

ANNEXURE I
ENCORE SOFTWARE LIMITED
Notes Forming Part of the Financial Year ended 31st March, 2019

1. **CORPORATE INFORMATION:** Encore Software Limited (hereinafter called as “Company”) is a Public Limited Company domiciled in India incorporated under provisions of Companies Act, 1956. Company is engaged in developing software and hardware.
2. **BASIS OF PREPARATION OF FINANCIAL STATEMENTS:** In accordance with the notification issued by the ministry of corporate affairs, the company has adopted Indian Accounting Standards (‘Ind AS’) notified under the companies (Indian Accounting Standards) Rules, 2015 with effect from 1st April, 2017. The standalone financial statements of the company are prepared and presented in accordance with Ind AS.

For all periods up to and including the year ended 31st March, 2017, the company had prepared and presented its financial statements in accordance with the accounting standards notified under the section 133 of the companies ACT 2013, read together with paragraph 7 of the companies (Accounts) Rules, 2014 (‘Previous GAAP’). The financial statements for the year ended 31st March, 2017 are the first financial statements prepared and presented by the company in accordance with Ind AS. (Refer to Note 18 for information on first time adoption of Ind AS from 1st April, 2016).

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments) which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

2.1 Summary of Significant Accounting Policies

- a) **Use of Estimates:** The preparation of the financial statements require management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the accounting policies, management makes various judgements, which have significant effect on the amounts recognized in the financial statements.

The company bases its estimates and assumptions on parameter when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

- b) **Current Versus Non-Current Classification:** The company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period or

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- There is no unconditional right to defer the settlement of the liability for atleast twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The company has evaluated and considered its operating cycle as 12 months.

Deferred tax assets/liabilities are classified as non- current assets/liabilities.

- c) **Property, Plant and Equipment:** Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Each part of an item of property plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period during which such expenses are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the property, plant and equipment is de-recognized.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in progress.

- d) **Depreciation:** Depreciation on Tangible Assets has been provided under Straight Line method based on useful life as estimated by the management which are less than the useful life of assets prescribed in Part C of Schedule II of the Companies Act, 2013.

Depreciation is charged on pro-rata basis for assets purchased/sold during the year. Individual assets costing less than ₹ 5000/- are depreciated in full in year of purchase.

Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the Company for its use.

- e) **Intangible Assets:** Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortized over the useful economic life estimated by the management and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. The amortization expenses on intangible assets is recognized in the statement of profit and loss.

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- f) **Leases:** Lease arrangements under which all risks and rewards of ownership are effectively retained by the Lessor are classified as operating lease. Lease rental under Operating Lease are recognized in the Statement of Profit and Loss on a straight Line basis over the lease term.
- g) **Borrowing Costs:** Borrowing costs consists of interest and other costs that the company incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventorised as part of the cost of the respective asset. All other borrowing costs are charged to statement of profit and loss.

- h) **Inventories:** Inventories are valued at the lower of cost and realizable value.

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in first out basis.

Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

- i) **Revenue Recognition:** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of Goods: Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The company provides for warranty cost on all its products sold which is recognized at the time the product is sold.

Income from Services: Revenues from sale of services is recognized and when the services are rendered. The company collects taxes on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Interest Income: Interest income including income arising from other financial instruments measured at amortized cost, is recognized using the effective interest rate method

- j) **Employee Benefits:**

- i) **Post-Employment Benefit Plans:** During the year under review, there were no employees employed in the Company. Hence, the Company has not made any provision for gratuity and leave encashment.
- 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.

- k) **Foreign Currency Transactions:** Foreign currency transactions on revenue account are translated at the rates prevailing on the day when the expenses were incurred/income earned.

All monetary assets and liabilities denominated in foreign currency are restated at the rates prevailing at the year end and all exchange gains/ losses arising there from are adjusted to the Statement of Profit and Loss.

- l) **Retirement and Other Benefits:**

- i) **Short Term Employee Benefits:** All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefits like salaries, short term

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compensated absences and performance incentives and are recognized as expenses in the year in which the employee renders the related service.

ii) **Post-Employment Benefits:**

- Retirement benefit in the form of Provident fund and Employees State Insurance Fund is a defined contribution scheme. These Contributions are charged to the statement of profit and loss for the year when the contributions are due.
- Gratuity liability is defined benefit obligation. The liability in respect of gratuity to employees is being managed in association with LIC through their Super Annuation and Gratuity Schemes.
- Leave Encashment: Provision for Leave Encashment on retirement is determined, accrued and provided on the basis of valuation done by the Company. As per the Company's policy, every employee enjoys one Privilege leave for every 20 days worked. An employee is allowed to carry over privilege leave not exceeding 30 days to next year. If they have credit of leaves in excess of 30 days, balance in excess of 30 days is encashed.

m) **Taxes on Income:** Tax expense comprises current tax, and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961, enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) **Earning Per Share:** Basic Earnings per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

o) **Provisions and Contingent Liabilities:** A provision is recognized when an enterprise has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Where no reliable estimate can be made, a disclosure is made as contingent liability. 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. When 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.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

Note 3: Fixed Assets

Tangible Assets

Amount in ₹

Particulars	GROSS BLOCK			DEPRECIATION			NETBLOCK	
	Balance as at 1 st April, 2018	Additions	Disposals	Balance as at 1 st April, 2018	Depreciation/ amortisation expense for the year	Eliminated on Disposal of Assets	Balance as at 31 st March, 2019	Balance as at 31 st March, 2018
Plant & Equipment Owned	1,364,284	—	—	1,364,284	—	—	1,364,284	—
Furniture and Fixtures Owned	—	—	—	—	—	—	—	—
Vehicles Owned	1,928,985	—	—	1,928,985	—	—	1,928,985	—
Office equipment Owned	18,284,651	—	—	18,284,651	—	—	18,284,651	—
Tools – Owned *	6,917,417	—	—	6,917,417	—	—	6,917,417	—
Total	28,495,337	—	—	28,495,337	—	—	28,495,337	—
Previous Year	28,495,337	—	—	28,495,337	—	—	28,495,337	—

* lying with third parties gross block ₹ 6,917,417 (₹ 6,917,417), written down value ₹ Nil (Nil)

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Note 4: Investments

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
	Unquoted ₹	Unquoted ₹
Investments (At Cost)		
A Trade		
Investment in equity instruments of Subsidiaries		
Ncore USA Inc., a 100% subsidiary company incorporated in USA 11,78,000 (11,78,000) Common Stock at US\$ 0.10 each (Par value US\$ 0.10 each)	5,460,488	5,460,488
of Associates		
Consilient Technologies Private Limited, a 47% holding, 9,400 Equity Shares of ₹ 10 each	94,000	94,000
of Joint Venture Companies		
Bharat Logistics Private Limited 180,000 (180,000) Equity Shares at ₹ 10 each (Par value ₹ 10 each)	1,800,000	1,800,000
Total – Trade (A)	7,354,488	7,354,488
B Other Investments		
in Government Securities		
National Saving Certificates	5,000	5,000
Other Non Current Investments		
Vacation Time Shares	44,800	44,800
Total – Other Investments (B)	49,800	49,800
Total (A+B)	7,404,288	7,404,288
Less: Provision for diminution in value of investments	7,260,488	7,260,488
Total	1,143,800	1,143,800

Note 5: Long-term Loans and Advances

Security Deposits		
Unsecured, considered good	62,574	62,574
Total	62,574	62,574

Note 6: Trade Receivables

Trade Receivables (Unsecured, Considered Good)		
Outstanding for a period exceeding six months from the date they were due for payment	26,000	26,000
Other Trade Receivables	—	—
Total	26,000	26,000

Note 7: Cash and Cash Equivalents

Cash on hand	1,330	1,666
Balances with banks		
In current accounts	12,683	16,512
In earmarked accounts	57,243	52,755
Balances held as margin money or security against borrowings, guarantees and other commitments		
Total	71,256	70,933

Note 8: Other Current Assets

Due from statutory authorities	82,092	82,092
Prepaid expenses	35,000	—
Interest accrued on deposits	1,230	1,230
Total	118,322	83,322

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Note 9: Share Capital

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of Shares	Amount Originally Paid Up ₹	Number of Shares	Amount Originally Paid Up ₹
(a) Authorised Equity shares of ₹ 10 each with voting rights	12,000,000	120,000,000	12,000,000	120,000,000
(b) Issued # Equity shares of ₹ 10 each with voting rights	6,471,500	64,715,000	6,471,500	64,715,000
(c) Subscribed and fully paid up Equity shares of ₹ 10 each with voting rights [includes 13,29,000 equity shares of ₹ 10 each issued in pursuant to a Scheme of amalgamation without being received in cash]	6,471,500	64,715,000	6,471,500	64,715,000
(d) Subscribed but not fully paid up Equity shares of ₹ 10 each with voting rights, ₹ 5 paid up	28,500	142,500	28,500	142,500
Total	6,500,000	64,857,500	6,500,000	64,857,500
(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period				
Particulars	2018-19		2017-18	
	Opening Balance	Closing Balance	Opening Balance	Closing Balance
Equity Shares with voting rights				
- Number of Shares	6,500,000	6,500,000	6,500,000	6,500,000
- Amount (₹)	64,857,500	64,857,500	64,857,500	64,857,500
Year ended 31 st March, 2015				
- Number of Shares	6,500,000	6,500,000	6,500,000	6,500,000
- Amount (₹)	64,857,500	64,857,500	64,857,500	64,857,500
(ii) Details of forfeited shares				
Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Number of Shares	Amount Originally Paid Up ₹	Number of Shares	Amount Originally Paid Up ₹
Equity Shares with voting rights	28,500	142,500	28,500	142,500

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of an equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of shares held by the equity share holders.

Shares held by each shareholder holding more than 5 percent shares specifying the number of shares held – Nil.

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Note 10: Other Equity

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(a) Capital Reserve		
Opening Balance	8,690,850	8,690,850
Additions during the Year	—	—
Closing Balance	8,690,850	8,690,850
(b) Securities Premium Account		
Opening Balance	62,703,000	62,703,000
Additions during the Year	—	—
Closing Balance	62,703,000	62,703,000
(c) General Reserve		
Opening Balance	11,000,000	11,000,000
Additions during the Year	—	—
Closing Balance	11,000,000	11,000,000
(d) Retained Earnings		
Opening Balance	(479,489,095)	(448,696,561)
Add: Profit/(Loss) for the Year	(33,314,494)	(30,792,534)
Add: Other Comprehensive Income for the Year	—	—
Closing Balance	(512,803,589)	(479,489,095)
Total	(430,409,739)	(397,095,245)

Note 11: Borrowings

Loans repayable on demand		
From banks:		
Secured [Secured by lien on deposits]	—	—
Loans and advances from related parties		
Unsecured	233,000	233,000
Total	233,000	233,000

Note 12: Trade Payables

Other than Acceptances *	2,361,736	2,361,736
* Due to other than Micro, Small and Medium Enterprises		
Total	2,361,736	2,361,736

Note 13: Other Current Liabilities

Current maturities of long-term debt (Refer Note below)	309,142,614	275,899,500
Application money received for allotment of securities and due for refund and interest accrued thereon	18,743,623	18,743,623
Statutory remittances	4,821,980	4,834,780
Advances from customers	56,250	56,250
Others (specify nature):		
Due to Directors'	5,705,912	5,648,203
Liability for expenses	22,038,440	21,976,646
Total	360,508,818	327,159,002

Note: The Company has defaulted in repayment of loans and interest payable to Council of Scientific and Industrial Research (CSIR) as detailed below.

Particulars	As at 31 st March, 2019		As at 31 st March, 2018	
	Period of default	₹	Period of default	₹
Principal	140 months	79,300,000	128 months	79,300,000
Interest		229,842,614		196,599,500

Note 14: Provisions

Provision for employee benefits		
- Provision for Compensated Absences	185,294	185,294
- Provision for Gratuity	2,685,342	2,685,342
Total	2,870,636	2,870,636

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Note 15: Other Income

Interest Income	4,487	3,682
Other Income	235,000	282,000
Total	239,487	285,682
Interest Income Comprises		
Interest from banks on Deposits	4,487	3,682
Total - Interest Income	4,487	3,682

Note 16: Finance Costs

Interest expense on		
Borrowings	33,243,114	30,189,334
Others	4,679	5,132
Total	33,247,793	30,194,466

Note 17: Other Expenses

Staff Welfare Expenses	26,280	72,798
Rent including Lease Rentals	8,850	7,500
Repairs and maintenance – Machinery	4,422	680
Insurance	—	18,437
Rates and taxes	—	320
Communication	3,114	33,576
Travelling and conveyance	65,880	200,214
Printing and stationery	23,849	40,207
Legal and professional	28,810	132,000
RoC Filing Fees	67,000	—
Payments to Auditors	72,000	72,000
Miscellaneous expenses	5,983	306,019
Total	306,188	883,751

(i) Payments to the auditors comprises (net of service tax input credit, where applicable)

As auditors - statutory audit	60,000	60,000
For taxation matters	12,000	12,000
For other services	—	—
Service Tax	—	—
Total	72,000	72,000

Note 18: Disclosure Relating to Related Party Transactions

i. List of related parties and relationships:

Sl. No.	Name of the Related Party	Relationship
1.	Ncore USA, Inc.	Wholly Owned Subsidiary
2.	Peninsula Electronics	Firm in which Director is interested
3.	Processor Systems India Pvt. Ltd.	Company in which Director is interested
4.	Vinay L Deshpande	Key Management Personnel
5.	Chhanda Deshpande	Key Management Personnel
6.	Consilient Technologies Private Limited	Associate Company – 47% holding

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ii. Transactions During the Year with Related Parties:

Sl. No	Nature of Transaction	Subsidiaries	Associate & Joint Venture	Key Management Personnel & their relatives	Firm in which Director is interested
1	Loan accepted from Vinay L Deshpande				
	Accepted during the year			Nil	
	Repaid during the year			Nil	
Balances with related parties as at 31st March, 2019					
1	Loan accepted from Vinay L Deshpande			233,000 (233,000)	
2	Investments Ncore USA	5,460,488* (5,460,488)*			
3	Investments Consilient Technologies Private Limited		94,000 (94,000)		
4	Receivable from Ncore USA	47,532* (47,532)*			
5	Receivable from Consilient Technologies Private Limited		Nil (Nil)		
6	Payable to Vinay L Deshpande			5,705,912 (5,648,203)	
7	Payable to Peninsula Electronics				1,993,906 (1,993,906)

*Provision has been made for diminution in value of investments and receivables.

Note 19: Contingent Liabilities

Disputed liability towards Employees State Insurance contributions is ₹ 91,027 (₹ 91,027).

Note 20: Previous year's figures have been recast/restated, wherever necessary, to conform to the current year's classifications. Figures in brackets relate to the previous period.



As per Our Report of even date attached

For B Chandrashekhar & Co.
Chartered Accountants
Firm Registration No. 00048485

For and on behalf of the Board of Directors of
Encore Software Limited

B Chandrashekhar
Proprietor
Membership No. 029802

Vinay L Deshpande
Director
DIN 00225502

Chhanda Deshpande
Director
DIN 00225546

Place: Bengaluru
Date: 31st May, 2019