



INDEPENDENT AUDITOR'S REPORT

DATE :

TO THE MEMBERSOFCENTRUM DEFENCE SYSTEMS LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of CENTRUM DEFENCE SYSTEMS LIMITED (the Company), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the period ended 1st January, 2015 to 31st March, 2016, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE 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 the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 3(2) of the Companies (Indian Accounting Standards) Rules, 2015. 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone 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.

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 the 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



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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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's 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 standalone financial statements.

OPINION

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

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;

(b) In the case of the Statement of Profit and Loss, of the loss of the Company for the period ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows of the Company for the period ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. This report does not include a statement on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act, 2013, since in our opinion and according to the information and explanations given to us, the said order is not applicable to the company.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss, and the 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 Accounting Standards specified under section 133 of the Act, read with rule 3(2) of the Companies (Indian Accounting Standards) Rules, 2015.







e. On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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".

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 did not have any pending litigations as at the balance sheet date.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A.T. Jain & Co. Chartered Accountants (Firm Registration No. 103886W)



Ambalal T Jain (Partner) Membership No.: 014095 Place: Mumbai Date:





Annexure to the Independent Auditor's Report of even date on the Financial Statements of CENTRUM DEFENCE SYSTEMS LIMITED

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

We have audited the internal financial controls over financial reporting of CENTRUM DEFENCE SYSTEMS LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of thefinancial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financialcontrols based on the internal control over financial reporting criteriaestablished 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. 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.

Auditors' 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 withthe 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 prescribedunder section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 financialstatements, 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 overfinancial reporting.



A. T. JAIN & CO. CHARTERED ACCOUNTANTS



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to providereasonable assurance regarding the reliability of financial reporting and the preparation offinancial statements for

external purposes in accordance with generally accepted accountingprinciples. 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 permitpreparation 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 reasonableassurance regarding prevention or timely detection of unauthorised acquisition, use, ordisposition 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 inconditions, 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 financialcontrols system over financial reporting and such internal financial controls over financialreporting were operating effectively as at March 31, 2016, 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 InternalFinancial Controls Over Financial Reporting issued by the Institute of Chartered Accountants ofIndia.

For A.T. Jain & Co. Chartered Accountants (Firm's Registration No.103886W)

Ambalal T Jain (Partner) Membership no. 014095 Place: Mumbai Date:

BALANCE SHEET AS AT MARCH 31, 2016

	Particulars	Note	As at March 31,2016
			₹
I.	EQUITY AND LIABILITIES		
	Shareholders' funds		
	(a) Share Capital	3	5,00,000
	(b) Reserves and surplus	4	(94,77,295)
	Non-current liabilities		
	Long-term provisions	5	50,267
	Current liabilities		
	Short -term Borrowings	6	89,12,831
	Other Current Liabilities	7	10,64,351
		TOTAL	10,50,154
11.	ASSETS		
	Non- current assets		
	Fixed assets	8	5,50,581
	Current assets		
	Cash and bank balances	9	3,50,237
	Other Current Assets	10	1,49,336

TOTAL 10,50,154

Notes to accounts form an integral part of the financial statements As per our attached report of even date

For A. T. Jain & Co. Chartered Accountants Firm Registration No. 103886W

A. T. Jain Partner Membership No : 014095 Place: Mumbai Date:



For and on behalf of Board of Directors **Centrum Defence Systems Limited**

Subimal Bhattacharjee Managing Director DIN: 03505745 Place: Mumbai Date:

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Shailendra Apte Director DIN: 00017814

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED MARCH 31,2016

Particulars	Note	Period Ended March 31, 2016 ₹
Revenue Revenue from Operation Other Income	11	3,00,000
Total Revenue		3,00,000
Expenses Employee benefits expense Finance Costs Depreciation and amortization expense Other expenses Total Expenses	12 13 8 14	30,63,215 6,75,746 94,564 59,43,770 97,77,295
Profit/(Loss) before tax Tax Expenses - Current tax Profit/(Loss) for the period		(94,77,295)
Earnings per share (₹) Equity share of par value ₹ 10 each Basic and diluted earnings per share of ₹ 10/- each (Refer Note No 11)		(189.55)

Notes to accounts form an integral part of the financial statements Aa per our attached report of even date

For A. T. Jain & Co. For and on behalf of Board of Directors **Chartered Accountants Centrum Defence-Systems Limited** Firm Registration No. 103886W MUMB W Nade MUMBAL Subimal Bhattacharlee Å. Shailendra Apte T. Jain Partner Managing Director Director Membership No: 014095 DIN: 03505745 DIN: 00017814 Place: Mumbai Place: Mumbai Date: Date:

CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2016

	For the Period ended 31s ₹	t March,2016 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Taxes		(94,77,295)
Adjustment for:		
Depreciation / Amortisation	94,564	
Interest and finance charges	6,75,746	
Operating Profit/(loss) Before Working Capital Changes		7,70,310 (87,06,985)
Adjustments for:		
(Increase)/Decrease in Other Current Assets	(1,19,336)	
(Decrease)/Increase in Long Term Provisions	50,267	
(Decrease)/Increase in creditors & other liabilities	3,88,605	
		3,19,536
Cash lost from Operations		(83,87,449)
Taxes Paid(Including tax deducted at source)	(30,000)	
		(30,000)
Net Cash used in Operating Activities		(84,17,449)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(6,45,145)	
Net Cash used in Investing Activities		(6,45,145)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issuance of share capital	5,00,000	
Increase / Decrease in Short Term Borrowings (Net)	89,12,831	
Interest Paid	-	
Net Cash generated from Financing Activities		94,12,831
NET INCREASE IN CASH AND CASH EQUIVALENTS: (A+B+C)		3,50,237
Cash and Bank Balance		
As at the beginning of the Period		
Cash in hand including foreign currencies	-	
Balance with scheduled banks-current accounts		-
to state and of the Desired	<u></u>	
As at the end of the Period Cash in hand including foreign currencies	50 707	
Balance with scheduled banks-current accounts	59,797 2,90,440	3,50,237
	2,70, 11 0	J, JU, ZJ/

The above cash flow statements have been prepared under the indirect method setout in Accounting Standard (AS) -3, 'Cash Flow Statement' notified pursuant to the Companies (Accounting Standards') Rules 2014.

For A. T. Jain & Co. Chartered Accountants Firm Registration No. 103886W

) ر A. T. Jain Partner

Date:

İMB. Membership No: 014095 Place: Mumbai

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For and on behalf of Board of Directors Centrum Defence Systems Limited MUMBAS ner 78 Shailendra Apte

Subimal Bhattacharjee Managing Director DIN: 03505745 Place: Mumbai Date:

Director DIN: 00017814

Note 1: NATURE OF OPERATIONS

Centrum Defence Systems Limited ('CDSL' or 'the Company') was incorporated on 01st January 2015 and it is in the business of providing loan syndication in defence sector. The Company is a subsidiary company of Centrum Capital Limited.

Note 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

METHOD OF ACCOUNTING:

The Financial Statements have been prepared on the basis of historical cost convention, in accordance with applicable accounting standards issued by the Institute of Chartered Accountants of India, the relevant provisions of the Companies Act, 2013 and on the principles of a going concern. All expenses and incomes to the extent ascertainable with reasonable certainty are accounted for on accrual basis.

USE OF ESTIMATES:

The Presentation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimated.

REVENUE RECOGNITION:

All income and expenses are accounted on the accrual basis and provision is made for all known losses and liabilities.

FIXED ASSETS:

Tangible Assets: Fixed Assets are stated at their original cost of acquisition/installation, net of depreciation, amortization and impairment losses, if any. Cost comprises purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

DEPRECIATION:

Depreciation on tangible assets is provided on straight line method over the useful lives of assets as prescribed in Schedule II of the Companies Act, 2013 except for leasehold improvements. Leasehold improvements are amortized over a period of lease or useful life whichever is less.

Particulars	Estimated useful life specified under Schedule II of the Companies Act 2013
Computer Hardware	3 years
Air Conditioners and Office equipments	5 years
Furniture and Fixtures	10 years

BORROWING COST:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are charged to revenue.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

A Provision is recognized when the Company has a present obligation as a result of past events and it is probable that an out flow of resources will be required to settle the obligation in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based or



estimate of amount required to settle the obligation at the balance sheet date and adjusted to reflect the current best estimates. Contingent assets are not recognized.

TAXATION:

Provision for current income tax is made in accordance with the Income Tax Act, 1961. Deferred Tax Liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

EARNINGS PER SHARE:

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

IMPAIRMENT:

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable value.





Centrum Defence Systems Limited Notes forming part of financial statements

NOTE 3 : SHARE CAPITAL

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ACCOUNT

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Particulars	As at March 31, 2016 *
AUTHORISED 3,00,000 Equity Shares of ₹ 10/- each fully paid-up	₹ 30,00,00
TOTAL	30,00,00
	50,00,004
ISSUED, SUBSCRIBED & PAID UP Equity Shares	
50,000 Equity Shares of ₹ 10/- each fully paid-up	5,00,000
1.2 Reconciliation of Number of Shareholdings	
	As at March 31, 2016 No of Shares
Number of shares at beginning of the period	
Add: Shares issued during the period Number of shares at the end of the period	50,000 50,000
	50,000
1.3 Shares held by holding company	As at March 31, 2016
	No of Shares
Centrum Capital Limited , the holding Company 50,000 shares of Rs. 10/- each, fully paid up.	5,00,000
Nove office of his toy - cach, fully paid up.	5,00,000
L4 Share holder having more than 5% equity share holding in the Company	
Share Holder	As at
	March 31, 2016 ₹
Centrum Capital Limited	50,000
Equity Shares of Rs.10/- each fully paid up.)	(100.00
NOTE 4: RESERVES & SURPLUS	•
Particulars	As at March 31, 2016 ₹
Profit & Loss Account Balance as per last account	
Add: Loss During the Period	- (94,77,295)
alance as at end of the period	(94,77,295)
ote 5- Long Term Provisions	
Particulars	As at March 31, 2016
	₹ ₹
rovision for Employee Benefits Compensated Absences	50,267
	50,267
ote 6- Short Term Borrowings	As at
Particulars	March 31, 2016
Unsecured Loan	₹
From Related Party	
Centrum Capital Limited	89,12,831
ote 7- Other Current Liabialties	89,12,831
ore other current matinaties	As at
Particulars	March 31, 2016 ₹
A mierest Accrued but not due Other Rayables	6,05,853
/ TraderAyable	3,02,883
Statut D Dues Payable	1,55,615



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NOTES TO THE FINANCIAL STATEMENT

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		GROSS	GROSS BLOCK		DEP	DEPRECIATION	N O		NET BLOCK
Description of Assets	As at	Additions	Deductions	As at	Upto	For the period Deductions	Deductions	Upto	As at
	Jan 1, 2015			Mar 31, 2016	Mar 31, 2016 Jan 1, 2015			Mar 31, 2016	Mar 31, 2016 Mar 31, 2016
Tangible Assets				4					
Leasehold Improvement	,	3,07,645	1	3,07,645	•	34,299	•	34.299	ዓ ቶ ዩ የ7 የ
Office Equipments		78,660	•	78,660	'	10,576		10.576	68 084
Computers · Hardware	1	2,03,580	а	2,03,580		45,922	•	45.922	1 57 658
Furniture and Fixtures		55,260		55,260		3,768		3.768	51 407
Total	1	6,45,145	•	6,45,145	•	94.564	•	94.564	5 50 581
Grand Total	1	6,45,145	1	6.45.145	3	94 564	1	04 564	F 50 594



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Note 9- Cash and Bank Balances	
Particulars	As at March 31, 2016 ₹
Balances with Banks -in current account with banks Cash on Hand	2,90,440 59,797
	3,50,237
Note 10- Other Current Assets	
Particulars	As at March 31, 2016 ₹
Other Receivable	1,49,336
2	1,49,336
Note 11- Revenue from Operation	De de la calculad
Particulars	Period ended March 31, 2016 ₹
Consultancy Fees	3,00,000
NOTE 12 - Employee Benefit Expense	3,00,000
	Period ended March 31, 2016
A CARACTER AND A CARA	
Salaries wages and bonus	28,62,272
Contribution to provident & other funds Compensated Absences	82,819
Staff welfare expenses	71,600 46,524
	30,63,215
NOTE 13 - Finance Costs	
	Period ended March 31, 2016
	₹
Interest expenses on others	6,73,170
Bank Charges	<u> </u>
NOTE 14 - Other Expenses	***************************************
NOTE 14 - Other Expenses	Period ended March 31, 2016
Rent	9,21,600
Legal and Professional Charges	38,13,717
Communication Costs	1,23,135







Schedules annexed to and forming part of Balance Sheet and Statement of Proft & Loss.

List of Related Parties:

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Nature of Relationship	Name of Party
Holding Company	Centrum Capital Limited
Fellow Subsidiary	Centrum Wealth Management Limited

e. Related Party Transactions (Contd.)

(ii) Transactions carried out with the related parties in (i) above.

Nature of transaction	Holding	Fellow Subsidiary Company	Total
	Jan 15 - March 2016	Jan 15 - March 2016	Jan 15 - March 2016
Inter-Corporate Deposits taken			
Centrum Capital Limited	1,04,82,831	-	1,04,82,831
Total	1,04,82,831		1,04,82,831
Inter-Corporate Deposits repaid			
Centrum Capital Limited	15,70,000	-	15,70,000
Total	15,70,000	•	15,70,000
Outstanding as on			
Loan/Advances Payable			
Centrum Capital Limited	89,12,831	-	89,12,831
Total	89,12,831		89,12,831
Interest payable			
Centrum Capital Limited	6,05,853	-	6,05,853
Total	6,05,853		6,05,853
Professional Income			
Centrum Capital Limited	3,00,000		3,00,000
Total	3,00,000	-	3,00,000
Interest Expenses			
Centrum Capital Limited	6,73,170	-	6,73,170
Total	6,73,170		6,73,170
Reimbursement of expenses			
Centrum Wealth Management Limited	-	1,02,400	1,02,400
Total	_	1,02,400	1,02,400





Note 15: NOTES TO ACCOUNTS

- a. Credit and Debit Balance of the parties are subject to confirmation/reconciliation if any.
- b. The Current assets, Loans & Advances (including capital advances) have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Other known liabilities are adequate and not in excess of what are required.
- c. The Company does not owe a sum to any Micro, Small Scale Industry and Medium Enterprises undertakings at the end of the period which is outstanding for more than 30 days on the basis of information available with the Company.
- d. Earnings per share:

	Particulars	For the Period ended 31 st March, 2016
i)	Profit after taxes (net of prior period items) attributable to equity shareholders.	(94,77,295)
ii)	Number of equity shares of Rs.10 each issued and outstanding at the end of the period.	50,000
	Weighted average number of shares outstanding at the end of the Period	50,000
iii)	Basic earnings per share	(189.55)

f. Auditor's Remuneration (Inclusive Of Services Tax & education cess where applicable)

Particulars	For the period ended 31st March, 2016
	₹
As Auditors:	
Audit Fees	56,715

g. Since the company was incorporated on 1st January, 2015 the current period figures are for fifteen months.

As per our attached report of even date For A. T. Jain & Co. For and on behalf of Board of Directors **Chartered Accountants** Centrum Defence Systems Limited Firm Registration No. 103886W NUMB al Phrises Subimal Bhattacharjee T. Jain Shailendra Apte Partner Managing Director Director Membership No: 014095 Din: 03505745 Din: 00017814 **Place: Mumbai** Place: Mumbai Date: Date: