



# 08<sup>th</sup> Annual Report 2016-17

## MAVEN SYSTEMS PRIVATE LIMITED (CIN: U72900PN2009PTC134858)

### BOARD OF DIRECTORS

Mr. Seetha Ramam Voleti*	--	Director
Mr. Kasinath Tumuluru*	--	Director
Mr. A. Chandra Sekhar**	--	Director

\*\* Mr. Seetha Ramam Voleti & Mr. Kasinath Tumuluru appointed as Director w.e.f 24<sup>th</sup> January, 2017.

\*\* Mr. A. Chandra Sekhar appointed as Director w.e.f 04<sup>th</sup> July, 2017.

\*\*\*Mr. Dhananjay Ramchandra Kulkarni and Mrs. Sunita Sunil Desai are ceased to be exist as Directors w.e.f 24<sup>th</sup> January, 2017.

### REGISTERED OFFICE

Galore Tech, 5th Floor,  
S.No. 22 Bavdhan Khurd,  
Pashan Road, Behind Maratha Mandir,  
Pune, Maharashtra – 411 021.  
Phone: +91 20 2295 2851 / +91 20 2295 2852

### STATUTORY AUDITORS

Natu & Patak  
Chartered Accountants  
# 401 – 402, Utkarsha Apartment,  
Bhakti Marg, Law College Road,  
Pune, Maharashtra – 411 004

### CONTENTS

Notice to shareholders  
Director's Report  
Independent Auditor's Report  
Balance Sheet  
Statement of Profit and Loss  
Cash Flow Statement  
Notes to Financial Statements

## NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of **Maven Systems Private limited** will be held on Wednesday, September 27, 2017 at 10:00 a.m. at the registered office of the Company situated at Galore Tech, 5th Floor, S.No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021 to transact the following business:

### **Ordinary Business**

#### **1. Adoption of financial statements**

To receive, consider and adopt the audited Financial Statements for the financial year ended March 31, 2017 together with the Reports of the Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Accounts of the Company containing the Balance Sheet and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017 together with their Annexures and the Reports of the Auditors and Directors thereon be and are hereby received, considered, approved and adopted.”

#### **2. Ratification of appointment of Statutory Auditors**

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at 6<sup>th</sup> AGM held on September 30<sup>th</sup>, 2015, the appointment of M/s. Natu & Patak., Chartered Accountants, (Firm Reg. No.112219W) who have been appointed as auditors of the company for a term of 5 years in the 6<sup>th</sup> AGM of the company and who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the Companies (Audit and Auditors) Rules, 2014, be and are hereby confirmed and ratified to hold office of Statutory Auditors of the company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

### **Special Business**

#### **3. Appointment of Mr. Seetha Ramam Voleti (DIN: 07332440) as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an *ordinary resolution*:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Seetha Ramam Voleti (DIN: 07332440) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24<sup>th</sup> January, 2017 and whose term of office expires at this Annual General Meeting(AGM) in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Seetha Ramam Voleti as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **4. Appointment of Mr. Kasinath Tumuluru (DIN:07645600) as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an *ordinary resolution*:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Kasinath Tumuluru (DIN: 07645600) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24<sup>th</sup> January, 2017 and whose term of office expires at this Annual General Meeting(AGM) in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kasinath Tumuluru as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **5. Appointment of Mr. A. Chandra Sekhar (DIN:07863631) as a Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an *ordinary resolution*:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. A. Chandra Sekhar (DIN: 07863631) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04<sup>th</sup> July, 2017 and whose term of office expires at this Annual General Meeting(AGM) in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. A. Chandra Sekhar as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

#### **6. To approve the Amalgamation of M/s. MavenSystems Private Limited (Maven) (Wholly Owned Subsidiary Company) (Transferor Company), with m/s MosChip Semiconductor Technology Limited (MosChip) (Holding Company) (Transferee Company).**

To consider and if thought fit, to pass either with or without modification(s), the following resolution under Section 233 of the Companies Act, 2013:

**“RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act and the Rules and subject to sanction by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Regional Director, South Eastern Region, Ministry of Corporate Affairs or such other competent authority, as may be applicable, the Scheme of Amalgamation of Maven Systems Private Limited (Maven) (Transferor Company) (Wholly owned Subsidiary) with MosChip Semiconductor Technology Limited (MosChip) (Transferee Company) (Holding Company) in terms of the draft Scheme of Amalgamation circulated with the Notice be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors, (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) of the Company, be and is hereby severally authorized on behalf of the Company to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and to take all such steps as may be necessary or desirable to give effect to this resolution”.

**For and on behalf of the Board of Directors  
Maven Systems Private limited**

**Place: Pune  
Date: 24<sup>th</sup> August, 2017.**

**Seetha Ramam Voleti  
Director**

**Notes:**

1. The Statement in respect of the special business in the Notice, pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy form duly signed must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for commencement of the meeting.
3. The Register of Directors and KMPs and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. The Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

## **Explanatory Statement**

### **[Pursuant to Section 102 (1) of the Companies Act, 2013]**

#### **Special Business:**

##### **Item No. 3**

#### **Appointment of Mr. Seetha Ramam Voleti, Additional Director, as Director of the Company:**

The Board of Directors, at its meeting held on 24<sup>th</sup> January, 2017, appointed Mr. Seetha Ramam Voleti (DIN: 07332440) as an Additional Director of the Company with effect from 24<sup>th</sup> January, 2017, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Seetha Ramam Voleti will hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Seetha Ramam Voleti for the office of Director, to be appointed as such under the provisions of the Companies Act, 2013.

The Company has received from Mr. Seetha Ramam Voleti

- (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Seetha Ramam Voleti (DIN: 07332440) as a Director of the Company.

None of the directors or their relatives, except Mr. Seetha Ramam Voleti to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

##### **Item No. 4**

#### **Appointment of Mr. Kasinath Tumuluru, Additional Director, as Director of the Company:**

The Board of Directors, at its meeting held on 24<sup>th</sup> January, 2017, appointed Mr. Kasinath Tumuluru (DIN:07645600) as an Additional Director of the Company with effect from 24<sup>th</sup> January, 2017, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kasinath Tumuluru will hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Kasinath Tumuluru for the office of Director, to be appointed as such under the provisions of the Companies Act, 2013.

The Company has received from Mr. Kasinath Tumuluru

- (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Kasinath Tumuluru (DIN: 07645600) as a Director of the Company.

None of the directors or their relatives, except Mr. Kasinath Tumuluru to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

#### **Item No. 5**

#### **Appointment of Mr. A. Chandra Sekhar, Additional Director, as Director of the Company:**

The Board of Directors, at its meeting held on 04<sup>th</sup> July, 2017, appointed Mr. A. Chandra Sekhar (DIN:07645600) as an Additional Director of the Company with effect from 04<sup>th</sup> July, 2017, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. A. Chandra Sekhar will hold office up to the date of the ensuing AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. A. Chandra Sekhar for the office of Director, to be appointed as such under the provisions of the Companies Act, 2013.

The Company has received from Mr. A. Chandra Sekhar

- (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. A. Chandra Sekhar (DIN: 07645600) as a Director of the Company.

None of the directors or their relatives, except Mr. A. Chandra Sekhar to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

## Item No. 6

### **To approve the Amalgamation of M/s. Maven Systems Private Limited (Maven) (Wholly Owned Subsidiary Company) (Transferor Company), with m/s MosChip Semiconductor Technology Limited (MosChip) (Holding Company) (Transferee Company).**

MosChip Semiconductor Technology Limited acquired 100% share Capital of Maven in the month of September, 2016 accordingly Maven has become the 100 % wholly owned subsidiary of MosChip Semiconductor Technology Limited (Holding Company). The status of the Company is active and doing its business in order, it is proposed to Merge, Maven with MosChip considering various benefits arising from Amalgamation. Amalgamation will lead to operational synergies, greater efficiency and economical operations for future growth of the combined entities. There would be more efficient utilization of capital, superior deployment of brand promotion, sales strategies and create a consolidated and diversified base for future growth with a wider presence in the Semiconductor & IoT segments. Amalgamation will prevent cost duplication and result in administrative and operational rationalization and promote organizational efficiencies.

Section 233 of the Companies Act, 2013 provides for a fast track merger of a Wholly Owned Subsidiary and a Holding Company. Considering that it is proposed to Amalgamation of Maven with the Company under Section 233 which requires consent of the members. A draft Scheme of Amalgamation is proposed for the approval of the Shareholders at the meeting. The draft Scheme has also been filed with the Registrar of Companies and Official Liquidators at Bangalore, inviting objections or suggestions, if any, on the draft Scheme. The objections and suggestions, if any, received from the Registrar of Companies and Official Liquidators shall be considered at the meeting before approving the Scheme of Amalgamation.

The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as Special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

In this regard the following documents are attached to this notice and explanatory statement:

1. Scheme of Amalgamation as Annexure-I.
2. Declaration of solvency by the Company in Form No. CAA-10 as Annexure-II.

All other material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

The above explanatory statement in respect of Item No.03 to Item No. 06 sets out all facts to enable the Members to understand the meaning, scope and implications of these items of business and to take a decision there

**Annexure – I**

**SCHEME OF ARRANGMENT  
BETWEEN  
MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
AND  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**For Amalgamation of  
MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
AND  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)**

**Under Section 233 of the Companies Act, 2013 read with Rule 25 of Companies  
(Compromises, Arrangements and Amalgamations) Rules 2016**

- (a) Part I which contains the definitions;**
- (b) Part II, which deals with the Share Capital of the Transferee Company and the Transferor Companies;**
- (c) Part III, which deals with Amalgamation, Transfer and vesting of undertakings of the Transferor Companies with the Transferee Company;**
- (d) Part IV, which deals with Accounting Treatment adopted for the Scheme**
- (e) Part V, This part of scheme contains other Provisions and conditions applicable to the scheme**

**SCHEME OF ARRANGMENT  
BETWEEN  
MAVEN SYSTEMS PRIVATE LIMITED  
(Transferor Company-1)  
ELITEPLUS SEMICONDUCTOR TECHNOLOGIES PRIVATE LIMITED  
(Transferor Company-2)  
ORANGE SEMICONDUCTORS PRIVATE LIMITED  
(Transferor Company-3)  
TEXOTECH SOLUTIONS PRIVATE LIMITED  
(Transferor Company-4)  
AND  
MOSCHIP SEMICONDUCTOR TECHNOLOGY LIMITED  
(Transferee Company)  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**A. An overview of Scheme of Arrangement**

This Scheme of Arrangement is presented under Sections 233 and other applicable provisions of the Companies Act, 2013 read with Rule 25 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 under fast track route for amalgamation of Maven Systems Private Limited, (hereinafter referred to as “Maven Systems” or “Transferor Company-1”), ElitePlus Semiconductor Technologies Private Limited (hereinafter referred to as “ElitePlus Semiconductor” or “Transferor Company-2”), Orange Semiconductors Private Limited (hereinafter referred to as “Orange Semiconductors” or “Transferor Company-3”) and TexoTech Solutions Private Limited (hereinafter referred to as “TexoTech” or “Transferor Company-4”), with “MosChip Semiconductor Technology Limited ”(hereinafter refer to as “MosChip” or “Transferee Company”).

The Transferor Company-1, the Transferor Company-2, the Transferor Company-3 and the Transferor Company-4 are collectively called as “Transferor Companies”.

The Transferor Company-1, the Transferor Company-2, the Transferor Company-3 are direct wholly owned subsidiaries of Transferee Company and the Transferor Company-4 is an indirect wholly owned subsidiary of the Transferee Company. The Transferor Companies are direct and indirect wholly owned subsidiaries of Transferee Company hence, in consideration Transferee Company will not issue any shares under the Scheme of Arrangement. The existing holding of Transferee Company in Transferor Companies gets cancel pursuant to the Scheme of Arrangement

The Transferor Companies are directly & indirectly wholly owned subsidiary Companies of the Transferee Company. It is proposed that transferor companies be amalgamated with Transferee Company, followed by the dissolution without winding up of the Transferor Companies and the consequent cancellation of equity shares held by the Transferee Company and its Nominees in the transferor companies pursuant to provisions of section 230 to 233 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other relevant provisions of the Act.

In addition, this Scheme of Arrangement also provides for various matter consequential or otherwise integrally connected herewith.

## **B. Back Ground and Description of Companies**

- 1) **Maven Systems Private Limited (“Maven Systems” or “Transferor Company-1”)** is a wholly owned subsidiary of the Transferee Company, it was incorporated as a private limited Company on 21<sup>st</sup> October 2009 under the Companies Act, 1956 having its registered office at Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd, Pune, Maharashtra, 411021. The CIN of the Company is U72900PN2009PTC134858.

The main objects of the Transferor Company-1 are set out in its Memorandum of Association.

- 2) **ElitePlus Semiconductor Technologies Private Limited (“ElitePlus Semiconductor” or “Transferor Company-2”)** is a wholly owned subsidiary of the Transferee Company; it was incorporated as a private limited Company on 10<sup>th</sup> June 2014 under the Companies Act, 2013 having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U72400KA2014PTC074813.

The main objects of the Transferor Company-2 are set out in its Memorandum of Association.

- 3) **Orange Semiconductors Private Limited (“Orange Semiconductors” or “Transferor Company-3”)** is a wholly owned subsidiary of the Transferee Company; it was incorporated as a private limited Company on 05<sup>th</sup> September 2013 under the Companies Act, 1956 having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U72400KA2013PTC070896.

The main objects of the Transferor Company-3 are set out in its Memorandum of Association.

- 4) **TexoTech Solutions Private Limited (“TexoTech” or “Transferor Company-4”)** is a wholly owned subsidiary of Orange Semiconductors and Indirect wholly owned subsidiary of the Transferee Company. TexoTech was incorporated as a private limited Company on 22<sup>nd</sup> November 2013 under the Companies Act, 1956 having its registered office at Fortune Summit, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka, 560068. The CIN of the Company is U74900KA2013PTC072049.

The main objects of the Transferor Company-4 are set out in its Memorandum of Association.

- 5) **MosChip Semiconductor Technology Limited or “MosChip” or “Transferee Company”** is a Listed Public Limited Company incorporated on July 27, 1999 under the Companies Act, 1956 having its registered office at Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road 2, Banjara Hills, Hyderabad, Telangana, 500034. The CIN of the Company is L31909TG1999PLC032184. The equity shares of the Transferee Company are listed on BSE Limited (Scrip ID: MOSCHIP, Security Code: 532407).

The main objects of the Transferee Company are set out in its Memorandum of Association.

- 6) The Transferor Companies are direct and indirect wholly owned subsidiaries of the Transferee Company and engaged in similar nature of business.

### **C. OBJECTS AND RATIONALE FOR THE SCHEME**

- 7) The Transferor Companies are Directly & Indirectly wholly owned subsidiary Companies of the Transferee Company and engaged in the similar nature of business in order to consolidate the similar nature of business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with Transferee Company.
- 8) The independent operation of the Transferor Companies and Transferee company leads to incurrence of significant costs and the amalgamation would enable economies of scale by attaining critical mass and achieving cost saving. The amalgamation will thus eliminate a multi-layered structure and reduce managerial overlaps, which are necessarily involved in running multiple entities and also prevent cost duplication that can erode financial efficiencies of holding structure and the resultant operations would be substantially cost-efficient. This Scheme would result in simplified corporate structure of the Transferee Company and its businesses, there by leading to more efficient utilization of capital and creation of a consolidated base for the future growth of the Transferee Company.
- 9) The amalgamation will contribute in furthering and fulfilling the objectives and business strategies of all the companies thereby accelerating growth, expansion and development of the respective businesses through the Transferee Company. The amalgamation will thus enable further expansion of the Transferee Company and provide a strong and focused base to undertake the business more advantageously. Further, this arrangement would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes and shall also help enhance the efficiency and control of the Transferor companies and Transferee Company.

- 10) The synergies created by the scheme of arrangement would increase operational efficiency and integrate business functions.
  - 11) The proposed arrangement will strengthen the 'MosChip' brand leading to a stronger market presence providing customers with a seamless experience, and removing any other brand perception / distinction in the customers mind, and provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of the asset base, revenues, product and service range.
  - 12) This Scheme provides for the amalgamation of the Transferor Companies with the Transferee Company and the consequent treatment of assets and liabilities of respective Companies in the manner provided for in the Scheme.
  - 13) The other benefits of the proposed amalgamation include:
    - (a) Optimum and efficient utilization and rationalization of capital, resources, assets and facilities
    - (b) Enhancement of competitive strengths including financial resources
    - (c) Obtaining synergy benefits;
    - (d) Better management and focus on growing the businesses;
- D. In view of the above, it is considered desirable and expedient to amalgamate the Transferor Companies with the Transferee Company in accordance with this Scheme, pursuant to Section 233 of the Companies Act, 2013 read with applicable Rules;
- E. The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, under Section 233 and other relevance provisions of the Companies Act, 2013, shall take place with effect from the Appointed Date and shall be in compliance with Section 2(1B) of the Income Tax Act, 1961.

## **PART I**

### **General Provisions**

#### **1. DEFINITIONS**

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 1.1 "Act" or "the Act"** means the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force; the terms "Act" and "Section" shall be construed accordingly.
- 1.2 "Appointed Date"** means the date from which this Scheme shall become operative viz., 1st April, 2017 (**First day of April, Two Thousand and Seventeen**) or such other date(s)

as may be approved by the Central Government or Tribunal or any other competent authority having jurisdiction to sanction the Scheme.

- 1.3 "Board" or "Board of Directors"** in relation to the Transferor Company-1, Transferor Company-2, Transferor Company-3, and Transferor Company-4 and the Transferee Company, and shall include an committee of directors, if any constituted or appointed and authorized to take any decision for the implementation of this scheme on behalf of such Board of Directors.
- 1.4 "BSE"** shall mean BSE Limited
- 1.5 "Bench"** means the Hon'ble National Company Law Tribunal. (NCLT) Bench of Hyderabad or such other authority empowered to sanction the Scheme as per the provisions of the Act.
- 1.6 "Central Government"** means the Government of India and vide Notification No. S.O 4090 (E) dated 19<sup>th</sup> December, 2016 Central Government has delegated powers vested in the it under Section 233 of the Companies Act, 2013 to the Regional Director, Ministry of Corporate Affairs having jurisdiction.
- 1.7 "Effective Date":** means the date or last of the dates on which the certified copy of the order(s) of the Regional Director under the Sections 233 of the Act sanctioning this Scheme is filed with the Registrar of Companies.  
Any reference in this Scheme to the words "*upon the scheme becoming effective*" or "*effectiveness of this Scheme*" or "*date of coming into effect of the Scheme*" or "*Scheme coming into effect*" shall mean the Effective Date.
- 1.8 "Equity Share(s)":** means the equity shares of the Transferor Company-1 or Transferor Company-2 or Transferor Company-3 or Transferor Company-4 or Transferee Company, as the case may be.
- 1.9 "IT Act":** means the income Tax Act, 1961 and any other statutory modifications, amendments, restatements or re-enactments thereof, from time to time and to the extent in force.
- 1.10 "Law" or "Applicable Law":** includes all applicable statures, enactments, acts of legislature or Parliament, Laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Government, statutory Authority, Tribunal, Board, Court of India or any other Country or jurisdiction as applicable.

- 1.11 “Listing Regulations”:** means SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015
- 1.12 “Official Liquidator” or “OL”:** means official Liquidator having jurisdiction over the Transferor Companies and Transferee Company.
- 1.13 “Record Date”:** means date fixed by the Board of directors or a committee thereof of the Transferee company for the purpose of determining the members of Transferor Company-1, Transferor Company-2, Transferor Company-3, Transferor Company-4 and the Transferee Company approving the scheme of Amalgamation.
- 1.14 “Regional Director”:** means the Regional Director (South East Region), Ministry of Corporate Affairs, Hyderabad, having jurisdiction over the Transferee Company.
- 1.15 “Registrar of Companies” or “ROC”:** means the Registrar of Companies at Hyderabad, Bangalore and Pune at their respective jurisdiction of Transferor Companies and Transferee Companies.
- 1.16 “Rules”:** means Companies (Compromises, Arrangements and Amalgamations) Rules 2016.
- 1.17 “Scheme” or “The Scheme” or “This Scheme” or “Scheme of Arrangement” or “Scheme of Amalgamation”:** means this Scheme of Arrangement for the Amalgamation of Maven Systems Private Limited (Transferor Company-1), ElitePlus Semiconductor Technologies Private Limited (Transferor Company-2), Orange Semiconductors Private Limited (Transferor Company-3) and TexoTech Solutions Private Limited (Transferor Company-4) (collectively ‘Transferor Companies’ or Wholly Owned Subsidiaries’) with MosChip Semiconductor Technology Limited (‘Transferee Company’) under the Sections of 233 of the Companies Act, 2013 as approved by the Board of Directors of all Companies in its present form and with any modification as may be approved by the Regional Director, South East Region Hyderabad
- 1.18 “Transferor Company-1”** means **“Maven Systems Private Limited”:** a Company incorporated under the provisions of The Companies Act, 1956 having its registered office at Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd, Pune, Maharastra – 411021. (CIN: U72900PN2009PTC134858).

- 1.19 “Transferor Company-2”** means **“Eliteplus Semiconductor Technologies Private Limited”**: is a Company incorporated under the provisions of The Companies Act, 1956 having its registered office at FORTUNE SUMMIT, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.20 “Transferor Company-3”** means **“Orange Semiconductors Private Limited”** a Company incorporated under the provisions of The Companies Act, 1956 having its registered office at FORTUNE SUMMIT, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.21 “Transferor Company-4”** means **“TexoTech Solutions Private Limited”** a Company incorporated under the provisions of The Companies Act, 1956 having its registered office at FORTUNE SUMMIT, 6th Sector, HSR Layout, Roopena Agrahara, Bangalore, Karnataka – 560068.
- 1.22 “Transferor Companies”**: means collectively, The Transferor Company-1, the Transferor Company-2, the Transferor Company-3 and the Transferor Company-4.
- 1.23 “Transferee Company”**: means **“MosChip Semiconductor Technology Limited or MosChip”**, a Company incorporated under the provisions of the Companies Act, 1956, having its registered office at Plot No. 83 & 84, 2nd Floor, Punnaiah Plaza, Road 2, Banjara Hills, Hyderabad, Telangana, 500034.
- 1.24 “Stock Exchange”**: shall mean BSE Limited or BSE
- 1.25 “Undertaking”**: shall mean and include the whole of the undertaking of the Transferor Companies, as a going concern, including their businesses, all secured and unsecured debts, liabilities, duties and obligations and all the assets, properties, rights, titles and benefits, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased, licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership, flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, internet connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of

income tax, sales tax, value added tax, turnover tax, service tax, etc.), Software License, Domain / Websites etc., in connection / relating to the Transferor Company and other claims and powers, of whatsoever nature and where so ever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Company, as on the Appointed Date.

**1.26** All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

## PART – II

### 2. (a) SHARE CAPITAL OF THE TRANSFEROR COMPANIES AND TRANSFEREE COMPANY

The Capital Structure of Transferee Company and Transferor Company as on appointed date i.e. 1<sup>st</sup> April, 2017 and immediately before implementation of the scheme are as under:

2.1) The share capital of the Transferor Company-1 as on 31st March 2017 was as under:  
(Rs. In Lakhs)

Authorised Capital	Amount in Rs.
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
Issued, Subscribed and Paid-Up Capital	
10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.2) The share capital of the Transferor Company-2 as on 31st March 2017 was as under:  
(Rs. In Lakhs)

Authorised Capital	Amount in Rs.
11,000 Equity shares of Rs. 10/- each	1,10,000
<b>Total</b>	<b>1,10,000</b>
Issued, Subscribed and Paid-Up Capital	
10,800 Equity shares of Rs. 10/- each fully paid up	1,08,000
<b>Total</b>	<b>1,08,000</b>

2.3) The share capital of the Transferor Company-3 as on 31st March 2017 was as under:  
(Rs. In Lakhs)

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, Subscribed and Paid-Up Capital</b>	
10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.4) The share capital of the Transferor Company-4 as on 31st March 2017 was as under:  
(Rs. In Lakhs)

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
10,000 Equity shares of Rs. 10/- each	1,00,000
<b>Total</b>	<b>1,00,000</b>
<b>Issued, Subscribed and Paid-Up Capital</b>	
10,000 Equity shares of Rs. 10/- each fully paid up	1,00,000
<b>Total</b>	<b>1,00,000</b>

2.5) the share capital of the Transferee Company as on 31st March 2017 was as under:  
(Rs. In Lakhs)

<b>Authorised Capital</b>	<b>Amount in Rs.</b>
275,000,000 Equity shares of Rs. 02/- each	550,000,000
<b>Total</b>	<b>550,000,000</b>
<b>Issued, Subscribed and Paid-Up Capital</b>	
124,868,515 Equity shares of Rs. 02 /- each fully paid up	249,737,030
<b>Total</b>	<b>249,737,030</b>

2.6) Since the Transferor Companies are wholly owned subsidiaries of the Transferee Company directly and indirectly, the entire issued share capital of the Transferor Companies is held directly and indirectly by the Transferee Company and/or its nominees shall stand cancelled on the scheme being effective, that is, on the Effective Date, however, with effect from the Appointed Date.

## **2 (b) DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set out herein in its present form or with any modification(s), if any made as per Clause 17 of Part-V of this Scheme shall be effective from the Appointed date but shall come into force from the Effective date.

### **PART III**

#### **AMALGAMATION, TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY**

### **3) TRANSFER AND VESTING OF UNDERTAKING**

- 3.1** Subject to the provisions of this Scheme as specified hereinafter and with effect from the Appointed Date, the entire business and undertaking(s) of the Transferor Companies including all the debts, liabilities, duties and obligations, including those arising on account of taxation laws and other allied laws, of the Transferor Companies of every description and also including, without limitation, all the movable and immovable properties and assets (whether tangible or intangible) of the Transferor Companies comprising, amongst others, all furniture and fixtures, computers / data processing, office equipment, testing equipment, electrical installations, telephones, telex, facsimile and other communication facilities and business licenses, permits, authorizations, approvals, lease, tenancy rights, permissions, incentives, if any, and all other rights, patents, know-how, trademark, service mark, trade secret or other intellectual property rights, proprietary right, title, interest, contracts, consent, approvals and rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, shall, under the provisions of Sections 230 read with section 233, as may be applicable, of the Act, and pursuant to the orders of the Central Government or any other appropriate authority sanctioning this Scheme and without further act, instrument or deed, be transferred and/or deemed to be transferred to and vested in the Transferee Company so as to become the properties, assets, rights, business and undertaking(s) of the Transferee Company.
- 3.2** With effect from the Appointed Date all debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date whether provided for or not in the books of account of the Transferor Companies and all other liabilities which may accrue or arise after the Appointed Date but which relate to the period on or up to day of the Appointed Date shall be the debts, liabilities, duties and obligations of the Transferee Company including any encumbrance on the assets of the Transferor Companies or on any income earned from those assets.
- 3.3** With effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.

- 3.4** With effect from the Appointed Date, all the Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall, *ipso facto*, stand discharged and come to an end and there shall be no liability in that behalf on any such party and appropriate effect shall be given in the books of accounts and records of the Transferee Company. It is hereby clarified that there will be no accrual of interest or other charges in respect of any inter-company loans, advances and other obligations with effect from the Appointed Date.
- 3.5** All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and created by the Transferor Companies after the Appointed Date, over the assets comprised in the undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far as such securities, mortgages, charges, encumbrances or liens secure or relate to liabilities of the Transferor Companies, the same shall, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Appointed Date and as are transferred to the Transferee Company, and such securities, mortgages, charges, encumbrances or liens shall not relate or attach to any of the other assets of the Transferee Company, provided however that no encumbrances shall have been created by any of the Transferor Companies over its assets after the date of filing of the Scheme without the prior written consent of the Board of Directors of the Transferee Company.
- 3.6** All the existing encumbrances over the assets and properties of the Transferee Company or any part thereof which relate to the liabilities and obligations of the Transferee Company prior to the Appointed Date shall continue to relate only to such assets and properties and shall not extend or attach to any of the assets and properties of the Transferor Companies transferred to and vested in the Transferee Company by virtue of this Scheme.
- 3.7** It is expressly provided that, save as herein provided, no other term or condition of the liabilities transferred to the Transferee Company is modified by virtue of this Scheme except to the extent that such amendment is required statutorily or by necessary implication.
- 3.8** With effect from the Appointed Date all statutory licences, permissions, approvals or consents to carry on the operations of the Transferor Companies shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Companies pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licences, environmental approvals and consents, sales tax registrations or other licences and consents shall vest in and become available to the Transferee Company pursuant to this Scheme.

**3.9** The amalgamation of the Transferor Companies with the Transferee Company, pursuant to and in accordance with this Scheme, shall take place with effect from the Appointed Date and shall be in accordance with Section 2(1B) of the Income- tax Act, 1961.

#### **4) CONSIDERATION**

4.1. The entire Equity Share capital of the Transferor Companies is held directly and indirectly by the Transferee Company and its nominees. In other words the Transferor Companies are direct and indirect wholly owned subsidiaries of the Transferee Company. Accordingly, pursuant to this amalgamation, no shares of the Transferee Company shall be allotted in respect of its holding in the Transferor Companies. Upon the Scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.

4.2. The investments in the shares of the Transferor Companies, appearing in the books of account of Transferee Company shall, without any further act or deed, stand cancelled. Further details of the accounting treatment is provided for in Para 10 of the Scheme.

#### **5) LEGAL PROCEEDINGS**

5.1. Any suit, appeal or other proceedings of whatever nature by or against the Transferor Companies is pending as on the Appointed Date, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Transferee Company, as the case may be, in the manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if this Scheme had not been made.

5.2. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Transferor Companies after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

#### **6) CONTRACTS, DEEDS AND OTHER INSTRUMENTS**

6.1. Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, Letters of Intent, memorandum of understanding, undertakings, term sheets, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to the Transferor Companies and to which the Transferor Companies are a party and subsisting or having effect on the Appointed Date, shall be in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.

6.2. The Transferee Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novation's, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. The Transferee Company

shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

6.3 With effect from the Appointed Date and upon the Scheme becoming effective, without prejudice to the generality of the foregoing, all rights and licenses including those relating to intellectual property rights, such as trademarks, service marks, designs, patents, copyrights and domain names (whether registered or not), know-how, technical know-how, trade names, descriptions trading styles, franchises, labels, label designs, logos, emblems, and items of such nature, colour schemes, utility models, holograms, bar codes, designs, patents, copyrights, privileges and any rights, title or interest in intellectual property rights forming part of/ relating to the Transferor Companies or to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be entitled/eligible, shall be in full force and effect on, or against, or in favour of, the Transferee Company as the case may be, and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or obliged thereto.

6.4 Without prejudice to the generality of the foregoing, the Transferee Company shall be entitled to the benefit of all insurance policies which have been issued in respect of the Transferor Companies and the name of the Transferee Company shall be substituted as “insured” in the policies as if the Transferee Company was initially a party thereto.

## **7) STAFF AND EMPLOYEES OF THE TRANSFEROR COMPANIES**

7.1. On the Scheme taking effect as aforesaid, the employees, if any, of the Transferor Companies on the Appointed Date shall be deemed to have become the employees of the Transferee Company and their employment with the Transferee Company shall be on the following terms and conditions:

- i. The terms and conditions of service applicable to the employees shall not be less favourable than those applicable to them as on the Appointed Date;
- ii. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or otherwise and for all purposes will be reckoned from the date of their appointment with the Transferor Companies; and
- iii. The Transferee Company undertakes to continue to abide by the agreement/settlement if any entered into by the Transferor Companies with any of its employees, which is in force as on the Appointed Date,
- iv. It is expressly provided that, on the Scheme becoming effective, the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff, workmen and employees of the Transferor Companies shall become trusts / funds of the Transferee Company for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said

fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such fund or funds shall become those of the Transferee Company. The Trustees including Board of Directors of the Transferee Company shall be entitled to adopt such course in this regard as may be advised provided however that there shall be no discontinuation or breakage in the service of the employees of the Transferor Companies.

## **8) PAYMENT OF TAX**

All taxes paid or payable by the Transferor Companies in respect of the operations and/or the profits before the Appointed Date under Applicable Law, shall be on account of the Transferee Company and, in so far it relates to the tax payment (whether by way of deduction at source, advance tax or otherwise howsoever) by the Transferor Companies in respect of the profits made from and after the Appointed Date, the same shall be deemed to be the tax paid by the Transferee Company, and shall, in all proceedings, be dealt with accordingly.

## **9) BANK OPERATION**

Upon the Scheme being sanctioned and taking effect, all cheques, drafts, pay orders, direct and indirect tax balances and/or payment advices of any kind or description issued in favour of the Transferor Companies, either before or after the Appointed Date, or in future, may be deposited with the Bank of the Transferee Company and credit of all receipts thereunder will be given in the accounts of the Transferee Company.

## **PART IV**

### **ACCOUNTING TREATMENT**

## **10) ACCOUNTING TREATMENT**

Upon this Scheme coming into effect, the amalgamation of the Transferor Companies with the Transferee Company shall be accounted for as per the “Accounting Standard-14: Accounting for Amalgamations” as prescribed in the companies (Accounting Standards) Rules, 2006 issued by the Ministry of Corporate Affairs or the “Indian Accounting Standard (Ind AS) 103 for Business Combination” prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015, (if applicable), as amended from time to time such that:

10.1 The Transferee Company shall, record all the assets and liabilities, including Reserves of the Transferor Companies vested in it pursuant to this Scheme, at their respective book values as appearing in the books of the Transferor Companies on the Appointed Date.

10.2 If at the time of amalgamation, the Transferor Companies and the Transferee Company have conflicting accounting policies, a uniform accounting policy shall be adopted by the

Transferee Company following the amalgamation. The effect on the financial statements of any change in accounting policies shall be reported in accordance with applicable Accounting Standard-5, prior period and extraordinary items and changes in accounting policies.

10.3 investment, if any, in the equity share capital of the Transferor Companies or vice versa as appearing in the books of accounts of the Transferee Company, if not transferred before the effective Date, shall stand cancelled and there shall be no further obligation/ outstanding in that behalf.

10.4 The loans and advances or payables or receivables of any kind, held inter-se, if any between the Transferor Companies and the Transferee Company, as appearing in its respective books of accounts shall stand discharged prior to Effective Date.

## **11) AUTHORIZED SHARE CAPITAL**

11.1. Upon the Scheme becoming effective, the authorized share capital of the Transferor Companies shall stand combined with the authorized share capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on its authorized share capital, shall be deemed to have been so paid by the Transferee Company on the combined authorized Share capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased authorized share capital.

11.2. 'Clause V' of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to the applicable provisions of the Act accordingly by deleting the existing Clause and replacing it by the following:

*“The Authorized Share Capital of the Company is Rs.550410000 (Rupees Fifty Five Crore Four Lakh Ten Thousand Only) divided into 27,52,05,000 (Twenty Seven Crores Fifty two Lakhs Five Thousand Only) equity shares of Rs.2/- (Two Only) each with power of the company to consolidate & Convert, subdivide, reduce or increase the capital into issue any new shares with preferential rights and conditions attached thereto, subject to the Companies Act, 2013.*

## **12) TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE**

With effect from the Appointed Date and up to and including the Effective Date:

12.1 The Transferor Companies shall be deemed to have been carrying on and shall carry on its business and activities and shall be deemed to have been held and stood possessed of and shall hold and stand possessed of all of the Assets of the Transferor Companies for and on account of, and in trust for, the Transferee Company. The Transferor Companies hereby undertake to hold the said Assets with utmost prudence until the Effective Date.

12.2 All the profits or income, taxes (including advance tax and tax deducted at source) or any costs, charges, expenditure accruing to the Transferor Companies or expenditure or losses arising or incurred or suffered by the Transferor Companies shall for all purpose be treated and be deemed to be and accrue as the profits, taxes, incomes, costs, charges, expenditure or losses of the Transferee Company, as the case may be.

12.3 On and after the Appointed Date and until the Effective Date, the Transferor Companies shall not without the prior written approval of the Board of Directors of the Transferee Company undertake (i) any material decision in relation to their businesses and affairs and operations (ii) any agreement or transaction (other than an agreement or transaction in the ordinary course of business) (iii) any new business, or discontinue any existing business or change the installed capacity of facilities.

12.4 With effect from the date of the Board meeting of the Transferee Company approving the Scheme and upto and including the Effective Date, the Transferor Companies shall carry on its business and activities with reasonable diligence, prudence and in the same manner as carried on before and shall not (without the prior written consent of the Transferee Company) undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments or sell, transfer, alienate, charge, mortgage, encumber or otherwise deal with or dispose of the Undertaking of the Transferor Companies or any part thereof except in the ordinary course of business, or pursuant to any pre-existing obligation(s) undertaken by the Transferor Companies .

12.5 Without prejudice to the above provisions, with effect from the Appointed Date, all inter-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes.

### **13) SAVING OF CONCLUDED TRANSACTIONS**

The transfer of properties and liabilities under clause 3 above and the continuance of proceedings by or against Transferor Companies under clause 5 above shall not affect any transaction or proceedings already concluded by Transferor Companies on or after the Appointed Date till the Effective Date, to the end and intent that Transferee Company accepts and adopts all acts, deeds and things done and executed by Transferor Companies in respect thereto as done and executed on behalf of itself.

### **14) DISSOLUTION OF TRANSFEROR COMPANIES WITHOUT WINDING UP**

On the Scheme coming into effect, the Transferor Companies shall, without any further act or deed, stand dissolved without winding up in accordance with the provisions of the Act and the Rules made thereunder.

**PART V**  
**OTHER PROVISIONS**

**15) APPLICATION TO THE CENTRAL GOVERNMENT, OR SUCH OTHER APPROPRIATE AUTHORITY**

15.1 Transferor Companies and Transferee company shall, with all reasonable dispatch, make application to the Regional Director (Central Government) of relevant jurisdiction, under the section 233 and other applicable provisions of the Act, read with Rule 25 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, for the sanctioning the Scheme with such modifications as may approved by the Regional.

15.2 On the scheme being agreed to by the requisite majorities of all the classes of the members and/ or creditors of Transferor Companies and Transferee Company shall, with all reasonable dispatch, apply to the Regional Director (Central Government),, for sanctioning the Scheme under the Section 233 and other applicable provisions of the Act, read with Rule 25 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016, and for such other orders, as the said Regional Director (Central Government) may deem fit for carrying this Scheme into effect and for dissolution of Transferor Companies without winding-up

**15A) Listing Agreement and SEBI Compliances**

15A.1 Since the Transferee Company is listed Company, this Scheme is subject to the compliances of all requirements under the Listing Regulations and all statutory directives of the Securities Exchange Board of India (SEBI) insofar as they relate to sanction and implementation of the Scheme

15A.2 SEBI vide Notification No. SEBI/LAD/NRO/GN/2016-17/029 dated 15<sup>th</sup> February, 2017 has amended the listing regulations and relaxed the requirement obtaining prior approval or no objection/ observation letter of the Stock Exchanges and SEBI in case of merger of wholly owned subsidiary with its holding company. The draft schemes shall be filed with the Stock exchange for disclosure purpose in compliance with the above notification.

**16) MODIFICATIONS / AMENDMENTS TO THE SCHEME**

16.1. The Transferor Companies (by its Board of Directors) and the Transferee Company (by its Board of Directors) in their full and absolute discretion may assent to any modification(s) or amendment(s) in this Scheme which the Central Government or such other appropriate authority and/or any other authorities may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme. Further, the Transferor Companies (by its Board of Directors), the Transferee Company (by its Board of Directors) and after the dissolution of the Transferor Companies, the Transferee Company (by its Board of Directors) be and are hereby authorized to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts,

difficulties or questions whether by reason of any orders of the Central Government or such other appropriate authority or of any directive or orders of any other authorities or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

16.2. The Board of Directors of the Transferor Companies hereby authorise the Board of Directors of the Transferee Company or any committee thereof to give assent to any modification(s) or amendment(s) in the Scheme which may be considered necessary or desirable for any reason whatsoever and without prejudice to the generality of the foregoing, any modification to the Scheme involving withdrawal of any of the parties to the Scheme at any time and for any reason whatsoever, the implementation of the Scheme shall not get adversely affected as a result of acceptance of any such modification by the Board of Directors of the Transferee Company and the Board of Directors of the Transferor Companies be and is hereby authorised by the Board of Directors of the Transferor Companies to take such steps and to do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubt, difficulties or questions howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

### **17) CONDITIONALITY OF SCHEME**

The Scheme is conditional upon and subject to —

17.1. the observations/objections of Registrar of Companies and Official Liquidator in terms of Section 233.

17.2. the Scheme being agreed to by the requisite majority of members and creditors of the Transferor of the Transferor Companies and Transferee Company.

17.3. the Scheme being approved by the Regional Director (Central Government) at Hyderabad/ Regional Director (Central Government) of relevant jurisdiction.

17.4. the Confirmation order of Regional Director (Central Government) sanctioning this Scheme being filed with the Registrar of Companies having jurisdiction over the Transferee Company.

17.5 all other sanctions and approvals, as may be required by law, in respect of this Scheme being obtained.

### **18) REVOCATION AND SEVERABILITY**

18.1. In the event of any of the said sanctions and approvals referred to in Clause 16 and 17 above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the Central Government or such other appropriate authority and/or order or orders not being passed as aforesaid before 28 February 2018 or such other date as may be mutually agreed upon by the respective Board of Directors of the Transferor Companies and the Transferee Company who are hereby empowered and authorised to agree to and extend the aforesaid period from time to time without any limitations in exercise of their powers through and by their respective delegate(s), this Scheme shall stand revoked, cancelled and

be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Companies and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each Company shall bear its own costs unless otherwise mutually agreed. Further, Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if such Board of Directors are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on all/any of the company;

18.2. If any part of this Scheme hereof is invalid, ruled illegal by any tribunal of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties the benefits and obligations of the Scheme, including but not limited to such part.

18.3. The Scheme may be withdrawn by the Board of Directors of Transferor Companies and Transferee Company only by mutual consent and only if such Boards of Directors jointly agree that the coming into effect of the Scheme could have adverse implication on both the Transferor Companies and Transferee Company.

## **19. EXPENSES CONNECTED WITH THE SCHEME**

19.1. All costs, charges, taxes including duties (including the stamp duty, if any, applicable in relation to this Scheme), levies and all other expenses, if any (saved as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Transferee Company.

## Annexure – II

### FORM NO. CAA.10 (DECLARATION OF SOLVENCY)

[Pursuant to section 233(1)(c) of the Companies Act, 2013 read with Rule 25(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

1. (a) Corporate Identity Number (CIN) of Company: U72900PN2009PTC134858  
(b) Global location number (GLN) of company: Not Applicable
2. (a) Name of the Company: Maven Systems Private Limited  
(b) Address of the registered office of the company: Galore Tech, Survey No. 22, Hissa No.1/2+2/1+3/1+4/1/1, Bavdhan Khurd Pune, Pune,Maharastra - 411021.  
(c) E-mail ID of the company: Kasinath.tumuluri@moschip.com
3. (a) Whether the company is listed: No  
(b) If listed, please specify the name(s) of the stock exchange(s) where listed: NA
4. Date of Board of Director's resolution approving the scheme: 24.08.2017

#### Declaration of Solvency

We, the directors of **M/s. Maven Systems Private Limited** do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an audited statement of company's assets and liabilities as at 31<sup>st</sup> March, 2017, being the latest date of making this declaration.

We further declare that the Company's Audited Annual Accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, Pune.

*Signed for and behalf of the board of directors  
for **M/s. Maven Systems Private Limited***

Date: 24.08.2017  
Place: Hyderabad

**Seetha Ramam Voleti**  
Director  
DIN: 07332440  
Address: 203 Srivari  
Residency, Venkatasai  
Enclave, Nizampet,  
Hyderabad-500090

**Kasinath Tumuluru**  
Director  
DIN: 07645600  
Address: 2-2-1089, Flat  
406, Ratnam Happy  
Homes Residency  
Golnaka, Musheerabad,  
New Nallakunta  
Hyderabad-500044

## Verification

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this company and that having done so and having noted that the scheme of merger or amalgamation between ***M/s. Maven Systems Private Limited and M/s. MosChip Semiconductor Technology Limited*** is proposed to be placed before the Shareholders and Creditors of the company for approval as per the provisions of Sub-section of (1) of Section 233 of the Companies Act, 2013, We make this solemn declaration believing the same to be true.

Verified this day the 24<sup>th</sup> day of August, 2017

*Signed for and behalf of the board of directors  
for **M/s. Maven Systems Private Limited***

**Seetha Ramam  
Voleti**

Director

DIN: 07332440

Address: 203 Srivari  
Residency,  
Venkatasai Enclave,  
Nizampet,  
Hyderabad-500090

**Kasinath Tumuluru**

Director

DIN: 07645600

Address: 2-2-1089, Flat  
406, Ratnam Happy  
Homes Residency  
Golnaka, Musheerabad,  
New Nallakunta  
Hyderabad-500044

Date: 24/08/2017  
Place: Hyderabad

## Statement - 1

Name of the company: **Maven Systems Private Limited**

### ANNEXURE

Statement of assets and liabilities as at 31/03/2017

S. No	Assets	Rs. In Lakhs
1.	Balance at Bank	24.74
2.	Cash in hand	0.20
3.	Marketable securities	-
4.	Bills receivables	-
5.	Trade debtors	99.36
6.	Loans & advances	61.32
7.	Unpaid calls	-
8.	Stock-in-trade	99.06
9.	Work in progress	-
10.	Freehold property	-
11.	Leasehold property	-
12.	Plant and machinery	10.52
13.	Furniture, fittings, utensils, etc.	2.88
14.	Patents, trademarks, etc.	-
15.	Investments other than Marketable securities	-
16.	Other property	302.68
	<b>Total (A)</b>	<b>600.75</b>


	Liabilities	Rs. In Lakhs
1.	Secured on specific assets	-
2.	Secured by floating charge(s)	-
3.	Estimated cost of liquidation and other expense Including Interest accruing until payment of debts in full.	-
4.	Unsecured creditors (Amounts estimated to rank for payment)	
(a)	Trade accounts	63.37
(b)	Bills payable	-
(c)	Accrued expense	45.44
(d)	Other liabilities	1085.32
(e)	Contingent liabilities	-
	<b>Total (B):</b>	<b>1194.13</b>

Total value of assets (A) Rs: **600.75**


Total liabilities (B) Rs: **1194.13**

Estimated surplus after paying debts in full (A-B) Rs: **(593.37)**

Remarks: All the numbers have been extracted from the audited financial statements for the year ended 31 March 2017

(1) Signature:   
Name: Seetha Ramam Voleti  
Director



(2) Signature:   
Name: Kasinath Tumuluru  
Director

Place: Hyderabad  
Date: 24<sup>th</sup> August, 2017

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Eighth Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the Auditors' Report thereon.

### Financial Results :

Particulars	(Amount in Rupees)	
	Year ended 31.03.2017	Year ended 31.03.2016
Total Income	43,289,626	42,964,490
Total Expenses	70,247,611	44,352,843
Profit Before Tax	(27,316,533)	(1,388,353)
Less: Taxes		
Current Tax		
Differed Tax	496,713	184,780
Profit After Tax (A)	(26,819,820)	(12,03,573)

### Financial Performance & State of affairs of the Company:

The Company is a Wholly Owned Subsidiary of MosChip Semiconductor Technology Limited. During the year under review Total Income for FY 2016-17 at Rs.432.90 lakhs as against Rs.429.64 lakhs for the FY 2015-16. Net Loss for the FY 2016-17 was Rs.268.20 lakhs as against Rs.12.03 lakhs for the FY 2015-16.

**Material changes and commitment if any affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of the report:**

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

### Subsidiaries, Joint Ventures and Associate Companies:

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

### Share Capital:

Authorized Share Capital: The Authorized Capital of the Company is Rs.1,00,000 comprising of 10,000 equity shares of Rs.10 each.

Paid-up Share Capital: The Issued and Paid up Capital of the Company is Rs.1,00,000 comprising of 10,000 equity shares of Rs.10 each.

Buy Back of Securities: The Company has not bought back any of its securities during the year under review.

Sweat Equity: The Company has not issued any Sweat Equity Shares during the year under review.

Bonus Shares: The Company has not issued any Bonus Shares during the year under review.

Employees Stock Option: The Company has not provided any Stock Option Scheme to the employees.

**Fixed Deposits:**

The Company has not accepted any deposits during the year.

**Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act, 2013:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements in this Annual Report.

**Particulars of contracts or arrangements made with related parties:**

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Particulars of contracts entered during the year as per **Form AOC-2** is enclosed as "**Annexure – A**".

**Transfer to Reserves:**

During the year under review, your Company has not transferred any amount to the reserves.

**Dividend:**

The Company has not declared any dividend during the year under review.

**Directors:**

During the year Mr. Dhananjay Ramchandra Kulkarni and Mrs. Sunita Sunil Desai is ceased to be exist as director w.e.f 24<sup>th</sup> January, 2017.

Mr. Seetha Ramam Voleti and Mr. Kasinath Tumuluru appointed as additional director w.e.f 24<sup>th</sup> January, 2017. Mr. A. Chandra Sekhar is appointed as additional director w.e.f 04<sup>th</sup> July, 2017.

Mr. Seetha Ramam Voleti, Mr. Kasinath Tumuluru and Mr. A. Chandra Sekhar hold office till the date of ensuing tenth Annual General Meeting. In this regard, the Company has received a notice with necessary deposit proposing the appointment of Mr. Seetha Ramam Voleti, Mr. Kasinath Tumuluru and Mr. A. Chandra Sekhar, as Director (Non-Executive Director) of the Company, liable to retire by rotation at the ensuing Annual General Meeting, pursuant to the provisions of Section 160 of the Companies Act, 2013. Accordingly, the Board of directors decided to place the proposal for the members.

### **Board Meetings:**

The Board met Six times during the financial year 2016-2017 viz., on, 29.06.2016, 17.09.2016, , 02 – 11- 2016, 22 Nov 2016, 24.01.2017 and 10.02.2017. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

### **Auditor:**

At the 6<sup>th</sup> AGM meeting held on September 30<sup>th</sup> 2015, the Members had appointed M/s. Natu & Patak., Chartered Accountants, (Firm Reg. No.112219W) by way of an Ordinary Resolution under section 139 of the Companies Act, 2013 to hold office for a period of five years, i.e., till 2019-20.

The Board of Directors at their meeting held on 10<sup>th</sup> August, 2017, recommended the ratification of appointment of M/s. Natu & Patak., Chartered Accountants, as the Statutory Auditors of the Company, and that, the necessary resolution in this respect is being included in the notice of the Eighth (08<sup>th</sup>) Annual General Meeting for the approval of the members of the Company. The Company has received consent and confirmation from M/s. NNatu & Patak., Chartered Accountants that he is not disqualified to be appointed as the Statutory Auditor of the Company in terms of the provisions of Companies Act, 2013 and Rules framed thereunder.

### **Cost Audit:**

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of The Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Cost Audit is not applicable to the Company.

### **Secretarial Audit:**

In terms of the Provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Secretarial Audit is not applicable to the Company.

**Explanation or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors in their reports:**

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

**Significant and material orders:**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's Business operations in future.

**Extract of Annual Return:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT-9 is enclosed as “**Annexure-B**” to the Board's report.

**Particulars of Employees:**

There are no employees whose details need to be reported in terms of the provisions of Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo:**

**A. Energy Conservation:** The consumption of energy is very less and no significant measures taken for conservation, no additional investment for the same and no significant impact on the consumptions of energy.

**B. Technology Absorption:** The Information on Technology Absorption was not annexed as same were not applicable to the Company.

**C. Foreign Exchange Earnings and Outgo:**

Foreign Exchange earned in terms of actual inflows: NIL

Foreign Exchange outflow in terms of actual outflows: NIL.

**Disclosure of composition of Audit Committee:**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

**Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors hereby confirms as under:

1. that in preparation of the Annual Accounts, for the financial year ended 31 March, 2016, the applicable accounting standards have been followed and that there have been no material departures;
2. that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
3. that we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that we have prepared the Annual Accounts on a going concern basis; and
5. that we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Company's policy relating to directors appointment, payment of remuneration and discharge of their duties:**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

**Internal financial control:**

The Board has adopted the systems and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

**Vigil Mechanism:**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

**Corporate Social Responsibility:**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**Risk Management Policy:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Company's internal control systems with reference to the financial statements are adequate and commensurate with the nature of its business and the size and complexity of its operations.

**Policy on prevention of Sexual Harassment at workplace:**

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. A committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

**Acknowledgements:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**For and on behalf of the Board of Directors  
Maven Systems Private limited**

**Place: Pune  
Date: 24<sup>th</sup> August, 2017.**

**Seetha Ramam Voleti  
Director**

## **Annexure 'A' to the Directors' Report**

### **FORM AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered in to by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### **1. Details of contracts or arrangements or transactions not at arm's length basis:**

Maven Systems Private Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2016-17.

#### **2. Details of material contracts or arrangements or transactions at arm's length basis:**

There were no material contracts or arrangements or transactions with related parties during the financial year 2016-17.

**For and on behalf of the Board of Directors  
Maven Systems Private limited**

**Place: Pune  
Date: 24<sup>th</sup> August, 2017.**

**Seetha Ramam Voleti  
Director**

## Annexure 'B' to the Directors' Report

### Extract of Annual Return For the year ended on March, 2017 FORM NO. MGT 9

[Pursuant to Section 92(3) of the Companies Act, 2013  
and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I Registration & Other Details:

i	CIN	U40108TG2013PTC086442
ii	Registration Date	21/10/2009
iii	Name of the Company	Maven Systems Private limited
iv	Category/Sub-category of the Company	Private Company limited by shares / Indian Non-Government Company
v	Address of the Registered office & contact details	Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021
vi	Whether listed company	No
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

#### II Principal business activities of the company:

*All the business activities contributing 10% or more of the total turnover of the company shall be stated*

Sl. No.	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1.	Software Development and Designing	6201	34%
2.	Product - VTS	26515	28%
3.	Product - AMR	26513 / 26309	38%

#### III Particulars of holding, subsidiary & associate companies:

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/subsidiary / associate	% of Share held	Applicable Section
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The Company does not have any holding, subsidiary & associate company

#### IV Shareholding Pattern (Equity Share capital Break up as % to total Equity):

##### i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2016				No. of Shares held at the end of the year March 31, 2017				% changed during the
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	10,000	10,000	100	01	-	01	100	(99.99)
b) Central Govt. or State Govt	-	-	-	-	-	-	-	-	-
c) Body Corporates	-	-	-	-	9,999	-	9,999	99.99	99.99
d) Bank/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total: (A) (1)</b>		<b>10,000</b>	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>-</b>	<b>10,000</b>	<b>100</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRI-	-	-	-	-	-	-	-	-	-
b) Other Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>-</b>	<b>10,000</b>	<b>10,000</b>	<b>100</b>	<b>10,000</b>	<b>-</b>	<b>10,000</b>	<b>100</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Comp	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital	-	-	-	-	-	-	-	-	-

i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SubTotal(B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non Institutions</b>									
a) Bodies corpor									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>SubTotal(B)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	10,000	10,000	100	10,000	-	10,000	100	-

**(ii) Share Holding of Promoters**

Sl. No.	Shareholders Name	Shareholding at the beginning of the year April 01, 2016			Shareholding at the end of the year March 31, 2017			% change in shareholding during the year
		No of shares	% of total shares of the company	% of shares pledged/encumbered to	No of shares	% of total shares of the company	% of shares pledged/encumbered	
1	Dhananjay Kulkarni	6,667	66.67%	-	-	-	-	(66.67%)
2	Sunil Desai	100	01%	-	-	-	-	(01%)
3	Sunita Desai	3233	32.33%	-	-	-	-	(32.33%)
04	MosChip Semiconductor Technology Limited	-	-	-	9,999	99.99%		99.99%
05	Seetha Ramam Voleti*	-	-	-	01	0.01%		0.01%

Total	10,000	100%	-	10,000	100%	-	-
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\*Mr. Seetha Ramam Voleti holds 01 equity share on behalf of MosChip Semiconductor Technology Limited.

**(iii) Change in promoters' shareholding:**

During the year the entire share capital of the Company acquired by MosChip Semiconductor Technology Limited subsequently Maven Systems Private Limited will become the 100 % wholly owned subsidiary Company of MosChip Semiconductor Technology Limited.

**(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters & Holders of DRs & ADRs):** None.

**(v) Shareholding of Directors & KMP:**

Sl. No.	Name of the director / key managerial personnel (KMP)	Shareholding at the beginning of the year April 01, 2016		Shareholding at the end of the year March 31, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	Dhananjay Ramchandra Kulkarni*				
02	Sunita Sunil Desai*				
03	Seetha Ramam Voleti**	-	-	01	0.01%

\* Mr. Dhananjay Ramchandra Kulkarni and Mrs. Sunita Sunil Desai are ceased to exist as Directors w.e.f 24th January, 2017

\*\*Mr. Seetha Ramam Voleti holds 01 equity share on behalf of MosChip Semiconductor Technology Limited.

**V Indebtedness:**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
<b>i) Principal Amount</b>		401,10,225.00		401,10,225.00
<b>ii) Interest due but not paid</b>				
<b>iii) Interest accrued but not Due</b>				
<b>Total (i+ii+iii)</b>		401,10,225.00		401,10,225.00

<b>Change in Indebtedness during the financial year</b>				
- Addition		716,87,715.00		716,87,715.00
- Reduction		76,50,000.00		76,50,000.00
<b>Net Change</b>		793,37,715.00		793,37,715.00
<b>Indebtedness at the end of the financial year</b>				
<b>i) Principal Amount</b>		997,01,958.00		997,01,958.00
<b>ii) Interest due but not paid</b>				-
<b>iii) Interest accrued but not due</b>		65,26,499.00		65,26,499.00
<b>Total (i+ii+iii)</b>		1062,28,457.00		1062,28,457.00

## VI Remuneration of Directors and Key Managerial Personnel:

### A) Remuneration to Managing Director, Wholetime director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Dhananjay Kulkarni	Sunita Sunil Desai	
1	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	33,48,387	00.00	33,48,387
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - Others, specify...	- -	- -	- -
5	Others ,please specify	-	-	-
	Total(A)	33,48,387	-	-
	Ceiling as per the Act	30,00,000	30,00,000	60,00,000

**B) Remuneration to other directors: Nil.**

**VII Penalties/Punishment/Compounding of Offences:**

There were no penalties / punishments / compounding of offences for the year ending 31<sup>st</sup> March, 2017.

**For and on behalf of the Board of Directors  
Maven Systems Private limited**

**Place: Pune  
Date: 24<sup>th</sup> August, 2017.**

**Seetha Ramam Voleti  
Director**

**MAVEN SYSTEMS PRIVATE LIMITED**

Regd. Office: at Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021. CIN: U72900PN2009PTC134858

**FORM NO. MGT - 11**

**PROXY FORM**

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No. / Client ID: DP ID: \_\_\_\_\_

I/We being the Member(s) of \_\_\_\_\_ equity shares of Rs.10 each of MavenSystemsPrivateLimited, hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

Or failing him/her

2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 08<sup>th</sup>Annual General Meeting of the Company, to be held on Wednesday, September 27, 2017 at 10.00 a.m. at Regd. Office: Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	(For)*	(Against)*	(Abstain)*
1.	To adopt Standalone Financial Statements of the Company including Report of Board of Directors and Auditors for the financial year ended 31st March, 2017.			
2.	To ratify the appointment of auditors of the Company, and to fix their remuneration			
3.	Appointment of Mr. Seetha Ramam Voleti (DIN: 07332440) as a Director			

4.	Appointment of Mr. Kasinath Tumuluru (DIN:07645600) as a Director			
5.	Appointment of Mr. A. Chandra Sekhar (DIN: 07863631) as a Director			
6.	To approve the Amalgamation of M/s. Maven Systems Private Limited (Maven) (Wholly Owned Subsidiary Company) (Transferor Company), with m/s MosChip Semiconductor Technology Limited (MosChip) (Holding Company) (Transferee Company) as per the provisions of Section 233 of the Companies Act, 2013.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix 1 Rupee Revenue Stamp
--------------------------------------

\_\_\_\_\_  
Signature of Shareholder/s

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

\*Please put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.
3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

.....

**MAVEN SYSTEMS PRIVATE LIMITED**

Regd. Office: at Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021. CIN: U72900PN2009PTC134858

(To be handed over at entrance of the Meeting Venue)

**ATTENDANCE SLIP**

Regd. Folio No. / DPID – Client ID No. \_\_\_\_\_

SHAREHOLDER'S NAME: \_\_\_\_\_

(In Block Capitals)

In case of Proxy

NAME OF PROXY: \_\_\_\_\_

(In Block Capitals)

No. of Shares held \_\_\_\_\_

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Wednesday, September 27, 2017 at 10.00 A.M. at Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021

**Signature of Shareholder/s / Proxy**

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the annual report for reference at the meeting.
- d) Please bring this Attendance Slip when coming to the Meeting.

**FORM NO.MGT-12  
POLLING PAPER**

**[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]**

Name of the Company	Maven Systems Private Limited
CIN	U72900PN2009PTC134858
Registered Office	Galore Tech, 5th Floor, S. No. 22 Bavdhan Khurd, Pashan Road, Behind Maratha Mandir, Pune, Maharashtra – 411 021

**BALLOT PAPER**

Sr.No.	Particulars	Details
1.	Name of the First Named Shareholder (In BLOCK letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares of 10/- each
5.	No of shares held	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by Recording my assent or dissent to the said resolution in the following manner:

Sr. No.	ITEM NO.	I/we assent to the resolution (For)	I/we dissent from the resolution (Against)	Abstain
	<b>ORDINARY BUSINESS</b>			
1.	To adopt Standalone Financial Statements of the Company including Report of Board of Directors and Auditors for the financial year ended 31st March, 2017.			
2.	To ratify the appointment of auditors of the Company, and to fix their remuneration			
3.	Appointment of Mr. Seetha Ramam Voleti (DIN: 07332440) as a Director			

4.	Appointment of Mr. Kasinath Tumuluru (DIN:07645600) as a Director			
5.	Appointment of Mr. A. Chandra Sekhar (DIN: 07863631) as a Director			
6.	To approve the Amalgamation of M/s. Maven Systems Private Limited (ElitePlus) (Wholly Owned Subsidiary Company) (Transferor Company), with m/s MosChip Semiconductor Technology Limited (MosChip) (Holding Company) (Transferee Company) as per the provisions of Section 233 of the Companies Act, 2013.			

Place:

Date:

**(Signature of the shareholder)**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF  
MAVEN SYSTEMS PRIVATE LIMITED****1. Report On The Financial Statements**

We have audited the accompanying financial statements of MAVEN SYSTEMS PRIVATE LIMITED which comprise of, the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and Cash Flow for the year ended and the summary of significant accounting policies and other explanatory information.

**2. Management's Responsibility For The Financial Statements**

The Company's Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; 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 true and fair view and are free from material misstatements, whether due to fraud or error.

**3. Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We have 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 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 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for audit opinion.



## NATU & PATHAK

CHARTERED ACCOUNTANTS

#401-402, UTKARSHA APARTMENT, BHAKTI MARG

LAW COLLEGE ROAD, PUNE 411 004. INDIA.

TELEFAX: +91-20-25458074, 25458075

E-MAIL: ranjeet@natupathak.com

#### 4. Opinion

In our opinion and to the best of our information and according to the explanation given to us, the aforesaid financial statements give, *subject to non-provision of interest due on payments made during the year as well on the balances due at the year end to Micro, Small and Medium Enterprises Development Act, 2006 (Refer Note 17 of accounts)*, the information required by the act in the manner so required and 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<sup>st</sup> March, 2017;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date.
- (c) in the case of the cash flow statement, of the cash flow position for the year ended on that date.

#### 5. Report On Other Legal And Regulatory Requirements

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

- a) We have obtained all the information and explanation 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B": and, (Whether to give clean report or not)**
- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
  - iv. The company did not have held and dealt with Specified Bank Notes (SBN's) during the period from 8<sup>th</sup> November, 2016 to 31<sup>st</sup> December, 2016.

2. 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 Companies Act, 2013, we give in the **"Annexure A"**, a statement on the matters specified in paragraph 3 & 4 of the order, to the extent applicable

CA. RANJIT NATU

Partner

(Membership No. 104882)



## NATU & PATHAK

CHARTERED ACCOUNTANTS

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E-MAIL: ranjeet@natupathak.com

Pune,

\*\*\*\*\*  
2017

For and on behalf of

**NATU & PATHAK**

Chartered Accountants.

(ICAI Firm Regn. No. 112219W)

### ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 5(2) under 'Report on other legal and regulatory requirements' section of our report of even date on the financial statements of MAVEN SYSTEMS PRIVATE LIMITED)

- I
  - a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c. The Company does not own any immovable property and as such question of title deeds of immovable properties held in the name of the company does not arise.
- II As informed by the Management, the inventory has been physically verified during the year. However Physical Verification Reports have not been maintained and hence we are unable to opine, whether the frequency of verification is reasonable and how the material discrepancies, if any, have been dealt with.
- III The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the financial year. As such the provisions of clause 3(iii) of the Companies (Auditor's report) Order, 2016 are not applicable to company.
- IV The company has not given any loans, investments and guarantees, to a person specified under provisions of Section 185 and 186 of the Companies Act, 2013.
- V The Company has not accepted any deposits from the public and as such the question of compliance with the provisions of section 73 to 76 of the Companies Act, 2013 with regards to the deposits accepted from public does not arise. Therefore the provisions of clause 3(v) of the Companies (Auditor's report) Order, 2016 are not applicable to company.
- VI In our opinion and according to the information and explanations given to us, the company is a not required to maintain cost records as prescribed by the central government under sub-section (1) of Section 148 of the Companies Act, 2013.
- VII
  - a. According to the information and explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, labour welfare fund, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues applicable to it except certain delay in payment of professional tax, tax deducted at source, sales tax, value added tax and excise duty.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, labour welfare fund, income tax, sales tax, service tax, custom duty, excise duty, cess were in arrears, as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they become payable.



## NATU & PATHAK

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- c. According to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, labour welfare fund, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess which have not been deposited on account of any dispute.
- VIII In our opinion and according to the information and explanations given to us, the company did not have any dues to a financial institution, bank or debenture holders. Therefore the provisions of clause 3(viii) of the Companies (Auditor's report) Order, 2016 are not applicable to company.
- IX The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the preceding year. Hence we are not commenting on application of the same. Accordingly, paragraph 3(ix) of the Order is not applicable.
- X To the best of our knowledge and according to the information and explanation given to us, no fraud by the company and no fraud on the company by officers or employees has been noticed or reported during the year.
- XI The provisions of section 197 with respect to managerial remuneration read with schedule V to the Act, do not apply to the company, it being a private limited company and hence reporting under clause 3(xi) of the Order is not applicable.
- 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 In our opinion and according to the information and explanations given to us and of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV According to information and explanations given to us and based in our examinations of the records of the Company, has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, hence the provisions of Section 42 of the Companies Act, 2013 does not apply to the company. Accordingly, paragraph 3(xiv) of the Order is not applicable
- XV According to information and explanations given to us and based in our examinations of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected to its directors, and hence provisions of Section 192 of Companies Act, 2013 are not applicable to the Company.
- XVI The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Pune,  
\*\*\*\*\* 2017

**CA. RANJIT NATU**

Partner

(Membership No. 104882)

For and on behalf of

**NATU & PATHAK**

Chartered Accountants.

(ICAI Firm Regn. No. 112219W)

**ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 5(1)(f) under 'Report on other legal and regulatory requirements' section of our report of even date on the financial statements of MAVEN SYSTEMS PRIVATE LIMITED)

**1. Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of MAVEN SYSTEMS PRIVATE LIMITED ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**2. 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.

**3. 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 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, 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 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.



## **NATU & PATHAK**

**CHARTERED ACCOUNTANTS**

#401-402, UTKARSHA APARTMENT, BHAKTI MARG

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#### **4. 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **5. 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.

#### **6. 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<sup>st</sup> 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.

Pune,  
\*\*\*\*\*, 2017

**CA. RANJIT NATU**

Partner

(Membership No. 104882)

For and on behalf of

**NATU & PATHAK**

Chartered Accountants.

(ICAI Firm Regn. No. 112219W)

**MAVEN SYSTEMS PRIVATE LIMITED**

Balance Sheet as at 31st March, 2017

(In Rupees)

Particulars	Note	Rupees	As at 31st	As at 31st
			March, 2017	March, 2016
			Rupees	Rupees
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' Funds</b>				
(a) Share Capital	2	1,00,000		1,00,000
(b) Reserves And Surplus	3	-5,94,37,139		-3,26,17,319
(c) Money Received Against Share Warrants		0		0
			-5,93,37,139	-3,25,17,319
<b>2 Share Application Money Pending Allotment</b>			0	0
<b>3 Non-Current Liabilities</b>	4			
(a) Long-Term Borrowings		9,97,01,958		3,84,20,000
(b) Deferred Tax Liabilities (Net)		0		0
(c) Other Long Term Liabilities		27,55,757		0
(d) Long-Term Provisions		37,70,742		16,90,225
			10,62,28,457	4,01,10,225
<b>4 Current Liabilities</b>	5			
(a) Short-Term Borrowings		0		0
(b) Trade Payables		63,36,655		29,29,081
(c) Other Current Liabilities		60,73,823		10,74,819
(d) Short-Term Provisions		7,73,123		54,53,145
			1,31,83,600	94,57,046
<b>Total</b>			<b>6,00,74,919</b>	<b>1,70,49,952</b>
<b>II. ASSETS</b>				
<b>1 Non-Current Assets</b>				
(a) <u>Add: Profit/(Loss) on sale of Asset/Write off of asset</u>	6			
i Tangible Assets		13,39,484		6,05,338
ii Intangible Assets		-0		-0
iii Capital Work-In-Progress		0		0
iv Intangible Assets Under Development		2,45,84,546		0
		2,59,24,030		6,05,338
(b) <u>Other Non-Current Assets</u>	7			
i Non-Current Investments		0		0
ii Deferred Tax Assets (Net)		13,08,191		8,11,478
iii Long-Term Loans And Advances		42,60,734		7,73,734
iv Other Non-Current Assets		8,69,853		19,50,054
		64,38,777		35,35,265
			3,23,62,808	41,40,603
<b>2 Current Assets</b>	8			
(a) Current Investments		0		0
(b) Inventories		99,06,343		54,72,622
(c) Trade Receivables		99,36,332		40,74,217
(d) Cash And Cash Equivalents		24,93,333		22,51,364
(e) Short-Term Loans And Advances		18,70,798		8,33,376
(f) Other Current Assets		35,05,304		2,77,770
			2,77,12,111	1,29,09,349
<b>Total</b>			<b>6,00,74,919</b>	<b>1,70,49,952</b>
Notes To Accounts	Note 1			
The Notes referred to above form an integral part of the Financial Statements. This is the Balance Sheet referred to in our report of even date.				
For and on behalf of Board of Directors				
}				
}				
}				
<b>CA. RANJIT NATU</b>			<b>SEETHA RAMAN VOLETI</b>	Directors
Partner (Mem. No. 104882)			[DIN NO. 07332440]	}
				}
For and on behalf of				}
<b>NATU &amp; PATHAK</b>			<b>KASINATH TUMULURU</b>	}
Chartered Accountants			[DIN NO. 07645600]	}
(ICAI Firm Reg. No.: 112219W)				}
Pune,				Pune,

**MAVEN SYSTEMS PRIVATE LIMITED**
**Statement of Profit and Loss for the year ended 31st March, 2017**

(In Rupees)

Particulars	Note			
		Rupees	For the year ended 31st March, 2017 Rupees	For the year ended 31st March, 2016 Rupees
<b>I REVENUE :</b>				
(a) Revenue From Operations	9		4,29,93,931	4,26,60,198
(b) Other Income	9		2,95,695	3,04,292
<b>Total Revenue</b>			<b>4,32,89,626</b>	<b>4,29,64,490</b>
<b>II EXPENDITURE :</b>				
(a) Cost of Materials Consumed	10	1,80,85,663		53,56,606
(b) Purchases of Stock-In-Trade		0		0
(c) Changes In Inventories of Finished Goods Work-In-Progress And Stock-In-Trade		-37,67,500		-8,12,835
(d) Employee Benefits Expenses	11	3,78,31,928		3,19,45,490
(e) Finance Costs	12	31,43,201		95,597
(f) Depreciation And Amortization Expenses	6	4,01,967		5,90,649
(g) Other Expenses				
(i) Direct Expenses	13	15,88,138		11,13,308
(ii) Other Expenses	13	1,29,64,213		60,64,029
			7,02,47,611	4,43,52,843
<b>Total expenses</b>			<b>7,02,47,611</b>	<b>4,43,52,843</b>
<b>Profit Before Exceptional And Extraordinary Items And Tax</b>			-2,69,57,985	-13,88,353
Exceptional Items				
Add / (Loss) : Profit/(Loss) on sale of Asset/Write off of asset			-87,609	0
<b>Profit Before Extraordinary Items And Tax</b>			-2,70,45,594	-13,88,353
Extraordinary Items				
Add / (Less) : Prior Period Incomes / (Expenses)			-2,70,939	0
Add : Excess / (Short) Provision of Taxation For Previous Years			0	0
<b>Profit Before Tax</b>			-2,73,16,533	-13,88,353
Tax Expense:				
Less : Current Tax			0	0
Add / (Less) : Deferred Tax Asset / (Liability)			4,96,713	1,84,780
<b>Profit / (Loss) For The Period From Continuing Operations</b>			-2,68,19,820	-12,03,573
Profit/(Loss) From Discontinuing Operations			0	0
Tax Expense Of Discontinuing Operations			0	0
<b>Profit/(Loss) From Discontinuing Operations (After Tax)</b>			0	0
<b>Profit / (Loss) For The Period</b>			<b>-2,68,19,820</b>	<b>-12,03,573</b>
Earnings per equity share:				
	Basic		-2,681.98	-120.36
	Diluted		N. A.	N. A.
Notes To Accounts		Note 1		
The Notes referred to above form an integral part of the Financial Statements. This is the Statement of Profit & Loss referred to in our report of even date.				
			For and on behalf of Board of Directors	
			}	
			}	
			}	
<b>CA. RANJIT NATU</b>			<b>SEETHA RAMAN VOLETI</b> } Directors	
Partner (Mem. No. 104882)			[DIN NO. 07332440] }	
			}	
			}	
For and on behalf of			}	
<b>NATU &amp; PATHAK</b>			<b>KASINATH TUMULURU</b> }	
Chartered Accountants			[DIN NO. 07645600] }	
(ICAI Firm Reg. No. : 112219W)			}	
Pune,			Pune,	

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rupees	Rupees
<p><b>Note No : 1</b>  <b>Significant accounting policies :</b></p> <p><b>A. AS 1: Disclosure of Accounting Policies :</b></p> <p>(a) The Company generally follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except significant uncertainties.</p> <p>(b) Financial statements are based on historical costs. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of the money. The Financial Statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) .</p> <p>(c) GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 (‘the Act’) read with Rule 7 of companies (Accounts) Rule 2014, the provisions of the act (to the extent notified).</p> <p><b>B. AS 2: Inventory Valuation :</b>  Inventories are valued in accordance with Accounting standard 2 issued by the Institute of Chartered Accountants of India as follows:</p> <p>(a) <b>Raw material, packing materials and components :</b>  - Raw material, packing materials and components are valued at cost or net realizable value which ever is less.</p> <p>(b) <b>Finished goods :</b>  - Finished goods are valued at cost of Raw material or net realizable value which ever is lower.</p> <p>(c) <b>Goods in transit :</b>  Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.</p> <p><b>C. AS 3: Cash flow Statements :</b>  Cash flow statement is prepared in accordance with the "Indirect Method " as explained in the Accounting Standard 3.  <b>Refer Annexure "A".</b></p> <p><b>D. AS 4: Contingencies and Events occurring after the balance sheet date :</b>  There are no contingencies or events that need to be reported.</p> <p><b>E. AS 5: Net Profit or Loss for the period, prior period items and changes in Accounting Policies :</b>  The companies Statement of Profit &amp; Loss presents Loss from ordinary activities. There are no extra ordinary items or change in accounting estimates and policies during the year under review. The prior period expenses have been disclosed separately in the Statement of Profit &amp; Loss after computation of results for the year wherever applicable.</p> <p><b>F. AS 6: Depreciation :</b></p> <p>(a) The depreciation has been provided on reducing balance basis in the manner specified in Schedule II of The Companies Act, 2013.</p> <p>(b) Depreciation has been calculated on a pro rata basis from the date of addition up to the date on which such asset is sold / discarded / demolished / destroyed.</p>		

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rupees	Rupees
<p>G. <b>AS 7: Construction Contracts :</b> This Accounting Standard is not applicable since the company is not in the business of execution of construction contracts.</p> <p>H. <b>AS 9: Revenue Recognition :</b></p> <p>(a) <b>Income from Services :</b> Income from services is recognised when the services are rendered. The company collects service tax on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue</p> <p>(b) <b>Income from Sale of Goods :</b> Revenue from sale of goods is recognised when all the significant risk and rewards of ownership of goods have been passed to the buyer as agreed with the customer. The company collects Value added taxes (VAT) and excise duty on behalf of the government and, therefore, It is not economic benefits flowing to the company. Hence, it is excluded from revenue.</p> <p>(c) <b>Income from Interest on Deposit :</b> Income from interest on deposits is recognized on accrual basis.</p> <p>I. <b>AS 10: Fixed Assets :</b> Fixed assets shall be carried at cost of acquisition less depreciation.</p> <p>J. <b>AS 11: The Effects of Changes in Foreign Exchange Rates :</b> Balances of assets and liabilities denominated in foreign currency as at the date of Balance Sheet are converted at exchange rate as at the date of Balance Sheet. Import transactions are accounted at the rate pertaining to the date of the transaction. Exchange difference arising from foreign currency fluctuations are dealt with in the Statement of Profit &amp; Loss.</p> <p>K. <b>AS 12: Government Grants :</b> This Accounting Standard is not applicable to company since the company has not so far received any government grants.</p> <p>L. <b>AS 13: Accounting for Investments :</b> This Accounting Standard is not applicable to company since the company has so far not made any investments.</p> <p>M. <b>AS 14: Accounting For Amalgamations :</b> This Accounting Standard is not applicable to company since the company has not entered into any amalgamations during the year under review.</p> <p>N. <b>AS 15 : Employee Benefits :</b> Retirement benefits such as provident fund, gratuity are extended to the employees of the company. Expenses and liabilities in respect of employees benefits are recorded in accordance with AS 15 - Employees Benefits:</p> <p><b>Defined Contribution Plan:</b> Company's contribution paid/payable during the year to Provident Fund, is recognized in the Statement of Profit and Loss.</p> <p><b>Defined Benefit Plan:</b> Company's contribution paid/payable during the year towards Gratuity is recognized in the financial statements as follows:</p>		

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Rupees	Rupees
<b>(a) Gratuity :</b>			
At the reporting date, Company's liability towards gratuity is determined by independent actuarial valuation using the Projected Unit Credit Method (PUC) which considers member's final compensation, projected to the age at which the employee is assumed to leave active service. The company has not funded the liability as on 31st March, 2017.			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Present Value of Obligation as at beginning of the year	24,04,613	19,94,431
2	Interest Cost	1,80,346	1,46,836
3	Current Service Cost	4,79,549	4,93,859
4	Benefits Paid	0	-2,23,840
5	Actuarial (gain)/loss on obligation	14,07,492	-6,673
6	Present Value of Obligation as at end of the year	44,72,000	24,04,613
<b>Actuarial Gain/(Loss) Recognized :</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Actuarial (Gain)/Loss for the period (Obligation)	14,07,492	-6,673
2	Actuarial (Gain)/Loss for the period (Plan Assets)	0	0
3	Total (Gain)/Loss for the period	14,07,492	-6,673
4	Actuarial (Gain)/Loss recognized for the period	14,07,492	-6,673
6	Unrecognized Actuarial Gain/(Loss) at end of period	0	0
<b>Amounts To Be Recognised In The Balance Sheet :</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Present Value of Obligation as at the end of the period 31.03.2017	44,72,000	24,04,613
2	Fair Value of Plan Assets as at the end of the period 31.03.2017	0	0
3	Current Liability	11,51,946	7,14,388
4	Non-Current Liability	33,20,054	16,90,225
5	Funded Status as at the end of the period 31.03.2017	-44,72,000	-24,04,613
6	Unrecognised Actuarial (Gain) / Loss	0	0
7	Net Asset / (Liability) recognised in the Balance Sheet	-44,72,000	-24,04,613
<b>Expense recognized in the statement of Profit &amp; Loss :</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Current Service Cost	4,79,549	4,93,859
2	Interest cost	1,80,346	1,46,836
3	Past Service Cost- (non vested benefits)	0	0
4	Past Service Cost -(vested benefits)	0	0
5	Unrecognised Past Service Cost- non vested benefits	0	0
6	Expected Return on Plan Assets	0	0
7	Net Actuarial (Gain)/Loss recognized for the period	14,07,492	-6,673
8	Expense recognized in the Statement of Profit & Loss as at 31.03.2017	20,67,387	6,34,022
<b>Reconciliation of Net Asset / (Liability) Recognised :</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Net Asset / (Liability) recognised at the beginning of the period	-24,04,613	-19,94,431
2	Benefits paid by Company	0	2,23,840
3	Expense recognised at the end of the period	-20,67,387	-6,34,022
4	Net Asset / (Liability) recognised at the end of the period	-44,72,000	-24,04,613
<b>Experience Adjustment For The Current Period :</b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>2017 Amount Rs.</b>	<b>2016 Amount Rs.</b>
1	Present Value of Obligation	44,72,000	24,04,613
2	Plan Assets	0	0
3	Surplus / (Deficit)	-44,72,000	-24,04,613
4	Experience (Gain) / Loss on plan liabilities	12,99,862	-30,129
5	Experience (Gain) / Loss on plan assets	0	0



**MAVEN SYSTEMS PRIVATE LIMITED**

S. **AS 20: Earning Per Share :**

Basic earnings per share is calculated by dividing the net profit or loss for the year after tax attributable to equity share holders by weighted average number of equity shares outstanding during the period. The diluted EPS is not required to be stated since the Company is a small and medium sized company.

T. **AS 21: Consolidated Financial Statements :**

This Accounting Standard is not applicable since the company is not preparing consolidated financial statements.

U. **AS 22: Accounting For Taxes on Income :**

Deferred Tax resulting from timing difference between Book Profit and Tax Profit is accounted for at the applicable rate of tax to the extent the timing differences are expected to crystallise, in the case of Deferred Tax Liabilities with reasonable certainty and in case of Deferred Tax Assets with virtual certainty and there would be adequate future taxable income against which deferred tax assets can be realised. Deferred tax Assets for the current year resulting out of timing differences has also been recognised in the books of account by crediting the Statement of Profit & Loss.

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rupees	Rupees
<p>V. <b>AS 23: Accounting for Investments in Associates in Consolidated Financial Statements :</b> This Accounting Standard is not applicable since the company does not have any associates and related investments.</p>		
<p>W. <b>AS 24: Discontinuing Operations :</b> The Company being a Small and Medium sized Company, this accounting standard is not applicable.</p>		
<p>X. <b>AS 25: Interim Financial Reporting :</b> This Accounting Standard is not applicable to financial statements under review.</p>		
<p>Y. <b>AS 26: Intangible Assets :</b></p> <p>(a) Intangible assets are recognized at cost of acquisition less amortization based on estimation of its life by the Management.</p> <p>(b) Self generated intangible assets are recognised at cost of development</p>		
<p>Z. <b>AS 27: Financial Reporting of Interest in Joint ventures :</b> This Accounting Standard is not applicable since the company does not have any joint venture.</p>		
<p>ZA. <b>AS 28: Impairment of Assets :</b> There are no impairments of assets recognised during the period under review.</p>		
<p>ZB. <b>AS 29: Provisions, Contingent liabilities and contingent assets :</b> Provisions are recognized in the accounts in respect of present probable obligations, the amount of which can be reliably estimated. Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are not recognized.</p> <p><b>Contingent liabilities and commitments :</b></p> <p>(a) <b>Contingent Liabilities :</b></p> <p>i Claims against the company not acknowledged as debt Guarantees</p> <p>ii Other money for which the company is contingently liable Bank Guarantee</p> <p>(b) <b>Commitments :</b></p> <p>i Estimated amount of contracts remaining to be executed on capital account and not provided for.</p>		
	0	0

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Rupees	Rupees
<b>Note No. : 2</b>			
<b>Share Capital :</b>			
<b>A. Authorised :</b>			
10,000	(2016 : 10,000) Equity shares of Rs. 10 each.	1,00,000	1,00,000
<b>Issued, Subscribed &amp; Paid-Up :</b>			
10,000	(2016 : 10,000) Equity shares of Rs. 10 each.	1,00,000	1,00,000
<b>Total</b>		<b>1,00,000</b>	<b>1,00,000</b>
<b>B. Details For Each Class Of Share :</b>			
<u>Equity shares of Rs. 10 each :</u>			
		As at 31st March, 2017	As at 31st March, 2016
		Number	Rupees
		Number	Rupees
	Shares outstanding at the beginning of the year	10,000	1,00,000
	Shares Issued during the year	0	0
	Shares bought back during the year	0	0
	Shares outstanding at the end of the year	10,000	1,00,000
<b>C. Shareholding Pattern :</b>			
		As at 31st March, 2017	As at 31st March, 2016
		No. of Shares held	% of Holding
		No. of Shares held	% of Holding
	Mr. Dhananjay Kulkarni	0	0.00%
	Mrs. Sunita Desai	0	0.00%
	Mr. Sunil Desai	0	0.00%
	MosChip Semiconductor Technology Limited	9,999	99.99%
	Others	1	0.01%
		10,000	100.00%
		10,000	100.00%
<b>D. Details For Each Class Of Share :</b>			
<u>Equity shares of Rs. 10 each :</u>			
		Fully paid up pursuant to contract(s) without payment being received in cash	Fully paid up by way of bonus shares
		Shares bought back	
	Year (Aggregate No. of Shares)		
	2016 - 2017	0	0
	2015 - 2016	0	0
	2014 - 2015	0	0
	2013 - 2014	0	0
	2012 - 2013	0	0
<b>E. Unpaid Calls :</b>			
		Rupees	Rupees
	By Directors	0	0
	By Officers	0	0
<b>Total</b>		<b>0</b>	<b>0</b>
<b>Note No. : 3</b>			
<b>Reserves and Surplus :</b>			
<b>A. Revaluation Reserve :</b>		0	0
<b>B. General Reserve :</b>		0	0
<b>C. Profit &amp; Loss Account :</b>			
	Opening balance	-3,26,17,319	-3,14,13,746
	Add : Profit / (Loss) for the year	-2,68,19,820	-12,03,573
	Closing balance	-5,94,37,139	-3,26,17,319
<b>Total</b>		<b>-5,94,37,139</b>	<b>-3,26,17,319</b>



**MAVEN SYSTEMS PRIVATE LIMITED**

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

**Note No : 6 - Fixed Assets**

Description	COST					DEPRECIATION					NET BLOCK	
	As on 1st April 2016	Additions during the year	Deductions during the year	Acquired through business combination	Revaluations (Impairments)	As on 31st March, 2017	As on 1st April 2016	for the year	Adjustments during the year	Upto 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016
	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b><u>I. TANGIBLE ASSETS</u></b>												
A) Furniture & Fixture	2,47,050	2,92,498	2,47,050	0	0	2,92,498	1,16,476	24,693	1,36,190	4,979	2,87,518	1,30,574
B) Office Equipment	6,44,816	0	0	0	0	6,44,816	5,43,477	48,754	0	5,92,231	52,585	1,01,339
C) Computer	34,83,519	9,54,476	0	0	0	44,37,995	31,10,094	3,28,520	0	34,38,614	9,99,381	3,73,425
<b><u>II. INTANGIBLE ASSETS</u></b>												
A) Computer Software	16,18,775	0	0	0	0	16,18,775	16,18,775	0	0	16,18,775	-0	-0
<b>Total</b>	<b>59,94,160</b>	<b>12,46,974</b>	<b>2,47,050</b>	<b>0</b>	<b>0</b>	<b>69,94,084</b>	<b>53,88,822</b>	<b>4,01,967</b>	<b>1,36,190</b>	<b>56,54,599</b>	<b>13,39,484</b>	<b>6,05,338</b>
<b>Previous Year</b>	<b>57,50,569</b>	<b>2,43,591</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>59,94,160</b>	<b>47,98,174</b>	<b>5,90,649</b>	<b>0</b>	<b>53,88,823</b>		
<b>Capital Work-in-Progress</b>												
CCMS Project - Software under Development											2,45,84,546	0
											<b>2,59,24,030</b>	<b>6,05,338</b>

**MAVEN SYSTEMS PRIVATE LIMITED**

**Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017**

	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Rupees	Rupees
<b>Note No. : 8</b>		
<b>Current Assets :</b>		
<b>A. Current Investments :</b>	0	0
	0	0
<b>B. Inventories :</b>		
Raw materials and components	21,14,968	12,84,238
Finished Goods	77,91,375	40,23,875
Sales in Transit Finished Goods	0	1,64,509
	99,06,343	54,72,622
<b>C. Trade Receivables :</b>		
<u>Outstanding over six months from due date :</u>		
<u>Unsecured :</u>		
Considered good	19,56,325	13,066
Considered doubtful	0	0
	19,56,325	13,066
<u>Other debts :</u>		
<u>Unsecured :</u>		
Considered good	79,80,007	40,61,151
	99,36,332	40,74,217
Less : Provision for doubtful debts	0	0
	99,36,332	40,74,217
<u>Debts due by directors</u>	0	0
	0	0
	99,36,332	40,74,217
<b>D. Cash And Cash Equivalents :</b>		
<b>Cash :</b>		
Cash in hand	19,813	10,052
	19,813	10,052
<b>Balances With Banks :</b>		
In current accounts	24,73,519	22,41,311
	24,73,519	22,41,311
	24,93,333	22,51,364
<b>E. Short-Term Loans And Advances :</b>		
Other loans and advances	18,70,798	8,33,376
	18,70,798	8,33,376
<b>F. Other Current Assets :</b>		
Balances with Govt. Authorities	35,05,304	2,77,770
	35,05,304	2,77,770
<b>Total</b>	<b>53,76,103</b>	<b>11,11,146</b>

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016
		Rupees	Rupees
<b>Note No : 9</b>			
<b>Revenue From Operation And Other Income :</b>			
<b><u>Revenue from Operations :</u></b>			
Product Sales	2,13,77,224		1,14,94,138
Service Sales	2,16,16,707		3,11,66,060
		4,29,93,931	4,26,60,198
		4,29,93,931	4,26,60,198
<b><u>Other Income :</u></b>			
Interest on Bank Deposit		21,208	11,586
Interest on Income Tax Refund		94,757	0
Liabilities Written Back		54,126	67,452
Foreign Exchange Gain		1,25,014	0
Miscellaneous Income		590	2,25,254
		2,95,695	3,04,292
<b>Total</b>		4,32,89,626	4,29,64,490
<b>Note No : 10</b>			
<b>Cost of Materials Consumed :</b>			
Opening stock		14,48,747	2,47,841
Purchases		1,87,51,884	65,57,511
Less : Closing stock		21,14,968	12,84,238
Less : Sales in Transit Finished Goods		0	1,64,509
<b>Total</b>		1,80,85,663	53,56,606
<b>Note No : 11</b>			
<b>Employee Benefit Expenses :</b>			
Salaries, wages & bonus	3,20,67,492		2,87,89,166
Recruitment Expenses	11,700		0
Contribution to Provident & other funds	1,46,531		8,93,479
Gratuity	20,67,387		6,34,022
Staff welfare	9,71,936		2,53,232
		3,52,65,046	3,05,69,899
<b><u>Managerial Remuneration :</u></b>			
Salaries	25,48,882		13,57,591
Contribution to Provident & other funds	18,000		18,000
		25,66,882	13,75,591
<b>Total</b>		3,78,31,928	3,19,45,490
<b>Note No : 12</b>			
<b>Finance Cost :</b>			
Bank charges & commission		81,249	95,597
Interest on unsecured loans		30,61,952	0
<b>Total</b>		31,43,201	95,597

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016	
		Rupees	Rupees	
<b>Note No : 13</b>				
<b>Other expenses :</b>				
<b>(i) Direct Expenses :</b>				
Power & electricity expenses		5,96,394	7,38,960	
Freight & octroi		1,46,893	39,721	
PCB assembly charges		8,44,852	3,34,627	
		<b>15,88,138</b>	<b>11,13,308</b>	
<b>(ii) Other Expenses :</b>				
Communication expenses		14,25,390	7,20,857	
Travelling and conveyance		28,18,306	9,73,672	
Printing and stationery		1,53,317	94,022	
Interest on statutory dues		13,607	13,152	
<b>Repairs and Maintenance:</b>				
Computer	5,18,799		1,12,122	
Office Equipment	2,85,523		1,71,299	
Others	1,22,667		0	
		9,26,989	2,83,421	
House Keeping & Security Charges		7,35,699	5,71,795	
Rent, rates and taxes		29,92,076	17,60,670	
Advertisement, sales promotion & entertainment expenses		16,93,110	2,846	
Legal & professional fees		8,54,993	3,76,615	
<b>Auditor's remuneration:</b>				
As fees for Audit	85,000		75,000	
As fees for Audit under the Income-tax Act, 1961	25,000		18,000	
As reimbursement of out of pocket expenses	4,215		600	
		1,14,215	93,600	
Foreign exchange translation loss		0	73,614	
Mail & web hosting charges		2,66,516	2,26,394	
Filing Fees		63,250	1,444	
Membership fees & Subscription		2,00,812	1,43,238	
Bad Debts		2,20,839	2,74,762	
Office & other Miscellaneous Expenses		4,85,094	4,53,926	
		1,29,64,213	60,64,029	
	<b>Total</b>	<b>1,45,52,352</b>	<b>71,77,337</b>	
<b>14. Additional information pursuant to the schedule III to the companies act, 2013 :</b>				
<b>(a) Particulars of raw materials, stores and components etc. consumed :</b>				
	2017		2016	
	Quantity	Value	Quantity	Value
		Rupees		Rupees
	N.A.	1,80,85,663	N.A.	N.A.
<b>Total</b>	N.A.	1,80,85,663	N.A.	N.A.
<b>(b) Value of imported and indigenous raw materials consumed :</b>				
	2017		2016	
	% of Total	Value	% of Total	Value
	Consumption	Rupees	Consumption	Rupees
Imported material	45.76%	82,75,999	N.A.	N.A.
Indigenously procured	54.24%	98,09,664	N.A.	N.A.
	100.00%	1,80,85,663	N.A.	N.A.

**MAVEN SYSTEMS PRIVATE LIMITED**

Notes Annexed to and forming part of the Accounts for the year ended 31st March, 2017

		For the year ended 31st March, 2017	For the year ended 31st March, 2016		
		Rupees	Rupees		
15 The balance confirmation have not been obtained from the creditors & debtors as also from the parties to whom the advances have been given and as such the balances appearing in the accounts are as per the books of account.					
16 Disclosure of details of Specified Bank Notes (SBN's) held & transacted during the period 08-11-2016 to 31-12-2016 is as follows:					
Sr. No.	Particulars	SBN's Rs.	Other denomination notes Rs.	Total F.Y. 2016-17 Rs.	Total F.Y. 2015-16 Rs.
1	Closing Cash in Hand as on 08-11-2016	0	7,046	7,046	N.A.
2	Add: Permitted receipts*	0	1,06,000	1,06,000	N.A.
3	Less: Permitted payments	0	1,12,374	1,12,374	N.A.
4	Less: Amount Deposited in Banks	0	0	0	N.A.
5	Closing Cash in Hand as on 31-12-2016	0	672	672	N.A.
* Permitted receipts represents amount withdrawn from bank for day to day transactions.					
17 Information regarding the applicability of the Micro, Small and Medium Enterprises Development Act, 2006 to its creditors is not available with the Company. As such provision for interest for payments outstanding beyond 45 days is not quantifiable and hence not made. Further, interest on payments made beyond 45 days during the year can not be worked out and provided for in view of the non-availability of the required information.					
18				<b>2017</b>	<b>2016</b>
(a) <u>CIF value of imports:</u>					
Raw materials				76,71,664	0
				76,71,664	0
(b) <u>Expenditure in Foreign exchange :</u>					
Foreign travelling				0	2,02,916
				0	2,02,916
(c) <u>Earnings in foreign exchange :</u>					
FOB value of Exports				1,52,15,397	1,55,95,668
				1,52,15,397	1,55,95,668
19 Previous years figures have been regrouped / rearranged, wherever necessary.					
Signatures to Notes 1 to 19		For and on behalf of Board of Directors			
CA. RANJIT NATU		}			
Partner (Mem. No. 104882)		}			
For and on behalf of		SEETHA RAMAN VOLETI } Directors			
NATU & PATHAK		[DIN NO. 07332440] }			
Chartered Accountants		}			
(ICAI Firm Reg. No. : 112219W)		KASINATH TUMULURU }			
Pune,		[DIN NO. 07645600]			
		Pune,			

**MAVEN SYSTEMS PRIVATE LIMITED**  
**Annexure A : As referred to in Note No. 1**  
**Cash Flow Statement for the year ended 31st March, 2017**

	Particulars	2016-17		2015-16	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
<b>I</b>	<b>Cash Flows from operating activities</b>				
	<b>A Net Profit Before Tax</b>		-2,73,16,533		-13,88,353
	<b>B Adjustments for :</b>				
	Finance Charges	31,43,201		95,597	
	Write off of Fixed Asset	87,609		0	
	Depreciation	4,01,967		5,90,649	
			36,32,777		6,86,246
	<b>C Operating Profit before changes in Working Capital</b>		<b>-2,36,83,756</b>		<b>-7,02,107</b>
	<b>D Changes in Working Capital</b>				
	Decrease/(Increase) in Loans And Advances	-45,24,422		-7,41,439	
	Decrease/(Increase) in Other Non Current Assets	10,80,201		-13,18,062	
	Decrease/(Increase) in Trade Receivables	-58,62,115		-27,23,519	
	Decrease/(Increase) in Inventories	-44,33,721		-20,13,741	
	Decrease/(Increase) in other Current Assets	-32,27,534			
	(Decrease)/Increase in Trade Payables	34,07,573		11,97,017	
	(Decrease)/Increase in Current Liabilities	49,99,004		58,72,374	
	(Decrease)/Increase in Short Term Provision	-46,80,022			
	(Decrease)/Increase in Long Term Provision	20,80,517		-3,04,206	
			<b>-1,11,60,521</b>		<b>-31,575</b>
	<b>Cash Generated from Operations (C+D)</b>		<b>-3,48,44,277</b>		<b>-7,33,682</b>
	Income Tax Paid		0		0
	<b>Net cash generated from operating activities</b>		<b>-3,48,44,277</b>		<b>-7,33,682</b>
<b>II</b>	<b>Cash Flow from Investment Activities</b>				
	(Increase) / Decrease in CWIP	-2,45,84,546		0	
	Sale of Assets	23,252		0	
	Purchase of Fixed Assets	-12,46,974		-2,43,591	
			<b>-2,58,08,268</b>		<b>-2,43,591</b>
<b>III</b>	<b>Cash Flow from Financing Activities</b>				
	Finance Charges	-31,43,201		-95,597	
	Increase / (Repayment) of Long-term borrowings	6,40,37,715		15,00,000	
	Increase / (Repayment) of Short-term borrowings	0		0	
	<b>Net Cash from Financing Activities</b>		<b>6,08,94,514</b>		<b>14,04,403</b>
<b>IV</b>	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>2,41,969</b>		<b>4,27,130</b>
<b>V</b>	<b>Add:- Cash and Cash Equivalents at the beginning of the year</b>		<b>22,51,364</b>		<b>18,24,234</b>
<b>VI</b>	<b>Cash and Cash Equivalents at the End of the Year</b>		<b>24,93,333</b>		<b>22,51,364</b>
<b>VII</b>	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		<b>2,41,969</b>		<b>4,27,130</b>

The Notes referred to above form an integral part of the Financial Statements.

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of Board of Directors

**CA. RANJIT NATU**  
Partner (Mem. No. 104882)

**SEETHA RAMAN VOLETI**  
[DIN NO. 07332440] } Directors

For and on behalf of  
**NATU & PATHAK**  
Chartered Accountants  
(ICAI Firm Reg. No. : 112219W)  
Pune.

**KASINATH TUMULURU**  
[DIN NO. 07645600] }  
Pune.