



Cranes Software International Limited

Regd. Office:
#2, Tavarekere, Bannerghatta Road, BTM Layout,
1st Stage, 1st Phase, Bangalore - 560 029, INDIA

Ph: +91 80 4128 1111
Fax: +91 80 4128 0203
Email: info@cranessoftware.com

17th October, 2017

To,
The Manager
Department of Corporate Services
Bombay Stock Exchange Ltd.,
P J Towers, Dalal Street
Mumbai - 400 001

Dear Sir,


Sub: Annual Report for the financial year 2016-17
Ref: Company No 512093

We are enclosing herewith our Annual Report for the financial year 2016-17 along with Notice for the Annual General Meeting. In addition, please find also enclosed Statement on Impact of Audit Qualifications for Audit Report with modified opinion in the required format.

We request you to kindly take note of the same and acknowledge receipt.

Thanking you,

Yours faithfully,
For Cranes Software International Ltd.


Authorised Signatory
Name: P. Phaneendra
Designation: Company Secretary

Encl: As above

CRANES SOFTWARE INTERNATIONAL LIMITED

Regd Office : # 2, Tavarekere, Bannerghatta Road, Stage-1, Phase-1, BTM Layout, BANGALORE - 560 029.

CIN : L05190KA1984PLC031621

Ph 080 67644848, Fax: 080 67644888

Email: info@cranessoftware.com, Website: www.cranessoftware.com

ANNEXURE 1

Statement of Impact of Audit Qualifications for the Financial Year ended March 31st, 2017

[See Regulation 33/52 of SEBI (LODR) (Amendment) Regulations, 2016]

Sl.No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)	Consolidated	
				Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
		Standalone			
1	Turnover/ Total Income	2,929.97	2,929.97	34,783.90	34,783.90
2	Total Expenditure	10,180.38	68,676.68	43,693.85	102,190.15
3	Net Profit / (Loss)	(7,250.41)	(65,746.71)	(8,909.94)	(67,406.24)
4	Earning Per Share	(6.16)	(55.83)	(7.57)	(57.24)
5	Total Assets	119,132.27	60,635.97	119,986.03	61,489.73
6	Total Liabilities	144,537.71	144,537.71	153,731.74	153,731.74
7	Net Worth	(25,405.44)	(83,901.74)	(33,745.70)	(92,247.00)
8	Any other financial item(s) (as felt appropriate by the management)				

ii. Audit Qualification (each audit qualification separately):

- a. Details of Audit Qualifications: Refer Annexure I & II
- b. Type of Audit Qualifications: Qualified Opinion
- c. Frequency of qualifications: Refer Annexure I & II
- d. For Audit Qualification(s) where the impact is quantified by auditor, Management 's Views: Refer Annexure I & II
- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Refer Annexure I & II
- (i) Management's estimation on the impact of audit qualification:
- (ii) If management is unable to estimate the impact, reasons for the same:
- (iii) Auditors' Comments on (i) or (ii) above:

iii. Signatories

- CEO/Managing Director
- CFO
- Audit Committee Chairman
- Statutory Auditor



Richard H Gell

Nijay Bhaskar



Place: Bangalore
Date: 30/05/2017

Annexure I -Audit Qualification (Each Audit qualification separately)

Sl. No	Details of Audit Qualification [a]	Type of Audit Qualification [b]	Frequency of Qualification [c]	Quantified Audit Report [YES/NO] [d]	Management's Views [e]	Auditors Comments on Management's Views
1	Redemption of Foreign currency convertible bond amounting to Rs. 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. A winding up petition has been filed by the trustees of the Foreign Currency Convertible Bond holders against the company, before the division bench Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon	Qualified Opinion	Repetitive	No	The Company is actively pursuing settlement exchanges with all FCCB holders and has also reached favourable settlements with a substantial number of FCCB holders. With a view to deal with all these related matters on a comprehensive basis, the impact of these favourable settlements has not been put through the books of accounts.	Refer para 3 of the Audit Report on Standalone Financial statements
2	Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by the following Banks against the company. i. State Bank of Travancore. ii. Canara Bank iii. Industrial Development Bank of India iv. State Bank of Mysore v. Bank of India <i>These Banks have filed cases before the Debt Recovery Tribunal (DRT) / Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the "DRT" and respective Hon'ble Courts. Winding up petitions have been filed by Canara bank and Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.</i>	Qualified Opinion	Repetitive	No	The Company is actively defending its position in these cases. It is also in advanced settlement negotiations with both secured and unsecured lenders and while reaching settlement with some, expects to reach favourable settlements with others in due course	Refer para 3 of the Audit Report on Standalone Financial statements
3	In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.	Qualified Opinion	Repetitive	No		Refer para 3 of the Audit Report on Standalone Financial statements
4	An advance of Rs. 23,978.83 lakhs is due from a party for an inordinate period and in our opinion recovery of the same is doubtful. However, the company continues to classify such amounts as 'Good'. However, no evidence has been given to us to consider those amounts as recoverable as on the date of Balance Sheet.	Qualified Opinion	Repetitive	Yes	The Company is in active discussion with the concerned party for the settlement of this transaction	Refer para 3 of the Audit Report on Standalone Financial statements
5	Attention of the members is invited to note 3.10 of the Financial Statements regarding recognition of deferred tax credit on account of unabsorbed losses and allowances aggregating to Rs.34,517.47 lakhs (year ended March 31, 2016 Rs. 31,000.90 lakhs). This does not satisfy the virtual certainty test for recognition of deferred tax credit as laid down in Accounting Standard 22.	Qualified Opinion	Repetitive	Yes	The Company has made significant changes to its business strategy and improvements in its solutions and product offerings. Hence, the Company is confident that we will have future taxable income to take advantage of the deferred tax credit as a 'recognized' asset	Refer para 3 of the Audit Report on Standalone Financial statements

Richard H. Gell

S. Jonardhan & Associates

Bangalore
660 001.

Chartered Accountants




6	Reference is drawn to note no. 3.31 of the Financial Statements regarding the amounts classified under "Fixed Assets" including "Intangible Assets Under Development" amounting to Rs. 22,458.78 lakhs. No evidence has been produced before us for testing its impairment and in the absence of the same, we are unable to express any opinion on the impairment to such asset. In our opinion, such test of impairment as on the date of Balance Sheet is mandatory, especially in view of the higher degree of the obsolescence of software which is stated to be under various stages of development, though no further developments have been carried out during the recent years.	Qualified Opinion	Repetitive	No	As detailed in the annexed Management Discussion and Analysis, the Company has made substantial progress to its Products and Solutions across all subsidiaries. The impact of this change is reflective in our consolidated revenue growth. The Company has engaged an external consultant to re-evaluated the IP assets and the effect, if any, will be reflected in the financial statement.	Refer para 3 of the Audit Report on Standalone Financial statements
	In the light of the above, the appropriateness of the 'Going Concern' concept based on which the accounts have been prepared is interalia dependent on the Company's ability to infuse requisite funds for meeting its obligations, rescheduling of debt and resuming normal operations.				During the year under review, the management has put its efforts toward resumption of normal operations. Hence, we are highly confident that the concept of 'Going Concern' continues to apply without doubt.	
7	We draw attention to Note No. 3.35 of the financial statements regarding the investment of Rs. 20,979.51 lakhs (refer point no. 5.1 of the audit report) made in wholly owned subsidiaries. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and is confident of recovery of receivables and therefore no provisioning has been considered necessary. The details of investments (including receivables) in subsidiaries are as under.	Emphasis of Matter	Second Time	No	The Management is of the view, that there is no diminution in the value of the investment provided to its subsidiaries, as they are generating revenues and the investments being the nature of long term and strategic. The Management is confident to recover the receivables.	Refer para 5 of the Audit Report on Standalone Financial statements



Richard H. Gell Vijj Bharti



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Annexure II - Audit Qualification (Each Audit qualification separately)

Sl. No	Details of Audit Qualification [a]	Type of Audit Qualification [b]	Frequency of Qualification [c]	Quantified Audit Report [YES/NO] [d]	Management's Views [e]	Auditors Comments on Management's Views
1	The Consolidated results of the Company do not include the financials of a step down subsidiary "Cubeware GMBH" for the year ended 31 st March 2017 and therefore, are not comparable with the financials for the year ended 31 st March 2016. The total assets and the total revenue of the step down subsidiary included in the consolidated financial statements for the year ended 31 st March 2016 were Rs. 4,410.96 lakhs and Rs. 8,314.32 lakhs respectively.	Qualified Opinion	First Time	No	The Company is diligently addressing a liability towards a third party tied to the Cubeware subsidiary. While favorable resolution is expected soon, Cubeware financials are being excluded from this report out of abundant precaution	Refer para 5 of the Audit Report on Consolidated Financial statements

Richard H. [Signature]



[Signature]



CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

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Karnataka, India. Ph: 080-6764 4848, Fax: 080-6764 4888 Email: investor.relations@cranessoftware.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the shareholders of **CRANES SOFTWARE INTERNATIONAL LIMITED**, will be held at Orchid Hall, Hotel Ramada Bangalore, #11, Park Road, Near Indian Express, Bangalore - 560 051, on **Thursday, the 28th September, 2017** at 10:30 AM, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:-

- (i) The audited standalone financial statements of the Company for the financial year ended 31st March, 2017, including the audited balance sheet as at 31st March, 2017, the statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;
- (ii) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2017, including the audited consolidated balance sheet as at 31st March, 2017 and the consolidated statement of profit and loss, for the year ended on that date and the reports of the Board and auditors' thereon;

2. To consider and if thought fit, to pass with or without modification, the following as an Ordinary resolution:

"Resolved that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and auditors) Rules, 2014 as amended, M/s Sethia Prabhad Hegde & Co, Chartered Accountants, Bangalore, (Firm Registration No. 013367S), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. S Janardhan & Associates, who have completed their term of office, in accordance with section 139(2), of the Companies Act, 2013, to hold office from the conclusion of this 32nd AGM until the conclusion of the 37th AGM of the Company, for a term of five years, subject to ratification of the appointment at every AGM, at such remuneration as may be mutually agreed to between the Board of Directors of the Company and the auditors."

Special Business:

3. To consider and if thought fit, to pass with or without modification(s), the following as a Special resolution:

"Resolved that the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities but excluding temporary loans) from time to time at their discretion, for the purpose of the business of the Company from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, related parties, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say reserves not set apart for any specific purposes) provided that the total borrowings shall not at any time exceed in the aggregate an amount of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"Resolved further that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s)



aforesaid and further to do all such acts, deeds, and things and to execute all documents and writings as may be necessary, proper, desirable or expedient in this regard.”

4. To consider and if thought fit, to pass with or without modification(s), the following as a Special resolution:

“Resolved that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, provided that the total amount of loan together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the company in respect of the said loans, shall not at any time exceed the limit of Rs. 1,500.00 Crores (Rupees one thousand five hundred crores only).”

“Resolved further that for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized and empowered to finalize, settle and execute any such formal contract, agreements, documents, deeds, indemnities, guarantees or other legal undertakings as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

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

“Resolved that pursuant to section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with schedule V and the rules thereunder, approval be and is hereby granted, to the re-appointment of Mr. Mueed Khader (DIN - 00106674) as whole-time director of the Company, with effect from 17th May, 2016, for a term of four years, ending on 16th May, 2020, on such remuneration as may be fixed by the Board, from time to time, as prescribed under the Companies Act, 2013 and within such limits, as may be approved by the members, as per the details given in the explanatory statement.”

“Resolved further that in the event of inadequacy or absence of profits in any year, during the currency of tenure, of the director, he will be paid such remuneration, as may be prescribed, under schedule V, read with other applicable provisions”.

**By Order of the Board of Directors
For Cranes Software International Limited**

**CS P Phaneendra
Company Secretary**

**Bengaluru
August 22nd, 2017**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. 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. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 forms part of this notice.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Integrated Enterprises India Private Limited.
5. In terms of section 101 and 136 of the Companies Act, 2013 read together with the rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board report etc., by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
6. Members / proxies are requested to bring the attendance slip / proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
7. The register of member and share transfer books of the company will remain closed from 23rd September 2017 to 28th September 2017 (both days inclusive) for the purpose of AGM.
8. **The instructions for shareholders voting electronically are as under:**

(a) **Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the company has provided a facility to its members to exercise their votes electronically through e - voting service arranged through Central Depository Services (India) Limited ("CDSL"). The facility to cast votes through ballot papers will also be made available at the AGM and members attending personally or through proxy, who have not cast/ exercised their rights to vote by remote evoting shall be able to exercise their right to vote at the AGM. Members who have cast their votes through remote evoting prior to the AGM may attend the AGM but shall not be entitled to cast their votes. The instructions for remote evoting are provided herein. Mr. Srinivasan K., Practising Company Secretary, CP No. 10957, has been appointed as scrutinizer for the purpose of voting.

Procedures for e-voting are as under:

- (i) The voting period will begin on 25th September, 2017 (from 9.00 A.M) and will end on 27th September, 2017 (at 5.00 P.M). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The cut-off date for e-voting facility is 21st September, 2017 and members whose names appear in the register of members shall be entitled to avail the service. Any person who becomes a member of the company after of the Notice of the AGM and holding shares as on the cut-off date is requested to contact company's RTA to get the details relating to his / her login details. Members may call the RTA through telephone number **+91-80-23460815-818** or send an email request to irg@integratedindia.in.
- (iii) The members should log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders / Members" tab.
- (v) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii)	If you are a first time user follow the steps given below: For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the DEMAT holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xii) Click on the EVSN of <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If DEMAT account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Institutional Members (Non Individual and Custodians)
- Institutional members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The results of the e-voting along with the scrutinizer’s report shall be placed in the company’s website www.cranessoftware.com and on the website of CDSL e-Voting within Forty Eight hours of the conclusion of AGM. The results will also be communicated to the stock exchanges where the shares of the company are listed.
- (xxiii) In case of joint members attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote (if cast at the AGM).



ANNEXURE TO THE NOTICE

Statement of material facts pursuant to section 102(1) of the Companies Act, 2013:

Item #2:

This explanatory statement is provided, all though not required, as per section 102 of the act.

The present auditors M/s. S Janardhan & Associates, have completed their term of office, under the provisions of section 139(2) and M/s Sethia Prabhad Hegde & Co, Chartered Accountants, Bangalore, (Firm Registration No. 013367S), are proposed to be appointed, in place of the retiring auditors, for a term of five years, to hold office from the conclusion of this AGM, until conclusion of 37th AGM, subject to ratification of their appointment at every AGM. This proposal is based on the recommendation of the audit committee.

Item # 3:

Under the provisions of section 180(1)(c) of the Companies Act, 2013, a Company may borrow in excess of the aggregate of its paid-up share capital and free reserves (apart from temporary loans), only with the consent of the shareholders, by way of a special resolution. The Company had earlier passed ordinary resolutions under applicable provisions, of the Companies Act. Therefore, this resolution is being proposed once again by way of abundant caution, as a special resolution.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

Item # 4:

Under the provisions of section 180(1)(a) of the Companies Act, 2013, a Company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, only with the consent of the shareholders, by way of a special resolution. Mortgaging or charging the movable / immovable properties of a Company, may be deemed to be a disposal of the undertaking, substantially or otherwise. The Company had earlier passed ordinary resolutions under applicable provisions of the Companies Act. Therefore, this resolution is being proposed once again as a special resolution, by way of abundant caution.

None of the directors / relatives of directors, key managerial personnel is directly or indirectly interested financially or otherwise, in the proposed resolution.

Item # 5:

Shareholders had approved the appointment of Mr. Mueed Khader (DIN - 00106674), as a whole-time Director, for a term of three years, with effect from 17th May, 2013. On the recommendation of the nomination and remuneration committee, the Board of Directors, at its meeting held on 30th May, 2017, re-appointed/ratified the appointment of Mr. Mueed Khader (DIN - 00106674) as Whole-time Director, with effect from 17th May, 2016 to 16th May, 2020, for a further term of four years, subject to the approval of the shareholders. Mr. Mueed Khader is a promoter director of the Company and has played a valuable role, in the affairs of the Company. He has been appointed on the following terms.



Salary	Rs. 2,00,000 per month
Perquisites :	
(a) Contribution to Provident / Superannuation Fund	As per rules of the Company (non taxable portion only)
(b) Gratuity	As per the rules of the Company not exceeding half month's salary, for each completed year of service
(c) Encashment Earned / Privilege Leave	As per rules of the Company
(d) Telephone	Free use of Telephone at Residence
(e) Provision of Car	Free use of Car with Driver on Company's business.
(f) Personal Accident Insurance	For self as per rules of the Company.

The Company has entered into an agreement, with Mr. Mueed Khader, which will be available for inspection by members, at the Registered Office, of the Company, on all working days (other than Saturdays), between 11.00 AM and 1.00 PM, unto the date of the Annual General Meeting. The Board recommends his appointment. Except Mr. Mueed Khader, being the appointee, none of the directors and key managerial personnel, of the Company, or their relatives, is concerned or interested in this resolution.

By Order of the Board of Directors
For Cranes Software International Limited

Bengaluru
August 22nd, 2017

CS P Phaneendra
Company Secretary

**ANNEXURE****Information about Directors seeking re-appointment in this Annual General Meeting.****In respect of Item 5 of the Notice:**

Name of the Director	Mr. Mueed Khader
Father's Name	Syed Abdul Khader
Date of birth	19 October 1970
Educational Qualifications	B.Sc.
Date of appointment	30 April 2002
Other Directorships in Public Limited Companies	Systat Software Asia Pacific Ltd Analytix Systems Pvt Ltd Caravel Info Systems Pvt Ltd Proland Software Pvt Ltd Tilak Autotech Pvt Ltd Esqube Communication Solutions Pvt Ltd
Committee Memberships in Cranes Software International Ltd.	Stakeholders Relationship Committee – Member Corporate Social Responsibility Committee – Chairperson



CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

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**Form No. MGT - 11
Proxy form**

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

CIN : L05190KA1984PLC031621
Name of the Company : Cranes Software International Limited
Registered office : # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029, Karnataka, India

Name of the member (s) :

Registered address :

E-mail ID :

Folio No. / Client ID :

DP ID :

I/ We, being the member (s) of Shares of the above named company, hereby appoint

1. Name :
Address :
Email ID :
Signature :, or failing him

2. Name :
Address :
Email ID :
Signature :, or failing him

3. Name :
Address :
Email ID :
Signature :, or failing him



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32st Annual General Meeting of the Company, to be held on Thursday, the 28th September, 2017 at 10:30 am at Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near Indian Express, Bangalore - 560 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business(es)

1. (i) To adopt standalone financial statements for the year ended 31st March, 2017.
(ii) To adopt consolidated financial statements for the year ended 31st March, 2017.
2. To appoint new auditors in place of retiring auditors.

Special Business(es)

3. To approve borrowing powers.
4. To approve power to create charge / mortgage.
5. To reappoint Mr. Mueed Khader as whole-time Director

Signed this..... day of 2017

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder (s)

Note: 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.

Date : 28th September, 2017

Time : 10:30 am

Venue : Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near IndianExpress, Bangalore - 560 051



Date : 28th September, 2017

Time : 10:30 am

Venue : Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near Indian Express, Bangalore - 560 051

CRANES SOFTWARE INTERNATIONAL LIMITED

CIN : L05190KA1984PLC031621

Regd. Off.: # 2, Tavarekere, Bannerghatta Road, 1st Phase, 1st Stage, BTM Layout, Bangalore - 560 029.
Karnataka, India. Ph: 080-6764 4848, Fax: 080-6764 4888 Email: investor.relations@cranessoftware.com

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

Regd. Folio No.

No. of shares held.

DP ID No.

Client ID No.

I Certify that I am a Member / Proxy for the members (s) of the company.

I hereby record my presence at the 32nd Annual General Meeting of the Company at Orchid Hall, Hotel Ramada Bangalore, # 11, Park Road, Near India Express, Bangalore - 560 051, at 10:30 am on Thursday, 28th September, 2017.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

If undelivered please return to :

Cranes Software International Limited

2, Tavarekere, Bannerghatta Road, BTM Layout, 1st Stage, 1st Phase, Bangalore - 560 029 Karnataka, INDIA

Phone: +91 80 6764 4848 Email: info@cranessoftware.com

www.cranessoftware.com

ANNUAL REPORT

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Cranes Software International Limited

Enterprise Analytics and Engineering Simulation Software & Solutions





Board of Directors	Mr. Asif Khader	- Co-founder & Managing Director
	Mr. Mukkaram Jan	- Co-founder & Director
	Mr. Mueed Khader	- Director
	Mr. Richard Gall	- Director
	Dr. Peter Ryser	- Director
	Mrs. Akthar Begum	- Director

Company Secretary P. Phaneendra

Bankers
Bank of India
The Jammu & Kashmir Bank Ltd.
State Bank of Travancore
IDBI Bank Ltd.
Canara Bank
State Bank of Mysore

Auditors
S. Janardhan & Associates
Chartered Accountants
Apt. Nos. 104 & 203, Embassy Centre
No. 11, Crescent road, Bangalore - 560 001.

Registered Office
Cranes Software International Ltd.
2, Tavarekere, Bannerghatta Road,
BTM Layout, 1st Stage, 1st Phase,
Bangalore - 560 029

Registrars
Integrated Registry Management Services Pvt. Ltd.
39, Ramana Residency,
4th Cross, Sampige Road,
Malleswaram, Bangalore - 560 003

Website www.cranessoftware.com



CRANES SOFTWARE INTERNATIONAL LIMITED

FINANCIAL STATEMENTS 2016 - 2017



DIRECTORS REPORT - 2017

Dear Member,

Your Board is pleased to present the 32nd Annual Report of Cranes Software International Limited (CSIL), along with the audited financial statements for the fiscal year ended 31st March, 2017.

Macro - Economic Scenario

India's economy continues to show good signs of GDP growth and the business environment appears positive, than ever before, with a string of initiatives taken up by Central Government, with respect to ease of doing business, which is expected to help the Company directly, in expanding its market within the country and abroad.

Consolidated / standalone financial performance

The consolidated annual revenue from operations has registered a decrease of about 12% compared with the previous year. However, the Company has posted loss from operations before tax of Rs. 1252.07 million as compared to Rs. 1492.0 million in the previous year.

The standalone annual revenue from operations has registered a steep Increase by about 119% compared with the previous year, due to exchange gain. The loss for the period before tax stands at Rs. 1076.7 million as compared with Rs. 1194.6 million in the previous year.

Financial highlights (consolidated & standalone)

(Rs. in Crore)

Particulars	Consolidated		Standalone	
	2016-17	2015-16	2016-17	2015-16
Total revenue	347.84	394.99	29.30	13.38
Total expenses	473.25	544.08	136.92	132.73
Profit / (Loss) before extraordinary items & tax	(125.42)	(149.09)	(107.62)	(119.35)
Exceptional Items	0.14	0.11	0.04	0.11
Profit / (Loss) before tax	(125.28)	(149.20)	(107.67)	(119.46)
Tax expense	(36.18)	(37.14)	(35.17)	(40.35)
Profit / (Loss) for the period	(89.10)	(112.06)	(72.50)	(79.11)

NEW INITIATIVES AND CORPORATE ACTION

In the year under review, the Company has enhanced its position in the areas of Business Intelligence, Engineering Services and Vocational Training. The Company continues to improve operational effectiveness, optimize costs and increase market reach across all businesses. These initiatives have positively impacted the current year business revenues and improved operating margins, especially in our overseas subsidiaries.

DIVIDEND

Your directors do not recommend any dividend in the absence of distributable surplus.

RESERVES

Your directors do not recommend any transfers to reserves.

SHARE CAPITAL

There is no change in the authorized or paid-up equity share capital of the Company, for the period under report.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY, WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT



No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no reportable change in the nature of business of the Company during the financial year ended 31st March, 2017.

PARTICULARS OF LOANS, GUARANTEE & INVESTMENT

Details of loans, guarantees and investments under the provisions of section 186 are given in notes to financial statements.

CORPORATE GOVERNANCE

Your Company is committed to adoption of good corporate governance practices and compliance with the same, in accordance, with listing agreement guidelines, prescribed by SEBI. Your Company is reviewing the present guidelines and will take steps to become fully compliant, shortly. The report on corporate governance as stipulated by SEBI forms part of the annual report and the statutory auditor's certificate of compliance is attached to this report as per Annexure - I & II.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of the provisions of regulation 34(2) of the SEBI (Listing and disclosure requirements) Regulations, the management discussion and analysis report is set out separately and forms an integral part of this report as per Annexure - III.

SUBSIDIARIES, JOINT VENTURES & ASSOCIATES

During the year, there have been no substantial or material business related changes that have taken place in the subsidiary / associate companies.

EXTRACT OF ANNUAL RETURN

As required under the provisions of section 92(3) of the Companies Act, 2013 read with the Companies (Management and administration) Rules, 2014, an extract of the Annual Return of your Company in prescribed form MGT-9, for the fiscal year ended 31st March, 2017 is annexed to and forms part of this report as per Annexure - IV.

RELATED PARTY TRANSACTIONS

During the year under report, your Company has entered into related party transactions, which were on arm's length basis and in the ordinary course of business. Certain material transactions as defined under section 188 of the Companies Act, 2013 read with the companies (Meetings of Board and its powers) Rules, 2014 are reported. All these transactions were previously approved by the audit committee and the Board of Directors and are being reviewed on a regular basis. Your Company will shortly propose the policy on related party transactions for approval by the Board. Further, details of contracts and arrangements with related parties for the fiscal year ended 31st March, 2017 are provided under note no. 3.39 to the audited financial statements.

RISK MANAGEMENT

Your directors have entrusted the risk management functions to the audit and remuneration committee as the number of directors on the Board is six only. Your Company will take steps to expand its Board, if advised and found warranted, in the future.

PARTICULARS OF EMPLOYEES

The ratio of the median remuneration of the employees to the remuneration of the each of the whole-time directors is 1: 4.5

The percentage increase in remuneration paid to each of the whole-time directors in this financial year is NIL, due to no profits and no surplus funds.

Disclosures pertaining to remuneration and other details as required under section 197(12) of the act read with companies (appointment and remuneration of managerial personnel) Rules, 2014 are attached to this report as per Annexure - V.

**INTERNAL FINANCIAL CONTROL & ADEQUACY**

Your Company has in place adequate internal control systems commensurate with the size of its operations to ensure sound management of operations, safe keeping of its assets including in tangible assets and utilization of resources. However, further steps as may be advised will be implemented, if found, necessary.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under clause (c) of sub-section (3) of section 134 of Companies Act, 2013, directors, to the best of their knowledge and belief, state that:-

- in preparation of the Annual Accounts, the applicable accounting standards have been duly followed along with proper explanation relating to material departures.
- the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and are 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 that period.
- the Directors had 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 preventing and detecting fraud and other irregularities.
- the directors had prepared the annual accounts on a going concern basis.
- the directors had laid down internal financial controls to be followed by the Company and that they are adequate and were operating effectively.
- the directors devised proper systems to ensure compliance with the provisions of all applicable loss and that such systems were adequate and operating effectively.

DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL

The composition of the Board is as follows:

PROMOTER GROUP (EXECUTIVE WHOLE-TIME DIRECTORS)

Asif Khader

Mukkaram Jan

Mueed Khader

NON- EXECUTIVE DIRECTORS:

Richard Gall

Dr. Peter Ryser

Mrs. Akthar Begum

In terms of the provisions of section 203 of the Companies Act, 2013, Mr. Asif Khader, Managing Director, Mr. Mueed Khader, Whole-time Director and Mr. P. Phaneendra, Company Secretary are the key managerial personnel of your Company.

Declaration by Independent Directors

The independent directors have submitted disclosures that they fulfill all stipulated requirements as per section 149(6) of the Companies Act, 2013.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Even though the operations of your Company are not energy-intensive, adequate measures have been taken to reduce energy consumption by using efficient equipment. Since it is a software Company, primarily dealing with scientific and engineering software products and product related projects, energy cost forms a very small part of total cost and its impact on total cost is not material.

- (a) Research & Development Activities



The Management of your Company has been committed to building a strong R&D culture from day one and has set clear R&D goals. In order to achieve these goals, the Company has focused on furthering the efficacies of R&D activities as well as building synergies among multiple-impact technologies.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of section 135 of the act read with companies (corporate social responsibility policy) Rules, 2014 are not applicable to the Company and therefore no report is attached under this head.

MEETINGS OF THE BOARD

During the year under report, your Board of Directors met on the following dates:

During the quarter ended 30 th June, 2016	30 th May, 2016
During the quarter ended 30 th September, 2016	12 th August, 2016
During the quarter ended 31 st December, 2016	11 th November, 2016
During the quarter ended 31 st March, 2017	14 th February, 2017

COMPOSITION OF THE AUDIT COMMITTEE

The Company has constituted an audit and remuneration committee consisting of three member directors in each committee. The committee meets regularly to review its functions.

The Committee consists of the following Directors:

Mr. Richard Gall -	Chairman
Mr. Asif Khader -	Member
Dr. Peter Ryser -	Member

The Committee met four times during the year. The dates of the meetings with details of attendance of the directors is given below:

Name of the Director	30 th May, 2016	12 th August, 2016	11 th November, 2016	14 th February, 2017
Richard Gall	Yes	Yes	Yes	Yes
Asif Khader	Yes	Yes	Yes	Yes
Dr. Peter Ryser	Yes	Yes	Yes	Yes

REMUNERATION COMMITTEE

The committee consists of Mr. Richard Gall, Smt. Akthar Begum and Dr. Peter Ryser. The committee met on 12th August, 2016 to consider terms to the Whole-time Directors and Managing Director. All the committee members were present for the meeting and no changes were proposed to the terms of remuneration. The Company pays remuneration by way of salary, perquisites and allowances and a commission to the Whole-time Directors and Managing Director.

FOR NON-EXECUTIVE DIRECTORS:

No fixed remuneration is paid to the Non-executive Directors, they are paid commission as a percentage of the net profits, as decided by the Board but within the limits set under the provisions of the Section 198 of the Companies Act, 2013. The payment of commission was approved by the shareholders at the AGM held on September 11, 2006. The basis of determining the specific amount of commission payable to these directors is related to their attendance at meetings, contribution at meetings as perceived by the Board and the extent of consultations with them outside the meetings.

No commission was paid out to the Non-executive Directors for the year under review.

The Non Executive Directors do not hold any shares of the company in their names.

**SHARE HOLDER GRIEVANCE COMMITTEE**

The Company has a Shareholder Grievance Committee constituted as per Section 178 of the Companies Act, 2013 and as per requirements under Clause 49 of the Listing Agreement, to look into the grievances of investors. This Committee consists of Smt. Akthar Begum, Mr. Asif Khader and Mr. Mueed Khader. There were no unresolved grievances from the investors / shareholders as on March 31, 2017.

The Company has designated an email id exclusively for redressal of Investor Grievances, viz., investor.grievances@cranessoftware.com in compliance with clause 47(f) of the Listing Agreement for speedy redressal of investor grievances.

KEY MANAGERIAL PERSONNEL

In terms of the provisions of section 203 of the Companies Act, 2013, Mr. Asif Khader, Managing Director, Mr. Mueed Khader, Whole-time Director and Mr. P. Phaneendra, Company Secretary are the key managerial personnel of your Company.

STATUTORY AUDITORS:

In terms of the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum term of ten years. Such audit firm can be re-appointed after a "cooling-off" period of five years. In computing the period of ten years, the period for which the auditor has held office before the commencement of the Companies Act, 2013 i.e. before 1st April, 2014 is to be considered.

The present auditors M/s. S Janardhan & Co, retire by rotation, in terms of section 139(2), on completion of their term of office and the new firm M/s. Sethia Prabhadd Hegde & Co, is hereby proposed to be appointed, in place of the retiring auditors, to audit the books of account of your Company for fiscal year ending 2017-2018, i.e. from the conclusion of the forth coming Annual General Meeting until conclusion of the next Annual General Meeting of your Company.

M/s. Sethia Prabhadd Hegde & Co, Chartered Accountants, Bangalore, have given their consent to act as auditors and have submitted a certificate to the effect that their re-appointment, if made, would be in conformity with the provisions of section 139(1) of the act and that it will meet with the criteria prescribed under section 141 of the act. Your directors recommend their re-appointment at the ensuing Annual General Meeting.

AUDITORS QUALIFICATIONS AND BOARD'S REPLY

The statutory auditors have qualified their report on various matters pertaining to the Company and the Board has replied to these qualifications. A detailed list containing the audit qualifications and the Board's replies thereto have been provided as an annexure to this report, marked Annexure No. - VI.

SECRETARIAL AUDITOR AND BOARD'S REPLY TO SECRETARIAL AUDIT QUALIFICATIONS

Secretarial audit in prescribed Form MR-3 and the Board's reply to secretarial auditor's qualifications are attached to this report marked Annexure No. - VII.

FORMAL ANNUAL EVALUATION OF THE BOARD

The guidelines for evaluating and assessing the performance of the directors are being modified due to the expansion of the board. Generally, such assessment would include the decision making abilities of individual directors, strategic and value addition contributions at the meetings, charting your company's policy and growth and introducing risk management policies.

As per listing regulations, the directors have to carry out an annual performance evaluation of the Board, independent directors, whole-time and non-whole-time directors, committees of the Board and chairman of the Board. Necessary guidelines are being re-framed in this regard.

HEALTH, SAFETY AND ENVIRONMENT

Your Board is committed to highest standards of providing healthy environment for safety of its employees and your Board reviews the same from time to time.



Disclosure under sexual harassment of women at work place – prevention prohibition and redressal Act, 2013

During the year under report, your Company has not received any complaint under the captioned act.

VIGIL MECHANISM

In compliance with the provisions of section 177(10) of the Companies Act, 2013 and regulation 4(2)(d) of the SEBI(Listing and disclosure requirements) Regulations, your Company has created and established a vigil mechanism for the directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of company's code of conduct. Your Company has not received any concerns about unethical behavior of any type in the year under consideration.

**By Order of the Board of Directors
For Cranes Software International Limited**

**Bengaluru
22nd August, 2017**

**CS P Phaneendra
Company Secretary**

LIST OF ANNEXURES

Sl. No	Particulars	Annexure No
1	Corporate Governance report	I
2	Auditors certificate of compliance	II
3	Management discussion & analysis report	III
4	MGT-9	IV
5	Particulars of employees	V
6	Board's reply to auditors qualifications	VI
7	Secretarial Audit report – MR-3	VII
8	AOC-2 – related party transactions	VIII

ANNEXURE I

CORPORATE GOVERNANCE REPORT 2016-17

(Annexure to Directors' Report)

The Corporate Philosophy, as enshrined in its mission statement of "Exploring for a Better Tomorrow" is to optimize and increase the value to all stakeholders, creditors, employees and the society at large through adherence to corporate values, codes of conduct and other standards of behaviour. The Company seeks to ensure professionalism and proper transparency and disclosures in all its dealings. The Board believes in conforming to, and exceeding wherever possible, the prevalent mandatory guidelines on Corporate Governance.

Board of Directors:

The composition of the Board is as follows:

Promoter Group:

Asif Khader
Mukkaram Jan
Mueed Khader

Non- Executive Directors:

Richard Gall
Dr. Peter Ryser
Smt. Akthar Begum

Details of Board Meetings held during the year:

The Board met 4 times during the year, as follows:

During the quarter ended 30 th June, 2016	30 th May, 2016
During the quarter ended 30 th September, 2016	12 th August, 2016
During the quarter ended 31 st December, 2016	11 th November, 2016
During the quarter ended 31 st March, 2017	14 th February, 2017

Details of attendance at Board Meetings, last AGM and details of memberships in other Boards and Board Committees:

The Board, being represented by members from various parts of the world, it may not be possible for all to be physically present at all Board Meetings; such Directors who are unable to be present invariably participate in the proceedings through telephonic and video conference calls.

Name of the Director	Date of Appointment	No. of Board Meetings attended ¹	Whether attended last AGM	Member-ship in other Board ²	Committees ³	
					Member ship	Chairman Ship
Asif Khader	30 th April, 2002	4	Y	6	3	-
Mukkaram Jan	30 th April, 2002	0	N	7	-	-
Mueed Khader	30 th April, 2002	4	Y	6	2	1
Richard Gall	16 th May, 2002	4	Y	-	3	2
Dr. Peter Ryser	29 th March, 2005	4	N	-	2	-
Smt. Akthar Begum	29 th Sep., 2016	2	N	-	2	1

1 Attendance via web presentation and Telephone call has been considered as having attended the Board Meeting.

2 Excludes any Foreign Companies.

3 Membership in Audit Committee, Remuneration Committee, Investor Grievance Committee and Corporate Social Responsibility only considered.



Audit Committee:

The scope of reference of the committee, inter alia, includes:

- Review of audit with Statutory Auditors & Internal Auditors.
- Limited Review of quarterly accounts with Statutory Auditors.
- Review of annual financial statements with auditors and management before submission to the Board.
- Review of adequacy of internal control systems and internal audit function.
- Other matters as set out in the Listing Agreement and Section 177 of the Companies Act, 2013.

The Committee consists of the following Directors:

Mr. Richard Gall	-	Chairman
Mr. Asif Khader	-	Member
Dr. Peter Ryser	-	Member

The Committee met four times during the year. The dates of the meetings with details of attendance of the directors is given below:

Name of the Director	30 th May, 2016	12 th August, 2016	11 th November, 2016	12 th February, 2017
Richard Gall	Yes	Yes	Yes	Yes
Asif Khader	Yes	Yes	Yes	Yes
Dr. Peter Ryser	Yes	Yes	Yes	Yes

The Statutory Auditors attended all the meetings.

SHARE HOLDERS RELATIONSHIP COMMITTEE:

The Company has a Shareholder Grievance Committee constituted as per Section 178 of the Companies Act, 2013 and as per requirements under Clause 49 of the Listing Agreement, to look into the grievances of investors. This Committee consists of Smt. Akthar Begum, Mr. Asif Khader and Mr. Mueed Khader. There were no unresolved grievances from the investors / shareholders as on March 31, 2017.

The Company has designated an email id exclusively for redressal of Investor Grievances, viz., investor.grievances@cranessoftware.com in compliance with clause 47(f) of the Listing Agreement for speedy redressal of investor grievances.

NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted a 'Nomination and Remuneration Committee' under the provisions of Section 178 of the Companies Act, 2013 to finalize and propose the remuneration for Whole-time Directors and Managing Director and to formulate policies for nomination and evaluation of key personnel. The committee consists of Mr. Richard Gall, Smt. Akthar Begum and Dr. Peter Ryser. The committee met on 12th August, 2016 to consider terms to the Whole-time Directors and Managing Director. All the committee members were present for the meeting and no changes were proposed to the terms of remuneration. The Company pays remuneration by way of salary, perquisites and allowances and a commission to the Whole-time Directors and Managing Director.

FOR NON-EXECUTIVE DIRECTORS

No fixed remuneration is paid to the Non-executive Directors, they are paid commission as a percentage of the net profits, as decided by the Board but within the limits set under the provisions of the Section 198 of the Companies Act, 2013. The payment of commission was approved by the shareholders at the AGM held on September 11, 2006. The basis of determining the specific amount of commission payable to these directors is related to their attendance at meetings, contribution at meetings as perceived by the Board and the extent of consultations with them outside the meetings.

No commission was paid out to the Non-executive Directors for the year under review.

The Non Executive Directors do not hold any shares of the company in their names.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The CSR activities of the Company are focussed in the areas of Education, Healthcare, Environment and Community Development. The CSR Activities undertaken by the Company are in line with the CSR Policy and recommendation of the CSR Committee comprising of Mr. Mueed Khader, Mr. Asif Khader and Mr. Richard Gall. Since there has been no profit declared by the Company, there has been no expenditure on CSR activities in the Financial Year 2016-17.

Annual General Meetings:

Details of last three Annual General Meetings and the Special Resolutions passed there at are as under:

Date of AGM	Time	Venue	Special Resolutions passed
29 th September, 2014	10:30 am	Shri Devaraj Urs Bhavan, No. 16-D, Millers Tank Bund Area, Vasanthanagar, Bangalore - 560052	-NIL-
30 th September, 2015	10:30 am	Shri Devaraj Urs Bhavan, No. 16-D, Millers Tank Bund Area, Vasanthanagar, Bangalore - 560052	-NIL-
29 th September, 2016	10:30 am	Orchid Hall, Hotel Ramada Bangalore No. 11, park Road, Near Indian Express, Bangalore - 560051	Approval for giving loans Guaranctees, Security and investments

For AGM 2017, the Company does not have any proposal for postal ballot.

DISCLOSURES:

During the year the Company did not enter into any transactions of material nature with any of the Promoters, Directors, Management or relative etc., which may have potential conflict with the interest of the Company.

INSIDER TRADING:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the Company has adopted a code of conduct for prevention of insider trading and the required disclosure practices.

In addition, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been formulated by the Board of Directors and is available on the website of the Company for download.

WHISTLE BLOWER MECHANISM:

The Company has a whistle blower policy, which provided the vigil mechanism for reporting with reliable information on any improper or unethical practices or actions which as violative (actual or potential) of the code of the Company by any employee or others dealing with the Company. It also addresses the protection of whistle blower who makes protected disclosures under the policy and provides for direct access to the Chairman of the Audit Committee.

The policy and the mechanism for reporting has been appropriately communicated across all locations of the Company.

During the year, no instance was reported under this policy.

**MEANS OF COMMUNICATION:**

The quarterly results are published generally in "Business Standard" & "Sanjevani" (Kannada). The results are also updated on the corporate website (www.cranessoftware.com). The quarterly results and the shareholding pattern are uploaded to the company website as well as the websites of the Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

A	32nd Annual General Meeting	
	Date and Time	28 th September, 2017 at 10:30 AM
	Venue	Orchid Hall, Hotel Ramada Bangalore, #11, Park Road, Near Indian Express, Bangalore - 560 051
B	Financial Calendar	
	Audited Annual Results - FY 2016-17	30 th May, 2017
	Unaudited results for the quarter ending June 30, 2017	Second week of September, 2017
	Unaudited results for the quarter ending September 30, 2017	Second week of December, 2017
	Unaudited results for the quarter ending December 31, 2017	Second week of February, 2018
	Audited Annual Results - FY 2017-18	Last week of May, 2018
C	Book closure date	23 rd September, 2017 to 28 th September, 2017
D	Dividend payment date	No Dividend declared
E	Listing of Equity shares	
	Name and Address of Stock Exchange	Stock Code
	Bombay Stock Exchange Ltd. (BSE) P J Towers, Dalal Street, Mumbai - 400001	512093
	National Stock Exchange Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051	CRANESSOFT - EQ Trading of shares currently suspended
	The Listing Fee has been paid to all the Stock Exchanges	
F	Website of the Company	www.cranessoftware.com
G	Registrar and Transfer Agents	M/s Integrated Registry Management Services Pvt. Ltd. (formerly known as Alpha Systems Pvt Ltd - since merged), No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003
H	Demat ISIN Number allotted to the Company	INE234B01023

The Company came out with a Euro 42 million, 2.50 Foreign Currency Convertible Bond (FCCBs) issue during 2005-06, the FCCBs are listed at the Singapore Stock Exchange. The FCCBs were convertible into shares or GDRs and the GDRs would be listed at the Luxembourg Stock Exchange and the shares with BSE & NSE in India. As of date no FCCB conversions have taken place.

**SHARE PRICE DATA:**

The Share price data on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) during the financial year 2016-17 is given below:

BSE INDIA MARKET PRICE

Month	Open Price	Close Price
April 2016	2.12	2.34
May 2016	2.25	2.09
June 2016	2.05	2.12
July 2016	2.12	1.99
August 2016	2.00	1.55
September 2016	1.62	1.61
October 2016	1.60	1.72
November 2016	1.80	1.72
December 2016	1.70	1.51
January 2017	1.54	1.65
February 2017	1.60	1.55
March 2017	1.62	1.33

Trading of shares was suspended on the NSE effective September 2, 2010, due to non-compliances by the Company during the year, which have largely been addressed by the Company.

REGISTRAR & TRANSFER AGENTS:

Share Transfer work is being done by M/s Integrated Registry Management Services Pvt. Ltd. (formerly known as Alpha Systems Pvt Ltd - since merged), No.30 Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003 who are SEBI registered Registrars & Transfer Agents for both physical and demat shares.

SHARE TRANSFER SYSTEM:

The power to approve transfer of shares has been delegated by the Board to the Share Transfer Committee. Share transfers are processed within 15 days from their receipt.

SECRETARIAL AUDIT:

As required by SEBI Circular No. D&CC/FITTC/CIR-16/2002 dt. 31.12.2002, Secretarial Audit was carried out by a Practicing Company Secretary on quarterly basis to reconcile the total admitted capital with both the depositories and the total issued and listed capital. The total number of shares in physical form and the total number of dematerialised shares held with the depositories were in agreement with the total issued / paid-up capital.

COMPLIANCE WITH CORPORATE GOVERNANCE NORMS:

The Board periodically reviews the compliance of all applicable laws and gives appropriate directions wherever necessary.

A Certificate from the Managing Director on the Financial Statements was placed before the Board.

The Company has complied with most mandatory requirements of Corporate Governance norms as enumerated in Clause 49 of the Listing Agreements with stock exchanges. The Company has obtained a certificate from the statutory auditors of the Company regarding compliance with the other provisions of the above clause and the same is attached hereto.


Distribution of Shareholdings as on March 31, 2017:

Shares holding (1)	Share holders		Shares	
	Number (2)	% to Total (3)	(4)	% to Total (5)
upto 500	21,682	62.28	4,721,114	4.01
501 to 1,000	5,430	15.60	4,683,939	3.98
1,001 to 2,000	3,362	9.66	5,395,708	4.58
2,001 to 3,000	1,313	3.77	3,461,894	2.94
3,001 to 4,000	648	1.86	2,381,532	2.02
4,001 to 5,000	589	1.69	2,823,703	2.40
5,001 to 10,000	937	2.69	7,105,916	6.03
10,001 & above	850	2.44	87,193,044	74.04
	34,811	100	117,766,850	100

Pattern of Share Holding as on March 31, 2017:

SI No.	Holders	% of Holding
1	Promoter	6.38
2	Banks	14.08
3	Insurance Companies	0.70
4	Foreign Corporate Bodies / OCB's	0.00
5	Bodies Corporate	17.66
6	Resident	54.05
7	Trust	0.00
8	Clearing Members	0.42
9	NRI	6.69
	Total	100.00

DEMATERIALISATION OF SHARES:

The Company has entered into necessary agreements with NSDL & CDSL for dematerialization of shares held by investors. As of March 31, 2017 about 97% of the Company's shares are held in dematerialised form.

OFFICE LOCATIONS:

The Company has its product development center, corporate office and various branches at Bangalore.

ADDRESS FOR COMMUNICATION:

- To the Company:
Mr. P. Phaneendra, Compliance Officer
 Cranes Software International Ltd.
 #2, Taverekere, Bannerghatta Road, BTM Layout
 1st Stage, 1st Phase, Bangalore - 560 029.
- To the Registrar & Transfer Agent - for Share Transfers / Transmissions..etc
Mr. Vijay Gopal, Vice President
 Integrated Registry Management Services Pvt. Ltd.
 (formerly known as Alpha Systems Pvt Ltd - since merged)
 No. 30, Ramana Residency, 4th Cross, Sampige Road
 Malleswaram, Bangalore - 560 003.



ANNEXURE II

AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To,
The members of Cranes Software International Limited,

We have examined the compliance of conditions of Corporate Governance by CRANES SOFTWARE INTERNATIONAL LIMITED ('the Company'), for the year ended on 31st March 2017, as stipulated under the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination, conducted in the manner described in the "Guidance Note on certification of Corporate Governance" issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and on the basis of our examination described above, the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations in all material respects.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

For S Janardhan and Associates
Chartered Accountants
Registration No.005310S

Bangalore
30th May, 2017

Vijay Bhatia
Partner
Membership No.201862



ANNEXURE III

MANAGEMENT DISCUSSION & ANALYSIS REPORT (Annexure to Directors' Report)

(**Note:** This discussion covers the consolidated financial performance of Cranes Software International Limited and its subsidiaries)

Overview

Cranes Software International Limited (NSE: CRANESSOFT; BSE 512093), is a global scientific & engineering products and solutions provider. The Company's business interests continues to be software products (proprietary products and product alliances), Solutions (Business Data Analytics & Engineering Services) and Services (training in niche domain areas). The company is dedicated to excellence and recognized leadership in technical software products and training services and will remain focused on product development, consulting, distribution and training.

Global Business Environment

Gartner Report for IT Services Worldwide, 2013-2019 forecasts shows the market reaching nearly \$914 billion in 2015, growing 3.8%. With outsourcing contributing more than half of market growth in constant currency, the market will reach \$1.1 trillion in 2019.

In the IT sector, fundamental aspects of the business landscape continue to favour offshore outsourcing through the growing trend of global delivery, despite the recent political challenges caused by BREXIT and the upcoming US elections this year. It will be a wait and watch game for most IT outsourcing companies this year despite early trends.

Cranes Software: Business Initiatives

The Company has consolidated its position in the global software products and services segment by undertaking essential business transformation to leverage its product development capability and worldwide presence. In the year under review, the Company has enhanced its position in the areas of Business Intelligence, Engineering Services and Vocational Training. The Company continues to improve operational effectiveness, optimize costs and increase market reach across all businesses. These initiatives have positively impacted the current year business revenues and improved operating margins.

In the year gone by, Cranes furthered its engagement with its clientele by increasing product portfolio with new releases and launches and solution offerings by introducing new alliances and partnerships. This includes expanding our product range, partnering with partners to penetrate into new business areas, launching new products upgrades in the Engineering & Business Intelligence products and services area. The Company also forged its presence in the training services space by penetrating further into Engineering Universities and Colleges. In the Business Intelligence space the Company launched Cubeware Solutions Platform C8. This release superseded all previous Cubeware portfolio components, bundling and synchronizing them in a complete BI architecture. This provides companies an integrated, scalable, easy-to-use BI platform that addresses the complete spectrum of modern BI requirements across all industries. The Company operates in the Business Intelligence area through of its subsidiaries; Dunn Solutions Group (DSG), a full service IT consulting firm with Business Intelligence and Application Development practices, and Cubeware, a company offering a complete, innovative, industry-independent Business Intelligence Product portfolio. A detailed update of new product launches and business initiatives is included below.

On a standalone basis, the Company's Cranes Varsity division has reinforced its position in the training and education market. Some of the highlights this year are as follows:

Corporate:

1. Won NPOL orders through tender process and delivered training in multiple batches for various teams on different technologies
2. Breakthrough with major DRDO's – BEL, ADE, CDOT followed by continuous business
3. Delivered multiple high-end training in the market like Android, USB, DSP Architecture, SDLC etc with support of consultants



Academia:

1. Launched first time ever M.Tech Internship paid program which was a great success and getting good response
2. Successfully executed academic project for 80+ participants which was well received by students and colleges.
3. Launched placement oriented program (POP) and Delivered the same successfully to 4 major colleges.
4. Technically trained 1400+ UG & PG students for their domain skill up-gradation.

Retail Training:

1. Launched Software Application based training on java & Android
2. Trained 600 students for the year.
3. Conducted customized batch for TataExlsi and Hyundai

Placements:

1. Major clients for Placements – Cyient, Tata Elxsi, Verifone, Autoliv, L&T Technology Services, American Technology Services, Robert Bosch Technology Services
2. New Clients – Delphi Automotive, Continental Automotive, Mindtree, Sharp Software
3. Placement statistics – 75%

During the year, your Company, on a standalone basis, achieved a Sales and Operating Revenue of Rs. 293 million, increase from Rs. 133.8 million. The after tax position was a loss of Rs. 725 million, on Standalone basis, as compared to loss of Rs. 791 million in the previous year. Decrease in loss was primarily due to exchange gain of Rs. 207.20 million, Deferred Tax of Rs, Rs. 351.6 million as compared to Rs. 403.51 million previous year and other minor variances in expenditure.

On a consolidated basis, during the year, your Company together with its subsidiaries achieved a Sales and Operating Revenue of Rs. 3478.4 million, up from Rs. 3949.9 million of the previous year.

The Company is also focused on improving its balance sheet position. Active discussions with secured and unsecured lenders for restructuring / closure of debts have yielded debt closure agreements with many banks. We also continue to pursue various approaches to sustained operational profitability and reduced debt exposure.

Opportunities & Threats

Opportunities are in plenty in an aggressively growing and high-demand environment. The industry today is experiencing a definite shift from fundamental IT enabled business automation to flexible, sustainable real-time solutions in heterogeneous IT environments such as Cloud, tablets, mobile phones etc. The Company is constantly working on higher-end easy-to-operate but yet powerful and flexible business applications for its core areas such as business intelligence and vocational training.

Although the organization witnessed financial downside, in the year under review, it has managed to maintain organization sustainability and operational efficiencies. The Company today continues to leverage its expertise, experience and domain knowledge in the fields of Vocational Training, Engineering Services and Business Analytics to grow and achieve new grounds. The Company's balance sheet has been strongly leveraged through secured and unsecured debts. The Company has already secured favorable settlement options with a large set of secured lenders. The Company is confident that a significant part of these loans will be settled/ restructured by the end of the current financial year.

Risk Management

The Company has developed and adopted a Risk Management Policy. This policy identifies all perceived risks which might impact the operations and on a more serious level also threaten the existence of the Company. The Company has laid down well-structured procedures for monitoring the risk management plan and implementing the risk mitigation measures. The strategic risks are taken into consideration in the annual planning process and these risks together with their mitigation plan are subject to review by the management on a regular basis. The business processes risks and the related controls would be subjected to internal audit and reviewed on a regular basis.

**Human Resources**

The Company continues to focus on business expansion while limiting the resources deployed to achieve such expansion. The mix of such members consists of Technology Experts, Sales and Marketing personnel manning the global offices.

Internal Control Systems

Having grown to a sizeable operation, the management has focused on augmenting its internal control systems and processes to support further growth opportunities. To this effect, the Company is certified under ISO 9001 standards in FY2002 and later the company was assessed at SEICMM Level 5 during FY 2005. The Company has also obtained certification under ISO 27001 Information Security Management System in FY 2006 and was also awarded SEI-CMMi Level 5 assessment for its processes.

Safe Harbor

Certain statements in this release concerning our growth prospects are forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties, including government actions; local political or economic developments; technological risks; risks inherent in the Company's growth strategy; dependence on certain customers and business partners; dependence on availability of technical consultants and other factors that could cause our actual results to differ materially from those contemplated by the relevant forward-looking statements. The Company undertakes no obligation to publicly update these forward-looking statements to reflect subsequent events or circumstances.

**ANNEXURE IV**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31/03/2017**

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L05190KA1984PLC031621
- ii) Registration Date : 22/10/1984
- iii) Name of the Company : CRANES SOFTWARE INTERNATIONAL LIMITED
- iv) Category/Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered office and contact details : 2, TAVAREKERE, BANNERGHATTA ROAD 1ST PHASE, 1ST STAGE, BTM LAYOUT, BANGALORE - 560 029
Karnataka, India
Ph: 080 - 6764 4848
Fax: 080 - 6764 4888
Website : www.cranessoftware.com
- vi) Whether listed company : Yes
- vii) Name and Address of Registrar & Transfer Agents (RTA) : M/s Integrated Registry Management Services Pvt. Ltd.
(formerly known as Alpha Systems Pvt Ltd - since merged),
No.30 Ramana Residency, 4th Cross, Sampige Road,
Malleswaram Bangalore - 560 003 (Karnataka)
Ph: 080 - 2346 0815
Fax: 080 - 23460819
Email : irg@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / Services	NIC code of the product / Service	% to total turnover of the company
1	Software Services	8922	100%



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Following are the subsidiary companies of Cranes Software International Ltd.

Sl. No.	Name & Address of the company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares	held Applicable Section
1	SYSTAT SOFTWARE ASIA PACIFIC LIMITED	U72900KA2001PLC02965	SUBSIDIARY	100	2 (87)
2.	PROLAND SOFTWARE PRIVATE LIMITED	U72200KA1991PTC01205	SUBSIDIARY	100	2 (87)
3.	TILAK AUTOTECH PRIVATE LIMITED	U31909MH1994PTC081427	SUBSIDIARY	100	2 (87)
4.	CARAVEL INFO SYSTEM PRIVATE LIMITED	U72100KA1998PTC023805	SUBSIDIARY	100	2 (87)
5.	ANALYTIX SYSTEMS PRIVATE LIMITED	U72200KA1997PTC023011	SUBSIDIARY	100	2 (87)
6.	ESQUBE COMMUNICATION SOLUTIONS PRIVATE LIMITED	U72200KA2002PTC031317	SUBSIDIARY	76	2 (87)
7.	SYSTAT SOFTWARE INC., USA		SUBSIDIARY	100	2 (87)
8.	CRANES SOFTWARE INC., USA.		SUBSIDIARY	100	2 (87)
9.	ENGINEERING TECHNOLOGY ASSOCIATES INC., USA		SUBSIDIARY	Wholly Owned subsidiary of Cranes Software Inc	2 (87)
10.	DUNN SOLUTIONS GROUP INC., USA		SUBSIDIARY	Wholly Owned subsidiary of Cranes Software Inc	2 (87)
11.	SYSTAT SOFTWARE GMBH, GERMANY		SUBSIDIARY	100	2 (87)
12.	CUBEWARE GMBH		SUBSIDIARY	Wholly Owned subsidiary of Systat Software GmbH	2 (87)
13.	CRANES SOFTWARE INTERNATIONAL PTE. LTD., SINGAPORE		SUBSIDIARY	100	2 (87)

IV. SHAREHOLDING PATTERN

(A) Equity share capital breakup as percentage of Total Equity

Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2016				No. of Shares held at the end of the year - 31.03.2017				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	1468800	-	1468800	1.25	1468800	-	1468800	1.25		-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-		-
c) Bodies Corporates	6050200	-	6050200	5.14	6050200	-	6050200	5.14		-
d) Bank/FI	-	-	-	-	-	-	-	-		-
e) Any other	-	-	-	-	-	-	-	-		-
SUB TOTAL:(A) (1)	7519000	-	7519000	6.38	7519000	-	7519000	6.38		-
(2) Foreign										
a) NRI- Individuals	-	-	-	-	-	-	-	-		-
b) Other Individuals	-	-	-	-	-	-	-	-		-
c) Bodies Corp.	-	-	-	-	-	-	-	-		-
d) Banks/FI	-	-	-	-	-	-	-	-		-
e) Any other...	-	-	-	-	-	-	-	-		-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-		-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	7519000	-	7519000	6.38	7519000	-	7519000	6.38		-
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-		-
b) Banks/FI	16584356	-	16584356	14.08	16584356	-	16584356	14.08		-
C) Cenntral govt	-	-	-	-	-	-	-	-		-
d) State Govt.	-	-	-	-	-	-	-	-		-
e) Venture Capital Fund	-	-	-	-	-	-	-	-		-
f) Insurance Companies	829999	-	829999	0.70	829999	-	829999	0.70		-
g) FIIS	114443	-	114443	0.10	-	-	-	-		-0.10



h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	17528798	-	17528798	14.88	17414355	-	17414355	14.79		-0.10
(2) Non Institutions										
a) Bodies corporates										
i) Indian	22127311	-	22127311	18.79	20800361	-	20800361	17.66		-1.13
ii) Overseas	-	-	-	-	-	-	-	-		
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	41447293	34036	41481329	35.22	41423917	34136	41458053	35.20		-0.02
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	20238176	368000	20606176	17.50	21825178	368000	22193178	18.85		1.35
c) Others (specify)										
Foreign Corporate Bodies	1	-	1	0.00	1	-	1	0.00		0.00
NRI	7831986	-	7831986	6.65	7880240	-	7880240	6.69		0.04
Clearing Member	668249	-	668249	0.57	497662	-	497662	0.42		-0.15
Trust	4000	-	4000	0.00	4000	-	4000	0.00		0.00
SUB TOTAL (B)(2):	92317016	402036	92719052	78.73	92431359	402136	92833495	78.83		0.10
Total Public Shareholding (B)= (B)(1)+(B)(2)	109845814	402036	110247850	93.62	109845714	402136	110247850	93.62		-
C. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	117364814	402036	117766850	100.00	117364714	402136	117766850	100.00		-

(B) i SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year - 01.04.2016			Shareholding at the end of the year - 31.03.2017			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	MUKKARAM JAN	465300	0.40	-	465300	0.40	-	-
2	MISBAH JAN	1000	0.00	-	1000	0.00	-	-
3	ASIF KHADER	1001500	0.85	-	1001500	0.85	-	-
4	MUEED KHADER	1000	0.00	-	1000	0.00	-	-
5	K AND J TELECOM PVT LTD	2008600	1.71	-	2008600	1.71	-	-
6	K AND J HOLDINGS PRIVATE LIMTIETD	1488000	1.26	-	1488000	1.26	-	-
7	JANSONS LAND AND PROPERTY DEVELOPMENT PRIVATELIMITED	494600	0.42	-	494600	0.42	-	-
8	SEA EQUITY ENTERPRISES PVT LTD	2000000	1.70	-	2000000	1.70	-	-
9	CRANES CONSULTING PRIVATED LIMITED	59000	0.05	-	59000	0.05	-	-
	Total	7519000	6.38	-	7519000	6.38	-	-



(B) ii CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Shareholders Name	Share holding at the beginning of the Year - 01.04.2016		Date	Increase/ Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31.03.2017		Reason
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company	
1	MUKKARAM JAN	465300	0.40	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			465300	0.40	
2	MISBAH JAN	1000	0.00	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			1000	0.00	
3	ASIF KHADER	1001500	0.85	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			1001500	0.85	
4	MUEED KHADER	1000	0.00	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			1000	0.00	
5	K AND J TELECOM PVT LTD	2008600	1.71	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			2008600	1.71	
6	K AND J HOLDINGS PRIVATE LIMIED	1488000	1.26	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			1488000	1.26	
7	JANSONS LAND AND PROPERTY DEVELOPMENT PRIVATE LIMITED	494600	0.42	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			494600	0.42	
8	SEA EQUITY ENTERPRISES PVT LTD	2000000	1.70	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			2000000	1.70	
9	CRANES CONSULTING PRIVATE LIMITED	59000	0.05	01.04.2016		NO MOVEMENT DURING THE YEAR			
				31.03.2017			59000	0.05	



(C) iii SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs and ADRs):



Sl. No.	Shareholders Name	Share holding at the beginning of the Year - 01.04.2016		Date	Increase/ Decrease in Share Holding	Reason	Cumulative Share holding during the year - 31.03.2017		Reason
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company	
1	BANK OF INDIA	11291723	9.59	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	11291723	9.59	
2	IBC KNOWLEDGE PARK PRIVATE LIMITED	13135314	11.15	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	13135314	11.15	
3	THE J AND K BANK LTD.	4999497	4.25	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	4999497	4.25	
4	PUKHRAJ KHATER	4068146	3.45	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	4068146	3.45	
5	YUNUS ZIA	3748919	3.18	01.04.2016 31.03.2017		TRANSFER	3748919 3693106	3.18 3.14	
6	INTERNATIONAL ASSET RECONSTRUCTION CO PVT LTD	1945000	1.65	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	1945000	1.65	
7	MUSHTAQ AHMAD VAQIL	1509149	1.28	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	970635	0.82	
8	HANURANG TRDING PVT. LTD.	1097182	0.93	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	1097182	0.93	
9	K J PURUSHOTHAM	1070020	0.91	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	1070020	0.91	
10	GENERAL INSURANCE CORPORATION OF INDIA	829999	0.70	01.04.2016 31.03.2017		NO MOVEMENT DURING THE YEAR	829999	0.70	

**V. Indebtness: as at 31-03-2017 (including interest outstanding)**

Secured : NIL
 Un-secured : 117,411.46 Lakhs

VI. Remuneration of Directors :

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Asif Khader	Mueed Khader	Mukkram Jan	
1.	Gross salary	1,000,000	1,000,000	1,000,000	3,000,000
	(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	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	-as % of profit	-	-	-	-
	-others,specify....	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	1,000,000	1,000,000	1,000,000	3,000,000

VII. Penalties / Punishments / Compounding of Offences.

There has been no penalties / punishments / compounding of offences in the year under review.

**By Order of the Board of Directors
 For Cranes Software International Limited**

**Bengaluru
 12th August, 2017**

**CS P Phaneendra
 Company Secretary**

ANNEXURE V

Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014



Sl. No.	Name	Designation/Nature of Duties	Remuneration Received [Rs.]	Qualification	Experience in years	Age in years Date of	commencement of employment	Last employment held
1	2	3	4	5	6	7	8	9

Notes;

- 28 ■ None of the employees earned salary more than prescribed amount during the year.



ANNEXURE VI

BOARD'S REPLY TO AUDITORS QUALIFICATIONS

Auditors Opinion	Management Response
<p>1. An advance of Rs. 23,978.83 lakhs is due from a party for an inordinate period and in our opinion recovery of the same is doubtful. However, the company continues to classify such amounts as 'Good'. However, no evidence has been given to us to consider those amounts as recoverable as on the date of Balance Sheet.</p>	<p>The Company is in active discussion with the concerned party for the settlement of this transaction</p>
<p>2. Attention of the members is invited to note 3.10 of the Financial Statements regarding recognition of deferred tax credit on account of unabsorbed losses and allowances aggregating to Rs.34,517.47 lakhs (year ended March 31, 2016 Rs. 31,000.90 lakhs). This does not satisfy the virtual certainty test for recognition of deferred tax credit as laid down in Accounting Standard 22.</p>	<p>The Company has made significant changes to its business strategy and improvements in its solutions and product offerings. Hence, the Company is confident that we will have future taxable income to take advantage of the deferred tax credit as a 'recognized' asset.</p>
<p>3. Reference is drawn to note no. 3.31 of the Financial Statements regarding the amounts classified under "Fixed Assets" including "Intangible Assets Under Development" amounting to Rs. 22,458.78 lakhs. No evidence has been produced before us for testing its impairment and in the absence of the same, we are unable to express any opinion on the impairment to such asset. In our opinion, such test of impairment as on the date of Balance Sheet is mandatory, especially in view of the higher degree of the obsolescence of software which is stated to be under various stages of development, though no further developments have been carried out during the recent years.</p>	<p>The Company has made substantial progress to its Products and Solutions across all subsidiaries. The impact of this change is reflective in our consolidated revenue growth. The Company has engaged an external consultant to re-evaluate the IP assets and the effect, if any, will be reflected in the financial statement.</p>
<p>4. In the light of the above, the appropriateness of the 'Going Concern' concept based on which the accounts have been prepared is interalia dependent on the Company's ability to infuse requisite funds for meeting its obligations, rescheduling of debt and resuming normal operations.</p>	<p>During the year under review, the management has put its efforts toward resumption of normal operations. Hence, we are highly confident that the concept of 'Going Concern' continues to apply without doubt</p>
<p>5. Redemption of Foreign currency convertible bond amounting to Rs. 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. A winding up petition has been filed</p>	<p>The Company is actively pursuing settlement exchanges with all FCCB holders and has also reached favourable settlements with a substantial number of FCCB holders. With a view to deal with all these related matters on a comprehensive basis, the impact of these favourable settlements has not</p>



<p>by the trustees of the Foreign Currency Convertible Bond holders against the company, before the division bench Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.</p>	<p>been put through the books of accounts.</p>
<p>6. A) Term loans and working capital loans availed by the company from various banks amounting to Rs.78,132.25 lakhs, which includes an amount of Rs. 5,961.96 lakhs taken over by an Asset Reconstruction Company, remain unpaid and are overdue since 2009.</p> <p>B) Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by the following Banks against the company.</p> <ul style="list-style-type: none"> i. State Bank of Travancore. ii. Canara Bank iii. Industrial Development Bank of India iv. State Bank of Mysore v. Bank of India <p>These Banks have filed cases before the Debt Recovery Tribunal (DRT) / Hon'ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the "DRT" and respective Hon'ble Courts. Winding up petitions have been filed by Canara bank and Bank of India against the company, before the Hon'ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.</p>	<p>The Company is actively defending its position in these cases. It is also in advanced settlement negotiations with both secured & unsecured lenders and while reaching settlements with some, expects to reach favourable settlements with others in due course.</p>
<p>7. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.</p>	
<p>8. We draw attention to Note No. 3.35 of the financial statements regarding the investments (including receivables) made in wholly owned subsidiaries. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and is confident of recovery of receivables and therefore no provisioning has been considered necessary.</p>	<p>The Management is of the view, that there is no diminution in the value of the investment provided to its subsidiaries, as they are generating revenues and the investments being the nature of long term and strategic. The Management is confident to recover the receivables.</p>



ANNEXURE VII
FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

(PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO.9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION PERSONNEL) RULES, 2014)

To,
The Members,
Cranes Software International Limited
CIN : L05190KA1984PLC031621
#2, Tavarekere, Bannerghatta Road, 1st Phase,
1st Stage, BTM Layout, Bangalore – 560029
Karnataka, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cranes Software International Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Cranes Software International Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2017, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cranes Software International Limited ("the Company") for the financial year ended on 31/03/2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder and I report that the *Company has not filed its Annual Return and the audited financials for the year ended 31st March, 2015 & 31st March 2016*, according to company officials and as disclosed under the caption "Company's Master Data", on the official portal of the Ministry of Corporate Affairs. The Company has been advised to file the same immediately;
- ii. According to the information provided by the officers, the Company is generally in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, I have not carried out a detailed audit of the Securities contracts (Regulation) Act, 1956 and other related prescribed regulations for want of adequate time.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;



- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I/we have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange (BSE).

During the period under review the Company has generally complied with the provisions of the Companies Act, 2013, Rules, Regulations, Guidelines, Standards, etc, mentioned above. As reported above the statutory registers and minute books need up-dation and signatures of the Chairman/directors, as may be applicable.

I further report that

The Board of Directors of the Company is duly constituted. The Board consists of three whole-time directors including the Managing Director and two non-whole-time directors and a Women Director.

The Company has been advised to induct a few more Independent Directors.

The statutory formalities relating to the said appointment have to be fulfilled by the Company at the time of writing this report. The Company has been advised to complete prescribed statutory formalities in this regard immediately. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. Foreign directors generally participate in discussions through video conferencing.

According to information given to me by the officers of the Company, the Company complies with the Listing Agreement guidelines entered into with the stock exchanges. However, I am informed that trading in shares of the Company remains suspended on the National Stock Exchange at the time of writing this report.

I further report that, according to information provided to me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the same needs to be reviewed and improved upon for better control and compliance.

Place : Bangalore
Date : 22nd August, 2017

Name : Gnanesh M
ACS No : 40071
FCS No : 14849



To,

**The Members,
Cranes Software International Limited
CIN : L05190KA1984PLC031621
#2, Tavarekere, Bannerghatta Road, 1st Phase,
1st Stage, BTM Layout, Bangalore – 560029
Karnataka, India**

My report of even date is to be read along with this letter.

I further report that during the audit period the company

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads / Company Secretary / Managing Director taken on record by the Board of the Company, in my opinion adequate systems and process and control mechanism exist in the Company to monitor compliance of general laws like labour laws & environmental laws and data protection policy. However, the systems need review and strengthening on a regular basis.
8. I further report that the compliance by the Company of applicable financial laws like Direct & Indirect tax laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

**Place : Bangalore
Date : 22nd August, 2017**

**Name : Gnanesh M
ACS No : 40071
FCS No : 14849**

**ANNEXURE VIII****FORM NO. 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.**

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date(s) of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	1. Systat Software Inc., U.S. 2. Systat Software GmbH, Germany 3. Systat Software UK Ltd.
b)	Nature of contracts/arrangements/transaction	Export of Software
c)	Duration of the contracts/arrangements/transaction	On Going
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date(s) of approval by the Board, if any	NIL
f)	Amount paid as advances, if any	NIL

**By Order of the Board of Directors
For Caranes Software International Limited**

**Bengaluru
22nd August, 2017**

**CS P Phaneendra
Company Secretary**



INDEPENDENT AUDITOR'S REPORT

To the members of **CRANES SOFTWARE INTERNATIONAL LIMITED**

1. We have audited the accompanying standalone financial statements of Cranes Software International Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
3. Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncement require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis for Qualified Opinion

7. The attached Balance Sheet as at 31st March, 2017 is drawn on the basis of the Principle of 'Going Concern'. We opine as follows in this connection :
 - 7.1 An advance of Rs. 23,978.83 lakhs is due from a party for an inordinate period and in our opinion recovery of the same is doubtful. However, the company continues to classify such amounts as 'Good'. However, no evidence has been given to us to consider those amounts as recoverable as on the date of Balance Sheet.
 - 7.2 Attention of the members is invited to note 3.10 of the Notes regarding recognition of deferred tax credit on account of unabsorbed losses and allowances aggregating to Rs.34,517.47 lakhs (year ended March 31, 2016 Rs. 31,000.90 lakhs). This does not satisfy the virtual certainty test for recognition of deferred tax credit as laid down in Accounting Standard 22.



- 7.3 Reference is drawn to note no. 3.31 of the Notes regarding the amounts classified under “Fixed Assets” including “Intangible Assets Under Development” amounting to Rs. 22,458.78 lakhs. No evidence has been produced before us for testing its impairment and in the absence of the same, we are unable to express any opinion on the impairment to such asset. In our opinion, such test of impairment as on the date of Balance Sheet is mandatory, especially in view of the higher degree of the obsolescence of software which is stated to be under various stages of development, though no further developments have been carried out during the recent years.
- 7.4 The appropriateness of the ‘Going Concern’ concept based on which the accounts have been prepared is interalia dependent on the Company’s ability to infuse requisite funds for meeting its obligations, rescheduling of debt and resuming normal operations.
- 8 We further report that, except for the effect, if any, of the matters stated in paragraphs 7.3 above, whose effect are not ascertainable, had the observations made in paragraphs 7.1 and 7.2 above been considered, the loss after tax for the year ended March 31, 2017 would have been higher by Rs. 58,496.30 lakhs.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matters expressed in Basis for Qualified opinion and Emphasis of matter paragraph the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its loss and its cashflows for the year ended on that date.

Emphasis of Matter

1. Redemption of Foreign currency convertible bond amounting to Rs. 29,085 lakhs (42 million Euros) to the holders of the bonds have fallen due during April 2011 and is yet to be redeemed as on the date of Balance Sheet. A winding up petition has been filed by the trustees of the Foreign Currency Convertible Bond holders against the Company, before the Hon’ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.
2.
 - a) Term loans and working capital loans availed by the company from various banks amounting to Rs.78,132.25 lakhs, which includes an amount of Rs. 5,961.86 lakhs taken over by an Asset Reconstruction Company, remain unpaid and are overdue since 2009.
 - b) Legal proceedings u/s.138 of the Negotiable Instruments Act has been initiated by the following Banks against the company.
 - i. State Bank of Travancore.
 - ii. Canara Bank
 - iii. Industrial Development Bank of India
 - iv. State Bank of Mysore
 - v. Bank of India

These Banks have filed cases before the Debt Recovery Tribunal (DRT) / Hon’ble Courts, etc for recovery of dues. These proceedings are in various stages of disposal before the “DRT” and respective Hon’ble Courts. Winding up petitions have been filed by Canara bank and Bank of India against the company, before the Hon’ble High Court of Karnataka for non-payment of principal and the accrued interest thereon.

3. In our opinion the securities provided to Banks are not adequate to cover the amounts outstanding to them as on the date of Balance Sheet.
4. We would like to draw the attention of the members to note no. 3.25 of the financial statements regarding default of payments to various statutory authorities.
5. We draw attention to Note No. 3.35 of the financial statements regarding the investments (including receivables) made in wholly owned subsidiaries. As explained by the management, it being a long term and strategic investment, there is a reasonable certainty that there will be no diminution in the value of the investment and



is confident of recovery of receivables and therefore no provisioning has been considered necessary. The details of investments (including receivables) in subsidiaries are as under.

(Rs in Lakhs)

SI No.	Name of the Subsidiary	Amount
1	Cranes Software Inc	5,369.02
2	Cranes Software International Pte Limited	1,503.33
3	Systat Software UK Ltd	243.62
4	Proland Software Private Limited	462.81
5	Systat Software Gmbh	187.11
6	Systat Software Inc.	13,103.69
7	Dunn Solutions Groups Inc	109.94
	Total	20,979.51

6. The company had invested in the below mentioned wholly owned subsidiaries. Due to the cumulative losses in the subsidiaries, the value of investment is eroded.

(Rs in Lakhs)

SI No.	Name of the Subsidiary	Investment	Shareholder Funds
1	Esqube Communication Solutions Pvt Ltd	179.78	(50.72)
2	Proland Software Pvt Ltd	318.89	(643.69)
3	Tilak Auto Tech Private Limited	51.62	(182.63)
4	Systat Software Inc. USA	1,851.18	(6,105.97)
5	Cranes Software International Pte Limited	44.31	(575.23)
	TOTAL	2,445.78	(7,558.25)

The company has not provided for diminution / impairment in the value of its investments in the above wholly owned subsidiaries, as required by the Accounting Standard 13.

7. The company has provided interest on the term loans from banks, including penal interest, at the rates provided in the loan sanction letters. No confirmation is obtained from lenders for the dues as these have been classified as Non- Performing Assets (NPA) by the respective banks.
8. We further draw attention on the following non compliances under the Companies Act, 2013 and rules thereon
- Non-appointment of Chief Financial Officer as required under section 203 of the said Act.
 - The Company has drawn and utilised an amount Rs. 43.77 lakhs from the 'CSIL Employees Comprehensive Gratuity Trust' fund for the purpose not intended in terms of 'The Payment of Gratuity Act, 1972'. (See note No. 3.04 of the Financial Statements)

Our Report is not qualified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order to the extent applicable.
- As required by Section 143 (3) of the Act, we report that:



- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, except for the matters expressed in paras 7.2 and 7.3 of the Basis for Qualified opinion, the a fore said standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) In our opinion, the qualifications and matters specified in the 'Emphasis of Matter' paragraph, may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- (g) 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
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements –Refer Note No. 3.25 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. The Company has not transferred an amount of Rs. 7.21 Lakhs, which is required to be transferred to the Investor Education and Protection Fund.
 - iv. The Company has not provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016.

For S.JANARDHAN & ASSOCIATES

Chartered Accountants
Firm Registration No. 005310S

Vijay Bhatia

Partner
Membership No.201862

Bengaluru
May 30, 2017



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditor's report to the members of **Cranes Software International Limited** ('the Company') on the standalone financial statements for the year ended on 31st March 2017.

We report that:

- i)
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- ii) In our opinion and according to the information and explanations given to us, the management has conducted the physical verification of inventory at reasonable intervals during the year under review and no material discrepancies were noticed on such physical verification.
- iii) The Company has in the past granted interest free loans to its subsidiary companies covered in the register maintained under section 189 of the Companies Act, 2013. However, the Company has not granted any loan, secured or unsecured, to firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest.
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
 - (c) There are no overdue amounts of more than ninety days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loan and investments made.
- v) The Company has not raised any deposits from public as covered by provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
- vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii)
 - (a) On Examination of the books of accounts and other records of the Company we report that the company has defaulted in depositing its undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Customs duty, and Cess with the appropriate authorities. The following statutory liabilities are pending for payment for a period of more than six months from the date they became payable:



(Rs. In Lakhs)

Name of the Statute	Nature of dues	Amount to be paid
Employee's Provident Fund & Miscellaneous Provision Act	Provident Fund	0.72
Commercial Taxes Act	Professional Tax	2.08
Employees State Insurance Act	ESI	5.59
Income Tax Act	Withholding Taxes	300.30
Service Tax	Service Tax	215.73
Commercial Taxes Act	Sales Tax/Value Added Tax	83.91
Income Tax Act	Self Assessment Tax	89.02
Wealth Tax Act	Wealth Tax	0.88
Income Tax Act	Dividend Distribution Tax	273.88
Income Tax Act	Fringe Benefit Tax	0.41
Investor Education Protection Fund	Unclaimed Dividend	7.21

- (b) According to the information and explanations given to us, there are no disputed amounts as at 31st March 2017 in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Customs duty and Cess and other applicable statutory dues with the exception of the following:

(Rs. In Lakhs)

Name of the statute	Nature of dues	Amount	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	6728.44	2009-10	Income Tax Appellate Tribunal
Chapter V of the Finance Act, 1994	Service Tax	756.02	2004-05 to 2007-08	Customs, Excise and Service Tax Appellate Tribunal
Chapter V of the Finance Act, 1994	Service Tax	1,261.00	2008-09 to 2012-13	Commissioner, Service Tax, Bangalore
The Employees Provident Fund and Miscellaneous Provisions Act, 1972	Employer and Employee Provident Fund	77.26	1996-1997 to 2013-14	Assistant / Regional Provident Fund Commissioner
The Foreign Exchange Regulation Act, 1999	Penalty for Contravention of Section 42(1) of the FEMA, 1999	50.00	2006	Director, Directorate of Enforcement.



- viii) There are defaults in repayment of dues to various financial institutions and banks as at the balance sheet date. The amount of defaults and the period are tabulated below

(Rs. In Lakhs)

Name of the Banks & financial institutions	Amount of default (including accrued interest)	Period of Default
Bank of India	41,602.00	From 2009 to Till Date
Canara Bank	9,203.58	From 2009 to Till Date
Industrial Development Bank of India	6,281.23	From 2009 to Till Date
State Bank of Mysore	5,429.96	From 2009 to Till Date
State Bank of Travancore	7,018.61	From 2009 to Till Date
Jammu and Kashmir Bank Limited	2,634.90	From July 2013 to Till Date

- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For S.JANARDHAN & ASSOCIATES

Chartered Accountants
Firm Registration No. 005310S

Bengaluru
May 30, 2017

Vijay Bhatia
Partner
Membership No.201862



ANNEXURE - B TO THE AUDITORS' REPORT

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 **Cranes Software International Limited** ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

Qualified Opinion

In our opinion, subject to the qualifications and the matters specified in the 'Emphasis of Matter' paragraph as appearing in our Independent Auditor's Report of even date, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.JANARDHAN & ASSOCIATES

Chartered Accountants
Firm Registration No. 005310S

Bengaluru
May 30, 2017

Vijay Bhatia
Partner
Membership No.201862



BALANCE SHEET

AS AT MARCH 31, 2017 CIN : L05190KA1984PLC031621

(Amount in Rupees)

PARTICULARS	Note No.	March 31, 2017	March 31, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	3.01	235,533,700	235,533,700
(b) Reserves and surplus	3.02	(2,776,098,986)	(2,051,058,046)
(2) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Long-term provisions	3.03	1,276,841	1,700,613
(3) Current Liabilities			
(a) Short-term borrowings	3.04	4,377,761	4,377,761
(b) Trade payables	3.05	48,133,807	58,981,499
(c) Other current liabilities	3.06	14,393,028,589	14,165,054,089
(d) Short-term provisions	3.07	6,953,915	8,567,024
TOTAL		11,913,205,627	12,423,156,640
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible assets	3.08	114,990,000	122,486,452
(ii) Intangible assets		598,129,442	714,265,685
(iii) Intangible assets under development		2,245,878,313	2,245,878,313
(b) Non-current investments	3.09	800,917,790	800,917,790
(c) Deferred tax assets (net)	3.10	3,451,747,300	3,100,089,400
(d) Long term loans and advances	3.11	3,706,687,965	4,449,892,513
(2) Current Assets			
(a) Inventories	3.12	4,000,772	4,473,620
(b) Trade receivables	3.13	978,210,137	968,887,793
(c) Cash and bank balances	3.14	5,261,709	6,317,914
(d) Short-term loans and advances	3.15	7,382,199	9,947,161
TOTAL		11,913,205,627	12,423,156,640
Significant accounting policies and notes to the accounts	2 & 3		

As per our report of even date
For S.Janardhan & Associates
Chartered Accountants
Firm Registration No. 005310S

For and on behalf of the Board

Vijay Bhatia
Partner
Membership No. 201862

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

P. Phaneendra
Company Secretary

Place: Bengaluru
Date: May 30, 2017

Place: Bengaluru
Date: May 30, 2017



STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2017 CIN : L05190KA1984PLC031621

(Amount in Rupees)

PARTICULARS	Note No.	March 31, 2017	March 31, 2016
Revenue from operations	3.16	78,047,284	85,484,605
Other income	3.17	214,949,411	48,330,222
Total Revenue		292,996,695	133,814,827
Expenses:			
Cost of materials consumed		-	-
Purchase of stock-in-trade		73,278	68,215
Changes in inventories of stock-in-trade	3.18	472,848	649,600
Employee benefits expenses	3.19	30,089,203	36,303,434
Finance costs	3.20	1,196,880,080	907,102,714
Depreciation and amortization expenses	3.21	123,632,696	142,650,267
Other expenses	3.22	18,097,227	240,508,909
Total Expenses		1,369,245,332	1,327,283,139
Loss before exceptional and extraordinary items and tax		(1,076,248,638)	(1,193,468,312)
Exceptional Items	3.23	449,569	1,127,003
Loss before extraordinary items and tax		1,076,698,207	(1,194,595,315)
Extraordinary Items		-	-
Loss before tax		(1,076,698,207)	(1,194,595,315)
Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(351,657,900)	(403,507,100)
(3) Tax adjustment of earlier years		634	-
Loss for the period		(725,040,941)	(791,088,215)
Earning per equity share: (Nominal Value per Share Rs. 2)			
(1) Basic / Diluted (excluding extra ordinary items, net of tax expenses)		(6.16)	(6.72)
(2) Basic / Diluted (including extra ordinary items)		(6.16)	(6.72)
Significant accounting Policies and notes to the accounts	2 & 3		

As per our report of even date

For S.Janardhan & Associates

Chartered Accountants

Firm Registration No. 005310S

For and on behalf of the Board**Vijay Bhatia**

Partner

Membership No. 201862

Asif Khader

Managing Director

DIN : 00104893

Mueed Khader

Director

DIN : 00106674

P. Phaneendra

Company Secretary

Place: Bengaluru

Date: May 30, 2017

Place: Bengaluru

Date: May 30, 2017



STATEMENT OF CASH FLOWS

AS AT MARCH 31, 2017 CIN : L05190KA1984PLC031621

(Amount in Rupees)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Cash flows from Operating Activities		
Net profit/(loss) before taxation & extraordinary items	(1,076,698,207)	(1,194,595,314)
Adjustments for:		
Foreign exchange loss / (gain) (net)	(207,195,022)	209,909,807
Depreciation and amortization	123,632,696	142,650,266
Dividend / interest income (net)	(589,070)	(3,851,310)
Interest expense on borrowings	1,196,819,902	907,102,714
Operating profit/(loss) before working capital changes	35,970,299	61,216,163
Adjustments for working capital		
Inventories	472,848	649,600
Trade receivables	(147,659,422)	(32,244,441)
Short term loans and advances	2,564,962	(1,770,386)
Current liabilities	(653,764,838)	(11,335,332)
Cash generated from operations	(762,416,151)	(16,515,604)
Adjustments for		
Direct taxes paid	(577,113)	(342,081)
Net cash from Operations before extraordinary items	(762,993,264)	16,173,523
Net cash generated from Operating Activities	(762,993,264)	16,173,523
Cash flows from Investing Activities		
Purchase of fixed assets / increase in work in progress	-	(52,750)
Dividend / interest received	589,070	3,851,310
Net cash from Investing Activities	589,070	3,798,560
Cash flows from Financing Activities		
Interest on borrowed funds	-	-
Borrowings	-	-
Long term loans and advances	762,808,392	(17,157,536)
Long term / short term provisions	(1,460,402)	(3,626,132)
Net cash from Financing Activities	761,347,990	(20,783,668)
Net increase/(decrease) in Cash and Cash Equivalents	(1,056,204)	(811,586)
Opening cash and cash equivalents	6,317,914	7,129,499
Less: Exchange Fluctuation	-	-
Closing cash and cash equivalents	5,261,709	6,317,914

As per our report of even date
For S.Janardhan & Associates
Chartered Accountants
Firm Registration No. 005310S

For and on behalf of the Board

Vijay Bhatia
Partner
Membership No. 201862

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

P. Phaneendra
Company Secretary

Place: Bengaluru
Date: May 30, 2017

Place: Bengaluru
Date: May 30, 2017



1. BACKGROUND

Cranes Software International Limited (CSIL) was incorporated on 22nd December, 1984. CSIL is a Company that provides enterprise statistical analytics and engineering simulation software products and solutions across the globe. Presently, CSIL has developed IP's and products in data Integration & visualization, engineering simulations, graphing, plotting and designing modules. The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Germany and Singapore.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements are prepared and presented in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), Companies (Accounting Standards) Rules, 2006 and guidelines issued by the Securities and Exchange Board of India.

Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates & assumptions that affect the reported balance of assets & liabilities and disclosures relating to contingent assets & liabilities as on the date of financial statement and reported amounts of income & expenditure during the period. Actual results could differ from these estimates, differences if any between the actual results and estimates are recognized in the period in which the results are known or materialized.

Presentation and disclosure of financial statements during the year ended March 31, 2017 the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed by the Company for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956.

2.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include classification of assets and liabilities into current and non-current, estimates of the economic useful lives of fixed assets, provisions for bad and doubtful debts. Any revision to accounting estimates is recognized prospectively.

2.3 Revenue recognition

- (i) Revenue from sale of products is recognized, in accordance with the sales contract, on delivery of goods to the customer. Revenue from product sales are shown net of taxes.
- (ii) Revenue on software development services comprises revenue priced on a time and material and fixed-price contracts. Revenue priced on a time and material contracts are recognized as related services are performed. Revenue from fixed-price, fixed time-frame contracts is recognized in accordance with the percentage of completion method.
- (iii) Revenue from technical service, training, support and other services is recognized as the related services are performed over the duration of the contract/course.
- (iv) Dividend is recognized when the right to receive the dividend is established at the balance sheet date.



2.4 Cash flow statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and the changes during the period in inventories and operating receivables and payables. The cash flows from regular revenue generating, investing and financing activities of the Company are shown separately.

2.5 Fixed assets and capital work-in-progress

- (i) Fixed assets are stated at historical cost less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition.
- (ii) Interest on borrowed money allocated to and utilized for fixed assets, pertaining to the period up to the date the fixed asset is ready for its intended use, is capitalized.

2.6 Intangible assets

- (i) All intangible assets are stated at cost less accumulated amortization.
- (ii) The cost of acquired intangible assets is the consideration paid for acquisition and other incidental costs incurred to bring the intangible asset for its intended use.
- (iii) Internally generated intangible assets are valued at cost which were incurred during the development phase of intangibles which comprises of expenditure on materials and services used or consumed, salaries and other employment related cost of personnel engaged in development of intangible asset, other direct expenditures and overheads that are necessary for the generation of the intangible asset and that can be allocated on a reasonable basis.
- (iv) Interest on borrowed money allocated to and utilized for intangible assets, pertaining to the period up to the date the intangible asset is ready for its intended use, is capitalized in accordance with Accounting Standard-16.
- (v) Amount paid towards the acquisition of intangible assets, which is not put to use as at reporting date and the cost of intangible assets not ready for its intended use before such date is disclosed under capital work-in-progress.

2.7 Research and development

- (i) The Company in association with the Centre for Sponsored Schemes and Projects of Indian Institute of Science, Bangalore has set up a designing and testing laboratory. The Indian Institute of Science and the Company will jointly own the Intellectual Property rights and patents for technologies and products developed by the laboratory.
- (ii) The Company, also in association with Indian Institute of Science, and Society for Innovation and Development has entered into Collaborative Research Programme called "Cranes – I I Sc" Research Programme. The parties shall be joint owners of any intellectual property rights and inventions that may be realized through this programme.
- (iii) Research cost relating to the above are charged to statement of profit and loss and the expenditure incurred relating to the development phase are treated as advances in capital work in progress and will be capitalized when the intangible asset is ready for use as per the criteria laid down by the AS-26.

2.8 Depreciation and amortization

- (i) Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.
- (ii) Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013.



Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets which are equal to useful lives and residual values specified in Schedule II. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

- (iii) Depreciation on individual low cost assets (costing less than Rs.5,000) is provided for in full in the year of purchase irrespective of date of installation.
- (iv) Other intangible assets are amortized over their respective individual estimated useful life on a straight line basis, commencing from the date the asset is available to the Company for its use.

2.9 Impairment of assets

The Company assesses at each balance sheet date using internal and external sources, whether there is any indication that an asset (both tangible and intangible) may be impaired more than of a temporary nature. If any such indications exist, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

2.10 Inventories

Inventories of the Company comprises of third party software products. Such software products are valued at cost or net realizable value, whichever is lower. The cost formula used is weighted average basis. Net realizable value is the estimated selling price in ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale. The cost of inventories is net of VAT credit.

2.11 Investments

- (i) Investments are either classified as current or non current based on the management's intention at the time of purchase.
- (ii) Non current investments are stated at cost less provision for diminution in the value of such investments. Diminution in value is provided for where the management is of the opinion that the diminution is of permanent nature.
- (iii) Current investments are carried at the lower of cost or fair value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the statement of profit & loss.
- (iv) Investments in foreign subsidiaries have been reflected at the exchange rates prevailing at the date of transactions.

2.12 Effect of exchange fluctuation on foreign currency transactions

- (i) Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction.
- (ii) Exchange differences are recorded when the amount actually received on sales or actually paid when the expenditure is incurred, is converted into indian rupees.
- (iii) Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise.
- (iv) Period-end balances of monetary foreign currency assets and liabilities are translated at the closing rate. The resulting exchange difference is recognized in the statement of profit and loss.
- (v) Non – monetary assets & liabilities are translated at the rate prevailing on the date of transaction.
- (vi) Foreign currency translation differences relating to liabilities incurred for acquiring fixed assets are recognized in statement of profit and loss.



2.13 Employees' retirement benefits

(i) Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognized as an expense when employees have rendered services entitling them to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the statement of profit and loss for the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

(iii) Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

2.14 Income Tax / Deferred Tax

(i) Current tax is calculated in accordance with the relevant tax regulations.

(ii) Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognized in the year in which the timing difference originate. For this purpose the timing difference which originates first is considered to reverse first. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of profit and loss in the year of change. Deferred tax assets on timing differences are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet dates.

(iii) Minimum Alternative Tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

(iv) Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction.

(v) The Company offsets deferred tax assets and deferred tax liabilities relating to taxes on income levied by the same governing taxation laws.

2.15 Provisions and Contingent Liabilities

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the



obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.16 Earnings per share

- (i) Basic earnings per share is calculated by dividing the net earnings available to the equity shareholders by the weighted average number of equity shares outstanding during the year.
- (ii) Diluted earnings per share is calculated by dividing the net earnings available to existing and potential equity shareholders by aggregate of the weighted average number of equity shares considered for deriving basic earnings per share. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.17 Leases

- (i) Lease arrangements where substantial risk and rewards incidental to ownership vests with the lessor, such leases are recognized as operating leases.
- (ii) Lease payments under operating lease are recognized as an expense in the statement of profit and loss.

2.18 Derivative instruments and hedge accounting

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" (AS-30).

The use of hedging instruments is governed by the Company's policies approved by the board of directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized directly in shareholders' funds and the ineffective portion is recognized immediately in the statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the statement of profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognized in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholders' funds is transferred to the statement of profit and loss for the period.

However, the Company has no outstanding hedged transaction nor entered into any hedging transaction during the year.



3. NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2017 CIN : L05190KA1984PLC031621

3.01 SHARE CAPITAL

a) Break-up of shares

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
AUTHORISED		
165,000,000 (Previous Year 165,000,000) Equity Shares of Rs. 2/- each	330,000,000	330,000,000
2,00,000 (Previous Year 2,00,000) Preference shares of Rs.100/- each	20,000,000	20,000,000
ISSUED, SUBSCRIBED AND FULLY PAID-UP		
117,766,850 (Previous year 117,766,850) Equity shares of Rs.2/- each fully paid up	235,533,700	235,533,700
TOTAL	235,533,700	235,533,700

The Company has only one class of shares referred to as equity shares having a par value of Rs. 2/-. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not declared dividend during the year.

b) Reconciliation of number of shares

Equity Shares	As at 31-03-2017		As at 31-03-2016	
	Number of Shares	Amount Rs.	Number of Shares	Amount Rs.
Balance as at the beginning of the year	117,766,850	235,533,700	117,766,850	235,533,700
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	117,766,850	235,533,700	117,766,850	235,533,700

The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

Details of equity shares allotted as fully paid up without payment being received in cash during the period of five years immediately preceding the balance sheet date is NIL:

c) Details of Shareholder holding more than 5% of the aggregate shares in the company

Name of the Shareholder	As at 31-03-2017		As at 31-03-2016	
	Number of shares	% of shareholding	Number of shares	% of shareholding
IBC Knowledge Park Private Limited	12,784,740	10.86%	12,784,740	10.86%
Bank of India	11,291,723	9.59%	11,291,723	9.59%



3.02 RESERVES AND SURPLUS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
(a) Securities Premium Account		
Opening balance	1,789,826,374	1,789,826,374
Add: Receipts during the year	-	-
Closing balance A	1,789,826,374	1,789,826,374
(b) FCCB Premium Redemption Reserve		
Opening balance	240,000,000	240,000,000
Add: Transfer during the year	-	-
Closing balance B	240,000,000	240,000,000
(c) General Reserve		
Opening balance	1,843,000,000	1,843,000,000
Add: Transfer during the year	-	-
Closing balance C	1,843,000,000	1,843,000,000
(d) Balance in profit and loss account		
Opening balance	(5,923,884,420)	(5,132,796,205)
Add / (Less) : Current year loss	(725,040,941)	(791,088,215)
Less: Adjustment related to fixed assets (Refer Note No. 3.08)	-	-
Closing balance D	(6,648,925,360)	(5,923,884,420)
TOTAL	(2,776,098,986)	(2,051,058,046)

3.03 LONG TERM PROVISIONS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Provision for Employee Benefits		
Provision for gratuity	990,103	1,491,910
Provision for compensated absence	286,738	208,703
TOTAL	1,276,841	1,700,613

3.04 SHORT TERM BORROWINGS-UNSECURED

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
CSIL Employees Comprehensive Gratuity Fund	4,377,761	4,377,761
TOTAL	4,377,761	4,377,761

Note: Dues to CSIL Employees Comprehensive Gratuity Trust has arisen on result of amounts drawn from the Trust fund and utilised towards expenses of the Company.



3.05 TRADE PAYABLES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Trade payables		
- Dues to micro, small and medium enterprises	-	-
- Others	48,133,807	58,981,499
(Refer Note No. 3.29 regarding disclosure as required under the provisions of MSMED Act)		
TOTAL	48,133,807	58,981,499

3.06 OTHER CURRENT LIABILITIES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Current maturities of Long-term debt		
Bondholders of FCCB (42,000 units of 1,000/- Euros each fully paid up) (Refer Note No. 3.34)	2,908,500,000	3,154,200,000
Interest payable to FCCB Bondholders	960,975,464	890,500,312
Foreign Currency Term Loan from UPS Capital	58,446,267	56,194,340
Loans repayable on demand		
Unsecured		
- Term Loans from Banks		
Bank of India	3,386,612,801	2,939,200,403
International Assets Reconstruction Company Pvt. Ltd.	596,196,304	515,749,581
Canara Bank	920,358,138	790,208,468
Industrial Development Bank of India	628,123,249	539,297,979
State Bank of Mysore	542,995,821	476,813,189
Jammu and Kashmir Bank Limited	263,490,392	226,818,672
- Cash Credit facilities from Banks		
Bank of India	773,586,483	680,998,249
State Bank of Travancore	701,861,175	619,403,571
Unclaimed Dividend	-	326,827
Amounts due and payable to Investor Education and Protection Fund	720,517	393,690
Statutory dues (Including Provident fund, Withholding and other taxes) (Refer Note No. 3.25)	76,089,886	75,013,385
Directors' current account	365,162,122	365,162,122
Directors' remuneration payable	30,608,643	29,994,021
Employee benefits payable	150,443,589	148,081,156
Dues to related Parties	128,087,433	115,221,145
Advance received from Customers	3,141,648	3,051,577
Unpaid dividend distribution tax	27,388,281	27,388,281
Other advances	1,870,240,376	2,511,037,122
TOTAL	14,393,028,589	14,165,054,089



Defaults in repayment of Loans as at March 31, 2017

(Amount in Rupees)

PARTICULARS	Period of Default	Amount of Default		
		Principal	Interest	Total
Terms Loans from Banks				
Bank of India	From 2009 to Till Date	1,400,000,000	1,986,612,801	3,386,612,801
Canara Bank	From 2009 to Till Date	250,000,000	670,358,138	920,358,138
Industrial Development Bank of India	From 2009 to Till Date	220,000,000	408,123,249	628,123,249
State Bank of Mysore	From 2009 to Till Date	250,000,000	292,995,821	542,995,821
Jammu and Kashmir Bank Ltd.	From 2013 to Till Date	144,726,065	118,764,327	263,490,392
Cash Credit facilities from Banks				
Bank of India	From 2009 to Till Date	300,000,000	473,586,483	773,586,483
State Bank of Travancore	From 2009 to Till Date	300,000,000	401,861,175	701,861,175
Others				
International Assets Reconstruction Company Pvt. Ltd.		250,000,000	346,196,304	596,196,304

3.07 SHORT TERM PROVISIONS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Provision for employee Benifits :		
Provision for gratuity	420,913	962,839
Provision for compensated absence	138,846	114,520
Provision for Income Tax (net of advance tax and TDS)	6,394,156	7,489,665
TOTAL	6,953,915	8,567,024



3.08 FIXED ASSETS

(Amount in Rupees)

Particulars	Gross Block			Depreciation					Net Block		
	Cost as on April 1, 2016	Additions	Deletions	Total as on March 31, 2017	Upto April 1, 2016	For the year	Adjustment towards Reserve	Withdrawn	Total upto March 31, 2017	As on March 31, 2017	As on March 31, 2016
Tangible Assets											
Land & Building	94,712,158	-	-	94,712,158	4,865,859	1,110,022	-	-	5,975,881	88,736,277	89,846,299
Furniture & Fixtures	71,774,032	-	-	71,774,032	55,542,311	4,367,669	-	-	59,909,980	11,864,052	16,231,721
Computers	124,831,217	-	-	124,831,217	117,878,783	148,708	-	-	118,027,491	6,803,726	6,952,434
Plant & Machinery	64,250,083	-	-	64,250,083	55,756,549	1,870,052	-	-	57,626,601	6,623,482	8,493,535
Vehicle	19,148,149	-	-	19,148,149	18,190,741	-	-	-	18,190,741	957,408	957,408
Technical Books	101,079	-	-	101,079	96,023	-	-	-	96,023	5,056	5,056
Total A	374,816,718	-	-	374,816,718	252,330,266	7,496,451	-	-	259,826,717	114,990,000	122,486,452
Intangible Assets											
Goodwill	596,500,000	-	-	596,500,000	-	-	-	-	-	596,500,000	596,500,000
Computer Software	4,995,312,014	-	-	4,995,312,014	4,877,546,327	116,136,245	-	-	4,993,682,572	1,629,442	117,765,685
Total B	5,591,812,014	-	-	5,591,812,014	4,877,546,327	116,136,245	-	-	4,993,682,572	598,129,442	714,265,685
Total (A + B)	5,966,628,732	-	-	5,966,628,732	5,129,876,593	123,632,696	-	-	5,253,509,289	713,119,442	836,752,137
Previous Year	5,966,575,982	52,750	-	5,966,628,732	4,987,226,327	142,650,266	-	-	5,129,876,593	836,752,138	979,349,654



3.09 INVESTMENT

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Long-Term : Trade Investment (Unquoted - at cost)		
Subsidiaries :		
Systat Software Inc. USA 974,166 Equity shares of face value USD 1/- each fully paid up (Previous year 974,166 Equity shares of face value USD 1/- each fully paid up)	185,117,768	185,117,768
Systat Software Asia Pacific Limited 380,000 Equity Shares of Rs.10/- each fully paidup (Previous year 380,000 Equity shares of Rs.10/- each fully paidup)	3,800,000	3,800,000
Systat Software GmbH-Germany 1 Equity Share of 25,000 Euros fully paidup (Previous year 1 Equity share of 25,000 Euros fully paidup)	1,447,500	1,447,500
Cranes Software International Pte Limited - Singapore 165,692 Equity shares of Singapore Dollars 1/- each fully paidup. (Previous year 165,692 Equity shares of Singapore Dollars 1/- each fully paid up)	4,430,582	4,430,582
Cranes Software Inc (erstwhile NISA Software Inc) 26,91,855 Equity shares of USD 1 each fully paid up (Previous year 26,91,885 Equity shares of USD 1 each fully paid up)	450,072,825	450,072,825
Tilak Auto Tech Private Limited 1,000 Equity Shares of Rs. 100/- each fully paid up (Previous Year - 1,000 Equity shares of Rs.100/- each fully paid up)	5,162,487	5,162,487
Analytix Systems Private Limited 20,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year - 20,000 Equity shares of Rs.10/- each fully paid up)	63,000,000	63,000,000
Caravel Info Systems Pvt Ltd 1,20,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year - 1,20,000 Equity shares of Rs.10/- each fully paid up)	36,233,187	36,233,187
Proland Software Pvt Ltd 4,840 Equity Shares of Rs. 100/- each fully paid up (Previous Year - 4,840 Equity shares of Rs.100/- each fully paid up)	31,889,280	31,889,280
Esqube Communication Solutions Private Limited 8,942 Equity shares of Rs.10/- each fully paid up (Previous Year - 8,942 Equity shares of Rs.10/- each fully paid up)	17,977,989	17,977,989
OTHERS		
Cranes Software Middle East LLC - UAE 147 Equity shares of UAE Dirham 1,000/- each fully paid up (Previous Year 147 Equity shares of UAE Dirham 1,000/- each fully paid up)	1,786,172	1,786,172
TOTAL	800,917,790	800,917,790



3.10 DEFERRED TAX ASSETS (NET)

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Deferred Tax Asset Attributable to :		
Brought forward losses	824,180,500	901,100,700
Provision for retirement benefits	1,947,800	2,409,000
Provision for Bad Debts	841,461,100	760,348,600
Expenses allowable on Payment basis	1,784,565,300	1,463,957,800
Less:		
Deferred Tax Liability Attributable to :		
Difference between book and tax depreciation	(407,400)	(27,726,700)
TOTAL	3,451,747,300	3,100,089,400

3.11 LONG TERM LOANS AND ADVANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Unsecured, considered good		
Earnest Money Deposits	4,659,787	4,986,617
Other Deposits	640,100	640,100
Rent Deposits	560,000	560,000
Security Deposits	119,598	119,598
Advance towards purchase of Shares	12,437,000	11,261,000
Loans & Advances:		
- Related Parties (Subsidiaries) (Net of Provisions)	1,226,388,280	1,970,441,998
Other Loans and Advances	2,397,883,200	2,397,883,200
MAT Credit Entitlement	64,000,000	64,000,000
TOTAL	3,706,687,965	4,449,892,513

3.12 INVENTORY

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Stock-in-trade	4,000,772	4,473,620
TOTAL	4,000,772	4,473,620

**3.13 TRADE RECEIVABLES**

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Debts overdue for a period exceeding six months		
Unsecured, considered good		
From Subsidiaries	828,869,908	826,748,173
From Others	3,221,966,432	3,221,513,618
Less: Provision for doubtful debts	(3,117,300,000)	(3,117,300,000)
(A)	933,536,340	930,961,791
Other Debts		
Unsecured, considered good		
From Subsidiaries	42,693,201	35,054,506
From Others	1,980,596	2,871,495
(B)	44,673,797	37,926,001
TOTAL (A + B)	978,210,137	968,887,793

3.14 CASH AND BANK BALANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Cash and cash equivalents:		
Cash on hand	243,866	128,036
Bank Balances:		
In Current Accounts	380,884	387,936
Other Bank Balances:		
Balances with Bank held as Margin		
Money with maturity of 3 to 12 months	3,881,910	5,046,893
Unpaid Dividend Account	755,049	755,049
TOTAL	5,261,709	6,317,914

3.15 SHORT TERM LOANS AND ADVANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Prepaid expenses	86,870	186,480
Advance to Vendors for Expenses	7,295,328	9,760,681
TOTAL	7,382,199	9,947,161

3.16 REVENUE FROM OPERATIONS

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
(a) Sale of products		
- Hardware products	-	102,939
- Software licences	58,858,354	66,685,543
(b) Sale of services	19,188,930	18,696,123
TOTAL	78,047,284	85,484,605



3.17 OTHER INCOME

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
(a) Interest received	589,070	3,851,310
(b) Sundry creditors written back to the extent no longer required	2,199,013	41,842,676
(c) Exchange fluctuation gain	207,195,022	-
(d) Other income	833,542	34,555
(e) Rental Income	3,089,031	-
(f) Provision for gratuity written back to the extent no longer required	1,043,733	2,601,682
TOTAL	214,949,411	48,330,222

3.18 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Stock at the end of the year	4,000,772	4,473,620
Stock at the beginning of the year	4,473,620	5,123,220
Increase / (Decrease) in stock	472,848	649,600

3.19 EMPLOYEE BENEFITS EXPENSES

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Salaries and wages	25,450,149	31,153,925
Director remuneration	3,000,000	3,000,000
Contribution to provident and other funds	987,264	1,269,850
Staff welfare expenses	549,429	643,610
Leave encashment	102,361	236,049
TOTAL	30,089,203	36,303,434

3.20 FINANCE COSTS

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Borrowings costs	1,196,819,902	907,102,714
Interest on Statutory Dues	60,178	-
TOTAL	1,196,880,080	907,102,714

3.21 DEPRECIATION AND AMORTIZATION EXPENSES

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Depreciation on Tangible Assets	7,496,451	11,146,178
Amortization on Intangible Assets	116,136,245	131,504,089
TOTAL	123,632,696	142,650,267



3.22 OTHER EXPENSES

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Payment to auditor		
- As audit fee	600,000	600,000
- As reimbursement of expenses	8,400	15,400
Power and fuel	3,573,906	3,567,720
Rent	465,843	443,661
Repairs and maintenance		
- Machinery	-	19,736
- Others	1,533,413	1,260,815
Insurance	61,367	83,050
Rates and taxes, excluding taxes on income	78,501	433,671
Marketing expenses	211,826	204,360
Travelling and conveyance	4,307,760	13,432,449
Communication expenses	1,951,713	2,087,622
Loss on Exchange Fluctuations (Net)	-	209,909,807
Legal & professional charges	3,831,763	6,638,569
Miscellaneous expenses	1,472,735	1,812,049
TOTAL	18,097,227	240,508,909

3.23 EXCEPTIONAL ITEMS

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Prior period expenses	449,569	1,127,003
TOTAL	449,569	1,127,003



3.24 EARNINGS PER SHARE

Particulars	For the Year March 31, 2017		For the Year March 31, 2016	
	Before Extraordinary Items	After Extraordinary Items	Before Extraordinary Items	After Extraordinary Items
(a) Basic				
Profit / (loss) after tax (in Rs.)	(725,040,941)	(725,040,941)	(791,088,215)	(791,088,215)
Weighted average number of shares outstanding	117,766,850	117,766,850	117,766,850	117,766,850
Basic EPS	(6.16)	(6.16)	(6.72)	(6.72)
(b) Diluted				
Profit / (Loss) after tax (in Rs.)	(725,040,941)	(725,040,941)	(791,088,215)	(791,088,215)
Adjusted net profit for the year	(725,040,941)	(725,040,941)	(791,088,215)	(791,088,215)
Weighted average number of shares outstanding for diluted EPS	117,766,850	117,766,850	117,766,850	117,766,850
Diluted EPS	(6.16)	(6.16)	(6.72)	(6.72)
Face value per share (in Rs.)	2.00	2.00	2.00	2.00

3.25 CONTINGENT LIABILITIES AND COMMITMENTS
(to the extent not provided for)

(Amount in Rupees)

PARTICULARS	Current Year	Previous Year
Claims against the Company not acknowledged as debts		
(a) Income tax matters	672,844,163	672,844,163
(b) Service tax matters	201,702,974	201,702,974
(c) Guarantees and Counter Guarantee	3,881,910	5,166,491
(d) Directorate of Enforcement	5,000,000	5,000,000
(e) Employees Provident Fund	7,726,160	5,186,747
TOTAL	891,155,207	889,900,375

UNDISPUTED STATUTORY DUES REMAINING UNPAID AS AT MARCH 31, 2017

(Amount in Rupees)

Name of the Statute	Nature of dues	Total Liability as at	
		31 st March 2017	31 st March 2016
Employee's Provident Fund & Miscellaneous Provision Act	Provident Fund	3,545,614	4,159,140
Commercial Taxes Act	Professional Tax	257,200	158,800
Employees State Insurance Act	ESI	621,131	488,001
Income Tax Act	Withholding Taxes	30,831,489	31,818,436
Service Tax	Service Tax	23,317,778	20,333,524
Karnataka State Commercial Taxes Act	Sales Tax/Value Added Tax	8,542,186	8,577,968
Income Tax Act	Self Assessment Tax	8,901,864	8,901,864
Wealth Tax Act	Wealth Tax	88,000	88,000
Income Tax Act	Dividend Distribution Tax	27,388,281	27,388,281
Income Tax Act	Fringe Benefit Tax	41,304	41,304
Investor Education Protection Fund	Unclaimed Dividend	720,517	393,690


CASES FILED AGAINST THE COMPANY FOR RECOVERY OF DUES AND PENDING FOR DISPOSAL BEFORE VARIOUS COURTS

(Amount in Rupees)

Name of Institution	Amount of Claim	In which Forum
A. Under Section 434 of Companies Act, 1956		
1. Bank of New York (Trustee of Foreign Currency Convertible Bondholders)	2,908,500,000	} High Court, Karnataka
2. Bank of India	2,228,003,264	
3. Canara Bank	261,708,137	
B. Under Section 138 of Negotiable Instruments Act, 1881		
1. State Bank of Mysore	250,000,000	} Metropolitan Court, Bangalore
2. Canara Bank	140,000,000	
3. Bank of India	50,000,000	
4. IDBI	43,200,000	
C. Under Debt Recovery Act, 1993		
1. Canara Bank	293,337,614	} Debt Recovery Tribunal
2. Bank of India	1,968,848,034	
3. State Bank of Mysore	310,797,206	
4. State Bank of Travancore	321,230,671	
5. IDBI Bank	221,143,301	
6. Jammu and Kashmir Bank Ltd.	179,384,000	
D. Special Court for Economic Offenses		
SEBI	23,553,370	

3.26 ACTIVITIES IN FOREIGN CURRENCY

(Amount in Rupees)

PARTICULARS	Current Year	Previous Year
Earnings in Foreign Currency	58,387,729	67,955,231
FOB value of exports	58,387,729	64,444,121
Interest	-	3,511,110
Expenditure incurred in Foreign Currency	150,114,166	148,257,584
Travelling, Boarding & Lodging Expenses	-	787,184
Interest	150,114,166	147,470,400

3.27 DETAILS OF AUDITORS REMUNERATIONS

(Amount in Rupees)

PARTICULARS	Current Year	Previous Year
Statutory Audit	600,000	600,000
Out of Pocket Expenses	8,400	15,400
TOTAL	608,400	615,400



3.28 TRADE RECEIVABLES INCLUDE, DUES FROM SUBSIDIARY COMPANIES AS UNDER

PARTICULARS	Current Year	Previous Year
Dunn Solutions Group Inc	6,455,271	14,563,211
Systat Software Inc, USA	845,062,017	828,386,045
Systat Software GmbH,	18,710,769	17,518,372
Proland Software Pvt. Ltd.	1,335,052	1,335,052
TOTAL	871,563,109	861,802,680

3.29 DUES TO MICRO AND SMALL ENTERPRISES

(Amount in Rupees)

PARTICULARS	Current Year	Previous Year
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
Interest due and payable towards suppliers registered under MSMED Act, for payments already made.	Nil	Nil
Further interest remaining due and payable for earlier years.	Nil	Nil

The above information is prepared based on the information available with the Management.

3.30 In the opinion of Board of Directors, all assets, investments have atleast the value as stated in the Balance Sheet, if realised in the ordinary course of business

3.31 IMPAIRMENT OF ASSETS

Pursuant to Accounting Standard AS 28 : Impairment of Assets issued by the Companies Accounting Standard Rules, 2006, the company assessed its fixed assets for impairment as at 31st March 2017 and concluded that there has been no significant impaired fixed asset that needs to be recognized in the books of account.

3.32 DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY INSTRUMENTS

Foreign currency exposure that are not hedged by derivative or forward contracts as on 31st March 2017 amounts to Rs.9,964,531,866/- (Previous Year : Rs. 10,918,469,137/-)



Particulars of unhedged foreign currency exposure as at the reporting date.

(Amount in Rupees)

PARTICULARS	CURRENCY	Current Year	Previous Year
Receivables	US Dollars	81,365,873	89,997,384
	Euro	10,073,778	10,036,930
	Sterling Pound	309,361	235,896
	Arab Emirates Dhiram	295,338	295,338
	Singapore Dollar	641,856	641,856
Payables	US Dollars	941,469	967,215
	Euro	55,884,660	54,217,643
	Singapore Dollar	1,236	1,236
		recognised @ Rs	recognised @ Rs
	US Dollars	64.84	66.33
	Euro	69.25	75.10
	Sterling Pound	80.88	95.09
	AED	17.66	17.99
	AUD	49.59	50.07
	SGD	46.44	49.02

3.33 Confirmation of balances in respect of Trade Receivables and Trade Payables has not been obtained in a few cases.

3.34 FOREIGN CURRENCY CONVERTIBLE BONDS

The Foreign Currency Convertible Bonds carry coupon rate of 2.50%, payable half yearly. In case of default of payment of interest the coupon rate stands increased to 4.80%.

During March 2011, the convertible foreign currency bonds had become due for conversion to Equity Shares and none of the bond holders have exercised their option for conversion. Correspondingly, the amounts had become due for payment as on the closure of such exercise and is yet to be redeemed as on the date of the balance sheet. These funds fall within the meaning of 'deposit' as defined under section 73 of the Companies Act 2013. The Company has not complied with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.



3.35 LOANS AND ADVANCES INCLUDES, DUES FROM COMPANIES UNDER THE SAME MANAGEMENT, AS UNDER
(Disclosure required by Clause 32 of the Listing Agreement)

(Amount in Rupees)

PARTICULARS	Current Year	Maximum Amount outstanding during the year	Previous Year	Maximum Amount outstanding during the previous year
Cranes Software International Pte Ltd-Singapore	150,332,830	150,332,830	154,758,441	154,758,441
Cranes Software Inc	536,901,941	536,901,941	309,058,826	309,058,826
Systat Software GmbH	-	787,114,029	725,556,088	787,114,029
Systat Software Inc USA (Net of Provision)	465,306,690	737,716,644	709,823,123	710,353,817
Proland Software Pvt Ltd	44,946,112	44,946,112	44,946,112	44,946,112
Systat Software UK Ltd.	24,361,907	24,361,907	21,656,308	21,656,308
Dunn Solutions Groups Inc	4,538,800	4,756,500	4,643,100	4,643,100
TOTAL	1,226,388,281	2,286,129,964	1,970,441,998	2,032,530,633



3.36 GRATUITY & LEAVE ENCASHMENT

(Amount in Rupees)

PARTICULARS	Current Year		Previous Year	
	Gratuity	Compensated absence	Gratuity	Compensated absence
(I) Change in Benefit Obligations:				
Projected Benefit Obligation, beginning of the year (April 1, 2016)	3,096,806	323,132	5,056,431	996,659
Service Cost	334,739	94,472	371,852	89,973
Interest Cost	229,783	23,976	375,187	73,952
Actuarial (gain) / loss on obligations Benefits (paid / Reversals)	(1,525,993)	(15,996)	(2,706,664)	(837,452)
Projected Benefit Obligation, at the end of the year	2,135,335	425,584	3,096,806	323,132
(II) Change in Plan Assets:				
Fair value of Plan Assets, beginning of the year (April 1, 2016)	642,057	-	617,454	
Expected return on Plan Assets	42,889	-	45,846	
Employer's contributions	-	-	-	
Benefit paid	-	-	-	
Actuarial (gain) / loss on Plan Assets	39,372	-	(21,243)	
Fair value of Plan Assets, at the end of the year	724,318	-	642,057	
Excess of (obligation over plan assets) / plan assets over Obligation	(1,411,017)	-	(2,454,749)	
(Accrued Liability) / Prepaid Benefit	(1,411,017)	425,584	(2,454,749)	(323,132)
(III) Net cost for the year ended March 31, 2017				
Service Cost	334,739	-	371,852	
Interest on Defined Benefit Obligation	229,783	-	375,187	
Expected return on Plan Assets	-	-	-	
Net Actuarial (gain) / loss recognized in the year	-	-	-	
Net Gratuity and other cost	564,522	-	747,039	
Actual Return on Plan Assets	82,261	-	26,403	
(IV) Category of Assets as at March 31, 2017				
Insurer Managed Funds	724,318	-	642,057	
(v) Assumptions used in accounting for the Gratuity Plan				
Discount Rate	6.68%	6.68	7.42%	7.90%
Salary escalation rate	4.00%	4.00	4.00%	4.00%
Expected rate of return on Plan Assets	6.68%		7.42%	-

**3.37 OBLIGATIONS TOWARDS LONG TERM, NON-CANCELLABLE OPERATING LEASES**

The Company has taken various offices, vehicles, computers, furniture and equipment under cancellable operating leases. These lease agreements are normally renewed on expiry.

The rental expenses in respect of operating leases recognized in the statement of profit and loss are Rs. 4,65,843/- for the year ended March 31, 2017. (Previous year Rs. 4,43,661/-)

Lease rentals due for the period not exceeding period of 1 year	Rs. 1,17,864/-
Lease rentals due for the period 1 to 5 years	Nil
Lease rentals due for the period exceeding 5 years	Nil

3.38 RESEARCH & DEVELOPMENT

Research & Development expenditure recognized as expenses during the year amounted to Rs. NIL (Previous year Rs. NIL)

3.39 RELATED PARTY DISCLOSURES AS ASCERTAINED BY THE MANAGEMENT

(Amount in Rupees)

Description of the nature of transaction	Description of Relationship	Related Party	For the Year March 31, 2017	For the Year March 31, 2016
Sale of goods	Direct Subsidiary	Systat Software Inc	36,334,798	40,363,136
	Direct Subsidiary	Systat Software GmbH	14,163,569	14,453,051
	Indirect Subsidiary	Systat Software UK Ltd.	7,889,362	9,627,934
			58,387,729	64,444,121
Interst received	Direct Subsidiary	Systat Software GmbH	-	3,511,110
			-	3,511,110
Remuneration paid	Key Managerial Personnel	Asif Khader	1,000,000	1,000,000
		Mueed Khader	1,000,000	1,000,000
		Mukkaram Jan	1,000,000	1,000,000
			3,000,000	3,000,000
Salary Paid	Key Managerial Personnel	P. Phaneendra	230,689	230,689
			230,689	230,689
Loans given	Direct Subsidiary	Proland Software Pvt. Ltd.	-	461,093
			-	461,093

69



(Amount in Rupees)



Description of the nature of transaction	Description of Relationship	Related Party	As at March 31, 2017	As at March 31, 2016
Trade Receivables	Direct Subsidiary	Systat Software Inc	845,062,017	828,386,045
	Direct Subsidiary	Systat Software GmbH	18,710,769	17,518,372
	Direct Subsidiary	Proland Software Pvt Ltd	1,335,052	1,335,052
	Indirect Subsidiary	Dunn Solutions Group Inc	6,455,271	14,563,211
			871,563,109	861,802,680
Payable at the year end	Direct Subsidiary	Analytix Systems Pvt Ltd	53,831,859	46,078,635
	Indirect Subsidiary	Cubeware GmbH	-	3,836,025
	Indirect Subsidiary	Engineering Technology Associates Inc	691,722	707,618
	Direct Subsidiary	Caravel Info Systems Pvt Ltd	46,595,657	46,978,926
	Direct Subsidiary	Tilak Autotech Pvt. Ltd.	12,084,516	7,323,456
	Direct Subsidiary	Systat Software Asia Pacific Ltd	5,294,047	5,294,047
	Direct Subsidiary	Esqube Communication Solutions Private Ltd.	9,589,632	5,002,438
	Key Management Personnel		395,770,765	365,162,122
			523,858,198	480,383,267
Receivable at the year end	Direct Subsidiary	Cranes Software Inc	536,901,941	309,058,826
	Direct Subsidiary	Cranes Software International Pte Ltd	150,180,456	154,602,565
	Direct Subsidiary	Proland Software Pvt Ltd	44,946,112	44,946,112
	Direct Subsidiary	Systat Software GmbH	-	725,556,088
	Direct Subsidiary	Systat Software Inc	465,306,690	709,823,123
	Indirect Subsidiary	Systat Software UK Ltd.	24,361,907	21,656,308
	Indirect Subsidiary	Dunn Solutions Groups Inc	4,538,800	4,643,100
	Direct Subsidiary	Cranes Software, Intl Pte Ltd.	152,374	155,876
			1,226,388,281	1,970,441,998

70

Key Management Personnel	Direct Subsidiaries	Indirect Subsidiaries	Other related party
Mr. Asif Khader (Managing Director)	Systat Software Inc, USA	Dunn Solutions Group Inc,	Orca Infotech Private Limited
Mr. Mukkaram Jan (Director)	Systat Software Asia Pacific Limited	Engineering Technology Associates Inc with its subsidiary, Engineering Technology Associates (Shanghai) Inc, China	K & J Holdings Private Limited
Mr. Mueed Khader (Director)	Cranes Software International Pte Ltd., Singapore	Cubeware GmbH and its subsidiaries in Austria and Switzerland	K & J Telecom Private Limited
Mr. P. Phaneendra (Company Secretary)	Systat Software GmbH, Germany	Dunn Solutions India Pvt Ltd	Jansons Land & Property Development Pvt Ltd
	Cranes Software Inc	Systat Software UK Ltd	SPSS South Asia Private Limited
	Analytix Systems Private Limited		Keysoft Solutions Private Limited
	Tilak Auto Tech Private Limited		Spice Capital Fund Private Limited
	Caravel Info Systems Pvt Ltd		Sea Equity Private Limited
	Proland Software Pvt Ltd		Samra Investment Bangalore Pvt Ltd
	Esqube Communication Solutions Pvt Ltd		Source Majeure Software Pvt Ltd
			Predictive Analytics Solutions Pvt Ltd

In respect of the above parties, there is no provision for doubtful debts as at the financial year and no amount has been written off / written back during the year in respect of debts due from / to them.



3.40 SEGMENT REPORTING

The Company has identified geographic segments as its primary segment and business segments as its secondary segments.

Primary Segments- a) Exports
b) Domestic

Secondary Segments- a) Proprietary Products and Services
b) Product Alliances

PRIMARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENT

(Amount in Rupees)

Sl. No.	Particulars	Current Year			Previous Year		
		Export	Domestic	Total	Export	Domestic	Total
1	Segment Revenue	58,387,728	19,659,555	78,047,284	64,444,121	21,040,484	85,484,605
2	Segment Results	(30,181,989)	(64,135,980)	(94,317,969)	(227,596,505)	(107,099,315)	(334,695,820)
	Other Income			214,949,411			48,330,222
	Operating Profit / (Loss)			120,631,442			(286,365,598)
	Interest Expenses			1,196,880,080			907,102,714
	Exceptional/extraordinary items			449,569			1,127,003
	Profit / (Loss) before tax			(1,076,698,207)			(1,194,595,315)
	Tax Expenses			(351,657,266)			(403,507,100)
	Profit / (Loss) after tax			(725,040,941)			(791,088,215)
3	Segments Assets	8,934,904,220	2,978,301,407	11,913,205,627	9,317,367,480	3,105,789,160	12,423,156,640
	Total Assets			11,913,205,627			12,423,156,640
	Segment liabilities	8,758,253,945	2,919,417,982	11,677,671,927	9,140,717,205	3,046,905,735	12,187,622,940
	Total Liabilities			11,677,671,927			12,187,622,940
	Segments Capital Employed (Segment Assets-Segment Liabilities)	176,650,275	58,883,425	235,533,700	176,650,275	58,883,425	235,533,700
4	Capital Expenditure	-	-	-	-	52,750	52,750
5	Depreciation	46,980,424	76,652,272	123,632,696	54,207,101	88,443,166	142,650,267

SECONDARY SEGMENT INFORMATION - BUSINESS SEGMENT

(Amount in Rupees)

Sl. No.	Particulars	Current Year		Previous Year	
		Proprietary Products and Services	Product Alliances	Proprietary Products and Services	Product Alliances
1	Segment Revenue	78,047,284	-	85,337,222	147,383
2	Segment Result	(94,317,969)	-	(273,479,954)	(61,215,865)
3	Segment Assets	11,913,205,627	-	11,182,083,292	1,241,073,348
4	Capital Expenditure	-	-	52,223	528



3.41 Previous year's figures have been regrouped and reclassified wherever necessary to make them comparable.

As per our report of even date
For S.Janardhan & Associates
Chartered Accountants
Firm Registration No. 005310S

For and on behalf of the Board

Vijay Bhatia
Partner
Membership No. 201862

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

P. Phaneendra
Company Secretary

Place: Bengaluru
Date: May 30, 2017

Place: Bengaluru
Date: May 30, 2017



CRANES SOFTWARE INTERNATIONAL LIMITED

CONSOLIDATED FINANCIAL STATEMENTS 2016-2017



INDEPENDENT AUDITOR'S REPORT

To the members of **CRANES SOFTWARE INTERNATIONAL LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Cranes Software International Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March, 2017, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records, (hereinafter referred to as 'the consolidated financial statements').

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms with the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountant Of India. Those Standards and pronouncement require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and presentation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph of the Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Qualified Opinion

In our opinion and subject to the qualifications reported in the standalone Independent Audit's Report of the Holding Company of even date, to the best of our information and according to the explanations given to us, the



aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2017, their consolidated loss, and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

- i. The Consolidated results of the Company do not include the financials of a step down subsidiary “Cubeware GMBH” for the year ended 31st March 2017 and therefore, are not comparable with the financials for the year ended 31st March 2016. The total assets and the total revenue of the said step down subsidiary included in the consolidated financial statements for the year ended 31st March 2016 were Rs. 4,410.96 lakhs and Rs. 8,314.32 lakhs respectively.
- ii. Consolidated financial statements of the company include, “Compiled financials of Cranes Software International Pte Limited, Singapore and Systat Software GmbH” and are not audited as on 31st March 2017.
- iii. Our audit report has to be read along with the ‘Emphasis of Matter’ para as appearing in our Independent Auditor’s Report of even date in respect of the standalone financials of Cranes Software International Limited.

Our Report is not qualified in respect of the above matter.

Other Matter

We did not audit the financial statements/financial information of subsidiaries, whose financial statements/financial information reflect total assets of Rs. 29,111.57 lakhs at 31st March 2017, total revenues of Rs. 32,382.55 lakhs as at the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors (except for those stated in para above) whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. Except for the matters specified in the Independent Auditor’s Report of the Holding Company of even date, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. In our opinion, the qualifications and matters specified in the ‘Emphasis of Matter’ paragraph, may have an adverse effect on the functioning of the Company.



- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. 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 A”; and
- h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in Note 3.27 to the consolidated financial statements.
 - ii) The Group does not have any material foreseeable losses in long-term contracts including derivative contracts;
 - iii) The Holding Company has not transferred an amount of Rs. 7.21 Lakhs, which is required to be transferred to the Investor Education and Protection Fund.

For S.JANARDHAN & ASSOCIATES

Chartered Accountants
Firm Registration No. 005310S

Vijay Bhatia

Partner
Membership No.201862

Bengaluru
May 30, 2017



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Cranes Software International Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

Qualified Opinion

In our opinion, subject to the matters specified in the 'Emphasis of Matter' paragraph as appearing in our Independent Auditor's Report of even date on the consolidated financials statements, the holding company and its subsidiaries have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to five subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For S.JANARDHAN & ASSOCIATES

Chartered Accountants
Firm Registration No. 005310S

Vijay Bhatia

Partner
Membership No.201862

Bengaluru
May 30, 2017



CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2017

(Amount in Rupees)

PARTICULARS	Note No.	March 31, 2017	March 31, 2016
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	3.01	235,533,700	235,533,700
(b) Reserves and surplus	3.02	(3,610,103,976)	(2,945,193,754)
(2) Non-Current Liabilities			
(a) Long-term borrowings	3.03	146,830,871	146,830,871
(b) Long-term provisions	3.04	3,093,006	3,516,778
(3) Current Liabilities			
(a) Short-term borrowings	3.05	173,480,481	122,776,811
(b) Trade payables	3.06	156,377,179	187,442,560
(c) Other current liabilities	3.07	14,886,438,070	14,757,259,788
(d) Short-term provisions	3.08	6,953,915	8,567,024
TOTAL		11,998,603,246	12,516,733,778
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Tangible assets	3.09	126,154,536	138,997,897
(ii) Intangible assets		2,418,900,909	2,709,204,845
(iii) Intangible assets under development		2,272,678,313	2,257,378,313
(b) Non-current investments	3.10	1,786,172	1,786,172
(c) Deferred tax assets (net)	3.11	3,715,326,980	3,355,208,443
(d) Long term loans and advances	3.12	2,484,254,745	2,483,485,234
(2) Current Assets			
(a) Inventories	3.13	21,903,420	33,759,841
(b) Trade receivables	3.14	801,149,920	926,667,711
(c) Cash and Bank balances	3.15	56,703,975	134,784,482
(d) Short-term loans and advances	3.16	99,744,276	475,460,840
TOTAL		11,998,603,246	12,516,733,778
Significant accounting policies and notes to the accounts	2 & 3		

As per our report of even date
For S.Janardhan & Associates
Chartered Accountants
Firm Registration No. 005310S

For and on behalf of the Board

Vijay Bhatia
Partner
Membership No. 201862

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

P. Phaneendra
Company Secretary

Place: Bengaluru
Date: May 30, 2017

Place: Bengaluru
Date: May 30, 2017



CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rupees)

PARTICULARS	Note No.	March 31, 2017	March 31, 2016
Revenue from operations	3.17	3,254,829,460	3,880,864,535
Other income	3.18	223,561,008	69,081,898
Total Revenue		3,478,390,468	3,949,946,433
Expenses:			
Cost of materials consumed		-	-
Purchases of stock-in-trade		2,222,592,062	2,238,906,437
Changes in inventories of stock-in-trade	3.19	11,856,420	(24,740,143)
Employee benefit expense	3.20	590,794,826	1,001,085,436
Financial costs	3.21	1,216,677,314	930,933,706
Depreciation and amortization expenses	3.22	304,136,623	320,952,237
Other expenses	3.23	386,489,064	973,739,103
Total Expenses		4,732,546,308	5,440,876,777
Loss before exceptional and extraordinary items and tax		(1,254,155,840)	(1,490,930,343)
Exceptional items	3.24	(1,381,576)	1,127,003
Loss before tax		(1,252,774,264)	(1,492,057,346)
Tax expense:			
(1) Current tax		4,476,533	32,040,276
(2) Deferred tax		(366,257,235)	(403,507,100)
(3) Income tax for earlier year		634	-
Loss for the period		(890,994,195)	(1,120,590,522)
Less: Share of minority interests			
Loss for the period		(890,994,195)	(1,120,590,521)
Earning per equity share:			
(1) Basic / Diluted excluding extraordinary items, net of tax expense		(7.57)	(9.52)
(2) Basic / Diluted including extraordinary items		(7.57)	(9.52)
Significant accounting policies and notes to the accounts	2 & 3		

As per our report of even date

For S.Janardhan & Associates

Chartered Accountants

Firm Registration No. 005310S

For and on behalf of the Board**Vijay Bhatia**

Partner

Membership No. 201862

Asif Khader

Managing Director

DIN : 00104893

Mueed Khader

Director

DIN : 00106674

P. Phaneendra

Company Secretary

Place: Bengaluru

Date: May 30, 2017

Place: Bengaluru

Date: May 30, 2017

**STATEMENT OF CASH FLOWS**

AS AT MARCH 31, 2017

(Amount in Rupees)

PARTICULARS	Current year	Previous Year
Cash flows from Operating Activities		
Net profit / (loss) before taxation and extraordinary items	(1,252,774,264)	(1,492,057,345)
Adjustments for:		
Foreign exchange loss (Net)	224,493,831	213,191,837
Depreciation and amortization	304,136,623	320,952,237
Interest expense on borrowings	1,216,677,314	930,933,706
Dividend / interest income (Net)	(1,306,270)	(11,958,340)
Operating profit / (Loss) before working capital changes	491,227,234	(38,937,905)
Adjustments for working capital		
Inventory	11,856,420	(24,740,143)
Trade receivables	117,180,713	(64,872,291)
Short term loans and advances	375,716,564	(270,466,592)
Current liabilities	(1,100,934,074)	(118,331,220)
Cash generated from operations	(104,953,143)	(517,348,151)
Adjustments for		
Direct taxes paid	-	-
Net cash from operations before extraordinary items	(104,953,143)	(517,348,151)
extraordinary items	-	-
Net cash generated from operating activities	(104,953,143)	(517,348,151)
Cash flows from investing activities		
Purchase of fixed assets / increase in work in progress	(16,289,326)	459,167,430
Dividend / interest received	1,306,270	11,958,340
Net cash from investing activities	(14,983,056)	471,125,770
Cash flows from financing activities		
Interest on borrowed funds	(7,654,696)	(3,124,757)
Borrowings / repayments	50,703,670	121,928,923
Long term loans and advances	(769,511)	(15,608,259)
Long term provisions	(423,773)	(3,947,551)
Net cash from financing activities	41,855,689	99,248,356
Net increase/(decrease) in cash and cash equivalents	(78,080,507)	53,025,975
Opening cash and cash equivalents	134,784,482	81,758,507
Closing cash and cash equivalents	56,703,975	134,784,482

As per our report of even date

For S.Janardhan & Associates

Chartered Accountants

Firm Registration No. 005310S

For and on behalf of the Board**Vijay Bhatia**

Partner

Membership No. 201862

Asif Khader

Managing Director

DIN : 00104893

Mueed Khader

Director

DIN : 00106674

P. Phaneendra

Company Secretary

Place: Bengaluru

Date: May 30, 2017

Place: Bengaluru

Date: May 30, 2017



1. BACKGROUND

Cranes Software International Limited (CSIL) was incorporated on 22nd December, 1984. CSIL is a Company that provides enterprise statistical analytics and engineering simulation software products and solutions across the globe. Presently, CSIL has developed IP's and products in data Integration & visualization, engineering simulations, graphing, plotting and designing modules. The Company is head quartered in Bangalore and has offices in India, United States of America, United Kingdom, Germany and Singapore.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements are prepared and presented in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI), Companies (Accounting Standards) Rules, 2006 and guidelines issued by the Securities and Exchange Board of India.

Preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates & assumptions that affect the reported balance of assets & liabilities and disclosures relating to contingent assets & liabilities as on the date of financial statement and reported amounts of income & expenditure during the period. Actual results could differ from these estimates, differences if any between the actual results and estimates are recognized in the period in which the results are known or materialized.

Presentation and disclosure of financial statements during the year ended March 31, 2017 the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed by the Company for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956.

2.2 Principles of consolidation

The financial statements of the subsidiary companies used in the consolidation are drawn up to the same reporting date as of the Company.

The consolidated financial statements have been prepared on the following basis:

- i. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate Financial Statements.
- ii. The consolidation of the financial statements of the holding company and its subsidiaries is done to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses; inter group transactions, balances and unrealized inter company profits have been eliminated in the process of consolidation.
- iii. The excess of cost to the Company of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognized as 'Goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Company, it is recognized as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statement.
- iv. The accounts of foreign subsidiaries are classified as non-integral foreign operations and are translated into Indian rupees (reporting currency) for balance sheet items using the currency exchange rates in effect at the balance sheet date. For revenues, cost and expenses using the simple average of the average monthly rates prevailing during the reporting period has been used.



- v. Minority interest in subsidiaries represents the minority shareholders proportionate share of the net asset and net income.

2.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include classification of assets and liabilities into current and non-current, estimates of the economic useful lives of fixed assets, provisions for bad and doubtful debts. Any revision to accounting estimates is recognized prospectively.

2.4 Revenue recognition

- (i) Revenue from sale of products is recognized, in accordance with the sales contract, on delivery of goods to the customer. Revenue from product sales are shown net of taxes.
- (ii) Revenue on software development services comprises revenue priced on a time and material and fixed-price contracts. Revenue priced on a time and material contracts are recognized as related services are performed. Revenue from fixed-price, fixed time-frame contracts is recognized in accordance with the percentage of completion method.
- (iii) Revenue from technical service, training, support and other services is recognized as the related services are performed over the duration of the contract/course.
- (iv) Dividend is recognized when the right to receive the dividend is established at the balance sheet date.

2.5 Cash flow statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and the changes during the period in inventories and operating receivables and payables. The cash flows from regular revenue generating, investing and financing activities of the Company are shown separately.

2.6 Fixed assets and capital work-in-progress

- (i) Fixed assets are stated at historical cost less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition.
- (ii) Interest on borrowed money allocated to and utilized for fixed assets, pertaining to the period up to the date the fixed asset is ready for its intended use, is capitalized.

2.7 Intangible assets

- (i) All intangible assets are stated at cost less accumulated amortization.
- (ii) The cost of acquired intangible assets is the consideration paid for acquisition and other incidental costs incurred to bring the intangible asset for its intended use.
- (iii) Internally generated intangible assets are valued at cost which were incurred during the development phase of intangibles which comprises of expenditure on materials and services used or consumed, salaries and other employment related cost of personnel engaged in development of intangible asset, other direct expenditures and overheads that are necessary for the generation of the intangible asset and that can be allocated on a reasonable basis.
- (iv) Interest on borrowed money allocated to and utilized for intangible assets, pertaining to the period up to the date the intangible asset is ready for its intended use, is capitalized in accordance with Accounting Standard-16.
- (v) Amount paid towards the acquisition of intangible assets, which is not put to use as at reporting date and the cost of intangible assets not ready for its intended use before such date is disclosed under capital work-in-progress.



2.8 Research and development

Research cost are charged to profit and loss account and expenditure incurred relating to the development phase are treated as advances in capital work in progress and will be capitalized when the intangible assets in ready for use.

2.9 Depreciation and amortization

- (i) Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management.
- (ii) Till the year ended 31 March 2014, Schedule XIV to the Companies Act, 1956, prescribed requirements concerning depreciation of fixed assets. From the current year, Schedule XIV has been replaced by Schedule II to the Companies Act, 2013.

Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all its fixed assets which are equal to useful lives and residual values specified in Schedule II. The management believes that depreciation rates currently used fairly reflect its estimate of the useful lives and residual values of fixed assets.

- (iii) Depreciation on individual low cost assets (costing less than Rs.5,000) is provided for in full in the year of purchase irrespective of date of installation.
- (iv) Other intangible assets are amortized over their respective individual estimated useful life on a straight line basis, commencing from the date the asset is available to the Company for its use.

2.10 Impairment of assets

The Company assesses at each balance sheet date using internal and external sources, whether there is any indication that an asset (both tangible and intangible) may be impaired more than of a temporary nature. If any such indications exist, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs to is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

2.11 Inventories

Inventories of the company comprises of third party software products. Such software products are valued at cost or net realizable value, whichever is lower. The cost formula used is weighted average basis. Net realizable value is the estimated selling price in ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale. The cost of inventories is net of VAT credit.

2.12 Investments

- (i) Investments are either classified as current or non-current based on the management's intention at the time of purchase.
- (ii) Non-current investments are stated at cost less provision for diminution in the value of such investments. Diminution in value is provided for where the management is of the opinion that the diminution is of permanent nature.
- (iii) Current investments are carried at the lower of cost or fair value. Any reduction in carrying amount and any reversals of such reduction are charged or credited to the statement of profit & loss.
- (iv) Investments in foreign subsidiaries have been reflected at the exchange rates prevailing at the date of transactions.

2.13 Effect of exchange fluctuation on foreign currency transactions

- (i) Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction.
- (ii) Exchange differences are recorded when the amount actually received on sales or actually paid when the expenditure is incurred, is converted into Indian Rupees.
- (iii) Exchange differences arising on foreign currency transactions are recognized as income or expense in the period in which they arise.



- (iv) Period-end balances of monetary foreign currency assets and liabilities are translated at the closing rate. The resulting exchange difference is recognized in the statement of profit and loss.
- (v) Non – monetary assets & liabilities are translated at the rate prevailing on the date of transaction.
- (vi) Foreign currency translation differences relating to liabilities incurred for acquiring fixed assets are recognized in statement of profit and loss.
- (vii) For the purpose of translation of financial statement of foreign subsidiaries, the same are classified as non-integral foreign operations. In case of non-integral foreign operation accounts, all assets and liabilities both monetary and non-monetary are translated at the closing rate. Items of income and expenses are translated at the average exchange rate for the period. Resulting exchange rate difference is accumulated in 'Foreign currency translation reserve' as a separate component of shareholder's funds', until the disposal of "Net investment in non-integral foreign operation".

2.14 Employees' retirement benefits

(i) Post-employment benefit plans

Contributions to defined contribution retirement benefit schemes are recognized as an expense when employees have rendered services entitling them to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the statement of profit and loss for the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

(ii) Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave, overseas social security contributions and performance incentives.

(iii) Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

2.15 Income Tax/ Deferred Tax

- (i) Current tax is calculated in accordance with the relevant tax regulations.
- (ii) Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profit offered for income taxes and the profit as per the financial statements. Deferred tax in respect of timing difference which originate during the tax holiday period but reverse after the tax holiday period is recognized in the year in which the timing difference originate. For this purpose the timing difference which originates first is considered to reverse first. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the statement of profit and loss in the year of charge. Deferred tax assets on timing differences are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each balance sheet dates.
- (iii) Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is



convincing evidence that the Company will pay normal income tax after the tax holiday period. Accordingly, MAT is recognized as an asset in the balance sheet when it is probable that the future economic benefit associated with it will flow to the Company and the asset can be measured reliably.

- (iv) Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance taxes paid and income tax provisions arising in the same tax jurisdiction.
- (v) The Company offsets deferred tax assets and deferred tax liabilities relating to taxes on income levied by the same governing taxation laws.

2.16 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.17 Earnings per share

- (i) Basic earnings per share is calculated by dividing the net earnings available to the equity shareholders by the weighted average number of equity shares outstanding during the year.
- (ii) Diluted earnings per share is calculated by dividing the net earnings available to existing and potential equity shareholders by aggregate of the weighted average number of equity shares considered for deriving basic earnings per share. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

2.18 Leases

- (i) Lease arrangements where substantial risk and rewards incidental to ownership vests with the lessor, such leases are recognized as operating leases.
- (ii) Lease payments under operating lease are recognized as an expense in the statement of profit and loss.

2.19 Derivative instruments and hedge accounting

The Company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company designates these hedging instruments as cash flow hedges applying the recognition and measurement principles set out in the Accounting Standard 30 "Financial Instruments: Recognition and Measurement" (AS-30).

The use of hedging instruments is governed by the Company's policies approved by the board of directors, which provide written principles on the use of such financial derivatives consistent with the Company's risk management strategy.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized directly in shareholders' funds and the ineffective portion is recognized immediately in the statement of profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognized in the statement of profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. At that time for forecasted transactions, any cumulative gain or loss on the hedging instrument recognized in shareholders' funds is retained there until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in shareholders' funds is transferred to the statement of profit and loss for the period.

However, the company has no outstanding hedged transaction nor entered into any hedging transaction during the year.



3. CONSOLIDATED NOTES ON ACCOUNTS

FOR THE YEAR ENDED MARCH 31, 2017

3.01 SHARE CAPITAL

a) Break-up of shares

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
AUTHORISED		
165,000,000 (Previous Year 165,000,000) Equity Shares of Rs. 2/- each	330,000,000	330,000,000
2,00,000 (Previous Year 2,00,000) Preference shares of Rs.100/ each	20,000,000	20,000,000
ISSUED, SUBSCRIBED AND FULLY PAID-UP		
117,766,850 (Previous year 117,766,850) Equity shares of Rs.2/- each fully paid up	235,533,700	235,533,700
TOTAL	235,533,700	235,533,700

The Company has only one class of shares referred to as equity shares having a par value of Rs. 2/-. Each holder of equity shares is entitled to one vote per share held.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Dividend, if approved, is payable to the shareholders in proportion to their shareholding. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not declared dividend during the year.

b) Reconciliation of number of shares

Equity Shares	As at 31-03-2017		As at 31-03-2016	
	Number of Shares	Amount in Rupees	Number of Shares	Amount in Rupees
Balance as at the beginning of the year	117,766,850	235,533,700	117,766,850	235,533,700
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	117,766,850	235,533,700	117,766,850	235,533,700

The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

Details of equity shares allotted as fully paid up without payment being received in cash during the period of five years immediately preceding the balance sheet date is given below:

Paid-up capital includes 30,98,880 shares issued as consideration for acquisition of step down subsidiary Cubeware GmbH in the year 2008-09

c) Details of Shareholder holding more than 5% of the aggregate shares in the company

Name of the Shareholder	As at 31-03-2017		As at 31-03-2016	
	Number of shares	% of shareholding	Number of shares	% of shareholding
IBC Knowledge Park Private Limited	12,784,740	10.86%	12,784,740	10.86%
Bank of India	11,291,723	9.59%	11,291,723	9.59%



3.02 RESERVES AND SURPLUS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
(a) Securities Premium Account		
Opening balance	1,789,826,374	1,789,826,374
Add: Receipts during the year	-	-
Closing balance A	1,789,826,374	1,789,826,374
(b) FCCB Premium Redemption Reserve		
Opening balance	240,000,000	240,000,000
Add: Transfer during the year	-	-
Closing balance B	240,000,000	240,000,000
(c) General Reserve		
Opening balance	1,843,000,000	1,843,000,000
Add: Transfer during the year	-	-
Closing balance C	1,843,000,000	1,843,000,000
(d) Foreign Currency Translation Reserve D	252,275,607	26,191,633
(e) Balance in profit and loss account		
Opening balance	(6,844,211,761)	(5,723,621,240)
Add / (Less): Current year loss	(890,994,195)	(1,120,590,521)
Closing balance E	(7,735,205,956)	(6,844,211,761)
TOTAL	(3,610,103,976)	(2,945,193,754)

3.03 LONG TERM BORROWINGS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Secured		
Unsecured		
Foreign Currency Term Loan from UPS Capital	146,830,871	146,830,871
TOTAL	146,830,871	146,830,871

3.04 LONG TERM PROVISIONS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Provision for Employee Benefits		
Gratuity	2,354,395	2,856,202
Provision for compensated absence	738,611	660,576
TOTAL	3,093,006	3,516,778

3.05 SHORT-TERM BORROWINGS -

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Secured Loan	169,102,720	118,399,050
CSIL Employees Comprehensive Gratuity Trust	4,377,761	4,377,761
TOTAL	173,480,481	122,776,811



Secured loan includes one revolving line of credit in Cranes Software Inc. with a financial institution secured by general assets of the Company.

The revolving line of credit carries an interest rate of 2% above the prime rate.

Dues to CSIL Employees Comprehensive Gratuity Trust has arisen on result of amounts drawn from the Trust fund and utilised towards expenses of the Company.

3.06 TRADE PAYABLES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Trade payables		
- dues to micro, small and medium enterprises	1,335,052	-
- others	155,042,127	187,442,560
TOTAL	156,377,179	187,442,560

3.07 OTHER CURRENT LIABILITIES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Current maturities of long-term debt		
- Bondholders of FCCB	2,908,500,000	3,154,200,000
(42,000 units of 1,000/- Euros each fully paid up)	-	-
- Interest payable to FCCB Bondholders	960,975,465	890,500,312
Foreign Currency Term Loan from UPS Capital	58,446,266	56,194,340
Loans repayable on demand	8,078,680,147	6,990,377,260
Unclaimed dividend	720,517	326,827
Amounts due and payable to Investor	-	393,690
Education and Protection Fund		
Statutory dues (Including provident fund, withholding and other taxes)	93,980,670	87,449,319
Director's Current Account	365,162,122	365,162,122
Director's Remuneration payable	30,543,843	29,994,021
Employees benefits payable	162,988,794	158,670,914
Advance received from Customers	21,248,757	21,158,685
Outstanding Expenses	182,685,078	249,527,069
Unpaid Dividend on dividend Distribution tax	27,388,281	27,388,281
Other Advances	1,995,118,130	2,725,916,948
TOTAL	14,886,438,070	14,757,259,788

3.08 SHORT TERM PROVISION

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Provision for gratuity	420,913	962,839
Provision for compensated absence	138,846	114,520
Provision for income tax (Net of advance tax and TDS)	6,394,156	7,489,665
TOTAL	6,953,915	8,567,024



3.09 FIXED ASSETS

(Amount in Rupees)

Particulars	Gross Block				Depreciation / Amortisation					Net Block	
	Cost as on April 1, 2016	Additions	Adjustment	Total as on March 31, 2017	Upto April 1, 2016	For the year	Adjustment to Reserve	Withdrawn	Total upto March 31, 2017	As on March 31, 2017	As on March 31, 2016
Tangible Assets											
Land & Building	94,712,158	-	-	94,712,158	4,865,859	1,110,022	-	-	5,975,881	88,736,277	89,846,299
Furniture & Fixtures	91,332,130	-	-	91,332,130	73,645,025	6,148,903	-	-	79,793,928	11,538,202	17,687,105
Computers	181,647,776	-	-	181,647,776	169,576,206	1,948,708	-	-	171,524,914	10,122,862	12,071,570
Plant & Machinery	105,993,911	989,326	-	106,983,237	87,675,676	4,625,055	-	-	92,300,731	14,682,507	18,318,235
Vehicle	21,502,098	-	-	21,502,098	20,427,410	-	-	-	20,427,410	1,074,688	1,074,688
Total A	495,188,073	989,326	-	496,177,399	356,190,176	13,832,688	-	-	370,022,864	126,154,536	138,997,897
Intangible Assets											
Goodwill	1,503,976,153	-	-	1,503,976,153	-	-	-	-	-	1,503,976,153	1,503,976,153
Computer Software	7,294,575,917	-	-	7,294,575,917	6,089,347,226	290,303,935	-	-	6,379,651,161	914,924,756	1,205,228,692
Total B	8,798,552,070	-	-	8,798,552,070	6,089,347,226	290,303,935	-	-	6,379,651,161	2,418,900,909	2,709,204,845
Total (A + B)	9,293,740,143	989,326	-	9,294,729,469	6,445,537,402	304,136,623	-	-	6,749,674,025	2,545,055,444	2,848,202,741
Previous Year	9,542,282,875	140,657,268	(389,200,000)	9,293,740,143	6,124,585,165	320,952,237	-	-	6,445,537,402	2,848,202,741	3,417,697,712



3.10 NON CURRENT INVESTMENTS

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Cranes Software Middle East LLC - UAE : 147 Equity shares of UAE Dirham 1,000/- each fully paid up (Previous Year 147 Equity shares of UAE Dirham 1,000/- each fully paid up)	1,786,172	1,786,172
TOTAL	1,786,172	1,786,172

3.11 DEFERRED TAX ASSETS (NET)

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Deferred Tax Assets Attributable to :		
Brought forward losses	1,087,739,180	1,156,219,743
Provision for retirement benefits	1,968,800	2,409,000
Provision for Bad debts	841,461,100	760,348,600
Expenses allowable when paid	1,784,565,300	1,463,957,800
Less:		
Deferred Tax Liability Attributable to :		
Difference between book and tax depreciation	(407,400)	(27,726,700)
TOTAL	3,715,326,980	3,355,208,443

3.12 LONG TERM LOANS AND ADVANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Unsecured, considered good		
Earnest money deposits	5,099,787	5,426,617
Other deposits	3,975,160	4,217,324
Rent deposits	740,000	560,000
Security deposits	119,598	137,093
Advance towards purchase of shares	12,437,000	11,261,000
Loans & Advance		
Other Loans and Advances	2,397,883,200	2,397,883,200
MAT Credit Entitlement	64,000,000	64,000,000
-Others		
TOTAL	2,484,254,745	2,483,485,234

3.13 INVENTORIES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Stock-in-trade	21,903,420	33,759,841
TOTAL	21,903,420	33,759,841



3.14 TRADE RECEIVABLES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Debts overdue for a period exceeding six months		
From others	3,927,632,762	4,026,379,321
Less: Provision for doubtful debts	(3,128,463,438)	(3,126,126,865)
(A)	799,169,324	900,252,456
Other Debts		
Unsecured, considered good		
Other Debts	1,980,596	26,415,254
(B)	1,980,596	26,415,254
TOTAL (A + B)	801,149,920	926,667,711

3.15 CASH AND BANK BALANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Cash and cash equivalents:		
Cash on hand	801,453	132,901
Bank balances:		
In Current accounts	51,265,563	122,062,912
In Deposit Accounts	-	6,816,425
Other bank balances:		
Balances with bank held as Margin Money with Maturity of 3 to 12 Months	3,881,910	5,046,893
In Dividend Accounts	755,049	725,351
TOTAL	56,703,975	134,784,482

3.16 SHORT TERM LOANS AND ADVANCES

(Amount in Rupees)

PARTICULARS	As at 31-03-2017	As at 31-03-2016
Prepaid Expenses	49,160,246	50,421,794
Advance to Vendors for Expenses	7,295,328	22,715,394
Other Current Assets	10,053,896	-
Balances with Revenue Authorities	2,275,697	2,924,135
Others	30,959,108	399,399,517
TOTAL	99,744,276	475,460,840

3.17 REVENUE FROM OPERATIONS

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
(a) Sale of products		
- Hardware products	13,055,765	14,409,014
- Software licences	210,859,143	662,200,431
(b) Sale of services	3,030,914,552	3,204,255,090
TOTAL	3,254,829,460	3,880,864,535

3.18 OTHER INCOME

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
(a) Interest received	1,306,270	11,958,340
(b) Liabilities written back to the extent no longer required	2,199,013	41,842,676
(c) Exchange fluctuation gain	214,228,720	-
(d) Other income	1,694,240	12,679,201
(e) Rental Income	3,089,031	-
(f) Provision for Gratuity written back to the extend no longer required	1,043,733	2,601,682
TOTAL	223,561,008	69,081,898

3.19 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Stock at the end of the year	21,903,420	33,759,841
Stock at the beginning of the year	33,759,841	9,019,698
Increase / (Decrease) in stock	11,856,420	(24,740,143)

3.20 EMPLOYEE BENEFITS EXPENSES

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Salaries and wages	560,092,529	995,691,174
Director remuneration	3,000,000	3,000,000
Contribution to provident and other funds	6,671,626	1,511,056
Staff welfare expenses	20,840,984	647,157
Leave encashment paid	189,686	236,049
TOTAL	590,794,826	1,001,085,436

3.21 FINANCE COSTS

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2016	For the Year March 31, 2015
Interest on long term borrowings	7,654,696	3,124,757
Other borrowing costs	1,209,022,618	927,808,949
TOTAL	1,216,677,314	930,933,706

3.22 DEPRECIATION AND AMORTIZATION EXPENSES

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Depreciation on tangible assets	13,832,687	17,566,789
Amortization on intangible assets	290,303,935	303,385,448
TOTAL	304,136,623	320,952,237



3.23 OTHER EXPENSES

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Payment to auditor		
-As audit fee	665,292	1,753,111
-As reimbursement of expenses	42,108	15,400
Power and fuel	3,573,906	3,567,720
Rent	61,926,712	60,177,769
Repairs and Maintenance		
- Machinery	-	19,736
- Others	2,229,935	9,306,751
Insurance	23,730,236	26,051,660
Rates and taxes, excluding taxes on income	9,010,213	6,828,388
Provision for Bad and Doubtful Debts	-	-
Marketing expenses	33,716,072	18,524,454
Sales Commission	64,887,743	74,533,536
Bad Debts	2,875,962	10,066,864
Travelling Expenses	37,889,652	50,162,515
Communication Expenses	17,046,403	15,535,684
Exchange Fluctuations	(1,590,143)	212,766,766
Legal & Professional Charges	65,037,240	190,724,518
Miscellaneous expenses	65,447,733	293,704,231
TOTAL	386,489,064	973,739,103

3.24 EXCEPTIONAL ITEMS

(Amount in Rupees)

PARTICULARS	For the Year March 31, 2017	For the Year March 31, 2016
Prior period expenses	(1,381,576)	1,127,003
TOTAL	(1,381,576)	1,127,003



3.25 EARNINGS PER SHARE

Particulars	For the year 31.03.2017		For the year 31.03.2016	
	Before Extraordinary Items	After Extraordinary Items	Before Extraordinary Items	After Extraordinary Items
(a) Basic				
Profit after tax	(890,994,195)	(890,994,195)	(1,120,590,522)	(1,120,590,522)
Weighted average number of shares outstanding	117,766,850	117,766,850	117,766,850	117,766,850
Basic EPS	(7.57)	(7.57)	(9.52)	(9.52)
(b) Diluted				
Profit after tax	(890,994,195)	(890,994,195)	(1,120,590,522)	(1,120,590,522)
Adjusted net profit for the year	(890,994,195)	(890,994,195)	(1,120,590,522)	(1,120,590,522)
Weighted average number of shares outstanding for diluted EPS	117,766,850	117,766,850	117,766,850	117,766,850
Diluted EPS	(7.57)	(7.57)	(9.52)	(9.52)
Face value per share (in Rupees)	2.00	2.00	2.00	2.00

3.26 Particulars of the Subsidiary Companies considered in the consolidated financial statements and their reporting dates

Sl. No.	Name of Company	Country of incorporation	% of voting power held	Reporting date as at
1	Systat Software Inc., USA	USA	100%	31-May-17
2	Systat Software Asia Pacific Limited	India	100%	31-May-17
3	Systat Software GmbH	Germany	100%	31-May-17
4	Cranes Software International Pte. Ltd.	Singapore	100%	31-May-17
5	Cranes Software Inc., (Earlier known as NISA Software Inc)	USA	100%	31-May-17
6	Analytix Systems Private Limited	India	100%	31-May-17
7	Tilak Autotech Pvt. Ltd.	India	100%	31-May-17
8	Dunn Solutions Group Inc.,	USA	Wholly Owned Subsidiary of Cranes Software Inc	31-May-17
9	Caravel Info Systems Pvt. Ltd.	India	100%	31-May-17
10	Proland Software Pvt. Ltd.	India	100%	31-May-17
11	Engineering Technology Associates Inc. USA	USA	Wholly Owned Subsidiary of Cranes software Inc	31-May-17
12	Engineering Technology Associates Inc. (Shankji) Inc	China	Wholly Owned subsidiary of Engineering Technology Associates Inc, USA	31-May-17
13	Esqube Communication Solutions Pvt. Ltd.	India	76%	31-May-17
14	Dunn Solutions India Pvt. Ltd.	India	Wholly owned subsidiary of Dunn Solutions group Inc	31-May-17

**3.27 CONTINGENT LIABILITIES AND COMMITMENTS**

(to the extent not provided for)

(Amount in Rupees)

PARTICULARS	Current Year	Previous Year
Claims against the Company not acknowledged as debts		
(a) Income tax matters	672,844,163	672,844,163
(b) Service tax matters	201,702,974	201,702,974
(c) Guarantees and counter guarantee	11,355,516	11,982,916
(d) Directorate of Enforcement	5,000,000	5,000,000
(e) Employees Providend Fund	7,726,160	5,186,747
TOTAL	898,628,813	896,716,800

CASES FILED AGAINST THE COMPANY FOR RECOVERY OF DUES AND PENDING FOR DISPOSAL BEFORE VARIOUS COURTS

(Amount in Rupees)

Name of Institution	Amount of Claim	In which Forum
A. Under Section 434 of Companies Act, 1956		
1. Bank of New York (Trustee of Foreign Currency Convertible Bondholders)	2,908,500,000	} High Court, Karnataka
2. Bank of India	2,228,003,264	
3. Canara Bank	261,708,137	
B. Under Section 138 of Negotiable Instruments Act, 1881		
1. State Bank of Mysore	250,000,000	} Metropolitan Court, Bangalore
2. Canara Bank	140,000,000	
3. Bank of India	50,000,000	
4. IDBI	43,200,000	
C. Under Debt Recovery Act, 1993		
1. Canara Bank	293,337,614	} Debt Recovery Tribunal
2. Bank of India	1,968,848,034	
3. State Bank of Mysore	310,797,206	
4. State Bank of Travancore (also under NCLT)	321,230,671	
5. IDBI Bank	221,143,301	
6. Jammu and Kashmir Bank Ltd.	179,384,000	
D. Special Court for Economic Offenses		
SEBI	23,553,370	

**3.28 RELATED PARTY DISCLOSURES AS ASCERTAINED BY THE MANAGEMENT**

Particulars		Key Management Personnel	Other Related Parties
Remuneration paid	Current Year	3,000,000	
	Previous Year	3,000,000	
Payable at the year end	Current Year	395,700,965	
	Previous Year	395,156,143	
Name of Related parties and description of relationship			
Key Management Personnel	Mr. Asif. Khader Mr. Mukkaram Jan Mr. Mueed Khader		
Other Related parties	Orca Infotech Private Limited K & J Holdings Private Limited K & J Telecom Private Limited Jansons Land & Property Development Pvt. Ltd. SPSS South Asia Private Limited Keysoft Solutions Private Limited Spice Capital Fund Private Limited Sea Equity Private Limited Samra Investment Bangalore Pvt. Ltd. Source Majeure Software Pvt. Ltd. Predictive Analytics Solutions Pvt. Ltd.		

In respect of the above parties, there is no provision for doubtful debts as at the financial year and no amount has been written off / written back during the year in respect of debts due from / to them

3.29 Segment Reporting

The company has identified geographic segments as its primary segment and Business Segments as its secondary segment

Primary Segments - a) Exports and b) Domestic

Secondary Segments - a) Proprietary Products and Services and b) Product Alliances

Primary Segment Information - Geographical Segment

Sl. No.	Particulars	Current Year			Previous Year		
		Export	Domestic	Total	Export	Domestic	Total
1	Segment Revenue	3,217,808,455	37,021,005	3,254,829,460	3,835,561,406	45,303,129	3,880,864,535
2	Segment Results	(177,506,883)	(83,532,651)	(261,039,534)	(434,064,188)	(195,014,345)	(629,078,533)
	Other Income	-	-	223,561,008	-	-	69,081,898
	Operating Profit	-	-	(37,478,526)	-	-	(559,996,635)
	Interest Expenses	-	-	1,216,677,314	-	-	930,933,706
	Exceptional / extraordinary Items	-	-	(1,381,576)	-	-	1,127,003
	Profit before tax	-	-	(1,252,774,264)	-	-	(1,492,057,344)
	Tax Expenses	-	-	(361,780,068)	-	-	(371,466,824)
	Profit (Loss) after tax	-	-	(890,994,195)	-	-	(1,120,590,520)
3	Segments Assets	9,838,877,141	2,159,726,105	11,998,603,245	9,387,425,166	3,129,308,612	12,516,733,778
	Total Assets	-	-	11,998,603,245	-	-	12,516,733,778
	Segment liabilities	9,645,719,314	2,117,350,232	11,763,069,548	9,210,775,166	3,070,424,911	12,281,200,077
	Total Liabilities	-	-	11,763,069,548	-	-	12,281,200,077
	Segments Capital Employed *(Segment Assets-segment Liabilities)	193,157,827	42,375,873	235,533,697	176,649,999	58,883,700	235,533,699
4	Capital Expenditure	989,326	-	140,657,268	140,404,085	253,183	140,657,268
5	Depreciation	121,654,649	182,481,974	304,136,623	128,380,895	192,571,342	320,952,237



Secondary Segment Informatin-Business Segment

(Amount in Rs.)

Sl. No.	Particulars	Proprietary Products and Services	Product Alliances	proprietary Products and Services	Product Alliances
1	Segment Revenue	3,880,717,152	-	3,880,717,152	147,383
2	Segment Result	(261,039,534)	-	(567,862,669)	(61,215,865)
3	Segment Assets	11,998,603,246	-	12,360,274,605	156,459,172
4	Capital Expenditure	989,326	-	138,899,052	1,758,216

As per our report of even date
For S.Janardhan & Associates
Chartered Accountants
Firm Registration No. 005310S

For and on behalf of the Board

Vijay Bhatia
Partner
Membership No. 201862

Asif Khader
Managing Director
DIN : 00104893

Mueed Khader
Director
DIN : 00106674

P. Phaneendra
Company Secretary

Place: Bengaluru
Date: May 30, 2017

Place: Bengaluru
Date: May 30, 2017



STATEMENT PURSUANT TO SECTION 212 (8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

In accordance with the General Circular No: 2/2011 dated 8 February, 2011, issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, the Statement of Profit and Loss and other documents of the subsidiary are not being attached with the Annual Accounts of the Company. This Annual Report contains Consolidated Financial Statement of the Company and its subsidiary in accordance with the relevant Accounting Standards and the same has been duly audited by Statutory Auditors. The annual accounts of the subsidiary company and related information will be made available to the shareholders of the Company and its subsidiary company on request and will also be kept open for inspection by the shareholders at the Registered Office of the Company and the subsidiary.

Name of the Subsidiary Company	Systat Software GmbH	Systat Software Inc	Systat Software Asia Pacific Ltd	Cranes Software International Pte Ltd	Caravel Info Systems Pvt. Ltd.	Cranes Software Inc (Consolidated with Dunn Solutions Group Inc, Engineering Technology Associate Inc & China)	Tilak Autotech Pvt. Ltd.	Analytix Systems Pvt. Ltd.	Proland Software Pvt. Ltd.	Esquebe Communication Solutions Pvt. Ltd.
Reporting Currency	EURO	USD	INR	SGD	INR	USD	INR	INR	INR	INR
Financial period ended	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017	31.3.2017
Issued & Subscribed Capital	25,000	974,166	3,800,000	165,692	1,200,000	2,691,855	100,000	200,000	484,000	117,650
Reserves	285,097	(13,311,982)	1,437,143	(1,263,847)	(17,133,728)	(1,800,456)	(18,363,418)	731,820	(64,852,819)	(5,189,522)
Total Assets	612,014	12,530,572	5,290,076	3,790,401	100,345,467	25,451,905	14,310,652	53,831,860	3,170,307	31,337,010
Total Liabilities	612,014	12,530,572	5,290,076	3,790,401	100,345,467	25,451,905	14,310,652	53,831,860	3,170,307	31,337,010
Investments	-	-	-	-	-	-	-	-	-	-
Turnover	651,797	2,467,490	-	-	19,751,238	44,809,776	-	-	-	-
Profit / (Loss) before Tax	43,288	(2,935,039)	(16,584)	-	(1,897,935)	499,350	(16,854)	(47,150)	(15,638,044)	(115,404)
Provision for Tax	12,299	(386,294)	-	-	-	222,180	-	-	-	-
Profit / (Loss) After Tax	30,989	(2,548,745)	(16,584)	-	(1,897,935)	277,170	(16,854)	(47,150)	(15,638,044)	(115,404)
Proposed Dividend	-	-	-	-	-	-	-	-	-	-



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