

Annual Report
2020-2021



Bangalore Softsell Limited

Regd Office: 334/22 I Floor, I Main 41 Cross, 8 Block
Jayanagar, Bangalore 560070

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Day and Date	Tuesday, 29 September 2021
Time	10:00 AM

Notice to AGM

NOTICE is hereby given that the 34 Annual General Meeting of the Members of Bangalore Softsell Limited ("the Company") will be held on Wednesday, September 29, 2021 at 10:00 a.m. (IST) through Video Conferencing ("VC"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt: the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon;

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Srinivas Satyanarayana (DIN: 07752657), who retires by rotation as a Director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Srinivas Satyanarayana (DIN: 07752657), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company."

Special Business

1. To consider the reduction of capital of the company, with or without modification, as a special resolution

"RESOLVED THAT pursuant to Sections 66, Section 52 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 6 of the Articles of Association of the Company and subject to confirmation by the Hon'ble National Company Law Tribunal, Bengaluru bench ("NCLT"), approvals as may be required from the appropriate authorities and the consent of the creditors as may be required, the approval of the members be and is hereby accorded to the Scheme of Reduction of Capital ("the Scheme") of the Company by way of reduction of paid-up share capital of the Company from Rs. 4,95,45,500 (Rupees Four crore ninety-five lakh forty five thousand five hundred only) (divided into 99,09,100 equity shares of Rs 5 each) to Rs. 99,09,100 (ninety nine lakh nine thousand and one hundred only) divided into 99,09,100 Equity shares of Rs 1/- each by reducing face value of each equity share from Rs. 5 (Rupees five only) to Rs. 1 (Rupees one only), along with an entire reduction of Securities Premium Account of the Company amounting to Rs. 6,37,30,982 (Six crore thirty seven lakh thirty thousand nine hundred and eighty two only) and such cumulative reduction would be effected by writing off the Accumulated Losses of Rs. 10,33,67,382 (Ten crore thirty-three lakh sixty seven thousand three hundred and eighty two only) on the Effective Date of the draft Scheme of Reduction of capital ("Scheme")."

“RESOLVED FURTHER THAT effective from the date of the confirmation of the Scheme by NCLT, Bengaluru Bench and all other approvals from any other appropriate authorities as may be required, the consent and approval of the members be and is hereby accorded to the reduction of the paid-up share capital as well as securities premium account as it stands on the date of such confirmation, by Rs. 10,33,67,382 (Rupees Ten crore thirty three lakh sixty seven thousand three hundred and eighty two only) aggregate and accordingly the paid-up capital of the Company after such reduction shall be Rs. 99,09,100 (Rupees ninety nine lakh nine thousand one hundred only) divided into 99,09,100 (ninety nine lakh nine thousand one hundred only) equity shares of Rs. 1 (Rupee one only) each fully paid-up.”

"RESOLVED FURTHER THAT the Company shall debit the equity share Capital account to the extent of the face value of the shares cancelled under the capital reduction application and that this accounting treatment is in conformity with the Accounting Standards applicable to the company"

"RESOLVED FURTHER THAT consequent amendments (if any) be made in the capital clause of memorandum of association and articles of association of the company after the said reduction becomes operative and effective."

“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) collectively and severally be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, expedient, usual or proper in the best interest of the Company including issuing any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the reduction of capital, or to any modification thereof without being required to seek any further consent or approval of the members or otherwise.”

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally to take all necessary steps for effecting the said Scheme of reduction of capital of the Company, including but not limited to:

- i. Finalizing, amending and settling the draft scheme, application/petition, and assent to such alterations, conditions and modifications, if any, or effect any other modification or amendment as the Board of Directors of the Company may consider necessary or desirable to give effect to the proposed reduction of share capital;
- ii. Filing any affidavit, petition, pleading, application, form or reports before NCLT or any other statutory or regulatory authority including the concerned Registrar of Companies, the Regional Director or such other authority as may be required in connection with the proposed reduction of capital or its sanction thereof and to do all such acts and deeds as they may deem necessary in connection therewith and incidental thereto;

- iii. Making such alterations and changes in the scheme, application to be made to NCLT, as may be expedient or necessary or satisfying the conditions/requirement imposed by NCLT and/or any other statutory / regulatory authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said application.
- iv. Signing all applications, petitions, affidavits, undertakings, documents, letters relating to the proposed reduction of capital and represent the Company before the NCLT and any other authorities in relation to any matter relating to the proposed reduction of capital or delegate such authority to any other person through a valid power of attorney;
- v. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications under the applicable laws including Companies Act, 2013, and Rules made thereunder and other applicable laws/regulations in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings and any nature whatsoever in relation to the above;
- vi. To authenticate any document, instrument, proceeding and record of the Company.
- vii. Obtaining the requisite approval and/or consents of the shareholders, secured lenders of the Company, bank, financial institutions and other regulatory authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf.
- viii. To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars or any other one or more agencies, as may be required in relation to or in connection with the proposed reduction of share capital, on such terms and conditions as they may deem fit, finalize fees, terms and conditions of their appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard.
- ix. Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them.
- x. Make any modifications as they may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in this resolution.

- xi. Consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent / required to be sent to concerned authorities on behalf of the Company.
- xii. To file requisite forms with the Registrar of Companies in connection with the proposed reduction of share capital during and after the process of sanction thereof.
- xiii. Sign, execute and deliver such documents as may be necessary and do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect for the purpose of the above resolutions or to otherwise give effect to the transactions contemplated as aforesaid.
- xiv. To do all such acts and things and deal with all such matters and take all steps as may be necessary including any modification, if required, and do all such other acts, matters, deeds and things necessary, proper or desirable in connection with or incidental to giving effect to the purposes of this Resolution.
- xv. To give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise and to do all acts, deeds and tasks, as may be deemed necessary, expedient or proper to give effect to the proposed reduction of capital and for matters connected therewith or incidental thereto.

“RESOLVED FURTHER THAT the Mr. Subbian Ragothaman, Managing Director, Ms. Usha Prashanth Raikar, Wholetime Director and Mr. Srinivas Satyanarayana, Director be and are hereby severally authorised, in their absolute discretion, to bring into effect this resolution on such other terms and conditions as they may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate authorities while according their confirmation or consent to this resolution or to suspend, withdraw or revive the proposal for reduction of capital from time to time as may be specified by any statutory authority or as the Board may suo-moto decide.”

"AND RESOLVED THAT a certified true copy of the aforesaid resolution be issued as and when necessary under signature of any of the Directors of the Company.

By Order of the Board of Directors

For Bangalore Softsell Limited

S Ragothaman

Managing Director

August 7, 2021

Registered Office: 334/22 41 Cross Jayanagar 8 Block Bangalore 560070.

Tel 080 41104111 Website: www.bangaloresoftsell.com

Mail ID mail@bangaloresoftsell.com CIN: U85110KA1986PLC008020

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

5. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 2.**

In terms of the provisions of Section 152 of the Act, Mr. Srinivas Satyanarayana , Director, retires by rotation at the Meeting. Further Mr. Srinivas Satyanarayana is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. The relatives of Mr. Srinivas Satyanarayana may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under 2 of the Notice.

Item No. 3

As on 31.3. 2021 the accumulated losses of the company was Rs. 10,61,72,016./- (Rupees Ten Crore Sixty One lacs Seventy Two Thousand and Sixteen Only). In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion of Business.

Continuous Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts.

The reduction of share capital will enable the Company to project correct net worth and improve its working in the future and in turn enhance its shareholders value.

The financial structuring will help the company to reflect better its operational efficiency, improvements in the future years and reflect the true share value.

Therefore, it is proposed for reduction cancellation and extinguishment of the issued, subscribed and paid-up equity share capital of the Company from Rs. 4,95,45,500 (Rupees Four Crores Ninety-Five Lakh Forty-Five Thousand Five Hundred only) divided into 99,09,100 (Ninety-Nine Lakh Nine Thousand One hundred only) Equity Shares of Rs. 5/- each to Rs. 99,09,100 (Rupees Ninety-Nine Lakh Nine Thousand One hundred only) divided into 99,09,100 (Ninety-Nine Lakh Nine Thousand One hundred only) Equity Shares of Rs. 1/- each by way-of cancelling and extinguishing Rs. 4 per equity share in the following manner:

Sl. No	Manner of Reduction	Amount
1	Cancellation of paid-up share capital which is lost or is unrepresented by available assets	Rs. 3,96,36,400. Cancellation of paid-up share capital (Rs. 4/- per equity share of Rs. 5/-)
2	Writing off of carry forward losses	Rs 6,37,30,982/- from the securities Premium Account.

As per Section 66 of the Act, the said resolution approving the Capital Reduction has to be passed by the Members of the Company as a Special Resolution.

Effective Date of Reduction of Equity Share Capital:

After the shareholders have passed the requisite resolution in the Annual General Meeting, the Company will file the requisite application with the NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Act and the Reduction Rules, seeking confirmation of the Capital Reduction. Pursuant to Section 66(5) of the Companies Act, 2013, this resolution will be effective from the date of registration of the NCLT order approving the Capital Reduction by the Registrar of Companies, Bangalore to that effect.

General:

The Board of Directors of the Company at their meeting held on August, 24, 2021, has approved the Capital Reduction as per the terms set out in the Resolution.

The Articles of Association of the Company provides for the reduction of capital of the Company in any way authorized by the applicable law. It would be necessary to obtain the approval of the Members of the Company in an Extra Ordinary General Meeting by passing a Special Resolution for the Capital Reduction under Section 66 of the Act and such reduction of equity share capital would have to be confirmed by the NCLT as provided under Section 66 of the Act and the Reduction Rules.

The Board of Directors of the Company is of the view that this resolution is in the best interests of the Company, its shareholders and therefore, recommends the passing of the Special Resolution as set out in the addendum to the notice.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested in the resolution set out at Item No.3 of the notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those

Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.bangaloresoftsell.com, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at <https://evoting.kfintech.com> 8. For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at mail@bangaloresoftsell.com or to KFinTech at <https://evoting.kfintech.com> . b) Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants. .

Notes for e-AGM Notice

1. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, companies are permitted to hold their AGM through VC/OVAM for the calendar year 2021.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the ---th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
3. **e-AGM:** Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
7. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
8. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Instructions for the Members for attending the e-AGM through Video Conference:

PROCEDURE FOR REMOTE E-VOTING:

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided

by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

2. However, in pursuant to SEBI circular no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
4. The remote e-Voting period commences at 9.00 a.m. IST on Monday, Sep 27, 2021 and ends at 5.00 p.m. IST on Wednesday, Sep 28, 2021
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
7. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”.
8. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 :** Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3 :** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name of the e-Voting service provider and you will be re-directed to e-Voting service provider website, select the Company name Soft Sol India Limited from the Drop down button for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com 	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p>

<p>II. Select “Register Online for IDeAS”</p> <p>III. Proceed with completing the required fields.</p> <p>3. User not registered for IDeAS e-Services can also access the direct link as given below:-</p> <p>I. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields.</p> <p>4. By visiting the e-Voting website of NSDL</p> <p>i. Open URL: https://www.evoting.nsdl.com/</p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where the e- Voting is in progress.</p>
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<p>Individual Member login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. • Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. • Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during
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	the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through

Login type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@kfintech.com or call at toll free no.: 1800 1020 990 & 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542- 43

Details on Step 2 are mentioned below

i) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5943, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '5943 AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kiran@sjv.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to

follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

1. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
2. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
3. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
4. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at mail@bangaloresoftsell.com Questions /queries received by the Company till Sep 27, 2021 shall only be considered and responded during the AGM.
6. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

OTHER INSTRUCTIONS

Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 10 a.m. on Sep 27, 2021 to 5.00 PM Sep 27, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 10 a.m. Sep 27, 2021 to 5 p.m. Sep 27, 2021.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Shivakumar at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, Sep 24, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

1. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
2. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com
3. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
4. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

PROCEDURE FOR INSPECTION OF DOCUMENTS: . The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to mail@bangaloresoftsell.com.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before , Friday September 25, 2021 through email mail@bangaloresoftsell.com . The same will be replied by the Company suitably

OTHER INFORMATION. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company / KFinTech has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ KFinTech, if not registered with the Company/ KFinTech, as mandated by SEBI by writing to the Company at mail@bangaloresoftsell.com or to KFinTech at bslinvestor@kfintech.com along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque. b) Advised to register nomination in respect of their shareholding in the Company as per Section 72 of the Act and are requested to write to KFinTech. 19. Members holding shares in electronic mode are: a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts. b) Advised to contact their respective DPs for registering nomination. 20. Non-Resident Indian members are requested to inform KFinTech / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement. b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier. 21. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. 22. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to KFinTech for consolidation into a single folio

By Order of the Board of Directors

For Bangalore Softsell Limited

S Ragothaman

Managing Director

August 7, 2021

Registered Office: 334/22 41 Cross Jayanagar 8 Block Bangalore 560070.

Tel 080 41104111

Website: www.bangaloresoftsell.com

Mail ID mail@bangaloresoftsell.com

CIN: U85110KA1986PLC008020

Director's Report

Your Directors have pleasure in presenting their Thirty Third Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

The Board's Report shall be prepared based on the stand-alone financial statements of the company.

Particulars	2020-21	2019-20
Gross Income	63,91,667	89,86,743
Profit before interest & Depreciation	(2,03,213)	(93,08,432)
Finance Charges	-	-
Gross Profit	(2,03,213)	(93,08,432)
Depreciation	33,064	20,380
Net Profit before tax	(2,36,277)	(93,28,812)
Tax	-	-
Net Profit After taxes	(2,36,277)	(93,28,812)

2. STATE OF COMPANY'S AFFAIR

Due to Covid conditions, the pace of work is slowing and one of the overseas project is closed temporarily during the operating year. How ever the US operations are gaining momentum in the current year and we have built strong partnership to promote products and services in Health care support vertical. We have already started our marketing efforts and this is gaining recognition and the growth will be visible during the coming year.

BUSINESS PERFORMANCE

Your company is in Fintech segment with product support with public sector bank and this operation is helping your company to seek newer opportunities. Your company has also renewed support to Australian customers and the sales pipe line looks very promising. The Covid scenario needs to become stable for companies to plan better. During the year under consideration, the Company achieved a turnover amounting to Rs. 63.91 Lakhs in comparison to Rs. 89.86 lacs during the immediately previous financial year.

The net loss for the year under review, after Depreciation and Taxation items, stood at 2.36 Lacs.

3. COVID 19

All countries are facing the Delta variant and this is impeding the process of normalization for businesses. For your company, the effect will be short term and the business will be able to maintain the present momentum.

4. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

5. MEETINGS

Board of Directors Meeting

4 meetings of the Board of Directors were held during the financial year 2020-21 on the following dates: 15th May 2020, 7th August 2020, 14th November 2020 and 10th February 2021.

Name of Director	Designation	Number of Meetings Attended
Mr. S Ragothaman	Managing Director	4
Ms. Usha P Raikar	Director	4
Mr. S Srinivas	Non-Executive Director	3

6. COMMITTEES OF THE BOARD

The Company does not have any Committee since the same is not applicable.

7. DETAILS OF DIRECTOR WHO WERE APPOINTED OR RESIGNED DURING THE FINANCIAL YEAR.

There was no change in the directors during the period.

Mr. Srinivas Satyanarayana (DIN: 07752657), the Directors retire by rotation at the ensuing Annual General Meeting. However, being eligible they have offered themselves for reappointment.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgements 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 and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. THE WEB LINK WHERE ANNUAL RETURN OF COMPANY SHALL BE PUBLISHED

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in Form MGT-9 is given at the link

<http://www.bangaloresoftsell.com/pdf/Shareholdingpattern31Mar2021.pdf>

10. 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 significant or materials order were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future

11. DETAILS OF FRAUD REPORTED BY THE AUDITOR UNDER SUB SECTION (12) OF SEC 143 OF COMPANIES ACT

The Auditors did not come across any fraud referred to under section 143 (12) of the Act.

12. AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

13. RESERVES

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the year under review.

14. DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans given, investments made, guarantees given and securities provided are disclosed in the financial statement.

16. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no material change in the nature of business during the year.

17. STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO PROFICIENCY, INTEGRITY OF INDEPENDENT DIRECTOR APPOINTED DURING THE FINANCIAL YEAR

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

19. DETAILS OF DEPOSITS ACCEPTED, UNPAID, UNCLAIMED AND DEFAULTED IN THE REPAYMENT DURING THE YEAR.

There are no deposits accepted, unpaid, unclaimed and defaulted in the repayment during the year by the company

20. DETAILS OF DEPOSIT NOT IN COMPLIANCE WITH CHAPTER V OF THE ACT

The Company has neither accepted nor renewed any deposits during the year under review.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	Nil
(ii)	the steps taken by the company for utilizing alternate sources of energy	Nil
(iii)	the capital investment on energy conservation equipment's	Nil

(b) Technology absorption

(i)	the efforts made towards technology absorption	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(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	Nil
	(b) the year of import;	Nil
	(c) whether the technology been fully absorbed	Nil

	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Nil
(iv)	the expenditure incurred on Research and Development	Nil

(c) Foreign exchange earnings and Outgo

Earnings	50.30 Lakhs
Outgo	NIL

22. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

Your Company has laid down standards and processes which enable internal financial control across the Company and ensured that the same are adequate and operating effectively.

23. DISCLOSURE WHETHER THE MAINTENANCE OF COST RECORDS AS SPECIFIED BY CENTRAL GOVERNMENT SECTION UNDER SEC 148(1) OF THE COMPANIES ACT, 2013 IS REQUIRED TO BE MAINTAINED BY THE COMPANY OR NOT.

The provisions of Section 148(1) of the Companies Act, 2013 maintenance of cost records as specified by central government is not applicable to the Company.

24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place, a policy on prevention of sexual harassment at workplace in line with the requirements of the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year Company has not received any complaint of harassment.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There have been no materially significant related party transactions between the Company and the Directors, the management, the subsidiaries or the relatives except for those disclosed in the financial statements.

The details related party transactions that were entered into during the financial year are given in the notes to the financial statements.

26. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 are not applicable to the Company.

27. IF THE FINANCIAL STATEMENTS AND THE BOARD REPORT HAS BEEN REVISED BY THE COMPANY UNDER SECTION 131 OF THE COMPANIES ACT

THEN THE DETAILED REASONS FOR REVISION OF SUCH FINANCIAL STATEMENT OR REPORT SHALL ALSO BE DISCLOSED

No financial statements and the board report have been revised by the company during the period.

28. RISK MANAGEMENT

The company faces such as strategic, financial, credit, liquidity, security, property, IT, legal, regulatory and other risk have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks.

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

29. DETAILS OF ESOP GRANTED, VESTED, EXERCISED, LAPSED DURING THE FINANCIAL YEAR ALONG WITH THE DETAILS OF EMPLOYEES TO WHOM SUCH ESOP IS GRANTED, VESTED, EXERCISED, LAPSED.

There was no issued during the year. Hence, the provision is not applicable to the Company.

30. SHARE CAPITAL

There is no change in Share Capital of the Company in the Financial year 2020-21.

31. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable

32. QUALITY INITIATIVES

The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management

33. AUDITORS:

The Shareholders of the Company had appointed R K Suchindra, Chartered Accountant, (Membership No. - 223667) Bangalore, as Statutory Auditor of the Company for the period of 5 years commencing from the Financial Year 2018-19 to 2022-23 in 31st Annual General Meeting held on 28th September 2018.

34. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards in the Financial Year 2020-21.

35. DISCLOSURE ABOUT RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY AND ALSO RECEIVING COMMISSION / REMUNERATION FROM IT HOLDING OR SUBSIDIARY AS PER SECTION 197(14)

There is commission receipt by MD/WTD by company during the year other than salary.

36. NAME / DESIGNATION OF THE TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN ALONG WITH ALL THE DETAILS MENTIONED IN RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. No employee or director or Managing director have drawn above the remuneration limit of 1 crore annual salary.
2. No employee has been paid more than the remuneration paid to directors.
Note: The actual remuneration paid to directors is in the notes to financial statement.

37. INTERNAL CONTROLS

Cost control systems are in place matching the size and operations of the company. The process is mature and well positioned and effectively managed.

38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forward looking statements

This report contains forward looking statements. All statements that address expectations or projections about the future are forward looking statements. Since these are based on certain assumptions and expectations of future events, the company cannot guarantee that these are accurate and will be realized.

a. Global IT scenario

Most corporations are in a consolidated mode looking to maintain the current growth due to uncertain scenario due to Covid. They would also like to trim non essentials and planning to reduce their cost of operations. Projects that were negotiated at higher cost will be reviewed for competition and this will need good partners and better selling strategy coupled with newer engagement models.

b. Opportunities and threats

Every corporate is now reviewing their operations and looking out for partners who can add better value to their business governance. The traditional support with off shore is not very attractive as cost is no longer a good strategy for acquiring customers. Partnering with agile partners and bring out new solutions will open up the market better. Current customers will also face the same business compulsions and demand a review of services and deliverables.

c. Outlook

Most economies are looking up and the lock down restrictions are being lifted gradually. This should provide enough space for SME to venture into established markets and improve their share in the long run. Maintaining the selling momentum is the key driver for newer growth plans.

d. Risks and concerns

It is believed that middle level management is in a conservative frame of mind and may be difficult to shift from their current jobs. Finding leaders with the real skills may be difficult in the short run and service quality for newer projects may not become optimum . This may attract extra care to be provided to new customers and projects.

e. Internal Control systems

Cost control systems are in place matching the size and operations of the company. The process is mature and well positioned and effectively managed.

f. Segment wise performance

Your Company is engaged in Software service, which constitutes the only segment.

g. Materials developments in human resources

There was an increase of developers to support projects and will be supplemented with newer orders and projects.

39. HUMAN RESOURCES

Your Company treats its “human resources” as one of its most important assets.

Your Company continuously invest in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

40. ACKNOWLEDGEMENTS

The Directors thank the Company’s employees, customers, vendors, investors and academic partners for their continuous support.

The Directors also thank the Government of India, Governments of various states in India, Governments of various countries and concerned Government departments and agencies for their co-operation.

The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

The Directors appreciate and value the contribution made by every member of the Bangalore Softsell Limited family.

For Bangalore Softsell Limited

Place: Bangalore
Date: 24 Aug 2021

Managing Director

S Ragothaman
DIN: 00026750

Director

Usha Raikar
DIN: 00046371

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 thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	None
b)	Nature of contracts/arrangements/transaction	None
c)	Duration of the contracts/arrangements/transaction	None
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	None
e)	Justification for entering into such contracts or arrangements or transactions'	None
f)	Date of approval by the Board	None
g)	Amount paid as advances, if any	None
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	None

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	None
b)	Nature of contracts /arrangements /transaction	None
c)	Duration of the contracts /arrangements /transaction	None
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	None
e)	Date of approval by the Board	None
f)	Amount paid as advances, if any	-- None

For Bangalore Softsell Limited

S Ragothaman
 Managing Director
 DIN: 00026750

Usha
 Whole time Director
 DIN: 00046371

Date: 24.08.2021

Place: Bangalore

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Bangalore Softsell Limited.

Report on the Audit of the Financial Statements**Opinion**

I have audited the financial statements of Bangalore Softsell Limited ("the Company"), which comprise the balance sheet as at 31 March 2021, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribe under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended, and the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021 and its loss and cash flows for the year ended on that date.

Basis of Opinion

I conducted my audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). My responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion on the stand-alone financial statements.

Emphasis of Matter

I invite attention to Note No 2.2 to the financials statement regarding the uncertainties arising out of the outbreak of COVID-19 pandemic and the assessment made by the management on its business and financials, including valuation of assets for the year ended March 31, 2021. This assessment and the outcome of the pandemic is as made by the management and is highly dependent on the circumstances as they evolve in the subsequent periods. My opinion is not modified on the above matter.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significant in my audit of the Financial Statements of the current period. These matters were addressed in the context of my audit of the financial statement as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. In the audit of the current period, I have not observed any key audit matters required to be reported separately.

Other Matters

Due to the COVID-19 pandemic and the lockdown and other restrictions imposed by the Government and local administration; the audit processes were carried out based on the remote access to the extent available/feasible and necessary records made available by the management through digital medium. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/ Remote Audit/ Online Audit under current Covid-19

situation” issued by the Auditing and Assurance Standards Board of ICAI. I have been represented by the management of the Company that the data provided for my audit purposes is correct, complete, reliable and are directly generated by the accounting system of the Company without any further manual modifications. I bring to the attention of the users that the audit of the financial statements has been performed in the aforesaid conditions.

My opinion is not modified on the above matter.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Director’s report but does not include the financial statements and my auditors’ report thereon.

My opinion on the financial statements do not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work I have performed I conclude that there is material misstatement of this other information, I am required to report to that fact. I have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors are responsible for the matters stated in section 134(5) of 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing where applicable matters related to going concern, and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing my opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls. This report include a statement on internal financial controls under section 143(3)(i) of the Act, as this is applicable to the Company in terms of notification dated 13 June, 2017, issued by Ministry of Corporate Affairs.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. I consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

I communicate with those charged with governance regarding, among other matters the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, I give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, 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 purposes of my audit.
 - (b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal controls over financial reporting of the company and the operating effectiveness of such controls, refer to my separate report in Annexure B.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
 - i. The Company does not have any pending litigations, which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.

R.K.Suchindra,

Place: Bangalore

Chartered Accountant.

Date: 24 August 2021.

M. no. : 223667.

UDIN : **21223667AAAAMZ2135**.

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT**Annexure A referred to in Paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of my Report of even date**

According to the information and explanations given to me, and the basis of my examination of the records of the Company, I state that:

- i)
 - a) The Company has maintained proper records showing full particulars, including quantitative details of fixed assets.
 - b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in my opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to me, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to me, and the records examined by me, there are no freehold immovable property held by the Company.
- ii) The Company is in the business of providing services and does not have any physical inventories. Accordingly, reporting under clause 3(ii) of the order is not applicable to the Company.
- iii) According to the information and explanations given to me and on the basis of my examination of the books of account, 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. Consequently, the provisions of paragraph 3(ii) (a), (b), (c) of the Order are not applicable to the Company.
- iv) The Company is of the opinion that the loans and advances given prior to the date that provisions of sections 185 and 186 of the Act coming into force are governed by the earlier law and accordingly, in my opinion and according to the information and explanation given to me, the company has complied with the provisions of section 185 and 186 of the Act in respect of grant of loans, making investments, providing guarantees and securities as applicable.
- v) The company has not accepted deposits from the public and hence paragraph (v) of the Order is not applicable.
- vi) As per the information and explanation given by the management maintenance of cost records have not been prescribed by the Central Government under sub-section 148(1) of the Act.
- vii) According to the information and explanations given to me, in respect of statutory dues,
 - a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there have been a few delays during the year in few cases.
 - b) There were no other undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
 - c) According to the information and explanation given to us, there are no dues of provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and any other statutory dues which have not been deposited on account of any dispute.

- viii) In my opinion and according to the information and explanations given to me, the Company has no outstanding dues to any financial institutions or banks or any government or any debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) To the best of my knowledge and belief and according to the information and explanations given to me based upon the audit procedures performed and, no fraud on or by the Company has been noticed or reported during the year nor I have been informed of such case by the management.
- xi) In my opinion and according to the information and explanations given to me, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii) The Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) 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 been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to me and based on my examination of the records of the company, the Company has not made any preferential allotment or private placement of share or partly or fully convertible debenture during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- xv) In my opinion and according to the information and explanation given to me, during the year, the Company has not entered into non-cash transactions with Directors or persons connected with its Directors, and hence Accordingly, provisions of Section 192 of the Act is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

R. K. Suchindra,

Place: Bangalore

Chartered Accountant.

Date: 24 August 2021

M. no. : 223667.

UDIN **21223667AAAAMZ2135**.

Annexure B referred to in Paragraph 2 (f) under “Report on Other Legal and Regulatory Requirements” Section of our Report of even date**Report on the Internal Financial Controls 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 BANGALORE SOFTSELL LIMITED (“the Company”) as of March 31, 2021 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

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

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 auditor’s judgement, including the assessment of the risks of material misstatement of the 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 the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Bangalore

Date: 24 August 2021

R. K. Suchindra,

Chartered Accountant.

M. no. : 223667.

UDIN : **21223667AAAAMZ2135**.

BANGALORE SOFTSELL LIMITED**Balance Sheet as at 31 March 2021**

Particulars	Notes	As At 31.03.2021	As At 31.03.2020
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
a. Share Capital	3	49,545,500	49,545,500
b. Reserves & Surplus	4	(42,677,311)	(42,441,034)
2 Non Current liabilities			
a. Long term Provisions	5	272,310	173,750
3 Current liabilities			
a. Trade payables	6	126,763	96,180
b. Short-term provisions	7	247,498	391,408
c. Other current liabilities	8	550,788	622,670
Total		8,065,548	8,388,474
II. ASSETS			
1. Non-current assets			
a. Fixed Assets			
i. Tangible assets	9	296,253	270,942
c. Long-term loans and advances	10	1,577,601	2,342,028
2. Current assets			
a. Trade receivables	11	1,416,546	2,449,837
b. Cash and Bank Balances	12	3,788,155	1,784,675
c. Short Term Loans and Advances	13	327,354	326,631
d. Other current assets	14	659,639	1,214,361
Total		8,065,548	8,388,474

Summary of significant accounting policies

The accompanying notes are an integral part of the financials statements

As per my report on even date

For and on behalf of board of directors

R.K.Suchindra
Chartered Accountant
M.No. 223667

S Ragothaman
Managing Director

Usha P Raikar
Whole time director

Place : Bangalore
Date : 24 Aug 2021

BANGALORE SOFTSELL LIMITED

Statement of Profit & Loss for the year ended 31 March 2021

Particulars	Notes	2020-21 Rs.	2019-20 Rs.
Revenue			
Revenue from operations	14	6,391,667	8,986,743
Other Income	15	189,110	142,628
Total Revenue		6,580,777	9,129,371
Expenses			
Employee benefit expenses	16	5,616,675	5,164,002
Other expenses	17	1,167,315	1,577,641
Depreciation and amortization expenses		33,064	20,380
Advances to employees welfare trust written off		-	11,696,160
Total Expenses		6,817,054	18,458,183
Profit / (Loss) before tax		(236,277)	(9,328,812)
Tax expenses			
Current Tax		-	-
Deferred Tax asset written off		-	-
Total Tax expenses		-	-
Profit / (Loss) for the year		(236,277)	(9,328,812)
Earnings per share		(0.02)	(0.94)

Summary of significant accounting policies

The accompanying notes are an integral part of the financials statements

As per my report on even date

For and on behalf of board of directors

R.K.Suchindra
Chartered Accountant
M.No. 223667

S Ragothaman
Managing Director

Usha P Raikar
Whole time director

Place : Bangalore
Date : 24 Aug 2021

BANGALORE SOFTSELL LIMITED		
Cash Flow Statement for the year ended 31 March, 2021		
Particulars	2020-21 Rs.	2019-20 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(236,277)	(9,328,812)
Adjustments for:		
Depreciation	33,064	20,380
Advances to employees welfare trust written off	-	11,696,160
Interest Received	(155,680)	(142,628)
Operating profit before working capital changes	(358,893)	2,245,100
Adjustments for:		
Decrease/(Increase) in Trade Receivables	1,033,291	(1,221,268)
Decrease/(Increase) in Short Term Loans and Advances	(66,368)	(253,318)
Decrease/(Increase) in Other Current Assets	554,722	(1,315,425)
(Decrease)/Increase in Trade Payables	30,582	77,865
(Decrease)/Increase in Short-term provisions	(143,910)	339,822
(Decrease)/Increase in non Current liabilities & Provisions	98,560	173,750
(Decrease)/Increase in Current liabilities & Provisions	(71,882)	(948,372)
Cash generated from operations	1,076,102	(901,846)
Direct Taxes Paid	65,645	253,318
Net cash from operating activities (A)	1,141,747	(648,528)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(58,374)	(77,118)
Net Cash Used in Investing Activities (B)	(58,374)	(77,118)
C. CASH FROM FINANCING ACTIVITIES		
Repayment of Housing Loan	764,427	595,193
Interest Received	155,680	142,628
Net Cash From Financing Activities (C)	920,107	737,821
Net Increase in Cash and Cash Equivalents (A+B+C)	2,003,480	12,175
Opening Cash and Cash Equivalents	1,784,675	1,772,500
Closing Cash and Cash Equivalents	3,788,155	1,784,675
As per my report on even date	For and on behalf of Board of Directors	
R.K.Suchindra Chartered Accountant M.No. 223667	S Ragothaman Managing Director	Usha P Raikar Whole time director
Place : Bangalore Date : 24 Aug 2021		

BANGALORE SOFTSELL LIMITED

Note 9 : Fixed Assets

	Gross Carrying Value			Depreciation			Net Carrying Value		
	As at 4/1/2020	Additions/ (Deletion)	Other adjustments	As at 3/31/2021	Upto 4/1/2020	For the Period	Other adjustments	As at 3/31/2021	As at 3/31/2020
Tangible Assets									
Computers	2,098,873 (2,021,755)	56,075 (77,118)	- -	2,154,948 (2,098,873)	1,927,646 (1,909,612)	30,096 (18,034)	- -	1,957,742 (1,927,646)	171,227 112,143
Office Equipments	1,246,096 (1,246,096)	2,299 -	- -	1,248,395 (1,246,096)	1,178,425 (1,177,217)	1,415 (1,208)	- -	1,179,940 (1,178,425)	67,671 (68,879)
Furnitures and Fixtures	1,382,279 (1,382,279)	- -	- -	1,382,279 (1,382,279)	1,372,263 (1,371,115)	1,553 (1,138)	- -	1,373,806 (1,372,253)	10,025 (11,164)
Vehicles	1,396,643 (1,396,643)	- -	- -	1,396,643 (1,396,643)	1,374,623 (1,374,623)	- -	- -	1,374,623 (1,374,623)	22,019 (22,019)
Total	6,123,891 (6,046,773)	58,374 (77,118)	- -	6,182,265 (6,123,891)	5,852,947 (5,832,567)	33,064 (20,380)	- -	5,886,011 (5,852,947)	270,942 10,081

* Figures in bracket represents figures in previous year.

Notes forming part of Financial Statements for the year ended 31st March, 2021**1. Corporate information**

Bangalore Softsell Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the software development and information technology enabled services. The company caters to both domestic and international markets.

2. Basis of preparation of financial statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting standard requires a change in the accounting policy hitherto in use.

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in future, actual results ultimately may differ from the estimates.

2.1 Significant Accounting Policies**a. Fixed Assets and Depreciation**

Fixed assets are stated at cost less depreciation. For this purpose, cost comprises of cost of acquisition and all costs directly attributable to bringing the asset to the present condition for its intended use.

Depreciation has been provided on purchased Computers (Hardware & Software) on straight-line basis and on other assets on written down value method, at the rates specified in the Schedule II of the Companies Act, 2013, (as amended).

Patents are amortized over a period of 10 years.

b. Research and development cost

Software products developed / under development are stated at cost. Software development cost incurred on products ready for marketing are amortized equally over a period of three years or earlier based on Management's evaluation of expected sales volumes and duration of the products life cycle.

c. Revenue Recognition**Services:**

Software service revenue is recognized on the basis of chargeable time or on achievement of prescribed milestones as relevant to each contract or proportionate completion method as applicable.

Interest Income:

Interest income is recognized using the time-proportion method, based on rates implicit in the transaction.

d. Foreign Currency Transactions

- I. All foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.
- II. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account

e. Retirement Benefits:**Defined Contribution Plan**

Company's contributions paid/payable, if any applicable to, Provident Fund, ESI and Labour Welfare fund are recognized in the profit and loss account. Company's Contribution towards Provident Fund and ESIC are based on a percentage of salary.

The gratuity has been provided in books on accrual basis. The Company has accounted provision amount based on reasonable estimates.

f. Provisions and Contingencies

A provision is recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management best estimates of the expenditure required to settle the obligation as at the balance sheet date. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate for each such obligation.

A contingent liability is disclosed when there are possible or present obligations that may, but probably will not, require an outflow of resources, the outcome of which cannot be ascertained with reasonable certainty, unless the possibility of such outflow is remote.

g. Income Taxes

Provision for tax for the year comprises of current tax and deferred tax. Current tax provision is measured by the amount of tax expected to be paid on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws.

Deferred tax liability is provided in respect of reversible timing differences. Deferred tax assets arising on account of reversible timing differences are recognized only to the extent there is reasonable certainty of realization of such assets. Deferred tax assets relating to unabsorbed tax

losses and unabsorbed tax depreciation are recognized only if, and to the extent, there is virtual certainty of realization of such assets. Deferred tax accounting, initially done at the tax rates legislated and expected to prevail at the relevant time, is reviewed and adjusted at each subsequent Balance Sheet date.

In the absence of convincing evidence that there will be sufficient taxable profit against which the deductible temporary differences and unabsorbed tax losses can be realized, a deferred tax asset/ Liability is not recognized in the books of accounts.

Deferred tax asset has not been created for uncertainty in virtual realization of such assets due to uncertain future conditions. Deferred tax liability if any is expected to be netted off against the Deferred tax assets in the Books.

Earnings per share

Basic earnings per share (EPS) are calculated by dividing the net profit after tax for the year (including the post-tax effect of extraordinary items, if any) attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted of the beginning of the year, unless they have been adjusted for the proceeds receivable had the shares been actually issued at fair value i.e., average market value of outstanding shares. The number of shares and *potentially dilutive shares are adjusted for share splits and bonus shares, as appropriate*

2.2 Impact of COVID-19

With a view to ensure social distancing and to prevent the spread of COVID-19, lockdown was declared through an Order passed by the National Disaster Management Authority under the Disaster Management Act, 2005. This has impacted on the company billing days/hours of manpower, hence there is deferment of revenue. As per order the employer is required to pay full remuneration to the employees in the lockdown period, this leads to increase in cost with compared to revenue.

3. Share capital

Particulars	As At 31.03.2021	As At 31.03.2020
a. Authorised Shares		
110,000,000 Equity Shares of Rs.5/- each	5,50,00,000	5,50,00,000
b. Issued, Subscribed and Fully Paid up Shares		
9,909,100 Equity Shares of Rs.5/- each	4,95,45,500	4,95,45,500

c. Reconciliation of shares outstanding at the beginning and at the end of the reporting Period.

Equity Shares	31.03.2021		31.03.2020	
	Nos	Amt (Rs)	Nos	Amt (Rs)
At the beginning of the year	99,09,100	4,95,45,500	99,09,100	4,95,45,500
Outstanding at the end of the year	99,09,100	4,95,45,500	99,09,100	4,95,45,500

d. Details of Shareholders holding more than 5 % shares in the Company

Sl.No	Name of the Shareholder	As at 31st March, 2021		As at 31st March, 2020	
		No.of Shares held	Percentage of Holding	No.of Shares held	Percentage of Holding
1	S. Ragothaman	23,54,570	23.76%	23,54,570	23.76%
2	Bangalore softsell Employee Welfare Trust	8,70,000	8.80%	8,70,000	8.80%

e. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.5 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. In the event of liquidation of the company the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

f. Shares reserved for Issue under options

There are no shares reserved for issue under options.

g. Aggregate number of Bonus shares issued, Share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

During the immediately preceding five years there were no shares allotted or bought back.

As per records of the company, including its register of shareholders/members and information provided by the registrars, the above shareholding represents both legal and beneficial Ownerships of shares.

4. Reserves and Surplus

Securities Premium Account

<u>As at</u>	<u>As at</u>
<u>31st March 2021</u>	<u>31st March 2020</u>

Balance as per last financial statement	6,37,30,982	6,37,30,982
Closing Balance	6,37,30,982	6,37,30,982

Surplus / (deficit) in the statement of profit and loss

Balance as per last financial statement	(10,61,72,016)	(9,68,43,204)
Profit/(Loss) for the year	(2,36,277)	(93,28,812)
Net Surplus / (deficit) in the statement of profit and loss	(10,64,08,293)	(10,61,72,016)

Total	(4,26,77,311)	(4,24,41,034)
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	As at 31 st March 2021	As at 31 st March 2020
5. Long term Provisions		
Provision for employee benefits	2,72,310	1,73,750
Total	2,72,310	1,73,750

6. Trade Payables

Total Outstanding dues of Creditors other than Micro Enterprises and Small Enterprises.	1,26,763	96,180
Total	1,26,763	96,180

There are no micro, small and medium enterprises as defined in micro, small, medium enterprises development Act 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding micro, small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the Auditor.

7. Short Term Provisions

Salary Payable	2,47,498	3,85,148
Provision for Expenses	-	6,260
Total	2,47,498	3,91,408

8. Other Current Liabilities

Statutory payables	79,413	1,36,670
Rent Payable	4,71,375	4,86,000
Total	5,50,788	6,22,670

Note 9 : Fixed Assets

	Gross Carrying Value				Depreciation				Net Carrying Value	
	As at 01-04-2020	Additions / (Deletion)	Other adjustments	As at 31-03-2021	Upto 01-04-2020	For the Period	Other adjustments	As at 31-03-2021	As at 31-03-2021	As at 31-03-2020
Tangible Assets										
Computers	20,98,873 (20,21,755)	56,074 (77,118)	- -	21,54,947 (20,98,873)	19,27,646 (19,09,612)	30,096 (18,034)	- -	19,57,742 (19,27,646)	1,97,205 (1,71,277)	1,71,227 1,12,143
Office Equipments	12,46,096 (12,46,096)	2,299 -	- -	12,48,395 (12,46,096)	11,78,425 (11,77,217)	1,415 (1,208)	- -	11,79,840 (11,78,425)	68,555 (67,671)	67,671 (68,879)
Furnitures and Fixture	13,82,279 (13,82,279)	- -	- -	13,82,279 (13,82,279)	13,72,253 (13,71,115)	1,553 (1,138)	- -	13,73,806 (13,72,253)	8,473 (10,025)	10,025 (11,164)
Vehicles	13,96,642 (13,96,642)	- -	- -	13,96,642 (13,96,642)	13,74,623 (13,74,623)	- -	- -	13,74,623 (13,74,623)	22,019 (22,019)	22,019 (22,019)
Total	61,23,890 (60,46,772)	58,373 (77,118)	- -	61,82,263 (61,23,890)	58,52,947 (58,32,567)	33,064 (20,380)	- -	58,86,011 (58,52,947)	2,96,253 (2,70,992)	2,70,942 10,081

	As at 31st March 2021	As at 31st March 2020
10. Long Term Loans and advances		
Security Deposits	7,16,000	7,16,000
Loans and advances to related parties	8,61,601	16,26,028
Total	15,77,601	23,42,028
11. Trade Receivables		
Unsecured considered good	14,16,546	24,49,837
Total	14,16,546	24,49,837
12. Cash and Bank Balances		
Balances with Bank :	8,25,044	7,79,064
Cash on hand	13,111	5,611
Sub Total	8,38,155	7,84,675
Bank Deposits with more than 12 months maturity	29,50,000	10,00,000
Sub Total	29,50,000	10,00,000
Total	37,88,155	17,84,675
13. Short term Loans and Advances		
Balances with Statutory authorities		
- GST Input Credit	8,391	73,313
- TDS Receivable	3,18,963	2,53,318
Total	3,27,354	3,26,631
14. Other current assets		
Unbilled Revenue	5,88,004	12,05,532
Accrued interest on FD	71,635	8,829
	6,59,639	12,14,361
	For the year ended 31st March 2021	For the year ended 31st March 2020
15. Revenue from operation		
Revenue from Software Services		
- Domestic	13,62,079	28,30,645
- Export	50,29,588	61,56,098
	63,91,667	89,86,743

16. Other Income

Interest Income	1,55,680	1,42,628
Net (Gain)/Loss on foreign currency	33,430	
	1,89,110	1,42,628

**For the year ended
31st March 2021**

**For the year ended
31st March 2020**

16. Employee Benefit Expenses

Salaries, wages, bonus and allowances	55,18,115	49,90,252
Gratuity Expenses	98,560	1,73,750
	56,16,675	51,64,002

17. Other Expenses

Rent	5,40,000	5,40,000
Power	7,886	24,394
Legal, Professional fees	1,85,279	4,25,941
Auditor Remuneration	50,000	50,000
Travelling and Conveyance	1,10,000	1,00,141
Communication Cost	31,974	53,038
Repairs & Maintenance	35,431	96,515
Bank charges	7,670	8,779
Rates & Taxes	62,603	45,784
Net (Gain)/Loss on foreign currency	-	1,51,725
Miscellaneous Expenses	1,36,472	81,324
	11,67,315	15,77,641

18. Capital Commitments and Contingent Liabilities

Particulars	As At March 31, 2021	As at March 31, 2020
Estimated amount of Unexecuted capital contracts (net of advances and deposits)	Nil	Nil
Outstanding guarantees and counter guarantees to various banks, in respect of the guarantees given by those banks in favor of various government authorities and others	Nil	Nil
Claims against the Company not acknowledged as debts	Nil	Nil

a) Expenditure in Foreign Currency	Nil	Nil
b) Earnings in Foreign Currency		
Revenue from Software Services	50,29,588	61,56,098

19. Segment Reporting

The Company's operation comprises of only one segment of Software Services. All the Assets and Liabilities are attributable to the same segment. Hence no separate primary / secondary segmental disclosures are given.

20. Related Party Transactions

The list of related parties and nature of their relationship as stated below :

A. Names of related parties and description of relationship :

- Key management personnel: a. Mr. S. Ragothaman – Managing Director
b. Mrs. Usha P. Raikar – Technical Director

[List of related parties is as identified by Management and relied upon by Auditor].

B. Transactions during the year :

	2020-21	2019-20
Housing Loan Outstanding		
S Ragothaman	8,50,601	16,26,028
	8,50,601	16,26,028
Salaries (Including Perquisites)		
S Ragothaman	12,00,000	7,80,000
Usha P Raikar	12,00,000	12,00,000
	24,00,000	19,80,000

21. Operating Leases

The Company has operating lease for office facility. Rental expenses for operating leases included in the statement of profit and loss for the year is Rs.540,000.

As of 31stMarch 2021 there are no future minimum lease payments under non-cancellable operating leases.

22. Earnings Per Share

	2020-21	2019-20
Profit / (Loss) attributable to equity shareholders (Rs.)	(2,36,277)	(93,28,812)
Weighted average number of Equity Shares of Rs.5/- each	99,09,100	99,09,100

Earnings Per Share - Basic & Diluted (Rs.)	(0.02)	(0.94)
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23. Previous year's figures have been regrouped, wherever necessary, to conform to current year's classifications.

R.K.Suchindra
Chartered Accountant
M. no. 223667.

S Ragothaman
Managing Director

Usha P Raikar
Whole time Director

UDIN : **21223667AAAAMZ2135**

Place : Bangalore
Date : 24/08/2021

Company Information	
Board of Directors & Key Managerial Persons	
Mr Subbian Ragothaman	Managing Director & Chairman
Mrs Usha Prashanth Raikar	Whole time director
Mr S Srinivas	Non Executive Director
Statutory Auditor	Registrar & Share Transfer Agent
Mr R K Suchindra Chartered Accountants #428/A Badari 4 Main, BSK I Stage I Block Srinagar, Bangalore 560050	KFin Technologies Private Limited Selenium Tower B, Plot Nos. 31 & 32 Financial District Nanakramguda Serilingampally Mandal Hyderabad - 500032 India
Bankers	Registered Office
Union Bank, Padmanabha Nagar, Bangalore AXIS Bank 507/508 8 Cross 7 Block Jayanagar Bangalore 560082	334/22 I Floor, I Main, 41 Cross, 8 Block Jayanagar, Bangalore 560070 Ph: 080 41104111 www.bangaloresoftsell.com mail@bangaloresoftsell.com CIN: U85110KA1986PLC008020 ISIN: INE 383B 01010