

**STG Lifecare Limited**  
(Formally known As Software Technology International Group Limited)



January 22, 2016

|                                                                                                                                                              |                                                                                                                                                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>The Listing Department</b><br>National Stock Exchange of India,<br>Exchange Plaza, Bandra Kurla Complex<br>Mumbai 400051<br><b>Scrip Code: SOFTTECHGR</b> | <b>The Listing Department</b><br>Bombay Stock Exchange Limited,<br>Jeejeebhoy Towers, Dalal Street Fort<br>Mumbai 400001<br><b>Scrip Code: 532293</b> |
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Dear Sirs,

**Subject: Submission of un-audited financial results for the 3rd quarter ended 31<sup>st</sup> December, 2015 and "Limited Review Report" in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

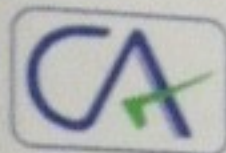
Please find enclosed herewith unaudited financial results for the 3<sup>rd</sup> quarter ended 31<sup>st</sup> December, 2015 adopted by the board of directors in its meeting of the Board of Directors of the Company held on Friday, the 22<sup>nd</sup> day of January, 2016 at 12:30 PM at EPI Centre, Apparel House, Sector 44, Gurgaon, Haryana, and "Limited Review Report" duly received from Statutory Auditors of the Company in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge the receipt and take this on record.

Thanking You.

Yours faithfully,  
**For STG Lifecare Limited**

**Yogesh Vaidya**  
**Chairman**  
Encl:As above



### Review Report

The Board of Directors,  
**M/s. STG LIFE CARE LIMITED**  
(Formerly Known as M/s. Software Technology Group International Limited),  
1/26, Ground Floor  
Lalita Park, Laxmi Nagar  
New Delhi-110092.

We have reviewed the accompanying statement of unaudited financial results of **M/s. STG LIFE CARE LIMITED (Formerly Known as M/s. Software Technology Group International Limited)**, for the quarter three months ended **31<sup>st</sup> December, 2015** except for the disclosure regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has approved by the Board of Directors/Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion,

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results read with notes thereon, prepared in accordance with applicable accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

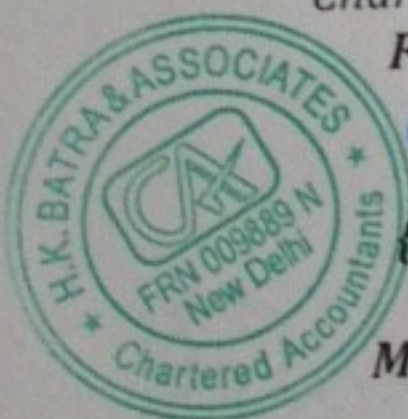
For **H.K. Batra & Associates**  
Chartered Accountants

FRN 009889N

**H.K. Batra**

Partner

M. No. 88790



Place: New Delhi  
Date: 22/01/2016

STG LIFECARE LTD  
(Formerly known as M/s Software Technology Group International Limited)  
UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST DECEMBER 2015  
Regd Office : 1/26 Ground Floor, Lalita Park, Laxmi Nagar, New Delhi-110092.

| Particulars                                                                                               | Rs. In lakhs              |                           |                           |                           |                           |                         |
|-----------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|                                                                                                           | I                         | II                        | III                       | IV                        | V                         | VI                      |
|                                                                                                           | Quarter Ended             |                           |                           | Nine month ended          |                           | 9 months Ended          |
|                                                                                                           | 31.12.2015<br>(Unaudited) | 30.09.2015<br>(Unaudited) | 31.12.2014<br>(Unaudited) | 31.12.2015<br>(Unaudited) | 31.12.2014<br>(Unaudited) | 31.03.2015<br>(Audited) |
| 1 Income from operations                                                                                  |                           |                           |                           |                           |                           |                         |
| (a) Net Sales / Income from operations                                                                    | 0.72                      | 1.56                      | -                         | 2.28                      | -                         | -                       |
| (b) Other Operating Income                                                                                | -                         | -                         | -                         | -                         | -                         | -                       |
| Total Income from operations(net)                                                                         | 0.72                      | 1.56                      | -                         | 2.28                      | -                         | -                       |
| 2 Expenditure :                                                                                           |                           |                           |                           |                           |                           |                         |
| a. Consumption of raw materials                                                                           | -                         | -                         | -                         | -                         | -                         | -                       |
| b. Employees Cost                                                                                         | -                         | -                         | -                         | -                         | 5.81                      | 4.78                    |
| c. Depreciation & Amortisation                                                                            | 0.34                      | 0.33                      | 5.73                      | 1.01                      | 8.79                      | 58.44                   |
| d. Other expenditure                                                                                      | 24.84                     | 12.68                     | 10.98                     | 50.96                     | 97.57                     | 63.51                   |
| Total                                                                                                     | 25.18                     | 13.01                     | 16.71                     | 51.97                     | 112.17                    | 126.73                  |
| 3 Profit/ (Loss) from Operations before other Income, Interest finance cost and Exceptional Items (1 - 2) | (24.46)                   | (11.45)                   | (16.71)                   | (49.69)                   | (112.17)                  | (126.73)                |
| 4 Other Income                                                                                            | -                         | -                         | -                         | 0.09                      | 0.18                      | 0.12                    |
| 5 Profit/(Loss) before Interest and Exceptional Items (3+4)                                               | (24.46)                   | (11.45)                   | (16.71)                   | (49.60)                   | (111.99)                  | (126.61)                |
| 6 Interest and Finance charges                                                                            | -                         | 0.07                      | 0.08                      | 0.16                      | 0.64                      | 0.64                    |
| 7 Profit after Interest but before Exceptional Items (5-6)                                                | (24.46)                   | (11.52)                   | (16.79)                   | (49.76)                   | (112.63)                  | (127.25)                |
| 8 Exceptional Items (See Note 5)                                                                          | 75.00                     | -                         | -                         | 75.00                     | -                         | -                       |
| 9 Profit (+)/ Loss (-) from Ordinary Activities before Tax (7+8)                                          | 50.54                     | (11.52)                   | (16.79)                   | 25.24                     | (112.63)                  | (127.25)                |
| 10 Provision for Taxation                                                                                 |                           |                           |                           |                           |                           |                         |
| Provision for Taxation- Deferred                                                                          | -                         | -                         | -                         | -                         | -                         | -                       |
| Income Tax                                                                                                | -                         | -                         | -                         | -                         | -                         | -                       |
| Fringe Benefit Tax                                                                                        | -                         | -                         | -                         | -                         | -                         | -                       |
| 11 Net Profit (+)/ Loss (-) from Ordinary Activities after Tax (9-10)                                     | 50.54                     | (11.52)                   | (16.79)                   | 25.24                     | (112.63)                  | (127.25)                |
| 12 Extra-Ordinary Items :                                                                                 | -                         | -                         | -                         | -                         | 9.78                      | 1.08                    |
| 13 Net Profit (+)/ Loss (-) for the period (11-12)                                                        | 50.54                     | (11.52)                   | (16.79)                   | 25.24                     | (102.85)                  | (126.17)                |
| 14 Share of Profit /(Loss) of Associates                                                                  | -                         | -                         | -                         | -                         | -                         | -                       |
| 15 Minority Interest                                                                                      | -                         | -                         | -                         | -                         | -                         | -                       |
| 16 Net Profit /( Loss) after taxes, minority interest and Share profit/(loss) of Associates ( 13+14+15)   | 50.54                     | (11.52)                   | (16.79)                   | 25.24                     | (102.85)                  | (126.17)                |
| 17 Paid up equity Share Capital<br>(Face value of the Share is Rs 10/- each)                              | 1,483.57                  | 1,483.57                  | 1,483.57                  | 1,483.57                  | 1,483.57                  | 1,483.57                |
| 18 Reserves excluding revaluation reserves as per Balance Sheet of previous accounting year               | -                         | -                         | -                         | -                         | (570.40)                  | (696.57)                |
| 19 Earning Per Share (EPS)                                                                                | 0.34                      | (0.08)                    | (0.11)                    | 0.17                      | (0.69)                    | (0.85)                  |
| (i) Before Extra-Ordinary items                                                                           |                           |                           |                           |                           |                           |                         |
| - Basic                                                                                                   | 0.34                      | (0.08)                    | (0.11)                    | 0.17                      | (0.69)                    | (0.85)                  |
| - Diluted                                                                                                 | 0.34                      | (0.08)                    | (0.11)                    | 0.17                      | (0.69)                    | (0.85)                  |
| (ii) After Extra-Ordinary items                                                                           |                           |                           |                           |                           |                           |                         |
| - Basic                                                                                                   | 0.34                      | (0.08)                    | (0.11)                    | 0.17                      | (0.69)                    | (0.85)                  |
| - Diluted                                                                                                 | 0.34                      | (0.08)                    | (0.11)                    | 0.17                      | (0.69)                    | (0.85)                  |
|                                                                                                           | (not annualised)          | (not annualised)          | (not annualised)          | (not annualised)          | (not annualised)          | ( annualised)           |



|          |                                                                                         |           |           |           |           |           |           |
|----------|-----------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| <b>A</b> | <b>Particulars of shareholding</b>                                                      |           |           |           |           |           |           |
| <b>1</b> | <b>Public Shareholding</b>                                                              |           |           |           |           |           |           |
|          | — Number of shares                                                                      | 7,243,526 | 7,243,526 | 7,243,526 | 7,243,526 | 7,243,526 | 7,243,526 |
|          | — Percentage of shareholding                                                            | 48.82%    | 48.82%    | 48.82%    | 48.82%    | 48.82%    | 48.82%    |
| <b>2</b> | <b>Promoters and Promoter Group Shareholding</b>                                        |           |           |           |           |           |           |
|          | <b>a) Pledged / Encumbered</b>                                                          |           |           |           |           |           |           |
|          | —No. of shares                                                                          | 355,400   | 355,400   | 355,400   | 355,400   | 355,400   | 355,400   |
|          | —Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 4.68%     | 4.68%     | 4.68%     | 4.68%     | 4.68%     | 4.68%     |
|          | —Percentage of shares (as a % of the total share capital of the company)                | 2.40%     | 2.40%     | 2.40%     | 2.40%     | 2.40%     | 2.40%     |
|          | <b>b) Non-encumbered</b>                                                                |           |           |           |           |           |           |
|          | —No. of shares                                                                          | 7,238,214 | 7,238,214 | 7,238,214 | 7,238,214 | 7,238,214 | 7,238,214 |
|          | —Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 95.32%    | 95.32%    | 95.32%    | 95.32%    | 95.32%    | 95.32%    |
|          | —Percentage of shares (as a % of the total share capital of the company)                | 48.78%    | 48.78%    | 48.78%    | 48.78%    | 48.78%    | 48.78%    |

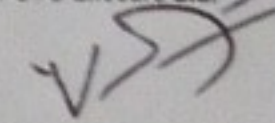
|          | Particulars                                | Three months ended<br>31.12.2015 |
|----------|--------------------------------------------|----------------------------------|
| <b>B</b> | <b>Investor Complaints</b>                 |                                  |
|          | Pending at the beginning of the quarter    | 0                                |
|          | Received during the quarter                | 0                                |
|          | Disposed of during the quarter             | 0                                |
|          | Remaining unresolved at the end of quarter | 0                                |

|          |                                                                  | I                         | II                        | III                       | IV                        | V                         | VI                      |
|----------|------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|-------------------------|
|          | Particulars                                                      | Quarter Ended             |                           |                           | Nine month ended          |                           | 9 months Ended          |
|          |                                                                  | 31.12.2015<br>(Unaudited) | 30.09.2015<br>(Unaudited) | 31.12.2014<br>(Unaudited) | 31.12.2015<br>(Unaudited) | 31.12.2014<br>(Unaudited) | 31.03.2015<br>(Audited) |
| <b>1</b> | <b>Segmentwise Revenue, Results and Capital Employed :</b>       |                           |                           |                           |                           |                           |                         |
|          | <b>Segment Revenue</b>                                           |                           |                           |                           |                           |                           |                         |
|          | a) Training                                                      | -                         | -                         | -                         | -                         | -                         | -                       |
|          | b) Consulting                                                    | 0.72                      | 1.56                      | -                         | 2.28                      | -                         | -                       |
|          | <b>Total</b>                                                     | <b>0.72</b>               | <b>1.56</b>               | <b>-</b>                  | <b>2.28</b>               | <b>-</b>                  | <b>-</b>                |
|          | Less : Inter Segment Revenue                                     | -                         | -                         | -                         | -                         | -                         | -                       |
|          | <b>Net Sales / Income from Operations</b>                        | <b>0.72</b>               | <b>1.56</b>               | <b>-</b>                  | <b>2.28</b>               | <b>-</b>                  | <b>-</b>                |
| <b>2</b> | <b>Segment Result :</b>                                          |                           |                           |                           |                           |                           |                         |
|          | (Profit(+)/Loss(-) before tax and interest from each Segment)    |                           |                           |                           |                           |                           |                         |
|          | a) Training                                                      | -                         | -                         | (4.71)                    | -                         | (16.17)                   | (67.97)                 |
|          | b) Consulting                                                    | 51.66                     | (9.79)                    | (5.82)                    | 30.96                     | (81.71)                   | (38.45)                 |
|          | <b>Total</b>                                                     | <b>51.66</b>              | <b>(9.79)</b>             | <b>(10.53)</b>            | <b>30.96</b>              | <b>(97.88)</b>            | <b>(106.43)</b>         |
|          | Less : (i) Interest                                              | -                         | 0.07                      | 0.08                      | 0.16                      | 0.64                      | 0.64                    |
|          | (ii) Other un-allocable expenditure, net off un-allocable income | 1.12                      | 1.66                      | 6.18                      | 5.56                      | 15.79                     | 19.10                   |
|          | <b>Total Profit Before Tax</b>                                   | <b>50.54</b>              | <b>(11.52)</b>            | <b>(16.79)</b>            | <b>25.24</b>              | <b>(114.31)</b>           | <b>(126.17)</b>         |
| <b>3</b> | <b>Capital Employed</b>                                          |                           |                           |                           |                           |                           |                         |
|          | a) Training                                                      | (51.04)                   | (45.66)                   | 2.86                      | (51.04)                   | 2.86                      | (58.97)                 |
|          | b) Consulting                                                    | 865.96                    | 792.06                    | 832.85                    | 865.96                    | 832.45                    | 789.58                  |
|          | c) Un-allocable                                                  | (16.17)                   | (18.76)                   | (11.10)                   | (16.17)                   | (11.10)                   | (8.94)                  |
|          | <b>Total</b>                                                     | <b>798.75</b>             | <b>727.64</b>             | <b>824.61</b>             | <b>798.75</b>             | <b>824.21</b>             | <b>721.67</b>           |

**NOTES:**

- The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors in their respective meetings held on 22nd January 2016.
- The Financial Results have been reviewed by the Statutory Auditors as required under clause 41 of the listing agreement.
- The segment report has been prepared in accordance with the Accounting Standard 17 "Segment Reporting" issued by ICAI.
- In view of brought forward losses no provision for tax has been made.
- Exceptional items of Rs. 75.00 Lacs is the forfeiture of franchise fee received from a Client.
- Previous period figures have been regrouped/rearrange, wherever considered necessary.

For STG Lifecare Ltd.

  
Yogesh Valdiya  
Chairman & CEO

Place: Delhi  
Date: January 22, 2016

