



INDEPENDENT AUDITOR'S REPORT

To the members of TILAK AUTO TECH PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Tilak Auto Tech Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountant Of India. Those Standards and pronouncement require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, *the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its Loss for the year ended on that date.*

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet and the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
 - (d) In our 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 our opinion and to the best of our information and according to the explanations given to us:
 - 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Sethia Prabhad Hegde and Co

Chartered Accountants

(Firm's Registration No 013367S.)

(Timmayya Hegde)

(Partner)

(Membership No. 226267)

Bangalore

28th May 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's report to the members of **Tilak Auto Tech Private Limited** ('the Company') on the financial statements for the year ended on 31st March 2015.

We report that:

- i)
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii)
 - (a) The Company has no inventory during the year and hence provisions of clause (ii) of para (4) of Companies (Auditor's Report) Order, 2015 are not applicable.
- iii) The Company had not granted any loan secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 except in the case of a group company wherein the company has granted trade advance in the nature of loan and hence the provisions of clause (iii) (a) and (d) said Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- v) The Company has not accepted any deposits from the public.
- vi) The Central Government has not prescribed the maintenance of cost records as required under 148 (1) of the Companies Act 2013
- vii)
 - (a) According to the information and explanations given to us no undisputed amount payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no material dues of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues with the appropriate authorities which have not been deposited on account of any dispute.
 - (c) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- viii) The Company has incurred any cash loss of Rs 45,382/- during the financial year and Rs 20,454/- in the immediately preceding the financial year and its accumulated losses are more than 50% of its net worth at the end of the financial year.
- ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has defaulted in repayment of Overdraft due to Jammu and Kashmir Bank of Rs 2,28,81,655/- (Including principal and interest). There are no debenture holders during the year nor any dues to any financial institutions.
- x) In our opinion, and according to the information and explanation given to us, and as per examination of relevant records, the Company has not given any guarantee for loans taken by others from banks or Financial Institutions

- xi) Based on information and explanations given to us by the management, the Company has not borrowed any term loan during the year and hence the provisions of clause 4 (xi) of the said Order are not applicable.
- xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Sethia Prabhad Hegde and Co
Chartered Accountants
(Firm's Registration No.013367S)


(Timmayya Hegde)
(Partner)
(Membership No. 226267)

Bangalore
28th May 2015


TILAK AUTO TECH PRIVATE LIMITED
Balance Sheet as at 31.03.2015

	Note No.	31.03.2015 Rs.	31.03.2014 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	2.1	1,00,000	1,00,000
(b) Reserves and Surplus	2.2	-1,83,29,709	-1,81,57,408
Non-current liabilities			
(a) Deferred tax liabilities (Net)	2.3	20,181	20,181
Current liabilities			
(a) Short-term borrowings	2.4	-	-
(b) Trade payables	2.5	34,844	17,990
(c) Other current liabilities	2.6	2,30,55,088	2,03,92,474
TOTAL		48,80,404	23,73,237
ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Tangible assets	2.7	13,500	1,40,419
(ii) Intangible assets	2.7	-	-
(b) Long-term loans and advances	2.8	6,20,000	6,20,000
Current Assets			
(a) Trade receivables	2.9	1,81,058	1,81,058
(b) Cash and cash equivalents	2.10	72,661	72,661
(c) Short-term loans and advances	2.11	39,93,185	13,59,099
(d) Other current assets		-	-
TOTAL		48,80,404	23,73,237

Notes 2.1 TO 2.11 and 2.14 form an integral part of Balance Sheet

As per our report of even date
For Sethia Prabhad Hegde & Co
 Chartered Accountants
 Firm Registration Number - 0133675

 Timmaya Hegde
 Partner
 M.No-226287
 Bangalore
 28/05/2015

For and on behalf of the Board


Asif Khader
 Director


Mueed Khader
 Director

TILAK AUTO TECH PRIVATE LIMITED			
Statement of Profit and Loss for the year ended 31.03.2015			
	Note No.	31.03.2015 Rs.	31.03.2014 Rs.
Income from Operation		-	-
Other Income		-	-
Total Revenue		-	-
Expenses:			
Cost of goods sold		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortisation expense		0	22,416
Other expenses	2.12	45,382	20,454
Total Expenses		45,382	42,870
Profit before exceptional and extraordinary items and tax		(45,382)	(42,870)
Exceptional items		-	-
Profit before extraordinary items and tax		(45,382)	(42,870)
Extraordinary Items		-	-
Profit before Tax		(45,382)	(42,870)
Tax expense:			
(2) Deferred tax		-	-
Profit for the period		(45,382)	(42,870)
Earnings per share:			
(1) Basic		(45)	(43)
(2) Diluted		(45)	(43)

Notes 2.10 and 2.11 Form an integral part of Profit and Loss account

As per our report of even date -

For Sethia Prabhada Hegde & Co

Chartered Accountants

Firm Registration Number - 0133675

BANGALORE
560 038

Timma Wya Hegde

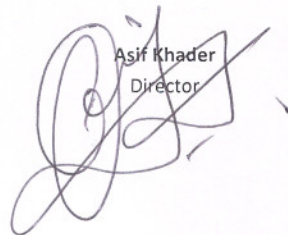
Partner

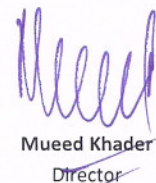
M.No-230/2007

Bangalore

28/05/2015

For and on behalf of the Board


Asif Khader
Director


Mueed Khader
Director

TILAK AUTO TECH PRIVATE LIMITED
 NOTES TO BALANCE SHEETS AT MARCH 31, 2015
 Notes 2.7
 Fixed Assets

PARTICULARS	GROSS BLOCK			Rate %	DEPRECIATION			NET BLOCK		
	Cost of Assets As on 01.04.2014	Additions (Deletions)	Total As on 31.03.2015		Upto 01.04.2014	Adjustments	For the Year	Total 31.03.2015	As on 31.03.2015	As on 31.03.2014
Computer software	3,07,262	-	3,07,262	16.21%	3,07,262	-	-	3,07,262	-	-
Computers	4,88,386	-	4,88,386	16.21%	4,88,386	-	-	4,88,386	-	-
Plant & Machinery	1,49,309	-	1,49,309	6.33%	44,182	97,627	-	44,182	7,500	1,05,127
Furniture and Fixtures	1,19,442	-	1,19,442	4.75%	84,150	29,292	-	84,150	6,000	35,292
TOTAL	10,64,399	-	10,64,399	0	9,23,980	1,26,919	-	9,23,980	13,500	1,40,419

TILAK AUTO TECH PRIVATE LIMITED
NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

2.1 SHARE CAPITAL

Particulars	As at 31.3.2015	As at 31.3.2014
Authorised		
5000 Equity Shares of Re.100/- each	5,00,000	5,00,000
Issued and Subscribed and fully Paid-up		
1000 Equity Shares of Re.100/- each fully paid up	1,00,000	1,00,000
	1,00,000	1,00,000

The Company has only one class of shares referred to as equity shares having a par value of Re.100. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The Board of Directors have not proposed any dividend during the year. Dividend declared if any, if approved by the Shareholders, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of number of Shares

Equity Shares:	As at 31st March 2015		As at 31st March 2014	
	Number of Shares	Amount	Number of Shares	Amount
Balance as at the beginning of the previous year	1,000	1,00,000	1,000	1,00,000
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	1,000	1,00,000	1,000	1,00,000

Neither shares are reserved for issue under options nor securities have been issued, which are convertible into equity / preference shares in future as on the date of balance sheet.

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

	No. of shares	Percentage	No. of shares	Amount
Cranes Software International Limited	1,000	100	1,000	100

2.2 RESERVES AND SURPLUS

Particulars	As at 31.3.2015	As at 31.3.2014
Adjustment relating to Fixed Assets (Note 2.16)	(1,26,920)	-
Balance as at the end of the year	(1,26,919)	-
(b) Surplus in Statement of Profit and Loss		
Opening balance	(1,81,57,408)	(1,81,14,538)
Loss for the year	(45,382)	(42,870)
Total	(1,82,02,790)	(1,81,57,408)
TOTAL	(1,83,29,709)	(1,81,57,408)

2.3 DEFERRED TAXES LIABILITY (NET)

Particulars	As at 31.3.2015	As at 31.3.2014
Deferred Tax Liability		
Attributable to Depreciation	20,181	20,181
Total	20,181	20,181

2.4 SHORT TERM BORROWINGS

Particulars	As at 31.3.2015	As at 31.3.2014
Unsecured		
OD from JK bank	-	-
TOTAL	-	-

2.5 TRADE PAYABLES

Particulars	As at 31.3.2015	As at 31.3.2014
Trades payables	34,844	17,990
TOTAL	34,844	17,990

Refer Note: (reg Micro, Small and Medium Enterprises)

2.6 OTHER CURRENT LIABILITIES

Particulars	As at 31.3.2015		As at 31.3.2014
<u>Current maturities of Long term debt:</u>			
Statutory dues (Including Provident Fund, Withholding and other taxes payable)	72,033		72,033
Advance received from customers	1,01,400		1,01,400
Loan repayable on demand (JK bank OD)	2,28,81,655		
From related parties			2,02,19,041
TOTAL		2,30,55,088	2,03,92,474

2.8 LONG TERM LOANS AND ADVANCES

Particulars	As at 31.3.2015		As at 31.3.2014
(Unsecured, Considered good)			
Capital Advances			
EMD	4,40,000		4,40,000
Rent Deposit	1,80,000		1,80,000
TOTAL		6,20,000	6,20,000

2.9 TRADE RECEIVABLES

Particulars	As at 31.3.2015		As at 31.3.2014
<u>Unsecured, considered good</u>			
Outstanding for a period exceeding six months from the date they are due for payment		1,81,058	1,81,058
TOTAL		1,81,058	1,81,058

2.10 CASH AND BANK BALANCES

Particulars	As at 31.3.2015		As at 31.3.2014
Cash and Cash equivalents			
Cash on hand		1,790	1,790
Bank balances:			
: in current Account		70,871	70,871
TOTAL		72,661	72,661

2.11 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.3.2015		As at 31.3.2014
Unsecured, considered good			
Balances with group Companies		26,34,086	-
Balances with Customs, Central Excise, VAT etc.		2,15,489	2,15,489
Advance income Tax (Net of Provision)		11,43,610	11,43,610
Other Advances		-	-
TOTAL		39,93,185	13,59,099

2.12 OTHER EXPENSES

Particulars	Year ended 31st March 2015		Year ended 31st March 2014	
Statutory Auditors : Audit fees		16,854		16,854
Rates and Taxes		28,500		-
Bank charges		28		-
Miscellaneous expenses		-		3,600
TOTAL		45,382		20,454

2.13 EARNINGS PER SHARE

Particulars	Year ended 31st March 2015		Year ended 31st March 2014	
	Before extraordinary items	before extraordinary items	Before extraordinary items	After extraordinary items
(a) Basic				
Profit/(loss) after tax	(45,382)	(45,382)	(42,870)	(42,870)
Weighted average number of shares outstanding	1,000	1,000	1,000	1,000
Basic EPS	(45)	(45)	(43)	(43)
(b) Diluted				
Profit/(loss) after tax	(45,382)	(45,382)	(42,870)	(42,870)
Adjusted net profit for the year	(45,382)	(45,382)	(42,870)	(42,870)
Weighted average number of shares outstanding	1,000	1,000	1,000	1,000
Add: Weighted average number of potential equity shares	-	-	-	-
Weighted average number of shares outstanding for diluted EPS	1,000	1,000	1,000	1,000
Diluted EPS	(45)	(45)	(43)	(43)
Face value per share				

2.14 RELATED PARTY TRANSACTIONS

Particulars	Year ended 31st March 2015		Year ended 31st March 2014	
	Holding Company	Other Related Parties	Holding Company	Other Related Parties
Balance as on 31.03.14 receivable				
Balance as on 31.03.14 payable			2,02,19,041	
Name of the related Parties and description of relationship				
Holding Company	Cranes Software International Limited			
Key Management Personnel	Mr Asif Khader Mr Mueed Khader			

2.15 DUES TO MICRO AND SMALL ENTERPRISES

Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil
Further interest remaining due and payable for earlier years.	Nil	Nil

As per our report of even date
For Sethia Prabhadd Hegde & Co
 Chartered Accountants
 Firm Registration Number - 0133675

For and on behalf of the Board



Timmayya Hegde
 Partner
 M.No-226267
 Bangalore
 28/05/2015.



Asif Khader
 Director



Mueed Khader
 Director