

ANNUAL REPORT 2014-2015

CADES STUDEC TECHNOLOGIES

(INDIA) PRIVATE LIMITED

{Formerly Studec Technologies (India) Private Limited}

Cades Studec Technologies (India) Private Limited

Corporate Identity Number: U72900KA2006PTC049241
(CIN)

Board of Directors: Mr. Kedarnath Choudhury
Mr. Philippe Chabaliel
Mr. Valmeekanathan Subramanian
Mr. Srinivas Anumanchipalli
Mr. Noel Khouri (Alternate Director)

Registered Office: No. 11 3rd Cross, Ganganagar North,
Near CBI Office
Bangalore-560032, India
Ph No: 080 3190 6654
E-mail: csti@cadesstudec.in.com
Web: www.cadesstudec.co.in

Auditors: Walker Chandiok & Co LLP
(formerly Walker, Chandiok & Co)
"WINGS", First Floor
16/1, Cambridge Road
Ulsoor, Bengaluru-560008, India
Ph No: 080 4243 0700
Fax No: 080 4126 1228

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Ninth Annual Report and the Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2015

FINANCIAL RESULTS:

The Profit and Loss Account presented to you gives the results for the Period ended 31st March, 2015.

(Amount in Rupees Million)

PARTICULARS	CURRENT YEAR 2014-2015	PREVIOUS YEAR 2013-2014
Total Income	156.74	156.57
Earnings before Interest Depreciation, Amortization and Tax (EBIDTA)	31.28	33.88
Less: Depreciation & Amortisation	6.80	7.56
Interest	0	0
Prior Period Expenses	0	3.86
Profit before Tax	24.48	22.45
Less: Tax Expenses	8.00	7.04
Profit / (Loss) after Tax	16.48	15.41

Your Company has shown a growth in the Total Income, achieved Rs. 156.74 million during current year as compared to Rs. 156.57 million during previous year and Profit after Tax amounted to 16.48 million during the year under review as compared to 15.41 million in the corresponding previous year.

STATE OF COMPANY AFFAIRS:

During the year, the Company has scaled up and continued to invest in training, quality systems and its computing infrastructure so as to be able to continually deliver high quality, cost-effective and timely deliveries to its end customer. During the year, the company undertook several new projects for the new product launches of one the world's leading Aerospace OEMs.

18 employees went to France for training and becoming proof-readers for different projects. CSTI also performs new type of work for trains and helicopters.

Your company has confirmed the AS-9100 Rev. C Quality certification, thereby ensuring the steady supply of reliable, high quality services to its customers.

Your company also continues to invest in up gradation of its computing infrastructure so as to improve productivity of its employees.

As at the end of the year, the Company had 292 employees as compared to 278 employees in the previous year, a 5% growth YOY

MATERIAL CHANGES OR COMMITMENTS:

There were no other major events subsequent to the Balance Sheet date.

DIVIDEND:

No dividend has been declared as the Company has to invest in the business growth.

RESERVES:

During the year no amount has been transferred to reserves.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under consideration, your company has neither given any Loan or guarantees to any person (excluding employees) or body corporates nor has made investment in the securities (other than Liquid schemes Mutual funds) of any other body corporate to which, provisions of 186 of the Companies Act, 2013 applies.

The position of all the Loans/guarantees and Investments held as on 31st March 2015 are given under schedule 11 & 12 to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has not entered into any contract or arrangement with Related parties as defined under section 2(76) of the Companies Act, 2013, and hence the provisions of section 188 of the said Act, are not applicable.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company has no subsidiaries/Joint Ventures/Associate as on 31st March 2015.

NET WORTH

The variation in the net worth of the Company as at 31st March 2015 and 31st March 2014 is as under:-

Particulars	31.03.2015	31.03.2014
Net Worth	Rs. 91.22 million	Rs. 73.77 million

SIGNIFICANT ORDERS BY REGULATORS/COURTS/TRIBUNALS

There are no significant or material orders passed by the regulators or courts or tribunals that have an impact on the going concern status of the Company or its operations, in future.

NUMBERS OF MEETINGS OF THE BOARD:

The Board of the Company met four times during the financial year under consideration on the following dates:

Sl.No.	Board Meeting Dates
1	25 April 2014
2	24 July 2014
3	30 October 2014
4	27 January 2015

PUBLIC DEPOSITS:

Your Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits under Section 73 and Section 74 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014, was outstanding as on the date of the Balance Sheet.

STATUTORY AUDITORS & AUDITORS REPORT:

Walker Chandio & Co LLP (*formerly Walker, Chandio & Co*) Bangalore Statutory Auditors of the Company, who were appointed by the Shareholders for a period of 5 years till FY 2018-19 and being eligible for continuing as the Statutory Auditors, are proposed to be ratified by the shareholders at the ensuing Annual General Meeting.

The report of the Auditors was taken on record by the Board and there were no qualifications made by them.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return as provided u/s 92(3) of the Companies Act, 2013, is attached in the prescribed format MGT-9. It may please be noted that the Annual Return, though, is required to be prepared after the Annual General Meeting of the Company, but the details of the same are being given in MGT-9.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

The operations of the Company involve low energy consumption. Adequate measures, however, have been taken in the form of improved operational methods to conserve energy. Also your company is involved in the ISO14001 – Environmental Management System and has already taken few actions like adhering to e-waste management and handling rules 2011, batteries (management and handling) rules 201, by managing the AC, by replacing PC's by VPC and recycling the paper. Since the requirements of the technology business are changing constantly, your Company has sought to focus on critical technologies and processes, which are likely to create value in the foreseeable future.

Foreign Exchange earnings for the year 2014-2015 amounts to Rs. 150.29 million (previous year Rs. 151.52 million) and there were no Foreign Exchange Outgo for the same period (including imports and expenditure in foreign currency) (previous year NIL).

DIRECTORS:

The Board of Directors had appointed Noel Khouri, as an Alternate Director to Mr. Philippe Chabalier, Director of the Company, with effect from 24 October 2014 and he ceased to be an Alternate Director on the return of Mr. Philippe Chabalier to India on January 27, 2015. Further, Mr. Khouri was re-appointed as an Alternate Director to Mr. Chabalier with effect from 1st March 2015.

Mr. Kirit Manek resigned as director with effect from 24 July 2014. The Board placed on record its sincere appreciation for the valuable services rendered by Mr. Kirit Manek.

INTERNAL FINANCIAL CONTROLS:

Your Company's internal financial controls, with reference to the financial statements for the year 2014-15, are commensurate with the size of the Company and nature of its business.

The company has set up financial review mechanism which takes place periodically at two levels i.e. Management and Board.

RISK MANAGEMENT

Your Company has identified three risks - the business risk, currency risk, regulatory risk. Periodic risk assessment is done by the management and necessary steps are taken to mitigate the risks.

DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013:

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- 1) That in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit and Loss of the Company of the company for the year.
- 3) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- 4) That the Directors have prepared the annual accounts for the financial year ended 31st March, 2015 on 'going concern' basis.
- 5) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.


The Board has considered and made necessary disclosures required to be made in the Board Report pursuant to section 134 of the Companies Act, 2013 read together with the rules made thereunder.

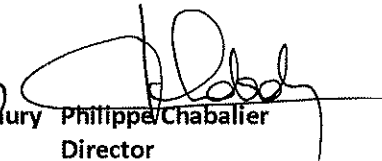
ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, Bankers, Auditors, Software Technology Parks of India (STPI), Government Semi-Government agencies and regulators across all the operations of the Company including and all others associated with the Company.

For and on behalf of the Board of Directors

Place: Toulouse
Date: 6th May 2015


Kedarnath Choudhury
Director


Philippe Chaballier
Director

Annexure-A:

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: - U72900KA2006PTC049241
- ii) Registration Date: 20th March 2006
- iii) Name of the Company: Cades Studec Technologies (India) Private Limited
- iv) Category / Sub-Category of the Company: Company Limited by shares
- v) Address of the registered office:#11, 3rd Cross, Near CBI Office, Ganganagar North, R.T. Nagar Bangalore-560032
- vi) Whether listed company: No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Documentation Engineering Services		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	AXISCADES Engineering Technologies Ltd. A-264, 2 nd Floor, Defence Colony, New Delhi-110024	L72200DL1 990PLC041 275	Holding Company	76% (together with its nominee shareholder s)	Section 2(46) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
PROMOTERS:									
INDIAN:									
(1)AXISCADES Engineering Technologies Ltd. (formerly Axis-IT&T Ltd.)		474500	474500	75.92%		474500	474500	75.92%	NIL
(2)Mr. Sudhakar Gande*		100	100	0.016%		100	100	0.016%	
(3) Mr. Kedarnath Choudhury*		100	100	0.016%		100	100	0.016%	
(4)Mr. A. Srinivas*		100	100	0.016%		100	100	0.016%	
(5)Mr. Venkataram Gowda*		100	100	0.016%		100	100	0.016%	
(6) Mr. Kirit Manek*		100	100	0.016%		100	100	0.016%	

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Total shareholding of Promoter		475000	475000	76%		475000	475000	76%	
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* Hold shares as a nominee shareholder of AXISCADES Engineering technologies Ltd

(ii) Shareholding of Promoters:

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	AXISCADES Engineering Technologies Limited	474000	75.92%	NIL	474000	75.92%	NIL	NIL
2	Mr. Sudhakar Gande*	100	0.016%	NIL	100	0.016%	NIL	NIL
3	Mr. Kedarnath Choudhury*	100	0.016%	NIL	100	0.016%	NIL	NIL
4	Mr.A. Srinivas*	100	0.016%	NIL	100	0.016%	NIL	NIL
5	Mr. Venkatarama*	100	0.016%	NIL	100	0.016%	NIL	NIL
6	Mr. Kirik Manek*	100	0.016%	NIL	100	0.016%	NIL	NIL
	Total	475000	76%	NIL	475000	76%	NIL	NIL

*Hold shares as a nominee shareholder of AXISCADES Engineering technologies Ltd.

(iii) Change in Promoters' Shareholding (please specify, if there is no change): Not Applicable (AS there is no Change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company		
	Studec France	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1, 50,000	24%	1,50,000	24%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No change			
	At the End of the year (or on the date of separation, if separated during the year)	1,50,000	24%	1,50,000	24%

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(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Kedarnath Choudhury*				
	At the beginning of the year	100	0.016%	100	0.016%
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil			
	At the End of the year	100	0.016%	100	0.016%

* Hold shares as a nominee shareholder of AXISCADES Engineering technologies Ltd.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. A. Srinivas*				
	At the beginning of the year	100	0.016%	100	0.016%

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Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil				
At the End of the year	100	0.016%	100	0.016%	

* Hold shares as a nominee shareholder of AXISCADES Engineering technologies Ltd.

V. INDEBTEDNESS : NIL

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not				

Due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
<ul style="list-style-type: none"> · Addition · Reduction 				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL - NIL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					

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2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors: NIL

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	-----	---	
	3. Independent Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (1)					
	4. Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: Not Applicable

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Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit / others, specify...				
5.	Others, please specify				
	Total				


VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

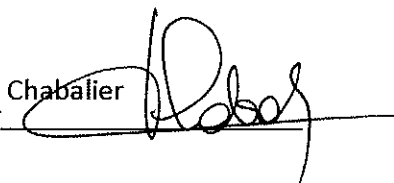
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT made, / COURT]	Appeal if any (give Details)

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A. COMPANY: NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS: NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT: NIL					
Penalty					
Punishment					
Compounding					

For and on behalf of Board of Directors
Of Cades Studec Technologies (India) Pvt. Ltd.


Kedarnath Choudhury
Director


Philippe Chabalier
Director

Place: Toulouse
Date: 6th May 2015

Financial Statements and Independent Auditors' Report

Cades Studec Technologies (India) Private Limited

31 March 2015

Walker Chandiook & Co LLP

Independent Auditors' Report

To the Members of Cades Studec Technologies (India) Private Limited

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
"WINGS", First Floor
16/1, Cambridge Road
Ulsoor, Bengaluru 560008
India

T +91 80 4243 0700
F +91 80 4126 1228

Report on the Financial Statements

1. We have audited the accompanying financial statements of Cades Studec Technologies (India) Private Limited, ("the Company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

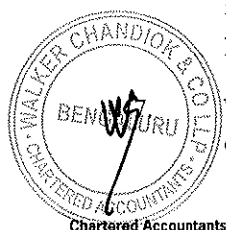
Management's Responsibility for the Financial Statements

2. 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, 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 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company; 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. We conducted our audit in accordance with the Standards on Auditing specified 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.
6. 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 controls 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 an 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.



Chartered Accountants

Walker Chandiook & Co LLP

Independent Auditors' Report to the members of Cades Studec Technologies (India) Private Limited (Cont'd)

Opinion

8. 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 March 2015, and its profit and its cash flows for the year ended on that date.

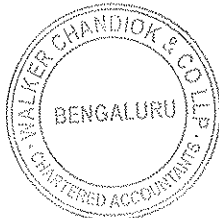
Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 those books;
 - c. the financial statements 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 (as amended) and
 - e. on the basis of the written representations received from the directors as on 31 March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164(2) of the Act.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No.: 001076N

Vijay V Singh
per Vijay Vikram Singh
Partner
Membership No.: 059139

Bengaluru
6 May 2015



Walker Chandiook & Co LLP

Annexure to the Independent Auditors' Report of even date to the members of Cades Studec Technologies (India) Private Limited, on the financial statements for the year ended 31 March 2015

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) The Company does not have any tangible inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.
- (iv) Owing to the nature of its business, the Company does not maintain any physical inventories or sell any goods. Accordingly, clause 3(iv) of the Order with respect to purchase of inventories and sale of goods is not applicable. In our opinion, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) . Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder. Accordingly, the provisions of clause 3(vii)(c) of the Order are not applicable.
- viii) In our opinion, the Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and the immediately preceding financial year.



Walker Chandiook & Co LLP

Annexure to the Independent Auditors' Report of even date to the members of Cades Studec Technologies (India) Private Limited, on the financial statements for the year ended 31 March 2015 (Cont'd)

- ix) The Company has no dues payable to a financial institution or a bank or debenture-holders during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- x) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable.
- xi) The Company did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(xi) of the Order are not applicable.
- xii) No fraud on or by the Company has been noticed or reported during the period covered by our audit.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants
Firm Registration No.: 001076N

Vijay V Singh
per Vijay Vikram Singh
Partner
Membership No.: 059139

Bengaluru
6 May 2015



Cades Studec Technologies (India) Private Limited
Balance Sheet

	NOTE	As at 31 March 2015 ₹	As at 31 March 2014 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	6,250,000	6,250,000
Reserves and surplus	4	84,974,186	67,519,722
		<u>91,224,186</u>	<u>73,769,722</u>
NON-CURRENT LIABILITIES			
Long-term provisions	5	5,976,792	5,375,593
		<u>5,976,792</u>	<u>5,375,593</u>
CURRENT LIABILITIES			
Trade payables	6	6,293,585	6,631,164
Other current liabilities	7	3,582,466	5,801,795
Short-term provisions	5	1,440,936	559,069
		<u>11,316,987</u>	<u>12,992,028</u>
TOTAL		<u>108,517,965</u>	<u>92,137,343</u>
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
Tangible assets	8	12,358,612	13,181,798
Intangible assets	9	2,347,205	3,350,477
Capital work-in-progress		-	1,016,901
Deferred tax assets (net)	10	3,797,534	2,467,094
Long-term loans and advances	11	10,248,052	8,053,221
		<u>28,751,403</u>	<u>28,069,491</u>
CURRENT ASSETS			
Current investments	12	3,567,102	-
Trade receivables	13	31,205,269	32,256,478
Cash and bank balances	14	40,770,493	29,199,701
Short-term loans and advances	11	3,258,904	1,854,222
Other current assets	15	964,794	757,451
		<u>79,766,562</u>	<u>64,067,852</u>
TOTAL		<u>108,517,965</u>	<u>92,137,343</u>

Summary of significant accounting policies and other explanatory information. 1-31

Notes forms an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

Walker Chandiook & Co LLP
For Walker Chandiook & Co LLP
(formerly Walker, Chandiook & Co)
Chartered Accountants

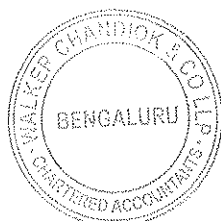
For and on behalf of the Board of Directors

Vijay V Singh
per Vijay Vikram Singh
Partner

Kedar Nath Choudhury
Kedar Nath Choudhury
Director

Philippe Chabrier
Philippe Chabrier
Director

Bengaluru
6 May 2015



Toulouse
5 May 2015

Toulouse
5 May 2015

Cades Studec Technologies (India) Private Limited
Statement of Profit and Loss Account

	NOTE	Year ended 31 March 2015 ₹	Year ended 31 March 2014 ₹
INCOME			
Revenue from operations	16	150,296,569	151,523,097
Other income	17	6,442,402	5,053,397
TOTAL		156,738,971	156,576,494
EXPENSES			
Employee benefits expense	18	102,515,265	89,901,680
Other expenses	19	22,940,932	32,793,069
TOTAL		125,456,197	122,694,749
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)		31,282,774	33,881,745
Depreciation and amortisation expense	20	6,796,359	7,563,598
PROFIT BEFORE TAX AND PRIOR PERIOD EXPENSES		24,486,415	26,318,147
Less: Prior period expenses (Refer note 28)		-	3,868,970
PROFIT BEFORE TAX AFTER PRIOR PERIOD EXPENSES		24,486,415	22,449,177
Tax expense			
Current tax		9,327,185	10,471,610
Deferred tax credit (Includes deferred tax credit of prior years- Nil (31 March 2014 - ₹1,046,153))		(1,330,440)	(3,433,136)
PROFIT FOR THE YEAR		16,489,670	15,410,703
Earnings per equity share:			
Basic & diluted (Par value of ₹ 10)	22	26.38	31.22

Summary of significant accounting policies and other explanatory information. 1-31

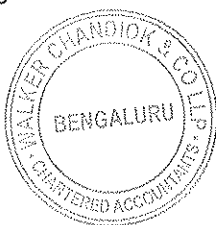
Notes forms an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

Walker Chandiook & Co LLP
 For Walker Chandiook & Co LLP
 (formerly Walker, Chandiook & Co)
 Chartered Accountants

Vijay V Singh
 per Vijay Vikram Singh
 Partner

Bengaluru
 6 May 2015



For and on behalf of the Board of Directors

Kedar Nath Choudhury
 Kedar Nath Choudhury
 Director

Toulouse
 5 May 2015

Philippe Chabaler
 Philippe Chabaler
 Director

Toulouse
 5 May 2015

Cades Studec Technologies (India) Private Limited
Cash Flow Statement

	Year ended 31 March 2015 ₹	Year ended 31 March 2014 ₹
A Cash flow from operating activities		
Profit before tax	24,486,415	22,449,177
Adjustment for :		
Depreciation and amortisation	6,796,359	7,563,598
Dividend income from mutual funds	(317,102)	-
Provision no longer required, written back	(716,981)	-
Unrealised foreign exchange loss	-	254,752
Interest income from fixed deposits	(3,362,635)	(2,299,097)
Operating profit before working capital changes	26,886,056	27,968,430
Movements in working capital		
Decrease/(Increase) in trade receivables	1,501,209	(30,813,330)
Increase in loans and advances	(3,599,525)	(953,069)
Decrease in other current assets	757,451	12,124,211
Increase in trade and other payables	(3,006,896)	(39,055,719)
Increase in provisions	2,372,862	4,326,845
Cash generated from operating activities	24,911,157	(26,402,632)
Direct taxes paid	(9,753,005)	(13,425,765)
Net cash used in operating activities (A)	15,158,152	(39,828,397)
B Cash flow from investing activities		
Purchase of fixed assets	(3,953,000)	(7,276,248)
Investment in mutual funds	(3,250,000)	-
Investment in fixed deposits	(11,925,000)	(26,075,000)
Interest income received	1,441,822	1,778,635
Net cash used in investment activities (B)	(17,686,178)	(31,572,613)
C Cash flow from financing activities		
Receipts from issue of equity shares, including share premium	-	70,432,614
Net cash from financing activities (C)	-	70,432,614
Net decrease in cash and cash equivalents (A+B+C)	(2,528,026)	(968,396)
Cash and cash equivalents as at beginning of the year	3,124,701	4,093,097
Cash and cash equivalents as at end of the year	596,675	3,124,701

This is the Cash Flow Statement referred to in our report of even date.

Walker Chandiosk & Co LLP
 For Walker Chandiosk & Co LLP
 (formerly Walker, Chandiosk & Co)
 Chartered Accountants

For and on behalf of the Board of Directors

Vijay VSingh
 per Vijay Vikram Singh
 Partner

Kedar Nath Choudhury
 Kedar Nath Choudhury
 Director

Philippe Chabrier
 Philippe Chabrier
 Director

Bengaluru
 6 May 2015

Toulouse
 5 May 2015

Toulouse
 5 May 2015



Cades Studec Technologies (India) Private Limited
Notes to the financial statements for the period ended 31 March 2015

1) BACKGROUND

Cades Studec Technologies (India) Private Limited ('Studec'/ the 'Company') was incorporated under the provisions of the Companies Act, 1956 ('the Act') on 20 March 2006 as Studec Technologies(India) Private Limited. The Company operates in the business of Documentation Engineering Services.

On 11 July 2013, Cades Digitech Private Limited (Cades, an erstwhile subsidiary of AXISCADES Engineering Technologies Limited (Axis)) acquired a majority equity interest in Studec Technologies (India) Private Limited. Consequently, the name of the Company was changed to Cades Studec Technologies (India) Private Limited. Subsequently, pursuant to the scheme of arrangement between Cades, Axis and its shareholders, and on receipt of approval from Hon'ble High Courts filed with Registrar of Companies on 24 March 2014, Cades had been merged into Axis. Due to this merger, the Company has become a subsidiary of Axis.

2) SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of financial statements

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') and comply with the mandatory Accounting Standards ('AS') prescribed by Companies (Accounting Standard) Rules, 2006, the provisions of the Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (to the extent applicable). The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year unless otherwise stated.

(b) Use of estimates

The preparation of financial statements is in conformity with generally accepted accounting principles, which requires the management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting periods. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from those estimates. Significant estimates used by management in the preparation of these financial statements include the estimates of the economic useful lives of the fixed assets, provisions for doubtful trade receivables, employee benefits, estimation of revenue and project completion. Any revision to accounting estimates are recognised prospectively.

(c) Revenue recognition

Service revenues are recognised as services are rendered, on the basis of an agreed mark-up on all costs incurred, in accordance with the Services Agreement.

'Unbilled revenues' represent revenues recognised on services rendered as per contractual terms, for which amounts are to be billed in subsequent periods.

'Interest income' is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.

'Unearned revenues' included in other liabilities represent billings in excess of revenues recognised. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Dividend income is recognised when the right to receive is established.

(d) Fixed assets and depreciation/amortisation

Fixed assets are carried at the cost less accumulated depreciation/amortisation and impairment losses. The cost of fixed assets comprises of its purchase price and other costs attributable to bringing such assets to its working condition for its intended use. Advances paid towards the acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as other non-current assets and the cost of fixed assets not ready for their intended use before such date are disclosed as capital work-in-progress.

Depreciation is provided under the straight-line method based on the estimated useful life of the assets. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Management's estimate of the useful lives for the various categories of fixed assets is as follows:

Asset category	Estimated useful life (Years)*
Computers	3
Furniture and Fixtures	7
Office equipments	7
Computer software	3

* For these class of assets, based on internal assessment, the management believes that the useful lives as given above best represents the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of The Companies Act 2013.

Depreciation/amortisation is charged on a proportionate basis for all the assets purchased and sold during the year. Leasehold improvements have been depreciated over lease period including renewable period or useful economic life, whichever is shorter.



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Cades Studec Technologies (India) Private Limited
Notes to the financial statements for the year ended 31 March 2015 (Cont'd)

(e) Leases

Operating leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Finance leases

Assets acquired on lease where the entity has substantially holds all the risks and rewards of ownership are classified as finance leases. Such assets are capitalised at the inception of the lease at the lower of fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost, so as to obtain a constant periodic rate of interest on the outstanding liability for each period. The resultant interest cost is charged to the Statement of Profit and Loss on accrual basis.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

(f) Impairment of assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(g) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the long-term investments.

(h) Cash & Cash equivalents

Cash and cash equivalents comprise cash and bank balances (including deposits) with original maturity of three months or less.

(i) Foreign currency transactions

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year-end rates. The difference in translation of monetary assets and liabilities and realised gains and losses on foreign exchange transactions are recognised in the Statement of Profit and Loss.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(j) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Accounting Standard 15 Employee Benefits.

Provident fund

The Company contributes to the statutory provident fund of the Regional Provident Fund Commissioner, in accordance with Employees Provident Fund and Miscellaneous Provision Act, 1952 for its employees in India. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which the employee renders services.

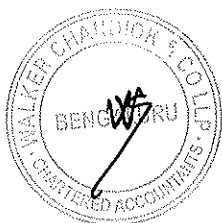
Gratuity

Gratuity is a post employment benefit and is a defined benefit plan for its employees. The liability recognised in the Balance Sheet represents the present value of the defined benefit obligation at the Balance Sheet date, less the fair value of plan assets (if any), together with adjustment for unrecognised actuarial gains or losses and past service cost. Independent actuaries using the Projected Unit Credit Method calculate the defined benefit obligation annually.

Actuarial gains or losses arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gains or losses arises.

Compensated absences

The Company has a vacation policy by which employee can carry forward the eligible leaves and avail on a future date. Liability in respect of vacation expected to be availed within one year from the Balance Sheet date is recognised on the basis of estimated value of benefit expected to be availed by the employees. Liability in respect of vacation expected to be availed more than one year after the Balance Sheet date is estimated on the basis of actuarial valuation.



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