



ANNUAL REPORT 2014-2015



OUR VISION

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

OUR MISSION

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

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Registered Office

1/26, Ground Floor,
Lalita Park, Laxmi Nagar,
Delhi 110 092

Registrar & Transfer Agent

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

Bankers**IDBI Bank,**

G-3 Omax Mall,
Gurgaon Sohna Road
Gurgaon, Haryana 122 001

HDFC Bank

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

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CORPORATE INFORMATION

Board of Directors

Mr. Yogesh Vaidya	(Chairman & Whole Time Director)
Dr. Surya Mani Pathak	(Independent Director)
Mrs. Prasaanna Vaidya	(Director)
Mr. Mahesh Chander Shrivastava	(Independent Director)

Statutory Auditors

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

Committees

Audit

Dr. Surya Mani Pathak
Mrs. Prasanna Vaidya
Mr. M. C. Shrivastava

Nomination & Remuneration

Dr. Surya Mani Pathak
Mr. M. C. Shrivastava
Mr. Yogesh Vaidya

Shareholders/Investors Grievance

Dr. Surya Mani Pathak
Mr. Yogesh Vaidya
Mrs. Prasanna Vaidya

Share Transfer

Mr. Yogesh Vaidya
Mr. Prasanna Vaidya

Investment

Mr. Yogesh Vaidya
Mr. M. C. Shrivastava

Corporate Governance and Social Responsibility Committee

Mrs. Prasanna Vaidya
Mr. M. C. Shrivastava
Dr. Surya Mani Pathak



NOTICE TO MEMBERS

Notice is hereby given that the Twenty Second Annual General Meeting of the members of the Company will be held on Monday, the 28th day of September, 2015 at 11:30 AM at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi-110003 to transact the following businesses:

AS ORDINARY BUSINESS:

Item no. 1 –

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

Item no. 2 –

To appoint a Director in place of Mr. Yogesh Vaidya [DIN: 01185242] who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3 –

To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s H.K. Batra & Associates, Chartered Accountants, be and is hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of twenty seventh Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every annual general meeting), at such remuneration as shall be fixed by the Board of Directors of the Company.”

By Order of the Board of
STG Lifecare Limited

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

Place: Gurgaon
Date: 16.05.2015

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. Members/ proxies are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members/proxies are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
6. Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from September 14, 2015 and September 15, 2015 (both days inclusive).

9. Members seeking further information about the accounts are requested to write at least 10 days before the date of meeting so that it may be convenient to get the information ready at the meeting.
10. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company
12. Facility for making nominations is now available for shareholders in respect of shares held by them. Nomination forms can be obtained from Registrar of the Company namely Sharex Dynamic (India) Pvt. Limited.
13. Members are requested to inform the Company's Registrar and Share transfer agent i.e. Sharex Dynamic (India) Pvt. Ltd., Unit no 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai 400 072 about the changes, if any in their registered addresses along with the Pin Code number, quoting their Folio number and DP ID number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share transfer Agent of the Company.
14. Member, who are holding shares in identical names in more than one folio are hereby requested to write to the Company or the Registrar, enclosing their Share Certificates to enable the Company to consolidate their holdings.
15. Members attending the meeting are requested to complete the enclosed attendance slip & deliver the same at the entrance of the meeting place. Attendance at the meeting will not be allowed without the production of the attendance slip duly signed.
16. The Company has joined hands with MCA in its Green initiative as per its circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 for electronic delivery of notices/documents and Annual Accounts to the members of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned in (13) above quoting their folio number(s).
17. M/s. Krishna Kumar Sharma and Company, Company Secretaries, have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period of three working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>.

The e-voting period commences on September 25, 2015 (9:00 am) and ends on September 27, 2015 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company. The cut-off date for the purpose of e-voting is 21st September, 2015.

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

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of STG Lifecare Limited. Members can cast their vote online from September 25, 2015 (9:00 am) till September 27, 2015 (5:00 pm).
Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail kksharmacs@gmail.com with a copy marked to evoting@nsdl.co.in.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- o Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
 - o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
 - o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Sharex Dynamic (India) Pvt. Ltd. Members holding shares in Demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

20. No gifts shall be distributed at the Meeting.

21. Pursuant to Clause 49 of the listing agreements with the stock exchanges in respect of Directors proposed to be appointed/re-appointed at the Annual General Meeting, forms integral part of the notice. Mr. Yogesh Chandra Vaidya (DIN: 01185242) is being re-appointed as director at the forthcoming annual general meeting.

Mr. Yogesh Chandra Vaidya (DIN: 01185242), aged about 70 years, is B. E. form BITS Pilani. He has worked with various organization of repute and played a pivotal role in planning, and execution of various projects. He holds wide and varied experience of over four decades in planning, advising and execution of various projects.

Mr. Vaidya's knowledge and rich experience in industry will be immense benefit of the company.

Mr. Vaidya is member of Nomination and Remuneration Committee, Shareholder/Investor Grievance Committee, share transfer committee and investment committee.

In the opinion of the Board, Mr Vaidya fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment

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

Thus the Board recommends the resolution in relation to appointment of Mr Vaidya as director, for the approval of shareholders of the Company.

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

Details about Mr. Vaidya seeking re-appointment in the forthcoming annual general meeting is given below:

Particulars	
DIN	01185242
Date of Birth	20/11/1945
Date of Appointment	01/09/1993
Years of Experience	45 years approx
Qualification	Graduate
Number of Shares held as on 31.03.2015	3711250
Relationship with Directors	Relative (husband) of Mrs. Prasanna Vaidya

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

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

1. M/s H.K. Batra & Associates, Chartered Accountants, were appointed as the statutory auditors of the Company for the financial year 2014-15 at the Annual General Meeting held on October 29, 2014. M/s H.K. Batra & Associates is proposed to be re-appointed for five years as statutory auditors for until the conclusion of twenty seventh Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every annual general meeting).

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

2. The annual general meeting of the company is being held at the same venue for last several years and is prominent place of the city. The venue of the annual general meeting is very easily accessible.

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DIRECTOR'S REPORT

Your Directors are pleased to present the Twenty Second Annual Report of the company together with the Audited Statements of Accounts for the year ended March 31, 2015.

Particulars	Period Ended 31st March, 2015 (09 Months)	Year Ended 30th June, 2014 (15 Months)
Total Revenue	11,587/-	1,06,937/-
Total Expenditure	1,27,37,098/-	1,36,93,050/-
Profit/(Loss) for the year	1,26,16,970/-	1,26,07,664/-

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Due to steep global economic slowdown with sluggishness and recession in the domestic economy as well as due to restructuring, your company had suffered loss of Rs. 126.16 Lacs as against the loss of last year amounting Rs. 126.07 Lacs. Your Directors are hopeful of better performance in the coming year.

DIVIDEND

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

AMOUNTS TRANSFERRED TO RESERVES

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

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year the company has changed its name from Software Technology Group International Limited to STG Lifecare Limited. Change in name of the company did not result in change in business activities of the company.

CHANGES IN SHARE CAPITAL, IF ANY

During the Financial Year 2014-15, there is no change in Share Capital.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

According to Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014) it is required to provide disclosure regarding issue of equity shares with differential voting rights. For the Financial Year 2014-15 there is no issue of Equity Shares with Differential Rights.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

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

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

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

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

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

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are No material changes / event.

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

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

A. Conservation of Energy

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

(i) Building Infrastructure:

We are committed to minimizing the consumption of energy and fresh water, preserving natural habitat and reducing waste. Our Green Initiatives team focuses on developing infrastructure directed at conservation of resources.

(ii) Green Innovation:

- STG supports the 'Green Initiative' taken by the Ministry of Corporate Affairs ("MCA") and urges its shareholders to accept electronic delivery of documents as prescribed by Law and provide valuable support to the Company in conserving the environment by reducing impact of printing as it is truly said "There can be substitute for paper, not for trees"

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

In its endeavors to obtain and deliver the best, your company continuously develops and adopts new technologies to aid efficient management of its resources. It has various renowned strategic alliance partners and is continuously adapting the technology through these partners.

C. Foreign Exchange Earning and Outgo

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

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

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

Deposits

No Deposit is accepted during the F.Y 2014-15.

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

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

SHARES

No shares were issued during the year.

CHANGE IN NATURE OF BUSINESS:

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

CORPORATE GOVERNANCE

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Declaration by WTD/CFO that the Board Members and SMPs have complied with the Code of Conduct [Clause 49 IIE (2) of LA]

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MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed to this report [Annexure 1].

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

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

FRAUD REPORTING

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

STATUTORY AUDITORS

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

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDIT REPORT

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

EXPLANATION TO AUDITOR'S REMARKS

There is no qualification, reservation, adverse remark or disclaimer made by the statutory auditor in his report and/or by the auditor of the company.

DECLARATION BY INDEPENDENT DIRECTOR

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has a well-designed Internal Audit programme & team to review all internal systems, processes and financial controls of the Company to bring in the best industry practices, compliance with internal systems & procedures and statutory compliances. Senior management of your Company places emphasis on taking timely action on the findings and recommendations of internal audit and systems are strengthened appropriately, from time to time.

BOARD MEETINGS

During the Financial Year 2014-15, 4 (four) meetings of the Board of Directors of the company were held on 15/07/2014, 28/08/2014, 13/11/2014 and 11/02/2015.

AUDIT COMMITTEE

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

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

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

POLICY ON SELECTION OF DIRECTORS

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

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

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

NOMINATION & REMUNERATION COMMITTEE POLICY

1. Introduction

1.1 STG Lifecare Limited recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.

1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

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

3. Terms and References:

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

3.1 "Director" means a director appointed to the Board of the Company.

3.2 "Key Managerial Personnel" means

(i) The Chief Executive Officer or the managing director or the manager;

(ii) The company secretary;

(iii) The whole-time director;

(iv) The Chief Financial Officer; and

(v) Such other officer as may be prescribed under the Companies Act, 2013

3.3 "Nomination and Remuneration Committee" means the committee constituted by STG Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

Terms of reference

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

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

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

Remuneration policy

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



PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There is no contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2014-15.

VIGIL MECHANISM:

Pursuant to provisions of section 177 (9) of the Companies Act, 2013, the Company has established a "vigil mechanism" and oversees through nominee director, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

RISK MANAGEMENT POLICY

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

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviors together form the Reliance Management System (RMS) that governs how the Group conducts the business of the Company and manages associated risks.

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

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

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

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The company has one subsidiary company namely M/s Software Technology Group Inc. San Jose, California, USA. The report on the performance and financial position of subsidiary and salient features of the financial statement in the prescribed Form AOC-1 is annexed to this report. [Annexure-2].

ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT 9 and is attached to this Report. [Annexure 3]

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report pursuant to clause 49 of the listing agreement is as under:

Future Potential

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

➡ Opportunities, Threats and Out look

Increase in public awareness about health care, there are enough potential about lifecare activities. The company is exploring the same and expected to perform well in future. Business threats as apply to all the sectors are applicable to the company

also. The company does not see any major business threat in near future. The future of the company seems good.

➡ Risks and Concerns

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

➡ Operations:

● Revenue:

Revenues during financial year 2014-15 were posted Rs. NIL.

● Expenditures:

Management was also able to control the expenses and cost to the Company. Total expenditure of the company is Rs. 1,27,37,098/- during the financial year 2014-15.

Cost Control Initiatives

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

Financial Position:

(a) Authorised Capital:

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

(b) Issued Capital

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

(c) Changes in Capital Structure: None

➡ Internal Control Systems and their adequacy:

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

BUY BACK OF SHARES:

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

STOCK EXCHANGES

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

SHARES UNDER COMPULSORY DEMATERIALISATION

With effect from July 24, 2000 trading in equity shares of the company at the Stock Exchange are permitted only in Dematerialized form. The Company's shares are available for trading in the depository systems, of both the National Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2015, a total of 1,45,67,733 Shares of the Company stand dematerialized & this constitutes 98.18% of the holding in the Company.

ACKNOWLEDGEMENTS

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

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

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

By Order of the Board of
STG Lifecare Limited

(Yogesh Vaidya)

(Director)

(DIN: 01185242)

Date: 16.05.2015

Place: Gurgaon

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CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement)

In compliance with the clause 49 of the Listing Agreement with the Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and practice followed by the Company.

I Company's philosophy on Corporate Governance :-

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

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

As a proactive measure, your company has complied with the requirements of Corporate Governance during the year 2000-2001 much before the mandatory deadline of March, 2002 and with the adoption of code of conduct for Corporate Governance last year, your Company has moved further in its pursuit of excellence in Corporate Governance. Your Company is managed by the Chairman & Chief Executive officer under the supervision and control of Board of directors. The Chairman and CEO is assisted by a team of qualified & highly experienced professionals. The disclosures requirements of Corporate Governance Code complied with by the Company are provided in this report.

II Board of Directors

(a) Composition of the Board

The Company recognizes the need of a well functioning Board and presently three fourth of its Board is constituted by non-executive directors led by an executive promoter Director as Chairman of the Company. As on March 31, 2015, the Board consisted of four Directors, one is promoter executive director (without remuneration) and the remaining three are non-executive Directors, of which two are in independent capacity. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive Directors bring statutory and wider perspective in the Board's deliberations and decisions.

The Composition of the Board of Directors as on March 31, 2015 is given below:

Name of Directors	Categories of Directors	No of other Directorships held	No of other Board Committees of which he is a member	No. of other Board Committee(s) of which he is a Chairman*
Mr. Yogesh Chandra Vaidya [DIN: 01185242]	Executive Promoter Director	03	4	2
Mrs. Prasanna Vaidya [DIN: 01256268]	Non- Executive Director	03	4	1
Mr. Surya Mani Pathak [DIN: 00784558]	Non- Executive Independent Director	01	3	1
Mr. Mahesh Chander Shrivastava [DIN: 05307377]	Non- Executive Independent Director	00	4	1

* As required under Clause 49 of the Listing Agreement, the disclosures includes memberships / chairpersonships of audit committee and shareholders' grievance committees.

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

During the period under review, the Board of Directors of the Company met 4 (Four) times. These were held on 15/07/2014, 28/08/2014, 13/11/2014 and 11/02/2015.

i The attendance record of each Directors at the Board Meetings during the period ended on March 31, 2015 and of last Annual General Meeting is as under: -

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