



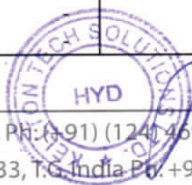
KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEARENDED 30.JUNE.2015

(Figures: in lacs)

SL NO	PARTICULARS	AUDITED			AUDITED	
		QUARTER ENDED			YEAR TO DATE FIGURES	
		30.06.2015	31.03.2015	30.06.2014	30.06.2015	30.06.2014
1	INCOME FROM OPERATIONS					
	a) Net sales / income from operations (Net of excise duty)	10375.88	4630.69	4178.02	23790.07	13364.60
	b) Other operating Income	0.00	0.00	2.53	0.00	2.53
	Total Income from operations (Net)	10,375.88	4,630.69	4,180.55	23,790.07	13,367.13
2	EXPENDITURE					
	(a) Cost of materials consumed	-36.64	112.60	158.79	279.80	763.67
	(b) Purchase of stock in trade	0.00	0.00	0.00	0.00	0.00
	(c) Changes in inventories of F.G, WIP and Stock in trade	0.00	0.00	0.00	0.00	0.00
	(d) Employee benefits expenses	5425.67	2507.56	2472.01	12797.51	8047.97
	(e) Depreciation and amortisation expenses	86.38	75.14	67.23	283.94	232.63
	(f) Other Expenses	3710.95	1190.01	1027.52	7455.33	3244.12
	Total Expenses	9186.36	3885.31	3725.55	20816.58	12288.39
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	1189.52	745.38	455.00	2973.49	1078.74
4	Other Income	59.67	8.70	-10.06	174.22	17.24
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+/- 4)	1249.19	754.08	444.94	3147.71	1095.98
6	Finance costs	191.11	156.63	139.44	587.21	334.04
7	Profit / (Loss) from ordinary activities after finance costs and exceptional items (5+/- 6)	1058.08	597.45	305.50	2560.50	761.94
8	Exceptional items	0.00	0.00	0.00	0.00	0.00
9	Profit / (Loss) ordinary activities before tax (7+/-8)	1058.08	597.45	305.50	2560.50	761.94
10	Provision for Taxation	199.58	47.04	53.37	353.10	124.87
11	Profit / (Loss) ordinary activities before tax (9+/-10)	858.50	550.41	252.13	2207.40	637.07
12	Extraordinary items (net of tax expenses)					
13	Net Profit / (Loss) for the period (11 +/- 12)	858.50	550.41	252.13	2207.40	637.07
14	Share of Profit / (Loss) of associates	-	-	-	-	-
15	Minority interest	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+/- 14+/-15)	858.50	550.41	252.13	2207.40	637.07
17	PAID UP EQUITY SHARE CAPITAL (Equity Share of Rs 5/- each)	2172	2172	2069	2172	2172
18	RESERVES EXCLUDING REVALUATION RESERVES (AS PER BALANCE SHEET) OF PREVIOUS ACCOUNTING YEAR	2214.62	2214.62	936.95	2214.62	936.95
19	BASIC AND DILUTED EPS FOR THE PERIOD FOR THE YEAR TO DATE AND FOR THE PREVIOUS YEAR (NOT TO BE ANNUALISED)					
	- BASIC EPS	2.05	1.38	0.71	5.26	1.79
	- DILUTED EPS	2.05	1.38	0.71	5.26	1.79
A	PARTICULARS OF SHAREHOLDING					
	Public shareholding					
1	- NUMBER OF SHARES	16,208,842	16,169,675	15,810,374	16,208,842	15810374
	- PERCENTAGE SHAREHOLDING	37.28%	37.22%	38.20%	37.28%	38.20%
2	Promoters and promoter group shareholding					
	a) Pledged/ Encumbered	-	-	-	-	-
	- Number of shares	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-





KELLTON TECH SOLUTIONS LIMITED.

b) Non- Encumbered					
- Number of shares	27,272,757	27,272,757	25,577,170	27,272,757	25,577,170
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	62.72%	62.78%	57.85%	62.72%	57.85%

PARTICULARS	30.06.2015
B INVESTORS COMPLAINTS	
Pending at the beginning of the quarter	0.00
Received during the quarter	0.00
Disposed of during the quarter	0.00
Remaing unresolved at the end of the quarter	0.00

1. The above financial results have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on 29-Aug-2015
2. The company has one reportable segment i.e Technology
3. The above results contains consolidation of Subsidiaries and Step Down Subsidiaries of the company
4. Previous period figures have been reworked , regrouped , rearranged and reclassified wherever necessary , to make them comparable with current period
5. EPS is calculated on the basis of Average number of shares during the year.
6. The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year

Place: Hyderabad
Date: 29.08.2015



BOARD OF DIRECTORS


Niranjana Chintam
DIRECTOR


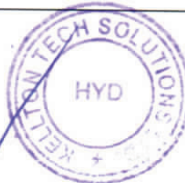


KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED

Consolidated Statement of Assets and Liabilities

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	217407995.00	206937720.00
	(b) Reserves and surplus	435336212.00	221461618.00
	(c) Money received against share warrants	123650000.00	7130840.00
	Sub-total - Shareholders' funds	776394207.00	435530178.00
2	Share application money pending allotment	Nil	Nil
3	Minority interest *	Nil	Nil
4	Non-current liabilities		
	(a) Long-term borrowings	436497414.00	13135447.00
	(b) Deferred tax liabilities (net)	2432845.00	2575763.00
	(c) Other long-term liabilities	116166603.00	167083958.00
	(d) Long-term provisions	3639050.00	3158758.00
	Sub-total - Non-current liabilities	558735912.00	185953926.00



KELLTON TECH SOLUTIONS LIMITED.

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
5	Current liabilities		
	(a) Short-term borrowings	386641350.00	243829780.00
	(b) Trade payables	231647634.00	69227886.00
	(c) Other current liabilities	46832402.00	5857211.00
	(d) Short-term provisions	383609754.00	72754499.00
	Sub-total - Current liabilities	1048731140.00	391669376.00
	TOTAL - EQUITY AND LIABILITIES	2383861259.00	1013153480.00
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	101963041.00	108857167.00
	(b) Goodwill on consolidation *	973687128.00	430659082.00
	(c) Non-current investments	0.00	18149552.00
	(d) Deferred tax assets (net)	0.00	0.00
	(e) Long-term loans and advances	15123968.00	13231406.00
	(f) Other non-current assets	905356.00	1187830.00
	Sub-total - Non-current assets	1091679493.00	572085037.00






KELLTON TECH SOLUTIONS LIMITED.

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
2	Current assets		
	(a) Current investments		
	(b) Inventories	4672756.00	6192703.00
	(c) Trade receivables	763787778.00	292791184.00
	(d) Cash and cash equivalents	167815662.00	49083995.00
	(e) Short-term loans and advances	280818209.00	68206062.00
	(f) Other current assets	75087361.00	24794499.00
	Sub-total - Current assets	1292181766.00	441068443.00
	TOTAL - ASSETS	2383861259.00	1013153480.00






MAHESH, VIRENDER & SRIRAM
Chartered Accountants

6-3-788/36&37A, Ameerpet, Hyderabad - 500 016.

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AUDITOR'S REPORT

To the Members of
Kellton Tech Solutions Limited
Plot No 1367, Road No 45,
Jubilee Hills
Hyderabad – 500 033,
Telangana

Report on the Financial Statements

1 We have audited the accompanying Consolidated Financial statements of M/ Kellton Tech Solutions Limited (“the Company”) and its subsidiaries, which comprise the Balance Sheet as at June 30, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. As stated in Notes to financials, the financial statements of the subsidiaries have been considered in preparation of consolidated financial statements, based on the unaudited financial statements of two foreign subsidiaries and audited financial statement of one indian subsidiary.

3. We report that the consolidated Financial Statements have been prepared by the company in accordance with the requirements of Accounting Standard-21 (Consolidated Financial statements), as notified under the Companies (Accounting Standards) Rules,2006.

Management's Responsibility for the Financial Statements

2 The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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.





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Auditor's Responsibility

3 Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 30th June 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7 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 statement on the matters Specified in paragraphs 3 and 4 of the Order.





MAHESH, VIRENDER & SRIRAM
Chartered Accountants

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

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

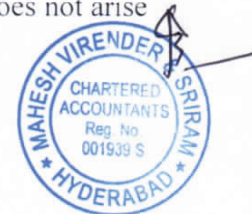
d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

e. on the basis of written representations received from the directors as on June 30, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of Section 164(2) of the Act ;

f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise





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(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Mahesh, Virender & Sriram
Chartered Accountants
Firm Registration No 001939S

(B.R.Mahesh)
Partner
M.No.018628



Place: Hyderabad
Date: 29-Aug-2015



MAHESH, VIRENDER & SRIRAM
Chartered Accountants

6-3-788/36&37A, Ameerpet, Hyderabad - 500 016.

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**ANNEXURE TO THE AUDITORS' REPORT OF KELLTON TECH SOLUTIONS LIMITED
FOR YEAR END 30.06.2015 .**

- (i) In respect of the Company's fixed assets:
- In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and location of its fixed assets.
 - The fixed assets were physically verified during the year by the management in accordance with its programme of verification which provides for verification of all fixed assets at reasonable intervals. According to the information and explanation given to us no material discrepancies were noticed on such verification.
- (ii) a) Physical verification of inventory has been conducted at reasonable intervals by the management.
- The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) There is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) The Company has not accepted any deposits nor any orders have been passed by any authority referred to therein.
- (vi) We understand that no cost audit is prescribed for the company.
- (vii) a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities.
- There are no disputed dues on account of Income tax or any other tax referred to therein.





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- c) There is no instance of requirement to transfer to Investor Education and Protection Fund.
- (viii) The Company has no accumulated losses and has not incurred cash losses in this financial year or in the immediate preceding financial year.
- (ix) The Company has no over dues nor defaulted its repayment to financial institutions or banks or debenture holders.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The term loan obtained by the company were applied for the purpose for which the loan were obtained.
- (xii) No fraud on or by the Company has been noticed or reported during the year.

For Mahesh, Virender & Sriram

Chartered Accountants

Firm Registration No. 001939S



(B.R.Mahesh)

Partner

M.No.018628

Place: Hyderabad

Date: 29-Aug-2015



KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 30.06.2015

(Figures: in lacs)

SL NO	PARTICULARS	AUDITED			AUDITED	
		QUARTER ENDED			YEAR TO DATE FIGURES	
		30.06.2015	31.03.2015	30.06.2014	30.06.2015	30-06-2014
1	INCOME FROM OPERATIONS					
	a) Net sales / income from operations (Net of excise duty)	1182.65	971.62	892.44	3990.03	3383.67
	b) Other operating Income	-	-	-	-	-
	Total Income from operations (Net)	1,182.65	971.62	892.44	3,990.03	3,383.67
2	EXPENDITURE					
	(a) Cost of materials consumed	-36.64	112.60	158.84	279.80	763.67
	(b) Purchase of stock in trade	-	-	-	-	-
	(c) Changes in inventories of F.G, WIP and Stock in trade	-	-	-	-	-
	(d) Employee benefits expenses	732.94	514.14	424.30	2208.80	1538.21
	(e) Depreciation and amortisation expenses	31.64	22.52	4.24	92.82	40.47
	(f) Other Expenses	201.89	118.94	133.36	597.85	475.40
	Total Expenses	929.83	768.20	720.74	3179.27	2817.75
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)	252.82	203.42	171.70	810.76	565.92
4	Other Income	49.44	0.22	-16.27	51.52	10.28
5	Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+/- 4)	302.26	203.64	155.43	862.28	576.20
6	Finance costs	36.31	39.84	63.62	149.83	186.75
7	Profit / (Loss) from ordinary activities after finance costs and exceptional items (5+/- 6)	265.95	163.80	91.81	712.45	389.45
8	Exceptional items	-	-	-	-	-
9	Profit / (Loss) ordinary activities before tax (7+/-8)	265.95	163.80	91.81	712.45	389.45
10	PROVISION FOR TAXATION	83.71	-1.61	-8.34	96.21	-3.27
11	Profit / (Loss) ordinary activities before tax (9+/-10)	182.24	165.41	100.15	616.24	392.72
12	Extraordinary items (net of tax expenses)	-	-	-	-	-
13	Net Profit / (Loss) for the period (11 +/- 12)	182.24	165.41	100.15	616.24	392.72
14	Share of Profit / (Loss) of associates	-	-	-	-	-
15	Minority interest	-	-	-	-	-
16	Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13+/- 14+/-15)	182.24	165.41	100.15	616.24	392.72
17	PAID UP EQUITY SHARE CAPITAL (Equity Share of Rs 5/- each)	2,174.08	2,172.12	1,774.46	2,174.08	2,069.38
18	RESERVES EXCLUDING REVALUATION RESERVES (AS PER BALANCE SHEET) OF PREVIOUS ACCOUNTING YEAR	1,543.92	1,543.92	512.75	1,543.92	512.75
19	BASIC AND DILUTED EPS FOR THE PERIOD FOR THE YEAR TO DATE AND FOR THE PREVIOUS YEAR (NOT TO BE ANNUALISED)					
	- BASIC EPS	0.43	0.41	0.28	1.47	1.11
	- DILUTED EPS	0.43	0.41	0.28	1.47	1.11
A	PARTICULARS OF SHAREHOLDING					
	Public shareholding					
1	- NUMBER OF SHARES	16,208,842	16,169,675	15,810,374	16,208,842	15810374
	- PERCENTAGE SHAREHOLDING	37.28%	37.22%	38.20%	37.28%	38.20%
2	Promoters and promoter group shareholding					
	a) Pledged/ Encumbered	-	-	-	-	-
	- Number of shares	-	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-

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CIN:L72200TG1993PLC016819



KELLTON TECH SOLUTIONS LIMITED.

b) Non- Encumbered						
- Number of shares	27,272,757	27,272,757	25,577,170	27,272,757	25577170	
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	62.72%	62.78%	61.80%	62.72%	61.80%	

	PARTICULARS	30.06.2015
B	INVESTORS COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remain unresolved at the end of the quarter	Nil

- 1 The above financial results have been reviewed by the Audit Committee and approved by Board of Directors at their meeting held on 29-Aug-2015.
- 2 The company has one reportable segment i.e Technology
- 3 Previous period figures have been reworked , regrouped , rearranged and reclassified wherever necessary , to make them comparable with current period
- 4 EPS is calculated on the basis of Average number of shares during the year.
- 5 The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year

PLACE : HYDERABAD
DATE : 29.08.2015



BOARD OF DIRECTORS


Niranjan Chintam
DIRECTOR



KELLTON TECH SOLUTIONS LIMITED.

KELLTON TECH SOLUTIONS LIMITED
Standalone Statement of Assets and Liabilities

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	217407995.00	206937720.00
	(b) Reserves and surplus	234325603.00	154391752.00
	(c) Money received against share warrants	123650000.00	7130840.00
	Sub-total - Shareholders' funds	575383598.00	368460312.00
2	Share application money pending allotment	Nil	Nil
3	Minority interest *	Nil	Nil
4	Non-current liabilities		
	(a) Long-term borrowings	10840627.00	10508112.00
	(b) Deferred tax liabilities (net)	2399659.00	878728.00
	(c) Other long-term liabilities	0.00	8283593.00
	(d) Long-term provisions	2406075.00	1911030.00
	Sub-total - Non-current liabilities	15646361.00	21581463.00



KELLTON TECH SOLUTIONS LIMITED.

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
5	Current liabilities		
	(a) Short-term borrowings	90774805.00	62614526.00
	(b) Trade payables	30113676.00	9369220.00
	(c) Other current liabilities	26128740.00	4254394.00
	(d) Short-term provisions	30351390.00	16804225.00
	Sub-total - Current liabilities	177368611.00	93042365.00
	TOTAL - EQUITY AND LIABILITIES	768398570.00	483084139.00
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets	59230685.00	34414774.00
	(b) Goodwill on consolidation *	96250000.00	96250000.00
	(c) Non-current investments	259031794.00	176181011.00
	(d) Deferred tax assets (net)	0.00	0.00
	(e) Long-term loans and advances	8926844.00	6552111.00
	(f) Other non-current assets	905356.00	1187830.00
	Sub-total - Non-current assets	424344679.00	314585727.00






KELLTON TECH SOLUTIONS LIMITED.

Particulars		As at (current year end) (30/June/2015)	As at (current year end) (30/June/2014)
2	Current assets		
	(a) Current investments	Nil	Nil
	(b) Inventories	4672756.00	6192703.00
	(c) Trade receivables	127226098.00	57225274.00
	(d) Cash and cash equivalents	34448319.00	14006049.00
	(e) Short-term loans and advances	102619357.00	68421985.00
	(f) Other current assets	75087361.00	22652401.00
	Sub-total - Current assets	344053891.00	168498412.00
	TOTAL - ASSETS	768398570.00	483084139.00






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AUDITOR'S REPORT

To the Members of
Kellton Tech Solutions Limited
Plot No 1367, Road No 45,
Jubilee Hills
Hyderabad – 500 033,
Telangana

Report on the Financial Statements

1 We have audited the accompanying financial statements of M/ Kellton Tech Solutions Limited (“the Company”), which comprise the Balance Sheet as at June 30, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2 The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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.





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Auditor's Responsibility

3 Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 30th June 2015, its profit and its cash flows for the year ended on that date.





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Report on Other Legal and Regulatory Requirements

7 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 statement on the matters Specified in paragraphs 3 and 4 of the Order.

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

a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;

e. on the basis of written representations received from the directors as on June 30, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2015, from being appointed as a director in terms of Section 164(2) of the Act ;

f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise





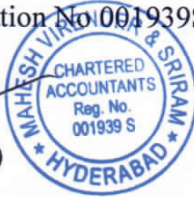
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(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

For Mahesh, Virender & Sriram
Chartered Accountants
Firm Registration No.001939S



(B.R.Mahesh)
Partner
M.No.018628

Place: Hyderabad
Date: 29-Aug-2015



MAHESH, VIRENDER & SRIRAM
Chartered Accountants

6-3-788/36&37A, Ameerpet, Hyderabad - 500 016.

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**ANNEXURE TO THE AUDITORS' REPORT OF KELLTON TECH SOLUTIONS LIMITED
FOR YEAR END 30.06.2015**

- (i) In respect of the Company's fixed assets:
 - a) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and location of its fixed assets.
 - b) The fixed assets were physically verified during the year by the management in accordance with its programme of verification which provides for verification of all fixed assets at reasonable intervals. According to the information and explanation given to us no material discrepancies were noticed on such verification.
- (ii)
 - a) Physical verification of inventory has been conducted at reasonable intervals by the management.
 - b) The procedures of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) There is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
- (v) The Company has not accepted any deposits nor any orders have been passed by any authority referred to therein.
- (vi) We understand that no cost audit is prescribed for the company.
- (vii)
 - a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities.
 - b) There are no disputed dues on account of Income tax or any other tax referred to therein.





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- c) There is no instance of requirement to transfer to Investor Education and Protection Fund.
- (viii) The Company has no accumulated losses and has not incurred cash losses in this financial year or in the immediate preceding financial year.
- (ix) The Company has no over dues nor defaulted its repayment to financial institutions or banks or debenture holders.
- (x) The Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The term loan obtained by the company were applied for the purpose for which the loan were obtained.
- (xii) No fraud on or by the Company has been noticed or reported during the year.

For Mahesh, Virender & Sriram

Chartered Accountants

Firm Registration No. 001939S

(B.R.Mahesh)

Partner

M.No.018628



Place: Hyderabad

Date: 29-Aug-2015