

BOARD OF DIRECTORS

Deepak Gupta	<i>Managing Director</i>
Poonam Gupta	<i>Director (Operations)</i>
Ravi Gupta	<i>Director</i>
Pramil Garg	<i>Director</i>

Company Secretary

Shilpa Jain

**COMMITTEES OF THE BOARD
OF DIRECTORS**

Audit Committee

Ravi Gupta	Chairman
Pramil Garg	Member
Poonam Gupta	Member

Auditors
M/s Kailash Sushil & Associates
Chartered Accountants
1-A, (K-429/135), Adarsh Nagar Extn.,
G.T. Karnal Road, Delhi - 110033

Investors' Grievances Committee

Poonam Gupta	Member
Ravi Gupta	Member
Pramil Garg	Chairman

Registered Office :
E-79, IIInd Floor, South Ext. Part 1,
New Delhi - 110049
Phones : 32017042, 32016944
E-mail : kccdeepak@yahoo.co.in
Web site : kcc-india.com

Remuneration Committee

Poonam Gupta	Member
Pramil Garg	Member
Ravi Gupta	Chairman

Registrar & Share Transfer Agents

Alankit Assignments Limited,
2E/8, First Floor,
Jhandewalan Extension,
New Delhi - 110055.
Phones : 42541234

Share Transfer Committee

Deepak Gupta	Chairman
Pramil Garg	Member



Directors' Report

Dear Members,

Your Directors have immense pleasure in presenting their Seventeenth Annual Report on the business and operations of the company together with the Audited Financial statements and Accounts for the year ended 31st March, 2011.

BUSINESS PERFORMANCE AND OUTLOOK

The gross revenue of your company has declined due to the global recession which has affected the business on microeconomic level. The Board of Directors are hopeful of the economic recovery and are expecting a better off state in the subsequent years. The company has shown its strength in sustaining the recessionary impact. Despite of such a downfall, KCC is working with great passion and striving hard to continue to stay stable and consistent.

FINANCIAL PERFORMANCE

(Rupees in lacs)

Particulars	Financial Year 2010-2011	Financial Year 2009-2010
Gross Revenue	1223.79	2106.40
Profit before Tax	54.49	26.57
Profit after Tax	44.10	20.19

OPERATIONS

Your company has faced a downfall in the Gross revenue from the previous period but the profit earned has been increased from the previous period. KCC aims high to improve the bottom line of the Company. During the period under review your company has registered a turnover of Rs.1223.79 lacs against Rs.2106.40 lacs in previous year 2009- 2010. A profit before Tax of Rs. 54.49 lacs has been made during this period as against a profit of Rs. 20.19 lacs in the previous period. Profit after tax for the current period 2010-11 is 44.10 lacs.

DIVIDEND

The Board considering prudent to conserve resources for investment in business regrets its inability to recommend any dividend for the year ended 31st March 2011.

PUBLIC FIXED DEPOSIT

The company has not accepted deposits from Public under section 58A of the Companies Act, 1956 during the year.

DIRECTORS

In accordance with the provisions of section 256 of the Companies Act, 1956 and Article of Association of the company, Mr. Ravi Gupta, Director of the company, retire by rotation at the ensuing Annual General Meeting and be eligible to offer himself for re-appointment. Their brief profile has been stated in the Corporate Governance Report.

DIRECTORS RESPOSIBILITY STATEMENT

In terms of the provision of section 217(2AA) of the Companies Act, 1956, your directors confirm that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with the proper explanation relating to material departure wherever necessary.
- ii) The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the company at the end of financial year 2010-2011 and of the profit/ loss of the company for the year ended as on that date;

- iii) The Directors had taken proper and sufficient care for the maintenance of adequate Accounting Records in the accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the Annual Accounts on a going concern basis.

AUDITORS

M/S Kailash Sushil & Associates, Chartered Accountants, the Statutory Auditor of your company expressed their willingness to continue to be the auditor, if re- appointed at the Annual General Meeting to hold the office until the conclusion of the next Annual General Meeting. The company has received from the Auditors a certificate to this effect that their appointment, if made, would be within the prescribed limit under section 224(1-B) of the Companies Act, 1956.

AUDITORS REPORT AND CERTIFICATION

The notes to the accounts in Auditors' Report are self explanatory.

PARTICULARS OF EMPLOYEES

In compliance with provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rule 1975, statement of particulars of employees has not been given as none of employee during the financial year drew remuneration more than Rs. 5 Lacs per month or Rs. 60 Lacs per annum."

DISCLOSURES

Particulars under the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules 1988 on Conservation of Energy and Technology absorption are not applicable to your company.

During the year under review the Company has neither earned any foreign exchange nor used any foreign exchange.

CORPORATE GOVERNANCE

A Report on Corporate Governance as required under Clause 49 of the Listing Agreement, as applicable, form the part of this report.

COMPOSITION OF AUDIT COMMITTEE

Disclosure pursuant to the provisions of section 292A of the Companies Act, 1956, the Audit & Finance Committee of the company consists of:

Mr. Ravi Gupta	-	Chairman & Non Executive Director
Mr. Pramil Kumar Garg	-	Non Executive Director & Member
Mrs. Poonam Gupta	-	Executive Director & Member

CAUTIONARY STATEMENT

The statements made in this report and those appearing elsewhere, may be "forward looking statements" that set forth anticipated results based on management plans and assumptions. These statements are likely to address the company's growth strategy and financial results and are subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from past results and those anticipated, estimated and projected.

ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude the co-operation received from bankers, Central and State Government Departments, Local Authorities and Customer for their continued guidance and support.

Your Directors also convey their gratitude to the Shareholders, Statutory Auditors and Employees of the company for their commitment and support which has contributed to the growth and success of the company.

By order of the Board
for **KCC Software Limited**

Place : New Delhi
Date : 09.08.2011

(Deepak Gupta)
Managing Director



Annexure to Directors' Report

To
The Board of Directors
KCC SOFTWARE LTD.
New Delhi- 110049

This is to certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) I to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

By order of the Board
for KCC Software Limited

Place : New Delhi
Date : 09.08.2011

(Deepak Gupta)
Managing Director

Report on Corporate Governance

GOVERNANCE PHILOSOPHY

The Company believes in adopting and adhering to globally recognized corporate governance practices and continuously benchmarking itself against such practices. The Company understands and respects its fiduciary role and responsibility to its Members and strives to meet their expectations.

The Company has following committees viz. Audit Committee, Remuneration and Investors'/ shareholders' Grievance committee to ensure the effective implementation of Clause 49 of the listing Agreement.

I BOARD OF DIRECTORS

(A) COMPOSITION OF BOARD OF DIRECTORS

In compliance with clause 49 (1) (A) of the Listing Agreement, the Board comprises of optimum combination of Executive and Non-Executive directors i.e. two Executive Directors and two non executive directors of whom both are independent Directors. The Chairman of the Board is an Executive Director and in compliance with the said clause more than half of the Board comprises of Independent Directors. All the members of the Board are highly experienced professionals drawn from the field of business and finance.

Name of Directors	Category	Designation	Number of Directorship held in other Company	Number of Chairmanships in Committees of the Board of other Companies
Mr. Deepak Gupta	Executive Director	Managing Director & Chairman	-	-
Mrs. Poonam Gupta	Executive Director	Director (Operations)	-	-
Mr. Ravi Gupta	NED & Independent Director	Director	-	-
Mr. Pramil Kumar Garg	NED & Independent Director	Director	-	-

(B) NON- EXECUTIVE DIRECTORS COMPENSATION AND DISCLOSURES

The Company does not pay any other remuneration to them besides sitting fees. Appropriate records are maintained in respect of the payment made to them.

(C) BOARD MEETINGS

- During the financial year 2010-2011, the Board met four times on the following dates in compliance with section 285 of the Companies Act, 1956 and Clause 49 of the Listing Agreement:
 1. 14th May, 2010
 2. 9th August, 2010
 3. 8th November, 2010
 4. 21st February, 2011

ATTENDANCE OF EACH DIRECTOR AT BOARD MEETING AND LAST ANNUAL GENERAL MEETING

Name of the Director	Number of Board Meetings Attended	Presence at the 16th AGM on 30th, September, 2010 at E-79, South Extension Part-1, New Delhi- 110049
Deepak Gupta	4	Yes
Ravi Gupta	4	Yes
Poonam Gupta	4	Yes
Pramil Kumar Garg	4	Yes

- In accordance with Clause 49 of the Listing Agreement, the requisite information was placed before the Board and was also made a part of the minutes of the meeting of the Board.
- All the pecuniary relationship or transaction of the Non Executive Directors vis-a-vis the Company, if any, have been disclosed in the Financial Statements of the company for the year ended 31st March, 2011.

I DIRECTORS' COMMITTEES

In compliance with clause 49 of the Listing Agreement, the Board has constituted the following committees:

- Audit committees
- Shareholder Investor Grievance Committees
- Remuneration Committees

AUDIT COMMITTEE

(A) COMPOSITION OF AUDIT COMMITTEE

The Committee comprises of two Non Executive Directors of whom both of them are Independent Directors. The Chairman of the Committee is an independent Director. All the members are well versed with Accounting and Financial Knowledge.

Name of the Member	Category	Designation
Mr. Ravi Gupta	Non Executive &Independent Director	Chairman
Mrs. Poonam Gupta	Executive Director	Member
Mr. Pramil Garg	Non Executive &Independent Director	Member

(B) AUDIT COMMITTEE MEETINGS

During the financial year 2010-2011, the Committee met four times on the following dates:

1. 14th May, 2010
2. 9th August, 2010
3. 8th November, 2010
4. 8th February, 2011.

ATTENDANCE OF EACH MEMBER AT THE AUDIT COMMITTEE MEETING HELD DURING THE YEAR 2010-2011

Name of the Member	Number of Meetings Attended
Mr. Ravi Gupta	4
Mrs. Poonam Gupta	4
Mr. Pramil Kumar Garg	4

The Chairman, Mr. Ravi Gupta having the requisite qualification as required under Clause 49 (II) of the Listing Agreement attended the last AGM to answer the queries of shareholders.

PRIMARY OBJECTIVES AND POWERS OF THE AUDIT COMMITTEE

The role and powers of the Audit Committee are as per provisions of Section 292A of the Companies Act, 1956 and guidelines set out in the listing Agreement.

(C) ROLE

The Audit Committee will assist the Board in fulfilling its oversight responsibilities for:

- The integrity of the company's statements;
- The company's compliance with legal and statutory requirements;
- The Independent Auditor's qualifications and independence;
- The performance of the company's Internal Audit function and Independent Auditors and
- The appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

(D) POWERS

The powers of Audit Committee shall include the following:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain information outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise if it considers necessary.

(E) BRIEF DESCRIPTION OF THE TERMS OF REFERENCE

The committee looks after the following matters:

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and creditable.
2. Review major issues regarding accounting principles and financial statements presentation, including any significant changes in the company's selection or application of accounting principles, the effect of the regulatory and accounting initiatives as well as off balance sheet structures on this on the financial statement of the company.
3. Recommending to the Board, to appoint, re-appoint and oversee the work of the public accounting firm employed by the organization to conduct the statutory external audit and, if required, the replacement, or removal of the Statutory Auditor and fixation of audit fees.
4. Approval of payment of statutory audit for any other services rendered by the Statutory Auditors.
5. Reviewing with the management, the annual financial statement before submission to the board for approval with particular reference to:
 - Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with Listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Qualification in the draft Audit Report
6. Reviewing with the management, the quarterly financial statement before submission to the approval. Such review will include scrutiny of earnings and the effects of any changes in accounting practice.
7. Reviewing with the management effectiveness of the company's the internal control systems.

8. Review with the management and the chief internal auditors, the charter, plans, activities, including the structure of the internal audit function, staffing and seniority of the officials heading the department, reporting structure coverage and frequency of internal audit.
9. Obtain and review a report by the independent Auditor describing the company's internal quality-control procedure, any material issues raised by the most recent internal quality-control review, or peer review of the firm and assess the auditor's independence.
10. Discussion with the management the company's major policies with respect to risk management.
11. Reviewing the company's procedure for detecting fraud and ensure the arrangement are in place by which staff may, in confidence, raised concerns about possible improprieties in matter of financial reporting, financial control or any other matters.
12. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern.
13. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
14. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(D) REVIEW OF INFORMATION BY AUDIT COMMITTEE

The Audit Committee shall mandatory review the following information:

- Management Discussion and Analysis of Financial condition and results of operations.
- Management letters/ letter of internal control weaknesses issued by the internal Auditors.
- Internal Audit Reports relating to internal control weaknesses, and
- The appointment, removal and terms of remuneration of the chief Internal Auditor shall be subject to review by the Audit Committee.

(G) SHAREHOLDER & INVESTOR GRIEVANCE COMMITTEE

The scope of the Shareholders' Grievances Committee is to review and address the grievances of the Members in respect of share transfers, transmission, dematerialization and rematerialization of shares and other share related activities.

During the year, 4 such meetings were held on 30/04/2010, 09/07/2010, 23/10/2010 & 31/01/2011.

COMPOSITION OF COMMITTEE

Mr. Ravi Gupta, Non Executive Director is the Chairman of the Committee along with Mrs. Poonam Gupta and Mr. Pramil Kumar Garg, acts as the Members of the committee. :

Name of the Member	Category	Designation
Mr. Pramil Kumar Garg	Non Executive & Independent Director	Chairman & Member
Mr. Ravi Gupta	Non Executive & Independent Director	Member
Mrs. Poonam Gupta	Executive Director	Member

BRIEF DESCRIPTION OF TERMS OF REFERENCE

The committee looks after the following matters:

- Redressal of shareholder and investor's complaints, etc. relating to transfer of shares, non receipt of annual report, non receipt of declared dividends, etc.
- The Number of shareholders complaints received during the year was nil and complaints not solved was also nil.
- The Company addresses all complaints, suggestions and grievances expeditiously and sent/ issues resolved usually within 15 days.

(H) REMUNERATION COMMITTEE

(I) COMPOSITION OF COMMITTEE

The committee comprises of two independent directors, the

Name of Member	Category	Designation	No. of meetings	Attendance
Mr. Ravi Gupta	Non Executive & Independent	Chairman	1	Yes
Mrs. Poonam Gupta	Executive Director	Member	1	Yes
Mr. Pramil Kumar Garg	Non Executive & Independent	Member	1	Yes

Only one meeting was held during the year 2010-2011, regarding the revision of the remuneration of executives and employees of the Company on 23rd December 2010.

(II) TERMS OF REFERENCE

The Committee looks after the following matters:

- To determine the company's policy on and approve the remuneration packages for Executive Directors and their relatives working in the Company including pension rights and compensation payment.

(III) REMUNERATION COMMITTEE POLICY:

The Remuneration Policy as outlined by the committee aims at-

- Recognizing and rewarding performance and achievements
- Motivating and including the concerned executives to put in their best.

This policy is in tune with current national and international practices considering the highly competitive business scenario. Due to financial constraints of the Company it was decided by the Committee members with the consent of the Executive Directors that the salary will be payable as given below.

Name Of the Director	Salary (Rs in lakhs)
Mr. Deepak Gupta	7.2
Mr. Ravi Gupta	NIL
Mrs. Poonam Gupta	4.5
Mr. Pramil Garg	NIL

(IV) DISCLOSURES

The Company does not have any related party transaction, which may have potential conflict with the interest of the Company at large.

There has been no Non- Compliance or penalties or strictures imposed on your Company by any of the Stock Exchanges or SEBI or any statutory Authority on any matter related to Capital Markets during the last three years.

The Company has complied with the Mandatory requirements of Corporate Governance as required by the Listing agreement.

(I) GENERAL SHAREHOLDERS INFORMATION.

(A) ANNUAL GENERAL MEETING

AGM	Year	Day & Date	Time	Venue
17th AGM	2011	30th September, 2011		E-79, South Ext Part-1, New Delhi- 110049

(B) DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS

AGM	Year	Day & Date	Time	Venue
14th Annual general Meeting	2008	30th September, 2008	10.30 A.M	532 BURARI GARHI, BURARI, DELHI-110 084
15th Annual General Meeting	2009	30th September , 2009	10.30 A.M	E-79, 2ND FLOOR, SOUTH EXT. 1, NEW DELHI-110049
16th Annual General Meeting	2010	30th September, 2010	10.30 A.M	E-79, 2ND FLOOR, SOUTH EXT.1, NEW DELHI-110049

(C) SPECIAL RESOLUTION PASSED IN PREVIOUS THREE ANNUAL GENERAL MEETINGS

There has been no special resolution passed in the previous three Annual General Meetings.

(D) POSTAL BALLOT

There has been no resolution passed through Postal Ballot during the year 1st April 2010 to 31st March 2011.

(J) FINANCIAL CALANDER

The Company follows financial year from 1st April to 31st March each year.

MEANS OF COMMUNICATION

QUARTERLY RESULTS

Quarterly Results along with the notes are normally published in Pioneer and Veer Arjun and also informed to all Stock Exchanges where the shares of the Company are listed.

WEB-STIE/ INVESTORS GRIEVANCE ID

The results and official news are displaced on the company's website viz. www.kcc-india.com.

(A) DATE OF BOOK CLOSURE

The Books shall be closed from (Wednesday) 28th September, 2011 to (Friday) 30th September, 2011 (both days inclusive).

(B) DIVIDEND PAYMENT DATE

The company has not declared dividends for the financial year ending 31st March, 2011.

(C) LISTING ON STOCK EXCHANGES

The company's shares are listed on the Delhi Stock Exchange Association Limited and the Ahmedabad Stock exchange. The company has paid the Annual Listing Fees due to all stock Exchanges up to the year 2010-2011.

(D) CONNECTIVITY WITH THE DEPOSITORIES

NSDL

CDSL

ISIN NO. for NSDL/CDSL- INE983A01019

(E) MARKET PRICE DATA

There is nil trading of shares of the Company in Delhi Stock Exchange and Ahmadabad Stock exchange from 1st April 2010 to 31st March, 2011.

(F) REGISTRAR AND TRANSFER AGENT

Share transfer work in physical as well as demat mode is done by the company's Registrar and Transfer Agent :

Alankit Assignments Limited

Alankit House

2E/21, Jhandewalan Extension

New Delhi- 110055

Web: www.alankit.com

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2011

Shareholder's Category	Percentage of Holding
Promoter's Relatives and Association	38.339
Bodies Corporate (Domestic)	0.767
Banks & Financial Institutions	0
Mutual Funds	0
Foreign Institutional Investors	5.156
Non-Resident Indians & overseas Corporate Bodies	0.868
Resident Individuals	54.870
Any Other (Clearing House, Clearing Member, Trust, unclaimed)	0
Total	100.00

(E) DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company has entered into Tripartite Agreement with National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) to facilitate dematerialization of shares.

(F) OUTSTANDING ADRs/GDRs/ WARRENTS/ ANY CONVERTIBLE INSTRUMENTS WHICH HAVE LIKELY IMPACT ON EQUITY

Not Applicable

(I) PLANT LOCATION

Not Applicable

(J) INVESTOR QUERY/ ADDRESS FOR CORRESPONDENCE

Shareholders correspondence should be addressed to our Registrar and Share Transfer agents at the Address mentioned above. Shareholders may also contact Company Secretary and Compliance Officer at the corporate office of the Company.

BRIEF RESUME OF THE DIRECTORS PROPOSED TO BE RE-APPOINTED:

• **RAVI GUPTA**

Date of Birth	9th May, 1963
Qualification	B. Com (Hons), LLB Over 25 years of rich experience in Legal Profession

OTHER DIRECTORSHIPS

S.No.	Name of the Company	Position
	Nil	

COMMITTEE CHAIRMANSHIP/ MEMBERSHIP IN OTHER COMPANIES

S.No.	Name of the Company	Committee	Position
	Nil		



Auditor's Certificate

on corporate Governance

To
The Board of Directors
KCC SOFTWARE LTD.
E-79, South Ext Part-1,
New Delhi- 110049

Re: Auditor's Certificate on Corporate Governance

We have examined the compliance of conditions of corporate governance by KCC Software Ltd. for the year ended on March 31, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **KAILASH SUSHIL & ASSOCIATES**
Chartered Accountants

(D.N. Bhardwaj)
FCA, Partner
Membership No. 84643

Place : Delhi
Dated : July 10, 2011

Auditors' Report

Auditor's Report to the Members of **KCC SOFTWARE LIMITED**

1. We have audited the attached Balance Sheet of **KCC SOFTWARE LIMITED**, as at 31st March, 2011 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books of accounts;
 - (c) The Balance Sheet dealt with by this report are in agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet of the company comply with the Accounting Standards as referred in Sub-Section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;
 - (e) As per information and explanations given to us, none of the directors of the company are disqualified from being appointed as a director under clause (g) of Sub-Section (1) of Section 274 of the Companies Act, 1956;
 - (f) In our opinion and to the best of our information and according to explanations given to us, the said accounts, read together with Significant Accounting Policies and Notes forming part of Accounts, give the information required by the Companies Act, 1956 in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India,
 - (i) in case of Balance Sheet, of the state of the affairs of the company as at 31st March 2011.
 - (ii) In case of Profit and Loss Account, of the Loss of the Company for the year ended on that date.

For **KAILASH SUSHIL & ASSOCIATES**
Chartered Accountants

Place : Delhi
Dated : 27.06.2011

(D.N. Bhardwaj)
1A(K-429/135), G T KARNAL ROAD,
ADARSH NAGAR EXTN, NEW DELHI,
DELHI-110033

ANNEXURE OF THE AUDITORS REPORT

Referred to in our Report of even date:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All the assets have been physically verified by the management during the year, there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
(c) No disposal of fixed assets of the Company has taken place during the year.
2. (a) The Company is not having any inventory hence question of physical verification, comments on procedures of physical verification of inventories & examination of the records of inventory does not arise.
3. In our opinion and according to the information and explanation given to us, the Company has not granted or taken any loan secured or unsecured to or from the Companies, Firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. The Company has adequate internal control procedure commensurate with the size of the Company and nature of its Business with regard to purchase of stores, raw materials including components, plant and machinery, equipment and other assets, and for sale of goods. We have not come across any major weakness in internal control.
5. (a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956, have been so entered.
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding rupees five lakhs each have been made at prices, which are reasonable having regard to prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted / invited any deposits falling within the preview of Section 58A / 58AA of the Companies Act, 1956 during the financial year.
7. In our opinion, the Company has Internal Audit system commensurate with the size and nature of its Business.
8. As informed to us the Central Govt. has not prescribed the maintenance of cost records by the Company under Section 209 (1) (d) of the Companies Act, 1956.
9. (A) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed Statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Cass and other material statutory dues applicable to it.
(b) According to the information and explanations given to us, no undisputed amount payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty, Excise Duty and Cess were in arrears, as of 31st March, 2011 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 Income Tax, Customs duty, Wealth Tax, Excise duty and Cess (except Sales Tax) which have not deposited on Account of any dispute.

10. In our opinion, the Company does not have any accumulated losses, therefore, the accumulated losses of the company are not more than fifty percent of its net worth. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial Institutions, Banks or debenture holders.
12. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advance on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not chit fund or a nidhi / Mutual benefit fund / Society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in Shares, Securities, Debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Bank or financial institutions.
16. The Company has not taken any term loan during the year therefore the question of its application for the purpose for which they were raised does not arise.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short - term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working Capital.
18. The Company has not made any preferential allotment of shares during the year to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year and therefore the question of creating security in respect thereof does not arise.
20. The Company has not made any Public Issue during the year and therefore the question of disclosing the end use of money does not arise.
21. According to the information and explanations given to us, based upon the audit procedures performed and representations made by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our Audit.

For **KAILASH SUSHIL & ASSOCIATES**
Chartered Accountants

(D.N. Bhardwaj)

1A(K-429/135), GT KARNAL ROAD,
ADARSH NAGAR EXTN, NEW DELHI,
DELHI-110033

Place : Delhi
Dated : 27.06.2011



Balance Sheet

AS ON 31ST MARCH, 2011

Particulars	Schedule	Amount (in Rs.)	
		31.03.2011	31.03.2010
SOURCES OF FUND			
Shareholder's Fund			
Share Capital	1	58,180,000	58,180,000
Reserve & Surplus	2	<u>68,091,337</u>	<u>63,680,949</u>
		126,271,337	121,860,949
Loan Fund			
Secured Loans	3	68,073,012	64,845,151
Deffered Tax Liability		<u>721,947</u>	<u>888,126</u>
		195,066,297	187,594,226
TOTAL FUNDS EMPLOYED			
APPLICATION OF FUND			
Fixed Assets			
Gross Block	4	75,814,937	68,891,988
Less : Depreciation		<u>14,613,203</u>	<u>14,387,941</u>
		61,201,734	54,504,048
Net Current Assets			
Current Assets, Loan & Advances	5		
Sundry Debtors		209,607,914	73,857,152
Cash and Bank Balances		8,069,917	684,017
Loans and Advances		<u>5,442,366</u>	<u>83,576,489</u>
		223,120,197	158,117,657
Less : Current Liabilites & Provisions	6		
Current Liabilites		88,126,975	24,183,129
Provisions		<u>1,128,659</u>	<u>844,350</u>
		133,864,563	133,090,179
		195,066,297	187,594,226
TOTAL APPLICATION OF FUNDS			
Notes to Accounts	10		

Signed in terms of our separate report of even date annexed
for **Kailash Sushil & Associates**
Chartered Accountants

(D.N.Bhardwaj)
FCA, Partner
M.No. 84643
FRN : 003952N

Director

Managing Director

Place : New Delhi
Date : 27.06.2011

Company Secretary

Profit & Loss Account

FOR THE YEAR ENDING 31ST MARCH, 2011

Particulars	Schedule	Amount (in Rs.) 31.03.2011	Amount (in Rs.) 31.03.2010
INCOME			
Gross Revenue		122,379,992	210,640,241
		<u>122,379,992</u>	<u>210,640,241</u>
EXPENDITURE			
Cost of sales		99,546,925	195,784,804
Payments to and provisions for			
Employees	7	830,068	1,133,070
Administrative & other Expenses	8	4,202,425	2,633,871
Financial Expenses	9	11,317,304	7,233,406
		<u>115,896,722</u>	<u>206,785,151</u>
Profit before Depreciation & Tax		6,483,270	3,855,090
Less : Depreciation		1,033,721	1,197,816
Profit Before Tax		5,449,549	2,657,274
Less : Provision for tax	1,128,659		844,350
Less : Deferred Tax Liability (Net)	(166,179)		(206,958)
Less: Excess Tax Paid Adjusted	76,681	1,039,161	- 637,392
Balance,i.e., Profit transfer to balance sheet		<u>4,410,388</u>	<u>2,019,882</u>

Notes to Accounts

10

Signed in terms of our separate report of even date annexed
for **Kailash Sushil & Associates**
Chartered Accountants

(D.N.Bhardwaj)
FCA, Partner
M.No. 84643
FRN : 003952N

Director

Managing Director

Place : New Delhi
Date : 28.06.2011

Company Secretary

Schedules to Accounts

Particulars	Amount (in Rs.) 31.03.2011	Amount (in Rs.) 31.03.2010
-------------	-------------------------------	-------------------------------

SCHEDULE 1 : SHARE CAPITAL

Authorised Capital

65,00,000 Equity Shares of Rs.10/- each	65,000,000	65,000,000
---	------------	------------

Issued, Subscribed & Paid up Capital

5,81,8000 Equity Shares of Rs.10/- each fully paid up	58,180,000	58,180,000
---	------------	------------

	58,180,000	58,180,000
--	-------------------	-------------------

SCHEDULE 2 : RESERVE & SURPLUS

Profit & Loss Account

Balance as per Last B/s	63,680,949	61,661,068
Transferred from P & L A/c	4,410,388	2,019,882

	68,091,337	63,680,949
--	-------------------	-------------------

SCHEDULE 3 : SECURED LOANS

Cash Credit Limit (Secured against hyp. Of book debts & mortgage of immovable property)	47,948,252	50,527,022
---	------------	------------

Term Loan From Bank (Secured against Mortgage of immovable property)	4,899,440	8,713,082
--	-----------	-----------

Rent Discounting Credit (Secured against Mortgage of immovable property)	15,225,320	5,000,000
--	------------	-----------

Car loan from Bank of Baroda (secured against Hyp. Of Car)	-	605,047
---	---	---------

	68,073,012	64,845,151
--	-------------------	-------------------

SCHEDULE 4 : DEPRECIATION CHART

PARTICULARS	GROSS BLOCK			Total As On 31.03.2011	Upto 31.03.2010	DEPRECIATION			NET BLOCK	
	As on 01.04.2010	Purchased During the period	Sale During the period			For the Year 31.03.2011	W/o	Upto 31.03.2011	As On 31.03.2011	As On 31.03.2010
land	7,869,991	-	-	7,869,991	-	-	-	-	7,869,991	7,869,991
Flat at S. Ex	1,512,000	-	-	1,512,000	281,358	24,646	-	306,004	1,205,996	1,230,642
Building at Sec 44	38,237,828	3,227,901	-	41,465,729	-	-	-	-	41,465,729	38,237,828
Computers Equipments	6,226,293	-	-	6,226,293	6,194,866	5,803	-	6,200,669	25,624	31,427
Furniture Fixtures & Equipments	9,304,283	4,532,237	-	13,836,520	4,809,296	537,124	-	5,346,420	8,490,100	4,494,987
Vehicles	5,741,594	-	837,189	4,904,405	3,102,422	466,148	808,458	2,760,112	2,144,293	2,639,172
Total Current Year	68,891,988	7,760,138	837,189	75,814,937	14,387,941	1,033,721	808,458	14,613,203	61,201,734	54,504,048
Previous Year Figures	63,567,858	5,324,130	-	68,891,988	13,190,125	1,197,816	-	14,387,941	54,504,048	50,377,733

Schedules (Contd.)

Particulars	Amount (in Rs.) 31.03.2011		Amount (in Rs.) 31.03.2010	
-------------	-------------------------------	--	-------------------------------	--

SCHEDULE 5 : CURRENT ASSETS, LOANS & ADVANCES

Account Receivables

(unsecured considered good)

outstanding for a period

exceeding six months

Other Debts

-	-	73,857,152	73,857,152
<u>209,607,914</u>	<u>209,607,914</u>	<u>73,857,152</u>	<u>73,857,152</u>

Cash & Bank Balances

Cash & Cheques in hand

Balances with Banks

7,728,319	290,376	393,641	684,017
<u>341,598</u>	<u>393,641</u>	<u>393,641</u>	<u>684,017</u>

<u>8,069,917</u>	<u>8,069,917</u>	<u>8,069,917</u>	<u>8,069,917</u>
------------------	------------------	------------------	------------------

Loans and Advances

(unsecured considered good)

Advances recoverable in cash
or in kind or for a value to be received

Earnest Money

Security Deposit

5,002,166	83,136,289	282,600	157,600
<u>5,002,166</u>	<u>83,136,289</u>	<u>282,600</u>	<u>157,600</u>

<u>5,442,366</u>	<u>5,442,366</u>	<u>5,442,366</u>	<u>5,442,366</u>
------------------	------------------	------------------	------------------

<u>223,120,197</u>	<u>223,120,197</u>	<u>223,120,197</u>	<u>223,120,197</u>
--------------------	--------------------	--------------------	--------------------

SCHEDULE 6 : CURRENT LIABILITIES & PROVISIONS

Current Liabilities

Sundry Creditors

Statutory Liabilities

Other Liabilities

82,245,222	22,585,769	1,480,193	24,183,129
<u>1,032,935</u>	<u>1,032,935</u>	<u>1,480,193</u>	<u>24,183,129</u>
<u>4,848,818</u>	<u>4,848,818</u>	<u>4,848,818</u>	<u>4,848,818</u>

Provisions

For Income Tax

<u>1,128,659</u>	<u>1,128,659</u>	<u>1,128,659</u>	<u>1,128,659</u>
------------------	------------------	------------------	------------------

<u>89,255,634</u>	<u>89,255,634</u>	<u>89,255,634</u>	<u>89,255,634</u>
-------------------	-------------------	-------------------	-------------------

SCHEDULE 7 : PAYMENT TO AND PROVISION FOR EMPLOYEES

Salaries

Employers Contribution PF & ESI

805,974	1,111,146	21,924	1,133,070
<u>24,094</u>	<u>24,094</u>	<u>21,924</u>	<u>21,924</u>
<u>830,068</u>	<u>830,068</u>	<u>830,068</u>	<u>830,068</u>

<u>24,094</u>	<u>24,094</u>	<u>24,094</u>	<u>24,094</u>
---------------	---------------	---------------	---------------

<u>830,068</u>	<u>830,068</u>	<u>830,068</u>	<u>830,068</u>
----------------	----------------	----------------	----------------

Schedules (Contd.)

Particulars	Amount (in Rs.) 31.03.2011	Amount (in Rs.) 31.03.2010
-------------	-------------------------------	-------------------------------

**SCHEDULE 8 : ADMINISTRATIVE &
OTHER EXPENSES**

Directors' Remuneration	1,200,000	1,170,000
Advertisement	29,346	133,564
Printing & Stationery	52,107	4,500
Postage, Courier & Telephone Expenses	166,258	71,346
Insurance	58,753	844
Electricity & Water	100,861	88,960
Electricity Exp.(gurgaon)	56,318	-
Conveyance & Travelling	80,469	35,421
Car Running & Maintenance	249,730	26,334
Repair & Maintenance	-	25,116
Generator Running Exp.(Gurgaon)	11,321	-
Computer Consumables	5,999	5,632
Brokerage (for rent)	412,500	-
Legal & Professional Charges	1,000,503	604,805
AGM Expenses	15,000	14,617
Shares trf. & Connectivity Charges	116,865	114,702
Tds Paid	1,357	-
Refund of Fees	80,000	-
Prior Period Exp.	54,045	-
Miscellaneous Expenses	16,170	19,118
Security Charges	145,177	136,992
Listing & Depository Fees	22,060	11,030
Housekeeping Expenses(gurgaon)	119,328	26,890
Security Charges (Gurgoan)	148,258	54,000
Fees & Taxes & Certification charges	-	30,000
Audit Fees	60,000	60,000
	<u>4,202,425</u>	<u>2,633,871</u>

SCHEDULE 9 : FINANCIAL CHARGES

Interest on Cash Credit	8,109,472	5,826,111
Interest on term loan	1,273,758	1,268,138
Interest on Car Loan	34,518	82,336
Interest on Rent Discounting	1,490,333	-
Bank Charges	409,223	56,821
	<u>11,317,304</u>	<u>7,233,406</u>

Schedules (Contd.)

SCHEDULE 10 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNT

A. SIGNIFICANT ACCOUNTING POLICIES:

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956. The company generally follows mercantile system of accounting and recognised significant items of income and expenditure on accrual basis. A summary of the significant accounting policies is set out below:

1) Fixed Assets

All fixed assets are stated at cost less depreciation except in the case of Land.

2) Depreciation

Depreciation is provided on Straight Line Method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. In respect of assets added/assets sold during the year pro-rata depreciation has been provided at the rates prescribed under Schedule XIV to the Companies Act, 1956. No Depreciation has been charged on Land and Building thereto as the same is treated as non-business asset and given on rent.

3) Revenue recognition

The revenue and expenditure are accounted on a going concern basis.

4) Retirement and other benefits to Employees

Retirement benefits and other benefits, viz., leave encashment, etc. are accounted for on cash basis. No provision for gratuity is made as no employee is eligible for gratuity benefit as on the date of Balance Sheet.

5) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year after considering all the admissible expenses under the Income Tax Act.

Deferred tax is recognised, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The resultant Deferred Tax Liability of Rs. 721947/- has been shown separately under 'Sources of Funds' in the Balance Sheet as per the accounting standard interpretation provided by ICAI.

B. NOTES TO ACCOUNTS

1. Contingent Liabilities:

A. Estimated amount of contracts remaining to be executed on capital account (net of advances) as at 31.03.2011 was Rs. Nil Previous year Nil.

B. Guarantees given by bank on behalf of the company in favour of third parties on 31.03.2011 were Rs. Nil Previous Year Rs. Nil.

C. Contingent Liabilities on account of pending cases against the company on 31.03.2011 was Rs. Nil Previous year Rs. Nil.

2. In the opinion of the Management, all current assets, debtors, Loans and advances have the value on realisation in the ordinary course of business equal to amount at which they are stated in these accounts.

3. Additional information pursuant to the provisions of Schedule VI of the Companies Act, 1956, are not given wherever not applicable to the company.

4. Earning in foreign exchange :

FOB value of Software Exports on 31.03.2011 Rs. NIL (Previous year Rs. NIL).

5. Remuneration to Whole Time Directors:

Fixed monthly remuneration as above paid to directors are as per schedule XIII to the Companies Act, 1956.

6. Provision for taxation for the current year has been made after taking into consideration the benefits admissible under the provisions of the Income Tax Act, 1961. Any shortfall or excess in the provision of taxation will be accounted for on completion of Income-tax assessment.

(Part IV)

BALANCE-SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(or in the case the first return at any time since the incorporation of the company)

I. Registration Details

Registration No.	:	58140	State Code	:	55
Balance Sheet date	:	31/03/2011			

II. Capital raised during the year (amount Rs. thousands)

Public Issue	:	Nil	Rights Issue	:	Nil
Bonus Issue	:	Nil	Private Placement	:	Nil

III. Position of mobilisation and deployment of funds (amount in Rs. Thousands)

Total liabilities	:	195066.29	Total assets	:	195066.29
-------------------	---	-----------	--------------	---	-----------

Sources of funds

Paid-up-capital	:	58180.00	Reserves and surplus	:	68091.33
Secured loans	:	68073.01	Unsecured loans	:	Nil
Defer Tax Liability	:	721.94			

Application of funds

Net fixed assets	:	61201.73	Investments	:	Nil
Net current assets	:	133864.56	Misc. expenditure	:	Nil
Accumulated losses	:	Nil			

IV. Performance of company (amount in Rs. Thousands)

Turnover	:	122379.99	Total expenditure	:	115896.72
Profit/loss before tax	:	5449.54	Profit/loss after tax	:	4410.38
Earning per share in Rs.	:	Nil	Dividend rate %	:	Nil

V. Generic names of three principal products/services of company (as per monetary terms)

Item Code No. (ITC Code)
Product description
Item Code No. (ITC Code)
Product description
Item Code No. (ITC Code)
Product description

8. Previous year's figures have been regrouped and reclassified where ever necessary to confirm to the classification adopted for the year.
9. Schedule 1 to 10 forms an integral part of the Balance Sheet and Profit & Loss Account and are duly authenticated.

Signed in terms of our separate report of even date annexed
for **Kailash Sushil & Associates**
Chartered Accountants

(D.N.Bhardwaj)
FCA, Partner
M.No. 84643
FRN : 003952N

Director

Managing Director

Place : New Delhi
Date : 27.06.2011

Company Secretary

Cash Flow Statement

FOR THE YEAR ENDED 31ST MARCH, 2011

	31st March, 2011	Amount (in Rs.) 31st March, 2010	
A. Cash Flow from Operating Activities			
Net Profit before tax & extraordinary items	5,449,549		2,657,274
Add: Adjustment for			
Depreciation	1,033,721	1,197,816	
Less: Profit on sale of Assets	21,269		
	<u>1,012,452</u>		<u>1,197,816</u>
Operating Profit before Working Capital Changes	6,462,001		3,855,090
Increase in Trade & Other Receivable	(135,750,762)	204,565	
Decrease in Loans & Advances	78,134,123	1,600,995	
Increase in Current Liabilities	63,943,847	(17,119,620)	(15,314,060)
Cash generated from operations	12,789,210		(11,458,970)
Taxes Paid	921,032	3,232,208	3,232,208
Cash Flow before extrordinary items	11,868,178		(14,691,178)
Extraordinary items	-		-
Net Cash flow from Operating Activities	11,868,178		(14,691,178)
B. Cash Flow from Investing Activities			
Purchase of fixed Assets	(7,760,138)	(5,324,130)	
Sales of Fixed Assets	50,000		
	<u>(7,710,138)</u>		<u>(5,324,130)</u>
Net Cash used in Investing Activities	(7,710,138)		(5,324,130)
C. Cash Flow from Financing Activities	3,227,862		8,852,761
Net Increase in Cash & Cash equivalents (A+B+C)	7,385,901		(11,162,548)
Opening Balance of Cash & Cash equivalents	684,017		11,846,564
Closing Balance of Cash & Cash equivalents	8,069,917		684,017

Signed in terms of our separate report of even date annexed
for **Kailash Sushil & Associates**
Chartered Accountants

(D.N.Bhardwaj)
FCA, Partner
M.No. 84643
FRN : 003952N

Director

Managing Director

Place : New Delhi
Date : 28.06.2011

Company Secretary



Notice

Notice is hereby given that the **Seventeenth Annual General Meeting** of the Members of **KCC SOFTWARE LTD** will be held on Friday, 30th September, 2011 at E-79, 2ND Floor South Ex Part1, New Delhi- 110049 to transact the following business.

ORDINARY BUSINESS;

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and Profit and Loss Account for the period ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ravi Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors, as Auditors to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Audit Committee of the Board/Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass the necessary Ordinary Resolution:

"**RESOLVED THAT** M/s Kailash Sushil & Associates, New Delhi, Chartered Accountants, the retiring Statutory Auditors of the Company be and are hereby re- appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company."

By order of the Board
for **KCC Software Limited**

Place : New Delhi
Date : 24.08.2011

(Deepak Gupta)
Managing Director

REGISTERED OFFICE:

E-79, 2ND FLOOR SOUTH EX PART1,
NEW DELHI- 110049

NOTES :

1. **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/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

An instrument appointing a proxy should be duly completed, stamped and signed, and must be sent as to reach the Company's Registered office not less than 48 hours before the time scheduled for the commencement of the meeting.

2. Please bring the Admission slip duly filled-in and hand over the same at the entrance of the Meeting Hall.



3. The Register of Members and share transfer Books of the company will remain closed from (Wednesday) 28th september, 2011 to (Friday) 30th september, 2011 (Both days inclusive).
4. Members desirous of getting information from the company at its registered office well in advance so that the same may reach at least 7 days before the date of the meeting to enable the management to keep the required information readily available at the meeting.
5. As a measure of economy, members are requested to bring their copy of the Annual Report to the meeting.
6. Members are requested to immediately furnish their Email addresses and intimate the change of their address, if any, along with pin-code numbers with the registered office of the company quoting their Folio Numbers and members holding shares in electronic form may inform the same to their Depository Participants.
7. The shares of the company are at present listed on two Stock Exchanges viz, Delhi Stock Exchange and Ahmadabad Stock Exchange. Listing Fees to both the stock Exchanges had been paid up to 31st March, 2011.

By order of the Board
for **KCC Software Limited**

Place : New Delhi
Date : 24.08.2011

(Deepak Gupta)
Managing Director

REGISTERED OFFICE:
E-79, 2ND FLOOR SOUTH EX PART1,
NEW DELHI- 110049



KCC SOFTWARE LIMITED

REGD. OFFICE : E-79, IInd Floor, South Ext. Part 1, New Delhi-110049

ATTENDANCE SLIP

I hereby record my presence at 17th Annual General Meeting held on Friday, the 30th day of September 2011 at 10.30 A.M. at E-79, 2ND Floor, South Ext. 1, Part 1, New Delhi-110049

Member's Folio No. :
Client ID* :
D. P. ID* :
Name of Member/Proxy Holder :
No. of Shares held :
Member's/Proxy Holders Signature :

*APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM

NOTES :

- 1. Members/Proxy-holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
- 2. Members are requested to bring their copy of the Annual Report.
- 3. Formal system of entry will be strictly adhered.

KCC SOFTWARE LIMITED

REGD. OFFICE : E-79, IInd Floor, South Ext. Part 1, New Delhi-110049

PROXY FORM

I/We.....
of..... in the district of being a Member/Members of **KCC SOFTWARE LIMITED**, hereby appoint(s).....
of..... in the district of or failing him..... of in the district of as my/our proxy in my/or absence to attend and vote for me/us and on my/our behalf, at Seventeenth Annual General Meeting of the Company, to be held on Saturday, the 30th day of September 2011 at 10.30 A.M. at E-79, 2ND Floor, South Ext. 1, Part 1, New Delhi-110049 and at any adjournment thereof.

Signed this..... day of.....2011.

Regd. Folio No.....

Client ID*.....

D.P. ID*.....

No. of Shares.....

Signed by the said

*APPLICABLE FOR INVESTORS HOLDING SHARES IN ELECTRONIC FORM

NOTE :

THE PROXY FORM DULY FILLED, SIGNED AND EXECUTED MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT E-79, IND FLOOR, SOUTH EXT. PART 1, NEW DELHI-110049, NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.