs.
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt		
-Additional demands raised by the Income Tax Dept which are under appeal	832,030	832,030
Demand u/s 143(1) of the Income tax Act. (Rectification u/s 154 of Income tax Act. Filed)	1,031,440	10,223,720
- Legal Disputes	-	-
	-	-

COMMITMENTS

(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL
(b) Uncalled liability on shares and other investments partly paid.	NIL	NIL

28. Related party disclosures

Names of related parties and related party relationship

- (a) Subsidiary
 - Software Technology Group Inc, San Jose, California (USA)
- (b) Key Management Personnel or Individuals having control or significant influence
 - Mr. Yogesh C Vaidya (Chairman & CEO)
 - Mrs. Prasanna Vaidya
- (c) Relatives of key management personnel
 - Mr. Ashish Vaidya
- (d) Enterprises owned or significantly influenced by key management personnel or their relatives (either individually or with others)
 - Associated Teckno Plastics Private Limited

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Key Management Personnel or Individuals having control or significant influence Number of employees (Rs.)	Enterprises owned significantly or influenced by key management personnel or their relatives (Rs.)
Transactions for the year:		
Loan received during the year - Mr.Yogesh Vaidya	16,812,012 (5,311,036)	
Loan received during the year - Associated Teckno Plastics Pvt Ltd		-
Loans repaid during the year - Mr.Yogesh Vaidya	720,000 (5,050,000)	-
Loan repaid during the year - Associated Teckno Plastics Pvt Ltd		-
		(-)
Balances at the year end:		
Mr.Yogesh Vaidya	149,409,990 (127,898,985)	
Associated Teckno Plastics Pvt Ltd		79,886,683 (79,886,683)
	-	

Note :- Previous year figures are given in Bracket.

29. Segment Reporting

1. Segment Information has been prepared in conformity with accounting policies adopted in preparation and presentation of financial statements of the company.
2. The Company has disclosed business segment as primary segment. The segment has been identified taking into account the nature of services, the different risks and returns, organisation structure and internal reporting system.
3. During the year, the Company was mainly engaged in the Business of Association with Hospitals for Patient referrals and related Consulting and accordingly have been identified as primary segments.
4. Segment revenue, Segment results, Segment assets, Segment liabilities includes respective amounts identifiable to segment and also includes amounts allocated on reasonable basis. The expenses which are not attributable to or allocated on reasonable basis to business segment are shown as unallocated corporate expenses.
5. Assets and Liabilities that can not be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.
6. Segmental Information
 - (i) Information about business segment (Primary)

Particulars	Training	Products and Consulting	Consolidated
Revenue			
External Revenue from operation	-	523,767	523,767
	-		-
Segment Revenue	-	523,767	523,767
Results			
Segment Result	-	(4,558,021)	(4,558,021)
	{{(6796966)}}	{{(3846342)}}	{{(10643308)}}
[Profit/(Loss)]			
Unallocated Corporate Expenses			(13,006,190)
			{{(2131750)}}
operating profit			(17,564,211)
			{{(12775058)}}
Financial Charges			(25,515)
			{{(63549)}}
Unallocated Other Income			7,510,428
			11,587
Net Profit/ (Loss) for the year before Tax			(10,079,298)
			{{(12827019)}}
Less : Provision for Taxation			
Deferred Income Tax			-
			(Nil)
Net Profit/(loss) after taxation			(10,079,298)
			{{(12827019)}}
<u>Other Information</u>			
Assets			
Segment Assets	3,130,534	136,104,358	139,234,892
	(3,487,858)	(127,582,536)	(131,070,394)
unallocated corporate Assets			185,906
			(2,863,766)
Total			139,420,798
			(133,934,159)
Liabilities			
Segment Liabilities	13,868,396	9,341,469	23,209,865
	(14,611,695)	(16,136,450)	(30,748,145)
unallocated corporate liabilities			3,402,853
		(4,507,025)	
Total			26,612,719
			(35,255,170)
Capital Expenditure during the year			
- Fixed Assets	-	-	-
	(nil)	(nil)	(nil)
- Expenditure incurred for	-	-	-
Courseware/software development	(nil)	(nil)	(nil)
Depreciation during the year	-	134,576	134,576
	(3,475,237)	(2,097,953)	(5,573,190)
Unallocated Depreciation during the year			-
			(270,661)
Amortisation during the year	-	-	-
	(-)	(-)	(-)
Total Assets Excludes :			
Advance Tax/TDS/Demand			6,998,811
			(6,968,520)
Net Deferred Tax Assets			141,807,674
			(141,807,674)
Total Liabilities Excludes :			
Secured Loans			-
		-	
Unsecured Loans			275,878,905
			(252,330,313)

Note :- Previous year figures are given in Bracket.

(vii) Information about Geographical Segment (Secondary)**A. Sales revenues by geographic markets**

	For the period ended 31.03.2016	For the year ended 31.03.2015
India	523,767	-
USA	-	-
Others	-	-
Total	523,767	-

B. Analysis of assets by Geography

	For the period ended 31.03.2016	For the year ended 31.03.2015
India	6,232,084	8,723,105
USA	133,188,714	125,211,055
Others	-	-
Total	139,420,798	133,934,160

C. Cost of tangible and intangible(including Misc Exp) fixed assets acquired by Geography

	For the period ended 31.03.2016	For the year ended 31.03.2015
India	-	-
USA	-	-
Others	-	-
Total	-	-

30. Earning Per Share (EPS)

The numerators and Denominators used to calculate the Basic & Diluted Earning per Equity Shares

			31.03.2016 (Rs.)	31.03.2015 (Rs.)
Profit/(Loss) After Tax		Rs.	(10,079,298)	(12,827,019)
Profit/ (Loss) Attributable to Equity shareholders (numerator)	(A)	Rs.	(10,079,298)	(12,827,019)
Fully paid up equity share of Rs. 10/- each		No.	14,834,240	14,834,240
Partly paid up equity share of Rs. 10/- each		No.	2,900	2,900
Weighted Average Basic Equity Share for the purpose of EPS (Denominator)	(B)	No.	14,835,690	14,835,690
Dilutive effect of proposed preferential allotment by converting unsecured loan of AKM Systems (P) Ltd.		No.	-	-
Weighted Average diluted Equity Share for the purpose of EPS (Denominator)	(C)	No.	14,835,690	14,835,690
Nominal value of per Equity Share		Rs.	10.00	10.00
Basic Earning per Share	(A/B)	Rs.	(0.68)	(0.86)
Diluted Earning per Share	(A/C)	Rs.	(0.68)	(0.86)

Notes to Consolidated financial statements for the year ended 31st March 2016

- 31 As per information available with the Management, the dues payable to enterprises covered under “The Micro, small and Medium Enterprises Development Act, 2006” as at 31.03.2016 is Rs. Nil.
- 32 In the opinion of the Management, Investments, Current Assets and Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and the provisions for all known liabilities have been made and are adequate.
- 33 As per management there are no assets which need to be impaired at the year end.
- 34 The current year figures are of twelve months and previous period figures are Nine months and are therefore not comparable.
- 35 The Statutory dues payable as on 31.03.2016 of Rs. 2,00,05,279/- includes Service tax Rs. 147.65 Lacs, TDS of Rs. 45.36 Lacs & ESI of Rs. 7.04 Lacs.
- 36 The company has yet to file their Service Tax & TDS returns.
- 37 During the year, the company has paid Rs. 82,09,428/- & Rs. 31,91,743/- towards of Damages Charges & Interest on late deposit of Provident fund respectively, in respect of alledged non payment of contribution to provident fund & other related A/c for the period June 1997 to Feb 2011. The said demand was raised by Provident fund department, as per their Ex party Order dated 24.06.2015. Further, the company has not disputed the same in appeal.
- 38 The board has represented that the Sundry balances to the tune of Rs.24.01 Lacs were unrecoverable, therefore the same are written off as bad debts.
- 39 Extra ordinary items of Rs. 19.73 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 and the same are barred by time limitation.
- 40 Exceptional items of Rs. 75.00 Lacs represents forfeited of Advance received from a Client. This amount was forfeited as the client has not fulfilled the terms as stipulated in the MOU.
- 41 The management has represented that it has been in the process to recover the excess Income tax/TDS of Rs.64.05 Lacs from the Income Tax department.

As per Our Report of even date attached
For H.K.Batra & Associates

Chartered Accountants

Firm's Registration No. : 009889N

For and on behalf of the Board
Yogesh Vaidya

Whole Time Director (DIN 01185242)

Dr. S.M. Pathak

Director (DIN No. 00784558)

H.K.Batra

Partner

M.No. 88790

Date: May 27, 2016

Place: New Delhi

Jaideep Sinha

(Chief Finance Officer)

Rajesh Kumar

Company Secretary

Membership No. ACS-40006

Balance Sheet As At 31st March, 2016

	Notes	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
A EQUITY AND LIABILITIES					
1 Shareholders Funds					
(a) Share capital	2	219,927	219,927	14,576,729	13,703,621
(b) Reserve & surplus	3	(92,550)	(92,550)	(6,134,214)	(5,766,791)
2 Non-current liabilities					
(a) Long-term borrowings	4	1,878,232	1,878,232	124,489,212	117,032,632
(b) Other long-term liabilities	5	3,877	3,877	256,986	241,593
3 Current liabilities		-	-	-	-
Total		2,009,486	2,009,486	133,188,714	125,211,055
B Assets					
1 Non-current assets					
Fixed assets - Tangible Assets	-	-	-	-	-
2 Current assets					
(a) Trade receivables	6	1,694,486	1,694,486	112,310,516	105,583,405
(b) Short-term loans and advances	7	5,000	5,000	331,400	311,550
(c) Other Current Assets	8	310,000	310,000	20,546,798	19,316,100
Total		2,009,486	2,009,486	133,188,714	125,211,055

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements

For and on behalf of the board

(Yogesh Vaidya)
Director
Place: New Delhi
Dated: May 3, 2016

As per our Report of even date attached
for Satyendra Mrinal & Associates
Chartered Accountants
FRN. 017068N

Satyendra Kumar Jain
Partner
M.No. 086103

Notes to financial statements for the period ended 31st March, 2016

Note 2: Share capital

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Authorised				
20,000,000 (previous year same)	-	-	-	-
shares of common stock, no par value				
Issued, subscribed & paid up				
13,049,220 (previous Year Same)	219,927	219,927	14,576,729	13,703,621
shares of common stock, of USD 0.01685 (approx.) each, paid up.				
of the above shares 7,829,533 (Previous year Same)				
Shares of common stock, held by Software Technology Group International Ltd., India, the holding Company				
	219,927	219,927	14,576,729	13,703,621

Note 3 : Reserve & Surplus

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Balance as per the last financial statements	(92,550)	(92,550)	(6,134,214)	(5,766,791)
Profit/ (loss) for the year	-	-	-	-
Net surplus/ (deficit) in the statement of profit and loss	(92,550)	(92,550)	(6,134,214)	(5,766,791)

Note 4 : Long terms borrowings

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
From Directors(unsecured)	1,364,986	1,364,986	90,471,254	85,052,261
From Others	513,246	513,246	34,017,958	31,980,371
	1,878,232	1,878,232	124,489,212	117,032,632

Note 5: Other Current Liabilities

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Sundry creditors	3,877	3,877	256,986	241,593
	3,877	3,877	256,986	241,593

Note 6: Trade Receivables

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
(Unsecured, considered good)				
Debts outstanding for a period exceeding six months	1,694,486	1,694,486	112,310,516	105,583,405
Other debts	-	-	-	-
	1,694,486	1,694,486	112,310,516	105,583,405

Note 7: Short term loan & advances

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
(Unsecured - considered good)				
Advances receivable in cash or in kind or for value to be received*	5,000	5,000	331,400	311,550
	5,000	5,000	331,400	311,550

Note 7: Short term loan & advances

	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Other assets (Online Test delivery)	310,000	310,000	20,546,798	19,316,100
	310,000	310,000	20,546,798	19,316,100

For and on behalf of the board

As per our Report of even date attached
for Satyendra Mrinal & Associates
Chartered Accountants
FRN. 017068N

(Yogesh Vaidya)
Director

Satyendra Kumar Jain
Partner
M.No. 086103

Place: New Delhi
Dated: May 3, 2016

Profit and Loss Account for the Period ended 31st March , 2016

	Sched- ule	As at 31st March, 2016 (USD)	As at 31st March, 2015 (USD)	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
Income				(Refer note on schedule 13)	
Revenue from operation		-	-	-	-
Other Income		-	-	-	-
		-	-	-	-
Expenditure					
Salaries & other benefits		-	-	-	-
Administration & other expenses		-	-	-	-
Financial charges		-	-	-	-
Advertisement expenses		-	-	-	-
Depreciation		-	-	-	-
		-	-	-	-
Profit /(Loss) before taxation		-	-	-	-
Profit/ (Loss) after taxation		-	-	-	-
Balance brought forward		(92,550)	(92,550)	(6,134,214)	(5,766,791)
Balance carried forward to the Balance Sheet		(92,550)	(92,550)	(6,134,214)	(5,766,791)
Basic and diluted earning per share		-	-	-	-
Number of shares considered for calculating basic and diluted earning per share		13,049,220	13,049,220	13,049,220	13,049,220

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements

For and on behalf of the board

As per our Report of even date attached
for Satyendra Mrinal & Associates
Chartered Accountants
FRN. 017068N

(Yogesh Vaidya)
Director

Satyendra Kumar Jain
Partner
M.No. 086103

Place: New Delhi
Dated: May 3, 2016

Software Technology Group Inc. , San Jose, California**Note 1: Significant accounting policies:****1. SYSTEM OF ACCOUNTING**

Except otherwise indicated:

- (a) The company adopts the accrual concept in the preparation of the accounts.
- (b) All expenditure and income are accounted for under the natural heads of accounts.

2. VALUATION

(a) Fixed assets are normally accounted for on cost basis including the cost of installation where incurred. Expenditure on regular staff, which might be occasionally engaged for installation work, is charged to revenue.

(b) Inventory:-

Stock of books are valued at cost based on First-in First-out method.

3. FIXED ASSET & DEPRECIATION

(a) Normal Depreciation on all the fixed assets is provided on Straight Line Method based on estimated useful life of the relevant Fixed Assets as decided by the management.

(b) Depreciation on additions/deletions to Fixed Assets is provided on pro-rata basis from/to date of addition/deletion.

(c) In case of financial year consist of the period less/more than a normal period of 12 months then depreciation is provided for that particular period.

(d) In case of courseware/software developed or purchased, the same is written off in the year of purchase.

4. REVENUE RECOGNITION

In respect of Software and Consultancy activities, the revenue arises and is recognised on dispatch/ delivery of the concerned goods/ services on percentage completion method.

- 5. In the opinion of the board the current assets, loans and advances have a value on realization in the Ordinary course of business, at least equal to the aggregate amount as shown in the Balance Sheet.
- 6. No provision for Income Tax has been made due to Accumulated Previous Years' Losses.
- 7. The company has been engaged in only one type of activity i.e. Consulting.
- 8. All the Figures of Assets, Liabilities, revenue and expenses which are stated in foreign currency are converted into Indian rupees at the average exchange rate prevailing as at close of the accounting year.

Software Technology Group Inc. , San Jose, California**Note 9. Related parties:**

(A) Related parties where control exists

i) STG Lifecare Ltd., ultimate holding company.

ii) Key Management Personnel

Mr. Y.C. Vaidya

Mr. Ashish Vaidya

iii) Enterprises over which person under above items A(iii) have significant influence

Associated Techno Plastic Pvt. Ltd., New Delhi

Y.P. Associates Pvt. Ltd., New Delhi

Vaidya Associates Pvt. Ltd., New Delhi

Bay Resources and Technology Corporation, USA

Software Technology Group Inc.

B) Detail of transaction relating to persons referred to in items (A) above during the period ended 31st March, 2016 as follows:
(Amounts in USD)

Nature of Transaction	Holding Company	Fellow Subsidiaries	Key Management personnel	Enterprises over which person under above items A(iii) have significant influence
bal. included in current Assets	(-)	(-)	(-)	(-) 1.Outstanding 1,324,486
	-	-	-	(1,324,486)
2.Outstanding bal.included in current Liabilities	(-)	(-)	(-)	-
	3,877	-	-	(-)
	(3,877)	(-)	(-)	453,246
3. Loan/advances dues as at the end of the year	-	-	1,364,986	(453,246)
	(-)	(-)	(1,364,986)	-
17. Closing Investment in equity	-	-	-	(-)
	(-)	(-)	(-)	

Previous Year figures have shown in () .

10. Since office equipments are in obsolete condition, the remaining value in books for the same has been charged fully.

11.The previous year's figures are of Eighteen months and the current period figures are of twelve months and are therefore not comparable.

For and on behalf of the board

**As per our Report of even date attached
for Satyendra Mrinal & Associates**
Chartered Accountants
FRN. 017068N

(Yogesh Vaidya)
Director

Satyendra Kumar Jain
Partner
M.No. 086103

Place: New Delhi
Dated: May 3, 2016

Annexure-4

FORM MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31/03/2016

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74899DL1992PLC048460
ii.	Registration Date	24/04/1992
iii.	Name of the Company	STG Lifecare Limited
iv.	Category/Sub-Category of the Company	Company limited by shares/ Indian Non- Government Company
v.	Address of the Registered office and contact details	108, Himalaya Palace, 65, Vijay Block, Laxmi Nagar, New Delhi 110092
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent ,if any	Sharex dynamic (india) pvt ltd, Luthra Ind Premises,, Unit-1, Safeed Pool, Andheri Kurla Road, Andheri East, Mumbai 400 072, Mumbai, Maharastra, 400072 Tel: 022 2851 5644 Fax: 2851 5644 Email: sharexindia@vsnl.com

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Management consultancy activities	70	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary / Associate	%of shares held	Applicable Section
1.	M/s Software Technology Group Inc. San Jose, California, USA	NIL	Subsidiary	60%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	5189780	0	5189780	34.978	5189780	0	5189780	34.978	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	2403824	0	2403834	16.201	2403824	0	2403834	16.201	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	7593614	0	7593614	51.180	7593614	0	7593614	51.180	0
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	7593614	0	7593614	51.180	7593614	0	7593614	51.180	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	100	100	0.001	0	100	100	0.001	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	100	100	0.001	0	100	100	0.001	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	1765096	500	1765596	11.91	1658913	2650	1661563	11.20	(0.71)
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	2526785	239507	2766292	18.64	2831936	267157	3099093	20.89	2.24
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others(Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	6973919	269507	7243426	48.820	6973619	269807	7243426	48.820	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	6973919	269607	7243526	48.820	6973619	269907	7243526	48.820	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7593614	269607	14837140	100	14567233	269907	14837140	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Y.P Associates	248044	1.67	0	248044	1.67	0	-
2.	Vaidya Associates Pvt Ltd	297905	2.01	0	297905	2.01	0	-
3.	Associates Teckno Plastics Pvt Ltd	1857885	12.52	19.13	1857885	12.52	19.13	-
4.	Yogesh Chandra Vaidya	3711250	25.01	0	3711250	25.01	0	-
5.	Yogesh Chandra Vaidya Karta (HUF)	21400	0.14	0	21400	0.14	0	-
6.	Shyamlee Vaidya	575510	3.88	0	575510	3.88	0	-
7.	Ashish Vaidya	373610	2.52	0	373610	2.52	0	-
8.	Prasana Vaidya	508010	3.42	0	508010	3.42	0	-
	TOTAL	7593614	51.180	4.68	7593614	51.180	4.68	-

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

Sr. No		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	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date 0	Increase/decrease 0	Reason 0	
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	183,024	135,297,681	-	135480705
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (I + ii + iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	-	1,60,92,012	-	1,59,08,988
- Reduction	(1,83,024)	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (I + ii + iii)	NIL	15,13,89,693	-	15,13,89,693

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager**

Sl. No.	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	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit	-	-	-	-	-
	- Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total(A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Independent Directors					
	• Fee for attending board committee meetings					
	• Commission					
	• Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	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 other directors:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	10000	15000	25000
	(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	-	-	-	-

D. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**NIL**

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S STG LIFECARE LIMITED
 (Formerly Known as Software Technology Group International Limited)

Report on the (Standalone) * Financial Statements

We have audited the accompanying financial statements of **M/S STG LIFECARE LIMITED (Formerly Known as Software Technology Group International Limited)** ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for (Standalone) 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit 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.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion

Basis for Qualified Opinion

1. Note No. 4 in the financial statement which indicates that the Company has accumulated losses of Rs. 36,47,60,785/- and its Net worth has been substantially eroded, the Company has incurred a net loss of Rs. 97,11,874/- during the current financial year and Rs. 1,26,16,970/- in the previous year and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in the Notes to the accounts, indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However as per the representation made by the management they have received enquiries from the patients from India & abroad for their medical treatment by use the newly designed Website of the Company and are also getting excellent response from the hospitals to associate with the company for patient referrals. But in our opinion the income from this business is still uncertain. The financial statements of the Company has been prepared on a going concern basis for the reasons stated in the said Note.

2. Note no. 13, the company has net deferred tax assets Rs. 14,18,07,674, as on 31st March, 2016. Since there was unabsorbed depreciation & accumulated losses of Rs. 35,50,48,911/- as on 31.03.2015 and has also incurred losses of Rs. 97,11,874/- during the current year. Further, the management does not have sufficient reasons supported by the convincing evidences that the company will have sufficient taxable income in the future against which the said deferred tax asset could be realised. Had the company transferred the said deferred tax asset of Rs. 14,18,07,674/- to the profit and loss account then the loss would have been higher by same amount.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis For Qualified Opinion Paragraph, 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;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2016 ("the Order), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion above obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion except for the effect of the matters described in the Basis for Qualified Opinion paragraph above proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) The matters described in Basis for Qualified opinion paragraph above, may have an adverse effect on the functioning of the Company.
 - f) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our report in Annexure "B" and
 - h) 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) Rule 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. As informed by the management, there was no litigations pending against the company as on the date of its financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund.

Place : New Delhi
Date : 27.05.2016

For H.K. BATRA & Associates
Chartered Accountants
 FRN: 009889N
(H. K. BATRA)
Partner
M. No: 088790

ANNEXURE “A” TO THE AUDITORS REPORT

Referred to in paragraph 1 under the heading “Report on other Legal and Regulatory requirements” of our Report of even date to the members of **M/S STG LIFECARE LIMITED (Formerly Known as Software Technology Group International Limited)** on the accounts of the company for the year ended 31st March, 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Companies business does not involve inventories and accordingly , the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a),(b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given are not applicable to the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act, for any of the services rendered by the Company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including income tax, Employee state insurance, service tax, cess have not been deposited by the company with the appropriate authorities. As explained to us , the company does not have any dues on account of provident fund, sales tax, value added tax, duty of customs, and other material statutory dues.
b) According to the information and explanations given to us and also based on management representations, undisputed statutory dues payable towards Income tax deducted at sources of Rs. 45.36 lacs, Employees’ State Insurance of Rs. 7.04 Lacs, Service Tax of Rs. 147.65 Lacs have not been deposited with the appropriate authorities, which were outstanding, at the year end, for a period of more than six months from the date they become payable.
c) According to the information and explanation given to us and also based on the records of the company, there are no dues of Sales Tax, Custom Duty, Excise duty, Wealth Tax, cess which have not been deposited on account of any dispute except the following

Nature of Statute	Nature of Dues	Amount (Rs.)	Forum where dispute is pending
Income Tax Act, 1961 Income Tax Act, 1961	Income Tax u/s 143 (3) Income Tax demand u/s 143(1) Assessment year 2010-11	8,32,030/- 10,31,440/-	CIT (Appeals) Rectification u/s 154 of Income Tax Act. Pending before AO/CPC Bangalore.

- (viii) According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly paragraph 3(viii) of the Order is not applicable.
- (ix) According to the records of the company examined by us and as per the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the records of the company examined by us and as per the information and explanations given to us, the company has not paid/provided for any managerial remuneration during the year. Accordingly paragraph 3(xi) of the Order is not applicable.
- (xii) In our opinion and According to the information and explanations given to us, the company is not nidhi company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transaction have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly paragraph 3(xv) of the Order is not applicable.
- (xiv) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

Place : New Delhi
Date : 27.05.2016

For H.K. BATRA & Associates
Chartered Accountants
FRN: 009889N
(H. K. BATRA)
Partner
M. No: 088790

ANNEXURE “ B ” TO THE AUDITORS REPORT**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **M/S STG LIFECARE LIMITED (Formerly Known as Software Technology Group International Limited)** (“the company”), as of 31 March 2016, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

Place : New Delhi
Date : 27.05.2016

For H.K. BATRA & Associates
Chartered Accountants
FRN: 009889N
(H. K. BATRA)
Partner
M. No: 088790

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/S STG LIFECARE LIMITED
 (Formerly Known as Software Technology Group International Limited)

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **M/S STG LIFECARE LIMITED (Formerly Known as Software Technology Group International Limited)** (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

1. Note No. 4 in the financial statement which indicates that the Consolidated financial statements has accumulated losses of Rs. 37,08,95,002/- and its Net worth has been substantially eroded, the Group has incurred a net loss of Rs. 1,00,79,298/- during the current financial year and Rs. 1,28,27,019/- in the previous year and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in the Notes to the accounts, indicate

the existence of a material uncertainty that cast significant doubt about the Group's ability to continue as a going concern. However as per the representation made by the management they have received enquiries from the patients from India & abroad for their medical treatment by use the newly designed Website of the Company and are also getting excellent response from the hospitals to associate with the Group for patient referrals. But in our opinion the income from this business is still uncertain. The Consolidated financial statements has been prepared on a going concern basis for the reasons stated in the said Note.

2. Note no. 12, the Group has net deferred tax assets Rs. 14,18,07,674, as on 31st March, 2016. Since there was unabsorbed depreciation & accumulated losses of Rs. 36,08,15,704/- as on 31.03.2015 and has also incurred losses of Rs.1,00,79,298/- during the current financial year. Further, the management does not have sufficient reasons supported by the convincing evidences that the Group will have sufficient taxable income in the future against which the said deferred tax asset could be realised. Had the Group transferred the said deferred tax asset of Rs. 14,18,07,674/- to the profit and loss account then the loss would have been higher by the same amount.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report that:
 - a) We have sought and, except for the possible effect of the matter described in the Basis for Qualified Opinion above obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion except for the effect of the matters described in the Basis for Qualified Opinion paragraph above proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss, and consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) The matters described in Basis for Qualified opinion paragraph above, may have an adverse effect on the functioning of the Company.
 - f) On the basis of written representations received from the directors of the Holding Company as on 31 March, 2016, taken on record by the Board of Directors of Holding Company and the report of the Statutory auditor of Subsidiary company, none of the directors of the Group companies are disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - g) With respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, the provisions of this clause is not applicable to the Company, as the subsidiary company is not incorporated in India, hence not commented upon the operating effectiveness of internal control.
 - h) 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) Rule 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. As informed by the management, there was no litigations pending against the company as on the date of its consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

Other Matters

We did not audit the financial statements/financial information of M/s Software Technology Group Inc. (Subsidiary Company), whose financial statements / financial information reflect total assets of Rs. 13,31,88,714.00 as at 31st March, 2016, total revenues of Rs. Nil and net cash flows amounting to Rs. Nil for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditor M/s Satyendra Mrinal & Associates, Chartered Accountants, BH-441, Ground floor, Shalimar Bagh, Delhi-110088 whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

Place : New Delhi
Date : 27.05.2016

For H.K. BATRA & Associates
Chartered Accountants
FRN: 009889N
(H. K. BATRA)
Partner
M. No: 088790

STG Lifecare Limited

CIN : L74899DL1992PLC048460

Regd. Office : 108, Himalaya Palace 65, Vijay Block, Laxmi Nagar, New Delhi-110092.

**23rd Annual General Meeting to be held on Tuesday the 23rd August, 2016 at 11:30 AM
at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi-110 003**

ATTENDANCE SLIP



Registered Folio No. :(or)

*Demat Account No. : D.P. id. No.....

Name & Address of Shareholder (s)

I/We certify that I am/We are Member/s Proxy of the Company holding Shares and hereby record my/
our presence at the 23rd

ANNUAL GENERAL MEETING of the Company at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road,
New Delhi-110 003 at 11:30 AM on Tuesday the 23rd August, 2016.

Signature of Member/s/Proxy

**A Member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over
at the entrance.**

Name of the Proxy in Block Letters

(I case a Proxy attends the meeting)

*Those who hold Shares in Demat Form quote their Demat Account No. and Depository Participant (D.P.) Id. Number.

**REGISTRATION COUNTER WILL BE OPEN FROM 11:00 A.M. TILL THE START OF ANNUAL GENERAL
MEETING.**

STG Lifecare Limited

CIN : L74899DL1992PLC048460

Regd. Office : 108, Himalaya Palace 65, Vijay Block, Laxmi Nagar, New Delhi-110092.

23rd Annual General Meeting to be held on Tuesday the 23rd August, 2016 at 11:30 AM
at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi-110 003

Form No. MGT-11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(13) of the Companies
(Management and Administration) Rules, 2014]



Name of the member(s):

Registered address:.....

E-mail Id:.....

Folio No/ *Client Id:.....

*DP Id:.....

I/We, being the member(s) of.....shares of STG Lifecare Limited 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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
 23rd Annual General Meeting to be held on Tuesday the 23rd August, 2016 at 11:30 AM at Lok Kala Manch, 20, Lodhi Institutional
 Area, Lodhi Road, New Delhi-110 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions:-

1. To consider and adopt Financial Statment for the year ended on 31st Mach 2016.
2. To Reappoint Mrs. Prasanna Vaidya
3. Appointment of Statutory Auditors

Signed this..... day of.....2016

Signature of Shareholder**Signature of first proxy holder****Affix****₹1/-****Evenue****Stamp****Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



If undelivered please return to :

STG Lifecare Limited

108, Himalaya Palace 65, Vijay Block, Laxmi Nagar, New Delhi-110092.

Email: comapanysecretary@stg.in

visit us at <http://www.stgglobal.com>



STG

www.stgglobal.com

CIN: L74899DL1992PLC04

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - (Standalone and Consolidated separately)

<u>Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2016</u> <u>[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</u>				
I.	Sl. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1.	Turnover / Total income	-	-
	2.	Total Expenditure	-	-
	3.	Net Profit/(Loss)	(97,11,874)	(15,15,19,548)
	4.	Earnings Per Share	(0.65)	(10.21)
	5.	Total Assets	-	-
	6.	Total Liabilities	-	-
	7.	Net Worth	6,89,88,295	(8,38,25,435)
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (each audit qualification separately):

a. Details of Audit Qualification:

1. Note No. 4 in the financial statement which indicates that the Company has accumulated losses of Rs. 36,47,60,785/- and its Net worth has been substantially eroded, the Company has incurred a net loss of Rs. 97,11,874/- during the current financial year and Rs. 1,26,16,970/- in the previous year and the Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, along with other matters set forth in the Notes to the accounts, indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However as per the representation made by the management they have received enquiries from the patients from India & abroad for their medical treatment by use the newly designed Website of the Company and are also getting excellent response from the hospitals to associate with the company for patient referrals. But in our opinion the income from this business is still uncertain. The financial statements of the Company has been prepared on a going concern basis for the reasons stated in the said Note.

2. Note no. 13, the company has net deferred tax assets Rs. 14,18,07,674, as on 31st March, 2016. Since there was unabsorbed depreciation & accumulated losses of Rs. 35,50,48,911/- as on 31.03.2015 and has also incurred losses of Rs. 97,11,874/- during the current year. Further, the management does not have sufficient reasons supported by the convincing evidences that the company will have sufficient taxable income in the future against which the said deferred tax asset could be realised. Had the company transferred the said deferred tax asset of Rs. 14,18,07,674/- to the profit and loss account then the loss would have been higher by same amount

b. Type of Audit Qualification : Qualified Opinion

c. Frequency of qualification: Appeared first time

d. For Audit Qualification(s) where the impact is quantified by the auditor,

Management's : Yes

Views: e. For Audit Qualification(s) where the impact is not quantified by the auditor:

N/A

(i) Management's estimation on the impact of audit qualification:

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:

III.	<u>Signatories:</u> Jaideep Sinha (Chief Finance Officer) Place: Gurgaon Date:27.05.2016
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Regd. Office: 108, Himalaya Palace, 65, Vijay Block, Laxmi Nagar, New Delhi-110092. Tel.: +91 124 4047314