



MANGALYA SOFT-TECH LTD.

# **MANGALYA SOFT-TECH LTD.**

## ***24th Annual Report***

**2015 - 2016**

### **• BOARD OF DIRECTORS •**

|                                 |                          |
|---------------------------------|--------------------------|
| <b>SHRI MANSUKHBHAI J. SHAH</b> | <i>Chairman</i>          |
| <b>SHRI DILIPBHAI M. SHAH</b>   | <i>Managing Director</i> |
| <b>SMT. MANJULABEN M. SHAH</b>  | <i>Director</i>          |
| <b>SHRI ATULBHAI M. SHAH</b>    | <i>Director</i>          |
| <b>SHRI KIRTIBHAI M. SHAH</b>   | <i>Director</i>          |
| <b>SHRI PRAVINBHAI S. SHAH</b>  | <i>Director</i>          |

### **• AUDITORS •**

**SURENDRA KUMAR JAIN & CO.**  
*Chartered Accountants,*  
*Ahmedabad.*

### **• REGISTERED OFFICE •**

302, Samruddhi, Opp. Sakar-III,  
Near Income-Tax Circle, Ashram Road,  
Ahmedabad-380 014.

PHONE : 27543839, 27542109 FAX : 27544273

email : mjshah\_shah@yahoo.com

Website : [www.mangalyasoftechltd.com](http://www.mangalyasoftechltd.com)

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting this Twenty Fourth Annual Report together with the Audited Accounts for the year ended on 31st March, 2016.

**1. FINANCIAL RESULTS :**

The Highlights of Financial results

|                                  | 31/3/2016 | (Rs. in Lacs)<br>31/3/2015 |
|----------------------------------|-----------|----------------------------|
| Software Income                  | 3.56      | 5.46                       |
| Other Income                     | 7.91      | 6.50                       |
| Profit Before Depreciation & Tax | 0.75      | 0.75                       |
| Depreciation                     | 0.60      | 0.60                       |
| Profit / (Loss) Before Tax       | 0.15      | 0.15                       |
| Provision for Taxation (FBT)     | 0.00      | 0.00                       |
| Profit / (Loss) After Tax        | 0.15      | 0.15                       |

**2. DIVIDEND :**

No Dividend recommended by the Directors.

**3. RESERVES :**

No amounts proposed by to the board to treamster to any reserve.

**4.**

Brief description of the Company's working during the year / State of Company's affair.

The company has only one division. The working of the company is not satisfactory but the directors expect the very good future of the company.

**CHANGE IN THE NATURE OF BUSINESS, IF ANY****5. CORPORATE GOVERNANCE AND MANAGEMENT ANALYSIS :**

The corporate governance and Management Analysis Report of the company have been seprately given in the Annexure to the Directors Report.

**6. No change in the nature of company durithg the year.****7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future. No such orders passed during the year.****8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**  
There is adequate internal controls implemented.**9. Details of subsidiary / Joint ventures / Associate Companies.**  
No Subsidiary / Joint Ventures / Associate Companies.**10. Performance and financial position of each of the subsidiaries, associates and joint veture comapnies included in the consolidated financial statement.**

- Not Applicable -

**11. Deposits :**

The details relating the deposits, covered under Chapter V of the Act -

|  |     |
|--|-----|
| (a) accepted during the year   | NIL |
| (b) remained unpaid or unclaimed as at the end of the Year   | NIL |
| (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cased and the total amount involved - | NIL |
| (i) at the beginning of the year   | NIL |
| (ii) maximum during the year   | NIL |
| (iii) at the end of the year   | NIL |

The details of deposits which are not in compliance with the requirements of Chapter V of the Act : NIL

**12. Statutory Auditors**

M/s. Surendra Kumar Jain & Co., Chartered Accountants, having FRN No. 127295W the company's auditors retire, at the conclusion of the ensuring Annual General Meeting, They have signified their willingness to accept reappointment and have further confirmed their eligibility under, Sec. 224(1B) of the Companies Act, 1956. Members are requested to appoint Auditors



for the Current Year and to fix their remuneration.

**13. Auditor's Report**

There is no qualification reported by the Statutory Auditor during the year.

**14. Share Capital**

- |  |     |
|--|-----|
| A) Issue of equity shares with differential rights :   | NIL |
| B) Issue of sweat equity shares :  | NIL |
| C) Issue of employee stock options :   | NIL |
| D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees : | NIL |

**15. Extract of the annual return**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31/03/2016**

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

**I. REGISTRATION AND OTHER DETAILS:**

- 
- i) CIN:- **L32100GJ1992PLC017564**
- ii) Registration Date : **05/05/1992**
- iii) Name of the Company : **MANGALYA SOFT TECH LIMITED**
- iv) Category / Sub-Category of the Company : **PUBLIC LIMITED**
- v) Address of the Registered office and contact details  
**302, SAMRUDDHI, NR. INCOME TAX CIRCLE, ASHRAM ROAD,  
AHMEDABAD 380014.  
PHONE : +91 79 2754 38 39  
Email : mjshah\_shah@yahoo.com**
- vi) Whether listed company **Yes**
- vii) Name, Address and Contact details of Registrar and Transfer

Agent, if any  
**CAMEO CORPORATE SERVICES LIMITED,  
"SUBRAMANIAN BUILDING", NO-1, CLUB HOUSE  
ROAD, CHENNAI - 600 002.  
PHONE : 044 28460395.**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

| Sl. No. | Name and Description of main products / services  | NIC Code of the Product/ service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1       | Writing , modifying, testing of computer program to meet the needs of a particular client | 62011                            | 100                                |

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

| S. NO | NAME AND ADDRESS OF THE COMPANY | CIN/GLN        | HOLDING/ SUBSIDIARY / ASSOCIATE | % of shares held | Applicable Section |
|-------|---------------------------------|----------------|---------------------------------|------------------|--------------------|
| 1     | NIL                             | NOT APPLICABLE | NOT APPLICABLE                  | NOT APPLICABLE   | NOT APPLICABLE     |
| 2     |                                 |                |                                 |                  |                    |

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

| Category of Shareholders   | No. of Shares held at the beginning of the year |          |         |                   | No. of Shares held at the end of the year |          |         |                   | % Change during |
|----------------------------|---|----------|---------|-------------------|---|----------|---------|-------------------|-----------------|
|                            | Demat   | Physical | Total   | % of Total Shares | Demat                                     | Physical | Total   | % of Total Shares |                 |
| <b>A. Promoters</b>        |   |          |         |                   |   |          |         |                   |                 |
| (1) Indian                 |   |          |         |                   |   |          |         |                   |                 |
| g) Individual/HUF          | 1766699   | 466500   | 2233199 | 22.33             | 1778099                                   | 466500   | 2233199 | 22.33             | NIL             |
| h) Central Govt            |   |          |         |                   |   |          |         |                   |                 |
| i) State Govt (s)          |   |          |         |                   |   |          |         |                   |                 |
| j) Bodies Corp.            |   |          |         |                   |   |          |         |                   |                 |
| k) Banks / FI              |   |          |         |                   |   |          |         |                   |                 |
| l) Any Other....           |   |          |         |                   |   |          |         |                   |                 |
| <b>Sub-total (A) (1):-</b> | 1766699   | 466500   | 2233199 | 22.33             | 1778099                                   | 466500   | 2233199 | 22.33             | NIL             |



|   |         |        |         |       |         |        |         |       |     |
|---|---------|--------|---------|-------|---------|--------|---------|-------|-----|
| a) NRIs -<br>Individuals<br>b) Other -<br>Individuals<br>c) Bodies<br>Corp.<br>d) Banks / FI<br>e) Any<br>Other.... |         |        |         |       |         |        |         |       |     |
| <b>Sub-total<br/>(A) (2):-</b>  | 0       | 0      | 0       | 0     | 0       | 0      | 0       | 0     | 0   |
| <b>Total<br/>shareholdin<br/>g of<br/>Promoter<br/>(A) =<br/>(A)(1)+(A)(<br/>2)</b>                                 | 1766699 | 466500 | 2233199 | 22.33 | 1778099 | 466500 | 2233199 | 22.33 | NIL |
| <b>B. Public<br/>Shareholdin<br/>g</b>  |         |        |         |       |         |        |         |       |     |
| <b>1.<br/>Institutions</b>  |         |        |         |       |         |        |         |       |     |
| a) Mutual<br>Funds  | 0       | 5900   | 5900    | 0.06  | 0       | 5900   | 5900    | 0.06  | NIL |
| b) Banks / FI   |         |        |         |       |         |        |         |       |     |
| c) Central<br>Govt  |         |        |         |       |         |        |         |       |     |
| d) State<br>Govt(s)   |         |        |         |       |         |        |         |       |     |
| e) Venture<br>Capital<br>Funds  |         |        |         |       |         |        |         |       |     |
| f) Insurance<br>Companies   |         |        |         |       |         |        |         |       |     |
| g) FIIs   |         |        |         |       |         |        |         |       |     |
| h) Foreign<br>Venture<br>Capital  |         |        |         |       |         |        |         |       |     |





|  |         |         |          |       |         |         |          |       |       |
|--|---------|---------|----------|-------|---------|---------|----------|-------|-------|
| Funds  |         |         |          |       |         |         |          |       |       |
| i) Others (specify)  |         |         |          |       |         |         |          |       |       |
| <b>Sub-total (B)(1):-</b>  | 0       | 5900    | 5900     | 0.06  | 0       | 5900    | 5900     | 0.06  | NIL   |
| <b>2. Non-Institutions</b>   |         |         |          |       |         |         |          |       |       |
| a) Bodies Corp.  |         |         |          |       |         |         |          |       |       |
| i) Indian  | 57170   | 104500  | 161670   | 1.61  | 90088   | 104500  | 194588   | 1.95  | +0.34 |
| ii) Overseas   |         |         |          |       |         |         |          |       |       |
| b) Individuals   |         |         |          |       |         |         |          |       |       |
| i) Individual shareholders holding nominal share capital upto Rs. 2 lakh         | 1483639 | 846085  | 2329724  | 23.29 | 1483639 | 811810  | 2295449  | 22.95 | -0.34 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 558630  | 4622300 | 5180930  | 51.81 | 529630  | 4622300 | 5151930  | 51.52 | -0.29 |
| c) Others (specify)  |         |         |          |       |         |         |          |       |       |
| NRI  | 41410   | 0       | 41410    | 0.41  | 41500   | 0       | 41500    | 0.42  | +0.01 |
| HUF  | 49187   | 0       | 49187    | 0.49  | 77434   | 0       | 77434    | 0.77  | +0.28 |
| <b>Sub-total (B)(2):-</b>  | 2222291 | 5544510 | 7766801  | 77.67 | 2222291 | 5544510 | 7766801  | 77.67 | NIL   |
| C. Shares held by Custodian for GDRs & ADRs                                      |         |         |          |       |         |         |          |       |       |
| Grand Total (A+B+C)  | 3994690 | 6005310 | 10000000 | 100   | 4000390 | 6011010 | 10000000 | 100   | NIL   |



**(ii) Shareholding of Promoters**

| s.n | Name of Share holder   | Share holding at beginning of the year |                              |   | Share holding at the end of the year |                              |   |
|-----|--|--|------------------------------|---|--------------------------------------|------------------------------|---|
|     |  | No of shares                           | % of total shares of company | % of shares pledged /encumbered to total shares | No of shares                         | % of total shares of company | % of shares pledged /encumbered to total shares |
| 1   | MANSUKHBHAI J SHAH   | 446450                                 | 4.46                         | 0   | 446450                               | 4.46                         | 0   |
|     | SHAH M J   | 1800                                   | 0.02                         | 0   | 1800                                 | 0.02                         | 0   |
| 2   | DILIP M. SHAH  | 442540                                 | 4.43                         | 0   | 442540                               | 4.43                         | 0   |
| 3   | MANJULABEN MANSUKHLAL SHAH<br>JT1 : MANSUKHBHAI JASKARAN<br>SHAH | 330470                                 | 3.3                          | 0   | 330470                               | 3.3                          | 0   |
| 4   | MANSUKHBHAI JASKARAN SHAH-HUF                                    | 226139                                 | 2.26                         | 0   | 226139                               | 2.26                         | 0   |
|     | M J SHAH   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
|     | M J SHAH   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
|     | M J SHAH HUF   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
| 5   | DILIP MANSUKHBHAI SHAH-HUF                                       | 200000                                 | 2                            | 0   | 200000                               | 2                            | 0   |
|     | DILIP M SHAH   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
|     | DILIP M SHAH   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
| 6   | ALPA DILIP SHAH  | 132500                                 | 1.32                         | 0   | 132500                               | 1.32                         | 0   |
| 7   | MUKESH L SHAH  | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
| 8   | VALANI U S   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
|     | UTTAMLAL U VALANI  | 18000                                  | 0.18                         | 0   | 18000                                | 0.18                         | 0   |
| 9   | PATEL N M  | 32000                                  | 0.21                         | 0   | 21092                                | 0.21                         | 0   |
| 10  | M M SHAH   | 50000                                  | 0.5                          | 0   | 50000                                | 0.5                          | 0   |
| 11  | ASHIT M SHAH   | 3100                                   | 0.03                         | 0   | 3100                                 | 0.03                         | 0   |
| 12  | SHAH A M   | 200                                    | 0                            | 0   | 200                                  | 0                            | 0   |
|     | <b>Total :</b>   | <b>2233199</b>                         | <b>22.33</b>                 | <b>0</b>  | <b>2233199</b>                       | <b>22.33</b>                 | <b>0</b>  |



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

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|--|---|----------------------------------|---|----------------------------------|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
|         | At the beginning of the year   | 2233199                                   | 22.33                            | 2233199                                 | 22.33                            |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       | NIL                              | NIL                                     | NIL                              |
|         | At the End of the year   | 2233199                                   | 22.33                            | 2233199                                 | 22.33                            |



**(iv) Share holding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| s.n | Name of Share holder                                      | No of shares | % of total shares of company | No of shares | % of total shares of company |
|-----|---|--------------|------------------------------|--------------|------------------------------|
| 1   | ANILABEN YOGENDRA SHAH                                    | 100000       | 1                            | 100000       | 1                            |
|     | At the end of the Year 31-Mar-2016                        | 100000       | 1                            | 100000       | 1                            |
| 2   | ASHIT MANSUKHBHAI SHAH<br>JT1 : MANSUKHBHAI JASKARAN SHAH | 100000       | 1                            | 100000       | 1                            |
|     | At the end of the Year 31-Mar-2016                        | 100000       | 1                            | 100000       | 1                            |
| 3   | KINJAL FINANCE LTD  | 99500        | 0.995                        | 99500        | 0.995                        |
|     | At the end of the Year 31-Mar-2016                        | 99500        | 0.995                        | 99500        | 0.995                        |
| 4   | SHIRISH FULCHAND PATEL                                    | 80675        | 0.807                        | 80675        | 0.807                        |
|     | At the end of the Year 31-Mar-2016                        | 80675        | 0.807                        | 80675        | 0.807                        |
| 5   | KIRTILAL KESHAVLAL  | 60000        | 0.6                          | 60000        | 0.6                          |
|     | At the end of the Year 31-Mar-2016                        | 60000        | 0.6                          | 60000        | 0.6                          |
| 6   | AMRATLAL M SHAH   | 50000        | 0.5                          | 50000        | 0.5                          |
|     | At the end of the Year 31-Mar-2016                        | 50000        | 0.5                          | 50000        | 0.5                          |
| 7   | ARVINDKUMAR KESHAVLAL                                     | 50000        | 0.5                          | 50000        | 0.5                          |
|     | At the end of the Year 31-Mar-2016                        | 50000        | 0.5                          | 50000        | 0.5                          |
| 8   | ARVINDKUMAR L SHAH  | 50000        | 0.5                          | 50000        | 0.5                          |
|     | At the end of the Year 31-Mar-2016                        | 50000        | 0.5                          | 50000        | 0.5                          |
| 9   | ASHOKBHAI T SHAH  | 50000        | 0.5                          | 50000        | 0.5                          |
|     | At the end of the Year 31-Mar-2016                        | 50000        | 0.5                          | 50000        | 0.5                          |
| 10  | BABULAL AMTHALAL  | 50000        | 0.5                          | 50000        | 0.5                          |
|     | At the end of the Year 31-Mar-2016                        | 50000        | 0.5                          | 50000        | 0.5                          |