

ANNUAL REPORT OF INCAT GmbH

INCAT GmbH, GERMANY

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INCAT GmbH, GERMANY

DIRECTORS: 1. Mr Nick Sale
2. Mr Stephane Bechot

REGISTERED: Breitwiesenstrasse 19,
OFFICE 70565, Stuttgart, Germany

TO THE MEMBERS OF INCAT GmbH

The Directors hereby present the Sixteenth Annual Report on the Business and Operations of the Company and Statement of Accounts for the year ended March 31, 2015.

1. FINANCIAL RESULTS

The Financial Results of the Company for the year ended March 31, 2015 are as follows:

	For the year ended 31 st March 2015	
	(In €)	(In ₹)
Other Income	56,154	3,773,372
Profit for the year	48,595	3,265,406

2. OPERATIONS

As a part of Euro one restructuring exercise, the business operations of the Company along with assets and liabilities were transferred to Tata Technologies Europe Limited as on 1st April 2009. As a result, the Company has not carried out any business operations during the year under consideration. Consequently, no sales turnover has been reported. However, the Company has incurred certain Interest income earned over loan given to Tata Technologies Europe Limited (its fellow subsidiary) was € 56,154 (₹3,773,372). During the year, the company reported profit of € 48,595 (₹ 3,265,406)

3. CHANGE IN SHARE CAPITAL

During the year, no changes have occurred in the authorized and paid up capital of the Company.

4. DIVIDEND

Considering the overall financial performance of the Company, the Board of Directors have not recommended any dividend on equity capital of the Company during the year under reference.

5. POST BALANCE SHEET EVENTS

There have been no significant post balance sheet events, since the end of the financial year ended 31st March 2015, which have had a material effect on the financial position of the Company.

6. PUBLIC DEPOSITS

The Company has not accepted any deposits from the public.

7. CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION

The operations of the Company are such that they are not deemed as energy intensive. However, the Company constantly makes effort to avoid excessive consumption of energy and encourage conservation of energy.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Companies Act, 2013 the directors, based on the representations received from the operating management, confirm that:-

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
2. they have, in selection of the accounting policies, applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
3. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
4. they have prepared the annual accounts on a “going concern basis”.
5. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. ACKNOWLEDGEMENTS

The Directors wish to place on record their gratitude to all the Company’s customers, business partners, bankers, auditors and government/statutory authorities for their support.

On behalf of the Board of Directors;

Nick Sale	Director
Stephane Bechot	Director

Place : Stuttgart, Germany

Date : May, 2015

Sixteenth annual report 2014-15

INCAT GmbH

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

Significant Accounting Policies

1 Basis of Preparation of Financial Statements

The financial statements are prepared have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable.

1.1 Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the management of the Company (Management) to make estimates and assumptions that affect the reported amounts of revenue and expenses during the year and balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements.

Provisions are made for all known losses and liabilities, future unforeseeable factors that may affect the profit on fixed price service contracts and also towards likely expenses for providing post-sales client support on such contracts.

1.2 Foreign currency translation

Income and expenses in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary current assets and current liabilities that are denominated in foreign currency translated at the exchange rates prevalent as at the Balance Sheet date and the profit / loss so determined and also the realized exchange gains / losses are recognized in the Profit and Loss Account.

2 Notes to Accounts

2.1 Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is € Nil (₹ Nil) as at March 31, 2015

2.2 Contingent liabilities

There were no contingent liabilities as at 31st March 2015 and as at 31st March 2014.

2.4 Related Party Disclosures

The summary of related party transactions are as under:-

GMBH	Nature of Transaction	TTEL, UK (€)	TTEL UK (₹)
Group 1 Fin.Receipts	Financial services received by the Reporting Enterprise	54,527	3,664,030
1.1)	Interest received on Loans	54,527	3,664,030
Group 2 Payables	Dues Payable by the Reporting Enterprise as on the date of the Reporting Period	-	-
2.1)	Due Payable and outstanding on Supplies and Services	-	-
Group 3 Receivables	Dues Receivable by the Reporting Enterprise as on the date of the Reporting Period	2,514,168	149,306,119
3.1)	Loans paid and outstanding (Incl. of interest)	2,221,929	149,306,119
Group 4 Other items	Any other items	91,010	6,115,564
4.1)	Sale of business / undertakings	91,010	6,115,564

2.5 Conversion into Indian Rupees

The financial information is expressed in Euro only in the audited Accounting packs based on which the attached financial statements have been reformatted. Solely for the convenience of the reader and to meet the requirement of section 129 of the Companies (Accounts) Rules, 2014, the amounts appearing in Indian Rupees have been translated at a fixed exchange rate of 1 € = Rs. 67.19662 as on March 31, 2015 (1 Euro=Rs. 82.304 as at 31st March 2014) These translations should not be construed as a representation that any or all the amounts could be converted to Indian Rupees at this or any other rate.

2.6 The above Financial Statements are prepared from the internally prepared management accounts of the Company. The same management accounts are audited in order for the Group Auditors to give an audit opinion in relation to the

Group accounts. However, no separate audit report is given in respect of the Company. An audit report for the Group is issued by Deloitte Haskins & Sells, Chartered Accountants and is included in its financial statements.

INCAT GmbH
Balance Sheet as at MARCH 31, 2015

Particulars	Note No	(Amount in €)	(Amount in ₹)	(Amount in €)	(Amount in ₹)
		March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	2	164,000	11,020,246	164,000	13,497,858
(b) Reserves and Surplus	3	1,923,600	129,259,405	1,875,005	154,320,425
		2,087,600	140,279,650	2,039,005	167,818,283
(2) Current Liabilities					
(a) Trade Payables		65,993	4,434,500	99,548	8,193,180
(c) Current Income tax liabilities		24,356	1,636,670	94,467	7,775,053
		90,349	6,071,170	194,015	15,968,233
		2,177,949	146,350,821	2,233,020	183,786,516
II. ASSETS					
(1) Non-Current Assets					
(a) Loan to Subsidiary	4	2,130,920	143,190,593	2,182,265	179,609,190
(2) Current Assets					
(a) Other Current Assets	5	44,929	3,019,055	50,755	4,177,326
(b) Trade Receivables		2,101	141,172	-	-
Significant Accounting Policies	1	2,177,949	146,350,821	2,233,020	183,786,516

In terms of our report attached

For and on behalf of the Board

Nick Sale	Director
Stephane Bechot	Director

Place: Stuttgart, Germany

INCAT GmbH
Statement of Profit and Loss for the year ended Mar 31, 2015

Particulars	Note No	(Amount in €)	(Amount in ₹)	(Amount in €)	(Amount in ₹)
		Year ended	Year ended	Year ended	Year ended
		March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
I. Other Income	A	56,154	3,773,372	52,027	4,282,027
Total Revenue		56,154	3,773,372	52,027	4,282,027
II. Expenses :					
- Consultancy fees, Softwares and others	B	8,000	537,573	61,251	5,041,202
Total Expenses		8,000	537,573	61,251	5,041,202
III. Profit before tax (I - II)		48,154	3,235,799	(9,224)	(759,175)
IV. Tax Expense					
(a) Current Tax		(441)	(29,607)	90,274	7,429,906
III. Profit/(Loss) for the year (I - II)		48,595	3,265,406	(99,498)	(8,189,081)

Significant Accounting Policies

1

For and on behalf of the Board

Place: Stuttgart, Germany

Nick Sale Director
Stephane Bechot Director

INCAT GmbH
Notes forming part of financial statements

NOTE - 2

	<u>(Amount in €)</u>	<u>(Amount in ₹)</u>	<u>(Amount in €)</u>	<u>(Amount in ₹)</u>
	As at	As at	As at	As at
	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
SHARE CAPITAL				
Authorised :				
1640 (previous year 1640) Ordinary shares of EUR 100 each	164,000	11,020,246	164,000	13,497,858
	164,000	11,020,246	164,000	13,497,858
Issued, subscribed and fully paid :				
1640 (previous year 1640) Ordinary shares of EUR 100 each	164,000	11,020,246	164,000	13,497,858
	164,000	11,020,246	164,000	13,497,858

INCAT GmbH
Notes forming part of financial statements

NOTE - 3

RESERVES AND SURPLUS		(Amount in €)			
Particulars	As at March 31, 2014	Additions	Deductions	As at March 31, 2015	
(a) Capital Reserve	832,809	-	-	832,809	
(b) Surplus i.e. balance in statement of Profit and Loss [Note 3 (i)]	1,042,196	48,595	-	1,090,791	
	1,875,005	48,595	-	1,923,600	

RESERVES AND SURPLUS		(Amount in ₹)			
Particulars	As at March 31, 2014	Additions	Deductions	As at March 31, 2015	
(a) Capital Reserve	55,961,950			55,961,950	
(b) Surplus i.e. balance in statement of Profit and Loss [Note 3 (i)]	70,032,049	3,265,406	-	73,297,455	
	125,993,997	3,265,406	-	129,259,405	

		(Amount in €)			
		2014-2015		2013-2014	
		Additions	Deductions	Additions	Deductions
Note 3(i) Changes in Statement of Profit and Loss :					
(a) (Loss) for the year		48,595	-	(99,498)	
		48,595	-	(99,498)	-

		(Amount in ₹)			
		2014-2015		2013-2014	
		Additions	Deductions	Additions	Deductions
Note 3(i) Changes in Statement of Profit and Loss :					
(a) (Loss) for the year		3,265,406	-	(8,189,081)	
		3,265,406	-	(8,189,081)	-

INCAT GmbH
Notes forming part of financial statements

NOTE - 4	(Amount in €)	(Amount in ₹)	(Amount in €)	(Amount in ₹)
	As at	As at	As at	As at
	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
LOAN TO SUBSIDIARY				
Financial				
Tata Technologies Europe Limited	2,130,920	143,190,593	2,182,265	179,609,123
	2,130,920	143,190,593	2,182,265	179,609,123
NOTE - 5	(Amount in €)	(Amount in ₹)	(Amount in €)	(Amount in ₹)
	As at	As at	As at	As at
	March 31, 2015	March 31, 2015	March 31, 2015	March 31, 2015
OTHER CURRENT ASSETS				
Non Financials				
- VAT, other taxes recoverable, statutory deposits	44,929	3,019,055	50,755	4,177,326
	44,929	3,019,055	50,755	4,177,326

INCAT GmbH
Notes forming part of financial statements

NOTE - A	(Amount in €)	(Amount in ₹)	(Amount in €)	(Amount in ₹)
	Year ended	Year ended	Year ended	Year ended
	March 31, 2015	March 31, 2015	March 31, 2014	March 31, 2014
OTHER INCOME				
- Interest income-Others	56,154	3,773,372	52,027	4,282,027
	<u>56,154</u>	<u>3,773,372</u>	<u>52,027</u>	<u>4,282,027</u>
NOTE - B				
CONSULTANCY FEES, SOFTWARES AND OTHERS				
- Professional Fees	8,000	537,573	39,890	3,283,129
- Others	-	-	21,361	1,758,073
	<u>8,000</u>	<u>537,573</u>	<u>61,251</u>	<u>5,041,202</u>