

# ANNUAL REPORT OF CAMBRIC LIMITED

# CAMBRIC LIMITED

<i>Directors of the Company</i>	<b>1</b>
<i>Directors Report</i>	<b>2-3</b>
<i>Financial Statements</i>	<b>4-7</b>
<i>Notes forming part of Financial Statements</i>	<b>8-13</b>

## **CAMBRIC LIMITED**

**DIRECTORS:**

1. Mr. Warren Harris
2. Ms. Sonal Ramrakhiani

**REGISTERED:  
OFFICE**

C/o H&J Corporate Services Ltd.  
Ocean Centre, Montagu Foreshore  
East Bay Street  
PO Box SS-19084  
Nassau, Bahamas

## **TO THE MEMBERS OF Cambric Limited**

The Directors hereby present the Twentieth Annual Report on the Business and Operations of the Company and Statement of Accounts for the year ended March 31, 2017.

### **1. FINANCIAL RESULTS**

The Financial Results of the Company for the year ended March 31, 2017 are as follows:

	(In US \$)	(In ₹)
Income	495,651	32,142,972
Loss for the year	75,160	4,874,144

### **2. OPERATIONS**

Cambric Limited was formed in 1997. Cambric Limited holds the majority of the engineering software licenses that are used by the group. It wholly owns Tata Technologies SRL, Romania.

During the year the company registered a turnover of US \$ 495,651 (₹ 32,142,972) and a loss of US \$ 75,160 (₹ 4,874,144)

### **3. 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.

### **4. POST BALANCE SHEET EVENTS**

There have been no significant post balance sheet events, since the end of the financial year ended 31st March 2017, which have had a material effect on the financial position of the Company.

### **5. PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public.

### **6. 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.

## **7. AUDIT**

The Company is not required to obtain an audit opinion as per local regulations. Therefore, the financial statements of the Company for the year ended March 31, 2017 has not been audited.

## **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. ACKNOWLEDGMENTS**

Your Directors would like to express their heartfelt gratitude to all the customers, business partners and bankers for their continued support and association. The Directors also wish to thank the Government and all the statutory authorities for their support and co-operation.

The Directors would also like to place on record their appreciation of the dedicated, individual and collective contribution of all the employees.

**On behalf of the Board of Directors;**

Mr. Warren Harris  
Director

Sonal Ramrakhiani  
Director

**Place:**

**Date:**

**Cambric Limited, Bahama**  
**Balance Sheet as on March 31, 2017**

Particulars	Note No	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
		March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
<b>I. ASSETS</b>					
<b>(1) Non Current Assets</b>					
(a) Intangible Assets	3	97,280	6,308,636	222,285	14,725,814
(b) Goodwill		291,319	18,892,049	291,319	19,299,165
(c) Non Current Investment	4	1,641,311	106,439,042	1,641,311	108,732,758
<b>Total Non Current Assets</b>		<b>2,029,911</b>	<b>131,639,727</b>	<b>2,154,915</b>	<b>142,757,736</b>
<b>(2) Current Assets</b>					
(a) Financial assets:					
(i) Trade receivables	5	280,541	18,193,087	144,491	9,572,168
(ii) Cash and cash equivalents	6	716,809	46,485,040	733,851	48,615,827
(b) Other current assets	7	213,961	13,875,394	2,233	147,945
<b>Total Current Assets</b>		<b>1,211,311</b>	<b>78,553,520</b>	<b>880,576</b>	<b>58,335,939</b>
<b>Total Assets</b>		<b>3,241,222</b>	<b>210,193,247</b>	<b>3,035,491</b>	<b>201,093,675</b>
<b>II. EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Equity Share capital	8	2,700,000	175,095,027	2,700,000	178,868,250
(b) Other Equity		260,331	16,882,436	335,491	22,225,425
<b>Total Equity</b>		<b>2,960,331</b>	<b>191,977,463</b>	<b>3,035,491</b>	<b>201,093,675</b>
<b>Liabilities</b>					
<b>(1) Current Liabilities</b>					
(a) Financial liabilities:					
(i) Trade payables		280,891	18,215,784	-	-
<b>Total Current Liabilities</b>		<b>280,891</b>	<b>18,215,784</b>	<b>-</b>	<b>-</b>
<b>Total Liabilities</b>		<b>280,891</b>	<b>18,215,784</b>	<b>-</b>	<b>-</b>
<b>Total Equity and Liabilities</b>		<b>3,241,222</b>	<b>210,193,247</b>	<b>3,035,491</b>	<b>201,093,675</b>

Notes forming part of Financial Statements

1-12

For and on behalf of the Board of Directors

Place:  
Date:

Warren Harris  
Director

Sonal Ramrakhiani  
Director

**Cambric Limited, Bahama**  
**Statement of Profit and Loss for the year ended March 31, 2017**

Particulars	Note No	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
		Year ended	Year ended	Year ended	Year ended
		March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
I. Revenue from operations	9	495,651	32,142,972	839,070	55,586,290
Other income	10	-	-	875	57,967
<b>Total Income</b>		<b>495,651</b>	<b>32,142,972</b>	<b>839,945</b>	<b>55,644,256</b>
II. Expenses :					
(a) Consultancy fees, softwares and others	11	441,786	28,649,800	490,197	32,474,354
(b) Depreciation and amortisation Expense	3	125,004	8,106,537	170,124	11,270,302
(c) Other expenses	12	4,021	260,780	3,394	224,825
<b>Total expenses (II)</b>		<b>570,811</b>	<b>37,017,117</b>	<b>663,715</b>	<b>43,969,481</b>
<b>III. Profit before tax (I-II)</b>		<b>(75,160)</b>	<b>(4,874,144)</b>	<b>176,230</b>	<b>11,674,776</b>
IV. Tax Expense :					
(a) Current tax		-	-	-	-
<b>V. Profit for the year (III-IV)</b>		<b>(75,160)</b>	<b>(4,874,144)</b>	<b>176,230</b>	<b>11,674,776</b>
VI. Other comprehensive income:					
(i) Exchange differences on translation of foreign operations		-	-	-	-
<b>VII. Other comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>VIII. Total comprehensive income for the period (VI+VII)</b>		<b>(75,160)</b>	<b>(4,874,144)</b>	<b>176,230</b>	<b>11,674,776</b>
Notes forming part of Standalone Financial Statements	1-12				

For and on behalf of the Board of Directors

Place:  
Date:

Warren Harris  
Director

Sonal Ramrakhiani  
Director

**Cambric Limited, Bahama  
Cash Flow Statement**

	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
	Year ended	Year ended	Year ended	Year ended
	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit after taxation	(75,160)	(4,874,144)	176,230	11,674,776
Depreciation	125,004	8,106,537	170,124	11,270,302
Interest income	-	-	(874)	(57,900)
<b>Operating profit before working capital changes</b>	<b>49,844</b>	<b>3,232,392</b>	<b>345,480</b>	<b>22,887,178</b>
<b>Adjustments for (Increase) / Decrease in operating assets and liabilities</b>				
Trade receivables	(136,050)	(8,822,844)	417,019	27,626,483
Other current assets	(211,728)	(13,730,569)	293,828	19,465,387
Trade payables	280,892	18,215,784	(227,131)	(15,046,861)
<b>CASH (USED IN) / GENERATED FROM OPERATIONS</b>	<b>(17,042)</b>	<b>(1,105,237)</b>	<b>829,196</b>	<b>54,932,172</b>
<b>NET CASH FLOW (USED IN)/GENERATED FROM OPERATING ACTIVITIES</b>	<b>(17,042)</b>	<b>(1,105,237)</b>	<b>829,196</b>	<b>54,932,172</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest received	-	-	874	57,900
Payment to purchase of fixed assets	-	-	(250,140)	(16,571,112)
<b>NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>-</b>	<b>-</b>	<b>(249,266)</b>	<b>(16,513,212)</b>
<b>NET INCREASE / (DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>	<b>(17,042)</b>	<b>(1,105,237)</b>	<b>579,930</b>	<b>38,418,960</b>
Cash & Bank balances at the close of the year (Refer Note 3) #	716,809	46,485,040	733,851	48,615,827
Cash & Bank balances at the beginning of the year (Refer Note 3) #	733,851	47,590,276	153,921	10,196,867
	<b>(17,042)</b>	<b>(1,105,237)</b>	<b>579,930</b>	<b>38,418,960</b>

Notes forming part of Financial Statements

1-11

For and on behalf of the Board of Directors

Place:  
Date:

Warren Harris  
Director

Sonal Ramrakhiani  
Director

**Cambric Limited, Bahama**  
**Statement of changes in equity**

(Amount in USD)

Other Equity	Equity Share Capital	Reserves and Surplus	Total equity
		Retained earnings	
<b>Balance as at April 1, 2015</b>	2,700,000	159,261	2,859,261
Income for the year	-	176,230	176,230
Total comprehensive income/(loss) for the year	2,700,000	335,491	3,035,491
Dividend paid (including dividend tax)	-	-	-
<b>Balance as at March 31, 2016</b>	<b>2,700,000</b>	<b>335,491</b>	<b>3,035,491</b>
<b>Balance as at April 1, 2016</b>	2,700,000	335,491	3,035,491
Income for the year	-	(75,160)	(75,160)
Total comprehensive income/(loss) for the year	2,700,000	260,331	2,960,331
Dividend paid (including dividend tax)	-	-	-
<b>Balance as at March 31, 2017</b>	<b>2,700,000</b>	<b>260,331</b>	<b>2,960,331</b>

(Amount in ₹)

Other Equity	Equity Share Capital	Reserves and Surplus	Total equity
		Retained earnings	
<b>Balance as at April 1, 2015</b>	178,868,250	10,550,650	189,418,900
Income for the year	-	11,674,776	11,674,776
Total comprehensive income/(loss) for the year	178,868,250	22,225,425	201,093,675
Dividend paid (including dividend tax)	-	-	-
<b>Balance as at March 31, 2016</b>	<b>178,868,250</b>	<b>22,225,425</b>	<b>201,093,675</b>
<b>Balance as at April 1, 2016</b>	175,095,027	21,756,580	196,851,607
Income for the year	-	(4,874,144)	(4,874,144)
Total comprehensive income/(loss) for the year	175,095,027	16,882,436	191,977,463
Dividend paid (including dividend tax)	-	-	-
<b>Balance as at March 31, 2017</b>	<b>175,095,027</b>	<b>16,882,436</b>	<b>191,977,463</b>

Notes forming part of Standalone Financial Statements

1-12

For and on behalf of the Board of Directors

Place:

Warren Harris  
Director

Sonal Ramrakhiani  
Director

Date:

## **Twentieth annual report 2016-17**

### **Cambric Limited**

#### **Notes forming part of financial statements**

#### **SIGNIFICANT ACCOUNTING POLICIES**

##### **1 Basis of Preparation of Financial Statements**

The financial statements have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015.

The transition was carried out from Accounting principles generally accepted in India, which was the previous GAAP (referred as "previous GAAP"), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006 which was followed upto the year ended March 31, 2016. These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2015.

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

##### **1.2 Critical accounting estimates**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Accounting estimates could change from year to year. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the year in which changes are made.

##### **1.3 Revenue recognition**

Revenue is measured at fair value of consideration received or receivable.

Revenue from services on time and materials contracts is recognized when services are rendered and related costs are incurred i.e. based on certification of time sheets as per the terms of specific contracts. Revenues from fixed price contracts are recognized when collectability of the resulting receivable is reasonably assured or percentage of completion method depending on terms of the contract. The percentage of completion is determined on the degree of the cost incurred. Foreseeable losses on such contracts are recognized when probable. Revenue accrued from the end of the last billing to the balance sheet date is recognised as unbilled revenue.

Revenue from third party software products and hardware sale is recognized upon delivery.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### **1.4 Intangible assets**

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in net profit in the statement of profit and loss.

#### **1.5 Taxation**

Current income tax expense is determined in accordance with tax laws applicable in countries where such operations are domiciled. Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that future taxable income will be available to realize these assets.

#### **1.6 Foreign currency transaction and translation**

Foreign-currency denominated monetary assets and liabilities are re-instated at exchange rates at the balance sheet date. The gains or losses resulting from such translations are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. The functional currency of the Company and its foreign branch is the Indian Rupee.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit/loss for the year in which the transaction is settled and is charged to the statement of Profit & Loss. Revenue, expense and cash-flow items denominated in foreign currencies are re-instated using the exchange rate in effect on the date of the transaction.

#### **1.7 Impairment of Assets**

At each balance sheet date, the Company reviews using internal resources the carrying amounts of its fixed assets to determine whether there is any indication that the assets suffered an impairment loss. If any such condition exists, the recoverable amount of the asset is estimated in order to determine the

extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from continuing use of the asset and from its disposal are discounted to their present value using a pre tax rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognized immediately as income in the Profit and Loss Account.

## **1.8 Provisions, contingent liabilities and contingent assets**

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates.

Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

## **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 US \$ Nil (₹ Nil) as at March 31, 2017.

### **2.2 Contingent liabilities**

There were no contingent liabilities as at 31st March 2017.

### **2.3 Conversion into Indian Rupees**

The financial information is expressed in US \$ 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 US \$ = ₹ 64.85001 as on March 31, 2017. 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.

**2.4** The above Financial Statements are prepared from the internally prepared accounts of the Company. These accounts are audited by Deloitte Haskins & Sells LLP in order to give an audit opinion in relation to the consolidated accounts of the ultimate holding company i.e. Tata Technologies Limited. However, no separate audit report is issued in respect of the Company. An audit report for the ultimate holding company is issued by Deloitte Haskins & Sells LLP and is included in its financial statement.

**Cambric Limited, Bahama**  
**Notes forming part of the Financial Statements**

3 Other Intangible Assets (Other than internally generated)

	2017		2016	
	US\$	₹	US\$	₹
Software licenses, at cost				
At 1 April	1,784,311	115,712,599	1,841,982	115,119,289
Additions	-	-	250,139	16,571,112
Disposals	-	-	307,811	20,391,679
At 31 March	1,784,311	115,712,599	1,784,311	111,298,723
Accumulated Amortisation				
At 1 April	1,562,026	101,297,426.30	1,699,713	106,227,797
Amortisation for the year	125,004	8,106,536.59	170,124	11,270,302
Disposals	-	-	307,811	20,925,190
	1,687,031	109,403,963	1,562,026	96,572,909
<b>Net book value</b>				
At 31 March	97,280	6,308,636	222,285	14,725,814

	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
	As at	As at	As at	As at
	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
<b>4 NON CURRENT INVESTMENT</b>				
Unquoted Investment				
Investment in equity of subsidiary - carried at cost				
- Tata Technologies SRL, Romania	1,641,311	106,439,042	1,641,311	108,732,758
	1,641,311	106,439,042	1,641,311	108,732,758

	(Amount in USD) As at March 31, 2017	(Amount in ₹) As at March 31, 2017	(Amount in USD) As at March 31, 2016	(Amount in ₹) As at March 31, 2016
<b>5 TRADE RECEIVABLES</b> (Unsecured, considered good unless otherwise stated)				
Considered good	280,541	18,193,087	144,491	9,572,168
Considered doubtful	-	-	-	-
	<b>280,541</b>	<b>18,193,087</b>	<b>144,491</b>	<b>9,572,168</b>
Less : Expected credit loss allowance	-	-	-	-
	<b>280,541</b>	<b>18,193,087</b>	<b>144,491</b>	<b>9,572,168</b>

#### 6 CASH AND CASH EQUIVALENTS

For the purpose of statement of cash flows, cash and cash equivalents include the cash on hand and in banks. Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the balance sheet as follows:

	(Amount in USD) As at March 31, 2017	(Amount in ₹) As at March 31, 2017	(Amount in USD) As at March 31, 2016	(Amount in ₹) As at March 31, 2016
(a) Current account with banks	716,809	46,485,040	733,851	48,615,827
	<b>716,809</b>	<b>46,485,040</b>	<b>733,851</b>	<b>48,615,827</b>

#### 7 OTHER CURRENT ASSETS

	(Amount in USD) As at March 31, 2017	(Amount in ₹) As at March 31, 2017	(Amount in USD) As at March 31, 2016	(Amount in ₹) As at March 31, 2016
(a) Prepaid expenses	213,961	13,875,394	2,233	147,945
	<b>213,961</b>	<b>13,875,394</b>	<b>2,233</b>	<b>147,945</b>

#### 8 Equity Share Capital

##### (a) Issued, Subscribed and Fully paid up capital:

100 Ordinary shares of USD 10 per share

**Total**

	(Amount in USD) As at March 31, 2017	(Amount in ₹) As at March 31, 2017	(Amount in USD) As at March 31, 2016	(Amount in ₹) As at March 31, 2016
	2,700,000	175,095,027	2,700,000	178,868,250
	<b>2,700,000</b>	<b>175,095,027</b>	<b>2,700,000</b>	<b>178,868,250</b>

#### 9 REVENUE FROM OPERATIONS

##### (a) Sale of services

	(Amount in USD) Year ended March 31, 2017	(Amount in ₹) Year ended March 31, 2017	(Amount in USD) Year ended March 31, 2016	(Amount in ₹) Year ended March 31, 2016
	495,651	32,142,972	839,070	55,586,290
	<b>495,651</b>	<b>32,142,972</b>	<b>839,070</b>	<b>55,586,290</b>

#### 10 OTHER INCOME

##### (a) Interest income-Others

	(Amount in USD) Year ended March 31, 2017	(Amount in ₹) Year ended March 31, 2017	(Amount in USD) Year ended March 31, 2016	(Amount in ₹) Year ended March 31, 2016
	-	-	875	57,967
	<b>-</b>	<b>-</b>	<b>875</b>	<b>57,967</b>

	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
	Year ended	Year ended	Year ended	Year ended
	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
<b>11 CONSULTANCY FEES, SOFTWARES AND OTHERS</b>				
(a) Software-internal use	441,786	28,649,800	490,197	32,474,354
	<b>441,786</b>	<b>28,649,800</b>	<b>490,197</b>	<b>32,474,354</b>

	(Amount in USD)	(Amount in ₹)	(Amount in USD)	(Amount in ₹)
	Year ended	Year ended	Year ended	Year ended
	March 31, 2017	March 31, 2017	March 31, 2016	March 31, 2016
<b>12 OTHER EXPENSES</b>				
(a) Rates and Taxes	-	-	854	56,593
(b) Foreign Currency (Gain)/Loss - (Net)	2,958	191,844	1,516	100,401
(c) Miscellaneous expenses	1,063	68,936	1,024	67,831
	<b>4,021</b>	<b>260,780</b>	<b>3,394</b>	<b>224,825</b>