

Board of Directors

Mrs. Surinder Kaur Kalra

Chairman, Managing Director

Mr. Amarjit Singh Kalra

Director, CFO

Mr. Rajkumar Projapati

Non-Executive Independent Director

Mr. Vinish Channa

Non-Executive Independent Director

Mr. Paramdeep Singh Sarna

Non-Executive Independent Director

REGISTRAR AND TRANSFER AGENT

Beetal Financial Computer & Services (P) Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind LSC, New Delhi-110062

Bankers
ICICI Bank Limited

Registered Office

City Centre Plaza, 3rd Floor,
Room No. 7/48, Anna Salai, Chennai-600002, India
Ph No. 7042292838
www.aurumsoftsystems.com

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Notice

Notice is hereby given that the 23rd Annual General Meeting of the Members of Aarum Soft Systems Limited will be held on Wednesday, 27th September, 2017 at 03:30 P.M. at The Conference Centre – Mini Hall New No:24 (Old No:58) 2nd Main Road, R.A. Puram, Chennai – 600028, India to transact the following business:

Ordinary Business

Item no.1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017, including the audited balance sheet as at 31st March 2017, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Auditors and Directors thereon.

Item no. 2: Appointment of new Statutory Auditors

To appoint M/s. GSSV & Associates, Chartered Accountants (Firm Registration No. 014537N), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. GSSV & Associates, Chartered Accountants (Firm Registration No. 014537N) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors Mr. S. Ramanath, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

Special business

Item no. 3: Appointment of Mr. Rajkumar Projapati (DIN 02228070) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajkumar Projapati (DIN 02228070), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 21st July, 2017 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a

member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, with effect from 21st July, 2017, not liable to retire by rotation”.

Item no. 4: Appointment of Mr. Vinish Channa (DIN 07919299) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinish Channa (DIN 07919299), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th August, 2017 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, with effect from 30th August, 2017, not liable to retire by rotation”.

Item no. 5: Appointment of Mr. Paramdeep Singh Sarna (DIN 07919281) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paramdeep Singh Sarna (DIN 07919281), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th August, 2017 and who holds office till the date of the Annual General Meeting (‘AGM’), in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years, with effect from 30th August, 2017, not liable to retire by rotation”.

Item no. 6: Appointment of Mrs. Surinder Kaur Kalra (DIN 00177037) as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Surinder Kaur Kalra (DIN 00177037), who was appointed as an additional Director of the Company by the Board of Directors with effect from 16th May, 2017, and in respect of whom the Company has received a notice in writing from her along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of her office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of Central Government, the Company hereby accords its approval to the appointment of Mrs. Surinder Kaur Kalra (DIN 00177037), as the Managing Director for a period of five years with effect from 21st July, 2017, at Nil Remuneration and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment, as may be agreed to by the Board of Directors and the Managing Director.”

Item no. 7: Appointment of Mr. Amarjit Singh Kalra (DIN 00176921) as Executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Amarjit Singh Kalra (DIN 00176921), who was appointed as an additional Director of the Company by the Board of Directors with effect from 16th May, 2017, and in respect of whom the Company has received a notice in writing from him along with the deposit of requisite amount under Section

160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of Central Government, the Company hereby accords its approval to the appointment of Mr. Amarjit Singh Kalra (DIN 00176921), as the Executive Director for a period of three years with effect from 21st July, 2017, at a remuneration or Rs. 75,000/- (Rupees seventy five thousand only) per month, whether paid as salary, allowance(s), perquisites or a combination thereof.

RESOLVED FURTHER THAT payment towards the following perquisites will not be included in the aforesaid limit of remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- c. Encashment of leave at the end of tenure

RESOLVED FURTHER THAT in case of inadequacy of profit in any financial year, the remuneration payable to the Managing Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board of Directors of the Company be and is hereby authorized to fix and vary the remuneration from time to time within the aforesaid limit to the extent it may deem appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

For and on Behalf of the Board
For **Aurum Soft Systems Ltd**

Amarjit Singh Kalra
CFO & Executive Director
DIN: 00176921

Date: 30th August, 2017
Place: Chennai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY THE MEMBERS HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. No person shall be entitled to attend or vote at the meeting as a duly authorized representative of any body corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be a true copy by the Chairman of the meeting at which it was passed, is filed with the Company.
4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business item no. 3, 4, 5, 6 & 7 of the notice, is annexed hereto.
5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment as Director / Managing Director under Item No. 3 to 7 of the Notice, is annexed.
6. The Register of Members and Share Transfer Books of the Company remain closed from Sunday, August 27, 2017 to Friday, September 02, 2017 (both days inclusive).
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the Annual General Meeting.
8. The shares of the Company are compulsorily traded in dematerialised mode. The Company has signed agreements with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
9. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.
10. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11 a.m. and 4 p.m. except Saturdays, Sundays and public holidays, from the date hereof upto the date of the annual general meeting.
11. **SHAREHOLDERS MAY KINDLY NOTE THAT NO GIFTS/ COUPONS/SWEETS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.**
12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members seeking any information with regard to the accounts and/or operations of the Company, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
14. For effecting changes in address/bank details/ECS (Electronic Clearing Service) mandate; members are requested to notify:
 - (i) the Registrar and Transfer Agent of the Company, if shares are held in physical form; and
 - (ii) their respective Depository Participant (DP), if shares are held in demat form.
15. Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest, to avail of the nomination facility by completing and submitting the relevant form. Blank nomination forms will be supplied by the Company's Registrar and Transfer Agent on request. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their shares.
16. Members/Proxies are requested to kindly take note of the following:
 - (i) copies of Annual Report will not be distributed at the venue of the meeting.
 - (ii) Attendance Slip, as sent herewith, is required to be brought at the venue duly filled in and signed, for attending the meeting.
 - (iii) entry to the hall will be strictly on the basis of the

entrance slip, which shall be provided at the counters at the venue, in exchange of duly completed and signed Attendance Slips.

- (iv) Folio No./ DP & Client ID No. may please be quoted in all correspondence with the Company and/or the Registrar and Transfer Agent.
- 17. Members who have not encashed their dividend warrant(s) for the financial years 2009-10 and 2010-11, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent.
- 18. In terms of Sections 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those shareholders who have registered their email ids with their respective Depository Participants or with the Registrar & Transfer Agent of the Company unless such member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
- 19. The route map showing directions to reach the venue of the AGM is annexed.

20. Voting through electronic means (E-voting):

In compliance with Section 108 of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the Annual General Meeting) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 23rd Annual General Meeting of the Company, dated 27th September, 2017 ("the AGM Notice").

The facility for voting through ballot / polling paper shall be made available at the venue of the 23rd Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the Annual General Meeting.

In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed September 20, 2017 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. September 20, 2017 only.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on **September 24,**

2017 at 9.00 a.m. (IST) and ends on September 26, 2017 at 05.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 20, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on September 26, 2017. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.

- (ii) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "**Shareholders**" tab.
- (iv) Now, select the "**Electronic Voting Sequence Number (EVSN) - 170902049** alongwith "**AURUM SOFT SYSTEMS LIMITED**" from the drop down menu and click on "**SUBMIT**"
- (v) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and Captcha Code as displayed and then Click on "Login".
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

- a) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN *	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records in DD/MM/YYYY format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records.	

* Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company, please enter the '**Member ID / Folio Number**' in the Dividend Bank details field.

- b. After entering these details appropriately, click on “**SUBMIT**” tab.
- c. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on relevant EVSN on which you choose to vote. This will take you to the voting page.
- (viii) On the voting page, you will see Resolution Description and against the same the option “**YES / NO**” for voting. Select the option “**YES**” or “**NO**” as desired. The option “**YES**” implies that you assent to the Resolution and option “**NO**” implies that you dissent to the Resolution.
- (ix) If you wish to view the entire Resolutions, click on the “**Resolutions File Link**”.
- (x) After selecting the resolution you have decided to vote, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (xi) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xiii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code, click on Forgot Password & enter the details as prompted by the system.
- (xiv) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.
- (xv) In case you have any queries or issues regarding e-voting, you may refer the **Frequently Asked Questions (“FAQs”)** and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com or please contact Ms. Swati Srivastava, Manager – Secretarial, **Aurum Soft Systems Limited**, City Centre Plaza, 3rd Floor, Room No. 7/48, Anna Salai, Chennai, Tamil Nadu 600020, Tel : 91 7042292838
21. The Company has appointed Mr. K.R. Jagannathan, Chennai (Membership No. 39636, C.P. No. 14698 (Address: 1643 Bharatheeswarar Colony, 3rd Street, Kodambakkam, Chennai, Tamil Nadu 600024) as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.
22. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
23. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date of September 20, 2017.
24. At the Annual General Meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.
25. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
26. The result, along with the Scrutinizer’s Report, will be placed on the Company’s website, www.aurumsoftsystems.com and on the website of CDSL platform immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to Bombay Stock Exchange Limited.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no. 3, 4, & 5

The Company has, pursuant to the provisions of section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013, Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Rajkumar Projapati, Mr. Vinish Channa and Mr. Paramdeep Singh Sarna as Independent Directors, in

compliance with the requirements of the said clause as additional directors.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Rajkumar Projapati, Mr. Vinish Channa and Mr. Paramdeep Singh Sarna as Independent Directors for a period of five years.

Mr. Rajkumar Projapati, Mr. Vinish Channa and Mr. Paramdeep Singh Sarna have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

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

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile and other disclosure relating to the Independent Directors as per Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 of the Listing Agreement is annexed with the notice.

The Board recommends the resolutions set forth in Item no. 3, 4 & 5 for the approval of the members.

None of the directors, key managerial personnel or their relatives are interested or concerned in the resolution, except Mr. Rajkumar Projapati, Mr. Vinish Channa and Mr. Paramdeep Singh Sarna, in their respective resolution.

Item No. 6

In accordance with the Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder Mrs. Surinder Kaur Kalra who was appointed as an additional Director of the Company by the Board of Directors with effect from 16th May, 2017. The Board has received the consent along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 for appointment of Mrs. Surinder Kuar Kala as a Director of the Company.

Also, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013, the Company appointed Mrs. Surinder Kaur Kalra as the Managing Director for a period of five years with effect from 21st July, 2017, at Nil Remuneration

Approval of members is sought for appointment of Mrs. Surinder Kaur Kalra as a Directors of the Company and also as Managing Director of the Company w.e.f. 21st July, 2017 for a period of five years. The Nomination and Remuneration Committee of the Board of Directors has also recommended the appointment of Mrs. Surinder Kaur Kalra as aforesaid.

A brief profile and other disclosure relating to Mrs. Surinder Kaur Kalra as per Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 of the Listing Agreement is annexed with the notice.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution except Mrs. Surinder Kaur Kalra and Mr. Amarjit Singh Kalra.

Item No: 7

In accordance with the Section 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder Mr. Amarjit Singh Kalra who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May, 2017. The Board has received the consent along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 for appointment of Mr. Amarjit Singh Kalra as a Director of the Company.

Also, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013, the Company appointed Mr. Amarjit Singh Kalra as the Executive Director for a period of three years with effect from 21st July, 2017, at a remuneration of Rs. 75,000/- (Rupees seventy five thousand only) per month. Mr. Amarjit Singh Kalra was also appointed as Chief Financial Officer of the Company.

As per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is as follows:

I. General Information

(1)	Nature of Industry	Aurum Soft Systems Limited is engaged in the business of IT Services and Consulting.		
(2)	Date or expected date of commencement of commercial production.	The Company is already in existence and is in operation since March, 1994.		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4)	Financial Performance of the Company is given below			
Particulars	Financial Year ended			
	31st March, 2017 (Rs. In Lakhs)	31st March, 2016 (Rs. In Lakhs)	31st March, 2015 (Rs. In Lakhs)	
Revenue from operations	306.84	1019.98	1057.93	
Other Income	39.77	73.05	39.87	
Total Revenue	346.60	1093.03	1097.80	
Total Expenses	324.25	984.14	1108.88	
Profit before tax	22.35	108.89	(11.08)	
Tax expense	35.23	36.49	(1.71)	
Profit after tax	(12.88)	(2108.05)	(9.37)	
Paid-up Share Capital	1302.00	1302.00	1302.00	
Reserves and Surplus (excluding revaluation reserve)	(701.49)	(688.61)	1419.44	
(6)	Foreign investments or collaborators, if any	N.A.		

II. Information about the appointee

(1)	Background details	Mr. Amarjit Singh Kalra has been designated as Executive/Whole-Time Director of the Company for a period of three years with effect from 21st July, 2017 for 3 years. He is the promoter of the Company and instrumental in the growth of our Company since incorporation.
(2)	Past remuneration	Rupees 75,000 per month w.e.f. 21st July, 2017
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	Mr. Amarjit Singh Kalra, designated as Executive/Whole-Time Director of the Company for a period of three years with effect from 21st July, 2017. Mr. Amarjit Singh Kalra is having around 30 years of experience in production and marketing of electronic goods and other related industry. Mr. Kalra is also the Chief Financial Officer of the Company.
(5)	Remuneration proposed	Monthly Remuneration of Rs. 75,000 (Rupees Seventy Five Thousand Only whether paid as salary, allowance(s), perquisites or a combination thereof, as approved by the Nomination & Remuneration Committee from time to time. The following statutory perquisites will not be included in the aforesaid remuneration: a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and c. Encashment of leave at the end of tenure.

(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	The appointee is the core promoter of the Company. Save as the managerial remuneration and their shareholding in the Company they do not have any other material pecuniary relationship with the Company. The appointee is husband of the managing director of the Company Mrs. Surinder Kaur Kalra.

III. Other Information

(1)	Reasons for loss or inadequate profits	The company has a loss of Rs.12.88 lakhs for the Financial Year ended 31 st March, 2017. After the change of management of the Company the new management are putting their best effort to make the company profitable. Further, in case of inadequacy of profit in any financial year, the remuneration payable to the Managing Director shall be limited to the extent, as provided under of Part-II of Schedule V of the Companies Act, 2013
(2)	Steps taken or proposed to be taken for improvement	Your Directors are taking their best efforts for growth of the business and improve its topline and bottom-line.
(3)	Expected increase in productivity and profits in measurable terms.	The company is expected to have improved sales and profitability figures in the next financial years.

IV. Disclosures

The shareholders of the Company shall be informed of the remuneration package of the Executive/Whole-Time Director as the same shall be disclosed under corporate governance report of the Board's Report of the Company.

Approval of members is sought for appointment of Mr. Amarjit Singh Kalra as a Directors of the Company and also as an Executive Director of the Company w.e.f. 21st July, 2017 for a period of three years. The Nomination and Remuneration Committee of the Board of Directors has also recommended the appointment of Mr. Amarjit Singh Kalra as aforesaid.

A brief profile and other disclosure relating to Mr. Amarjit Singh Kalra as per Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 of the Listing Agreement is annexed with the notice.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution except Mrs. Surinder Kaur Kalra and Mr. Amarjit Singh Kalra.

For and on Behalf of the Board
For **Aurum Soft Systems Ltd**

Date: 30th August, 2017
Place: Chennai

Amarjit Singh Kalra
CFO & Executive Director
DIN: 00176921

ANNEXURE TO ITEMS 3 to 7 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 of the Listing Agreement)

Particulars	Mr. Amarjit Singh Kalra	Mrs. Surinder Kaur Kalra	Mr. Rajkumar Projapati	Mr. Vinish Channa	Mr. Paramdeep Singh Sarna
DIN	00176921	00177037	02228070	07919299	07919281
Age	50	43	53	28	30
Nationality	Indian	Indian	Indian	Indian	Indian
Date of appointment on the Board	16/05/2017 [Appointed as Executive Director & CFO w.e.f. 21-07-2017]	16/05/2017 [Appointed as Managing Director w.e.f. 21-07-2017]	21/07/2017	30/08/2017	30/08/2017
Father's Name	Mr. Surinder Singh Kalra	Mr. Charanjit Singh	Mr. Nanku Prajapati	Mr. Brij Bhushan Channa	Mr. Manmohan Singh Sarna
Date of Birth	01/12/1966	13/03/1974	26/01/1964	10/08/1989	25/11/1986
Address	C-130, Mansarover Garden, New Delhi	C-130, Mansarover Garden, New Delhi	B-4,214/B, Keshav Puram, Onkar Nagar, North West Delhi, New Delhi-110035	Numaish Camp,H.No.E/4, Keshav Nagar, Saharanpur, U.P.-247001	33/5, Block-33, Ashok Nagar, Tilak Nagar, New Delhi-110018
Designation	Additional Director (Executive Director & CFO)	Additional Director (Managing Director)	Additional Director (Independent Director)	Additional Director (Independent Director)	Additional Director (Independent Director)
Education/Qualifications-	Diploma in Engineering	Graduate	Graduate B.Com (Hon)	B.Tech (Electronic and Communications)	Graduate(BBA)
Experience & Expertise in specific functional area	Mr. Amarjit Singh Kalra is having around 30 years of experience in production and marketing of electronic goods and other related industry.	Mrs. Surinder Kaur Kalra is having 20 years of experience in production and manufacturing of electronic goods and other related industry.	Mr. Raj Kumar Projapati is having 32 years of experience in the field of accounts and taxation.	Mr.Vinish Channa is having 7 years of experience in Electronics Industry.	Mr. Paramdeep Singh Sarna is having 12 years of experience in International Business, Marketing, Sales and Finance.
Companies in which holds Directorship	5 Core Acoustics Ltd., Indian Acoustics Pvt. Ltd., Happy Acoustics Pvt. Ltd., Kaneer Industries Pvt. Ltd., EMS &Exports Pvt. Ltd., Five Core Electronics Ltd., Digi Export Venture Pvt. Ltd.	5 Core Acoustics Ltd., Indian Acoustics Pvt. Ltd., Happy Acoustics Pvt. Ltd., Kaneer Industries Pvt. Ltd., EMS &Exports Pvt. Ltd., Five Core Electronics Ltd., Digi Export Venture Pvt. Ltd.	Five Core Electronics Ltd.,	Nil	Nil

Companies* in which holds membership/ chairmanship of committees	Audit Committee (Member)	Nil	Audit Committee (Chairman), Nomination & Remuneration Committee (Member), Stake Holder Relationship Committee (Member)	Nomination & Remuneration Committee (Member), Stake Holder Relationship Committee (Member)	Audit Committee (Member), Nomination & Remuneration Committee (Chairman), Stake Holder Relationship Committee (Chairman)
Shareholding in the Company (No. & %)	3, 65, 94, 107 (56.21%)	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Husband of Mrs. Surinder Kaur Kalra, Director of the Company.	Wife of Mr. Amarjit Singh Kalra, Director of the Company	No Relation	No Relation	No Relation
No of Board meetings attended during the Financial year 2016-17	N.A. (Appointed after closing of the Financial Year ended 31st March, 2017)				

Public Companies (Only in Audit/ Nomination & Remuneration/ Stake Holder Relationship Committee)

Directors' Report & Management Discussion and Analysis Report

Dear Members

Your Directors have pleasure in presenting the 23rd Annual Report of your Company together with the Audited Financial Statements for the financial year ended 31st March, 2017.

1. Financial Highlights

Financial Summary and performance Highlights of your Company, for the financial year ended 31st March, 2017, are as follows:

(Rs. in lakhs)

PARTICULARS	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from operations	306.83	1019.97
Other Income	39.76	73.05
Total Income	346.60	1093.03
Total Expenditure	324.25	984.14
Profit/ (Loss) Before exceptional items & tax	22.34	108.88
Exceptional items (write-off of investment/ bad debts/ loans)	-	(2180.45)
Profit Before Tax	22.35	(2071.56)
Tax Expenses	35.23	36.49
Profit after tax	(12.88)	(2108.05)
Paid-up Share Capital	1302.00	1302.00
Reserves and Surplus (excluding revaluation reserve)	(701.49)	(688.61)

Previous year's figures have been regrouped/ rearranged wherever considered necessary.

2. Year in Retrospect

During the year under review, total income of the Company was Rs. 346.60 lakhs as against Rs.1093.03 lakhs in the previous year. The profit before tax for the year 2016-17 was Rs. 22.35 lakhs. Your Directors are putting in their best efforts to improve the performance of the Company.

3. Reserves & Surplus

The net movement in the major reserves of the Company for FY 2016-17 and the previous year are as follows:

(Rs. In lakhs)

Particulars	FY 2016-17	FY 2015-16
Securities Premium Account	1838.00	1838.00
Debenture Redemption Reserve	0.00	0.00
Profit & Loss A/c	(2539.49)	(2526.61)
Total	(701.49)	(688.61)

4. Change of control of management

After the closed of the financial year; the entire management control over the Company has been acquired by Mr. Amarjit Singh Kalra from the old promoters. Mr. Amarjit Singh Kalra has already completed that formalities pursuant to the provisions of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

5. Public deposits

During the financial year 2016-17, your Company has not

accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

6. Material Changes after the close of the financial year affecting the financial position of the Company

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the close of the financial year of the Company - 31st March, 2017 till the date of this Board Report.

7. Dividend

Your Company did not declare any dividend during and in the end of financial year ended 31st March, 2017. There is no proposal for payment of any dividend in the ensuing Annual General Meeting.

8. Subsidiaries/ Joint Ventures/ Associates

As on 31st March 2017, the Company had no Subsidiaries, Joint Ventures (JVs) or Associate Companies. Accordingly statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is not applicable.

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: Nil

9. Change in the nature of business

There has been no major change in the nature of business of your Company. Further since there is no subsidiary, joint venture and associate company, there is no question for mentioning of change in nature of business of such companies

10. Directors and Key Managerial Personnel

In terms of Section 149 of the Companies Act, 2013, the Company had appointed Independent Directors. As on 31st March 2017, the following persons were the Independent Directors of the Company:

- Mr. Keerthivasan Balaji
- Mr. K.S. Vaidyanathan
- Mr. V. Ganpathi Subramanian
- Mrs. Kamakshi Shankararaman

Mr. K.S. Vaidyanathan & Mrs. Kamakshi Shankararaman has resigned from the Board of Directors w.e.f. 16th May, 2017. Mr. Sudesh Chand Gupta and Mr. Jaspal Singh Walia were appointed as Independent Directors w.e.f. 16th May, 2017.

Mr. Keerthivasan Balaji and Mr. V. Ganpathi Subramanian has resigned from the Board of Directors w.e.f. 21st July, 2017. Mr. Rajkumar Projapati was appointed as an Independent Director w.e.f. 21st July, 2017. Mr. Sudesh Chand Gupta and Mr. Jaspal Singh Walia has resigned from the Board of Directors w.e.f. 30th August, 2017. Mr. Vinish Channa and Mr. Paramdeep Singh Sarna were appointed as Independent Directors w.e.f. 30th August, 2017.

As on the date of this Board Report, the following persons are the Independent Directors of the Company:

- Mr. Rajkumar Projapati
- Mr. Vinish Channa
- Mr. Paramdeep Singh Sarna

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors were/ are non-rotational.

After the change of management of the Company as per the SEBI (SAST) Regulations, 2011; Mr. Amarjit Singh Kalra and Mrs. Surinder Kaur Kalra were appointed as additional directors of the Company with effect from 16th May, 2017. Mr. Srikanth Ramanathan resigned from the Board of Director w.e.f. 30th August, 2017. The present composition of the Board of Directors is as below:

- Mr. Rajkumar Projapati
- Mr. Vinish Channa
- Mr. Paramdeep Singh Sarna
- Mr. Amarjit Singh Kalra and
- Mrs. Surinder Kaur Kalra

Since, all the aforesaid existing directors has been appointed as additional directors by the Board of Directors; their appointment as Directors is proposed in the ensuing Annual general Meeting.

Mr. Srikanth Ramanathan had resigned from the post Managing Director w.e.f. 16th May, 2017. Mr. Amarjit Singh Kalra was appointed as Executive Director w.e.f. 16th May, 2017 & CFO w.e.f. 21st July, 2017 at Nil remuneration. Mrs. Surinder Kaur Kalra was appointed as Managing Director w.e.f. 21st July, 2017. Ms. Swati Srivastava was appointed as the Company Secretary of the Company w.e.f. 21st July, 2017.

During the year and till the date of report, details of change in the Board of Directors and the Key Managerial Personnel are as below:

All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of the Report on Corporate Governance.

11. Declaration of Independence

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the Schedules and Rules issued thereunder as well as the SEBI (LODR) Regulations, 2015.

12. Disclosure of commission paid to managing or whole time directors

There is no commission paid or payable by your Company to the managing director or the whole time director.

13. Number of meetings of the Board of Directors

The details of the number of Board of Directors of your Company are as below:

Meeting	No. of Meeting	Dates of Meeting
Board of Directors	Four (4)	30.05.2016, 10.08.2016, 09.11.2016, 13.01.2017

The details of the date of Board Meeting, meeting of the Committees of the Board including attendance of the directors in such meeting is mentioned in the Corporate Governance Report attached to this Directors Report.

14. Annual Evaluation of Board performance and performance of its committees and individual directors

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and the listing agreement, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. Feedback was sought from Directors about their views on the performance of the Board covering various criteria. Feedback was also taken from directors on his assessment of the performance of the other Directors. The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors. Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting,

summarizing the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board.

Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

15. Remuneration Policy for the Directors, Key Managerial Personnel and other employees

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder and the SEBI (LODR) Regulations, 2015 and the listing agreement, the Board of Directors of the Company has formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee.

The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in **Annexure-I** to this Report.

16. Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Present composition of the Committee of the Board of Directors of the Company is as below:

Audit Committee:

- Mr. Rajkumar Projapati - Chairman (Non-executive Independent Director)
- Mr. Paramdeep Singh Sarna - (Non-executive Independent Director)
- Mr. Amarjit Singh Kalra - (Executive Director)

Stakeholders Relationship Committee:

- Mr. Paramdeep Singh Sarna - Chairman (Non-executive Independent Director)
- Mr. Vinish Channa - (Non-executive Independent Director)
- Mr. Rajkumar Projapati - (Non-executive Independent Director)

Nomination and Remuneration Committee:

- Mr. Paramdeep Singh Sarna - Chairman (Non-executive Independent Director)

- Mr. Vinish Channa - (Non-executive Independent Director)
- Mr. Rajkumar Projapati - (Non-executive Independent Director)

The details of the date of Board Meeting, meeting of the Committees of the Board including attendance of the directors in such meeting, during the financial year ended 31st March, 2017, is mentioned in the Corporate Governance Report attached to this Directors Report.

17. Audit Committee Recommendations

During the year all the recommendations of the Audit Committee were accepted by the Board.

18. Conservation of Energy, Technology Absorption

Your Company's power requirements are very minimal. Your Company, however, takes every possible step to make optimum utilization of energy and avoid unnecessary wastage of power. The information on conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure-II**.

19. Particulars of Employees and Remuneration

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in **Annexure-III** to this Report.

20. Related Party Transactions

In line with the requirements of the Companies Act, 2013 and the Listing Agreement, the Company has formulated a Policy on Related Party Transactions. Details of Related Party Transactions as per AOC-2 are provided in **Annexure-IV**.

The details of the Related Party Transactions are uploaded on the website of the Company at the following link:

<http://www.aurumsoftsystems.com/cp/pdf/120420161460483369Related%20party%20transactions%20policy.pdf>

21. Loans and investments

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

- A. Details of investments made by the Company as on 31st March, 2017: As disclosed in the Audited financial statement for the financial year ended 31st March, 2017.
- B. Details of loans given by the Company as on 31st March, 2017: As disclosed in the Audited financial statement for the financial year ended 31st March, 2017.
- C. Details of guarantees issued by your Company in accordance with Section 186 of the Companies Act, 2013 read with the Rules issued thereunder: Nil

22. Extract of Annual Return

Pursuant to Section 92 of the Act and Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9, is provided in

Annexure-V.

23. Auditors and auditors' report:

Mr. S. Ramanath, Chartered Accountant, Coimbatore (Membership No. 29416) was re-appointed as the statutory auditor of the Company at the Annual General Meeting held on September 09, 2014 to hold office till the conclusion of the 23rd Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of his appointment at every Annual General Meeting).

As per the provisions of Section 139 of the Companies Act, 2013 and the rules framed there under, the auditor has to rotate and accordingly, your Board proposes the name of M/s. GSSV & Associates, Chartered Accountants (**FRN: 014537N**) to be appointed as the new statutory auditors for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company, subject to ratification of their appointment by Members at every Annual General Meeting.

The Company has received confirmation for eligibility from M/s. GSSV & Associates to the effect that his appointment is within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified for re-appointment.

The Auditors' Report on the annual financial statement for the financial year ended 31st March, 2017 does not contain any qualification, reservation or adverse remark.

24. Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Secretarial Audit Report provided by the Secretarial Auditors is annexed as **Annexure-VI**.

The Secretarial Auditors' Report for the financial year 2016-17, does not contain any qualification, observation or adverse remarks and the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, standard etc. except that the Company does not have a Company Secretary and Chief Financial Officer, which is a non-compliance of Section 203 of the Act..

25. Internal Control Systems and adequacy of Internal Financial Controls

Your Company adopts strong internal control systems to ensure optimal utilization and protection of assets, timely compliance with the statutory provisions and facilitate accurate and timely compilation of financial statements and other reports to the management. The entire evaluation of internal controls of your Company is carried out by the Managing Director. The audit committee then on a periodic basis, reviews the adequacy of internal control systems.

26. Risk management

Your Directors has adopted a Risk Management Policy for the Company. The Audit Committee of the Company reviews the risks involved in the Company from time to time, if any, and takes appropriate measures to minimize the same.

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

27. Cost Records and Cost Audit Report

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost records and audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

28. Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and the listing agreement, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of your Company at the following link: <http://www.aurumsoftsystems.com/cp/pdf/120420161460483210whistle%20blower%20policy.pdf>

29. Corporate Governance

Pursuant to the SEBI (LODR) Regulations, 2015 and the Listing Agreements with the Stock Exchanges and relevant sections of the Act, the Management Discussion and Analysis Report are annexed as **Annexure-VII**. Further a Report on Corporate Governance and Certificate on compliance of the SEBI (LODR) Regulations, 2015 is as **Annexure-VIII**.

30. Code of Conduct for Prevention of Insider Trading

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed on the website of the Company at the following link: <http://www.aurumsoftsystems.com/cp/pdf/12042016146048353520150725%20-%20insider-trading-policy-Aurum.pdf>

Your Board of Directors has also approved the Code for Fair Disclosure and the same can be accessed through the following link <http://www.aurumsoftsystems.com/cp/pdf/120420161460483462UPS1%20Code.pdf>

31. Corporate Social Responsibility

Provisions of the Corporate Social Responsibility as mentioned under the Companies Act, 2013 is not applicable on the Company.

32. Significant/material orders passed by the regulators

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

33. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Aurum Soft Systems Limited premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is Internal Complaint Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at corporate office as well as at site locations.

During the year ended 31st March, 2017, the ICC has not received any complaints pertaining to sexual harassment.

34. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;

- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2017 and of the profit and loss of the Company for the financial year ended 31st March, 2017;
- c. 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 safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;
- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

35. Stock Exchange Listing

The shares of the Company are listed on BSE Limited (BSE). The listing fee for the financial year 2016-17 has been paid to BSE.

36. General

Your Board of Directors further confirms that (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; and, (b) there is no scheme in your Company to finance any employee to purchase shares of your Company.

37. Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board
For **Aurum Soft Systems Ltd**

Date: 30th August, 2017
Place: Chennai

Surinder Kaur Kalra
Managing Director
DIN: 00177037

Amarjit Singh Kalra
CFO & Executive Director
DIN: 00176921

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013 as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

Objective:

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management 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.

Role of the Committee:

The role of the NRC are inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior

Management.

- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM/ TENURE

(a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it

should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior

Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1 Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2 Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock

Options and also shall not be eligible to participate in any share based payment schemes of the Company.

- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.

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

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

A. Conservation of energy		
(i)	The steps taken or impact on conservation of energy	
(ii)	The steps taken by the company for utilising alternate sources of energy	N.A. (General measures for conservation of energy are pursued on an ongoing basis)
(iii)	The capital investment on energy conservation equipments	N.A.
B. Technology absorption		
(i)	The efforts made towards technology absorption	No new Technology has been adopted during the year under review
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
(a)	The details of technology imported	N.A.
(b)	The year of import	N.A.
(c)	Whether the technology been fully absorbed	N.A.
(d)	If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	Expenditure on Research & Development	N.A.
C. Foreign exchange earnings and Outgo		
(a)	Total Foreign Exchange Earnings in 2016-17	Nil
(b)	Total Foreign Exchange outgo in 2016-17	Nil

INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Ratio of remuneration of each Director to the median remuneration of all the employees of Your Company for the financial year 2016-17 is as follows:

Name of the Director	Total Remuneration (Rs.)*	Ratio of remuneration of director to the Median remuneration
Mr. Srikanth Ramanathan	Nil	N.A.
Mr. Keerthivasan Balaji	Nil	N.A.
Mr. Ganapati Subramanian Venkatraman	Nil	N.A.
Mr. K.S. Vaidyanathan	Nil	N.A.
Mrs. Kamakshi Shankararaman	Nil	N.A.

* Does not include sitting fee paid to the non-executive directors.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2016-17 are as follows:

Name	Designation	Remuneration* (Rs.)		Increase
		2016-17	2015-16	%
Mr. Srikanth Ramanathan	Managing Director	Nil	Nil	Nil
Mr. Keerthivasan Balaji	Director	Nil	Nil	Nil
Mr. Ganapati Subramanian Venkatraman	Director	Nil	Nil	Nil
Mr. K.S. Vaidyanathan	Director	Nil	Nil	Nil
Mrs. Kamakshi Shankararaman	Director	Nil	Nil	

* Does not include sitting fee paid to the non executive.

C. Percentage increase in the median remuneration of all employees in the financial year 2016-17:

	2016-17	2015-16	Increase (%)
Median remuneration of all employees per annum	125208	142320	(12)%

D. Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2016-17 as compared to the financial year 2015-16 was 6.82%.

The key indices of Company's performance are:

	2016-17	2015-16	Growth (%)
Total Revenue	3,46,60,136	10,93,03,020	(68.29%)
Profit Before Tax	22,34,677	(20,71,55,908)	N.A.
Profit after Tax	(12,88,369)	(21,08,04,992)	N.A.

Your Company is committed in ensuring fair pay and a healthy work environment for all its employees. Your Company offers competitive compensation to its employees.

E. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:

During the financial year ended 31st March, 2017, there was no KMP in the Company except Mr. Srikanth Ramanathan acting as the Managing Director without any remuneration.

F. Details of Share price and market capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

	As on 31st March, 2016	As on 31st March, 2017	Increase/ (decrease) in %
Market Price (Rs.)	1.05	0.78	-25.71
EPS (Rs.)	(0.02)	(3.24)	N.A.
Market Capitalisation (Amount in Rs. Cr)*	6.84	5.08	-25.73
Networth (Amount in Rs. Cr)	6.13	6.01	-1.96

*Based on the closing price of shares of the Company at BSE.

Comparison of share price at the time of first public offer and market price of the share of 31st March, 2017: Not Applicable; there is no public issue made by the Company in the last more than 10 years. (Amount in Rs.)

G. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

	2015-16	2016-17	Increase (%)
Average salary of all Employees (other than Key Managerial Personnel)	146456	156448	6.82%
Salary of MD & CEO	Nil	Nil	N.A.
Salary of CFO & CS	N.A.	N.A.	N.A.

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel: Nil

H. Key parameters for the variable component of remuneration paid to the Directors:

There is no variable component of remuneration payable to any director of your Company.

I. Name of employees of the Company who receive remuneration in excess of the highest paid Director of the Company: As the MD of the Company does not receive any salary, this is not applicable.**J. Affirmation:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

K. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Names of the top ten employees in terms of remuneration drawn:

Sr. No.	Name	Salary per annum (INR)
	Balasubramanian	7,77,600
	M. Socrates	4,27,200
	Michelle Fernandes	3,23,208
	Suresh Chandra Pradhan	2,85,912
	Shafhudin K B	2,46,504
	Narasur Patil	2,45,304
	Shailendra Kumar Mishra	2,35,392
	Dattatarya S Ingale	2,27,160
	Tushar Moreshwar Patil	2,24,076
	Jadhav Sangala Yuvray	2,21,736

List of employees of the Company employed throughout the financial year 2016-17 and were paid remuneration not less than Rs. One crore and two lakhs per annum: Nil

Employees employed for the part of the year and were paid remuneration during the financial year 2016-17 at a rate which in aggregate was not less than Rs. Eight lakh and Fifty Thousand per month: Nil

FORM NO. AOC -2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

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

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

S No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts/ arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

S. No	Particulars	Details
1	Name (s) of the related party & nature of relationship	N.A.
2	Nature of contracts/ arrangements/ transaction	
3	Duration of the contracts arrangements/ transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Date of approval by the Board	
6	Amount paid as advances, if any	

For and on Behalf of the Board
For **Aurum Soft Systems Ltd**Date: 30th August, 2017
Place: Chennai**Surinder Kaur Kalra**
Managing Director
DIN: 00177037**Amarjit Singh Kalra**
CFO & Executive Director
DIN: 00176921

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2017
[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	L32200TN1994PLC026958
ii)	Registration Date	04.03.1994
iii)	Name of the Company	Aurum Soft Systems Limited
iv)	Category/Sub Category of the Company	Company Limited by Shares
v)	Address of the Registered office and contact details	As on 31 st March, 2017: New No. 9, Ground Floor, 4 th Street Venkateshwara Nagar, Adyar Chennai, Tamil Nadu 600020, Address changed w.e.f. 21 st July, 2017: City Centre Plaza, 3 rd Floor, Room No. 7/48 Anna Salai, Chennai, Tamil Nadu 600020 Contact No.: 7042292838, 044-42187785, 42187794 Fax.: 044-42187803
(vii)	Whether listed company (Yes/No)	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent (as on 31.03.2017)	Cameo Corporate Services Ltd Subramanian Building No. 1, Club House Road, Chennai 600 002, India. Phone : 91-44 - 2846 0390 Fax : 91-44 - 2846 0129 E-mail : cameo@cameoindia.com
	As on the date of this report	Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283, Fax 011-29961284

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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Resourcing Services	783	100%

III. Particulars Of Holding, Subsidiary And Associate Companies

S. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	%age of shares held	Applicable section
NIL					

IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31/03/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	18426927	Nil	18426927	28.31%	18426927	Nil	18426927	28.31%	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(1)	18426927	Nil	18426927	28.31%	18426927	Nil	18426927	28.31%	Nil
(2) Foreign									
a) NRIs Individual	2068500	Nil	2068500	3.18%	2068500	Nil	2068500	3.18%	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A)(1)	2068500	Nil	2068500	3.18%	2068500	2068500	2068500	3.18%	Nil
Total Shareholding of Promoter A=A(1)+A(2)	20495427	20495427	20495427	31.48%	20495427	20495427	20495427	31.48%	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	7866977	Nil	7866977	12.08%	7866977	Nil	7866977	12.08%	Nil
h) Foreign Venture Capital Funds	9762499	Nil	9762499	15.00%	Nil	Nil	Nil	Nil	-15.00%
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	17629476	Nil	17629476	27.08%	7866977	Nil	7866977	12.08%	-15.00%
2. Non-Institutions									
a) Bodies Corporate									
i) Indian	681131	18000	699131	1.07%	630002	18000	648002	1.00%	-0.07%
ii) Overseas	6000000	Nil	6000000	9.21%	6000000	Nil	6000000	9.21%	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	7066968	313525	7380493	11.35%	6929642	303875	7233517	11.11%	-0.24%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	11374602	Nil	11374602	17.47%	19591264	Nil	19591264	30.09%	12.62%

c) Others (specify)									
(i) NRI	1185271	Nil	1185271	1.82%	434371	Nil	434371	0.67%	-1.15%
(ii) HUF	335599	Nil	335599	0.51%	324024	2497318	2821342	4.33%	3.82%
(iii) Clearing Members	1	Nil	1	Nil	9100	9100	9100	0.01%	0.01%
Sub-total (B)(2):-	26643572	331525	26975097	41.43%	36415721	321875	36737596	56.43%	14.99%
Total Public Shareholding (B)=(B)(1)+(B)(2)	44273048	331525	44604573	68.52%	44282698	321875	44604573	68.52%	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	64768475	331525	65100000	100%	64778125	321875	65100000	100%	Nil

b) Shareholding of Promoter:

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Shripathee Investments Pvt Ltd	18426927	28.31%	Nil	18426927	28.31%	Nil	Nil
2	Mr. Srikanth Ramanathan	2068500	3.18%	Nil	2068500	3.18%	Nil	Nil
	Total	20495427	31.48%	Nil	20495427	31.48%	Nil	Nil

c) Change in Promoters' Shareholding

SN	Shareholder's Name	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.01.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
Nil								

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Shareholder's Name	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.01.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	SPARROW ASIA DIVERSIFIED OPPORTUNITIES FUND	5509477	8.46	N.A.	Nil	N.A.	5509477	8.46

2	CRESTA FUND LTD	5143755	7.90	13-Jan-2017	-5143755	SALE	0	0.00
3	APMS INVESTMENT FUND LTD	3519997	5.40	13-Jan-2017 20-Jan-2017	-3000000 -519997	SALE SALE	519997 0	0.7987 0.00
4	LEMAN DIVERSIFIED FUND	2357500	3.62	N.A.	Nil	N.A.	2357500	3.62
5	RAJAGOPALAN K P	2251147	3.46	13-Jan-2017	-2251147	SALE	0	0.00
6	BMFI LIMITED	2250000	3.46	N.A.	Nil	N.A.	2250000	3.46
7	ROLLMAR LIMITED	2250000	3.46	N.A.	Nil	N.A.	2250000	3.46
8	ZENOTECH PTE LTD	1500000	2.30	N.A.	Nil	N.A.	1500000	2.30
9	UGANDHAR M	1286250	1.98	13-Jan-2017	-1286250	SALE	0	0.00
10	PRASHANTI U	1282725	1.97	13-Jan-2017	-1282725	SALE	0	0.00
11	AMARJIT SINGH KALRA	0	0.00	13-Jan-2017 20-Jan-2017	11444416 2982000	Purchase Purchase	11444416 14426416	17.58 22.16
11	AMARJIT SINGH KALRA	0	0.00	02-Sep-2016 09-Sep-2016 16-Sep-2016 23-Sep-2016 30-Sep-2016 07-Oct-2016 14-Oct-2016 21-Oct-2016 28-Oct-2016 02-Dec-2016	3500 20000 47878 22244 7600 8250 25392 11008 3075 2717	Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase Purchase	3500 23500 71378 93622 101222 109472 134864 145872 148947 151664	0.01 0.04 0.11 0.14 0.16 0.17 0.21 0.22 0.22 0.23
12	ANUJ MAHESHWARI	0	0.00	31-Mar-2017	2497318	Purchase	2497318	3.83
13	SATISH CHANDER VOHRA	0	0.00	11-Nov-2016 06-Jan-2017 13-Jan-2017 20-Jan-2017	209673 499500 42250 501252	Purchase Purchase Purchase Purchase	209673 709173 751423 1252675	0.32 1.09 1.15 1.92
14	ARJUNDURAI R	1031000	1.58	N.A.	Nil	N.A.	1031000	1.58
15	LALITH CHANDAK.	416212	0.64	N.A.	Nil	N.A.	416212	0.64

e) Shareholding of Directors and Key Managerial Personnel:

SN	Name of the Directors and KMPs	Shareholding		Date of change	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Mr. Srikanth Ramanathan	2068500	3.18	N.A.	N.A.	N.A.	2068500	3.18
2	Mr. Keerthivasan Balaji	0	0	N.A.	N.A.	N.A.	0	0
3	Mr. Ganapati Subramanian Venkatraman	0	0	N.A.	N.A.	N.A.	0	0
4	Mr. K.S. Vaidyanathan	0	0	N.A.	N.A.	N.A.	0	0
5	Mrs. Kamakshi Shankararaman	0	0	N.A.	N.A.	N.A.	0	0

V) Indebtedness of the company including interest outstanding/ accrued but not due for payment

(Rs. In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
• Addition	0	0	0	0
• Reduction (Repayments)	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. Remuneration of directors and key managerial personnel

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (in Rs.)
		Mr. Srikanth Ramanathan	
1	Gross salary	Managing Directors	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		0
2	Stock Option		0
3	Sweat Equity		0

4	Commission	0	0
	- as % of profit	0	0
	- others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	0	0
	Ceiling as per the Act	N.A.	N.A.

B. Remuneration to other directors

S N.	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		Mr. K. Balaji	Mr. K.S. Vaidyanathan	Mr. V. Ganapati Subramanian	Mrs. Kamakshi Shankararaman	
1	Independent Directors					
	Fee for attending board committee meetings	6000	6000	6000	6000	24000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	6000	6000	6000	6000	24000
2	Other Non-Executive Directors	N.A.	N.A.	N.A.	N.A.	N.A.
	Fee for attending board committee meetings	N.A.	N.A.	N.A.	N.A.	N.A.
	Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Others, please specify	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (2)	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (B)=(1+2)	6000	6000	6000	6000	24000
	Total Managerial Remuneration	6000	6000	6000	6000	24000
	Overall Ceiling as per the Act	It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013.				

C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Amount in Rs.)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.	N.A.
	others, specify...	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.

VII. Penalties/ punishment/ compounding of offences: Nil [No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other officers in default					
Penalty					
Punishment					
Compounding					

FORM No. MR-3

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

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

To,
The Members,
Aurum Soft Systems Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aurum Soft Systems Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2017 according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; (Not applicable to the Company during the audit period)
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the audit period);
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- vi. Other laws specifically applicable to the Company namely–
 - (a) Information Technology Act, 2000 and the rules made thereunder;
 - (b) Special Economic Zones Act, 2005 and the rules made thereunder; (Not Applicable) Software Technology Parks of India rules and regulations; (Not Applicable)

- (c) The Indian Copyright Act, 1957;
- (d) The Patents Act, 1970;
- (f) The Trade Marks Act, 1999.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings
- ii. The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except that the Company does not have a Company Secretary and Chief Financial Officer, which is a non-compliance of Section 203 of the Act.

I further report that:

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

Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Chennai, May 26, 2017

K.R. Jagannathan
Company Secretary in Practice
C.P. No. 14698
Membership No. 39636

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

'Annexure A'

To,
The members,

Aurum Soft Systems Limited

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

Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Chennai, May 26, 2017

K.R. Jagannathan
Company Secretary in Practice
C.P. No. 14698
Membership No. 39636

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement:

The management Discussion and Analysis Report may contain certain statements that might be considered forward looking. These statements are subject to certain risks and uncertainties. Actual results may differ materially from those expressed in the statement as important factors could influence Company's operations such as Government policies, economic development, political factors and such other factors beyond the control of the Company.

Industry & Business Overview:

Our Company is engaged in the business of providing enterprise applications and flexible IT solutions. Our Company provide a comprehensive range of workforce solutions and services. Fast-evolving technology landscapes, dynamic economic environments and the emergence of e-business regime has created a need for enterprises to look for design and execute their technology transformation and support programs. Various enterprises are engaging as IT Services companies who can deliver high quality service on a high level scale and at competitive costs.

After the closed of the financial year; the entire management control over the Company has been acquired by Mr. Amarjit Singh Kalra from the old promoters. Mr. Amarjit Singh Kalra has already completed that formalities pursuant to the provisions of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011. The new management endeavor to explore business expansion and diversification in future in various industry segment in future.

Product wise performance

The company's main business operations is manpower resourcing/ IT consultancy services. The product wise performance of the Company has been mentioned in the attached balance sheet of the Company.

Opportunities & Threats and Risks & Concern

There is always competition in the business. On a macro level business is also impacted by changes in Government Policy and International Markets. The Company follows and shall follow a suitable strategy to continuously modify its risk profile by eliminating and significantly reducing key business risks.

Outlook

Your management believe that the global economic recovery is in its way. Your new management hope to revive the company, explore new business avenues and make the company profitable.

Human resource / Industrial relations

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year. The management is also committed to help the employees and workers to sharpen their skills and to improve their knowledge base.

Internal Control Systems and Adequacy

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other business structures, its culture, policies and procedures which ensure that the Company is managed in a manner that meets stakeholder's aspirations and societal expectations. Company is a listed company on the BSE Limited (BSE). The Company has complied with the applicable provisions of the corporate governance as specified in the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the disclosure in this Corporate Governance Report, save as mentioned otherwise, relates to the financial year ended 31st March, 2017/ as on the closure of the last financial year ended on 31st March, 2017.

B. BOARD OF DIRECTORS

Composition of the Board

The Board of Directors as on 31st March, 2017, consists of 5 (five) members. Other than the Managing Director, all the other members of the Board are Non-Executive and Independent Directors. As on 31st March, 2017, the Chairman of the Board was Mr. Keerthivasan Balaji, a Non-Executive Independent Director.

The composition of the Board was in conformity with Regulation 17 of the SEBI LODR Regulations read with Section 149 of the Companies Act, 2013 (the "Act"). None of the Directors are related to each other.

The Board members have collective experience in diverse fields like finance, legal and business administration. The Directors are elected based on their qualification and experience in varied fields as well as Company's business needs.

Details of Other Directorship

None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors.

The details of the Directors, including the details of their other Board Directorship reckoned in line with SEBI (LODR) Regulations and committee membership are given below:

Director	Category	Other Directorships in Public Companies	Membership of Board Committees in other Public Companies *
Mr. Keerthivasan Balaji	Independent & Non-Executive (Chairman)	Nil	Nil
Mr. Srikanth Ramanathan	Promoter & Executive	Nil	Nil
Mr. V. Ganapathi Subramanian	Independent & Non-Executive	Mahameru Fashion Apparel Limited (Public but Unlisted)	Nil
Mr. K.S. Vaidyanathan	Independent & Non-Executive	Nil	Nil
Mrs. Kamakshi Shankararaman	Independent & Non-Executive	Quintegra Solutions Limited and Sri Nandaa Spinners Limited (Both are Listed)	Nil

* Includes only membership in Audit, Stakeholder's Relationship, Nomination & Remuneration Committee.

Board Meetings

The Board of Directors meet at regular intervals with a formal schedule of matters specifically reserved for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The Board is regularly briefed and updated on the key activities of the business and is provided with briefings and presentations on other matters concerning the Company on a need basis.

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors present
May 30, 2016	5	5
August 10, 2016	5	5
November 9, 2016	5	5
January 13, 2017	5	5

Attendance of Directors at Board and Annual General Meeting

Name of the Director	Attendance at the Board Meeting held on:				Attendance at the AGM held on September 30, 2016
	May 30, 2016	August 10, 2016	November 9, 2016	January 13, 2017	
Mr. Keerthivasan Balaji	✓	✓	✓	✓	✓
Mr. Srikanth Ramanathan	✓	✓	✓	✓	✓
Mr. Venkatraman Ganapathi Subramanian	✓	✓	✓	✓	X
Mr. K.S. Vaidyanathan	✓	✓	✓	✓	X
Mrs. Kamakshi Shankararaman	✓	✓	✓	✓	X

The time gap between any two meetings did not exceed 120 days.

In accordance with Regulation 36(3) of SEBI LODR Regulations, the full details of Director seeking re-appointment at the ensuing Annual General Meeting have been furnished in the Notice convening the meeting of the Shareholders.

Changes in the Board Constitution

There is no change in the constitution of the Board of Directors during the financial year ended 31st March, 2017.

Availability of Information to Board of Directors

In terms of the Corporate Governance philosophy, all statutory and other significant material informations are placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the Shareholders. Further, information as mentioned in Schedule II Part A of the SEBI LODR Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance status of all laws applicable to the Company.

Shareholding of Directors

The shares held by Directors as on 31st March 2017 are given below:

S.No.	Name of the Director	Number of Shares
1	Mr. K. Balaji	Nil
2	Mr. Srikanth Ramanathan	2068500
3	Mr. V. Ganapathi Subramanian	Nil
4	Mr. K.S. Vaidyanathan	Nil
5	Mrs. Kamakshi Shankararaman	Nil

There are no other shares or convertible instruments held by any other Director. The Company does not have Stock Options in force.

None of the aforesaid Directors of the Company were related to each other.

Board Induction and Familiarization programme

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, functions, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Act, SEBI LODR Regulations and his affirmation taken with respect to the same. The format of the formal letter of appointment issued to the Independent Directors at the time of their appointment has been uploaded on the Company's website and is available on the following link <http://www.aurumsoftsystems.com/cp/pdf/080520161462701512Letter%20of%20appointment%20-%20ID%20with%20annex.pdf>

A Directors' kit containing information about the Company, Memorandum and Articles of Association and Annual Reports for previous 3 years is handed over to the new director. The Directors are also provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

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

Performance Evaluation

Pursuant to the provisions of the Act and SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance and that of its Committees and the Directors individually.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board

(without the participation of the concerned Director). The performance evaluation of the Chairman and the Managing Director was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Committees of the Board

Various committees of the Board have been constituted to assist the Board in discharging its responsibilities. There were five committees constituted by the Board – the Allotment Committee, Audit Committee, Stakeholders Relationship Committee, Risk Management Committee and the Nomination and Remuneration Committee. The Board at the time of constitution of each committee fixes the terms of reference for the Committee and also delegates powers from time to time. Various recommendations of the Committees are submitted to the Board for approval. The minutes of the meetings of all the Committees are circulated to the Board for its information.

The Allotment Committee and Risk Management Committee of the Board of Director was dissolved during the year. There was no meeting of the Allotment Committee and Risk Management Committee in the last year.

The Quorum for meetings of all the above referred Committees is either two members or one - third of the members of the Committee, whichever is higher.

C. AUDIT COMMITTEE

The Company has constituted an Audit Committee comprising of Non-Executive Directors.

Terms of reference of the Audit Committee

The terms of reference of the Committee covers all applicable matters specified under Regulation 18 of the SEBI LODR Regulation dealing with Corporate Governance and Section 177 of the Act.

- i. Terms of Reference of the Audit Committee include among other things:
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- iii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iv. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 - a. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - b. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - c. Changes, if any, in accounting policies and practices and reasons for the same;
 - d. Major accounting entries involving estimates based on the exercise of judgment by management;
 - e. Significant adjustments made in the financial statements arising out of audit findings;
 - f. Compliance with listing and other legal requirements relating to financial statements;
 - g. Disclosure of any related party transactions;
 - h. Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.

The Audit Committee comprised of Mr. Keerthivasan Balaji as the Chairman, Mr. K.S. Vaidyanathan and Mr. Venkatraman Ganapathi Subramanian as its members. The details of the Members participation at the Meetings of the Audit Committee are as under:

Name of the Member	Attendance at the Audit Committee Meetings held on				Category
	May 30, 2016	August 10, 2016	November 09, 2016	January 13, 2017	
Mr. Keerthivasan Balaji (Chairman)	P	P	P	P	Non- executive / Independent
Mr. Venkatraman Ganapathi Subramanian	P	P	P	P	Non - executive / Independent
Mr. K.S. Vaidyanathan	P	P	P	P	Non - executive / Independent

The time gap between any two meetings of the Audit Committee did not exceed 120 days.

The previous Annual General Meeting held on September 30, 2016 was attended by Mr. Keerthivasan Balaji, Chairman of the Audit Committee.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Statutory Auditor is permanent invitee to the Audit Committee Meetings. He has attended all the Audit Committee meetings held during the year. The Managing Director and the Internal Auditor are also permanent invitees to the meetings of the Audit Committee.

D. NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Act and Regulation 19 of the SEBI LODR Regulations, the Board has constituted the Nomination and Remuneration Committee comprising of Independent Directors.

Terms of reference of the Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee include among other things:

- Identification and recommendation of persons for appointment as Directors of the company and for senior management;
- Recommendation to the Board on the Remuneration policy relating to the Directors, Key managerial personnel and other employees of the Company;
- Determination of the remuneration payable to the Managing Director on the basis of his performance as well as the Company's performance.

Policy for selection and appointment of Directors and their Remuneration

The Nomination and Remuneration policy of the Company is directed towards rewarding performance. The Managing Director and the Whole Time Director of the Company are entitled for payment of Remuneration as decided by the Board and approved by the members as per the provisions of the Companies Act, 2013. Directors are also entitled for the sitting fee for attending Board Meeting except the Managing Director and Whole Time Director. However, no sitting fee is paid for attending any committee meeting by the Committee members.

The complete Nomination and Remuneration Policy framed by the Company is part of the Annual Report.

Composition

The Committee currently comprises of Mr. K.S. Vaidyanathan as the Chairman, Mr. Keerthivasan Balaji and Mr. Venkatraman Ganapathi Subramanian as its members. The details of Members participation at the Meetings of the Committee are as under:

Name of the Member	Attendance at the Nomination and Remuneration Committee Meetings held on January 13, 2017	Category
Mr. K.S. Vaidyanathan (Chairman)	P	Non - executive / Independent
Mr. Keerthivasan Balaji	P	Non- executive / Independent
Mr. Venkatraman Ganapathi Subramanian	P	Non - executive / Independent

Details of the Directors' Remuneration for the financial year ended 31st March, 2017

Name of Director	Sitting fees	Salaries & Perquisites (In Rs.)	Commission, Bonus Ex-gratia	Total Amount (In Rs.)
Mr. Srikanth Ramanathan	Nil	Nil	Nil	Nil
Mr. Venkatraman Ganapathi Subramanian	6,000	Nil	Nil	6,000
Mr. K.S. Vaidyanathan	6,000	Nil	Nil	6,000
Mr. Keerthivasan Balaji	6,000	Nil	Nil	6,000
Mrs. Kamakshi Shankararaman	6,000	Nil	Nil	6,000

Apart from the above, there was no pecuniary relationship between the Directors and the Company.

E. STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Act and Regulation 20 of the SEBI LODR Regulations, the Board has constituted the Stakeholders Relationship Committee.

Terms of Reference of the Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee includes:

- a. Transfer of shares, transmission of shares, dematerialization of shares, re-materialization of shares, split of shares, consolidation, issue of duplicate share certificate, etc.,
- b. Looking into the redressing of grievances of all stakeholders
- c. Determining, monitoring and reviewing the standards for resolution of grievance of stakeholders
- d. Evaluating the performance of the Registrar and Share Transfer Agent of the Company.

During the year 2016-17, the Company did not receive any complaint from a Shareholder. There was no pending investor complaint as on 31st March, 2017.

The Stakeholders' Relationship Committee comprised of Mr. Keerthivasan Balaji (Non executive Independent Director) as the Chairman and Mr. Srikanth Ramanathan as the member. There was no meeting of the Stakeholders Relationship Committee during the year.

The Company has appointed Ms. Swati Srivastava as the Company Secretary & Compliance Officer w.e.f. 21st July, 2017.

F. GENERAL BODY MEETINGS

The details of Annual General Meetings / Extraordinary General Meetings held since 2014, are given below:

Year	AGM / EGM	Date	Time	Venue	Special Resolutions Passed
2016	AGM	September 30, 2016	9:30 A.M.	The Conference Centre – Mini Hall, New No: 24 (Old No:58), 2 nd Main Road, R.A. Puram, Chennai – 600028	-
2015	AGM	September 30, 2015	9.30 A.M.	The Conference Centre – Mini Hall, New No: 24 (Old No:58), 2 nd Main Road, R.A. Puram, Chennai – 600028	Adoption of new set of Articles of Association of the Company
2014	AGM	September 09, 2014	11.00 A.M.	The Conference Centre – Mini Hall, New No: 24 (Old No: 58), 2 nd Main Road, R.A. Puram, Chennai – 600028	Approval of Borrowing limits

During the year under review, no special resolution has been passed through the exercise of postal ballot.

No special resolution is proposed to be conducted through postal ballot at the ensuing Annual General Meeting to be held on September 27, 2017. However, your Board proposes to separately conduct a postal ballot process for change in the object clause of the Memorandum of Association and other matter. A separate postal ballot notice would be served to the members for the same.

G. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Act and as per Regulation 23 of the SEBI LODR Regulations, during the financial year were in the ordinary course of business and on an arms' length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The particulars of transactions between the Company and its related parties, is set out in Note 22 to notes to the standalone financial statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The same is available on the following web link: <http://www.aurumsoftsystems.com/cp/pdf/120420161460483369Related%20party%20transactions%20policy.pdf>

H. SUBSIDIARIES

As at 31st March 2017, the Company does not have any subsidiary. Hence, the Company has not formulated a policy on material subsidiaries.

I. DISCLOSURES

- There has been no instance of non-compliance by the Company. During the last three years, no penalty or stricture has been imposed on the Company on any matter related to the capital markets by Stock Exchanges or SEBI or any statutory authority.
- The Company has framed and adopted a policy on Whistle blower in accordance with Regulation 22 of SEBI LODR Regulations. No employee has been denied access to approach the Audit Committee to report any serious concerns. The said policy has also been uploaded on the Company's website and is available on the following link: <http://www.aurumsoftsystems.com/cp/pdf/120420161460483210whistle%20blower%20policy.pdf>

- The Company has also adopted Policy on Disclosure of Material Events / Information and Policy on Preservation of Documents and archival of documents. The said policies have been uploaded on the Company's website and are available on the following link: <http://www.aurumsoftsystems.com/cp/pdf/12042016146048363020151114%20-%20Policy%20on%20Disclosure%20of%20Material%20Events%20-%20ASSL.pdf>
<http://www.aurumsoftsystems.com/cp/pdf/12042016146048374620151114%20-%20Policy%20on%20Document%20Retention-ASSL.pdf>
- No differential treatment from the Accounting Standards was followed in the preparation of the financial statements of the Company. However, as per the terms of the agreement with the clients, gratuity payable to employees deployed with the clients would be reimbursed by the clients as and when the gratuity is payable to the employees. In accordance therewith, provision for gratuity in respect of the employees deployed with various clients, has been debited to the account of the respective clients instead of being debited to the statement of Profit and Loss. Gratuity cost in respect of other employees has been debited to the statement of Profit and Loss.
- There has been no public, rights or preferential issues during the year.
- All Directors and senior management personnel have affirmed to the Board that they did not have any financial and other transactions with the company, which could result in conflict with the interest of the Company at large.
- In compliance with the SEBI (Prohibition of Insider Trading) Regulations 2015, the Company has a Code of Conduct for prevention of Insider Trading and the same has been strictly adhered to by the directors, and the designated employees. The Company informs the Directors and the designated employees, about the date of the board meeting to consider any price sensitive subjects and advising them not to trade in Company's shares, during the closure of the trading window period. The Company also obtains a declaration from the Directors and the senior management personnel with regard to their compliance with the Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations. The Company has also formed the 'Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information', in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, which has also been uploaded on the website of the Company under the following link: <http://www.aurumsoftsystems.com/cp/pdf/120420161460483462UPS1%20Code.pdf>
- The Company has designated the mail id arun@aurumsoftsystems.com and posted this in the Company's website. The investors can send their grievances, if any, to the designated mail id.
- As per Regulation 46 of the SEBI LODR Regulations, the Company maintains a functional website containing basic information about the Company and updates the contents of the said website periodically. In pursuance of this clause, the Company has upgraded its website and all the information as envisaged in the said clause are available in its official website www.aurumsoftsystems.com
- The Company has uploaded in its website, the information regarding the unpaid and unclaimed dividends as on the date of the AGM including the name and address, of the shareholders who haven't claimed the dividend, the amount to which the shareholders are entitled and the due date of transfer to IEPF.

J. MEANS OF Communication

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to the Bombay Stock Exchange with whom the Company has Listing arrangement. These financial results, in the prescribed format, are published in leading local and national newspapers; viz. "NEWSTODAY" in English and in "MAALAI SUDAR" in Tamil and are also posted on the Company's website www.aurumsoftsystems.com. Key developments are communicated to the Stock Exchange, as and when they occur and also displayed on Company's Website.

A Management Discussion and Analysis Report, forming part of the Directors' Report, is included in this Annual Report.

There was no presentation made to the institutional investors during the last financial year.

K. CEO Certification

As required under Regulation 17 of the SEBI LODR Regulations, a Certificate duly signed by the Managing Director & CFO has been obtained and placed before the Board. A copy of the same is annexed to this Report.

L. CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Certificate from Shubham Shukla & Associates, affirming compliance with the conditions of Corporate Governance, is enclosed along with this Annual Report.

M. General Shareholder Information

1	Registered Office Address	City Centre Plaza, 3rd Floor, Room No. 7/48 Anna Salai, Chennai, Tamil Nadu 600020
2	23 rd Annual General Meeting Date Time Venue	September 27, 2017 3.30 P.M. The Conference Centre – Mini Hall New No:24 (Old No:58) 2nd Main Road R.A. Puram, Chennai – 600028
3	Financial Year	April to March

4	Dates of Book Closure	August 27, 2017 to September 02, 2017 (both days inclusive)
5	Dividend Payment Date	N.A. (No Dividend proposed)
6	Approval of Financial Result (Proposed) Quarter Ending June 30, 2017 Quarter Ending September 30, 2017 Quarter Ending December 31, 2017 Quarter Ending March 31, 2018	21st July, 2017 (Actual) Second Week of November 2017 Second Week of January 2018 Last Week of May 2018
7	Listing on Stock Exchange: The Equity Shares are listed at	BSE Limited (BSE) Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai - 400001 Maharashtra, India Tel: 91-22-22721233, 22721234 Fax: 91-22-22721919
8	Listing Fees	Listing Fees has been paid to the stock exchange for the financial year 2017-18.
9	Stock Exchange Security Code and other related information	BSE 530885 Depository ISIN No. INE 600D01021 CIN L32200TN1994PLC02695
10	Dematerialization of Shares	The Shares of the Company are available for trading in both the depository systems namely Central Depository Services (India) Limited and National Securities Depository Limited
11	No. of Shares Dematerialized as on 31st March 2017	64778125 shares; 99.50% of Total shares of the Company
12.	Depository Participants for shares	National Securities Depository Limited Trade World, A Wing, 4th & 5th Floors Kamala Mills Compound Lower Parel, Mumbai - 400013 Tel: 91-22- 2499 4200 Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers 17th Floor, Dalal Street, Mumbai – 400001 Tel: 91-22- 2272 3333
13.	Registrar and Transfer Agent	Cameo Corporate Services Limited “Subramanian Building” No.1, Club House Road, Chennai - 600002 Contact Person: Mr. P. Muralidharan Tel: 044 – 28460390 Email: murali@cameoindia.com Beetal Financial & Computer Services Pvt Ltd Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi - 110062 Ph. 011-29961281-283, Fax 011-29961284 Email: beetal@beetalfinancial.com Shareholders are requested to correspond with the Registrar and Transfer Agent for transfer / transmission of shares, change of address, queries pertaining to their shareholding at their address given above.
14.	Share Transfer Systems	Share Transfer System are processed and approved, subject to receipt of all requisite documents. The Company seeks to ensure that all transfers are approved for registration within the stipulated period. With a view to expediting the approval process, the Board of Directors has authorized the Stakeholders Relationship Committee to approve the transfer of shares. The Company's shares are traded in the Stock Exchange, Mumbai compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the documents being in order.

15. Distribution of shareholding as on 31st March 2017

Shareholding (In Rs.)	No. of Shareholders	% of total shareholders	Amount of Shares	% of total shares
2-5000	2927	80.02%	4287536	3.29%
5001-10000	368	10.05%	2884912	2.21%
10001-20000	191	5.22%	2976806	2.28%
20001-30000	64	1.74%	1646146	1.26%
30001-40000	27	0.73%	970902	0.74%
40001-50000	13	0.35%	583646	0.44%
50001-100000	31	0.84%	2156886	1.65%
100001-and above	37	1.01%	114693166	88.08%
TOTAL	3658		130200000	100.00%

16. Shareholding pattern as on 31st March 2017

Particulars	Number of Shares Held	% of Share holding
A. Promoter Holding		
a) Indian Promoters	18426927	28.31
b) Foreign Promoters	2068500	3.18
Sub - Total (A)	20495427	31.48
B. Non- Promoter Holding		
Institutional Investors		
a) Foreign Portfolio Investors (FPIs)	Nil	Nil
b) Foreign Institutional Investors (FIIs)	7866977	12.08
Sub- Total (B)	7866977	12.08
C. Others		
a) Bodies Corporate	648002	1.00
b) Clearing Members	9100	0.01
c) Indian Public	26824781	41.21
d) HUF	2821342	4.33
e) Non Resident Indians (Non-Repat and Repat)	434371	0.67
f) Overseas Corporate Bodies	4500000	6.91
g) Foreign Corporate Bodies	1500000	2.3
Sub- Total (C)	36737596	56.44
Grand Total (A+B+C)	65100000	100.00

17. Stock Price Data

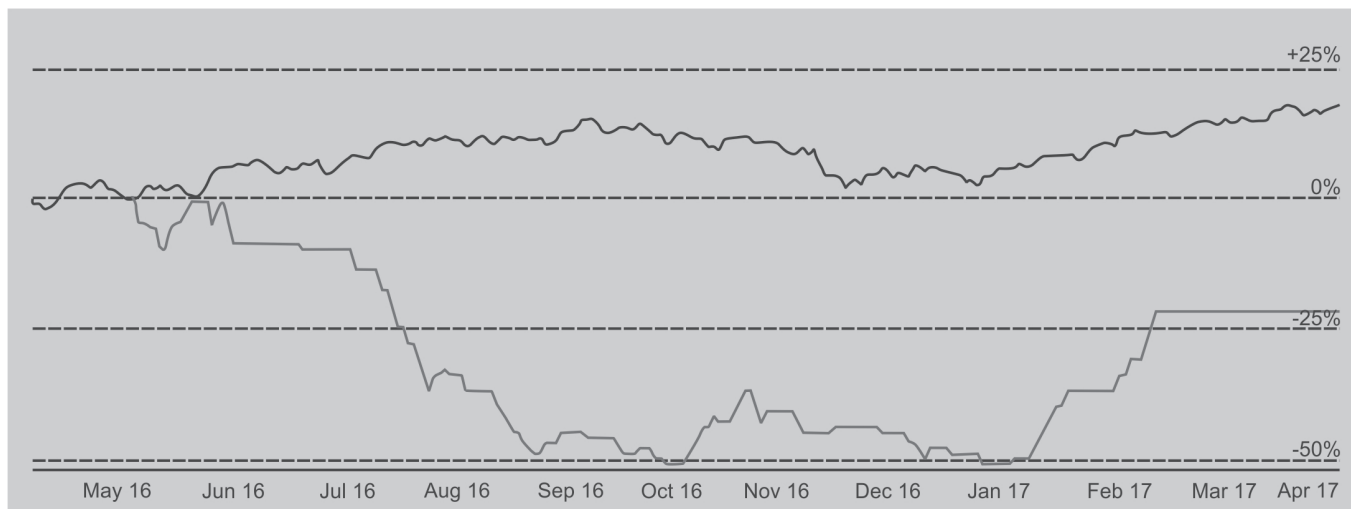
The high and low of the share prices of the Company is given below:

Month	Open	High	Low	Close
Apr 16	1.00	1.00	1.00	1.00
May 16	1.00	1.02	0.90	0.95
Jun 16	0.91	0.91	0.90	0.90
Jul 16	0.86	0.86	0.63	0.66
Aug 16	0.66	0.66	0.49	0.55
Sep 16	0.56	0.56	0.49	0.49
Oct 16	0.50	0.63	0.48	0.59
Nov 16	0.57	0.57	0.55	0.55
Dec 16	0.55	0.55	0.49	0.49
Jan 17	0.49	0.63	0.49	0.63
Feb 17	0.66	0.78	0.66	0.78

Mar 17	0.78	0.78	0.78	0.78
Apr 17	0.80	1.19	0.80	1.19
May 17	1.19	1.19	1.19	1.19
Jun 17	1.19	1.19	1.19	1.19
Jul 17	1.19	1.19	1.19	1.19
Aug 17	1.19	1.19	1.19	1.19

Source: www.bseindia.com

Aurum Soft Share Price vs. BSE Sensex



-----Aurum Soft-----

-----BSE Sensex-----

18.	Outstanding GDRs /ADRs/ warrants/ convertible instruments	There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.
19.	Branch/ Plant location	None
20.	Address for Investor correspondence	Ms. Swati Srivastava Manager – Secretarial Aurum Soft Systems Limited City Centre Plaza, 3 rd Floor, Room No. 7/48, Anna Salai, Chennai, Tamil Nadu 600020 Tel : 91 7042292838 E-mail: arun@aurumsoftsystems.com Website: www.aurumsoftsystems.com
21.	Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund (“IEPF”)	Pursuant to the applicable provisions of the Companies Act, 2013, and other applicable provisions, if any, of the Act, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, will be transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior, nor shall any payment be made in respect of such claims. Members who have not encashed their dividend warrant(s) for the financial years 2009-10 and 2010-11, are requested to make their claims without any delay to the Company’s Registrar and Transfer Agent
22.	Equity shares in suspense account	The Company does not have any equity shares in suspense account

23.	Commodity price risk or foreign exchange risk and hedging activity	As at 31st March 2017, the Company does not have any Commodity price risk or foreign exchange exposure
24.	Suspension of trading	There was no suspension of trading of our share, any time during the last financial year.

N. CODE OF CONDUCT

The Board of Directors has adopted Code of Conduct, applicable to Directors and to employees of the Company. The said Code of Conduct has been posted on the Company's website. The Company has obtained declarations from all its Directors and senior management personnel affirming their compliances with the applicable Code of Conduct.

The declaration by the Managing Director affirming compliance of the Code of Conduct by all members of the Board and the senior management personnel for the year ended 31st March 2017 is attached to this report.

O. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Company Secretary has been regularly carried out Reconciliation of Share Capital Audit, every quarter to reconcile the admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares with NSDL and CDSL.

P. DISCRETIONARY REQUIREMENTS

The Company has also fulfilled to the extent and in the manner as stated under the appropriate headings detailed below, the discretionary requirements as prescribed in Schedule II Part E of the SEBI LODR Regulations:

(i) *The Board*

The need for maintaining a Chairman's office has not arisen.

(ii) *Shareholders rights*

The quarterly results of the Company are published in newspapers and on the Company's website viz., www.aurumsoftsystems.com. These results are not sent to shareholders individually.

(iii) *Modified opinion(s) in audit report*

The auditor has issued an unqualified opinion on the statutory financial statements of the Company.

(iv) *Separate Posts of Chairperson and Chief Executive Officer*

There is no permanent/ fixed chairman in the Company. The Company has appointed Mrs. Surinder Kaur Kalra as Managing Director. The Company has complied with the requirement of having separate persons to the post of Managing Director / Chief Executive Officer.

(v) *Reporting of Internal Auditor*

The Internal Auditor reports directly to the Audit Committee.

Q. DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB REGULATION (2) OF REGULATION 46

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on Behalf of the Board
For **Aurum Soft Systems Ltd**

Date: 30th August, 2017
Place: Chennai

Surinder Kaur Kalra
Managing Director
DIN: 00177037

Amarjit Singh Kalra
CFO & Executive Director
DIN: 00176921

CODE OF CONDUCT CERTIFICATION

To
The Members,

The Board of Aurum Soft Systems Limited has laid down a code of conduct for all Board members and senior management. The code of conduct has been posted on the Company's website viz., www.aurumsoftsystems.com.

All the Board members and the senior management have affirmed compliance of the code for the financial year 2016-17.

Date: 30th August, 2017

Place: Chennai

Surinder Kaur Kalra
Managing Director
DIN: 00177037

CEO/CFO CERTIFICATION

We, Surinder Kaur Kalra, Managing Director and Amarjit Singh Kalra, Chief Financial Officer, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2017 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain 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 our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they 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 they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We 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 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 they 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.

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

We have examined the compliance of regulations of Corporate Governance by Aurum Soft Systems Limited for the year ended March 31, 2017, as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

FOR SHUBHAM SHUKLA & ASSOCIATES
Company Secretaries

DATE: 30.08.2017
PLACE: New Delhi

(SHUBHAM SHUKLA)
PROPRIETOR
C.P. NO. 17536

Independent Auditor's Report

To the Members of Aurum Soft Systems Limited

Report on the Financial Statements

I have audited the accompanying financial statements of Aurum Soft Systems Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the matters state in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, 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, as applicable. This responsibility also includes 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit.

I 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 and the Order under Section 143(11) of the Act.

I conducted my 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 standalone 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, I report that:
 - a. I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b. In my opinion proper books of account as required by law relating to preparation of the standalone financial statements have been kept by the Company so far as it appears from my examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement

with the books of account maintained for the purpose of preparation of these standalone financial statements.

- d. In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
 - e. on the basis of written representations received from the Directors as on March 31, 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017, from being appointed as a Director in terms of section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
 - g. With respect to the other matters to be included in the independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
 - iii. The Company was not required to transfer any amount to the Investor Education and Protection Fund.
2. As required by the Companies (Auditor's Report) Order, 2017 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Chennai
Date: May 26, 2017

S. Ramanath
Chartered Accountant
Membership No: 029416

Annexure 'A' to the Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

I have audited the Internal financial controls over financial reporting of Aurum Soft Systems Limited ('the Company') as of March 31, 2017 in conjunction with my audit of the financial statements of the Company for the year ended and as 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 started in the Guidance Note on Audit of internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the Guidance Note). 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 Act.

Auditors' Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that I comply with the 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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 auditors' judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepting 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 a 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 controls 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, base on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Place: Chennai
Date: May 26, 2017

S. Ramanath
Chartered Accountant
Membership No: 029416

Annexure 'B' to the independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Companies (Auditor's Report) Order,2017 ('the Order') issued by the Central Government in terms of section 143(11) of the Companies Act,2013 ('the Act') of Aurum Soft Systems Limited ('the Company')

1. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in my opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to me, no material discrepancies were noticed on such verification.
2. As explained to me, the Company does not hold any physical inventories.
3. 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 Act.
4. In my opinion and according to the information and explanations given to me, the company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2017 and therefore, the provisions of the clause 3 (V) of the order are not applicable to the Company.
6. Reporting under clause 3 (vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014
7. According to the information and explanations given to me, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, service tax, cess and other material statutory dues, wherever applicable, with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
 - (c) According to the records of the company and the information and explanations given to me, there are no dues of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited with the appropriate authorities on account of any dispute.
8. In my opinion and according to the information and explanations given to me, the Company has not defaulted in the repayment of loans or borrowings to banks. The company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.
10. To the best of my knowledge and according to the information and explanations given to me, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In my opinion and according to the information and explanations given to me, the company has not paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company and hence reporting under Clause 3 (xii) of the Order is not applicable.
13. In my opinion and according to the information and explanations given to me, the company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. During the year has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.
15. In my opinion and according to the information and explanations given to me, during the year the Company has not issued entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.
16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

Place: Chennai
Date: May 26, 2017

S. Ramanath
Chartered Accountant
Membership No: 029416

BALANCE SHEET AS AT 31st MARCH 2017

Particulars	Note	As at 31st March 2017 (Rs.)	As at 31st March 2016 (Rs.)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share capital	3	130,200,000	130,200,000
(b) Reserves and surplus	4	(70,149,486)	(68,861,117)
		60,050,514	61,338,883
Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)	10(a)	936,455	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions	5	276,923	3,943,357
		1,213,378	3,943,357
Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		5,723,597	94,300
(c) Other current liabilities	6	1,290,312	10,392,608
(d) Short-term provisions	7	410,974	7,266,936
		7,424,883	17,753,844
TOTAL		68,688,775	83,036,084
II. ASSETS			
Non-current assets			
(a) Fixed assets	8		
(i) Tangible assets		24,200	22,700
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
		24,200	22,700
(b) Non-current investments	9	-	-
(c) Deferred tax assets (net)	10(b)	-	-
(d) Long-term loans and advances	11	7,603,382	21,735,723
(e) Other non-current assets		-	-
		7,627,582	21,758,423

Current assets			
(a) Current investments	12	38,607,049	14,004,198
(b) Inventories		-	-
(c) Trade receivables	13	-	24,142,844
(d) Cash and bank balances	14	7,306,408	22,787,239
(e) Short-term loans and advances	15	15,098,273	291,576
(f) Other current assets	16	49,463	51,804
		61,061,193	61,277,661
TOTAL		68,688,775	83,036,084
Notes forming part of the financial statements	1 - 30		

As per my report of even date attached

For and on behalf of the Board

S. RAMANATH
Chartered Accountant
Membership No. 029416

SRIKANTH RAMANATHAN
Director

K. Balaji
Chairman

Place : Chennai
Date : May 26, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note	For the year ended 31 st March 2017 (Rs.)	For the year ended 31 st March 2016 (Rs.)
I. Revenue from operations	17	30,683,531	101,997,546
II. Other Income (net)	18	3,976,605	7,305,474
Total Revenue (I + II)		34,660,136	109,303,020
III. Expenses			
(a) Employee benefit expenses	19	25,294,502	85,116,500
(b) Operation and other expenses	20	7,008,810	3,297,533
(c) Depreciation and amortization expense	8	122,147	10,000,000
Total Expenses		32,425,459	98,414,033
IV. Profit before exceptional items and tax		2,234,677	10,888,987
V. Exceptional items			
(a) Write-off of Investment in Wholly Owned Subsidiary (net of provision)		-	(170,500,000)
(b) Bad debts		-	(283,732)
(c) Write-off of Loan to Wholly Owned Subsidiary		-	(47,261,163)
VI. Profit before tax		2,234,677	(207,155,908)
V. Tax expense			
(a) Current tax		425,817	-
(b) Deferred tax		936,455	3,649,084
(c) Income Tax for Previous Year		2,574,189	-
(d) MAT credit entitlement		(413,415)	-
		3,523,046	3,649,084
VIII. Profit for the year		(1,288,369)	(210,804,992)
Earnings per equity share of face value Rs. 2/-	25		
Basic and Diluted Earning per share (Rs.)		(0.02)	(3.24)
Notes forming part of the financial statements	1 - 30		

As per my report of even date attached

For and on behalf of the Board

S. RAMANATH
Chartered Accountant
Membership No. 029416

SRIKANTH RAMANATHAN
Director

K. Balaji
Chairman

Place : Chennai
Date : May 26, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

Particulars	Note	Year ended 31 st March 2017 (Rs.)	Year ended 31 st March 2016 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit / (Loss) before taxation		2,234,677	10,888,987
Adjustments for:			
Depreciation and Amortisation		122,147	10,000,000
Interest Income		(1,275,040)	(1,631,502)
Loss on sale of fixed asset		-	-
Bad Debts		-	(283,732)
Operating Cash Flow Before Working Capital Changes		1,081,784	18,973,753
Adjustments for:			
(Increase) / Decrease in Trade and other receivables		14,493,288	(6,604,657)
Increase / (Decrease) in Trade and other payables		(13,995,394)	(418,351)
Cash generated from / (used in) Operations		1,579,678	11,950,745
Income Taxes (paid) / refund received during the year		6,611,428	(2,081,578)
Net Cash generated from / (used in) Operating Activities during the year - A		8,191,106	9,869,167
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(123,647)	
Interest received		1,054,561	212,677
Loan repaid by wholly owned subsidiary (including interest)		-	15,478,525
Exchange (gain) / loss (net) on loan to subsidiary		-	-
Funds (deployed in) / realised from Mutual Funds		(24,602,851)	(5,113,243)
Net Cash generated from / (used in) Investing Activities during the year - B		(23,671,937)	10,577,959
C. CASH FLOW FROM FINANCING ACTIVITIES			
Dividend Paid		-	-
Tax on Dividend Paid		-	-
Proceeds / (Disbursement) of Fractional Entitlement on Bonus Shares		-	-
Funds earmarked for Dividend payment and Fractional Entitlement on Bonus shares		-	-
Net Cash generated from Financing Activities during the year - C		-	-

Net increase / (decrease) in cash and cash equivalents (A + B + C)		(15,480,831)	20,447,126
Cash and Cash Equivalent as at the beginning of the year		22,736,443	2,289,317
Cash and Cash Equivalent at the end of the year	14	7,255,612	22,736,443
Earmarked balances with banks		50,796	50,796
Bank deposits with more than 3 months maturity		-	-
Cash and Bank balances at the end of the year	14	7,306,408	22,787,239
Notes forming part of the financial statements	1 - 30		

Note:

1. Cash and Cash Equivalents represent Cash, Balances with Banks in Current Account and Fixed Deposits maturing within 3 months
2. Figures in brackets indicate Cash Outflow
3. Figures for the previous year have been regrouped / rearranged wherever found necessary

As per my report of even date attached

For and on behalf of the Board

S. RAMANATH
Chartered Accountant
Membership No. 029416

SRIKANTH RAMANATHAN
Director

K. Balaji
Chairman

Place : Chennai
Date : May 26, 2017

3. SHARE CAPITAL

Share capital consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
Authorised		
137,000,000 (31 st March 2016: 137,000,000) Equity shares of Rs. 2/- each	274,000,000	274,000,000
68,000,000 (31 st March 2016: 68,000,000) Non-cumulative optionally convertible Preference shares of Rs. 2/- each	136,000,000	136,000,000
	410,000,000	410,000,000
Issued, Subscribed & Paid-up		
65,100,000 Equity shares of Rs. 2/- each (31 st March 2016: 65,100,000 Equity share of Rs. 2/- each)	130,200,000	130,200,000
	130,200,000	130,200,000

a. Reconciliation of number of shares

	As at 31st March 2017		As at 31st March 2016	
	No. of shares	Amount (Rs.)	No. of shares	Amount (Rs.)
Equity shares				
Opening balance (face value - Rs. 2)	65,100,000	130,200,000	65,100,000	130,200,000
Add: Issued during the year	-	-	-	-
Closing balance	65,100,000	130,200,000	65,100,000	130,200,000

b. Shares held by holding company, its subsidiaries and associates

The company does not have any holding company.

c. Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a face value of Rs. 2/- per share. Each shareholder is eligible for one vote for each share held in the company. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim 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 to their shareholding.

d. Rights, preferences and restrictions attached to preference shares

The Company has not issued any preference shares

e. Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of shares	% of share capital	No of shares	% of share capital
Shripathee Investments Private Limited	18,426,927	28.31%	18,426,927	28.31%
Cresta Fund Limited	-	-	5,143,755	7.90%
Sparrow India Diversified Opportunities Fund	5,509,477	8.46%	5,509,477	8.46%
Mr. Amarjit Singh Kalra	14,426,416	22.16%	-	-

e. Shares allotted as fully paid up by way of bonus shares (during the 5 years preceding 31st March 2017)

4. RESERVES AND SURPLUS

Reserves and surplus consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Securities premium account		
Opening balance	183,800,000	183,800,000
Less: Capitalisation for bonus shares	-	-
Closing balance	183,800,000	183,800,000
(b) Surplus in statement of profit and loss		
Opening balance	(252,661,117)	(41,856,125)
Add: Profit for the year	(1,288,369)	(210,804,992)
	(253,949,486)	(252,661,117)
Less: Appropriations		
Proposed dividend on equity shares	-	-
Tax on dividend	-	-
(c) Diminution in Investment / Loan :		
Reserve	217,761,163	217,761,163
Less: Investment / Loan Written - off	(217,761,163)	(217,761,163)
	-	-
Closing balance	(253,949,486)	(252,661,117)
	(70,149,486)	(68,861,117)

5. LONG-TERM PROVISIONS

Long-term provisions consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Provision for gratuity	276,923	3,943,357
	276,923	3,943,357

6. OTHER CURRENT LIABILITIES (Unsecured)

Other current liabilities consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Salary payable	314,944	7,602,484
(b) Unclaimed dividends	39,269	39,269
(c) Statutory liabilities	442,973	1,489,062
(d) Audit fee payable	135,000	112,500
(e) Gratuity payable	357,998	1,149,165
(f) Other payables	128	128
	1,290,312	10,392,607

7. SHORT-TERM PROVISIONS

Short-term provisions consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Provision for Bonus to employees	410,974	7,266,936
	410,974	7,266,936

8. FIXED ASSETS

Fixed assets consist of the following:

Description	As At 1st April 2016	Additions	Deletions	As At 31st March 2017	Upto 1st April 2016	For the Year 2016-17	Deletions	Upto 31st March 2017	As at 31st March 2017	"As at 31st March 2016
(i) Tangible assets										
Furniture and fixtures	48,875		-	48,875	47,875	-	-	47,875	1,000	1,000
Plant and equipment	910,023	123,647	-	1,033,670	888,323	122,147	-	1,010,470	23,200	21,700
Total	958,898	123,647	-	1,082,545	936,198	122,147	-	1,058,345	24,200	22,700
Previous year	958,898	-	-	958,898	936,198	-	-	936,198	22,700	
(ii) Intangible assets										
Intellectual Property Rights	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Previous year	10,000,000	-	-	10,000,000	10,000,000	-	-	10,000,000	-	-
Grand Total	958,898	123,647	-	1,082,545	936,199	122,147	-	1,058,345	24,200	22,700

9. NON-CURRENT INVESTMENTS

Non-current investments consist of the following:

Description	No of shares	Currency	Face value per share	As at 31st March 2017 (Rs.)	As at 31st March 2016 (Rs.)
(A) INVESTMENT IN EQUITY (at cost)					
(i) Wholly owned subsidiary company					
(a) Fully paid equity shares (unquoted)					
Dicetek Sing Pte Limited, Singapore	4,500,000	Singapore Dollar	1	220,500,000	220,500,000
Less: Provision for Diminution				(50,000,000)	(50,000,000)
				170,500,000	170,500,000
Less:					
Write-off of Investment				(170,500,000)	(170,500,000)
				-	-

10. DEFERRED TAX BALANCES

Major components of deferred tax balances consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Deferred tax liabilities		
(i) Depreciation and amortisation	936,455	-
	936,455	-

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(b) Deferred tax assets		
(i) Carried forward losses	-	-
(ii) Provision for doubtful debts	-	-
(iii) Amalgamation expenses	-	-
(iv) Depreciation and amortisation	-	-
(v) Provision for gratuity	-	-
	-	-
Deferred Tax Assets (net)	(936,455)	-

11. LONG-TERM LOANS AND ADVANCES (Unsecured)

Long-term loans and advances consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Considered good		
(i) Loan to wholly owned subsidiary	47,261,163	47,261,163
Less : Written off	(47,261,163)	(47,261,163)
	-	-
(ii) Advance tax (including refunds receivable)	4,307,418	13,918,852
(iii) MAT credit entitlement	413,415	-
(iv) Gratuity receivable	-	5,157,141
(v) Other amounts recoverable in cash or kind for value to be received	2,882,549	2,659,730
	7,603,382	21,735,723
(b) Considered doubtful		
(i) Inter-corporate deposits	-	-
Less: Written off during the year	-	-
Less: Provision for doubtful loans	-	-
	7,603,382	21,735,723

12. CURRENT INVESTMENTS

Current investments consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Investment in mutual funds - unquoted, fully paid up		
(i) Nil (31st March 2016 - 1301.99) units in Reliance Liquid Fund - Treasury Plan - Growth Option	-	4,572,663
(ii) Nil (31st March 2016 - 1937.847) units in Reliance Money Manager Fund - Growth Plan - Growth Option	-	3,500,000
(iii) Nil (31st March 2016 - 335.680) units in Franklin India Treasury Management Account - Super Institutional Plan	-	753,558
(iv) 74.3356 (31st March 2016 - Nil) units in Kotak Floater Short Term - Growth (Regular Plan)	193,396	-
(v) Nil (31st March 2016 - 206.220) units in HDFC Liquid Fund - Growth Plan	-	599,016
(vi) Nil (31st March 2016 - 55843.53) units in Reliance Medium Term Fund- Growth Plan	-	1,700,000
(vii) Nil (31st March 2016 - 1906.32) units in Religare Invesco Medium Term Bond Fund - Growth Plan	-	2,878,961
(viii) 11207.548 (31st March 2016 - Nil) units in Kotak Low Duration Fund Standard Growth (Regular Plan)	20,899,860	-
(ix) 537676.437 (31st March 2016 - Nil) units in Reliance Short Term - Growth Plan - Growth Option	15,713,793	-
(x) 82034.454 (31st March 2016 - Nil) units in Franklin India Ultra Short Bond Fund - Super Institutional Plan	1,800,000	-
	38,607,049	14,004,198

13. TRADE RECEIVABLES (Unsecured)

Trade receivables consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Over six months from the date they were due for payment		
(i) Considered good	-	-
(ii) Considered doubtful	-	-
(b) Others		
(i) Considered good	-	24,142,844
(ii) Considered doubtful	-	-
	-	24,142,844

14. CASH AND BANK BALANCES

Cash and bank balances consist of the following

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Cash and cash equivalents		
(i) Balances with banks		
In current accounts	4,991,094	20,518,524
In deposit accounts with maturity less than 3 months	2,241,119	2,204,325
(ii) Cash on hand	23,399	13,594
	7,255,612	22,736,443
(b) Other bank balances		
(i) Earmarked balances with banks	50,796	50,796
(ii) Bank deposits with more than 3 months maturity	-	-
	7,306,408	22,787,239

15. SHORT-TERM LOANS AND ADVANCES (Unsecured)

Short-term loans and advances consist of the following

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Considered good		
(i) Loans and advances to employees	-	28,854
(ii) Security deposit	3,622	3,622
(iii) Rental Advance	90,500	250,000
(iv) Others amounts recoverable in cash or kind for value to be received	15,004,151	9,100
	15,098,273	291,576

16. OTHER CURRENT ASSETS (unsecured and considered good)

Other current assets consist of the following:

	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
(a) Interest receivable on bank deposits	49,463	51,804
(b) Interest receivable on loan from wholly owned subsidiary	-	-
	49,463	51,804

17. REVENUE FROM OPERATIONS

Revenue from operations consist of revenues from:

	For the year ended 31 st March 2017 (Rs.)	For the year ended 31 st March 2016 (Rs.)
(a) Information Technology services	-	-
(b) Consultancy services	30,683,531	101,997,546
	30,683,531	101,997,546

18. OTHER INCOME (net)

Other income consist of the following:

	For the year ended 31 st March 2017 (Rs.)	For the year ended 31 st March 2016 (Rs.)
(a) Interest income	1,275,040	1,631,502
(b) Profit on redemption of Mutual Funds	2,496,721	705,771
(c) Exchange gain / (loss) (net)	-	4,921,152
(d) Loss on Sale of Fixed Assets	-	-
(e) Miscellaneous income	204,844	47,049
	3,976,605	7,305,474
Interest income comprise:		
Interest on Long-term advance	247,576	229,035
Interest on bank deposits	213,212	187,233
Interest on loan given to subsidiary	-	1,215,234
Interest on income tax refund	814,252	-

19. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses consist of the following:

	For the year ended 31 st March 2017 (Rs.)	For the year ended 31 st March 2016 (Rs.)
(a) Salaries and wages	22,841,391	76,157,094
(b) Contributions to provident and other funds	2,338,124	8,845,685
(c) Staff welfare expenses	114,987	113,721
	25,294,502	85,116,500

20. OPERATION AND OTHER EXPENSES

Operation and other expenses consist of the following:

	For the year ended 31 st March 2017 (Rs.)	For the year ended 31 st March 2016 (Rs.)
(a) Advertisement	24,740	52,248
(b) Audit and certification fee	235,000	185,000
(c) Bank charges	3,099	7,181
(d) Consultancy expenses	4,228,304	717,632
(e) Conveyance	1,797	25,018
(f) Electricity expenses	93,157	112,524
(g) Insurance	-	143,312
(h) Printing and stationery	205,035	240,235
(i) Rates and taxes	377,550	345,638
(j) Rent	382,800	360,100
(k) Repairs and maintenance - others	674,173	346,349
(l) Security service charges	-	-
(m) Subscriptions	3,600	3,600
(n) Telephone expenses	99,171	101,261
(o) Travelling expenses	468,379	286,914
(p) Other expenses	212,005	370,521
	7,008,810	3,297,533

Notes forming part of the financial statements

1. Background

The Company is engaged in the business of IT Services and Consulting.

The Company was until February 2010, operating in the name of Jaisal Securities Limited. Effective from February 4, 2010, the name of the company was changed to AURUM SOFT SYSTEMS LIMITED. The Shares of the Company are listed on the Bombay Stock Exchange.

2. Significant Accounting Policies

a. Basis of preparation of the Financial Statements

The accompanying Financial Statements are prepared and presented under the Historical Cost Convention, on the accrual basis of accounting and comply with the Generally Accepted Accounting Principles in India including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The Financial Statements are presented in Indian Rupees

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

b. Use of Estimates

The preparation of the Financial Statements in conformity with the Generally Accepted Accounting Principles requires the management to make estimates and assumptions that affect the reported amount of Assets, Liabilities (including Contingent Liabilities) as of the date of the Financial Statements and the reported Revenues and Expenses during the reporting period. Actual results could differ from the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. Revenue Recognition

i. Revenue from Consulting business is primarily derived from Resourcing services, Technical Support Service, Licensing of Software and Business Support Services. Revenues from fixed price and fixed time frame contracts / arrangements are recognised when the services have been rendered in accordance with the contracts / arrangements and there is no uncertainty as to the measurement or collectability of the consideration. Where there is uncertainty as to measurement or collectability, Revenue Recognition is postponed until such uncertainty is resolved.

ii. Interest on Fixed Deposits and Interest on Advances are accounted on accrual basis. In case of Doubtful Loans, the Interest is recognised on actual receipt.

iii. Dividend Income is recognised when the Company's right to receive the dividend is recognised.

iv. Other receipts are accounted when it is received.

d. Expenditure

Expenses are accounted on accrual basis. As a matter of prudence, provisions are made for all known losses and liabilities

e. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost of the Fixed Assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

f. Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment, if any.

g. Depreciation and Amortization

Depreciation on fixed assets is provided on Straight-Line basis based on the useful life of the assets prescribed in Schedule II of the Companies Act, 2013.

Intangible asset is amortised over its useful life (5 years) on straight-line basis, commencing from the date when the asset is put to use by the Company.

h. Investments

Long term investments are carried at cost less diminution, other than any temporary diminution in value, determined separately for each investment. Current investments are carried at lower of cost or Net Realisable value.

i. Foreign Currency Transactions

Foreign Currency Transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange

differences, if any, arising out of transactions settled during the year are recognised in the statement of Profit and Loss. Monetary Assets and Liabilities denominated in Foreign Currencies as at the Balance Sheet date are translated at the closing Exchange Rates on that date. The exchange differences, if any, are recognised in the statement of Profit and Loss and related Assets and Liabilities are accordingly restated in the Balance Sheet.

j. Employee Benefits

- i. All Short Term Employee Benefits payable including Salaries and other allowances are recognised on accrual basis, in the manner provided in AS - 15.
- ii. The Company contributes to a Recognised Provident Fund and Employee State Insurance, which are defined contribution schemes. The contributions are accounted for on an accrual basis and recognised in the statement of Profit and Loss.
- iii. No provision has been made for leave encashment benefit for the period as the terms of employment does not provide for such obligation on the Company.
- iv. Gratuity liability is ascertained based on actuarial valuation, carried out by an independent actuary as at the balance sheet date using the projected unit credit method and provision is made in the books.

As per the terms of the agreement with the clients, gratuity payable to employees deployed with the clients would be reimbursed by the clients as and when the gratuity is payable to the employees. In accordance therewith, provision for gratuity in respect of the employees deployed with various clients, has been debited to the account of the respective clients instead of being debited to the statement of Profit and Loss.

Gratuity cost in respect of other employees has been debited to the statement of Profit and Loss. The Company has not made any insurance contribution in respect of its gratuity liability.

k. Taxation

The accounting treatment for Income Tax in respect of Company's income is given below:

Income Tax: Provision for current Income Tax is made on the Taxable Income for the year as is determined in accordance with the provisions of the Income-Tax Act, 1961.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the Company intends to settle the asset and liability on a net basis.

Deferred Tax : Deferred Tax Assets and Liabilities are recognized at substantively enacted Tax Rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The company off-sets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governing taxation laws.

l. Earnings Per Share (EPS)

The Company reports Basic and Diluted Earnings Per Share. Basic Earnings per Share is computed by dividing the Net Profit After Tax by the weighted average number of Equity Shares outstanding during the year. The Company does not have any outstanding securities convertible into Equity Shares of the Company and hence there is no dilution in the Earnings per Share

m. Provisions and Contingencies

The Company creates a provision when there is present or legal constructive obligations as a result of past events, that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the Financial Statements since this may result in the recognition of income that may never be realised.

n. Cash Flows

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.

21. Segment Reporting

Business Segment

The Company has only one reportable business segment viz., IT services and Consulting.

Geographical Segment

Entire Revenue from IT services and Consulting business is derived from clients in India and hence the Company does not have any separate reportable geographical segment.

22. Related Party Disclosure

i. Parties exercising Substantial control

Shripathee Investments Private Limited - Principal Shareholder - Holds 28.31% of the paid up equity share capital of the Company as on March 31, 2017.

ii. Key Managerial personnel

Mr. Srikanth Ramanathan, Managing Director

There is no transaction between the Company and the Related Parties during FY 2016-17

23. Gratuity

The following table sets out the computation of gratuity liability of the Company, in accordance with revised AS 15:

Particulars	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
Change in Present Value of obligation		
Present Value of obligation as at the beginning of the year	3,943,357	5,337,835
Interest Cost	-	8,118
Current Service Cost	276,923	(42,452)
Benefits Paid	3,943,357	1,352,026
Actuarial (Gain) / Loss Recognised	-	(8,118)
Present Value of obligation as at the end of the year	276,923	3,943,357
Expense Recognised in the statement of Profit and Loss		
	Year ended 31st March 2017 (Rs.)	Year ended 31st March 2016 (Rs.)
Interest Cost	-	8,118
Current Service Cost	276,923	(42,452)
Net actuarial losses / (gains) recognised	-	(8,118)
Recognised in the year *	276,923	(42,452)

The computations are based on the following assumptions:

Discount rate	:	7.8%
Salary Escalation	:	10%
Attrition Rate	:	30%

As per the terms of the agreement with the clients, gratuity payable to employees deployed with the clients would be reimbursed by the clients as and when the gratuity is payable to the employees. In accordance therewith, provision for gratuity in respect of the employees deployed with various clients, has been debited to the account of the respective clients instead of being debited to the statement of Profit and Loss. Gratuity cost in respect of other employees has been debited to the statement of Profit and Loss. The Company has not made any insurance contribution in respect of its gratuity liability.

24. Intangible Assets

Particulars	As at 31 st March 2017 (Rs.)	As at 31 st March 2016 (Rs.)
Intangible Assets Acquired		
Copyright		
Useful Life	-	-
Cost of Acquisition	-	-
Less: Amortisations	-	-
Net Carrying Amount	-	-
Commercial Right		
Useful Life	-	5 Years
Cost of Acquisition	-	50,000,000
Less: Amortisations	-	50,000,000
Net Carrying Amount	-	-

25. Earnings Per Share

The Basic and Diluted Earning per Share is given below:

Particulars	Year Ended 31 st March 2017	Year Ended 31 st March 2016
Profit / (Loss) After Taxation	Rs. 14,28,040	Rs. (210,804,992)
Weighted average no. of Equity Shares	65,100,000	65,100,000
Nominal value of the Equity Shares	Rs. 2	Rs. 2
Basic and Diluted Earnings per Share	Rs. 0.02	Rs. (3.24)

26. Foreign Currency earnings and outgo

The Company has undertaken the following transactions in foreign currency:

	Year Ended 31 st March 2017	Year Ended 31 st March 2016
Income earned in Foreign Currency (on accrual basis)		
Interest on loan to wholly owned subsidiary (Rs.)	-	1,215,234
Total Income earned in Foreign Currency	-	1,215,234
Dividend Remittances in foreign currency during the year		
Financial year to which Dividend relates	N.A.	N.A.
No of non-resident shareholders	Nil	Nil
No of shares	Nil	Nil
Dividend remitted in foreign currency (Rs.)	Nil	Nil

The Company has not incurred any expenditure in foreign currency during the financial years 2016-17 and 2015-16.

27. Auditors' Remuneration

Auditors' remuneration includes:

Statutory Auditor

	Year Ended 31 st March 2017 (Rs.)	Year Ended 31 st March 2016 (Rs.)
Statutory Audit Fees	150,000	100,000
Tax - Audit Fees	25,000	25,000
Service-tax	-	-
	175,000	125,000

Internal Auditor

	Year Ended 31 st March 2017 (Rs.)	Year Ended 31 st March 2016 (Rs.)
Internal Audit Fees	60,000	60,000
Service-tax	-	-
	60,000	60,000

28. The Company did not have any outstanding dues to any Micro or Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 at any point during the year that were outstanding for a period of more than 45 days from the date of acceptance.

29. Contingent Liability

The Company has not provided any liability in respect of the following contested claim:

Name of the Statute : Income Tax Act, 1961
Nature of Dues : Income Tax
Amount : Rs. 499,559
Period to which amount relates : 1996-97
Forum where dispute pending : CIT (Appeals)

The Company has paid the said amount of Rs. 499,559 under protest. The Company however is of the opinion that the above demand is not sustainable and expects to succeed in its appeal.

30. The previous year figures have been regrouped / reclassified, wherever necessary to confirm to the current year presentation. Accordingly, amounts and other disclosure for the previous year are included as an integral part of the current year's Financial Statement and are to be read in relation to the amounts and other disclosures relating to the current year.

Signature to notes forming part of the financial statements

As per my report of even date attached

For and on behalf of the Board

S. RAMANATH
Chartered Accountant
Membership No. 029416

SRIKANTH RAMANATHAN
Director

K. Balaji
Chairman

Place : Chennai
Date : May 26, 2017



AURUM SOFT SYSTEMS LIMITED

CIN: L32200TN1994PLC026958

Registered Office: City Centre Plaza, 3rd Floor, Room No.7/48, Anna Salai, Chennai – 600020.

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I, hereby record my presence at the Twenty Third Annual General Meeting of the Company on Wednesday, the 27th day of September, 2017 at 03:30 p.m. at MINI HALL, New No: 24 (Old No: 58) 2nd Main Road, R.A. Puram, Chennai 600028.

Name of the member(s) :

No. of Shares held :

Folio No/Client ID :

DP ID :

Name of Proxy (if any) :

Signature of the Shareholder/Proxy/Representative*

***Strike out whichever is not applicable**

Notes:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2017 and Notice of the Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2017 and Notice of Annual General Meeting alongwith Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



AURUM SOFT SYSTEMS LIMITED

CIN: L32200TN1994PLC026958

Registered Office: City Centre Plaza, 3rd Floor, Room No.7/48, Anna Salai, Chennai – 600020.

Form No. MGT-11

Proxy Form

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

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 **AURUM SOFT SYSTEMS LIMITED**, hereby appoint

Name :, E-mail ID :

Address :, Signature....., or failing him

Name :, E-mail ID :

Address :, Signature....., or failing him

Name :, E-mail ID :

Address:.....,Signature :, or failing him

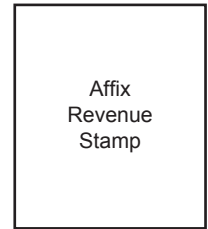
as my /our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 at 03:30 p.m. at MINI HALL, New No: 24 (Old No: 58) 2nd Main Road, R.A. Puram, Chennai 600028 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Receive, consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.
2. Appointment of M/S GSSV & ASSOCIATES, Chartered Accountants, as Auditors of the Company.
3. Appointment of Mr. Rajkumar Projapati (DIN 02228070) as an Independent Director of the Company.
4. Appointment of Mr. Vinish Channa (DIN 07919299) as Independent Director of the Company.
5. Appointment of Mr. Paramdeep Singh Sarna (DIN 07919281) as Independent Director of the Company.
6. Appointment of Mrs. Surinder Kaur Kalra (DIN 00177037) as Managing Director of the Company.
7. Appointment of Mr. Amarjit Singh Kalra (DIN 00176921) as Executive Director of the Company.

Signed this.....day of.....2017

Signature of Shareholder

Signature of Proxy holder(s).....



Note:

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

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.

Route Map to the venue of the AGM

