



**INDEPENDENT AUDITOR'S REPORT**

To the members of **ANALYTIX SYSTEMS PRIVATE LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of Analytix Systems Private Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> 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 31<sup>st</sup> 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 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 Prabhud Hegde and Co

Chartered Accountants  
(Firm's Registration No 013367S.)

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

Bangalore  
28<sup>th</sup> May 2015

#### Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's report to the members of **Analytix Systems Private Limited** ('the Company') on the financial statements for the year ended on 31<sup>st</sup> 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 holding 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 31<sup>st</sup> 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 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 does not have any accumulated losses, as at March 31, 2015. The Company has incurred cash loss of Rs 64,920/- in the financial year ended on that date and Rs 40,791/- in the immediately preceding 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 3,74,16,526/- (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

28<sup>th</sup> May 2015



ANALYTIX SYSTEMS PRIVATE LIMITED			
Balance Sheet as at 31.03.2015			
	Note No.	31.03.2015 Rs.	31.03.2014 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2.1	2,00,000	2,00,000
(b) Reserves and Surplus	2.2	7,96,590	8,61,510
<b>Non-current liabilities</b>			
<b>Current liabilities</b>			
(a) Trade Payables	2.3	30,000	15,000
(B) Other Current Liabilities	2.4	3,74,16,526	-
<b>TOTAL</b>		<b>3,84,43,116</b>	<b>10,76,510</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Current Assets</b>			
(a) Cash and cash equivalents	2.5	2,122	1,14,730
(b) Short-term loans and advances	2.6	3,84,40,993	9,61,779
<b>TOTAL</b>		<b>3,84,43,116</b>	<b>10,76,510</b>
Significant accounting policies and notes to accounts			

As per our report of even date  
**For Sethia Prabhad Hegde & Co**  
Chartered Accountants  
Firm Registration No. 013367S

**For and on behalf of the Board**

  
**Timmayya Hegde**  
Partner  
M.No. 226267

Bangalore  
28/05/2015

  
**Asif Khader**  
Director

  
**Mueed Khader**  
Director

ANALYTIX SYSTEMS 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		-	-
<b>Total Revenue</b>		<b>-</b>	<b>-</b>
<b>Expenses:</b>			
Cost of Software licence and subscriptions		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortisation expense		-	-
Other expenses	2.7	64,920	40,791
<b>Total Expenses</b>		<b>64,920</b>	<b>40,791</b>
Profit/(Loss) before exceptional and extraordinary items and tax		(64,920)	(40,791)
Exceptional items		-	-
Profit/(Loss) before extraordinary items and tax		(64,920)	(40,791)
Extraordinary Items		-	-
Profit/(Loss) before Tax		(64,920)	(40,791)
Tax expense:		-	-
Profit/(Loss) for the period		(64,920)	(40,791)
Earnings per share:			
(1) Basic		(3)	(2.04)
(2) Diluted		(3)	(2.04)

Significant accounting policies and notes to the accounts

As per our report of even date  
**For Sethia Prabhad Hegde & Co**  
 Chartered Accountants  
 Firm Registration No. 0133675

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

For and on behalf of the Board

  
**Asif Khader**  
 Director

  
**Mueed Khader**  
 Director

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
<b>Authorised</b>		
20000 Equity Shares of Re.10/- each	2,00,000	2,00,000
<b>Issued and Subscribed and fully Paid-up</b>		
20000 Equity Shares of Re.10/- each fully paid up	2,00,000	2,00,000
	<b>2,00,000</b>	<b>2,00,000</b>

The Company has only one class of shares referred to as equity shares having a par value of Re.10. 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	20,000	2,00,000	20,000	2,00,000
Balance as at the end of the year	20,000	2,00,000	20,000	2,00,000

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	20,000	100	20,000	100

No shares have been allotted as fully paid up, by way of bonus shares during 5 years immediately preceding March 31, 2013.

2.2 RESERVES AND SURPLUS

Particulars	As at 31.3.2015		As at 31.3.2014	
<b>Surplus in Statement of Profit and Loss</b>				
Balance as at the beginning of the year	8,61,510		9,02,301	
Less: Loss for the year	(64,920)		(40,791)	
<b>Balance as at the end of the year</b>		7,96,590		8,61,510
TOTAL		<b>7,96,590</b>		<b>8,61,510</b>

2.3 TRADE PAYABLES

Particulars	As at 31.3.2015		As at 31.3.2014	
Trades payables		30,000		15,000
TOTAL		<b>30,000</b>		<b>15,000</b>

Refer Note 2.10 : (reg Micro, Small and Medium Enterprises)

#### 2.4 OTHER CURRENT LIABILITIES

Particulars	As at 31.3.2015	As at 31.3.2014
Loan repayable on demand (JK bank OD)	3,74,16,526	-
<b>TOTAL</b>	<b>3,74,16,526</b>	<b>-</b>

#### 2.5 CASH AND BANK BALANCES

Particulars	As at 31.3.2015	As at 31.3.2014
Bank balances:		
in Current Accounts	2,122	1,14,730
<b>TOTAL</b>	<b>2,122</b>	<b>1,14,730</b>

#### 2.6 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.3.2015	As at 31.3.2014
Unsecured, considered good		
Balances with group Companies	3,84,40,993.27	9,61,779
Others.	-	-
<b>TOTAL</b>	<b>3,84,40,993</b>	<b>9,61,779</b>

#### 2.7 OTHER EXPENSES

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Statutory Auditors : Audit fees	15,000	15,000
Rates and Taxes	14,800	-
Bank Charges	35,120	25,791
<b>TOTAL</b>	<b>64,920</b>	<b>40,791</b>

#### 2.8 EARNINGS PER SHARE

Particulars	Year ended 31st March 2015		Year ended 31st March 2014	
	Before extraordinary items	After extraordinary items	Before extraordinary items	After extraordinary items
(a) Basic/Diluted				
Profit/(loss) after tax	(64,920)	(64,920)	(40,791)	(40,791)
Weighted average number of shares outstanding	20,000	20,000	20,000	20,000
Basic/Diluted EPS	(3)	(3)	(2.04)	(2.04)

#### OTHER DISCLOSURES

##### 2.9 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 31.03.15 receivable	3,84,40,993	-	9,61,779	-

##### Name of the related Parties and description of relationship

Holding Company	Cranes Software International Limited
Key Management Personnel	Mr Asif Khader Mr Mueed Khader



**2.10 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 Prabhad Hegde & Co**  
 Chartered Accountants  
 Firm Registration No. 0133675



**For and on behalf of the Board**

*(Signature)*  
**Asif Khader**  
 Director

*(Signature)*  
**Mueed Khader**  
 Director