

## NOTICE

Notice is hereby given that the Annual General Meeting of the members of **CARE Kalypto Risk Technologies and Advisory Services Private Limited** will be held on **Wednesday, 28<sup>th</sup> June, 2017 at 3 p.m.** at the registered office of the Company at Blacksmith Tower, Plot No. 14, Sector 6, Airoli, Navi Mumbai – 400 708 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider, and adopt the audited Balance sheet as at 31<sup>st</sup> March, 2017 and Statement of profit and loss account for the year ended on that date and the Directors' and Auditors Reports thereon.
2. To appoint a Director in place of Mr. Lalit Pophale, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s. Khimji Kunverji & Co., Chartered Accountants, as Statutory Auditors of the Company

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Khimji Kunverji & Co., Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the Annual General Meeting to be held for the financial year 2021-22 subject to the ratification by the members at every Annual General Meeting to be held during the period at a remuneration as may be fixed by the Board of Directors and Auditors.”

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Mehul Pandya (DIN 07610232) who was appointed as an Additional Director as a Director liable to retire by rotation.**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 160, 161, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, as

amended from time to time, Mr. Mehul Pandya (DIN 07610232), who has been appointed as an Additional Director in terms of the provisions of section 161 of the Companies Act, 2013, whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing in accordance with the provisions of Section 160 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.** A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of this Annual General Meeting.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 4) The details of the directors seeking appointment/reappointment under item nos. 2 & 4 of this Notice, as stipulated under Secretarial Standards - 2 issued by the Company Secretaries of India is annexed.
- 5) An explanatory statement pursuant to Section 102 of the Companies Act, 2013, as amended (the “Companies Act”) with respect to Item No. 4 of the notice set out above is annexed hereto.

- 6) Members/proxies should fill the attendance slip for attending the meeting.
- 7) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8) Body corporate members are requested to lodge a valid authorization in pursuance of section 113 of the Companies Act, 2013 at the registered office of the Company
- 9) A routemap along with the prominent landmark is annexed to the notice and forms the part of the notice.

**By Order of the Board of Directors  
FOR CARE Kalypto Risk Technologies and  
Advisory Services Private Limited**

Date: May 12, 2017  
Place: Navi Mumbai

  
**Sonia Thakur  
Company Secretary**

**EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

**AGENDA ITEM NO. 4**

Mr. Mehul Pandya was appointed as an Additional Director of the Company on 14<sup>th</sup> October, 2016 as per the provisions of section 161 of the Companies Act, 2013. He holds a Bachelor's degree in Engineering (Instrumentation and Control) from Gujarat University and a Master's degree in Business Administration from Bhavnagar University. He is also a CFA charter holder from the CFA Institute, USA. He is also a director on the Board of CARE Advisory Research and Training Limited.

A notice has been received from a member proposing Mr. Mehul Pandya as a candidate for the office of Director of the Company along with a deposit of Rs. 100,000/-.

The Board recommends his appointment as a Director liable to retire by rotation. In compliance with the provisions of Section 160 of the Companies Act, 2013, the appointment of Mr. Mehul Pandya as a Director is now being placed before the Members in General Meeting for their approval.

In view of the applicable provisions of the Companies Act, 2013 the Board recommends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of your Company and their relatives, except Mr. Mehul Pandya is concerned or interested, financially or otherwise, in the above Resolution.

**By Order of the Board of Directors  
FOR CARE Kalypto Risk Technologies and  
Advisory Private Limited**

Date: May 12, 2017  
Place: Navi Mumbai

  
**Sonia Thakur  
Company Secretary**

As per Secretarial Standards issued by The Institute of the Company Secretaries of India, the following information is furnished about the Directors proposed to be reappointed / appointed.

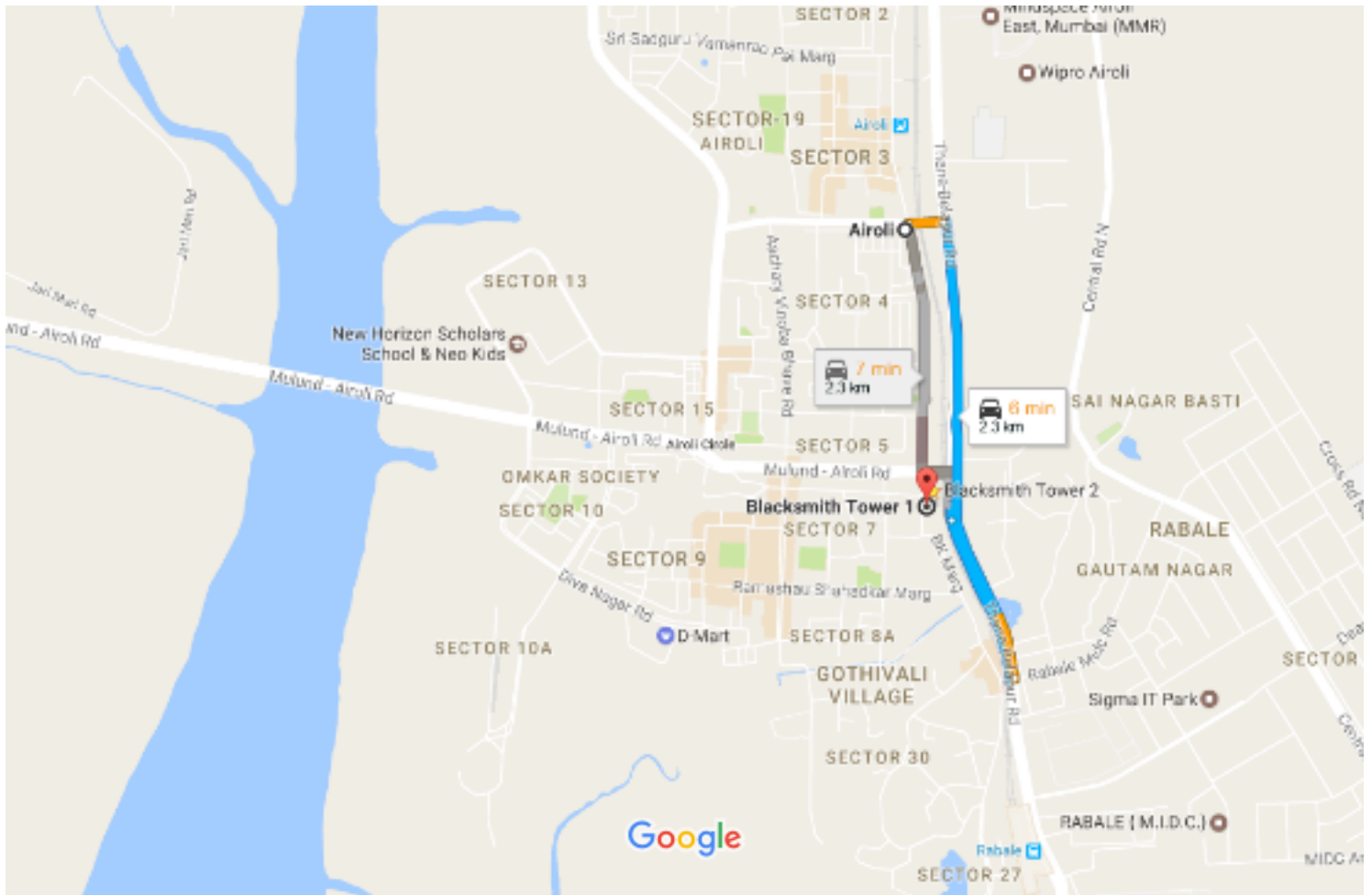
<b>Name of the Director</b>	<b>Mr. Lalit Pophale</b>	<b>Mr. Mehul Pandya</b>
Director Identification Number	05240078	07610232
Date of Birth	13.02.1978	05.09.1972
Nationality	Indian	Indian
Date of appointment on the Board	15.02.2012	14.10.2016
Number of equity shares held in the Company	NIL	NIL
Qualifications	Chartered Accountant from The Institute of Chartered Accountants of India	CFA charter holder from the CFA Institute, USA.
Expertise in functional area	Proprietor, L P Pophale & Co.	He has over 20 years of experience in the field of providing rating services.
List of Directorship held in other companies	NIL	1) CARE Advisory Research and Training Limited.
Chairman / Member of the Committees of the Boards of other companies in which he/she is a director	NIL	NIL
Terms & Conditions of reappointment / variation of remuneration	NA	NA
Inter-se relationship with other Directors	NIL	NIL
Last drawn remuneration	NIL	NIL
No. of Board meetings attended during the year	5 (Five)	3 (Three)





# Airoli, Navi Mumbai, Maharashtra to Blacksmith Tower 1 Drive 2.3 km, 6 min

ROUTE MAP



Map data ©2017 Google 500 m



via Thane-Belapur Rd

Fastest route, despite the usual traffic

6 min

2.3 km



via Swatantryaveer Sawarkar Marg and Thane-Belapur Rd

The usual traffic

7 min

2.3 km



12:56 PM–1:06 PM

10 min

500LTD / 513LTD / 545LTD >





**CARE KALYPTO RISK TECHNOLOGIES AND ADVISORY SERVICES  
PRIVATE LIMITED**

**DIRECTORS' REPORT**

To,  
The Members,

Your Directors have pleasure in presenting the Directors Report on the business and operations of your Company along with the Audited Financial Statements for the year ended on 31st March, 2017.

**FINANCIAL RESULTS**

Particulars	31st Mar 2017 (In Rs.)	31st Mar 2016 (In Rs.)
Revenue	6,24,27,713	14,68,57,379
Add: Other Income	1,12,373	8,50,099
Total Income	62,540,086	1,47,707,478
Total Expenditure	(1,02,656,215)	(1,21,881,816)
Profit/Loss before tax (PBT)	(4,01,16,129)	2,58,25,662
Less: Tax -MAT	-	(52,18,700)
Less: MAT Tax Credit	-	52,18,700
Add: Deferred Tax Credit	4,52,860	34,24,476
Profit/ Loss after tax	(3,96,63,269)	2,92,50,138
<b>Balance Surplus / (Deficit) carried to Balance sheet</b>	<b>(3,96,63,269)</b>	<b>2,92,50,138</b>

**DIVIDEND**

The Board has not recommended any dividend for the year ended 31<sup>st</sup> March, 2017.

**SHARE CAPITAL**

The Authorised Share Capital of your Company comprises of 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each amounting to Rs.10,00,00,000/- (Rupees Ten Crores only) and 50,00,000 (Fifty Lakhs) 0.1% Optionally Convertible Cumulative Redeemable Preference share of Rs 10/- (Rupees Ten only) each amounting to Rs 5,00,00,000 (Rupees Five Crores only). The Paid-up Share Capital comprises of 80,13,500 (Eighty Lakhs Thirteen Thousand Five Hundred Only) Equity Shares amounting to Rs.8,01,35,000/- (Eight Crores One Lakh Thirty Five Thousand Only) and 50,00,000 (Fifty Lakh) 0.1% Optionally Convertible Cumulative Redeemable Preference shares amounting to Rs. 5,00,00,000/- (Rupees Five Crores only). Further during the Financial Year 2017 the Company allotted 50,00,000 (Fifty Lakhs) 0.1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs.10/-

(Rupees Ten) each amounting to Rs.5,00,00,000/- (Rupees Five Crores only) for cash at par on preferential basis to the holding company Credit Analysis and Research Limited (CARE) on 25<sup>th</sup> March, 2017 by passing a circular resolution.

## REVENUE & EBIDTA

During FY 17 the Company booked revenues of Rs. 6.25 Cr as against expenditures to the tune of Rs. 10.01 Cr, resulting in EBIDTA loss of Rs 3.76 Cr.

## OPERATIONS REVIEW AND OUTLOOK AND ACHIEVEMENTS:

### 1. Project deliveries

During FY 2017, all the project received FY2016 viz. Bank of Ceylon (BOC), CRDB Bank, Seylan Bank and Bandhan Bank reached completion or near completion stages. This was a herculean effort requiring retraining of team, restructuring of delivery processes etc as the Company has in its past never undertaken deliveries of this magnitude.

### 2. Product development/ enhancements

During FY 2017, the Company undertook major enhancement/ redevelopment of many of the product features in order to deliver projects received in FY2016 viz. Bank of Ceylon (BOC) and Bandhan Bank for Enterprise Risk Management Solutions.

### 3. Establishment of dedicated sales team

FY 2017 saw formation of dedicated sales team with focus on India, APAC, Middle-East and Africa. This allowed the company to be considered for a record number of opportunities globally. However the same could not be converted to orders as of date because of slow buying process globally.

## HUMAN RESOURCES

All the Company's core technical and functional personnel continue to be in the employment of the Company.

## PROSPECTS

Barring unforeseen circumstances, the Directors are confident that the Company will achieve better results in the ensuing year.

## DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013.

Your company has not accepted any deposits within the purview of Chapter V of the Companies Act, 2013 during the year under review.

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## PARTICULARS OF EMPLOYEES

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits specified under the Companies Act, 2013.

## DIRECTORS

Mr. Rajesh Mokashi., Director (DIN:02781355) retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

Mr. Mehul Pandya, was appointed as Additional Director on 14<sup>th</sup> October, 2016. Pursuant to Section 161 of the Companies Act, 2013 he holds office upto this Annual General Meeting. The Company has received a letter from a member of the Company sponsoring his candidature as Director of the Company together with security deposit of Rs.1,00,000. Mr. D. R. Dogra who was one of the Director of the Company resigned on 22<sup>nd</sup> August, 2017.

## MEETINGS OF THE BOARD

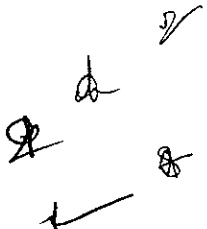
The details of the Board meetings held during the year 2016-17 are as under:

SR No.	Date of the Meeting	Place of the Meeting
1.	23.05.2016	Mumbai
2.	04.08.2016	Mumbai
3.	03.11.2016	Mumbai
4.	31.01.2017	Mumbai
5.	15.03.2017	Mumbai

## DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 that:

- a) In the preparation of the annual accounts for financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any.
- b) The Directors 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 at March 31, 2017 and of the profit of the Company for the year ended on that date.

  
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- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 Act and for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Directors have prepared the accounts for the financial year ended 31st March 2017 on a "going concern" basis.
- e) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as follows:

##### **Conservation of Energy & Technology Absorption**

As your Company is not engaged in any manufacturing activity, the particulars relating to conservation of energy and technology absorption as required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable.

##### **Foreign Exchange Earnings and Outgo**

During the year under review the Company has earned a foreign exchange of Rs. 1,66,73,825/- and has spent a foreign exchange of Rs. 4,43,16,734/-.

#### **AUDITORS AND AUDITORS REPORT**

M/s. Khimji Kunverji & Co., (Firm Registration No. 105146W) Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a letter from M/s. Khimji Kunverji & Co., to the effect that their re-appointment if made would be pursuant to provisions of Section 139(1) of the Companies Act, 2013 and that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014.

The Notes on Financial Statements referred to in the Auditors' Report are self explanatory and do not call for any further comments. There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors, in their report.

#### **EXTRACT OF ANNUAL RETURN**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2017 forms part of this report as **Annexure I**.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, Joint Venture, Associate Company or LLPs during the year under review.

## **LOANS, GUARANTEE OR INVESTMENTS**

During the period under review, the Company has neither granted any loan to body corporate nor has provided any guarantee or security in connection with a loan to any person or body corporate.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Section 152(6)(e) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Rajesh Mokashi (DIN: 02781355), will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Mehul Pandya was appointed as Additional Director of the Company on October 14, 2016

## **PARTICULARS OF CONTRACTS / ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered into during the financial year 2016-17 with Related Parties as defined under the Companies Act were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transaction referred to in Section 188 of the Companies Act, 2013. Accordingly the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable.

## **RISK MANAGEMENT**

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same. The Company has devised a check process for identifying, minimizing and mitigating risk which is periodically reviewed so as to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, Competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. These risks are assessed and steps as appropriate are taken to mitigate the same.

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## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS.**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company.

## **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between end of the financial year of the Company as on 31st March, 2017 to which the financial statements relate and the date of this report.

## **CHANGE IN THE NATURE OF BUSINESS**

The nature of the business of the Company continues to remain the same as previous year.

## **DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company has in place the Sexual Harassment Policy for Prevention of Sexual Harassment in line with the 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act & Rules, 2013. To create a robust framework for this policy dissemination, awareness creation and periodic reiteration among all executives.

During the year Company has not received any complaints.

## **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation of the sincere and unstinted support provided to the Company by State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations and Credit Analysis and Research Ltd., and the employees at all levels.

By the order and On behalf of  
the Board of Directors



**Rajesh Mokashi**  
Chairman  
DIN: 02781355

Place: Mumbai  
Dated: May 12, 2017



ANNEXURE-1

Form No. MGT-9

Extract of Annual Return as on the financial year ended on 31<sup>st</sup> March, 2017

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U74210MH1999PTC118349
ii.	Registration Date	15.02.1999
iii.	Name of the Company	CARE KALYPTO RISK TECHNOLOGIES AND ADVISORY SERVICES PRIVATE LIMITED
iv.	Category / Sub-Category of the Company	Indian Non-Government Company
v.	Address of the Registered office and contact details	Office No. 101,102,201 & 202, Blacksmith Tower, Plot No. 14, Sector – 6, Airoli, Navi Mumbai – 400 708. Tel: 022 - 61748900
vi.	Whether listed company (Yes / No)	No
vii.	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, on  
standalone basis, are as under:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Risk Solution System	72291	86.61
2.	Advisory	74140	13.39

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✓  
✓  
✓

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Credit Analysis and Research Limited	L67190MH1993PLC0716 91	Holding	100%	2(46)

*Handwritten marks:*  
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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)




i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)			No. of Shares held at the end of the year (As on 31.03.2017)			% change during the year	
	Demat	Physical	Total	Demat	Physical	Total		% of total shares
<b>A. Promoters &amp; Promoter Group</b>								
(1) Indian			9	0	9	9	0.00	
Individual/HUF	0	0	0	0	0	0	0.00	
Central Govt.	0	0	0	0	0	0	0.00	
State Govt.(s)	0	0	0	0	0	0	0.00	
Bodies Corp.	0	80,13,491	80,13,491	0	1,30,13,491	1,30,13,491	100.00	
Banks / FI	0	0	0	0	0	0	0.00	
Any Other	0	0	0	0	0	0	0.00	
Sub-total (A)(1)	0	80,13,500	80,13,500	0	1,30,13,500	1,30,13,500	100.00	
(2) Foreign								
a) NRIs - Individuals	0	0	0	0	0	0	0.00	
b) Other - Individuals	0	0	0	0	0	0	0.00	
Bodies Corp.	0	0	0	0	0	0	0.00	
Banks / FI	0	0	0	0	0	0	0.00	
Any Other	0	0	0	0	0	0	0.00	
Sub-total (A)(2)	0	0	0	0	0	0	0.00	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	80,13,500	80,13,500	0	1,30,13,500	1,30,13,500	100.00	

*(Handwritten marks)*

Category of shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others - Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2. Non-Institutions									
a) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00

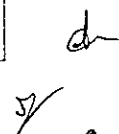
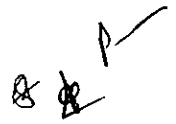
Category of shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non-Resident Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trust	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	0	0	0	0	0	0	0	0	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	80,13,500	80,13,500	100.00	0	1,30,13,500	1,30,13,500	100.00	100.00

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% 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	Credit Analysis and Research Limited (CARE)	80,13,491	100.00	00	1,30,13,491	100.00	0.00	100.00
2	Shri Rajesh Mokashi jointly with Credit Analysis and Research Limited	1	0.00	0.00	1	0.00	0.00	0.00
3	Ms. Revati Kasture jointly with Credit Analysis and Research Limited	1	0.00	0.00	1	0.00	0.00	0.00
4	Shri Navin Kumar Jain jointly with Credit Analysis and Research Limited	1	0.00	0.00	0	0.00	0.00	0.00
5	Shri P. N. Sathees Kumar jointly with Credit Analysis and Research Limited	1	0.00	0.00	0	0.00	0.00	0.00
6	Shri T. N. Arun Kumar jointly with Credit Analysis and Research	1	0.00	0.00	1	0.00	0.00	0.00

	Limited												
7	Shri Milind Gadkari jointly with Credit Analysis and Research Limited	1	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00
8	Shri Chandresh Shah jointly with Credit Analysis and Research Limited	1	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00
9	Shri Puneet Talwar jointly with Credit Analysis and Research Limited	1	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00
10	Shri Umesh Ikhe jointly with Credit Analysis and Research Limited	1	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00
11	Shri Sanjay Agarwal jointly with Credit Analysis and Research Limited	0	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00
12	Shri Mehul Pandya jointly with Credit Analysis and Research Limited	0	0.00	0.00	0.00	1	0.00	0.00	0.00	0.00	0.00	0.00	0.00

## (iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company*
1	Credit Analysis and Research Limited (CARE)	80,13,491	100.00	1,30,13,491	100.00
2	Shri Rajesh Mokashi jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
3	Ms. Revati Kasture jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
4	Shri Navin Kumar Jain jointly with Credit Analysis and Research Limited	1	0.00	0	0.00
5	Shri P. N. Sathees Kumar jointly with Credit Analysis and Research Limited	1	0.00	0	0.00
6	Shri T. N. Arun Kumar jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
7	Shri Milind Gadkari jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
8	Shri Chandresh Shah jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
9	Shri Puneet Talwar jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
10	Shri Umesh Ikhe jointly with Credit Analysis and	1	0.00	1	0.00

Sl. No.	Particulars	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company*
	Research Limited				
11	Shri Sanjay Agarwal jointly with Credit Analysis and Research Limited	0	0.00	1	0.00
12	Shri Mehul Pandya jointly with Credit Analysis and Research Limited	0	0.00	1	0.00

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

Sl. No.	For Each of the Top 10 Shareholders	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
NIL					

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the directors and KMP	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Shri Rajesh Mokashi jointly with Credit Analysis and Research Limited	1	0.00	1	0.00

Sl. No.	For each of the directors and KMP	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2	Shri Puneet Talwar jointly with Credit Analysis and Research Limited	1	0.00	1	0.00
3	Shri Mehul Pandya jointly with Credit Analysis and Research Limited	0	0.00	1	0.00

#### V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year	00	00	00	00
i) Principal Amount	00	00	00	00
ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
Total (i+ii+iii)	00	00	00	00
Change in Indebtedness during the financial year	00	00	00	00
Addition	00	00	00	00
Reduction	00	00	00	00
Net Change	00	00	00	00
Indebtedness at the end of the financial year	00	00	00	00
i) Principal Amount	00	00	00	00



ii) Interest due but not paid	00	00	00	00
iii) Interest accrued but not due	00	00	00	00
<b>Total (i+ii+iii)</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	MD / WTD / MANAGER		Total Amount
		NA	NA	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	00	00	00
2.	Stock Option	00	00	00
3.	Sweat Equity	00	00	00
4.	Commission - as % of profit - others, specify...	00	00	00
5.	Others, please specify (Reimbursement of Expenses)	00	00	00
	<b>Total (A)</b>	<b>00</b>	<b>00</b>	<b>00</b>

### B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Name of Director – Mr. Lalit Pophale	Total Amount
1.	<b>Independent Directors</b>		
	Fee for attending board / committee meetings (Rs.)	45,000	45,000
	Commission (Rs.)	00	00
	Others, please specify (Rs.)	00	00
	<b>Total (1) (Rs.)</b>	<b>00</b>	<b>00</b>
2.	<b>Other Non-Executive Directors</b>		
	Fee for	00	00

*Handwritten signatures and initials:*  
 ✓  
 ✓  
 8

	attending board / committee meetings (Rs.)		
	Commission (Rs.)	00	00
	Others, please specify (Rs.)	00	00
	<b>Total (2) (Rs.)</b>	00	00
	<b>Total Managerial Remuneration (Rs.)</b>	45,000	45,000

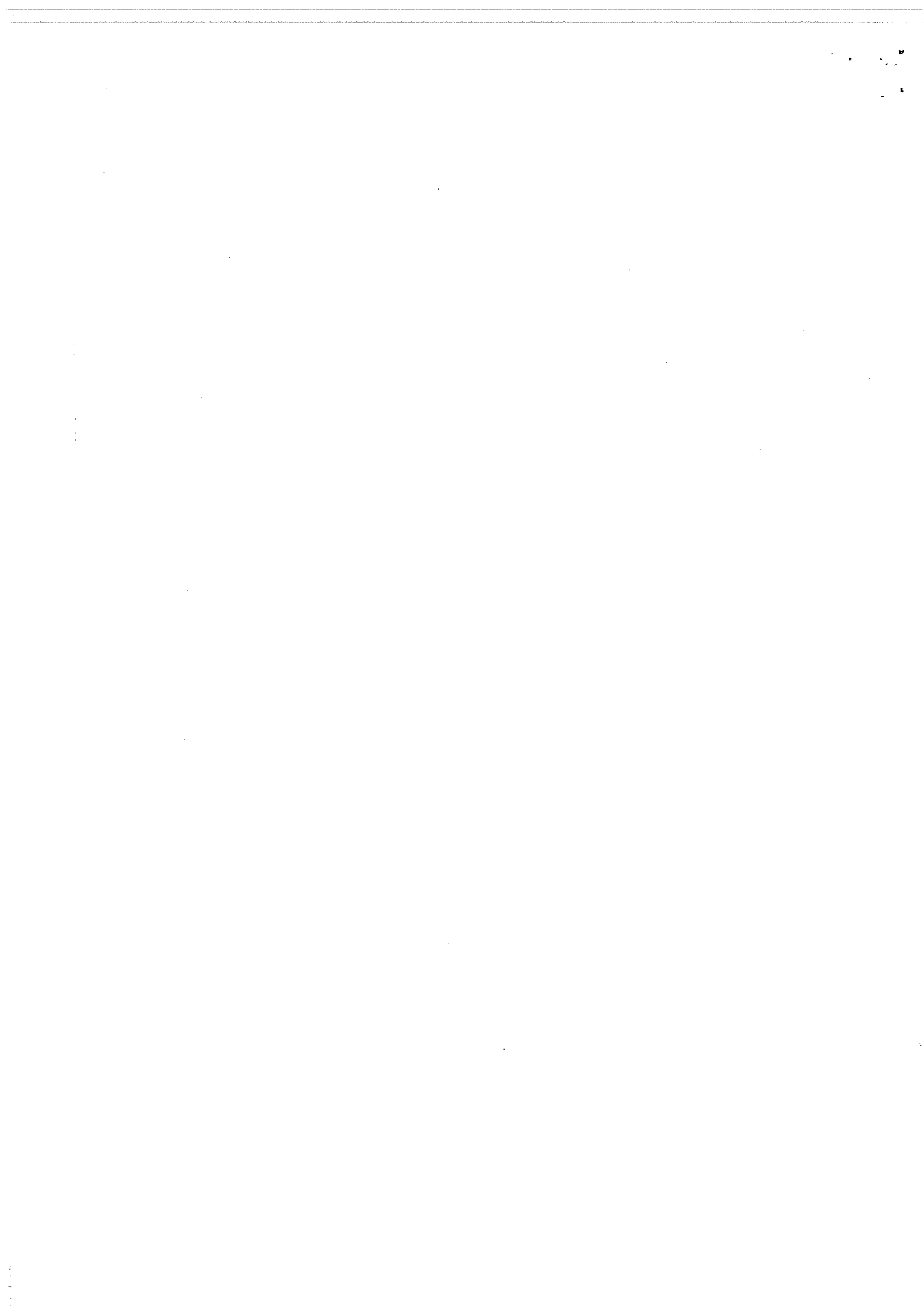
**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer – Mr. Puncet Talwar	Company Secretary – Ms. Sonia Thakur	CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	54,93,002.00	6,00,000.00	N.A.	60,93,002.00
2.	Stock Option	0	0	N.A.	0
3.	Sweat Equity	0	0	N.A.	0
4.	Commission - as % of profit - others, specify...	0		N.A.	
5.	Others, please specify (Reimbursement of Expenses)	8,75,945.47	2,168.00	N.A.	8,78,113.47
	<b>Total</b>	<b>63,68,947.47</b>	<b>6,02,168.00</b>	<b>N.A.</b>	<b>69,711,154.47</b>

**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)
<b>A.</b>	<b>COMPANY</b>				
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
<b>B.</b>	<b>DIRECTORS</b>				
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00
<b>C.</b>	<b>OTHER OFFICERS IN DEFAULT</b>				
Penalty	0.00	0.00	0.00	0.00	0.00
Punishment	0.00	0.00	0.00	0.00	0.00
Compounding	0.00	0.00	0.00	0.00	0.00

*[Handwritten signatures and initials]*





## INDEPENDENT AUDITOR'S REPORT

To the Members of

CARE Kalypto Risk Technologies and Advisory Services Private Limited

### Report on the Financial Statements

1. We have audited the accompanying Financial Statements of CARE Kalypto Risk Technologies and Advisory Services Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. The Management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. 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 as 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.
4. 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 and fair presentation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the Financial Statements.





5. 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

6. 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 of the state of affairs of the Company as at March 31, 2017, its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
8. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as 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, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules thereunder;
  - e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 31(ii) to the Financial Statements;
    - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including



# Khimji Kunverji & Co

(Registered)

Chartered Accountants



derivative contracts – Refer Note 31 (i) to the Financial Statements;

- (iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund; hence, the question of delay in transferring such sums does not arise.
- (iv) The Company has provided requisite disclosures in the Standalone Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management- Refer Note 30 to the Standalone Financial Statements.

For Khimji Kunverji & Co  
Chartered Accountants  
ICAI FRN-105146W

Gautam V Shah  
Partner (F-117348)

Place: Mumbai  
Date: May 12, 2017



"Annexure 1" referred to in paragraph 7 of Report on Other Legal and Regulatory Requirements of our report of even date

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management at reasonable interval; as informed to us no material discrepancies were noticed on such verification.
- c) According to the information and explanations given by the management the title deeds of immovable properties are held in the name of the Company.
- ii) The Company does not hold any inventory or securities as stock in trade, hence clause 3(ii) of the Order is not applicable to the Company.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not granted any loans, guarantees and securities or made any investments covered under Section 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company.
- v) The Company has not accepted any deposits from the public.
- vi) According to the information and explanations given to us, the Company is not required to maintain any cost records prescribed by the Central Government under Sub-Section (1) of Section 148 of the Act.
- vii) a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, service tax, value added tax and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, value added tax and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

As informed, the Company is not liable to pay employees' state insurance, sales-tax, duty of custom, duty of excise and cess during the year.







- b) According to the information and explanations given to us, there are no undisputed amounts payable in respect of income-tax, service tax, value added tax and other material statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

As informed, the Company is not liable to pay employees' state insurance sales-tax, duty of custom, duty of excise and cess during the year.

- viii) In our opinion and according to the information and explanations given to us, there are no loans taken from financial institutions, government and banks nor has the Company issued any debentures, hence clause 3(viii) of the Order is not applicable.
- ix) In our opinion and according to the information and explanations given to us, during the year the Company has not raised any term loans, hence clause 3(ix) of the Order is not applicable.
- x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- xi) According to the information and explanations given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made preferential allotment of shares during the year under review and has complied with the requirement of Section 42 of the Companies Act, 2013. As per the information and explanation given to us, the amount so raised has been used for the purpose for which the funds were raised.



# Khimji Kunverji & Co

(Registered)

Chartered Accountants



- xv) According to the information and explanations given to us by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.
- xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company

For Khimji Kunverji & Co  
Chartered Accountants  
ICAI FRN-105146W

Gautam V Shah  
Partner (F-117348)

Place: Mumbai  
Date: May 12, 2017



**Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of CARE Kalypto Risk Technologies and Advisory Services Private Limited.**

**Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of CARE Kalypto Risk Technologies and Advisory Services Private Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.



### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

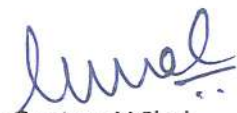
### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Khimji Kunverji & Co  
Chartered Accountants  
ICAI FRN-105146W



Gautam V Shah  
Partner (F-117348)

Place: Mumbai  
Date: May 12, 2017



CARE Kalypto Risk Technologies and Advisory Services Private Limited

CIN NO :U74210MH1999PTC118349

Balance sheet

<i>(All amounts in Rupees, unless otherwise stated)</i>	Note	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	130,135,000	80,135,000
Reserves and surplus	4	(79,056,873)	(39,393,604)
		<u>51,078,127</u>	<u>40,741,396</u>
<b>Non-current liabilities</b>			
Long term provisions	5	1,828,291	1,745,044
		<u>1,828,291</u>	<u>1,745,044</u>
<b>Current liabilities</b>			
<b>Trade Payables</b>			
-Micro enterprises and small enterprises		-	-
-other than micro enterprises and small enterprises		5,226,914	10,035,000
Other current liabilities	6	20,436,077	51,050,120
Short term provisions	7	1,249,545	2,422,968
		<u>26,912,536</u>	<u>63,508,088</u>
<b>Total</b>		<u><u>79,818,954</u></u>	<u><u>105,994,528</u></u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	8	2,620,824	3,761,711
Intangible assets	8	727,432	796,307
Long term loans and advances	9	9,983,213	15,274,439
		<u>13,331,469</u>	<u>19,832,457</u>
<b>Current assets, loans and advances</b>			
Deferred Tax Assets	10	3,877,336	3,424,476
Current Investments	11	8,001,389	-
Trade receivables	12	21,085,733	13,760,204
Cash and Bank Balance	13	4,458,590	4,005,092
Short term loans and advances	14	6,214,768	4,747,726
Other current assets	15	22,849,669	60,224,573
		<u>66,487,485</u>	<u>86,162,071</u>
<b>Total</b>		<u><u>79,818,954</u></u>	<u><u>105,994,528</u></u>

Significant accounting policies

1 & 2

The accompanying notes are an integral part of the financial statements.

As per our attached Report of even date

For Khimji Kunverji & Co.  
Chartered Accountants  
FRN - 105146 W

  
Gautam V Shah  
Partner (F - 117348)

Mumbai  
Date: May 12, 2017

For and on behalf of the Board of Directors

  
Mehul Pandya  
DIN No-07610232  
Director

  
Puneet Talwar

Chief Executive Officer



  
Rajesh Mokashi  
DIN No-02781355  
Director

  
Lalit Pophale  
DIN No-05240078  
Director

  
Sonia Thakur  
A40393

Company Secretary



# CARE Kalypto Risk Technologies and Advisory Services Private Limited

CIN NO :U74210MH1999PTC118349

## Statement of Profit and Loss

(All amounts in Rupees, unless otherwise stated)	Note	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Income</b>			
Revenue From Operations	16	62,427,713	146,857,379
Other income	17	112,373	850,099
<b>Total Revenue</b>		<b>62,540,086</b>	<b>147,707,478</b>
<b>Expenditure</b>			
Employee benefits expense	18	40,603,974	38,153,941
Depreciation	8	2,464,422	2,811,729
Finance Charges		431,013	-
Administrative & Other expenses	19	59,156,806	80,916,146
<b>Total Expenses</b>		<b>102,656,215</b>	<b>121,881,816</b>
<b>Profit/(Loss) before Tax</b>		<b>(40,116,129)</b>	<b>25,825,662</b>
Current Tax Expense		-	5,218,700
MAT Credit Recognised		-	(5,218,700)
Deferred Tax Credit		452,860	3,424,476
<b>Net Profit/(Loss) for the year after tax</b>		<b>(39,663,269)</b>	<b>29,250,138</b>
<b>Earning Per Share (Face Value Rs.10/-)</b>	<b>21</b>		
- Basic		(4.95)	3.65
- Diluted		(4.95)	3.65

Significant accounting policies 1 & 2

The accompanying notes are an integral part of the financial statements.

As per our attached Report of even date

For Khimji Kunverji & Co.  
Chartered Accountants  
FRN - 105146 W



Gautam V Shah  
Partner (F - 117348)  
Mumbai

Date: May 12, 2017

For and on behalf of the Board of Directors



Mehul Pandya  
DIN No-07610232  
Director



Rajesh Mokashi  
DIN No-02781355  
Director



Lalit Pophale  
DIN No-05240078  
Director



Puneet Talwar

Chief Executive Officer





Sonia Thakur  
A40393

Company Secretary



CARE Kalypto Risk Technologies and Advisory Services Private Limited  
CIN NO: U74210MH1999PTC118349

Cash Flow Statement

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>A Cash flow from operating activities</b>		
Net profit/(loss) before taxation	(40,116,129)	25,825,662
Adjustments for:		
Depreciation	2,464,422	2,811,729
Interest income	(110,984)	(158,518)
Dividend Income	(1,389)	(20,597)
Provision for Bad Debts	1,361,166	-
Profit on sale of Investment	-	(3,298)
Unrealised Foreign Exchange Loss / (Gain)	562,746	(661,136)
Provision for Gratuity	87,770	604,385
Finance Expenses	431,013	-
<b>Operating profit before working capital changes</b>	<b>(35,321,385)</b>	<b>28,398,227</b>
Adjustments for:		
Increase / (Decrease) in provisions	(1,177,946)	735,126
Increase / (Decrease) trade payable	(4,808,086)	10,035,000
Increase / (Decrease) other current liabilities	(30,614,043)	14,063,158
Decrease / (Increase) loans and advances	5,918,860	(567,623)
Decrease / (Increase) other current assets	37,374,904	(55,236,871)
Decrease / (Increase) trade receivable	(9,227,328)	(1,569,992)
Decrease / (Increase) short term loans and advances	-	-
<b>Net changes in working capital</b>	<b>(37,855,024)</b>	<b>(4,142,975)</b>
Direct taxes paid	(2,094,678)	(8,875,672)
<b>Net cash generated from operating activities</b>	<b>(39,949,702)</b>	<b>(13,018,647)</b>
<b>B Cash flow from investing activities</b>		
Purchase of fixed assets	(1,254,660)	(1,403,851)
Interest income	110,984	164,275
Dividend Income	1,389	-
Purchase of Investments/FD	(8,801,389)	(6,000,000)
Sale of Investments/FD	-	6,023,894
<b>Net cash (used) in investing activities</b>	<b>(9,943,677)</b>	<b>(1,215,682)</b>
<b>C Cash flow from financing activities</b>		
Proceeds from issue of preference shares	50,000,000	-
Amounts borrowed	13,500,000	-
Amounts repaid	(13,500,000)	-
Interest on loan	(431,013)	-
<b>Net cash generated in financing activities</b>	<b>49,568,987</b>	<b>-</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>(324,392)</b>	<b>(14,234,329)</b>
Effects of Unrealised Exchange gain on Cash & Cash Equivalents	(22,113)	154,015
Cash and cash equivalents at the beginning of year	4,005,093	18,085,407
<b>Cash and cash equivalents at the end of year</b>	<b>3,658,590</b>	<b>4,005,093</b>
Cash and cash equivalents at the year-end comprise: (Refer note 11)		
Cash in hand	11,406	134,308
Remittance in transit	-	-
Deposits	2,001,415	3,865,590
- Current accounts	1,645,769	5,194
	<b>3,658,590</b>	<b>4,005,092</b>

Significant accounting policies

The accompanying notes are an integral part of the financial statements.

As per our attached Report of even date

For Khimji Kunverji & Co.  
Chartered Accountants  
FRN - 105146 W



Gautam V Shah  
Partner (F - 117348)  
Mumbai

Date: May 12, 2017



Mehul Pandya  
DIN No-07610232  
Director

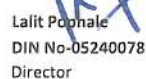


Puneet Talwar

Chief Executive Officer

For and on behalf of the Board of Directors

  
Rajesh Mokashi  
DIN No-02781355  
Director

  
Lalit Poonale  
DIN No-05240078  
Director

  
Sonia Thakur  
A40393  
Company Secretary



# CARE Kalypto Risk Technologies and Advisory Private Limited

## Notes to the accounts

for the year ended 31<sup>st</sup> March 2017

(Currency: Indian Rupees)

### 1 Background

CARE Kalypto Risk Technologies and Advisory Private Limited, ('the Company') was incorporated on 15 December 2005. The Company is involved in developing specialised risk management solutions addressing the areas of credit risk and operational risk for financial institutions, banks and insurance companies. The company is a wholly owned subsidiary of Credit Analysis and Research Limited. ..

### 2 Summary of significant accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standard notified under section 133 of the Companies Act, 2013 read with General Circular 8/2014 dated April 4, 2014, issued by the Ministry of Corporate Affairs to the extent applicable. The accounting policies have been consistently followed by the Company.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as upto twelve months for the purpose of current/non-current classification of assets and liabilities.

#### 2.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### 2.3 Revenue recognition

Revenue from fixed-price contracts includes following:

License fees, implementation and customisation fees:

License, Implementation and Customisation fees are recognised on proportionate work completion basis as per the terms of the contract. Proportion of work completion is determined as a proportion of costs incurred to date to the total estimated cost to



# CARE Kalypto Risk Technologies and Advisory Private Limited

## Notes to the accounts

for the year ended 31<sup>st</sup> March 2017

(Currency: Indian Rupees)

complete the contract. Provision for expected loss is recognised immediately when it is probable that the total estimated costs will exceed total contract value.

'Unbilled revenue' represents revenues in excess of amounts billed. These amounts are billed after the milestones specified are achieved as per the terms of the contract. 'Unearned Revenue' represents billing in excess of revenues recognised.

Warranty costs on sale of services are accrued based on management's estimates and historical data at the time related revenue are recorded.

Consultancy Fee:

Income from consulting services is recognised on accrual basis.

Annual maintenance contracts:

Revenue from maintenance contracts is recognised over the term of maintenance.

### 2.4 Property Plant & Equipment (Fixed assets and depreciation / amortisation)

Intangible assets

Cost for internally developed software assets are accumulated and capitalised when ready for use. Computer Software is depreciated over a period of three years.

Tangible assets:

Tangible fixed assets are recorded at the cost including expenses up to commissioning / putting the asset into use. Fixed assets are stated at cost less accumulated depreciation / amortisation and impairment loss, if any.

Depreciation / amortisation is provided on all fixed assets on written down value method, at rates at which 95% of the cost of the assets is written over the balance useful life of the assets specified in Schedule II of the Companies Act, 2013 except for leasehold improvements which are written off over the lease period.

### 2.5 Impairment of assets

In accordance with AS 28 on 'Impairment of Assets' where there is an indication of impairment of the Company's assets, the carrying amounts of the Company's assets are reviewed at each Balance sheet date to determine whether there is any impairment. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated as the higher of its net selling price and its value in use. An impairment loss is recognised whenever the carrying amount of an asset or the cash generating unit to which it belongs, exceeds its recoverable amount. Impairment loss is recognised in the Statement of profit and loss or against revaluation surplus, where applicable. If at the Balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re-assessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciated historical cost.

# CARE Kalypto Risk Technologies and Advisory Private Limited

## Notes to the accounts

for the year ended 31<sup>st</sup> March 2017

(Currency: Indian Rupees)

Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life, or a reasonable estimate thereof.

### 2.6 Foreign currency transactions

Foreign exchange transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resulting exchange differences are recognised in the Statement of profit and loss.

### 2.7 Employee benefits

#### a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. These benefits include compensated absences such as paid annual leave. Short term employee benefits are recognised as expenses at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

#### b) Post employment benefits

Defined contribution plan:

Employee benefit in respect of provident and family pension fund is a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the year in which the employee renders the related service.

### 2.8 Employee benefits (Continued)

#### b) Post employment benefits (Continued)

Defined benefit plan (Continued):

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary at each balance sheet date using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

# CARE Kalypto Risk Technologies and Advisory Private Limited

## Notes to the accounts

for the year ended 31<sup>st</sup> March 2017

(Currency: Indian Rupees)

Actuarial gains and losses are recognised immediately in the Statement of profit and loss.

### 2.9 Taxes on income

#### Current tax

Provision for current tax is recognised in accordance with the provisions of the Income tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

#### Deferred tax

Deferred tax charge of credit and the corresponding deferred tax liability or asset is recognised for timing differences between the profits or losses offered for income taxes and profits / losses as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted as at the balance sheet date.

Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset 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 as 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.

### 2.10 Operating lease

Lease rentals in respect of assets acquired on operating leases are recognised in the Statement of profit and loss on a straight line basis over the lease term.

### 2.11 Earnings per share ('EPS')

The basic earnings per equity share are computed by dividing the net profit or loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year.

Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

### 2.12 Provisions and contingent liabilities

The Company creates a provision where there is 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 or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**CARE Kalypto Risk Technologies and Advisory Services Private Limited**  
CIN NO :U74210MH1999PTC118349

**Notes to the financial statements**

	As at	
	March 31, 2017	March 31, 2016
<i>(All amounts in Rupees, unless otherwise stated)</i>		
<b>3 Share capital</b>		
<b>Authorised</b>		
1,00,00,000 (PY 1,00,00,000) equity shares of Rs 10 each	100,00,000	100,00,000
50,00,000 (PY 50,00,000) preference shares of Rs 10 each	50,00,000	50,00,000
	150,00,000	150,00,000
<b>Issued, subscribed and fully paid up</b>		
8,013,500 (PY 8,013,500) equity shares of Rs 10 each fully paid	80,135,000	80,135,000
50,00,000 (PY Nil) 0.1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of face value of Rs.10/- each.	50,00,000	-
	130,135,000	80,135,000

**Reconciliation of the shares outstanding at the beginning and at the end of the year**

**a. Equity Shares**

Particulars	March 31, 2017		March 31, 2016	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	8,013,500	80,135,000	8,013,500	80,135,000
Movement during the year	-	-	-	-
Outstanding at the end of the year	8,013,500	80,135,000	8,013,500	80,135,000

**Terms / rights attached to equity shares**

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

All Equity shares are held by Credit Analysis and Research Limited, a holding company along with its nominees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

**b. Preference Shares**

Particulars	March 31, 2017		March 31, 2016	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	-	-	-	-
Add Issued 0.1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of face value of Rs.10/- each.	5,000,000	50,000,000	-	-
Outstanding at the end of the year	5,000,000	50,000,000	-	-

**Terms / rights attached to Preference Shares**

The company has issued 50,00,000 0.1% Optionally Convertible Cumulative Redeemable Preference (OCCRPS) of Rs 10/- each at par to its holding company- Credit Analysis and Research Limited ("CARE") on March 25,2017. The tenure of OCCRPS is five(5) years with an option to CARE to convert any time after three(3) years at face value. The OCCRPS shall be non- participating and hence do not have any right to participate in surplus profits. The OCCRPS do not have right to participate in surplus assets and profits on winding up, which may remain after the entire capital has been repaid; Arreas of fixed cumulative dividend on preference shares including corporate tax thereon as at March 31,2017 is Rs.58.824/-(PY Rs Nil). Redemption put option available to CARE after 3 or 5 years. If redeemed after 3 years, redemption premium could be benchmarked to 3 year G-sec prevailing at that time plus mark-up of 3%. If after 5 years, redemption premium could be benchmarked to 5 year G-sec yield prevailing at that time plus mark-up of 3%

**c. Details of shares held by the holding company is set out below:**

Particulars	March 31, 2017		March 31, 2016	
	Number	Amount	Number	Amount
Equity Shares Credit Analysis & Research Limited	8,013,500	80,135,000	8,013,500	80,135,000
Preference Shares Credit Analysis & Research Limited	5,000,000	50,000,000	-	-

d. Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date - Nil

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

Particulars	March 31, 2017		March 31, 2016	
	Number of Shares	Percentage of holding	Number of Shares	Percentage of holding
Equity Shares Credit Analysis & Research Limited	8,031,500	100.00	8,031,500	100.00
Preference Shares Credit Analysis & Research Limited	5,000,000	100.00	-	-



# CARE Kalypto Risk Technologies and Advisory Services Private Limited

CIN NO :U74210MH1999PTC118349

## Notes to the financial statements

<i>(All amounts in Rupees, unless otherwise stated)</i>	As at March 31, 2017	As at March 31, 2016
---------------------------------------------------------	-------------------------	-------------------------

### 4 Reserves and surplus

Deficit in the Statement of profit and loss		
Balance as at the beginning of the year	(39,393,604)	(68,643,742)
Add : Profit/(loss) for the year	(39,663,269)	29,250,138
Net deficit in the statement of profit and loss	(79,056,873)	(39,393,604)
<b>Total Reserves &amp; Surplus</b>	<b>(79,056,873)</b>	<b>(39,393,604)</b>

### 5 Long-term provisions

Provision for employee benefits		
Gratuity	1,828,291	1,745,044
	<b>1,828,291</b>	<b>1,745,044</b>

### 6 Other current liabilities

Unearned revenue from customers	11,380,202	9,698,435
Statutory Dues	1,104,244	1,762,861
Sundry Creditor for Expenses	6,931,857	39,093,436
Advance Received From Customers	980,239	140,000
Other Liabilities	39,535	355,388
	<b>20,436,077</b>	<b>51,050,120</b>

### 7 Short-term provisions

Provision for employee benefits		
Provision for Gratuity	142,365	137,842
Provision for Compensated Absences	829,555	473,126
Provision for Salary & Performance Related Pay	277,625	1,812,000
	<b>1,249,545</b>	<b>2,422,968</b>



CARE Kalypto Risk Technologies and Advisory Services Private Limited

CIN NO :U74210MH1999PTC118349

CARE Kalypto Risk Technologies and Advisory Services Private Limited CIN NO :U74210MH1999PTC118349

Notes to the financial statements

8 Fixed assets

	Gross block			Accumulated depreciation / amortisation on				Net block	
	As at 01-Apr-16	Additions during the year	Deletions/ Disposals during the year	As at 31-Mar-17	As at 01-Apr-16	For the year	On deletions/ disposals during the year	As at 31-Mar-17	As at 31-Mar-16
<b>Tangible assets</b>									
Leasehold improvements	1,076,250	-	-	1,076,250	535,726	246,284	-	782,010	294,240
Computers	3,192,602	365,883	-	3,558,485	2,617,170	493,857	-	3,111,027	447,458
Furniture and fixtures	1,898,650	-	-	1,898,650	597,182	335,751	-	932,934	965,717
Office equipments	1,031,080	34,779	-	1,065,859	494,405	256,601	-	751,006	314,853
Electrical Installations	1,139,775	-	-	1,139,775	332,163	209,055	-	541,218	598,557
<b>Total</b>	<b>8,338,357</b>	<b>400,662</b>	<b>-</b>	<b>8,739,020</b>	<b>4,576,646</b>	<b>1,541,549</b>	<b>-</b>	<b>6,118,195</b>	<b>2,620,824</b>
<b>Intangible assets</b>									
Computer Software	1,488,065	853,998	-	2,342,063	691,759	922,874	-	1,614,633	727,432
Software development	30,205,295	-	-	30,205,295	30,205,295	-	-	30,205,295	-
<b>Total</b>	<b>31,693,360</b>	<b>853,998</b>	<b>-</b>	<b>32,547,358</b>	<b>30,897,054</b>	<b>922,874</b>	<b>-</b>	<b>31,819,928</b>	<b>727,432</b>
<b>Grand Total</b>	<b>40,031,717</b>	<b>1,254,660</b>	<b>-</b>	<b>41,286,378</b>	<b>35,473,700</b>	<b>2,464,422</b>	<b>-</b>	<b>37,938,123</b>	<b>3,348,256</b>

	Gross block			Accumulated depreciation / amortisation on				Net block	
	As at 01-Apr-15	Additions during the year	Deletions/ Disposals during the year	As at 31-Mar-16	As at 01-Apr-15	For the year	On deletions/ disposals during the year	As at 31-Mar-16	As at 31-Mar-15
<b>Tangible assets</b>									
Leasehold improvements	1,076,250	-	-	1,076,250	83,298	452,428	-	535,726	540,524
Computers	2,642,626	549,976	-	3,192,602	1,932,942	684,228	-	2,617,170	575,432
Furniture and fixtures	1,898,650	-	-	1,898,650	144,159	453,024	-	597,182	1,301,468
Office equipments	887,871	143,209	-	1,031,080	92,075	402,331	-	494,405	536,675
Electrical Installations	1,139,775	-	-	1,139,775	50,088	282,075	-	332,163	807,612
<b>Total</b>	<b>7,645,173</b>	<b>693,185</b>	<b>-</b>	<b>8,338,358</b>	<b>2,302,561</b>	<b>2,274,085</b>	<b>-</b>	<b>4,576,646</b>	<b>3,761,711</b>
<b>Intangible assets</b>									
Computers Software	777,399	710,666	-	1,488,065	154,115	537,644	-	691,759	796,307
Software development	30,205,295	-	-	30,205,295	30,205,295	-	-	30,205,295	-
<b>Total</b>	<b>30,982,694</b>	<b>710,666</b>	<b>-</b>	<b>31,693,360</b>	<b>30,359,410</b>	<b>537,644</b>	<b>-</b>	<b>30,897,054</b>	<b>796,307</b>
<b>Grand Total</b>	<b>38,627,867</b>	<b>1,403,851</b>	<b>-</b>	<b>40,031,718</b>	<b>32,661,971</b>	<b>2,811,729</b>	<b>-</b>	<b>35,473,700</b>	<b>4,558,018</b>



**CARE Kalypto Risk Technologies and Advisory Services Private Limited**  
CIN NO :U74210MH1999PTC118349

**Notes to the financial statements**

<i>(All amounts in Rupees, unless otherwise stated)</i>		As at March 31, 2017	As at March 31, 2016
<b>9</b>	<b>Long term Loans and Advances</b> <i>(Unsecured, considered good)</i>		
	Deposit		
	Rental deposit	1,050,000	1,050,000
	(Advance Tax [net of provision for tax Rs. 6,470,028 (Previous Year Rs. 6,470,028)])	3,714,513	9,005,739
	MAT Credit Entitlement	5,218,700	5,218,700
		<b>9,983,213</b>	<b>15,274,439</b>
<b>10</b>	<b>Deferred Tax Assets (Net)</b>		
	<u>Deferred Tax Assets</u>		
	Depreciation on Fixed Assets	1,513,121	1,614,883
	Leave Encashment	287,109	163,739
	Provision for bad & doubtful debts	1,272,971	918,900
	Rent Equilisation	122,091	69,022
	Expenses disallowed		6,302
	Gratuity	682,044	651,629
		<b>3,877,336</b>	<b>3,424,476</b>
<b>11</b>	<b>Current Investments</b>		
	Unquoted Liquid Funds		
	7994.93 Units (PY NIL) of DSP Black Rock Liquidity Fund-Direct Plan- Daily Dividend Reinvest	8,001,389	-
		<b>8,001,389</b>	-
	Aggregate amount of unquoted investments	<b>8,001,389</b>	
<b>12</b>	<b>Trade Receivables</b> <i>(Unsecured)</i> <b>Considered good</b>		
	Debts outstanding for a period exceeding six months from the date they are due for payment	3,630,953	5,712,303
	Others	17,454,780	8,047,901
	<b>Total Debtors (Considered Good)</b>	<b>21,085,733</b>	<b>13,760,204</b>
	<b>Considered doubtful</b>		
	Debts outstanding for a period exceeding six months from the date they are due for payment	3,678,044	2,655,167
	Others	-	-
	<b>Total Debtors (Considered Doubtful)</b>	<b>3,678,044</b>	<b>2,655,167</b>
	<b>Total Debtors</b>	<b>24,763,777</b>	<b>16,415,371</b>
	Less: Provision for doubtful debts	(3,678,044)	(2,655,167)
	<b>Total</b>	<b>21,085,733</b>	<b>13,760,204</b>
<b>13</b>	<b>Cash and Bank Balances</b>		
	Cash and cash equivalents		
	Cash in hand	11,406	134,308
	in current account	1,645,769	5,194
	<u>Other Bank Balances</u>		
	in deposit account	2,001,415	3,865,590
	In earmarked deposit	800,000	-
		<b>4,458,590</b>	<b>4,005,092</b>
	Deposits accounts with more than 12 months maturity	800,000	-
<b>14</b>	<b>Short-term loans and advances</b> <i>(Unsecured and considered good)</i>		
	Rental deposit	-	50,000
	Earnest Money Deposit	150,000	285,000
	Service Tax, VAT	5,225,271	4,020,685
	Prepaid expenses	363,797	116,041
	Travel advance	357,560	25,000
	Staff Advance	118,140	251,000
		<b>6,214,768</b>	<b>4,747,726</b>
<b>15</b>	<b>Other current assets</b>		
	Interest accrued	11,885	7,991
	Other Receivables*	176,502	-
	Unbilled revenue	22,661,282	60,216,582
		<b>22,849,669</b>	<b>60,224,573</b>

\* includes amount due from Credit Analysis & Research Limited Rs 1,46,931/-



# CARE Kalypto Risk Technologies and Advisory Services Private Limited

CIN NO :U74210MH1999PTC118349

## Notes to the financial statements

<i>(All amounts in Rupees, unless otherwise stated)</i>	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>16 Revenue From Operations</b>		
Sale of Licence and services	53,253,060	140,960,563
Consultancy Services	8,359,423	4,109,068
Other operating revenue	815,230	1,787,748
	<u>62,427,713</u>	<u>146,857,379</u>
<b>17 Other income</b>		
Interest income	110,984	158,518
Dividend Income	1,389	20,597
Profit on sale of Investment	-	3,298
Other income	-	6,550
Foreign exchange gain	-	661,136
	<u>112,373</u>	<u>850,099</u>
<b>18 Employee benefits expense</b>		
Salaries and wages	37,357,383	35,358,937
Contributions to provident and other funds ( Refer Note 28)	1,976,863	1,799,168
Gratuity (Refer Note 28)	866,622	604,384
Staff welfare expenses	403,106	391,452
	<u>40,603,974</u>	<u>38,153,941</u>
<b>19 Administrative &amp; Other Expenses</b>		
Travelling and conveyance	16,717,813	13,727,827
Rent	3,086,324	3,021,175
Professional fees	14,272,935	33,898,508
Repairs & Maintenance	467,247	745,765
Electricity	601,200	542,434
Rates & Taxes	11,758,126	262,610
Commission	6,172,938	25,029,689
Auditor's Remuneration	-	-
- Statutory Audit	450,519	550,000
- Tax Audit	50,000	100,000
Telephone, Postage and courier	1,207,507	691,563
Director's sitting fees	45,225	40,000
Foreign exchange Loss	562,746	-
Provision for Bad & Doubtful Debts	1,361,166	291,687
Insurance Premium	752,339	481,261
Miscellaneous expenses	1,650,723	1,533,627
	<u>59,156,806</u>	<u>80,916,146</u>





CARE Kalypto Risk Technologies and Advisory Services Private Limited  
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**Notes to the financial statements**

**20 Contingent Liability & Commitments**

<i>(All amounts in Rupees, unless otherwise stated)</i>	March 31, 2017	March 31, 2016
For Claims against the company not acknowledged as Debt on account of Income Tax	-	8,358,107
Bank Guarantee Issued	664,595	-

**21 Earnings per share**

<i>(All amounts in Rupees, unless otherwise stated)</i>	March 31, 2017	March 31, 2016
(i) Net Profit/(Loss) after tax	(39,663,269)	29,250,138
Less Preference Dividend	(1,128)	
Less DDT	(195)	
Net Profit/(Loss) to Equity Share holders	(39,664,592)	29,250,138
(ii) Number of weighted average equity shares outstanding during the year	8,013,500	8,013,500
Basic earnings (in rupees) per share of face value Rs 10 (i / ii)*	(4.95)	3.65
(iii) Number of weighted average equity shares outstanding during the year	8,109,390	8,013,500
Diluted earnings (in rupees) per share of face value Rs 10 (i / iii)*	(4.95)	3.65

\*As per AS 20, potential equity shares, if anti-dilutive are to be ignored in the calculation of diluted EPS. Hence the diluted EPS reported is same as basic EPS in the statement of Profit & Loss.

**22 Operating Lease**

The Company has taken commercial properties under operating lease or leave and license agreements. These are generally non-cancelable and ranges between 11 months and 5 years under leave and license, or longer for the lease and are renewable by mutual consent on mutually agreeable terms. The Company has given refundable interest free security deposits under certain agreements.

The lease payment are recognized in the statement of profit and loss under rent in Note 19 - other Expenses.

The future minimum lease payments under non-cancelable operating lease is given below:

Lease payments	For the year ended March 31, 2017	For the year ended March 31, 2016
Lease rent expense	3,086,324	3,021,175
Not later than one year	2,178,750	2,100,000
Later than one year but not later than 3 years	2,457,264	4,636,014

**23 Disclosure is in accordance with Accounting Standard - 18 Related Party Transaction**

**Parties where control exist :**

Holding company Credit Analysis and Research Limited

**Other related parties with whom transactions have taken place during the year :**

Key management personnel 1. Puneet Talwar - Chief Executive Officer

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<i>Managerial remuneration</i>		
Puneet Talwar	5,493,002	5,814,692
<i>Reimbursement of expenses</i>		
Puneet Talwar	875,945	1,700,145
<i>Transaction with Holding Company during the year</i>		
Credit Analysis and Research Limited		
Reimbursement of expense	9,790,904	16,424,671
Advance received and repaid during the year	3,500,000	-
Loan received and repaid during the year	10,000,000	-
Interest on Loan	431,013	-
Professional fees received	977,500	-
Purchase of asset	-	33,750
Consultancy Fees	127,750	-
50,00,000 0.1% Optionally Convertible Cumulative Redeemable Preference (OCCRPS) of Rs 10/- each.	50,000,000	-
<i>Outstanding Balances as on year end</i>		
Payable to Credit Analysis and Research Limited	-	33,064,672
Receivable from Credit Analysis and Research Limited	146,931	-
Equity Shares	80,135,000	80,135,000
50,00,000 0.1% Optionally Convertible Cumulative Redeemable Preference (OCCRPS) of Rs 10/- each	50,000,000	-

# Remuneration does not include provision made for gratuity since the same is provided for the company as a whole based on independent actuarial valuation.



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Notes to the financial statements

24 Expenditure (on accrual basis) in foreign currency <i>(All amounts in Rupees, unless otherwise stated)</i>	For the year ended March 31,2017	For the year ended March 31,2016
On travel	10,500,887	6,843,863
On commission	6,172,938	25,029,689
On others	-	1,861,112
	<b>16,673,825</b>	<b>33,734,664</b>

25 Earnings in foreign exchange on accrual basis <i>(All amounts in Rupees, unless otherwise stated)</i>	For the year ended March 31,2017	For the year ended March 31,2016
Revenue from sale of licenses and services	44,316,734	110,802,404

26 Particulars of unhedged foreign currency exposures <i>(All amounts in Rupees, unless otherwise stated)</i>	Currency	As at March 31,2017		As at March 31,2016	
		Amount in Foreign currency	Amount INR	Amount in Foreign currency	Amount INR
<b>Description</b>					
Debtors	USD	138,787	8,998,394	207,317	13,712,506
Debtors	LKR	36,613,220	15,418,925		
Unearned Revenue ( license, implementation fees & Customisation fees)	USD	15,000	972,579	525	35,038
Unearned Revenue ( license, implementation fees & Customisation fees)	LKR	1,592,086	670,475		
Advance annual maintenance charges	USD	163,682	10,612,894	133,918	8,857,711
Unbilled revenue	LKR	40,791,633	17,178,580	112,066,500	48,962,976
Unbilled revenue	USD	52,105	3,378,280	71,666	4,740,218
Cash on hand	USD	-	-	1,995	122,673
Bank balance in current account	USD	6,352	411,822	2,637	174,385



## 27 Segment Reporting

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organisational structure as well as differential risk and returns of these segments.

The Company has considered business segment as the primary segment for disclosure. The Company's geographic segmentation is based on location of customers and comprises United Arab Emirates ('UAE') and Africa, Sri Lanka and India. Revenue in relation to geographic segments is categorised based on the location of the specific customer entity for which the services are performed irrespective of whether the services are delivered onsite or offshore. Categorisation of customer related assets in relation to geographic segments is based on the location of the specific customer entity which is billed for services

### Information about Primary Business Segments

Particulars	For the year ended 31st March, 2017			For the year ended 31st March, 2016		
	External	Intersegment	Total	External	Intersegment	Total
<b>a</b>						
Segment Revenue						
Risk solutions	53,879,385	-	53,879,385	142,627,330	-	142,627,330
Advisory	8,548,327	-	8,548,327	4,230,049	-	4,230,049
Total Segmental Revenue	62,427,713	-	62,427,713	146,857,379	-	146,857,379
<b>b</b>						
Segment Results (Profit before Finance Costs and Tax)						
Risk solutions	(41,443,514)	-	(41,443,514)	30,835,031	-	30,835,031
Advisory	2,744,853	-	2,744,853	(4,730,165)	-	(4,730,165)
Total Segment Result	(38,698,661)	-	(38,698,661)	26,104,866	-	26,104,866
Less: Finance Costs	431,013	-	431,013	-	-	-
Add: Other Un-allocable Income - Net	(986,455)	-	(986,455)	(279,204)	-	(279,204)
Profit before Tax	(40,116,129)	-	(40,116,129)	25,825,662	-	25,825,662
<b>c</b>						
Segment Assets						
Risk solutions						
- Debtors	20,975,117	-	20,975,117	11,978,711	-	11,978,711
-Unbilled Revenue	22,661,282	-	22,661,282	60,216,582	-	60,216,582
Advisory						
- Debtors	110,616	-	110,616	1,781,493	-	1,781,493
-Unbilled Revenue	-	-	-	-	-	-
Less : Elimination						
Unallocated Assets	36,071,939	-	36,071,939	32,017,742	-	32,017,742
Total Assets	79,818,954	-	79,818,953	105,994,528	-	105,994,528
<b>d</b>						
Segment Liabilities						
Risk solutions						
-Provision for expenses	10,531,672	-	10,531,672	10,035,000	-	10,035,000
-Unearned Revenue	11,380,202	-	11,380,202	9,698,435	-	9,698,435
Advisory						
-Provision for expenses	277,625	-	277,625	212,000	-	212,000
Advance received from Customer	980,238	-	980,238	140,000	-	140,000
Less : Elimination						
Unallocated Liabilities	5,571,089	-	5,571,089	45,167,697	-	45,167,697
Total Liabilities	28,740,827	-	28,740,827	65,253,132	-	65,253,132

### Information about Secondary Business Segment

	As at				
	For the year ended March 31, 2017				
	India	UAE & Africa	Srilanka	Far East	Total
Revenue from Operation	17,295,749	9,457,825	33,523,116	1,335,793	61,612,483
Unallocated Revenue					815,230
Total Revenue from operations					62,427,713
Sundry Debtors	13,059,541	3,995,540	3,382,306	648,386	21,085,772
Unbilled revenue	2,104,299	-	20,556,983	-	22,661,282
Unallocated Assets					36,071,900
Total Assets					79,818,954

	As at				
	For the year ended March 31, 2016				
	India	UAE & Africa	Srilanka	Far East	Total
Revenue from Operation	26,431,421	22,849,939	94,478,086	1,310,185	145,069,631
Unallocated Revenue	1,531,775		255,973		1,787,748
Total Revenue from operations					146,857,379
Sundry Debtors	2,702,930	7,966,151	2,177,030	914,094	13,760,205
Unbilled revenue	6,513,388	2,698,792	51,004,401	-	60,216,581
Unallocated Assets					32,017,742
Total Assets					105,994,528



CARE Kalypto Risk Technologies and Advisory Services Private Limited  
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Notes to the financial statements

28 Employee benefits

(a) Contribution to provident funds

Defined contribution plan

Contribution to defined contribution plan, recognised as expense as at March 31, 2017 are as under:  
Employer's contribution to provident fund Rs. 1,976,863 (PY: 1,799,168)

(b) Gratuity (Defined benefit plan)

The Company has not funded its gratuity liability. The scheme provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service, maximum amount of

The following table sets out the status of gratuity plan and the amount recognised in the Company's financial statements based on actuarial valuation.

(i) Change in the present value of the defined benefit obligations

	As at March 31, 2017	As at March 31, 2016
Defined benefit obligation, beginning of the year	1,882,885	1,278,501
Current service cost	675,348	576,423
Interest Cost	109,172	102,280
Actuarial (Gain)	82,102	(74,319)
Benefits paid	(778,851)	-
Defined benefit obligation, end of the year	1,970,656	1,882,885

(ii) Change in the fair value of plan assets

	As at March 31, 2017	As at March 31, 2016
Fair value of plan asset, beginning of the year	-	-
Expected return on the plan assets	-	-
Employer's contribution	778,851	-
Benefits paid	(778,851)	-
Actuarial gain	-	-
Fair value of plan asset, end of the year	-	-
Excess of obligation over plan asset	-	-

(iii) Net Gratuity cost

	For the year ended March 31, 2017	For the year ended March 31, 2016
Current service cost	675,348	576,423
Interest on defined benefit obligation	109,172	102,280
Expected return on plan assets	-	-
Net actuarial (gain) recognised during the year	82,102	(74,319)
Net Gratuity cost	866,622	604,384

(iv) Balance Sheet reconciliation

	As at March 31, 2017	As at March 31, 2016
Net liability, beginning of the year	1,882,885	1,278,501
Gratuity cost as above	866,622	604,384
Benefits paid	(778,851)	-
Amount recognised in the Balance Sheet	1,970,656	1,882,885
Current portion	142,365	137,842
Non-Current portion	1,828,291	1,745,044

(v) Assumptions used in accounting for the gratuity plan

	As at March 31, 2017	As at March 31, 2016
Discount Rate (p.a.)	7.31%	8.00%
Attrition rate (p.a.)	5.00%	5.00%
Salary escalation rate (p.a.)	6.00%	6.00%

(vi) Experience Adjustments

	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Present value of defined benefit obligation	1,970,656	1,882,885	1,278,501	1,877,136	1,531,650
Fair value of the Plan asset	-	-	-	-	-
Deficit in the Plan	(1,970,656)	(1,882,885)	(1,278,501)	(1,877,136)	(1,531,650)
Actuarial (gain)/loss due to change in assumptions:	-	-	-	-	-
Experience actuarial (gain)/loss adjustments on:	-	-	-	-	-
Plan Liabilities	82,102	(74,319)	(93,864)	(90,460)	(48,173)
Plan Assets	-	-	-	-	-



Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises.

On the basis of information and records available with the management, there are no outstanding dues to the Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as set out below:

Particulars	Amount Rs.	
	For the year ended March 31, 2017	For the year ended March 31, 2016
Principal amount and interest due thereon remaining unpaid to any supplier as at the year end	-	-
Amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act')	-	-
Amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
Amount of Interest accrued and remaining unpaid at the end of the accounting year	-	-

Details of Specified Bank Notes (SBN) held and transacted during the period 08 Nov, 2016 to 30 Dec, 2016.

30 [Refer Statutory requirement under notification no G.S.R 308 (E) of MCA dated 30th March, 2017.

Particulars	SBN's	Other Denomination	Total
Closing cash in hand as on 08 Nov, 2016	4000	4374	8374
Add: Permitted receipts	0	110331	110331
Less: Permitted Payments	0	99207	99207
Less: Amount deposited in Banks	4000	331	4331
Closing cash in hand as on 30 Dec, 2016	0	15167	15167

### 31 Other Significant notes

- (i) The Company has a process whereby periodically all long term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/accounting standards for material foreseeable losses on such long term contracts has been made in the books of account.
- (ii) The Company's pending litigations comprise of claims by or against the Company primarily by the tax and other government authorities. The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results. In respect of litigations, where the management assessment of a financial outflow is probable, the Company has made adequate provision in the financial statements and appropriate disclosure for contingent liabilities is given in Note 20.
- (iii) The previous year's figures have been reclassified / regrouped to confirm to this year's classification.

For Khimji Kunvesji & Co.  
Chartered Accountants  
FRN - 105146 W

Gautam V Shah  
Partner (F - 117348)  
Mumbai  
Date: May 12, 2017

For and on behalf of the Board of Directors

Mehul Pandya  
DIN No-07610232  
Director

Puneet Talwar  
Chief Executive Officer

Rajesh Mokashi  
DIN No-02781355  
Director

Lalit Pophale  
DIN No-05240078  
Director

Sonia Thakur  
A40393  
Company Secretary