

**BLUE STAR DESIGN AND ENGINEERING LIMITED**

**BALANCE SHEET AS AT 31st MARCH 2015**

*Amt's in INR*

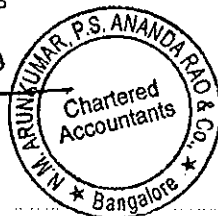
	PARTICULARS	Note No.	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March
I.	<b><u>EQUITY AND LIABILITIES</u></b>			
1.	Shareholders' funds			
	(a) Share Capital	3	189,750,000	189,750,000
	(b) Reserves and Surplus	4	235,779,132	271,118,190
			425,529,132	460,868,190
2.	Non- current liabilities			
	(a) Long-term borrowings	5	248,997,188	869,392
	(b) Other Long-term liabilities	6	31,157,700	26,477,700
	(c) Long-term Provisions	7	3,734,163	3,951,524
3.	Current Liabilities			
	(a) Short term borrowings	8	14,193,709	46,773,099
	(b) Trade payables	9	304,905	349,859
	(c) Other current liabilities	10	40,419,976	133,000,529
	(d) Short term provisions	11	2,083,663	2,870,222
	<b>TOTAL</b>		<b>766,420,436</b>	<b>675,160,515</b>
II.	<b><u>ASSETS</u></b>			
1.	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	12	354,155,120	386,387,701
	(b) Investment	13	1,274	1,274
	(c) Long- term Loans and Advances	14	10,270,574	6,868,465
	Deferred Tax Asset	15	930,631	15,107,957
2.	Current assets			
	(a) Trade receivables	16	36,763,209	57,059,978
	(b) Cash and Cash Equivalents	17	60,585	67,715
	(c) Short-term loans and advances	18	364,239,044	209,667,425
	(d) Other Current Assets	19	-	-
	<b>TOTAL</b>		<b>766,420,436</b>	<b>675,160,515</b>
	Summary of significant accounting policies - As reported in the respective Audited Financial Statements			

As per our audit report even date  
for N. M. Arunkumar, P. S. Anandrao and Co  
Firm Regn No. 006925S

Chartered Accountants

*[Signature]*

N. M. Arunkumar  
Partner  
M No. 200200  
Place : Bangalore  
Date : 15.04.2015



For and on behalf of the Board

*[Signature]* Director  
*[Signature]* Director  
SC

Place: Mumbai  
Date: 12 8 MAY 2015

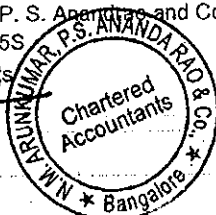
**BLUE STAR DESIGN AND ENGINEERING LIMITED**

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH 2015**

*Amt's in INR*

	PARTICULARS	Note No.	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
<b>A</b>	<b><u>INCOME</u></b>			
	Revenue from operations:			
	(a) Gross Receipts	20	49,157,491	65,434,614
	Other Income	21	11,456,059	183,738,450
	<b>TOTAL A</b>		<b>60,613,550</b>	<b>249,173,064</b>
<b>B</b>	<b><u>EXPENSES</u></b>			
	(a) Employee Benefit Expenses	22	15,697,869	20,642,035
	(b) Finance Cost	23	9,511,747	11,584,009
	(c) Depreciation and Amortisation Expenses	24	32,232,581	26,327,427
	(d) Other expense	25	28,624,112	20,554,886
	<b>TOTAL B</b>		<b>86,066,309</b>	<b>79,108,356</b>
	<b>Profit before tax and Extraordinary items</b>		<b>(25,452,759)</b>	<b>170,064,708</b>
<b>C</b>	<b>Extraordinary items</b>			
	<b>Profit / (Loss) before tax</b>		<b>(25,452,759)</b>	<b>170,064,708</b>
<b>D</b>	<b>Tax Expenses</b>			
	(a) Current Tax		4,033,108	26,396,810
	MAT credit entitlement		-	(8,795,746)
	Mat tax credit entitlement of earlier years (AY 2014-15)		(18,418,628)	(1,065,631)
	Short Tax provision of earlier years (AY 2014-15)		9,194,899	-
	Short Tax provision of earlier years (AY 2013-14)		1,766,108	-
	Excess Tax provision of earlier years		(866,511)	-
	(b) Deferred Tax		14,177,326	(8,019,349)
	<b>Total Tax Expenses</b>		<b>9,886,299</b>	<b>10,516,084</b>
<b>E</b>	<b>Profit/(Loss) after tax</b>		<b>(35,339,058)</b>	<b>159,548,623</b>
	Interim Dividend		-	100,875,000
	Tax on Interim Dividend		-	17,143,706
	Transfer to General Reserve		-	16,000,000
<b>F</b>	<b>Profit for the year after Tax &amp; Dividend</b>		<b>(35,339,058)</b>	<b>25,529,917</b>
<b>G</b>	<b>Earnings per equity share:</b>			
	Basic & Diluted		<b>( 7.25)</b>	<b>163.64</b>
	Summary of significant accounting policies - As reported in the respective Audited Financial Statements			

As per our audit report of even date  
for N. M. Arunkumar, P. S. Anand Rao and Co  
Firm Regn No. 006925S  
Chartered Accountants  
N. M. Arunkumar  
Partner  
M No. 200200  
Place : Bangalore  
Date :15.04.2015



For and on behalf of the Board

*[Signature]* Director  
*[Signature]* Director  
VA SC

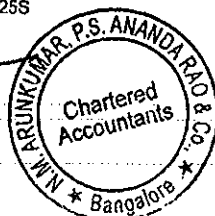
Place : Mumbai  
Date : 12 8 MAY 2015

**BLUE STAR DESIGN AND ENGINEERING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015**

		March 31, 2015		March 31, 2014	
		Rupees	Rupees	Rupees	Rupees
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	Net Profit Before Tax		(25,452,759)		170,064,708
	Adjustment For :				
	Depreciation	32,232,581		26,327,427	
	Excess Tax provision for earlier years	866,511		-	
	Dividend/Interest income	(972)		(946,908)	
	Interest Expenses	9,511,747		11,584,009	
	Rental Income	(28,062,900)		(37,168,350)	
	Gain on sale of fixed asset			(167,354,660)	
			14,546,967		(167,568,482)
	Operating Profit Before Working Capital Changes		(10,905,792)		2,506,226
	Adjustment For :				
	(Increase)/Decrease in loans and advances	(157,973,727)		(141,656)	
	(Increase)/Decrease in Current Assets	20,296,769		(200,599,306)	
	Increase/(Decrease) in Current Liabilities	(90,204,911)		(123,221,223)	
	Cash From Operating Activities		(227,881,869)		(323,962,185)
	Income Tax Paid		(238,787,661)		(321,455,960)
	Net Cash From Operating Activities		(238,787,661)		(321,455,960)
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Sale of Fixed Assets	-		430,091,888	
	Dividend/Interest Income	972		946,908	
	Purchase of Fixed Assets	-		-	
	Rent Received	28,062,900		37,168,350	
	Net Cash From Investing Activities		28,063,872		468,207,146
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Interest paid	(9,511,747)		(11,584,009)	
	Bank Charges	-		-	
	Preference Dividend Paid	-		(21,059,100)	
	Proceeds from Borrowings( lease Rental Deposits)	4,680,000		26,477,700	
	Increase in Borrowings	215,548,407		(149,404,073)	
	Net Cash Used in Financing Activities		210,716,660		(155,569,482)
	Net Increase/(decrease) in cash & cash Equivalents Total (A+B+C)		(7,130)		(8,818,295)
	Cash and Cash Equivalents at the beginning of year		67,715		8,866,010
	Cash and Cash Equivalents at the end of year (Closing Balance)		60,585		67,715

As per our report of even date  
for N. M. Arunkumar, P S Anandrao and Co.  
Firm Registration No. - 006825S  
Chartered Accountants

N. M. Arunkumar  
Partner  
Membership No.200200



For BLUE STAR DESIGN & ENGINEERING LIMITED

*V. Advan*  
(Director)

*Spin Gulye*  
(Director)

Place : Bangalore  
Date :

Mumbai  
Date : **28 MAY 2015**

3. Share Capital

Particulars	As at 31 Mar, 2015		As at 31 Mar, 2014	
	Number of shares	Rs.	Number of shares	Rs.
<b>Share Capital</b>				
<b>Authorised</b>				
Equity shares of Rs.2/- each with voting rights ( Earlier Rs.10/- each)	10,000,000	20,000,000	2,000,000	20,000,000
18,00,000 10% Redeemable Preference shares of Rs.100 each	1,800,000	180,000,000	1,800,000	180,000,000
	11,800,000	200,000,000	3,800,000	200,000,000
<b>Issued Subscribed and fully paid</b>				
Equity shares of Rs.2 each with voting rights	4,875,000	48,750,000	975,000	9,750,000
18,00,000 10% Cumulative Redeemable Preference shares of Rs.100 ( refer note below )	1,800,000	180,000,000	1,800,000	180,000,000
<b>Total</b>	<b>6,675,000</b>	<b>228,750,000</b>	<b>2,775,000</b>	<b>189,750,000</b>

Note for Preference Shares :

Preference shares are issued pursuant to the scheme of amalgamation of Synergy Realtors and Services Pvt Ltd (SRSP) with Blue Star Design & Engineering Limited approved by Honorable High Courts of Panjab and Haryana on 25/05/2013 and Mumbai on 15/03/2013. The shareholders of SRSP have been allotted 180, 10 % Redeemable Preference Shares of Rs. 100/- each of Blue Star Design & Engineering Ltd for every 1 (one) fully paid up equity shares of Rs. 100/- each held in SRSP.

(a) Reconciliation of Number of Equity Shares

Shares outstanding as at 1st April 2014/ 1st April 2013		
Less : Cancellation of Shares pursuant to Scheme of Amalgamation	975,000	1,950,000
Shares outstanding as at 31st March, 2015 / 2014 (after sub division)	-	(975,000)
There was a subdivision of equity shares from face value of Rs.10 each to 2 each during the year 2014-2015. Hence number of shares is increased.	4,875,000	975,000

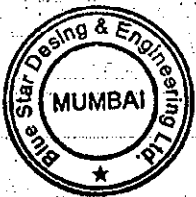
(b) List of shareholders holding more than 5% of the total number of shares issued by the company :

Name of shareholder	As at 31 Mar, 2015		As at 31 Mar, 2014	
	Number of shares	% holding	Number of shares	% holding
Blue Star Limited (Equity Shares)	4,874,975	100%	974,995	100%
Blue Star Limited (10% Cumulative Redeemable Preference shares)	1,800,000	100%	1,800,000	100%

(c) Rights, preferences and restrictions:

i) The Company has two classes of shares - one as equity shares having par value of Rs. 2/- each and one as 10 % Redeemable Preference Shares of Rs. 100/- each. Each holder of equity shares is entitled to one vote per share. Preference Share Holders shall have preferential voting rights in respect of the dividend payable to them. During the year the face value Equity shares has been sub divided to 2/- per share from Rs.10/- per share.

ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



#### 4. Reserves and Surplus

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Capital Reserve pursuant to Amalgamation	365,120,873	365,120,873
General Reserve	16,000,000	16,000,000
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(110,002,683)	(134,126,168)
Add: Profit of transferor company for FY.2012-13	-	22,454,022
Additional depreciation on FMV	-	(23,860,454)
Profit/ (Loss) for the year	(35,339,058)	25,529,917
Closing balance	(145,341,741)	(110,002,683)
<b>Total</b>	<b>235,779,132</b>	<b>271,118,190</b>

#### 5. Long-Term Borrowings

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Interest on Long Term borrowing from Hongkong and Shanghai Banking Corpn. Ltd. ( Refer Note (i) below)	-	869,392
Loan from Kotak Mahindra Bank against Property ( Refer Note (ii) below)	248,997,188	-
<b>Total</b>	<b>248,997,188</b>	<b>869,392</b>

(i) Interest on Long Term borrowing from HSBC Ltd:

Rs. 8,69,392/- was the amount due to Hongkong and Shanghai Banking Corpn. Ltd. by Synergy Realtors and Services Pvt Ltd before the amalgamation.

(ii) Long Term borrowing from Kotak Mahindra Bank :

- Loan has been taken from Kotak Mahindra Bank
- Nature of Security : Hypthication of Building (Bandbox Mumbai)
- Interest rate : 11.50% PN
- Period of Loan : 12 Yrs (From 27 February 2015 to 27 February 2027)

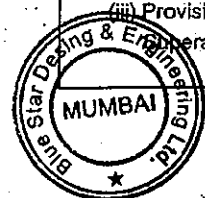
e) Repayment of Loan : Loan is repayable over a peiroad of 144 Months, installement of Rs. 32,08,291/- PM (143 months) and the last installement (144th) payable is Rs. 28,01,648/-

#### 6. Other Long-Term Liabilities

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Lease rental Deposits received	31,157,700	26,477,700
<b>Total</b>	<b>31,157,700</b>	<b>26,477,700</b>

#### 7. Long-Term Provisions

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Provision for employee benefits:		
(i) Provision for compensated absences (refer note 39 )	1,440,090	1,168,742
(ii) Provision for gratuity (net) (refer note 32 and 39 )	860,514	784,856
(iii) Provision for other employee benefits:		
Superannuation	1,433,559	1,997,926
<b>Total</b>	<b>3,734,163</b>	<b>3,951,524</b>



8. Short-Term Borrowings

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Loans Repayable on Demand		
(i) Cash Credit from BNP Paribas (Secured)	14,193,709	46,773,099
<b>Total</b>	<b>14,193,709</b>	<b>46,773,099</b>

(i) Details of short-term borrowings guaranteed by some of the directors or others:

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Loans repayable on demand from banks		
cash credit from BNP Paribas	14,193,709	46,773,099
(Corporate guarantee given by Blue Star Ltd.)		
Rate of interest being charged by BNP Paribas 10.50%		

9. Trade Payables

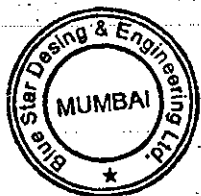
Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Trade payables:		
Other than acceptances	304,905	349,859
<b>Total</b>	<b>304,905</b>	<b>349,859</b>

10. Other Current Liabilities

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Interest accrued and due on borrowings	-	-
(ii) Income received in advance (unearned revenue)	-	-
(iii) Interim Dividend Payable (FY : 13-14 )	-	96,959,606
(iv) Other payables		
(a) Statutory remittances	233,397	361,298
(b) Advance from customers	-	-
(c) Other	77,465	4,429,615
-Dues payable to employees	2,700	-
(v) Deposit refundable - Blue Star Limited (Holding Company)	4,853,200	4,853,200
(vi) Tax provision for Previous Years	31,220,108	26,396,810
(vi) Tax provision for FY 2014-15	4,033,106	-
<b>Total</b>	<b>40,419,976</b>	<b>133,000,529</b>

11. Short-Term Provisions

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Provision for employee benefits		
(i) Provision for compensated absences (refer note 39 )	8,593	6,192
(ii) Provision for gratuity (net) (refer note 32 and 39 )	15,626	17,546
(c) Provision for Other Employee Benefits		
-Exgratia payable	196,849	477,727
-Incentives payable	1,641,050	2,091,933
(ii) Provision for expenses		
(a) Outstanding liabilities for expenses	221,545	276,824
<b>Total</b>	<b>2,083,663</b>	<b>2,870,222</b>

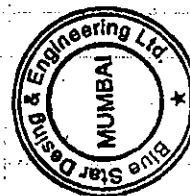


BLUE STAR DESIGN AND ENGINEERING LIMITED  
Notes forming part of the Financial Statements

12. Tangible Assets

Tangible Assets	Gross block									
	Balance as at 1 April, 2014	Additions/Additions being FMV on scheme of Amalgamation	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other adjustments	Balance as at 31 Mar, 2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
(i) Computers Owned	17,923,213	-	-	-	-	-	-	-	-	17,923,213
(ii) Buildings Owned	427,727,000	-	-	-	-	-	-	-	-	427,727,000
Total	445,650,213	-	-	-	-	-	-	-	-	445,650,213

Tangible Assets	Accumulated depreciation and impairment										Net block	
	Balance as at 1 April, 2014	Reversal of Depreciation on account of Schedule II of Companies Act 2013	Depreciation / amortisation expense for the Period	Eliminated on disposal of assets	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit and	Other adjustments	Balance as at 31 Mar, 2015	Balance as at 31 Mar, 2014	Balance as at 31 Mar, 2015	Balance as at 31 Mar, 2014	
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
(i) Computers Owned	17,559,129	(532,080)	-	-	-	-	-	-	17,027,050	896,163	364,084	
(ii) Buildings Owned	41,703,383	-	32,764,661	-	-	-	-	-	74,468,043	353,258,957	386,023,617	
Total	59,262,512	(532,080)	32,764,661	-	-	-	-	-	91,495,093	354,155,120	386,387,701	



BLUE STAR DESIGN AND ENGINEERING LIMITED  
Notes forming part of the Financial Statements

13. Investments

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Investment in Mutual Fund (Quoted) Fortis Money Plus Fund - Monthly Dividend Reinvestment (Market value of Investment - Rs.1270/-)	1,274	1,274
Total	1,274	1,274

14. Long-Term Loans and Advance

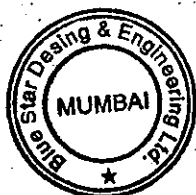
Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Other Advances Unsecured, Considered good	10,270,574	6,775,209
(ii) Advance for Services Unsecured, Considered good	-	93,256
Total	10,270,574	6,868,465

15. Deferred Tax Liabilities (Assets)

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Deferred Tax (refer note 36)	930,631	15,107,957
Total	930,631	15,107,957

16. Trade Receivables

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Trade receivables outstanding for a period not exceeding six months from the date they were due for payment Unsecured, considered good	36,763,209	37,632,490
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good	-	19,427,488
Total	36,763,209	57,059,978





BLUE STAR DESIGN AND ENGINEERING LIMITED  
Notes forming part of the Financial Statements

17. Cash and Cash Equivalents

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Cash on hand	210	17,365
(ii) Balances with banks		
(a) In current accounts	60,375	50,350
Total	60,585	67,715

18. Short-Term Loans and Advances

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
(i) Loans and advances to employees		
Unsecured, considered good	10,000	17,443
(ii) Prepaid expenses		
Unsecured, considered good	226,053	305,180
(iii) Balances with government authorities		
(a) Service Tax credit receivable	4,494,783	4,429,708
(b) Income Tax and Withholding Tax (Net of Tax Provision)	39,728,412	28,463,524
Unsecured, considered good		
(iv) Security Deposit		
Unsecured, considered good	37,600	37,600
Doubtful		
(v) (a) Inter Corporate deposit	41,000,000	162,500,000
Inter Corporate Deposit has been given to Blue Star Electro Mechanical Limited, repayable as mutually agreed and interest charged at 11%		
(b) Inter Corporate Deposit	250,000,000	
Inter Corporate Deposit has been given to Blue Star Electro Mechanical Limited, repayable as mutually agreed and interest charged at 12.75%		
(vi) Others		
Excluded Employees Provident Trust	462,192	462,192
Unsecured, considered good		
Advance for Services	-	3,590,401
Unsecured, considered good		
MAT Credit Entitlement	28,280,005	9,861,377
Total	364,239,044	209,667,425

19. Other Current Assets

Particulars	As at 31 Mar, 2015	As at 31 Mar, 2014
	Rs.	Rs.
Others:		
Balance on Travel Card	-	-
Total	-	-



**BLUE STAR DESIGN AND ENGINEERING LIMITED**  
Notes forming part of the Financial Statements

**20. Revenue from operations**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Sale of services	21,094,591	28,266,264
Rental Income	28,062,900	37,168,350
<b>Total</b>	<b>49,157,491</b>	<b>65,434,614</b>

**Sale of services comprises**

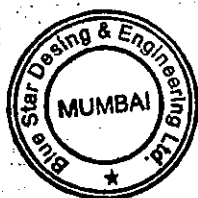
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Consulting Engineers Domestic Services	21,094,591	21,146,774
Consulting Engineers Foreign Services	-	7,119,490
<b>Total</b>	<b>21,094,591</b>	<b>28,266,264</b>

**21. Other Income**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(i) Net gain on foreign currency transactions &	337,206	926,087
(ii) Liabilities / provisions no longer required written back	-	-
(a) Excess provision written back	1,992,893	2,656,657
(iii) Interest on Inter Corporate Deposit	9,115,936	11,808,425
(iv) Miscellaneous Income [Net of Expenses]	-	45,714
(v) Interest on income tax refund	-	-
(vi) Dividend Income	972	10,208
(vii) Interest on FD	-	936,700
(viii) Net Gain/Loss on Sale of Investment	9,053	-
(ix) Net Gain/Loss on Sale of Assets	-	167,354,660
<b>Total</b>	<b>11,456,059</b>	<b>183,738,450</b>

**22. Employee Benefit Expenses**

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(i) Salaries and wages	14,409,724	19,158,962
(ii) Contributions to provident and other funds	933,362	901,355
(iii) Staff welfare expenses	354,783	581,718
<b>Total</b>	<b>15,697,869</b>	<b>20,642,035</b>



### 23. Finance Cost

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(i) Interest expense on:		
(a) Borrowings		
Interest on Loan From BSL	-	2,433,750
Int. on BNP Bank A/c	4,635,082	4,361,497
Int. on HSBC Bank A/c	-	4,414,594
Int. on Kotak Mahindra Bank A/c (including Loan Processing Charges and Stamp duty)	4,812,529	-
(b) Others	-	-
Interest on delayed payment of taxes	64,135	10,002
(ii) Other Borrowing cost		
Guarantee Charges payable to BSL	-	364,166
<b>Total</b>	<b>9,511,747</b>	<b>11,584,009</b>

### BLUE STAR DESIGN AND ENGINEERING LIMITED

Notes forming part of the Financial Statements

### 24. Depreciation and Amortisation

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Depreciation - Computers	(532,080)	242,722
Depreciation - Furniture & Fittings	32,764,661	511,673
Depreciation - Office Equipment	-	49,456
Depreciation - Buildings	-	25,523,575
<b>Total</b>	<b>32,232,581</b>	<b>26,327,427</b>



## 25. Other Expenses

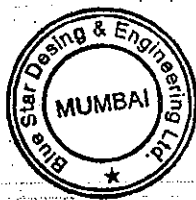
Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
(i) Subcontracting	1,137,917	3,376,816
(ii) Power	-	-
(iii) Rent including lease rentals	828,880	4,005,090
(iv) Repairs Maintenance-Building	1,410,825	1,608,493
(v) Repairs Maintenance-Others	-	53,488
(vi) Insurance	359,073	590,941
(vii) Miscellaneous Expenditure	-	-
(a) Communication	12,502	163,141
(b) Travelling and conveyance	227,785	449,043
(c) Printing and Stationery	32,356	151,149
(d) Business Promotion	29,980	18,522
(e) Legal and Professional	4,293,807	5,298,558
(f) Merger Related Expenses	-	3,767,270
(g) Bad Trade and Other Receivables, Written Off	-	-
(h) Other Expenses	480,396	773,378
(h) Rtes & Taxes (Stamp duty paid on Share transfer)	18,260,000	-
(viii) Payment to Auditors (Refer Note (a) below )	264,595	209,502
(ix) Bad Debts	280,089	-
(x) Prior Period Items (Refer note (b) below)	212,363	89,496
(xi) Commission Expenses	782,000	-
(xii) Loss of Cash	11,745	-
<b>Total</b>	<b>28,624,112</b>	<b>20,554,886</b>

### (a) Payment to Auditors :

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Statutory Audit Fees	200,000	200,000
Tax Audit Fees	-	-
Reimbursement of expenses	64,595	9,502
<b>Total</b>	<b>264,595</b>	<b>209,502</b>

### (b) Prior period items

Particulars	As at 31 March, 2015	As at 31 March, 2014
	Rs.	Rs.
Service Tax CENVAT Credit written off	26,013	-
Advance paid for expenses	186,349	-
<b>Total</b>	<b>212,362</b>	<b>-</b>



**1. Corporate Information**

The Company was incorporated under Companies Act 1956 on 19/11/2003 with a main objective of providing engineering services in the field of refrigerators and air conditioning, heating and ventilation.

**2. Statement on Significant Accounting Policies**

**(a). Basis of Accounting and preparation of financial statements:**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting standards notified under the companies (Accounting Standards) Rules, 2006 ( as amended) and the relevant provisions of the companies Act, 2013. These Financial Statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**(b). Fixed Assets and Depreciation:**

Fixed assets are stated at cost, net of accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowing costs attributable to acquisition of qualifying fixed assets up to the date of the asset is ready for its intended use and other incidental expenses incurred up to the date. The cost is net of VAT and Cenvat credit availed.

Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Depreciation on asset is provided on Written down value method based on the useful lives / residual values as prescribed in the Part C of Schedule II to the Companies Act, 2013. Depreciation is charged on a proportionate basis for all fixed assets purchased and sold during the year.

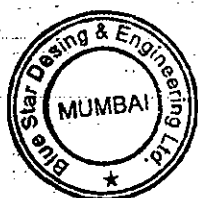
In the case of Building (Band Box - Mumbai) estimated useful life of the Asset has been taken at 85 years as per the Certification taken from a Chartered Engineer. The Depreciation has been calculated in this case on the balance useful life of the asset.

**(c). Intangible Assets:**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure on an intangible asset after its purchase or completion is recognised as an expense when incurred unless it is probable that such expenditure will enable to generate future economic benefit in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably in which case such expenditure is added to the cost of asset.

Computer software licences are capitalised on the basis of costs incurred to acquire and bring to use the specific software. Operating software is capitalised and amortised along with the related fixed asset. Other software is amortised, on a straight line method, over a period of three years based on management's assessment of useful life.

The amortisation period and method used for intangible assets are reviewed at each financial year end.



(d). Revenue Recognition:

Revenue from contracts, priced on a time basis is recognised when services are rendered and related costs are incurred.

Revenue from immovable properties such as rental income is recognised based on the contractual terms agreed with the parties.

Profit / (loss) on sale of fixed assets has been recognised on transfer of rights in the property on account of sale.

(e). Foreign Currency Transactions:

Transactions in foreign currency are recognised at the exchange rate ruling on the date of the transaction.

All monetary assets and liabilities denominated in foreign currency are restated at the rates ruling at the year end and all exchange gains or losses arising there from are adjusted to the Profit and Loss Account.

(f). Operating Lease:

Assets acquired on lease, if any, where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Lease rentals on assets taken on operating lease are recognised as an expense in the Profit and Loss Account on a straight line basis over the lease term.

(g). Employment Benefits:

i) Short term employee benefits:

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefits like salaries, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service.

ii) Defined-contribution plans:

The Company has defined contribution plans (where Company pays pre-defined amounts and does not have any legal or informal obligation to pay additional sums) for post employment benefits (namely, Provident Fund), and the Company's contributions thereto are charged to the Profit and Loss Account every year. The Company's contributions to State plans, namely, Employees State Insurance and Employee Pension Scheme, if any are also charged to Profit and Loss Account as expense during the period in which the employees perform the service.

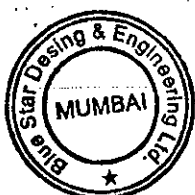
iii) Defined-benefit plan:

The Company has a defined benefit plan (viz., Gratuity) for employees, the liability for which is determined on the basis of valuation carried out by an independent actuary (under projected unit credit method) at the balance sheet date.

iv) Other long term employee benefits:

Compensated absences that are not expected to occur within twelve months after the end of the period in which the employee renders related services are recognized as a liability at the present value of the defined benefit obligation based on actuarial valuation (under projected unit credit method) carried out at the balance sheet date.

v) Actuarial gains and losses comprise experience adjustments and the effect of changes in the actuarial assumptions, and are recognized immediately in the Profit and Loss Account as income or expense.



(h). Earnings per Share:

Annualised earnings/ (loss) per equity share (basic and diluted) is arrived at based on net profit/ (loss) after taxation to the weighted average number of equity shares.

(i). Taxes on Income:

Tax on income for the current period is determined on the basis of Income Tax Act, 1961.

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried forward to the extent that there is a reasonable or virtual certainty, as may be applicable, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(j). Impairment of Assets:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognised in the Profit and Loss Account to the extent the carrying amount exceeds the recoverable amount.

(k). Provisions:

Provisions are recognised when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. When the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain.

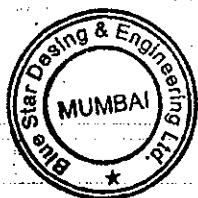
26 Contingent Liabilities:

The company recognises as provisions, the liabilities being present obligations arising from past events, the settlement of which is expected to result in an outflow of resources and which can be measured only by using a substantial degree of estimation.

Contingent Liabilities are disclosed by way of a note to the financial statements after careful evaluation by the management of the facts and legal aspects of the matters involved.

Contingent assets are neither recognised nor disclosed.

26A During the year 2014-2015 the Company has consolidated its share capital by subdividing its equity share capital from Rs.10 per share to Rs.2 per share.

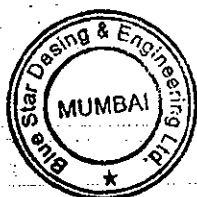


BLUE STAR DESIGN AND ENGINEERING LIMITED

NOTES ON ACCOUNTS

In Rs.

	2014-15	2013-14
27. Value of Imports on CIF basis:		
	Nil	Nil
28. Earnings in Foreign Currency:		
FOB Value of Export of Software	-	71,19,490
29. Expenditure in Foreign Currency:		
	2014-15	2013-14
	-	5,748
Banks Charges	-	38,901
Foreign Travel Expenses	-	77,495
Reimbursement of Expenses		
TOTAL Rs.	-	122,144
30. Managerial Remuneration:	2014-15	2013-14
Salary, Bonus, etc.	Nil	Nil
Contribution to Provident and Other Funds	Nil	Nil
Perquisites (including those valued as per Income Tax Rules)	Nil	Nil
31. Auditors' Remuneration (Note):		
(Included under Legal and Professional in Notes 23)		
	2014-15	2013-14
Statutory Audit Fees	200,000	200,000
Reimbursement of expenses	64,595	9,502



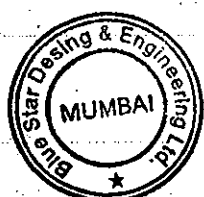


## 32. Employee Benefits:

## a) Employee Benefit Plan:

Consequent upon adoption of Accounting Standard on "Employee Benefits" AS (15) (Revised 2005) issued by the Institute of Chartered Accountants of India, as required by Standard, the following disclosures are made :

	Gratuity (unfunded)		Compensated Absences (unfunded)	
	31st March, 2015	31st March, 2014	31st March, 2015	31st March, 2014
	₹	₹	₹	₹
<b>(I) Changes in Benefit Obligation</b>				
Liability at the beginning of the year	8,02,402	958,362	1,174,933	1,299,257
Interest cost	60,018	69,866	104,467	97,392
Current service cost	200,144	198,991	209,876	200,987
Benefit paid/payable	(2,71,073)	(184,644)	(28,386)	(163,717)
Actuarial (gain) on obligation	84,649	(240,173)	(12,207)	(258,986)
<b>Liability at the end of the year</b>	<b>876,140</b>	<b>802,402</b>	<b>1,448,683</b>	<b>1,174,933</b>
<b>(II) Fair Value of Plan Assets</b>				
Fair value of Plan asset at the beginning of the year	-	-	-	-
Expected return on plan asset	-	-	-	-
Contribution	2,71,073	184,644	28,386	1,63,717
Benefit paid	(2,71,073)	(184,644)	(28,386)	(163,717)
Actuarial (loss) on plan asset	-	-	-	-
Fair value of Plan asset at the end of the year	-	-	-	-
<b>(III) Actual return on plan assets</b>				
Actuarial (gain) on obligation	84,649	240,173	(12,207)	(258,986)
Actuarial loss on plan assets	-	-	-	-
<b>Actual return on plan assets</b>	<b>84,649</b>	<b>240,173</b>	<b>(12,207)</b>	<b>(258,986)</b>



## NOTES ON ACCOUNTS

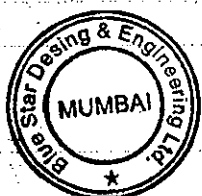
In Rs.

<b>(IV) Amount recognised in the Balance Sheet</b>				
Liability at the end of the year	876,140	802,402	1,448,683	1,174,933
Fair value of plan assets at the end of the year	-	-	-	-
Amount recognised in the Balance Sheet	<b>876,140</b>	<b>802,402</b>	<b>1,448,683</b>	<b>1,174,933</b>

<b>V) Expenses recognised in the Income Statement</b>				
Current Service Cost	200,144	198,991	209,876	200,987
Interest Cost	60,018	69,866	104,467	97,392
Expected return on plan assets	-	-	-	-
Net actuarial loss/ (Gain) to be recognised	84,649	(240,173)	(12,207)	(258,986)
Expense recognised in P & L	<b>3,44,811</b>	<b>(28,644)</b>	<b>302,136</b>	<b>(39,393)</b>
<b>(VI) Balance Sheet Reconciliation</b>				
Opening Net Liability	802,402	958,362	1,174,933	1,299,257
Expense as above	3,44,811	(28,684)	302,136	(38,393)
Employers Contribution	(271,073)	(184,644)	(28,386)	(163,717)
Amount Recognised in Balance Sheet	<b>876,140</b>	<b>802,402</b>	<b>1,448,683</b>	<b>1,174,933</b>
<b>(VII) Actuarial Assumptions : For the year</b>				
Discount Rate Current	9.00%	9.00%	9.00%	9.00%
Rate of Return on Plan Assets Current	0.00%	0.00%	0.00%	0.00%
Salary Escalation Current	6.00%	6.00%	6.00%	6.00%
Mortality	LIC(1994-96)	LIC(1994-96)	LIC(1994-96)	LIC(1994-96)

## b) Defined Contribution Plans:

The Company has recognised Rs.7,75,466/- (2014: Rs.6,05,599/-) as expense in the Profit and Loss Account in respect of defined contribution plan (viz., Provident Fund, Employees Pension Scheme and Gratuity), which is disclosed under 'Contribution to Provident and Other Funds' in Note 22.



**BLUE STAR DESIGN AND ENGINEERING LIMITED**

**NOTES ON ACCOUNTS**

In Rs.

**33 Related Party Disclosure:**

**a. Relationships**

**I. Enterprise of which the company is an associate**

i. Blue Star Limited

**II. Associate or Subsidiaries of parent company**

i. Blue Star Electromechanical Limited

ii. Blue Star Qatar LLC

**Related Party Disclosure:**

(b). Following transactions were carried out in the ordinary course of business with the parties referred to in (a) above :

Particulars	Enterprise of which the Company is an associate		Associates of an enterprise of which the company is an associates		Associates of an enterprise of which the company is an associates	
	[with I (i) above]		[with I (ii) above]		[with II (ii) above]	
	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2015	For the Year ended March 31, 2014	For the Year ended March 31, 2015	For the Year ended March 31, 2014
	Rs	Rs	Rs	Rs	Rs	Rs
<b>During the Year</b>						
Interest on Loan taken	-	24,33,750	-	-	-	-
Loan Repaid	-	6,49,00,000	-	-	-	-
ICD/ Loan Paid	-	-	25,00,00,000	21,00,00,000	-	-
Interest on ICD/ Loan paid	-	-	91,15,936	1,18,08,425	-	-
Corporate Guarantee	-	5,00,00,000	-	-	-	-
Payment of Guarantee Charges	-	2,08,333	-	-	-	-
Reimbursement of expenses	-	-	-	-	-	-
Income from Services	2,10,94,591	2,11,46,774	-	94,430	-	-
Income from Immovable Property	2,61,12,900	3,71,68,350	-	-	-	-
Expenses Recovered	3,25,055	9,80,749	1,22,779	63,813	-	6,588
<b>Outstanding As At March 31, 2015</b>						
Sundry Creditors	-	-	-	-	-	-
Inter Corporate Deposit	-	-	29,10,00,000	16,25,00,000	-	-
Sundry Debtors (CAD)	50,87,176	2,15,54,308	1,88,55,405	1,19,78,340	1,05,93,201	1,02,59,449
Sundry Debtors (Rent)	22,27,426	1,46,01,909	-	-	-	-

**34. Operating Lease:**

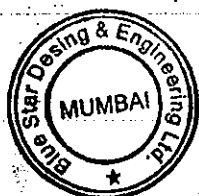
**2014-15**

**2013-14**

Rent (representing minimum lease payments)

32,51,250

The Company had entered in to operating lease agreement for office premises ( till August 2013) renewable on periodic basis.



BLUE STAR DESIGN AND ENGINEERING LIMITED

NOTES ON ACCOUNTS

35. Earnings per Share:

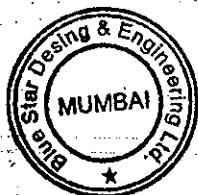
	2014-15	In Rs. 2013-14
Nominal value of equity share	2	10
Weighted average number of equity shares outstanding - Basic	48,75,000	9,75,000
Profit after Taxation considered for calculation of basic earnings per share	(35,339,058)	15,95,48,624
Earnings per Share - Basic	(7.25)	163.64

36. Taxation:

	2014-15	2013-14
(A) Deferred Tax Asset / (Liability) arising from:		
(i) Difference between Depreciation charged as per Books of Account and as per Income Tax Act, 1961 :	(2,88,776)	71,310
(ii) Expenses Disallowed (Net)	12,19,407	7,37,869
Tax loss & Unabsorbed Depreciation	-	1,42,98,777
Net Deferred Tax Asset/(Liability) as at the year end	9,30,631	1,51,07,956
Deferred Tax Asset as on March 31, 2014	1,51,07,956	90,88,607
Deferred Tax reversal to be debited to Profit & Loss Account	1,41,77,326	(60,19,349)

Notes:

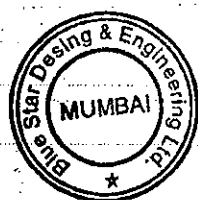
The tax impact for the above purpose has been arrived by applying a tax rate of 33.99% (2014: 32.445%) being the rate for Indian companies under the Income Tax Act, 1961 for F.Y.2014-15



37. The Company is engaged in the business of Renting of Properties and providing Design and Technical Services for Electro- Mechanical Projects, which as per Accounting Standard 17 are considered as reportable business segments

**Segment Revenues, Results and other Information:**

	As at March 31 2,015	As at March 31 2,014
<b>I. SEGMENT REVENUE</b>		
1) Design & Technical Services For Electro Mechanical Projects	2,34,24,690	3,18,94,722
2) Renting of Properties	2,80,72,924	20,45,23,010
<b>TOTAL SEGMENT REVENUE</b>	<b>5,14,97,614</b>	<b>23,64,17,732</b>
Add: Other Income	91,15,936	1,27,55,333
<b>TOTAL INCOME</b>	<b>6,06,13,550</b>	<b>24,91,73,065</b>
<b>II SEGMENT RESULT</b>		
1) Design & Technical Services for Electro Mechanical Projects	15,20,954	(41,24,547)
2) Renting of Properties	(2,65,77,904)	17,67,82,201
<b>TOTAL SEGMENT RESULTS</b>	<b>(2,50,56,951)</b>	<b>17,26,57,653</b>
(Less)/Add: : (1) Finance Cost	(95,11,745)	(1,15,84,009)
(2) Unallocable Income/(Expenditure)	91,15,936	89,91,064
<b>PROFIT/(LOSS) BEFORE TAXATION</b>	<b>(2,54,52,760)</b>	<b>17,00,64,708</b>
PROVISION FOR TAXES	98,86,299	1,05,16,084
<b>NET PROFIT/(LOSS) AFTER TAX</b>	<b>(3,53,39,058)</b>	<b>15,95,48,624</b>
<b>III. OTHER INFORMATION:</b>		
<b>a. SEGMENT ASSETS</b>		
1) Design & Technical Services for Electro Mechanical Projects	10,86,33,390	5,28,62,301
2) Renting of Properties	36,57,94,557	40,06,25,526
<b>TOTAL SEGMENT ASSETS</b>	<b>47,44,27,946</b>	<b>45,34,87,827</b>
Add: Unallocable Assets	29,19,92,490	22,16,72,807
<b>TOTAL ASSETS</b>	<b>76,64,20,436</b>	<b>67,51,60,634</b>
<b>b. SEGMENT LIABILITIES</b>		
1) Design & Technical Services for Electro Mechanical Projects	1,03,91,934	72,41,106
2) Renting of Properties	6,73,08,473	15,94,05,692
<b>TOTAL SEGMENT LIABILITIES</b>	<b>7,77,00,407</b>	<b>16,66,46,798</b>
Add: Unallocable Liabilities	26,31,90,897	4,76,45,646
<b>TOTAL LIABILITIES</b>	<b>34,08,91,304</b>	<b>21,42,92,444</b>



38. The Company has a process of identifying enterprises that have provided goods and services to the Company and which may qualify under the definition of micro or small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 and accordingly, circularised letters of confirmation to select vendors this year. The Company is unable to identify (in all cases) whether its vendors qualify as micro or small enterprises. Accordingly, no disclosure in respect of principal and interest has been made; however, the management does not envisage any material impact on the financial statements in this regard, which has been relied upon by the auditors.
39. Disclosure in accordance with accounting standard ( AS 29) provision, contingent liabilities and contingent assets.

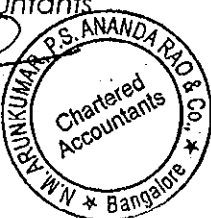
Particulars	Op Balance	Provisions Made	Amount Paid / Adjusted	Closing Balance
Leave Encashment	11,74,933	302,136	28,386	14,48,683
Gratuity	8,02,402	344,811	271,073	876,140
Super Annuation	19,97,926	1,55,976	7,20,343	14,33,559
Exgratia	4,77,727	1,96,849	6,74,576	1,96,849

40. During the year 2014-2015, there is a petition filed with Mumbai High Court for the Amalgamation of Blue Star Design and Engineering Limited with Blue Star Engineering and Electronics Limited. The Appointed date of amalgamation is 01.02.2015.
41. Previous year's figures have been regrouped/ rearranged wherever necessary.

As per our audit report of even date  
for **N. M. Arunkumar, P. S. Anandrao**  
and Co

Firm Regn No. 006925S  
Chartered Accountants

**N. M. Arunkumar**  
Partner  
M No. 200200  
Place : Bangalore  
Date : 15.04.2015



For Blue Star Design & Engineering Limited

*V. Adarsh*  
Director

*S. C. Srinivas*  
Director

Place : Mumbai

Date : 12 8 MAY 2015



**N.M.ARUNKUMAR, P.S.ANANDA RAO & Co.**

Chartered Accountants

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
BLUE STAR DESIGN AND ENGINEERING LIMITED**

### **Report on the Financial Statements:**

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

### **Management's Responsibility for the Financial Statements:**

The Company's Management 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, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards Specified under section 133 of the Act, 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 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 there under.

We have conducted our audit in accordance with the Standards on under Section 143(10) of the Act. Those Standards 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 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 an adequate internal financial control 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.





# N.M.ARUNKUMAR, P.S.ANANDA RAO & Co.

Chartered Accountants

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 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 Company as at 31st March 2015, and its profits and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements:

1 As required by the Companies (Auditors 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 & 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 purpose 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 our books.

c) The Balance Sheet, the Statement of Profit and Loss and the Cash flow statement dealt with by this Report are in agreement with the books of account.

d) In 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 in record by the Board of Directors, none of the directors are 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for N M Arunkumar, P S Ananda Rao & Co.,

Chartered Accountants

Firm's Registration Number 0069258

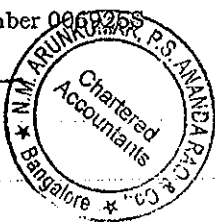
  
N M Arunkumar

Partner

M. No. 200200

Place : Bengaluru

Date : 15.04.2015







**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 1 under "Report on other Legal and Regulatory Requirements" section of our Independent Auditors Report of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:

(i) (a) the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) According to the practice of the company, fixed assets are physically verified by the management at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Management has confirmed that no material discrepancies were noticed on such verification.

(ii) The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company

(iii) The Company has granted inter corporate loan to another company under the same management and based on the information and explanations given to us the repayment of the principal amount and interest are in accordance with the terms.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls. Further on the basis of examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.

(v) According to the information and explanations given to us, the company has not accepted any deposits for which the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under are applicable.

(vi) As informed to us, maintenance of cost records has not been specified by the central government under sub section (1) of section 148 of the Act read with the Companies (Cost Accounting Records) Rules, 2014.

(vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, employee state insurance income tax, sales tax, wealth tax, service tax, and any other statutory dues with the appropriate authorities.

(b) There are no amounts which are 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 there under.





**N.M.ARUNKUMAR, P.S.ANANDA RAO & Co.**

Chartered Accountants

(viii) The Company has accumulated losses as at 31st March 2015. The company has not incurred cash losses during the year and in the immediately preceding financial year.

(ix) In our opinion and according to the information and explanation given to us by the management, the company has not defaulted in payment of principal and interest to financial institutions or banks as at the Balance Sheet date.

(x) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for the loans taken by others from the banks or financial institutions, as at 31st March 2015.

(xi) In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purpose for which they are obtained.

(xii) Based upon the audit procedures performed and information and explanations given 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 **N M Arunkumar, P S Ananda Rao & Co.,**

Chartered Accountants

Firm's Registration Number 006925S

**N M Arunkumar**

Partner

M. No. 200200

Place : Bengaluru

Date : 15.04.2015

