

Axis Mechanical Engineering Design (Wuxi) Co. Limited

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2014

The Director present his report with the financial statements of the company for the year ended 31 March 14

PRINCIPAL ACTIVITY

The Company was incorporated in China on December 7, 2012 as a wholly owned subsidiary of Axis-IT&T Limited, a company registered in India. The principal activity of the Company in the year under review was that of Engineering Design Services.

REVIEW OF FINANCIAL RESULTS

The results for the year and financial position of the company are as shown in the annexed financial statements.

DIRECTORS

As per the applicable Laws of China and its Articles of Association, the Company need not have a Board of Directors, instead, it shall have a sole Executive Director who shall act as the legal representative of the company and a supervisor.

Mr Kirit Manek	Supervisor
Mr. Sreedhar Rao Ellentala	Executive Director & Legal Representative

Mr. Murali K Krishna has resigned from the post of Executive Director & Legal Representative w.e.f. 28th February 2014 and Mr. Sreedhar Rao Ellentala was appointed as such w.e.f. 15th May 2014.

None of the directors have any beneficial interests in the share capital of the company.

BUSINESS ACTIVITIES

The company has not yet commenced its operations.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Executive Director & the Supervisor, are responsible for preparing the financial statements in accordance with applicable law and regulations and examining the Company's financial affairs.

For the purpose of local regulations, the financial year of the company commences on 1st January and ends on 31st December of the same year.

The Company maintains complete, fair and accurate financial and accounting books and records in accordance with the Applicable Laws of the PRC and PRC GAAP and adopts the internationally applied accrual basis and debit and credit accounting system.

AUDITORS

The company is not required to carry any Audit of is financial accounts and however, an audit has been carried out in India by GD & Associates, Chartered Accountants for the purpose of consolidation of the accounts of Axis Mechanical Engineering Design (Wuxi) Co. Ltd. with those of Axis-IT&T Ltd. for the FY ending 31st March 2014

-Sd-

Date: 16th May 2014

Sreedhar Rao Ellentala
Executive Director &
Legal Representative



AUDITORS REPORT

1. We have examined the attached Balance Sheet of **M/s. AXIS (WUXI) MECHANICAL ENGINEERING DESIGN CO. LTD (subsidiary of M/s. Axis IT & T Limited)** as at **March 31, 2014** and the Profit and Loss Account for the year ended on **March 31, 2014**. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial Statement presentation. We believe our audit provides a reasonable basis for our opinion.
3. We report that :-
 - a. We have 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 appears from our examination of those books;
 - c. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts
 - d. In our opinion, the Balance sheet and Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - e. In our opinion and to the best of my information and according to the explanations given to us, the said accounts together with the notes attached thereto give the information required by the Act, in a manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - i. in the case of the Balance Sheet, of the state of affairs of the Company at March 31, 2014.
 - ii. In the case of Profit and Loss account loss of the Company for the period ended on that date.



Place : Bangalore
Date : May 16, 2014

For G D & ASSOCIATES
Chartered Accountants
Firm Registration No – 011187S

DINESHA M S
Partner.
Membership No.215946

BALANCE SHEET

	NOTE	As at 31 March 2014 RMB	As at 31 March 2013 RMB
I EQUITY AND LIABILITIES			
1 SHAREHOLDERS' FUNDS			
Share capital	1	450,476	237,176
Reserves and surplus	2	(402,637)	(111,152)
		<u>47,839</u>	<u>126,024</u>
2 CURRENT LIABILITIES			
Trade payables	3	67,849	108,393
		<u>67,849</u>	<u>108,393</u>
TOTAL		<u>115,688</u>	<u>234,417</u>
II ASSETS			
1 NON-CURRENT ASSETS			
(a) Fixed assets			
Tangible assets		-	-
Intangible assets		-	-
		<u>-</u>	<u>-</u>
2 CURRENT ASSETS			
Cash and cash equivalents	4	115,688	234,417
		<u>115,688</u>	<u>234,417</u>
TOTAL		<u>115,688</u>	<u>234,417</u>

Notes 1 to 12 form an integral part of these financial statements.

This is the statement of profit and loss referred to in our report of even date.

for G D & ASSOCIATES
Chartered Accountants

DINESHA M S
Partner
Membership No - 215946

Bangalore
16-May-14



For and on behalf of the Board

(Signature)
Kirit Manek
Supervisor

(Signature)
Sreedhar Rao Ellentala
Executive director & Legal representative.

Bangalore
16-May-14

Statement of Profit and Loss Statement

	NOTE	Year Ended 31 March 2014 RMB	Year Ended 31 March 2013 RMB
I INCOME			
Revenue from operations		-	-
Other income		232	19
TOTAL REVENUE		232	19
II EXPENSES			
Employee benefit expenses	5	175,662	-
Processing fee and other bank charges	6	3,288	1150
Other expenses	7	112,767	110,021
TOTAL EXPENSES		291,717	111,171
III PROFIT BEFORE TAX (I - II)		(291,485)	(111,152)
IV Tax expenses:			
- Current tax		-	-
- Deferred tax		-	-
V PROFIT FOR THE YEAR (III - IV)		(291,485)	(111,152)
VI Earnings per equity share:			
Basic & diluted		(291,485)	(111,152)

for G D & ASSOCIATES
Chartered Accountants

For and on behalf of the Board


Kirit Manek
Supervisor



DINESHA M S
Partner
Membership No - 215946

Bangalore
16-May-14





Sreedhar Rao Ellentala
Executive director & Legal representative.

Bangalore
16-May-14

Notes to the financial statements for the year ended 31 March 2014

1 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') and other pronouncements as issued by the Institute of Chartered Accountants of India ("ICAI"). The accounting policies applied by the Company are consistent with those used in the previous year unless otherwise

The financial statements are presented in Renminbi ("RMB") which is the Company's functional currency. All financial information is presented in RMB, 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 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 and provisions for doubtful debts. Any revision to accounting estimates are recognised prospectively.

(c) Revenue recognition

The Company derives its revenues primarily from engineering design services. Service income comprises of income from time-and-material and fixed-price contracts. Revenue from time-and-material contracts is recognised in accordance with the terms of the contracts with clients. Revenue from fixed-price contracts is recognised using the percentage of completion method, calculated as the proportion of the efforts incurred up to the reporting date to the estimated total efforts. Provisions for estimated losses on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.

Unbilled revenue represent costs incurred and revenue recognised on amounts to be billed in subsequent periods as per contractual terms. The related billings are made within the next operating cycle.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend on investments is recognised when the right to receive dividend is established.

(d) Fixed assets and depreciation/amortisation

i) Tangible

Fixed assets are carried at the cost less accumulated depreciation 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.

Expenditure on account of modification / alteration in fixed assets, which increases the future benefit from the existing asset beyond its previous assessed standard of performance, is capitalised.

ii) Intangible

Intangible assets comprises of softwares and are stated at cost less accumulated amortisation and impairment losses.

iii) Depreciation and amortisation

Depreciation on fixed assets is provided on straight line method at rates based on the management's estimates of useful life, as follows:

Asset category	Estimated useful life (Years)
Computers	3
Furniture and fixtures	7
Office equipments	5
Leasehold improvements	Period of lease
Softwares	3

Depreciation/amortisation is charged on a proportionate basis for all the assets purchased and sold during the year. Fixed assets individually costing less than \$ 100 are fully depreciated/ amortised in the year of purchase.



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

1 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) 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.

(f) Investments

Investments that are readily realisable and intended to be held for not more than one 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.

(g) Finance costs

Finance costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of assets. Other borrowings cost are recognised as an expense in the period in which they are incurred.

(h) 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.

Investments in foreign companies are recorded at the exchange rate prevailing on the date of making the respective investments.

(i) Employee benefits

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

Social security

The Company contributes to social security charges for its employees. The plans are defined contribution plan and contributions paid or payable is recognised as an expense in these periods in which the employee renders services.

(j) Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources. Disclosure is also made in respect of a present obligation that probably requires an outflow of resources, where it is not possible to make a reliable estimate of the related outflow. Where there is a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

1 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(k) Income taxes

Current tax

Provision is made for income tax under the tax payable method, based on the liability computed, after taking credit for allowances and exemptions. Net operating losses carryover in accordance with the tax laws which gives rise to future economic benefits in the form of adjustments of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably. Tax expenses comprise both current and deferred taxes.

Deferred tax

Deferred tax charge or credit reflects the tax effect of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written-up to reflect the amount that is reasonably/ virtually certain (as the case may be) to be realised.

Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

(l) 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 recognized 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 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.

(m) Earnings /(Loss) Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(n) Cash and cash equivalents

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

(o) Segment reporting

The accounting policies adopted for segment reporting are in line with those of the Company with the following additional policies for segment reporting:

- a) Revenues and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment.
- b) Revenues and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated corporate revenues and expenses".
- c) Assets and liabilities, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, are shown as unallocated corporate assets and liabilities respectively.



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

	As at 31 March 2014		As at 31 March 2013	
	Number	RMB	Number	RMB
2 SHARE CAPITAL				
Authorised				
1 Equity Shares of USD 252000/-	1	1,577,520	1	1,577,520
	1	1,577,520	1	1,577,520
Issued, Subscribed and Paid up				
Equity Shares with no par value fully paid up	1	450,476	1	237,176
	1	450,476	1	237,176

a. Reconciliation of the no of shares outstanding at the beginning and at the end of the reporting period is set out below :

	As at 31 March 2014		As at 31 March 2013	
	Number		Number	
Outstanding at the beginning of the year		1		-
Add : Issued during the year		-		1
Balance at the end of the year		1		1

b. Shares held by the holding and intermediate holding companies

	As at 31 March 2014		As at 31 March 2013	
	Number		Number	
Holding Company - Axis-IT&T Limited		1		1
1 Equity Share of USD 252000				

c. Details of shareholders holding more than 5% shares in the company

(i) M/s Axis-IT&T Limited	As at 31 March 2014		As at 31 March 2013	
	Number	%	Number	%
	1	100%	1	100%
	1	100%	1	100%

3 RESERVES AND SURPLUS

Deficit in the statement of profit and loss

	As at 31 March 2014 RMB	As at 31 March 2013 RMB
Balance at the beginning of the year	(111,152)	-
Add : Transferred from statement of profit and loss	(291,485)	(111,152)
Balance at the end of the year	(402,637)	(111,152)



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

4 TRADE PAYABLES

	As at 31 March 2014 RMB	As at 31 March 2013 RMB
Accrued expenses	67,849	108,393
	<u>67,849</u>	<u>108,393</u>

5 CASH & BANK BALANCES

	As at 31 March 2014 RMB	As at 31 March 2013 RMB
(a) Cash & Cash Equivalents		
Balances with Banks		
In Current Account	115,688	234,417
Cash in hand	-	-
	<u>115,688</u>	<u>234,417</u>



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

	Year Ended 31 March 2014 RMB	Year Ended 31 March 2013 RMB
6 EMPLOYEE BENEFIT EXPENSES		
Salaries, wages and bonus	171,087	-
Contribution to provident fund	4,575	-
	<u>175,662</u>	<u>-</u>
7 OTHER EXPENSES		
Rent	39,760	25,200
Legal and professional charges	51,188	82,070
Office maintenance expenses	17,648	-
Travelling & Conveyance	4,053	63
Miscellaneous expenses	119	2,688
	<u>112,767</u>	<u>110,021</u>
8 FINANCE COSTS		
Processing fee and other bank charges	3,288	1,150
	<u>3,288</u>	<u>1,150</u>
9 VALUE OF IMPORTS ON CIF IN RESPECT OF :		
	NIL	NIL
10 EARNINGS PER SHARE (EPS)		
(i) Net Profit after tax as per Statement of profit and Loss Account to Equity Shareholders	(291,485)	(111,152)
(ii) Weighted average number of equity shares used as denominator for calculating EPS.	1	1
(iii) Basic and Diluted EPS (in RMB)	(291,485)	(111,152)
(iv) Face Valur per Equity Share	1	1



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Notes to the financial statements for the year ended 31 March 2014 (Cont'd)

10 RELATED PARTY DISCLOSURES

i. Parties where control exists :

Nature of relationship
Holding Company

Name of party

Axis-IT&T Limited, which is a subsidiary of Tayana Digital Private Limited (demerged from Tayana Software Solutions Private Limited) which is a subsidiary of Axis Aerospace & Technologies Limited. ('AATL', formerly known as Jupiter Strategic Technologies Private Limited'). AATL is a subsidiary of the JCPL.

ii Transactions with related parties

(Amount in RMB)

Nature of Transaction	Holding company / Intermediate holding company		Subsidiary/ fellow subsidiary		Total	
	31 March 2014	31 March 2013	31 March 2014	31 March 2013	31 March 2014	31 March 2013
a) Equity Received Axis-IT&T Limited	213,300	237,176			213,300	237,176

iii. Balances as at the year end

Nature of Transaction	Holding Company / Intermediate Holding Company		Subsidiary/ Fellow subsidiary		Total	
	31 March 2014	31 March 2013	31 March 2014	31 March 2013	31 March 2014	31 March 2013
a) Equity Axis-IT&T Limited	450,476	237,176	-	-	450,476	237,176

11 SEGMENT REPORTING

The Company has only one business segment, Engineering design services and earns the revenue primarily from sources within China. Accordingly, primary and secondary reporting disclosures for business and geographical segment as envisaged in Accounting Standard -17 (Segment reporting) are not applicable to the Company.

12 PREVIOUS YEAR FIGURES

Previous year figures have been regrouped or reclassified wherever considered necessary to conform to current year classification.

for G D & ASSOCIATES
Chartered Accountants

For and on behalf of the Board of Directors



DINESHA M S
Partner
Membership No - 215946

Bangalore
16-May-14




Kirit Manek
Supervisor



Sreedhar Rao Ellentala
Executive director & Legal representative.

Bangalore
16-May-14

Balance Sheet

	As at 31 March 2014 RMB	As at 31 March 2014 INR	As at 31 March 2013 RMB	As at 31 March 2013 INR
EQUITY AND LIABILITIES				
SHAREHOLDERS' FUNDS				
Share capital	4,50,476	44,47,914	2,37,176	21,25,652
Reserves and surplus	(4,02,637)	(39,75,561)	(1,11,152)	(9,96,182)
	<u>47,839</u>	<u>4,72,353</u>	<u>1,26,024</u>	<u>11,29,470</u>
CURRENT LIABILITIES				
Short-term borrowings	-	-	-	-
Trade payables	-	-	-	-
Other current liabilities	67,849	6,69,928	1,08,393	9,71,455
	<u>67,849</u>	<u>6,69,928</u>	<u>1,08,393</u>	<u>9,71,455</u>
TOTAL	<u>1,15,688</u>	<u>11,42,281</u>	<u>2,34,417</u>	<u>21,00,925</u>
ASSETS				
NON-CURRENT ASSETS				
Fixed assets				
Tangible assets	-	-	-	-
Intangible assets	-	-	-	-
Non-current investments	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
CURRENT ASSETS				
Trade receivables	-	-	-	-
Cash and bank balances	1,15,688	11,42,281	2,34,417	21,00,925
Short-term loans and advances	-	-	-	-
Other current assets	-	-	-	-
	<u>1,15,688</u>	<u>11,42,281</u>	<u>2,34,417</u>	<u>21,00,925</u>
TOTAL	<u>1,15,688</u>	<u>11,42,281</u>	<u>2,34,417</u>	<u>21,00,925</u>

Statement of Profit and Loss

	Year ended 31 March 2014 RMB	Year ended 31 March 2014 INR	Year ended 31 March 2013 RMB	Year ended 31 March 2013 INR
INCOME				
Revenue from operations		-		-
Other income	232	2,291	19	167
TOTAL	232	2,291	19	167
EXPENSES				
Employee benefit expenses	1,75,662	17,34,453	-	-
processing fee and other bank charges	3,288	32,465	1,150	10,307
Other expenses	1,12,767	11,13,440	1,10,021	9,86,045
TOTAL	2,91,717	28,80,358	1,11,171	9,96,352
EARNINGS BEFORE INTEREST, TAX, DEPRECIATION AND AMORTISATION (EBITDA)	(2,91,485)	(28,78,067)	(1,11,152)	(9,96,186)
Depreciation and amortisation expense	-	-	-	-
Finance costs	-	-	-	-
PROFIT BEFORE TAX	(2,91,485)	(28,78,067)	(1,11,152)	(9,96,186)
Tax expense				
- Current tax	-	-	-	-
NET PROFIT	(2,91,485)	(28,78,067)	(1,11,152)	(9,96,186)
Earnings per share:				
Basic and diluted	(2,91,485)	(28,78,067)	(1,11,152)	(9,96,186)