

VNHR & Co Chartered Accountants

Independent Auditors' Report

TO THE MEMBERS OF M/S ASCLEPIUS CONSULTING & TECHNOLOGIES PRIVATE LIMITED,

Report on the Financial Statements

We have audited the accompanying financial statements of ASCLEPIUS CONSULTING& TECHNOLOGIES PRIVATE LIMITED, which comprise the Balance Sheet as at 31 March 2016, 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

The Company's Board of Directors is responsible for the matters 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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 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 mis-statement.

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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- a) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us]
- b) The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt by us in preparing this report.
- d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account. [And the returns received from the branches not visited by us.]
- e) 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.

- f) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- g) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- i The Company has disclosed the impact of pending litigations on its financial position in its financial statements; [or the Company does not have any pending litigations which would impact its financial position]
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; [or the Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses]

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company [or, following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which required to be transferred]

Place: SECUNDERABAD

Date: 28/05/2016

For VNHR & CO.

Chartered Accountants

FOR V N H R & COFRN NO. - 012221S)

CHARTERED ACCOUNTANTS

HARI HARAN (Partner) M.No: 216684

R HARIHARAN

Partner

Membership No. - 216684

Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (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 in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

- (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For VNHR & CO.

Place:Secunderabad Date: 28/05/2016



Chartered Accountants (FRN NO. – 012221S)

FOR V N H R & CO. CHARTERED ACCOUNTANTS

M.No: 216684

Partner Membership No. - 216684

BALANCE SH	EET AS AT	31 MARCH 2016	
Particulars	Note No	As at 31/03/2016	As at 31/03/2015
EQUITY & LIABILITIES			
Shareholders' funds			
a) Share capital	1	5,882,360	5,882,360
b) Reserves and surplus	2	- 15,811,885	- 10,818,914
Non-current liabilities			
a) Long-Term Borrowings	3	13,249,105	11,703,570
b) Deferred Tax Liabilities	4	(408,407)	(180,005)
Current liabilities			
a) Trade payables	5	11,390	1,234,968
b) Other current liabilities	6	7,715,752	5,492,804
c) Short-term provisions	7	22,900	259,319
Total		10,661,214	13,574,103
ASSETS			
Non-Current Assets		,	
a) Fixed assets			
i) Tangible assets	8 & 9	305,531	444,532
ii) Intangible assets		2,086,220	3,436,935
b) Long-term Loans and Advances	10	201.047	76,113
c) Other Non-current Assets	11	291,847	249,530
Current Assets			
a) Trade Receivables	12	7,531,259	8,030,555
b) Cash and Cash Equivalents	13	446,357	1,334,960
c) Other Current Assets	14		1,479
Total		10,661,214	13,574,104

As per Our Report of Even Date

For VNHR& CO

Chartered Accountants

FRN NO: 0122215

R Hariharan Partner

Membership No :216684

For and on behalf of the Board

For Asclepius Consulting & Technologies Pri

Sd

Sd

Director

Director

Place : Hyderabad Date :28/05/2016

ASCLEPIUS CONSULTING & TECHN			6
STATEMENT OF PROFIT AND LOSS FO	T THE YEAR	ENDED 31/03/201	0
Particulars	Note No	As at 31/03/2016	As at 31/03/2015
Revenue			
Revenue from operations	15	5,628,567	19,261,389
Other income	16	1,483,289	51,337
Total revenue		7,111,856	19,312,726
Expenses			
Employee benefit expenses	17	9,272,792	10,399,989
Finance costs		29,563	9,004
Depreciation	8 & 9	139,001	233,995
Amortisation Expenses		1,350,716	2,225,232
Other expenses	18	1,541,157	7,102,581
Total expenses		12,333,229	19,970,802
Profit / (loss) before exceptional and extraordinary items and tax		(5,221,373)	(658,076)
Exceptional items			
Profit / (loss) before extraordinary items and tax		(5,221,373)	(658,076)
Extraordinary items	Part Land	-	-
Profit / (loss) for the year before prior period items		(5,221,373)	(658,076)
Prior period items		1	
Profit / (loss) before taxes		(5,221,373)	(658,076)
Tax expense	1		
Current tax	The state of the s		236,847
Deferred tax		- 228,402	- 438,639
		(228,402)	
Profit / (loss) for the year from continuing operations		(4,992,971)	(456,284)
Profit / (loss) for the year		(4,992,971)	
Earnings per equity share :			
		588,236	588,236
Weighted average number of equity shares used as denominator in calculating (nos.)		366,236	300,230
Basic		(0.78)	(0.78)
Diluted		(0.78)	(0.78)

Notes 1 to 18 form an integral part of these financial statements

As per Our Report of Even Date

For VNHR& CO

Chartered Accoun FRN NO: 01222

R Hariharan

Partner Membership No :216684 For and on behalf of the Board

For Asclepius Consulting & Technologies Private Limited

Sd Director Sd

Director

Place : Hyderabad Date: 28/05/2016

ASCLEPIUS CONSULTII	NG & TECHNOLOGIES	PRIVATE LIMIT	TED	
NOTES FORMING	PART OF FINANCIAL	STATEMENTS		
NOTE No. 1 : Share Capital				
Particulars	As at 31/0	3/2016	As at 31/0	3/2015
Share capital	Number	Amounts	Number	Amounts
Authorised share capital				
6,00,000 Equity shares of Rs.10 each	600,000	6,000,000	600,000	6,000,000
	600,000	6,000,000	600,000	6,000,000
Issued, subscribed and fully paid up				
5,88,236 Equity shares of Rs.10 each	588,236	5,882,360	588,236	5,882,360
Total	588,236	5,882,360	588,236	5,882,360
Particulars	As at 31/0	03/2016	As at 31/0	3/2015
Reconciliation of share capital (Equity)	Number	Amounts	Number	Amounts
Balance at the beginning of the year	588,236	5,882,360	131,500	1,315,000
Add:				
Issued During the Year		-	456,736	4,567,360
would be will all a soul				
Balance at the end of the year	588,236	5,882,360	588,236	5,882,360

.

ASCLEPIUS CONSULTING & TECHNOLOGIES PRIVATE LIMITED NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO. 2: RESERVES AND SURPLUS

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
OII 10	Reserves and Surplus	5,500,000	5,500,000
	Surplus in the statement of profit and loss		
	Balance at the beginning of the year	(16,318,914)	(15,862,630
	Add: Transferred from statement of profit and loss	(4,992,971)	(456,284
	Total Reserves and Surplus	(15,811,885)	(10,818,914

NOTE NO. 3: LONG TERM BORROWINGS

S.No	Particulars	As 31/03/		As at 31/03/2015
	Borrowings			-
	Unsecured			
	Loans and advances from related parties			
	- Directors towards Director's Remuneration Payable		89,269	89,2
	Aravind Revanasiddayya Hiremath - Reimbursement	1,	262,609	1,260,2
	Satyajeet Prasad - Reimbursement	1,	909,880	366,7
	Vishal Ranjan - Reimbursement		39,442 -	39,4
	Other Long Term Borrowings	10,	026,789	10,026,7
	Total Long Term Borrowings	13,	249,105	11,703,5

NOTE NO. 4: DEFERRED TAX LIABILITY

S.No	Particulars	As at, 31/03/2016	As at 31/03/2015
	Deferred taxes Opening Deferred Tax	180,005	258,634
	Deferred tax Asset Timing difference depreciation	228,402	438,639
	Total Deferred Tax Liability	408,407	- 180,005

NOTE NO. 5: TRADE PAYABLES

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
Г	Trade payables		
S	Sundry Creditors	11389.51	1234968
	Total Trade Payables	11,390	1,234,968

NOTE NO. 6: Other Current Liabilities

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Other Current Liabilities		
	Virinchi Technologies	5,504,754	5,017,399
	Salary Payable	2,019,513	344,807
	Mobile Expenses Payable		38,695
	Provident Fund Payable	81,819	73,197
	Professional Tax Payable		2,600
	TDS	4,473	16,107
	Service Tax & Swachh Bharath cessPayable	105,193	
	Total Other Current Liabilities	7,715,752	5,492,804

NOTE NO. 7 : Short Term Provisions

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Provisions		
Audit Fees Payable Proffesional Charges Payable Provision For Income Tax	Audit Fees Payable	22,900	22,472
	Proffesional Charges Payable		
	Provision For Income Tax		236,847
	Other Short Term Provisions	22,900	259,319

				Fixed Assets and Depreciation	l Depreciation	1				
		GROSS	GROSS BLOCK				DEPRECIATION		NET BLOCK	PK
PARTICULARS	AS AT 01.04.2015	ADDITIONS	DELETIONS	AS AT 31.03.2016	AS AT 01.04.2015	Depn During the Year	DELETIONS	AS AT 31.03.2016	AS AT 31.03.2016	AS AT 31.03.2015
a) Tangible Assets										
Computers	729,879			729,879	696,148	21,305	1	717,452	12,427	33,731
UPS	106,383		. ,	106,383	71,901	15,541		87.442	18 941	3/ /87
Furniture & Fittings	821,889			821.889	460.151	93 657		2001		
Printer / Scanner									100,001	301,730
rilliter / Scanner	65,949			65,949	55,281	6,738	1	62,019	3,930	10,668
Office Equipments	8,500			8,500	4,588	1,763		6,351	2,149	3,912
Sub Total (a)	1 722 600									
Come (n)	1,752,000		200 E	1,732,600	1,288,068	139,001		1,427,069	305,531	444,532
b) Intangible Assets										
Software	937,349			937,349	665,952	106,659	•	772.611	164 738	771 397
Product Development	6,100,000			6 100 000	2024462					
				סטט,טטט,	2,934,462	1,244,057		4,178,518	1,921,482	3,165,538
Sub Total (b)	7,037,349			7,037,349	3,600,414	1,350,716		4.951.129	2 086 220	3 436 035
									-1000/220	3,430,333
Grand Total (a+b)	8,769,949			8,769,949	4,888,481	1,489,717		6.378.198	2 391 751	3 991 469
				0,703,343	4,000,481	1,489,/1/		6,378,198	8	8 2,391,751

ASCLEPIUS CONSULTING & TECHNOLOGIES PRIVATE LIMITED NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO. 10: Long Term Loans and Advances

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Loans and advances		
	- Unsecured, Considered good		
	- LPG Connection Deposit		5,50
	- Rent Deposit		20,61
	- E.M.D. for Tender		50,00
	Total Long Term Loans and Advances	-	76,11

NOTE NO. 11: Other Non-Current Assets

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Other non-current assets		E PLE
	Tax Deducted at Source A.Y. 2010-11	3,352	3,352
	Tax Deducted at Source A.Y. 2015-16		246,178
	Tax Deducted at Source A.Y. 2016-17	119,172	
	Federal Taxes	169,323	
	Total Other Non Current Assets	291,847	249,530

NOTE NO. 12: Trade Receivables

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Trade receivables		
	Outstanding for a period exceeding six months from the		
	date they are due for payment		
	Unsecured considered good		
	Other debts	7,531,259	8,030,55
	Unsecured considered good		
	Total Trade Receivables	7,531,259	8,030,55

NOTE NO. 13: Cash and Cash Equivalents

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Cash and cash equivalents		
	a) Cash on hand	209,357	35,056
	b) Balances with banks		
	- in HDFC Bank (Current Account)	148,175	131,308
	Bank of America US	24,425	1,104,196
	- Fixed Deposit	64,400	64,400
	Total Cash and Cash Equivalents	446,357	1,334,960

NOTE NO. 14: Other Current Assets

S.No	Particulars	As at 31/03/2016	As at 31/03/2015
	Other Current Assets		
	Preliminary Expenses to the extent not written off		
	Unbilled Revenue		
	Service Tax Input Credit		1,479
	Total Other Current Assets		1,47

ASCLEPIUS CONSULTING & TECHNOLOGIES PRIVATE LIMITED Notes forming of Profit & Loss

S.No.	Notes forming of Prori	Year ended 31/03/2016	Year ended 31/03/2015
	Revenue from operations		
	a) Sale of products i) Domestic	-	575,000
	b) Sale of services	2,679,067	15,412,016
	i) Export ii) Domestic	2,949,500	3,274,373
	Total Revenue from operations	5,628,567	19,261,389

NOTE NO. 16: Other Income

S.No.	Particulars	Year ended 31/03/2016	Year ended 31/03/2015
	er income		
	rest income terest on IT Refund	13,240	51,337
	ther Income	1,470,049	-
-0	Total Other Income	1,483,289	51,33

NOTE NO. 17: Employee Benefit Expenses

S.No.	Particulars	Year ended , 31/03/2016	Year ended 31/03/2015
	Employee benefit expense Salaries, Wages and Bonus Employer Contributions to PF & ESI Staff Welfare Expenses ADP Taxes	7,277,230 231,018 13,011 1,689,108 62,425	8,943,735 285,895 14,810 1,102,85 52,68
	Payroll Fee Total Employee Benefit Expenses	9,272,792	10,399,98

NOTE NO. 18: Other Expenses

S.No.	. 18 : Other Expenses Particulars	Year ended 31/03/2016	Year ended 31/03/2015
			1,075,958
	Rent	22,900	22,472
	Payments to auditors	20,474	-
	Advertisement	20/1.	7,210
	Computer Accessories		38,560
	Foreign exchange Gain / Loss	724	644
	Internet Expenses		403,451
	Office Maintenance	10,698	92,268
	Registration & Renewals	104,676	24,935
	Professional Charges	11,940	4,966,297
	Outsourcing Expenses		
	Telephone Expenses	16,006	61,205
	Travelling Expenses		37,286
	Web Server Rental Charges	13,119	92,400
	Miscellaneous Expenses		124,460
	Interest Charges - Taxes	8,726	5,022
	Swachh Bharath Cess	58	
		896,079	
	Penal Charges	435,757	227,52
	Baddebts Total Other Expenses	1,541,157	7,102,58