R. N. SARAF & CO. CHARTERED ACCOUNTANTS 2659/2, GURDWARA ROAD, KAROL BAGH NEW DELHI 110 005

# <u>AUDITORS' REPORT TO THE MEMBERS OF MINDA MANAGEMENT SERVICES</u> <u>LIMITED</u>

# Report on the Financial Statements

We have audited the accompanying financial statements of Minda Management Services Limited ("the company"), which comprise the Balance Sheet as at 31 March, 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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 (the Act) with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with the Rule 7 of the Companies(Accounts) Rules ,2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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; and 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

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



#### <u>AUDITORS' REPORT TO THE MEMBERS OF MINDA MANAGEMENT SERVICES</u> LIMITED

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2017;
- b) In the case of the statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



# <u>AUDITORS' REPORT TO THE MEMBERS OF MINDA MANAGEMENT SERVICES</u> <u>LIMITED</u>

# Report on Other Legal and Regulatory Requirements

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 enclose in the Annexure 'A' statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

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; and the report on the accounts of the branch offices audited under section 143(8) by a person other than the company's, has been forwarded to us as required by clause (c) of subsection (3) of section 143 and have been dealt with in preparing our report in the manner considered necessary by us.
- 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 aforesaid financial statements comply with the Accounting Standards specified in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 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 'B' and
- 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 Auditor's) 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 litigation on its financial position in its financial statements.
  - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts.



#### AUDITORS' REPORT TO THE MEMBERS OF MINDA MANAGEMENT SERVICES LIMITED

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv The Company had provided requisite disclosure in its financial statements as to holding as well as dealing in Specified Bank Notes during the period 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company.

FOR R.N.SARAF & CO. **CHARTERED ACCOUNTANTS** 

(Registration No. 002023N)

Place: New Delhi Date: 16<sup>th</sup> May 2017

R-N/11.

R.N. SARAF, F.C.A. (Membership No. 12439)

#### R. N. SARAF & CO.

CHARTERED ACCOUNTANTS 2659/2, GURDWARA ROAD, KAROL BAGH NEW DELHI 110 005

# ANNEXURE 'A' TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBER OF MINDA MANAGEMENT SERVICES LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2017

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:-

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of fixed assets.
  - (b) The fixed assets has been physically verified by the management at the year end. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
  - (c) The company does not own an immovable property hence, particulars of title deed does not apply.
- (ii) As explained to us, the inventories has been periodically physically verified by the management. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
- (iii) The company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Consequently, the requirement of clause 3(iii) (a), (b) and (c) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (iv) According to information and explanations given to us and based on audit procedures performed, we are of the opinion that provisions of section 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans, investments and guarantees given by the Company. There are no securities provided by the company as specified under section 185 and 186 of the companies act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits from the public.
- (vi) The nature of the Company's business is such that maintenance of cost records specified by the central Government under sub section (1) of section 148 of the Companies Act, is not applicable.



# ANNEXURE 'A' TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBER OF MINDA MANAGEMENT SERVICES LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2017

- (vii)(a) According to the records, information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable to it and no undisputed amounts payable were outstanding as at 31 March, 2017 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us, there are no disputed dues in respect of income tax, sales-tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited with appropriate authorities.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. There were no dues repayable to debenture holders, government and financial institutions.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company; accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable accounting standards.



# ANNEXURE 'A' TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBER OF MINDA MANAGEMENT SERVICES LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2017

- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR R.N.SARAF & CO. CHARTERED ACCOUNTANTS (Registration No. 002023N)

Place: New Delhi

Date: 16th May, 2017

R.N. SARAF, F.C.A.

(Membership No. 12439)

R. N. SARAF & CO. CHARTERED ACCOUNTANTS 2659/2, GURDWARA ROAD, KAROL BAGH NEW DELHI 110 005

ANNEXURE B TO THE AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF THE MINDA MANAGEMENT SERVICES LIMITED ON THE INTERNAL FINANACIAL 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 MINDA MANAGEMENT SERVICES LIMITED("the Company") as of 31 March 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 ('ICAI'). 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 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 Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the effectiveness of the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, and, both issued by the Institute of Chartered Accountants of India. 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 judgment, 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 Company's 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 31 March 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: 16th May, 2017

Regn. No. 002023 N NEW DELHI FOR R.N.SARAF & CO. CHARTERED ACCOUNTANTS (Registration No. 002023N)

R.N. SARAF, F.C.A. (Membership No. 12439)

# Minda Management Services Limited Balance Sheet as at 31st March, 2017

Particulars	Note	As at 31 March, 2017	As at 31 March, 2016
Farticulars		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			75,000,000
(a) Share capital	3.1	55,000,000	55,000,000
(b) Reserves and surplus	3.2	50,198,007	67,202,676
Non-current liabilities			
(a) Long-term provisions	3.3	14,316,253	17,431,504
Current liabilities			
(a) Short-term borrowings	3.4	79,465,985	79,402,582
(b) Trade payables	3.5	21,110,287	16,266,565
(c) Other current liabilities	3.6	19,628,794	16,600,590
(d) Short-term provisions	3.7	4,571,809	630,733
	TOTAL	244,291,135	252,534,650
ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	3.8.A	12,756,649	
(ii) Intangible assets	3.8.B	932,218	<b>I</b>
(b) Non-current investments	3.9	901	1
(c) Deferred tax assets (net)	3.10	18,535,400	10,066,700
Current assets			144,000 775
(a) Trade receivables	3.11	113,825,910	
(b) Cash and cash equivalent	3.12	4,240,277	1
(c) Short-term loans and advances	3.13	93,976,405	
(d) Other current assets	3.14	23,374	33,972
	TOTAL	244,291,135	5 252,534,650

As per our report of even date

For R.N.Saraf & Co
Chartered Accountants
(Registration No. 002023N)

R. N. Saraf, F.C.A. Membership No. 12439

Place: New Delhi Date: 16th May, 2017 For and on behalf of the Board of Directors

ACLANCION A

Ashok Minda

Din: 00054727

Director

Ajay Sancheti Director

Din: 00055472

(D, ar)

Shalu Garg

Company Secretary, ACS No. 40155

#### Minda Management Services Limited Statement of profit and loss for the year ended 31st March, 2017

	Particulars	Note	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	·		₹	₹
	Revenue from operations			
	Revenue from operations	3.15	321,042,713	328,574,667
	Total revenue from operations		321,042,713	328,574,667
П	Other Income	3.16	3,328,070	2,160,109
III	Total revenue (I + II)		324,370,783	330,734,776
IV	Expenses			
	Purchases of stock-in-trade		6,548,727	_
	Employee benefits expense	3.17	182,680,109	169,430,912
	Finance costs	3.18	8,396,490	6,346,988
	Depreciation and amortization expense	3.19	5,409,227	5,091,887
	Other expenses	3.20	146,700,269	141,069,164
	Total expenses		349,734,822	321,938,952
v	Profit/(Loss) before tax (III - IV)		(25,364,038)	8,795,825
VI	Tax expense			
	Current tax		-	5,000,000
	Earlier Years		109,330	-
	Deferred tax liability / (Assets)		(8,468,700)	(1,696,800)
VII	Profit/(Loss) for the year (V - VII)		(17,004,668)	5,492,625
VIII	Earnings per equity share (before extraodinary item)			
·	Basic		(3.09)	1.00
	Diluted		(3.09)	1
IX	Earnings per equity share (after extraodinary item)			
	Basic		(3.09)	1.00
	Diluted		(3.09)	•

As per our report of even date

For R.N.Saraf & Co Chartered Accountants (Registration No. 002023N)

R. N. 11.1-R. N. Saraf, F.C.A. Membership No. 12439

Regn. No. 002023 N

Place: New Delhi Date: 16th May, 2017 For and on behalf of the Board of Directors

Ashok Minda

Din: 00054727

Director

Ajay Sancheti Director

Din: 00055472

Shalu Ğarg

Company Secretary, ACS No. 40155

#### Minda Management Services Limited Cash Flow Statement for the year ended 31st March, 2017

÷ -	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(Loss) before taxation, and extra ordinary items	(25,364,038)	8,795,825
Adjustments for :-		
Depreciation and amortisation expense	5,409,227	5,091,887
Interest expense	8,162,802	6,173,666
Exchange Fluctuation (Profit)/Loss (net)	1,189,467	(1,819,055)
(Profit)/loss on sale of assets (net)	178,730	(303,308)
Interest income	3,328,070	37,746
Operating profit before working capital changes	(7,095,744)	17,976,761
Movement in working capital :-		
Decrease/(increase) in trade receivable	29,218,379	(18,008,766)
Decrease/(increase) in short term loans and advances	(13,571,001)	(955,506)
Decrease/(increase) in other Current Assets	10,598	(33,972)
(Decrease)/increase in trade payable and current liabilities	7,871,926	2,019,941
(Decrease)/increase in provision	825,825	4,514,543
Cash used in operating activities	17,259,982	5,513,001
Taxes paid	6,851,127	22,852,430
Net Cash used in operating activities	10,408,855	(17,339,429)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	(3,328,070)	(37,746)
Purchase of fixed assets	(2,257,511)	(7,073,294)
Sale of fixed assets	152,220	1,508,506
Net cash from/(used in) investing activities	(5,433,360)	(5,602,534)
The cash from (used in) investing activities	(5,455,500)	(3,002,334)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(8,162,802)	(6,173,666)
Increase in borrowings (net)	63,403	29,732,968
Net cash from financing activities	(8,099,400)	23,559,302
D. Net Increase/(decrease) in cash and cash equivalents (A+B+C)	(3,123,905)	617,338
Cash and cash equivalents as at the beginning of the year	7,364,181	6,746,843
Cash and cash equivalents as at the end of the year	4,240,277	7,364,181
	(3,123,905)	617,338

As per our report of even date attached

Significant accounting policies and note to accounts

For R.N.Saraf & Co Chartered Accountants (Registration No. 002023N)

R. Wling R. N. Saraf, F.C.A. Membership No. 12439

Place: New Delhi Date: 16th May, 2017 For and on behalf of the Board of Directors

Ajay Sancheti Director

Din: 00055472

Ashok Minda Director

Din: 00054727

Shalu Garg

Company Secretary, ACS No. 40155

# Notes forming part of the financial statement for the year ended 31 March, 2017

#### ACCOUNTING POLICIES

#### 1. Background

Minda Management Services Limited ("the Company") was incorporated in India. The Company is primarily involved in providing management consultancy and business support services to the Mr.Ashok Minda Group Company.

#### 2. Basis of Preparation

The Financial Statements are prepared under the historical cost convention, in accordance with the generally accepted accounting principles, accounting standards notified under Section 133 of the Companies Act 2013 and the relevant provision thereof. All income and expenditure having a material bearing in the Financial Statements are recognized on accrual basis.

#### 3 Significant Accounting Policies

#### 3.01 Use of Estimates

The preparation of Financial Statement requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of Financial Statement and the reported amount of revenue and expenses during the reported period. Differences between the actual results and estimates are recognized in the period in which the results are known/ materialized.

#### 3.02 Fixed Assets

Fixed Assets are stated at cost of acquisition inclusive of duties, taxes and incidental expenses, erection / commissioning expenses etc. upto the date, assets are put to use.

#### 3.03 Depreciation/Amortization

Depreciation on fixed assets is provided over the useful life of the assets based on technological evaluation or the useful life for the tangible assets prescribed under Schedule II of Companies Act, 2013 is as under:

Office Equipment	5 years		
Furniture & Fixture	10 years		
Computer Hardware	3 years		
Computer Software	6 years		
Vehicle			
- New	8 years		
- Second Hand	4 years .		

The cost of Intangible assets is amortized over a period of six years the estimated economic life of the assets.



#### 3.04 Impairment

The Company reviews the carrying amounts of its fixed assets annually to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment Loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows expected from the continuing use of the asset and from its ultimate disposal are discounted to their present values using a pre-determined discount rate that reflects the current market assessments of the time value of money and risks specific to the assets.

An impairment loss to be charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

#### 3.05 Foreign Currency Transaction

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Exchange differences arising on foreign currency transactions settled during the year are recognized in the statement of profit and loss. Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date, are translated at year end rates. Non-monetary assets are recorded at the rates prevailing on the date of the transaction

#### 3.06 Retirement Benefit

Provision for Gratuity/Leave Encashment Benefits has been made on the basis of actuarial valuation.

#### 3.07 Investment

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as noncurrent investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current/non-current classification scheme of revised Schedule VI. Long term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments i.e., equity shares, preference shares, convertible debentures etc

Any reduction in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

#### 3.08 Liabilities

All liabilities are provided for in the accounts except liabilities of contingent nature which are disclosed in the notes to account.



#### 3.09 Taxation

- a) The provision for Income Tax for the year is based on the assessable profit as Computed in accordance with the Income Tax Act 1961 / Rules, 1962.
- b) Deferred Tax is recognized subject to consideration, of prudence on timing differences being the difference between taxable income and accounting income that originate in one period and capable of reversal in one or more subsequent periods.



#### 3.1 SHARE CAPITAL

Particulars	As at 31 March, 2017 ₹	As at 31 March, 2016 ₹
3.1.1 Authorised		
60,00,000 equity shares of ₹. 10 each	60,000,000	60,000,000
	60,000,000	60,000,000
3.1.2 Issued, subscribed and paid up		
55,00,000 equity shares of ₹. 10 each	55,000,000	55,000,000
	55,000,000	55,000,000

## 3.1.3 Reconciliation of share capital outstanding as at the beginning and at the end of the year

Equity shares of Rs. 10 each fully paid up Particulars	As at 31 Ma	rch, 2017	As at 31 Ma	rch, 2016
	Number of		Number of	
	shares	Amount (₹.)	shares	Amount (₹.)
Balance as at the beginning of the year	5,500,000	55,000,000	5,500,000	55,000,000
Add: Shares issued during the year	-	•	-	-
Balance as at the end of the year	5,500,000	55,000,000	5,500,000	55,000,000

#### 3,1.4 Disclosure pursuant to note 6(A)(f) of Part I of Schedule III to the Companies Act, 2013

Equity shares of Rs. 10 each fully paid up			
Name of the entity	Relation with the	As at 31 March, 2017	As at 31 March, 2016
	Company	Number of shares	Number of shares
Minda Corporation Limited and its nominee	Holding Company	5,500,000	5,500,000
		5,500,000	5,500,000

#### 3.1.5 Details of shareholder holding more than 5% shares as at year end

Name of shareholder	As at 3	As at 31 March, 2017		As at 31 March, 2016	
	% of holdings	No. of shares held	% of holdings	No. of shares held	
Minda Corporation Limited and its nominee	100	5,500,000	100	5,500,000	
	100	5,500,000		5,500,000	

3.1.6 The Comapany has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share.



2 RESERVES AND SURPLUS	As at 31 March, 2017	As at 31 March, 2016
articulars	₹	₹
.2.1 Surplus in statement of profit and loss Dening balance	67,202,676 (17,004,668)	61,710,051 5,492,625
Add: Profit/ (Loss) for the year	50,198,007	67,202,676
3.3 LONG TERM PROVISIONS		
3.3 LONG TERM PROVISIONS Particulars	As at 31 March, 2017 ₹	As at 31 March, 2016 ₹



Notes forming part of the financial statement for the year ended 31st March, 2017

#### 3.4 SHORT TERM BORROWINGS

		As at 31 March, 2017	As at 31 March, 2016
Particulars	Footnote	₹	₹
			······································
3.4.1 Secured			
Kotak Mahindra Bank		79,216,754	47,739,268
Yes Bank Limited		249,231	25,010,438
		79,465,985	72,749,706
3.4.2 Unsecured			
from Minda Corporation Limited- Holding Company		-	6,652,876
		•	6,652,876
		79,465,985	79,402,582

#### Refer to Note:

- Overdraft from Kotak Mahindra Bank is secured by hypothecation on the entire current assets of the Company both present and future. It is further guaranteed by Minda Corporation Limited, Holding Company.
- 2 Overdraft from Yes Bank Limited is secured by the corporate guaranteed given by Minda Corporation Limited, Holding Company.

#### 3.5 TRADE PAYABLES

	As at 31 March, 2017	As at 31 March, 2016
Particulars	₹	₹
Trade payables		
from micro and small enterprises (refer to note 1)		
-Minda Furukawa Electric Private Limied- related party	4,763,911	4,801,101
from others	16,346,376	11,465,464
	21,110,287	16,266,565
Refer Note: 1	<del></del>	

The Ministry of Micro and Small Enterprises has issued an Office Memorandum dated 26th August, 2008 which recommends that the Micro and the Small Enterprises should mention in their correspondence with its customers the Entrepreneurs' Memorandum Number as allocated after filing of the Memorandum. Based on the information available with the management, there are no overdue outstanding to Micro and Small Enterprises as defined in Micro, Small and Medium Enterprises Development Act, 2006. Further the company has not received any claim for interest from any supplier under the said Act.



#### 3.6 OTHER CURRENT LIABILITIES

	As at 31 March, 2017	As at 31 March, 2016
rticulars	₹	₹
Salary Payable	5,741,916	6,503,240
Other expenses	4,366,982	3,240,536
Statutory dues -Services Tax -Tax deducted at source -Social Security Taxes -Provident and other fund	119,933 7,732,522 - 1,667,440	233,835 4,994,564 120,924 1,507,491
	19,628,794	16,600,591

#### 3.7 SHORT TERM PROVISIONS

	As at 31 March, 2017	As at 31 March, 2016
Particulars	₹	₹
Provision for employee benefits		
Gratuity	2,229,120	206,284
Leave encashment	2,342,689	424,449
	4,571,809	630,733



Minda Management Services Limited Notes forming part of the financial statement for the year ended 31st March, 2017

# 3.8 FIXED ASSETS

		1	Τ										-	_
dock	Balance as at 31 March, 2016	(j) = (a-e)	₩	898 600	200,200	286,025	13,325,118	1,475,180	15,989,190	15,741,598		1,182,344	1,182,344	653,727
Net block	Balance as at 31 March, 2017	(h-b) = (j)	₩	650 810	200,000	507,209	9,596,864	1,338,569	12,756,649	15,989,190		932,218	932,218	1,182,344
	Balance as at 31 March, 2017	(h) = (e+f-g)	₩	155 109	100,100	240,821	9,857,086	4,223,619	15,223,058	10,513,879		2,375,695	2,375,695	2,002,223
Accumulated depreciation / Amortisation	Translation Adjustment / On disposals	(g)	*	370.01	O IO'CT	•	219,561	87,733	326,369	5,631,412		204	204	12,952
cumulated deprecir	Depreciation/ Amortisation for the year	(j)	₩	122 518	OTC,CCT	785,759	3,812,359	803,914	5,035,550	4,673,988		373,677	373,677	417,899
Υc	Balance as at 1 April, 2016	(e)	*	487 088	000,000	255,063	6,264,288	3,507,438	10,513,877	11,471,303		2,002,223	2,002,223	1,597,276
	Balance as at 31 March, 2017	(d) = (a+b-c)	₩	187 005 1	100 011	1,443,084	19,453,950	5,562,188	27,979,706	26,503,069		3,307,914	3,307,914	3,184,567
lock	Translation Adjustment / On disposals	(၁)	₩	028 65	210,00	,	358,814	238,410	657,102	6,809,614		424	424	39,948
Gross block	Additions	(p)	₩	100 404	101,001	901,996	223,359	817,981	2,133,740	6,099,783		123,771	123,771	973,511
	Balance as at 1 April, 2016	(a)	*~	850 086 1	300,000	541,088	19,589,404	4,982,618	26,503,069	27,212,900		3,184,567	3,184,567	2,251,004
	Şr.			Tangible assets	and instance		ipment	Hardware		Previous Year Total	ssets	software	Laboratory of the state of the	year Total
	Particulars			A Tangible assets	rumma	Vehicles	Office equipment	Computer Hardware	Total (A)	Previous	B Intangible assets		Total (B)	Previous year Total
				Ľ					L	L			<u>L</u>	L



#### 3.9 NON CURRENT INVESTMENTS

Particulars	As at 31 March, 2017 ₹	As at 31 March, 2016 ₹	
Trade investments- Unquoted and long term, at cost Investment in Joint Venture			
2,13,32,700 Equity shares of Rs. 10 each fully paid up in Minda VAST Access Systems Private Limietd	901	901	
	901	901	

# 3.10 DEFERRED TAX ASSETS (NET)

	As at 31 March, 2017	As at 31 March, 2016
Particulars	₹	₹
Deferred tax assets		
Provision for employee benefits	6,244,900	5,971,900
Provision for doubtful trade receivable	3,896,800	3,896,800
On account of difference between book written down value and tax written down value of fixed assets	874,100	198,000
Loss for the year (to be carried forward)	7,519,600	-
Net deferred tax assets / (liabilities)	18,535,400	10,066,700



#### 3.11 TRADE RECEIVABLES

Unsecured, considered good	As at 31 March, 2017	As at 31 March, 2016
Particulars	₹	₹
3.11.1 Receivables outstanding for a period exceeding six months from the date they are due		
for payment	-	52,300,972
Considered good Considered doubtful	11,785,955	11,785,955
3.11.2 Other trade receivables	113,825,910	91,932,783
Considered good	125,611,865	156,019,710
Less: Provision for doubtful trade receivables	11,785,955	11,785,955
	113,825,910	144,233,755
Disclosure pursuant to Private Limited Company in which director	is either director or a member	
Discussive pursuant to crivate Limited Company in which director	As at 31 March, 2017	As at 31 March, 2016
Particulars	₹	₹
Minda VAST Access Systems Private Limietd	5,251,626	7,773,129
Dorset Kaba Security Systems Private Limited	•	13,053



#### 3.12 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March, 2017	As at 31 March, 2016
	₹	₹
Balances with banks		
on Current Account	303,193	488,445
Other accounts (in foreign currency)	2,548,483	4,925,833
Deposits with original maturity of less than 3 months*	872,911	806,200
Imprest with Employee	-	518,478
Cheques in hand	200,000	331,500
Cash on hand	315,690	293,725
	4,240,277	7,364,181

<sup>\*</sup> Pledged against bank guarantee given to Income Tax department.



Notes forming part of the financial statement for the year ended 31st March, 2017

#### 3.13 SHORT TERM LOANS & ADVANCES

		As at 31 March, 2017		As at 31 March, 2016
Particulars		₹		₹
3.13.1 Security deposits		27,88,788		32,58,787
3.13.2 Others				
Prepaid expenses	83,00,659		92,21,130	
Advances to suppliers	1,83,563		1,76,767	
Service tax credit receivable	11,66,330		7,26,385	
Consumption tax receivable			4,29,188	
Income Tax (Net of Provision)	607,24,563		539,82,766	
Rent in Advance	179,52,000		-	
Advances to Employees	28,60,502		58,68,584	
Advances to Employees		911,87,617		704,04,820
		939,76,404		736,63,607
3.13.3 Details of Security Deposit given to related parties		As at 31 March, 2017		As at 31 March, 2016
Name of parties		₹		₹
Minda Capital Limited		6,00,000		6,00,000
	,	6,00,000		6,00,000
3.14 OTHER CURRENT ASSETS Unsecured, considered good	<u> </u>			
		As at 31 March, 2017		As at 31 March, 2016
Particulars		₹		₹
		`		`
Interest accrued on Fixed deposits with Bank		23,374		33,97
Interest accrued on Fixed deposits with Bank				33,97 <b>33,</b> 97
Interest accrued on Fixed deposits with Bank		23,374 23,374		



#### 3.15 REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2017 ₹	For the year ended 31 March, 2016 ₹
Management Fees	312,822,989	328,574,667
Trade Sales	8,219,724	-
	321,042,713	328,574,667

#### 3.16 OTHER INCOME

Particulars	For the year ended 31 March, 2017 ₹	For the year ended 31 March, 2016 ₹
Exchange Fluctuation gain (Net)	-	1,819,055
Profit on sale of fixed assets	-	303,308
Interest Income from	62,345	37,746
Bank Income Tax refund	3,265,725	-
	3,328,070	2,160,109



# 3.17 EMPLOYEE BENEFITS EXPENSE

For the year ended 31 March, 2017	For the year ended 31 March, 2016
₹	₹
161,838,966	146,567,746
10,200,451	9,101,745
340,481	1,373,692
3,697,835	3,196,118
1,383,416	3,937,709
5,218,960	5,253,902
182,680,109	169,430,912
	March, 2017  ₹  161,838,966  10,200,451  340,481  3,697,835  1,383,416  5,218,960

#### 3.18 FINANCE COSTS

	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Particulars	₹	₹
Interest expense - banks - others	7,728,447 434,355	5,344,748 828,918
Other borrowing costs Bank Charges	233,688	173,322
	8,396,490	6,346,988

# 3.19 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the year ended 31 March, 2017 ₹	For the year ended 31 March, 2016 ₹
Depreciation for the year on tangible assets Refer note 3.8 (A)	5,035,550	4,673,988
Amortization for the year on intangible assets Refer note 3.8 (B)	373,677	417,899
	5,409,227	5,091,887



## 3.20 OTHER EXPENSES

Particulars	For the year ended 31 March, 2017 ₹	For the year ended 31 March, 2016 ₹
	10.279.740	16,624,671
Lease Rent	18,268,649	6,762,105
Rent	6,185,918	1,894,046
Rates and Taxes	2,367,295	748,561
Fee and Subscription	708,409	-
Electricity Expenses	5,374,786	5,400,999
Insurance	2,375,581	2,246,675
Books and Periodicals	72,732	164,365
Communication Expenses	6,757,828	7,030,425
Donation	25,000	-
Printing and Stationery	831,464	1,393,288
Travelling and Conveyance	40,953,915	39,427,566
Auditors Remuneration		
- as auditors	452,250	375,000
- for tax audit	50,250	25,000
-for limited review	226,125	<u></u>
- for other services	253,200	175,875
Legal and consultancy charges	27,860,350	24,002,148
Miscellaneous Expenses	7,350,379	4,591,278
Computer expenses	319,376	515,039
Corporate Publicity	4,343,880	10,781,224
Recruitment charges	1,688,994	1,949,329
Conference and Seminar	3,163,862	1,275,458
Repairs to Others	5,867,609	5,554,849
Entertainment	893,105	1,260,158
Guest House expenses	8,941,116	8,871,105
Loss on sale of fixed assets / write off	178,730	-
Exchange fluctuations Loss (net)	1,189,467	46
	146,700,269	141,069,164



# Notes forming part of the financial statement for the year ended 31 March, 2017

# NOTES ON FINANCIAL STATEMENTS

1. A certain account appearing under Trade Receivable, Trade Payable, Loans and Advances are subject to reconciliation / confirmation.

2. (a) C.I.F. value of imports

Nil Nil

(b) Expenditure in foreign currency
- Travelling

80,33,071

84,30,674

(c). Earnings in foreign exchange
- Management Fees

4,69,97,020

4,78,19,525

The above does not include the expenditure, remittance and earnings in foreign currency / foreign exchange in respect of branch office at Japan incorporated in financials statement.

3. The Company operates mainly one business segment i.e. providing management consultancy services to group companies. Accordingly, the disclosures for primary segment and secondary segment as specified under Accounting Standard 17 - 'Segment Reporting' prescribed by the Companies (Accounting Standards) Rules, 2006 are not applicable to the Company.

# 4 Disclosure of specified Bank Notes (SBNs)

During the year, the company has specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 30<sup>th</sup> March, 2017 on the details of specified Bank Notes (SBN) held and transacted during the period from 08<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. The denomination with SBNs and other notes as per the notification is given below.

(Amount in ₹)

Particulars	SBNs*	Other	Total
larcoulars		Denomin	
		ation	
		Notes	
Closing Cash in hand as on 08 <sup>th</sup> November, 2016	259500	4901	264401
(+) Permitted receipts		219000	219000
(-) Permitted Payment		207241	207241
(-)Amount deposited in Banks	259500		259500
Closing Cash in hand as on 30 <sup>th</sup> December, 2016	-	16660	16660

<sup>\*</sup>For the purposes of this clause the term 'specified Bank Notes' shall have the same meaning provided in the notification of the Government of India ,In the ministry of Finance ,Department of Economic Affairs number S.O. 3407 (E) dated the 08th November ,2016.



#### 5 Employee Benefits

#### a) Defined contribution plans

The Company's employee provident fund and Employee's state insurance schemes are defined contribution plans. The following amounts have been recognized as expense for the year and shown under Employee benefits expense in note 2.15.

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	₹	₹
Contribution towards		
-Provident fund	1,01,86,917	91,01,745
	1,01,86,917	79,73,631

#### b) Defined benefit plans-Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for gratuity as a defined benefit plan. The gratuity plan provides for a lump sum payment to the employees at the time of separation from the service on completion of vested period of employment i.e. five years. The liability of gratuity plan is provided based on actuarial valuation as at the end of each financial year based on which the Company contributes the ascertained liability to Life Insurance Corporation of India by whom the plan assets are maintained.

Particulars	For the year ended 31 March, 2017 ₹	For the year ended 31 March, 2016 ₹
Changes in the present value of the defined benefit obligation is as follows:	•	`
Present value of defined benefit obligation at the beginning of the year	1,01,44,897	63,70,222
Acquisition adjustment Interest cost	7,22,201	-
Past service cost	8,11,592	4,93,692
Current service cost	18,00,409	15,88,231
Benefits paid	(12,67,474)	(11,63,034)
Actuarial (gain)/loss on obligation	(12,28,585)	28,55,786
Present value of defined benefit obligation at the end of the year	1,09,83,040	1,01,44,897
Reconciliation of the present value of defined benefit obligation and the fair value of the plan assets:		
Present value of defined benefit obligation at the end of the year	1,09,83,040	1,01,44,897



1,09,83,040	1,01,44,897
1,09,83,040	1,01,44,897
18,00,409	15,88,231
8,11,592 - (12,28,585)	4,93,692 - 28,55,786
13,83,416	49,37,709
7.54% 9.00% 5.50% IALM (2006-08)	8.00% 9.00% 5.25% IALM (2006-08)
	1,09,83,040 18,00,409 8,11,592 (12,28,585) 13,83,416 7.54% 9.00% 5.50%

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The discount rate is estimated based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligation.

#### c) Defined Benefit Plans-Compensated absence

The Company operates compensated absences plan, where in every employee is entitled to the benefit as per the policy of the Company in this regard. The salary for calculation of earned leave is last drawn salary. The same is payable during the service, early retirement, withdrawal of scheme, resignation by employee and upon death of employee.

An actuarial valuation of Compensated absence has been carried out by an independent actuary on the basis of the following assumptions

Assumptions	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Diagonat and	₹	₹
Discount rate	7.54%	8.00%
Expected salary increase rates	5.50%	5.25%
Mortality	IALM (2006-08)	IALM (2006-08)

The defined benefit obligation of compensated absence in respect of employees of the Company as at 31 March, 2017 amounts to ₹ 79,05,022 (previous year ₹ 79,17,340) and the expense recognized in the statement of profit and loss during the year amounts to ₹ 36,97,835 (previous year ₹ 31,96,118)



#### 6. Related party disclosures as required under AS-18

(i) Related parties and nature of related party relationships where control exists

#### Nature of relationship

#### Name of Company

#### Related parties where control exists

Holding Company

• Minda Corporation Limited

Joint Venture

Minda VAST Access Systems Private Limited.

Related parties with whom transactions have taken place during the current year and the previous year

Holding Company

• Minda Corporation Limited

Key management personnel

Mr. Ashok Minda

Relative of Key management personnel

Mrs. Sarika Minda

• Mr. Aakash Minda

Joint Venture

Minda VAST Access Systems Private Limited

Enterprises over which Key management of the Company are able to exercise significant influence

Dorset Kaba Security Systems Private Limited

Minda Automotive Solutions Limited

Minda Capital Limited

Minda Furukawa Electric Private Limited

Minda International Limited

Minda KTSN Plastic Solutions GmbH & Co. KG

• Minda SAI Limited

Minda Stoneridge Instruments Limited

Minda Silca Engineering Limited

• Minda Autoelektrik Pvt. Ltd.

Minda Plastic Solutions India Private Limited

Minda KTSN Plastic and Tooling Solutions Sp z.o.o

• Minda KTSN Plastic Solutions Mexico, S.de R.L. de C.V.

Minda Vietnam Automotive Company Limited

• PT Minda Automotive, Indonesia



L	in the state of th												***************************************
	Balance outstanding as at the year end	As at 2017	As at 2016	Total	Total								
_	h) Trade receivables Minda Consoration Limited	3,296,733	4,763,967									3,296,733	4,763,967
	Minda VAST Access System Private Limited				•	5,251,626	7,773,129		٠			5,251,626	7,773,129
	Dorset Kaba Security Systems Pvt. Ltd.							1	13,053			,	13,053
	Minda Automotive Solutions Limited							1,909,538	1,424,733			1,909,538	1,424,733
	Minda Capital Limited							73,423,250	91,628,942			73,423,250	91,628,942
	Minda KTSN Plastic Solution GMBH & CO. KG							11,386,487	26,617,243			11,386,487	26,617,243
	Minda Sai Limited							10,899,220	6,025,118			10,899,220	6,025,118
_	Minda Stoneridge Instruments Limited							4,951,320	5,545,176			4,951,320	5,545,176
	Minda Silca Engineering Limited							994,251	•			994,251	•
	Minda Autoelektrik Pvt. Ltd							1,241,947				1,241,947	•
	Minda KTSN Plastic and Tooling Solutions Sp Z.O.O							63,927	237,841			63,927	237,841
	Minda KTSN Plastic and Tooling Solutions Mexico			•				12,723				12,723	•
	Minds Vietnam Automotive Company Limited							335,361	191,542			335,361	191,542
	PT Minda Automotive Indonesia							59,526	110,61			59,526	13,011
	200												
-	Minda Corporation Limited	٠	6,652,876					•	•			ı	6,652,876
		•					•						
_	Minda Capital Limited							000'009	000'009			000'009	000,000
	Mr. Aakash Minda							•	•	750,000	750,000	750,000	750,000
2	k) Investment						•						
	Minda VAST Access System Private Limited			106	106	•	•					106	901
	) Trade Payable												
	Minda Furukawa Electric Private Limited							4,580,348	4,801,101			4,580,348	4,801,101
ť	m) Guarantees Obtained												
_	Minda Corporation Limited	80,000,000	80,000,000									80,000,000	80,000,000

