

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED

CIN: U72900TG2008PTC058813

BOARD OF DIRECTORS

Shri K. Jalandhar Reddy

Shri M. Rajesh Reddy

AUDITORS

M/s. Sukumar Babu & Co.,

Chartered Accountants,

Flat. No: 513, Aditya Enclave, Annapurna Block,
Ameerpet, Hyderabad.

BANKERS

ING Vysya Bank Ltd.,

REGISTERED OFFICE

8-2686/B/6/A/302,
12th Square Building, 3rd Floor,
Road No. 12, Banjara Hills,
Hyderabad – 500034
Andhra Pradesh, India

NOTICE

Notice is hereby given that the **6th Annual General Meeting** of the members of Mesmeric Software Solutions Private Limited will be held at its registered office at 8-2686/B/6/A/302, 12th Square Building, 3rd Floor, Road No. 12, Banjara Hills, Hyderabad – 500034 on Saturday, the 27th day of September 2014 at 12.30 PM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, together with the Reports of the Directors and the Auditors thereon.
2. To consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Sukumar Babu & Co., Chartered Accountants (Registration No. 004188S) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.

BY ORDER OF THE BOARD

For Mesmeric Software Solutions Private Limited

Sd/-

Director

Place: Hyderabad

Date: 25.08.2014

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. Members/proxies are requested to bring the attendance slips duly filled in for attending the meeting and to bring their copies of the Annual Report to the meeting as copies will not be distributed at the meeting.
3. Members desiring to seek any information on the annual accounts are requested to write to the company at an early date to enable compilation of information.

DIRECTOR'S REPORT

**To
The Members,**

Your Directors take pleasure in presenting the **6th Annual Report** together with the Audited Accounts for the year ended 31st March, 2014.

FIXED DEPOSITS

The company has neither accepted nor renewed any deposits falling within the purview of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 from the public during the year under review.

AUDITORS:

The Statutory Auditors of the Company viz., **M/s. Sukumar Babu & Co.**, Chartered Accountants retire at the conclusion of the next Annual General Meeting and being eligible have offered themselves for reappointment to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors hereby state that

- i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanations relating to material departure;
- ii) we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and profit for the year ended on that date;
- iii) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities and
- iv) the accounts for the year ended March 31, 2014 have been prepared on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO:

The particulars relating to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo as required under section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are as follows

a) Conservation of Energy: Not Applicable

b) Technology absorption, Adoption and Innovation: Not Applicable

No technology absorption is involved and there is no import of technology.

c) Foreign Exchange earnings and outgo - Nil

PARTICULARS OF EMPLOYEES

There are no employees whose particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956 read with Companies Act (Particulars of employees) Rules, 1975, as remuneration of none of the employees is in excess of Rs.2,00,000/- per month or Rs.24,00,000/- per annum during the financial year.

ACKNOWLEDGEMENTS:

Your Directors like to place on record their appreciation to the Company's Members for the support and co-operation extended to the Company.

For and on behalf of the Board

Sd/-
Director

Sd/-
Director

Place: Hyderabad
Date: 25.08.2014

Sukumar Babu & Co

Chartered Accountants,

Flat. No: 513, Aditya Enclave, Annapurna Block, Ameerpet, Hyderabad-500016

Independent Auditor's Report

To the Members of
Mesmeric Software Solutions Pvt. Ltd.,

Report on the Financial Statements

We have audited the accompanying financial statements of **Mesmeric Software Solutions Pvt. Ltd.**, ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss, 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

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Profit and Loss Account, of the profit/ loss 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

1. The Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, is not applicable to the company.
2. As required by section 227(3) of the Act, 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

for **SUKUMAR BABU & CO.,**
Chartered Accountants
Firm Regn. No: 004188S

Sd/-
C. SUKUMAR BABU
Partner
Membership No: 024293

Place: Hyderabad
Date: 05-05-2014

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED

BALANCE SHEET AS AT 31st March, 2014

(Amount in Rs.)

PARTICULARS	NOTE No.	As At 31-03-2014	As At 31-03-2013
I EQUITY AND LIABILITIES			
1) SHAREHOLDERS' FUNDS			
Share Capital	3	100,000	100,000
2) SHARE APPLICATION MONEY PENDING ALLOTMENT		-	-
3) NON - CURRENT LIABILITIES			
Other Long Term Liabilities	4	2,156,600	2,125,500
4) CURRENT LIABILITIES			
Other Current Liabilities	5	5,000	5,000
TOTAL		<u><u>2,261,600</u></u>	<u><u>2,230,500</u></u>
II ASSETS			
1) NON-CURRENT ASSETS			
Fixed Assets	6		
Tangible Assets		2,125,500	2,125,500
Other Non Current Assets	7	<u>69,352</u>	<u>38,252</u>
Other Non Current Assets		2,194,852	2,163,752
2) CURRENT ASSETS			
Cash and Cash Equivalents	8	66,748	66,748
TOTAL		<u><u>2,261,600</u></u>	<u><u>2,230,500</u></u>

Significant Accounting Policies 1 & 2

Notes referred to above form an integral part of the accounts

As per our report of even date attached

For Sukumar Babu & Co.,

Chartered Accountants

(ICAI Registration No. 004188S)

For and on behalf of the Board of Directors

C.Sukumar Babu

Partner

Membership No: 200/24293

Place : Hyderabad

Date : 05-05-2014

M. Rajesh Reddy

Director

K. Jalandhar Reddy

Director

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2014

(Amount in Rs.)

PARTICULARS	For the Year ended 31-03-2014	For the Year ended 31-03-2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	-	-
Adjustments for		
Depreciation	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	-	-
(Increase)/Decrease in Trade and Other Receivables	-	-
Increase/(Decrease) in Trade Payables and Other Liabilities	-	-
CASH GENERATED FROM OPERATIONS	-	-
Taxes paid	-	-
NET CASH USED IN OPERATING ACTIVITIES	-	-
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	(2,125,500)
(Increase)/Decrease in Other Receivables	(31,100)	(6,150)
Increase/(Decrease) in Other Payable & Liabilities	-	-
NET CASH USED IN INVESTING ACTIVITIES	(31,100)	(2,131,650)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Un-secured loans or Advances / (Repaid)	31,100	2,125,500
NET CASH FROM FINANCING ACTIVITIES	31,100	2,125,500
	-	(6,150)
Cash and Cash Equivalents as at the beginning of the year	66,748	72,898
Cash and Cash Equivalents as at the end of the year (refer note 8)	66,748	66,748

Notes:

- 1 The Cash flow statement is prepared in accordance with the Indirect Method stated in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities.
- 2 Previous year's figures have been regrouped, wherever necessary.
- 3 Figures in brackets represent cash outflows.

The Schedules referred above form an integral part of the Balance Sheet.

For Sukumar Babu & Co.,
Chartered Accountants
(Firm Regn. No. 004188S)

For and on behalf of the Board

C.Sukumar Babu
Partner
Membership No: 024293

M Rajesh Reddy
Director

K. Jalandhar Reddy
Director

Place: Hyderabad
Date : 05-05-2014

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2014

3 SHARE CAPITAL

Particulars	(Amount in Rs.)	
	As at	
	31-03-2014	31-03-2013
EQUITY SHARE CAPITAL		
Authorised Share capital		
10,000 Equity Shares of Rs. 10/- each	100,000	100,000
Issued, subscribed & fully paid share capital		
10,000 Equity Shares of Rs. 10/- each	100,000	100,000
(Wholly Owned subsidiary of KNRC Holdings and Investments Pvt. Ltd)		
	100,000	100,000

3.1 The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- . Each holder of equity shares is entitled to one vote per share.

3.2 The details of shareholder holding more than 5% shares as at March 31, 2014 and March 31, 2013 is set out below:

Name of the shareholder	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	% held	No. of Shares	% held
KNRC Holdings and Investments Pvt. Ltd.,	10000	100%	10000	100%

3.3 The reconciliation of the number of shares outstanding at the beginning and at the end of the year is set out below:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares	Amount in Rupees	No. of Shares	Amount in Rupees
Number of Equity Shares at the beginning	10000	100,000	10000	100,000
Add:- Number of Shares Issued	-	-	-	-
Less: Number of Shares Brought Back	-	-	-	-
Number of Equity Shares at the end of the year	10000	100,000	10000	100,000

4 OTHER LONG TERM LIABILITIES

Particulars	(Amount in Rs.)	
	As at	
	31-03-2014	31-03-2013
Advances from related parties		
KNRC Holdings & Investments Pvt. Ltd.,	2,156,600	2,125,500
	2,156,600	2,125,500

5 OTHER CURRENT LIABILITIES

Particulars	(Amount in Rs.)	
	As at	
	31-03-2014	31-03-2013
Audit Fee Payable	5,000	5,000
	5,000	5,000

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2014

7 OTHER NON CURRENT ASSETS

Particulars	(Amount in Rs.)	
	As at	
	31-03-2014	31-03-2013
Miscellaneous Expenses (Asset)		
Preliminary Expenses	9,270	9,270
Add: Pre-operative Expenses	60,082	28,982
Less: Written off during the year	-	-
	69,352	38,252

8 CASH AND CASH EQUIVALENTS

Particulars	(Amount in Rs.)	
	As at	
	31-03-2014	31-03-2013
Cash on hand	66,748	66,748
	66,748	66,748

MESMERIC SOFTWARE SOLUTIONS PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st March, 2014

6 FIXED ASSETS

(Amount in Rs.)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	As at April 1, 2013	Additions	Deductions/A djustment	As at March 31, 2014	As at April 1, 2013	For the Period	Deductions/A djustment	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
I Tangible Assets										
Lands	2,125,500	-	-	2,125,500	-	-	-	-	2,125,500	2,125,500
TOTAL	2,125,500	-	-	2,125,500	-	-	-	-	2,125,500	2,125,500
As at 31st March, 2013	-	2,125,500	-	2,125,500	-	-	-	-	2,125,500	

MESMERIC SOFTWARE SOLUTIONS PVT LTD.
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014

1 Basis of Accounting and preparation of financial statements:

- 1.1** The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year unless otherwise stated separately herein below.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Fixed Assets and Depreciation:

Fixed Assets are stated at cost of acquisition, or construction including any attributable cost of bringing the assets to its working condition for its intended use less accumulated depreciation. Depreciation is provided on Written Down Value (WDV) method at the rates prescribed in Schedule XIV to the Companies Act, 1956.

2.2 Impairment of Assets:

The carrying amount of assets other than inventories is reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the assets is estimated. The recoverable amount is the greater of the asset's net selling price and value in use which is determined based on the estimated future cash flow discounted to their present values. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment loss is reversed if there is a change in the estimates used to determine the recoverable amount.

MESMERIC SOFTWARE SOLUTIONS PVT LTD.
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014

9. Pre-operative expenditure incurred during the year has been shown under Miscellaneous Expenditure (Assets) in the Balance Sheet.

10. Segmental Reporting – Not Applicable

11. Auditor's remuneration charged to the accounts:

Particulars	2013-14 (Amt. In Rs.)
Audit fees	5,000

12. As per Accounting Standard 18, "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the Related Parties as defined in the Accounting Standard are as follows:

A . Following is the list of related parties and relationships:

Sl. No.	Particulars	Sl. No.	Particulars
A	Holding Company	B	Ultimate Holding Company
	KNRC Holdings and Investments Pvt. Ltd.,		KNR Constructions Ltd.,
C	Key Management Personnel	D	Relatives of Key Management Personnel
	Sri. M. Rajesh Reddy		Nil
	Sri. K. Jalandhar Reddy		

B . Related party transactions during the year ended 31st March 2014 are as follows:
(Previous year's figures are given in brackets below the current year figures)

(Amount in Rs.)				
SL. NO.	PARTICULARS	HOLDING COMPANY	KEY MANAGEMENT PERSONNEL	ENTERPRISES OWNED OR SIGNIFICANTLY INFLUENCED BY KEY MANAGEMENT PERSONNEL OR THEIR RELATIVES
1	Un-secured loan / advance received	31,100 (21,25,500)	- (-)	- (-)
2	Credit balances outstanding as on 31 st March, 2014	21,56,600 (21,25,500)	- (-)	- (-)

MESMERIC SOFTWARE SOLUTIONS PVT LTD.
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014

- 13.** Debit and credit balances of parties are subject to confirmation by the respective parties.

As per our report of even date

For Sukumar Babu & Co.,

Chartered Accountants

(ICAI Registration

No.004188S)

For and on behalf of the Board of Directors

Sd/-

C. Sukumar Babu

Partner

Membership No: 200/24293

Place: Hyderabad

Date : 05-05-2014

Sd/-

M. Rajesh Reddy

Director

Sd/-

K. Jalandhar Reddy

Director