Strategic Report, Report of the Directors and

Audited Financial Statements for the Year Ended 31 March 2016

<u>for</u>

SAKSOFT SOLUTIONS LIMITED

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Company Information FOR THE YEAR ENDED 31 MARCH 2016

DIRECTORS:

A Krishna

N Ganeriwała

SECRETARY:

V Babu

REGISTERED OFFICE:

Waterside Court 1 Crewe Road Manchester M23 9BE

REGISTERED NUMBER:

05936122 (England and Wales)

AUDITORS:

Butler & Co LLP Chartered Accountants & Statutory Auditor Third Floor 126-134 Baker Street London

W1U 6UE

Strategic Report FOR THE YEAR ENDED 31 MARCH 2016

The directors present their strategic report for the year ended 31 March 2016.

REVIEW OF BUSINESS

The directors of the group would like to inform that there has been a reduction in group's revenue during the year. This is cyclical and the reduction is owing to reduced revenues from the public sector The group's continuous thrust on value propositions and cost effective delivery model will help it to meet customer demands. The company has re-positioned itself as a preferred digital transformation partner to help customers to embrace digital technology and harness the benefits.

The company was primarily set up as a Special Purpose Vehicle for acquiring the Acuma Group. The company commenced trading activities of it's' own during last year and provides Consultancy Services and Solutions to some of the top companies in the industry The revenues of the company have grown steadily and the company has devised customer specific strategies to increase revenues in the coming year.

The key financial results of the subsidiaries are as below:

Acuma Solutions Limited The profits for the year amounted to £ 83,239 (2015: £ 615,387).

Acuma Software Limited The company was dormant throughout the current year and previous year.

Strategic Report FOR THE YEAR ENDED 31 MARCH 2016

PRINCIPAL RISKS AND UNCERTAINTIES

The group's financial instruments comprise cash and liquid resources, balances with group undertakings and various items such as trade debtors, trade creditors etc, that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the group's operations. It is, and has been throughout the period under review, the group's policy that no trading in financial instruments shall be undertaken. The main risks arising from the group's financial instruments are interest rate risk, liquidity risk and foreign currency risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The group's interest rate risk exists in an interest- bearing assets, such as an overdraft and loan, due to the possibility of a change in the value resulting from the variability of interest rates. The group manages its interest rate risk by trying to avoid on banking finance as far as possible and considering repaying the liability as it falls due and primarily relying on its own generated income and group supports.

Foreign currency Risk

The group is exposed to foreign currency risks arising from sales or purchases by businesses in currencies other than its functional currency. The group manages this risk by operating its business transaction from different currencies bank account. The group doesn't involve with hedging instrument as it is not cost/benefit at current level risk. However the company is evaluating exposures to Forward instruments to mitigate this risk.

Credit Risk

The Group is exposed to credit-related losses in the event of non-performance by its clients counterpart's to financial instruments ie; debtors balances, but does not currently expect any counterpart's to fail to meet their obligations. Credit risk is mitigated by the Board approved policy of only selecting counterpart's with a good standing and strong credit reference.

Liquidity risk

The Group policy specifies the maintenance of unused committed credit facilities of at least £200,000 at all times to ensure it has sufficient available funds for operations and planned development. The principal revolving credit facility is reviewed every year. At the balance sheet date the Group had the following undrawn credit facilities: 1) Overdraft facility: £200,000, 2) Foreign Exchange marginal risk facility: £150,000, and 3) Credit Card facility: £40,000.

ON BEHALF OF THE BOARD:

A Krishna - Director

Date: 25 MAY 2016

Report of the Directors FOR THE YEAR ENDED 31 MARCH 2016

The directors present their report with the financial statements of the company for the year ended 31 March 2016.

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of specialist service provider focused on information management and those of an investment holding company.

The company had commenced trading in the last financial year and has started to work with leading customers and industry players. The company's profits have grown steadily and the management is keen to build on the growth momentum. Customer specific strategies have been drawn up to target and win more businesses and increase the revenues.

DIVIDENDS

The directors have not recommended a dividend for the year ended 31st March 2016.

DIRECTORS

A Krishna has held office during the whole of the period from 1 April 2015 to the date of this report.

Other changes in directors holding office are as follows:

A Krishna - deceased 4 July 2015 N Ganeriwala - appointed 6 July 2015

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Butler & Co LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A Krishna - Director

Date: 25 MAY 2016

Report of the Independent Auditors to the Members of Saksoft Solutions Limited

... We have audited the financial statements of Saksoft Solutions Limited for the year ended 31 March 2016 on pages six to sixteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice); including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

41.75

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us: or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Sanieev Phadke (Senior Statutory Auditor) for and on behalf of Butler & Co LLP Chartered Accountants & Statutory Auditor Third Floor 126-134 Baker Street

London WIU 6UE

Date: 25 MAY 2016

Statement of Comprehensive Income

FOR	R THE YEAR ENDEL) 31 MARCH 2016	
	Notes	2016 £	2015 £
TURNOVER		644,663	137,948
Administrative expenses		446,723	135,500
OPERATING PROFIT	3	197,940	2,448
Interest payable and similar charges	5	65,603	47,410
PROFIT/(LOSS) ON ORDINARY ACTI BEFORE TAXATION	IVITIES	132,337	(44,962)
Tax on profit/(loss) on ordinary activities	6	_22,089	
PROFIT/(LOSS) FOR THE FINANCIA YEAR	L	110,248	(44,962)
OTHER COMPREHENSIVE INCOME	,		
TOTAL COMPREHENSIVE INCOME THE YEAR	FOR	110,248	(44,962)

SAKSOFT SOLUTIONS LIMITED (REGISTERED NUMBER: 05936122)

Balance Sheet 31 MARCH 2016

	_	2010	5	2015	
	Notes	£	£	£	£
FIXED ASSETS Investments	7		11,103,754		11,103,754
CURRENT ASSETS Debtors Cash at bank	8	97,555 116,954		30,649 31,690	
		214,509		62,339	
CREDITORS Amounts falling due within one year	9	238,979		91,442	
NET CURRENT LIABILITIES			(24,470)	-	(29,103)
TOTAL ASSETS LESS CURRENT LIABILITIES			11,079,284		11,074,651
CREDITORS Amounts falling due after more than one year	10		2,476,015	-	2,581,630
NET ASSETS		•	8,603,269		8,493,021
CAPITAL AND RESERVES Called up share capital Retained earnings	12 13		5,001,000 3,602,269		5,001,000 3,492,021
SHAREHOLDERS' FUNDS			8,603,269		8,493,021

The financial statements were authorised for issue by the Board of Directors on behalf by:

A Krishna - Director

Statement of Changes in Equity FOR THE YEAR ENDED 31 MARCH 2016

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 April 2014	5,001,000	3,536,983	8,537,983
Changes in equity Total comprehensive income	· 	(44,962)	(44,962)
Balance at 31 March 2015	5,001,000	3,492,021	8,493,021
Changes in equity Total comprehensive income	-	110,248	110,248
Balance at 31 March 2016	5,001,000	3,602,269	8,603,269

Notes to the Financial Statements FOR THE YEAR ENDED 31 MARCH 2016

ACCOUNTING POLICIES

termina.

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

the requirements of Section 7 Statement of Cash Flows.

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue is recognised to the extent that the group obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales tax or duty. The following criteria must also be met before revenue is recognised.

Sale of software and hardware

Revenue from the sale of software and hardware is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of goods.

Revenue from the provision of services is recognised by reference to the stage of completion for fixed price projects. Stage of completion is measured by reference to project days incurred to date as a percentage of total estimated project days for each contract. Revenue from time and materials contracts is recognised as the services are rendered.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

The financial statements have been prepared on a going concern basis on the assumption that the company will continue to trade in the foreseeable future. The directors are of the opinion that with the continued support of the company's shareholder, the company will be able to meet its liabilities as they fall due for payment.

2.

Investments held as fixed assets are stated at cost less any provision for any permanent diminution in value.

STAFF COSTS Wages and salaries Social security costs	2016 £ 244,381 26,967 271,348	2015 £ 11,845 1,360 13,205
The average monthly number of employees during the year was as follows:	2016	2015
Consulting	5	

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2016

3.	OPERATING PROFIT			
	The operating profit is stated after charging/(crediting):		•	
			2016 £	2015 £
	Foreign exchange differences		<u>(1,502)</u>	<u> </u>
	Directors' remuneration	٠	· <u>-</u>	
4.	AUDITORS' REMUNERATION			
	The audit fee is borne by Acuma Solutions Limited, a fellow group undertaking, and	will not b	e recharged.	
5.	INTEREST PAYABLE AND SIMILAR CHARGES		2016 £	2015 £
	Interest payable		65,603	47,410
6.	TAXATION			
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows:		2016 £	2015 £
	Current tax: UK corporation tax		22,089	
	Tax on profit/(loss) on ordinary activities		22,089	_
	Reconciliation of total tax charge included in profit and loss The tax assessed for the year is lower than the standard rate of corporation tax in the	UK, The	difference is ex	plained below:
			2016	2015 £
	Profit/(loss) on ordinary activities before tax		£ 132,337	<u>(44,962)</u>
	Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20%)		26,467	. .
	Effects of: Utilisation of tax losses		(4,378)	
	Total tax charge		22,089	

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2016

7.	FIXED ASSET INVESTMENTS			Shares in group undertakings £
	COST At 1 April 2015 and 31 March 2016			11,103,754
	NET BOOK VALUE At 31 March 2016	*		11,103,754
	At 31 March 2015	•		11,105,15
	The company's investments at the Balance Sheet date in	the share capital of companies i	nclude the following:	
	Acuma Solutions Limited Nature of business: 1T services	%		
	Class of shares: Ordinary	holding 100.00	31/3/16 £ 2,693,155	31/3/15 £ 2,719,882
	Aggregate capital and reserves (Loss)/profit for the year	·	(26,727)	615,387
	Acuma Software Limited Nature of business: Dormant Class of shares:	% holding		
	Ordinary Aggregate capital and reserves	100.00	31/3/16 £ (1,188,147)	31/3/15 £ (1,188,147)
	Aggregate capital and reserves			•
8.	DEBTORS		2016 £	2015 £
	Amounts falling due within one year: Trade debtors		95,555 	23,600 1,000
	Other debtors	· ·	97,555	24,600
	Amounts falling due after more than one year: Amounts owed by group undertakings		<u>-</u>	6,049
	Aggregate amounts		97,555	30,649

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2016

9.	CREDITORS:	AMOUNTS FALLING DUE WI	THIN ONE YEAR		
7.	CKEDITORE		-	2016	2015
				£	£
	Trade creditors		•	44,885	18,839
	Tax			22,089	1 507
	Social security a	nd other taxes	* •	25.210	1,507 1,987
	VAT		•	25,310	69,109
	Other creditors			146,695	09,109
	-			238,979	91,442
			•	-	
10.	CREDITORS	AMOUNTS FALLING DUE AF	TER MORE THAN ONE YEAR		
10.	CALIBITIONS.			2016	2015 £
				£	1,426,000
	Preference share	es (see note 11)		1,126,015	1,420,000
	Amounts owed	to group undertakings		1,350,000	1,133,030
				2,476,015	2,581,630
			•		
11.	LOANS	•			
17.	Borne				
	An analysis of t	he maturity of loans is given belov	v:		
				2016	2015
			•	£	£
	A Calling	g due in more than five years:			
	Amounts mining	rivise than by instalments			
	Preference shar			1,126,015	1,426,000
	r jelelelice shar				
		1	101		
	Details of share	es shown as liabilities are as follow	5.		
		and fully paid:	Nominal	2016	2015
	Number:	Class:	Nominai value:	2010 £	£
	1,826,000	Redeemable Preference shares	£1	1,126,015	1,426,000
	1,020,000				

Redeemable Preference shares are entitled to fixed cumulative preferential dividend on each share at the rate of 5% per annum payable on 31 March 2016 and annually thereafter. These shares carry no voting rights.

The holders of the Redeemable Preference shares have waived their rights to the dividends for the year ended 31 March 2016.

The Preference shares are redeemable by 31 March 2020.

12. CALLED UP SHARE CAPITAL

Allotted, issued a	and fully paid:	Nominal	2016	2015
Number:	Class:	value:	£	£
5,001,000	Ordinary shares	£1	5,001,000	5,001,000

Ordinary shares are entitled to 100% voting rights and dividend.

Notes to the Financial Statements - continued FOR THE YEAR ENDED 31 MARCH 2016

13. RESERVES

Retained earnings

At 1 April 2015 Profit for the year 3,492,021 110,248

At 31 March 2016

3,602,269

14. OTHER FINANCIAL COMMITMENTS

The following are held as security by Barclays bank which was registered on 16/11/2015:

Debenture including fixed and floating charge over the undertaking and all property and assets present and future including goodwill book debts uncalled capital buildings, fixtures, fixed plant and machinery.

15. ULTIMATE CONTROLLING PARTY

The controlling party is Saksoft Limited.

The directors consider the ultimate parent undertaking and controlling party to be Saksoft Limited, a company incorporated in India.

The largest group of which the company is a member, and for which consolidated financial statements are prepared, is that group by Saksoft Limited. Copies of the group financial statements can be obtained from:

40 SP Infocity 2nd Floor, Dr.MGR Salai Perungudi, Chennai 600069 India

The financial statements contain information relating to Saksoft Solutions Limited as an individual company and do not contain consolidated financial information as the parent of a sub group. A copy of the consolidated accounts of the UK subgroup can be obtained from:

Saksoft Solutions Limited 1 Crewe Road Manchester M23 9BE UK

Reconciliation of Equity 1 APRIL 2014 (Date of Transition to FRS 102)

	Notes	UK GAAP £	Effect of transition to FRS 102 £	FRS 102
FIXED ASSETS Intangible assets	8	11,103,754	<u> </u>	11,103,754
CURRENT ASSETS Debtors Cash at bank	9	8,011 20,644	·	8,011 20,644
	. •	28,655	<u>-</u>	28,655
CREDITORS Amounts falling due within one year	10	(15,841)	-	(15,841)
NET CURRENT ASSETS		12,814	<u> </u>	12,814
TOTAL ASSETS LESS CURRENT LIABILITIES		11,116,568	-	11,116,568
CREDITORS Amounts falling due after more than one year	11	(2,578,585)		(2,578,585)
NET ASSETS		8,537,983		8,537,983
CAPITAL AND RESERVES Called up share capital Retained earnings	12 13	5,001,000 3,536,983		5,001,000 3,536,983
SHAREHOLDERS' FUNDS		8,537,983		8,537,983

Reconciliation of Equity - continued 31 MARCH 2015

	Notes	UK GAAP £	Effect of transition to FRS 102 £	FRS 102 £
FIXED ASSETS Investments	Tions	11,103,754		11,103,754
CURREN'T ASSETS Debtors Cash at bank	9 .	30,649 31,690		30,649 31,690
		62,339		62,339
CREDITORS Amounts falling due within one year	10	(91,442)		(91,442)
NET CURRENT LIABILITIES		(29,103)	-	(29,103)
TOTAL ASSETS LESS CURRENT LIABILITIES		11,074,651	-	11,074,651
CREDITORS Amounts falling due after more than one year	11	(2,581,630)	· <u>-</u>	(2,581,630)
NET ASSETS		8,493,021		8,493,021
CAPITAL AND RESERVES Called up share capital Retained earnings	12 13 .	5,001,000 3,492,021	· -	5,001,000 3,492,021
SHAREHOLDERS' FUNDS		8,493,021	-	8,493,021

Reconciliation of Loss FOR THE YEAR ENDED 31 MARCH 2015

	UK GAAP £	Effect of transition to FRS 102 £	FRS 102
TURNOVER	137,948	-	137,948
Administrative expenses	(135,500)		(135,500)
OPERATING PROFIT Interest payable and similar charges	2,448 (47,410)		2,448 (47,410)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION Tax on loss on ordinary activities	(44,962)	-	(44,962)
LOSS FOR THE FINANCIAL YEAR	(44,962)		(44,962)

Profit and Loss Account FOR THE YEAR ENDED 31 MARCH 2016

	2016		2015	
•	£	£	£	£
Sales		644,663		137,948
Expenditure Wages Social security Travelling Legal & Professional fees Auditors' remuneration Auditors' remuneration for non audit work Foreign exchange losses	244,381 26,967 375 169,626 6,065 582 (1,502)	<u>446,494</u> 198,169	11,845 1,360 2,477 119,674	135,356 2,592
Finance costs Bank charges Interest payable	229 65,603	65,832	144 47,410	47,554
NET PROFIT/(LOSS)		132,337		<u>(44,962</u>)

This page does not form part of the statutory financial statements