

SCIENTIA INFOCOM INDIA PRIVATE LIMITED

10TH ANNUAL REPORT

2014-2015

SCIENTIA INFOCOM INDIA PRIVATE LIMITED

BOARD OF DIRECTORS:

NARENDER SURANA - DIRECTOR
DEVENDRA SURANA - DIRECTOR
MANISH SURANA - DIRECTOR

AUDITORS:

M/S. SEKHAR & CO.
CHARTERED ACCOUNTANTS
133/4, R P ROAD,
SECUNDERABAD – 500 003

REGISTERED OFFICE:

2ND FLOOR, SURYA TOWERS,
SARDAR PATEL ROAD,
SECUNDERABAD - 500 003

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 10th Annual General Meeting of the Members of **SCIENTIA INFOCOM INDIA PRIVATE LIMITED** will be held on Tuesday the 15th September, 2015 at 10.30 AM. at the Registered Office of the Company at 2nd Floor, Surya Towers, S P Road, Secunderabad - 500 003 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended 31st March, 2015 along with Auditors' Report & Directors' Report thereon.
2. To appoint a Director in place of Shri. Devendra Surana who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sec 139 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Sekhar & Co., Chartered Accountants, (Registration No. 003695S), be and are hereby appointed as Auditors of the Company, to hold office for a period of 5 (Five) years from the conclusion of 10 Annual General Meeting (AGM) till the conclusion of 15th Annual General Meeting (AGM) of the Company to be held in the year 2019-2020 (subject to ratification of their appointment at every AGM) on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the Act) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies and / or any other authority in this behalf, the existing Memorandum of Association of the Company be and is hereby replaced in entirety in conformity with the requirements of provisions of the Companies Act, 2013 as per the draft presented before this meeting and duly initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

5. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and

the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board
For **SCIENTIA INFOCOM INDIA PRIVATE LIMITED**


NARENDER SURANA
DIRECTOR

Place: Secunderabad

Date: 27.07.2015

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies, to attend and vote instead of himself/ herself and the proxy need not be a member of the company. proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement under Section 102 of the Companies Act, 2013 is annexed herewith and forms part of the notice.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4:

The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). It is thus expedient to adopt new set of Memorandum of Association without changing the Main Objects as well as Capital Clause in conformity with the requirements of provisions of Companies Act, 2013.

As per the provisions of Section 13 of the Companies Act, 2013, any alteration to the memorandum requires the approval of the shareholders of the Company by means of Special Resolution duly passed in a General Meeting of the Company and hence the proposed resolution. Your directors feel that this proposal is at the best interest of the company.

A copy of the Memorandum of Association as would appear after carrying out the alterations aforesaid is available at the Registered Office of the Company for inspection by the members during the business hours of the Company on working days up to the date of this General Meeting.

None of the directors of the Company is concerned or interested in any way in the special resolution except to the extent of shareholdings.

Your Directors recommends the resolution for your approval.

ITEM NO. 5:

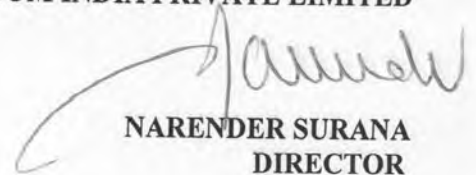
The existing Articles of Association ("AoA") is based on the Companies Act, 1956 and several regulations in the existing AoA contain reference to specific sections of the Companies Act, 1956 and some articles in the existing AoA are no longer in conformity with the Act. With the enactment of the Companies Act, 2013 and substantive sections of the Act which deal with the general working of the Companies stand notified, several regulations in the existing AoA of the company require alteration and/or deletion.

Given this position it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new set of AoA to be replaced in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution for your approval.

No Director is concerned or interested financially or otherwise in this item of business except to the extent to shares held by them.

By Order of the Board
For **SCIENTIA INFOCOM INDIA PRIVATE LIMITED**


NARENDER SURANA
DIRECTOR

Place: Secunderabad
Date: 27.07.2015

DIRECTORS REPORT

To
The Members

Your Directors have pleasure in presenting the 10th Annual Report together with the Audited Accounts of the Company for the Year ended 31st March, 2015 and the Auditor's Report thereon

FINANCIAL RESULTS:

Your company financial results for the year 2014-15 are given below in summarized format:

PARTICULARS	(Amount in Rs)	
	2014-15	2013-14
INCOME	-	-
EXPENDITURE	268,267	36,075
Profit/(Loss) before Taxation	<u>(268,267)</u>	<u>(36,075)</u>
Provision for Taxation	-	-
Profit/(loss) after Taxation	(268,267)	(36,075)
Balance B/F from Previous Year	(944,099)	(908,024)
Balance C/F to Balance Sheet	<u>(1,212,366)</u>	<u>(944,099)</u>
EPS – Basic & Diluted	(0.07)	(0.01)

DIVIDEND:

Your directors do not recommend any dividend on equity shares for the financial year ended March 31, 2015.

OPERATIONAL BUSINESS:

The Company's land admeasuring 16.62 Acres at Vattinagulapally village, Rajendranagar Mandal, R.R. District was modified by the Government from residential zone as Bio-conservative zone and covered under G.O. Ms No. 111 of M.A. 1996.. Therefore, the Company based upon reports from a Central Govt. Agency i.e., Environment Protection Training and Research Institute (EPTRI), filed Writ Petitions in year 2010 & 2012 respectively before the Hon'ble High Court of A.P seeking the relief of vacating the operation the G.O. Ms No. 111 of M.A. 1996 on the property of the Company and also to declare the land as residential zone as per G.O. Ms. No 257 of M.A. 2000. The matter is pending with Hon'ble High Court, AP.

SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint venture or Associate Company.

RESERVES:

During the year under review, no Amount is allocated or transferred to Reserves.

FIXED DEPOSITS:

The Company has not accepted any public deposits during the financial year 2014-2015.

DIRECTORS:

Shri Devendra Surana, Director of the Company retires at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, guarantees and investments under section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the financial year were on arm's length basis and were in ordinary course of business. The disclosure on related party transactions are made in the Financial Statements of the Company. There are no materially significant related party transactions made by the company with promoters, Key managerial personnel or other designated persons which may have potential conflict with interest of company at large.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no significant material changes and commitments occurred between the end of the financial year of the company to which the financial statements relate and the date of the report, affecting the financial position of the company.

BOARD MEETINGS:

During the year 5 (Five) Board Meetings were duly convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had 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 at the end of the financial year and of the profit and loss of the company for that period;

- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis; and
- e) The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) 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.

AUDITORS:

M/s. Sekhar & Co, Chartered Accountants, Auditors of the Company retires at the conclusion of this Annual General Meeting are eligible for re-appointment. The Company is in receipt of confirmation from M/s Sekhar & Co that in the event of their re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting, such re-appointment will be in accordance with the Section 139, 142 and other applicable provision of the Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014.

AUDITORS REPORT:

The Auditors' Report to the shareholders does not contain any qualifications. The Secretarial Audit Report is not applicable to the Company.

EXTRACT OF ANNUAL RETURN:

The extract of annual return of the Company for the financial year 2014–2015 as provided under sub-section (3) of section 92, in the Form No.MGT.9 is annexed herewith.

CORPORATE SOCIAL RESPONSIBILITY:

The Company does not fall under the criteria specified in Section 135 of the Companies Act, 2013 and hence no policy was developed by the company on corporate social responsibility.

RISK MANAGEMENT:

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION:

Your Company has no employees requiring disclosure pursuant to Section 197 of the Companies Act, 2013 read with Rule, 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo particulars required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

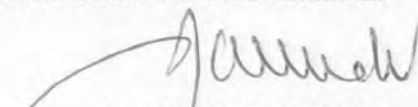
There is an adequate internal control system commensurate with the size of the Company and the nature of business.

ACKNOWLEDGMENTS:

Your Directors place on record their appreciation for the co-operation and assistance received from the bankers, Central and State Government authorities and members during the period under review.

For and on behalf of the Board of Directors
For **SCIENTIA INFOCOM INDIA PRIVATE LIMITED**

Place: Secunderabad
Date: 15.05.2015


NARENDER SURANA
CHAIRMAN

ANNEXURE TO THE DIRECTORS REPORT

Information under Section 134(3)(c) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, and forming part of the Directors Report:

1. CONSERVATION OF ENERGY:

Energy conservation measures taken: The Company is very careful in using the power to reduce the cost of maintenance and conserve the resources.

Additional Investments and proposals, if any, being implemented for reduction of consumption of energy:
Nil

Impact of the clause (1) and (2) above for reduction of energy consumption and consequent impact on the production of goods : N.A

2. TECHNOLOGY ABSORPTION:

FORM B:

(Disclosure of particulars with respect to technology absorption)

A. RESEARCH AND DEVELOPMENT (R&D)

Specific areas in which R& D carried out by the Company	:	Nil
Benefits derived as a result of the above R& D	:	Nil
Future plan of action	:	Nil
Expenditure on R & D	:	

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

The Company is making all efforts for improving productivity, product quality and reducing consumption of scarce raw material and fuels.

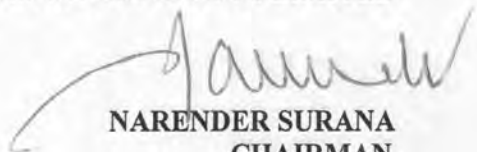
3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:

Foreign Exchange inflow	:	NIL
Foreign Exchange Outgo	:	NIL

For and on behalf of the Board of Directors
For **SCIENTIA INFOCOM INDIA PRIVATE LIMITED**

Place: Secunderabad
Date: 15.05.2015


NARENDER SURANA
CHAIRMAN

EXTRACT OF ANNUAL RETURN
 ason the financial year ended 31.03.2015
*[Pursuant to Section 92(3) of the Companies Act, 2013, and
 Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

FORM NO. MGT – 9

I. REGISTRATION AND OTHER DETAILS:

CIN	U72200TG2005PTC047966
Registration Date	07 th November, 2005
Name of the Company	SCIENTIA INFOCOM INDIA PRIVATE LIMITED
Category / Sub-Category of the Company	Company Limited by shares/ Indian Non-Govt. Company
Address of the Registered Office and contact details	2 nd Floor, Surya Towers, S. P. Road, Secunderabad-500003, Telangana.
Whether listed company	No
Name, address and contact details of Registrar and Transfer Agent, if any	NA

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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
-	-	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Bhagyanagar India Limited	L27201AP1991PLC012449	Holding	76.00	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)				No. of Shares held at the end of the year (31.03.2015)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	-	960040	960040	24.00	-	960040	960040	24.00	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	3039960	3039960	76.00	-	3039960	3039960	76.00	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):		4000000	4000000	100.00	-	4000000	4000000	100.00	-
(2) Foreign	NIL								
Sub-Total (A)(2):	NIL								

Total Shareholding of Promoters (A) = (A)(1)+(A)(2)		4000000	4000000	100.00	-	4000000	4000000	100.00	-
B. PUBLIC SHAREHOLDING	NIL								
Sub-Total B(2) :	NIL								
Total B=B(1)+B(2):	NIL								
C. SHARES HELD BY CUSTODIANS, AGAINST WHICH	NIL								
GRAND TOTAL (A+B+C) :	-	4000000	4000000	100.00	-	4000000	4000000	100.00	-

ii) Shareholding of Promoters:

Sl.No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	M/s.Bhagyanagar India Limited 5 th Floor, Surya Towers, S.P. Road, Secunderabad-003	30,39,960	76.00	-	30,39,960	76.00	-	-
2	G Mangilal Surana S/o. Late Gulab Chand Surana 21, P & T Colony, Trimulgherry, Secunderabad-09	10	0.00	-	10	0.00	-	-
3	Narender Surana S/o. Shri G M Surana SY-622, PT-02, Arihant Enclave, Akbar Road, Opp. Adrin HSG Complex Secunderabad- 09	4,80,000	12.00	-	4,80,000	12.00	-	-
4	Devendra Surana S/o Shri G M Surana 21, P & T Colony, Trimulgherry Secunderabad - 09.	4,80,000	12.00	-	4,80,000	12.00	-	-
5	Chand Kanwar W/o. Shri G M Surana 21, P&T Colony, Tarbund, Secunderabad - 03.	10	0.00	-	10	0.00	-	-
6	Sunita Surana W/o. Shri	10	0.00	-	10	0.00	-	-

	Narender Surana SY-622, PT-02, Arihant Enclave, Akbar Road, Opp. Adrin HSG Complex Secunderabad- 09							
6	Namrata Surana W/o. Shri Devendra Surana 21, P & T Colony, Trimulgherry Secunderabad- 09	10	0.00	-	10	0.00	-	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change):

Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of 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	NIL			
Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/ bonus/sweat equity etc):				
At the end of the year				

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Bhagyanagar India Limited	3039960	76.00	3039960	76.00

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
1	Narender Surana	480000	12.00	-	-	480000	12.00
2	Devendra Surana	480000	12.00	-	-	480000	12.00
3	Manish Surana	-	0.00	-	-	-	0.00
	Name of the Key Managerial Personnel	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Increase	Decrease	No. of Shares	% of total shares of the Company
NIL							

V. INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Rs. Crores
Indebtedness at the beginning of the financial year				
i) Principal Amount		28,46,00,457		28,46,00,457
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		28,46,00,457		28,46,00,457
Change in Indebtedness during the financial year				
Addition				
Reduction	NIL	2,29,62,151	NIL	2,29,62,151
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount		30,75,62,608		30,75,62,608
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	30,75,62,608	NIL	30,75,62,608

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Narender Surana, Director	Devendra Surana, Director	Manish Surana, Director	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 under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify....	-	-	-	-
5	Others, please specify i. Deferred bonus (pertaining to the current Financial year payable in 2018) ii. Retirals	-	-	-	-
	Total (A)	-	-	-	-

B. Remuneration to other Directors: NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: NIL

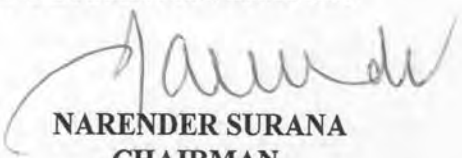
Sl.No.	Particulars of Remuneration	Total Amount
1	Gross Salary	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	
2	Stock Options	
3	Sweat Equity	
4	Commission - as % of profit - Others, specify....	
	5	Others, please specify - Retirals
	Total (C)	

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

For and on behalf of the Board of Directors
For **SCIENTIA INFOCOM INDIA PRIVATE LIMITED**

Place: Secunderabad
Date: 15.05.2015


NARENDER SURANA
CHAIRMAN



SEKHAR & CO.

CHARTERED ACCOUNTANTS

PARTNERS :

K.C. Devdas, B.Com., F.C.A

C. Amarnath, B.Com. L.L.B., F.C.A., DISA (ICA)

G. Ganesh, B.Com., F.C.A., DISA (ICA)

INDEPENDENT AUDITORS' REPORT

To The Members of
Scientia Infocom India Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Scientia Infocom 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

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 thereunder.

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.

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 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 control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the 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 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, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure a statement on matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 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
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31 March, 2015, 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.

- f. We are not required to report on clause (i) with respect to Internal Financial Controls over financial reporting and the operating effectiveness of the same for the Financial Year ending 31st March 2015, based on the Government of India notification dated October 14, 2014 on the same matter.
- g. With respect to the other matters included in the Auditor's Report and in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 and in our opinion and to the best of our information and explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company

Place: Secunderabad
Date: 15-May-2015

For Sekhar & Co.,
Chartered Accountants
FRN: 003695-S



G. Ganesh
Partner

M.No.: 211704



SEKHAR & CO.

CHARTERED ACCOUNTANTS

PARTNERS :

K.C. Devdas, B.Com., F.C.A

C. Amarnath, B.Com, L.L.B., F.C.A., DISA (ICA)

G. Ganesh, B.Com., F.C.A., DISA (ICA)

Annexure referred to in paragraph 1 of our report of even date
Re: Scientia Infocom India Private Limited

- i. a) The Company has maintained proper records showing full particular including quantitative details and situation of fixed assets.
b) As explained to us, the fixed assets have been physically verified by the management according to the phased program designed to cover all the fixed assets over the year. In respect of fixed assets verified according to this program, which we consider reasonable, no material discrepancies were noticed on such verification.
- ii. The Company does not maintain inventory and therefore we have not reported on the related matters of this clause and sub-clauses (a), (b) and (c)
- iii. No loans were granted by the Company, to any of the parties covered in the register maintained under section 189 of the Act. Hence we have not reported on the related matters of this clause and sub-clauses (a) and (b).
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and power. We have not observed any major weakness in the internal control system during the course of the audit.
- v. The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
- vi. Maintenance of Cost Records under Section 148(1) of the Act, is not required for the activity carried out by the Company.
- vii. a) The Company is regular in depositing undisputed statutory dues with appropriate authorities 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 any other statutory dues applicable to it.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess were in arrears as at 31st March 2015 for a period more than six months from the date they became payable.

- c) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute.
- d) In our opinion, there are no amounts required to be transferred to the investor education and protection fund by the Company.
- viii. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. However, the company has incurred a cash loss of ₹18,036 during the financial year and ₹ 8,678 during the immediately preceding financial year
- ix. According to the records of the Company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders, as applicable, as at the Balance sheet date.
- x. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xi. We have not reported on this clause as no term loans were obtained by the Company according to the information and explanations given to us.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Accounting Practice in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

Place: Secunderabad
Date: 15-May-2015

For Sekhar & Co.,
Chartered Accountants
FRN: 003695-S


G. Ganesh
Partner
M.No.: 211704

SCIENTIA INFOCOM INDIA PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

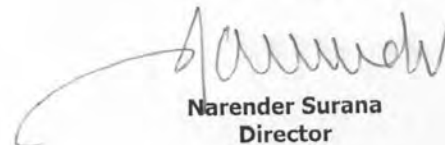
(Amount in Rs.)

Particulars		Note No.	As at 31.03.2015	As at 31.03.2014
I	EQUITY AND LIABILITIES			
	1. SHAREHOLDERS' FUNDS			
	a. Share Capital	B	40,000,000	40,000,000
	b. Reserves and Surplus	C	(1,212,366)	(944,099)
			38,787,634	39,055,901
	2. NON-CURRENT LIABILITIES			
	a. Long-Term Borrowings	D	307,562,608	284,600,457
	3. CURRENT LIABILITIES			
	a. Other Current Liabilities	E	19,659	517,668
	TOTAL		346,369,901	324,174,026
II	ASSETS			
	1. NON-CURRENT ASSETS			
	a. Fixed Assets			
	(1) Tangible Assets	F	346,345,245	324,142,570
	2. CURRENT ASSETS			
	a. Cash and Cash Equivalents	G	24,656	31,456
	TOTAL		346,369,901	324,174,026
	Significant Accounting Policies and Notes to Accounts	A		

As per our report of even date attached
For Sekhar & Co.,
Chartered Accountants,

for and on behalf of the Board,


G. Ganesh,
Partner
M. No. 211704
Firm Reg No.003695-S


Narender Surana
Director


Devendra Surana
Director

Place: Secunderabad,
Date : 15th May, 2015

SCIENTIA INFOCOM INDIA PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

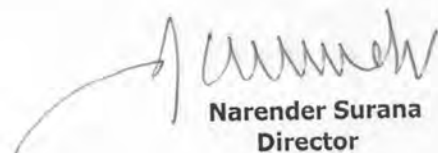
(Amount in Rs.)


	Note No.	For the Year 31.03.2015	For the Year 31.03.2014
I. REVENUE FROM OPERATIONS		-	-
II. OTHER INCOME		-	-
III. TOTAL REVENUE		-	-
IV. EXPENSES			
Other Expenses	1	18,036	8,678
Depreciation (Refer to Note: F)		250,231	27,397
TOTAL EXPENSES		268,267	36,075
V. PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		(268,267)	(36,075)
VI. PRIOR PERIOD ADJUSTMENT		-	-
VII. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX		(268,267)	(36,075)
VIII. EXTRAORDINARY ITEMS		-	-
IX. PROFIT BEFORE TAX		(268,267)	(36,075)
X. TAX EXPENSE			
1. Current Tax		-	-
XI. PROFIT AFTER TAX		(268,267)	(36,075)
EPS-BASIC & DILUTED		(0.07)	(0.01)
Significant Accounting Policies and Notes to Accounts	A		

As per our report of even date attached
 For Sekhar & Co.,
 Chartered Accountants,

for and on behalf of the Board,


G. Ganesh,
 Partner
 M. No. 211704
 Firm Reg No.003695-S


Narender Surana
 Director


Devendra Surana
 Director


Place: Secunderabad,
 Date : 15th May, 2015

SCIENTIA INFOCOM INDIA PRIVATE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	2014-15	2013-14
A	Cash flow from Operating Activities		
	Net profit before Tax and after interest as per profit and loss accounts	(268,267)	(36,075)
	Adjustments for :		
	Depreciation	250,231	27,397
	Operating profit before Working Capital Changes	(18,036)	(8,678)
	Adjustments for :		
	Trade Payables and Other Liabilities	(498,009)	45,084
	Cash generated from operations	(516,045)	36,406
	Adjustments for :		
	Income Tax paid	-	-
	Net cash (used in)/from Operating Activities(A)	(516,045)	36,406
B	Cash flow from Investing Activities		
	Purchase of Fixed Assets	(22,452,906)	(20,965,679)
	Net Cash (used in)/from Investing Activities (B)	(22,452,906)	(20,965,679)
C	Cash flow from Financing Activities		
	Proceeds from borrowings	22,962,151	20,940,593
	Net Cash (used in)/from Financing Activities (C)	22,962,151	20,940,593
	Net Increase / Decrease in cash and Cash Equivalents (A+B+C)	(6,800)	11,320
	Cash and Cash Equivalents Opening Balance	31,456	20,136
	Cash and Cash Equivalents Closing Balance	24,656	31,456
	Change in Cash and Cash Equivalents	(6,800)	11,320

As per our report of even date attached
For Sekhar & Co.,
Chartered Accountants,

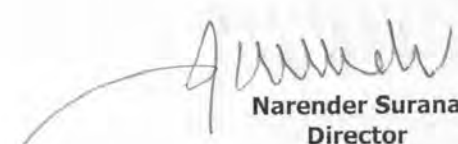



G. Ganesh

G. Ganesh,
Partner
M. No. 211704
Firm Reg No.003695-S

Place: Secunderabad,
Date : 15th May, 2015

for and on behalf of the Board,


Narender Surana
Director


Devendra Surana
Director

A. Significant Accounting Policies and Notes on Accounts Forming Part of Balance Sheet and Profit & Loss Account

A1. Significant Accounting Policies

I. Basis of Preparation of Financial Statements.

The financial statements are prepared under the Historical cost convention on accrual basis with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

II. Use of Estimates

The Preparation of Financial Statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of financial statements and reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

III. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent Liabilities which are not recognized are disclosed in notes. Contingent Assets are neither recognized nor disclosed in Statements.

IV. Fixed Assets

Fixed Assets are stated at cost net of modvat / cenvat / value added tax, less accumulated depreciation and impairment loss, if any. Any costs, including financing costs till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations to the fixed assets are capitalized.

V. Depreciation

Depreciation is provided on Straight Line Method in the manner prescribed in Schedule II to the Companies Act, 2013.

VI. Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

VII. Earnings per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard-20 (AS-20) prescribed under Rule 7 of Accounting Standard Rules, 2014. Basic earnings per share are computed by dividing the net Profit or Loss for the year by the Weighted Average number of equity share outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

VIII. Borrowing Cost

Borrowing Cost is Capitalized to the extent expenses is Incurred for acquisition, construction/production of qualifying asset and other activities that are necessary to prepare the asset for intended use are been capitalized in accordance with Accounting Standard-16(AS-16). Borrowing cost are Ceased to be capitalized when the asset is ready for its Intended use or there is cessation of development for the extended period.

Scientia Infocom Private Limited 2014-15

A-2 Notes to Accounts

- I. Estimated Contractual liability on account of Capital Commitment & Contingent Liability– NIL.
- II. The infrastructure projects have been commenced in the previous years and it is under active development keeping in view the same the interest is capitalised.

III. **Related party disclosures**

a. **Names of Related Parties**

- i. Holding Company : Bhagyanagar India Limited
- ii. Fellow Subsidiaries :

Bhagyanagar Metals Limited	Bhagyanagar Properties Private Limited
Metropolitan Ventures India Limited	Solar Dynamics Private Limited
- iii. Key Management Personnel
Narender Surana
Devendra Surana
Manish Surana

b. **Related party transactions during the period ended**

Particulars	31.03.2015	31.03.2014
	Amount (Rs.)	
Long Term Loan taken from Holding Company	509,245	2,521,481
Interest Payable to Holding Company	22,452,906	20,465,679

Notes to Balance Sheet

Note : B Share Capital		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Authorized Capital :50,00,000 equity shares of Rs.10 each		50,000,000	50,000,000
(b) Issued, Subscribed and Paid Up 40,00,000 equity shares of Rs.10 each at par fully paid carrying equal rights and obligations (Options, contracts and commitments outstanding -Nil)		40,000,000	40,000,000
(c) Particulars of Shareholders holding more than 5% of issued			
Name of Shareholder	% of Holdin	No.of shares	No.of shares
Bhagyanagar India Limited	76	3,039,960	3,039,960
Narender Surana	12	480,000	480,000
Devendra Surana	12	480,000	480,000

Note : C Reserves and Surplus		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Surplus			
Balance of Profit & Loss account available for appropriation		(944,099)	(908,024)
Add: Profit during the year/period		(268,267)	(36,075)
Amount available for appropriation		-	-
Balance at the year end		(1,212,366)	(944,099)

Note : D Long-Term Borrowings		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Loan from Holding Company		258,796,608	235,834,457
(b) Loans From Directors		48,766,000	48,766,000
TOTAL		307,562,608	284,600,457

As per the terms and conditions of the MOU with the holding company M/S Bhagyanagar India Ltd interest accrued till 31.03.2015 is accounted for in books of accounts i.e Current Year Rs. 22,452,906/- (Previous Year 20,940,593). Total Interest accrued till date is Rs. 116,447,687/-. No interest is payable till 31-03-2015 on loan from Directors amounting to 48,766,000/-. There is no specific period for repayment of principal.

Note: E Other Current Liabilities		As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Audit Fees Payable		16,852	5,616
(b) TDS Payable		2,807	512,052
TOTAL		19,659	517,668

SCIENTIA INFOCOM INDIA PRIVATE LIMITED

Note: F - Fixed Assets

Particulars	Land	Building	Grand Total
A. Gross Block			
At 1st April, 2013	303,004,288	200,000	303,204,288
Additions	20,465,679	500,000	20,965,679
Disposals	-	-	-
At 31st March, 2014	323,469,967	700,000	324,169,967
Additions	22,452,906	-	22,452,906
Disposals	-	-	-
At 31st March, 2015	345,922,873	700,000	346,622,873
B. Depreciation			
At 1st April, 2013	-	-	-
Charge for the Year	-	27,397	27,397
Disposals	-	-	-
At 31st March, 2014	-	27,397	27,397
Charge for the Year	-	250,231	250,231
Disposals	-	-	-
At 31st March, 2015	-	277,628	277,628
C. Net Block (A-B)			
At 31st March, 2014	323,469,967	672,603	324,142,570
At 31st March, 2015	345,922,873	422,372	346,345,245

The increase in the cost of land value represents interest accrued as per the terms of MOU with the holding company. The Interest Amounts in Current Year is Rs.22,452,906/- (Previous Year Rs.20,940,593). The Gestation period As in the opinion of management was expected to be longer.

ASSETS

Note : G Cash and Cash Equivalents	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
(a) Balance with Banks In Current Account		
(b) Cash in Hand	9,683	16,483
TOTAL	14,973	14,973
	24,656	31,456

Notes to Profit & Loss Account

Note : 1 Other Expenses	For the Period 31.03.2015 Rs.	For the Period 31.03.2014 Rs.
Statutory Audit Fees		
Filing Fees	11,236	5,618
TOTAL	6,800	3,060
	18,036	8,678

As per our report of even date attached
For Sekhar & Co.,
Chartered Accountants,

for and on behalf of the Board,



G. Ganesh
Partner

M. No. 211704

Firm Reg No.003695-S

Place: Secunderabad,
Date : 15th May, 2015

Narender Surana
Narender Surana
Director

Devendra Surana
Devendra Surana
Director