

INDEPENDENT AUDITOR'S REPORT

To the members of Networks Programs USA INC

We have audited the attached Ind AS financial statements Networks Programs USA INC (hereinafter referred to as the company") which comprise the Balance Sheet as at 31st March 2019 and the statement of Profit and Loss (including other comprehensive income) , statement of cash flows and the statement of changes in Equity for the year ended and a summary of significant accounting policies and other explanatory statements. These financial statements have been prepared by the Company's management as per IndAs Principles adopted in India for the purpose of consolidating the company's financials with that of the holding company.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs and results of operations of the company in accordance with the Ind AS adopted in India; this includes the design implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with standards on auditing issued by the ICAI. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether the financial statements are free from material misstatements.

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 judgement, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design the audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluation the overall presentation of the financial statements.

S.K.RAM ASSOCIATES

■ **Chartered Accountants**
Old No. 57/2, New No. 103
P.S. Sivaswamy Salai, Mylapore
Chennai 600 004. INDIA
E-Mail: skram@md3.vsnl.net.in

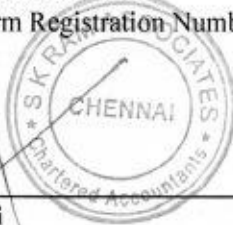
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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give a true and fair view of the state of affairs of the company as at 31st March, 2019, and of its results of operations for the year then ended in accordance with Generally Accepted Accounting Principles adopted in India.

For S K Ram Associates
Chartered Accountants
ICAI Firm Registration Number: 2842S



R. Balaji
Membership Number: 202916
Place of Signature: Chennai
Date: 3rd May 2019.

NETWORK PROGRAMS USA INC

Audited Balance sheet as at 31st Mar 2019

(All amounts in USD lakhs, unless otherwise stated)

	Notes	As at March 31, 2019	As at March 31, 2018
Assets			
Current assets			
Financial assets			
- Trade receivables	2.1	5.59	4.91
- Cash and cash equivalents	2.2	0.17	0.37
Other current assets	2.3	0.05	0.00
Total		5.81	5.28
Assets Total		5.81	5.28
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.4	0.50	0.50
- Reserves and surplus	2.5	(5.75)	(5.51)
Total		(5.25)	(5.01)
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	2.6	5.05	5.55
Total		5.05	5.55
Current liabilities			
Financial liabilities			
- Borrowings	2.7	-	2.00
- Trade payables	2.8	2.51	2.43
- Other financial liabilities	2.9	3.50	0.31
TOTAL		6.01	4.74
Liabilities Total		5.81	5.28

Significant Accounting Policies & Other Notes	1
Notes to the Balance Sheet	2
As per our report of even date	

For S K RAM ASSOCIATES

Firm Registration No.28425

Chartered Accountants

B. Balaji

Membership No.202916



For and on behalf of the Board

M. Mehta
Director

Director

Place: Chennai, India

Date : 3rd May 2019

NETWORK PROGRAMS USA INC

Audited Statement of Profit and loss account for the year ended 31st Mar 2019

(All amounts in USD lakhs, unless otherwise stated)


	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Continuing operations			
Income			
Revenue from operations	3.1	0.73	0.99
Other income	3.2	-	0.72
Total revenue (I)		0.73	1.71
Expenses			
Cost of Services	3.3	0.65	0.89
Other expenses	3.4	0.14	0.35
Total (II)		0.79	1.24
Earnings before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		(0.07)	0.47
Finance costs (Net)	3.5	0.17	0.20
Profit/(loss) before tax		(0.24)	0.27
Profit/(loss) for the year from continuing operations		(0.24)	0.27
Significant Accounting Policies & Other Notes	1		
Notes to the Statement of Profit and Loss Account	3		
As per our report of even date			

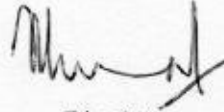
For S K RAM ASSOCIATES
Firm Registration No.2842S
Chartered Accountants


R. Balaji
Membership No.202916



For and on behalf of the Board


Director


Director

Place: Chennai, India
Date : 3rd May 2019

NETWORK PROGRAMS USA INC*(All amounts in US Dollars lakhs, unless otherwise stated)***1. Other Notes forming part of Financial Statements for the Year Ended March 31, 2019.****1.6. The transactions with its related parties are as follows :**

Particulars	Ultimate Holding Company	Holding Company	Fellow Subsidiary
Purchases		0.6 (0.9)	- -
Sales		- -	0.7 (1.0)
Receivables		- -	5.6 (5.2)
Payables		2.5 (2.4)	5.8 (4.8)
Unsecured Loan	3 (3.0)	-	-

Note: Item under parenthesis represent previous year figures

1.7. RELATED PARTY INTEREST IN CONTRACTS:

The key persons of the company are neither directly nor indirectly interested in any contract with the company other than the following:
Shri Malcolm F Mehta is the key person of the company and is also the Executive Director of Inspirisys Solutions Limited, the holding company.

1.8. Capital Commitments:

The Company has no capital commitments, which would require disclosure as at March 31, 2019.

1.9. Contingent Liabilities:

There are no contingent liabilities as at the balance sheet date, which would require provision or disclosure.

1.10. Earning per Share

The earnings considered in ascertaining the company's basic and diluted earnings per share comprise of the net profit/(loss) after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The number of shares used in computing the diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of shares if any which would have been issued on the conversion of all dilutive potential equity shares.

1.11. Measurement of EBITDA

The company measures EBITDA on the basis of profit/(loss) from continuing operations. In its measurement does not include depreciation and amortization expense, finance costs and tax expense

1.12. Comparative Figures:

The previous year's balances have been regrouped / reclassified wherever necessary to conform to the current year's presentation.

As per our report attached

For S K RAM ASSOCIATES
Firm Registration No.2842S
Chartered Accountants

R. Bafaji
Membership No.202916

Place: Chennai, India
Date : 3rd May 2019

For and on behalf of the Board

M. Mehta
Director

[Signature]
Director

NETWORK PROGRAMS USA INC

(All amounts in USD lakhs, unless otherwise stated)

Cash Flow Statement for the period	Year ended 31 March 2019	Year ended 31 March 2018
<u>Cash flows from operating activities</u>		
Net profit / (loss) for the year before tax Adjustment for:	(0.24)	0.27
Depreciation on fixed assets	-	-
Operating profit / (loss) before reinvestment of capital	(0.24)	0.27
(Increase)/Decrease in Trade receivables	(0.68)	(0.79)
(Increase)/Decrease in current assets	-	-
Increase/(Decrease) in trade and other payables	0.08	0.30
Cash generated from / (used in) operations	(0.84)	(0.22)
<u>Tax (paid)</u>	-	-
Net cash flows from operating activities	(0.84)	(0.22)
<u>Cash flows from investing activities:</u>		
Acquisition of non current assets & CWIP	-	-
Net cash flows from/ (used in) investing activities	-	-
<u>Cash flows from financing activities:</u>		
Proceeds from Long-term borrowings	(2.50)	0.03
Proceeds from inter-company	3.19	-
Net cash flows from/ (used in) financing activities	0.69	0.03
<u>Net Increase/(decrease) in cash & cash equivalents</u>	(0.14)	(0.19)
Cash & cash equivalents at the beginning of the year	0.37	0.56
Cash & Cash equivalents at end of the year	0.22	0.37
<i>As per our report of even date</i>	0.0	

For S K RAM ASSOCIATES

Firm Registration No.2842S

Chartered Accountants



R. Balaji

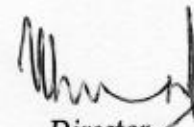
Membership No.202916



For and on behalf of the Board



Director



Director

Place: Chennai, India

Date : 3rd May 2019

NETWORK PROGRAMS USA INC

As at March 31, 2019 As at March 31, 2018

2. Notes to the balance sheet

(All amounts in USD lakhs, unless otherwise stated)

Assets

2.1 Trade receivables

Current

Considered good

Total

5.59

4.91

5.59

4.91

2.2 Cash and bank balances

Cash and cash equivalents

Balances with banks - current accounts

Total

0.17

0.37

0.17

0.37

2.3 Other current assets

Unbilled revenue

Total

0.05

-

0.05

-

2.4 Share capital

Issued, Subscribed & Paid up

1500 (March 31, 2018: 1500) equity shares without par value

0.50

0.50

2.5 Other Equity

Retained earnings

(5.52)

(5.78)

Profit/(Loss) For The Year

(0.24)

0.27

Balance as at the end of the year

Total

(5.75)

(5.51)

(5.75)

(5.51)

2.6 Borrowings

Non-current

Unsecured

Loans and advances from related parties

Total

5.05

5.55

5.05

5.55

2.7 Borrowings

Current

Unsecured

-Term Loans from related party

Total

-

2.00

-

2.00

2.8 Trade payables

Dues other than MSMED

Total

2.51

2.43

2.51

2.43

2.9 Other financial liabilities

Current maturities of finance lease obligations

Other accrued liabilities

Total

3.00


-

0.50

0.31

3.50

0.31

MF. 

NETWORK PROGRAMS USA INC

Year ended
31 March 2019

Year ended
31 March 2018

3. Notes to the Statement of Profit and Loss account for the year ended
(All amounts in USD lakhs, unless otherwise stated)

3.1 Revenue from operations

Revenue from operations	0.73	0.99
Sale of services	0.73	0.99
Revenue from operations (net)	0.73	0.99

3.2 Other income

Other non-operating income	-	0.72
Liability no longer required written back	-	0.72
Total	-	0.72

3.3 Cost of Services

Sub-contracting and outsourcing cost	0.65	0.89
Total	0.65	0.89

3.4 Other expenses

Legal and professional fees	0.14	0.14
Bad debts written off	0.00	0.21
Miscellaneous expenses	0.00	0.00
Total	0.14	0.35

3.5 Finance costs

Interest	0.17	0.20
Bank charges & Commission	0.17	0.20
Total	0.17	0.20

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NETWORK PROGRAMS USA INC

(All amounts in US Dollars lakhs, unless otherwise stated)

1. Other Notes forming part of Financial Statements for the Year Ended March 31, 2019.

1.1 Legal status and business activity:

NETWORK PROGRAMS USA INC, a company incorporated under the state laws of Delaware, USA. The company is primarily engaged in rendering software services.

1.2 Tangible Assets:

There is no Fixed Assets in the company.

1.3 Sundry debtors / Sundry creditors / Loans & advances

The company has sought for confirmation from concerned parties in respect of major balances stated at their values shown under sundry debtors, sundry creditors and loans & advances outstanding as at the year end, which is subject to confirmation.

1.4. REVENUE RECOGNITION:

Revenue is generally accounted for on accrual basis and is recognized as follows:

a) Services: Revenue is recognized over the period in which the service is provided.

b) Software services:
Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last billing to the Balance Sheet date is recognized as unbilled revenues.

Revenue from fixed-price and fixed-timeframe contracts, where there is no uncertainty as to measurement or collectability of consideration, is recognized based upon the percentage of completion method. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current estimates.

1.5. RELATED PARTIES TRANSACTION

Name of the Party	Nature of Relationship
Accel Frontline Limited, India	Holding company
CAC Holdings Corporation Japan	Ultimate Holding Company
Inspirisys Solutions North America Inc	Fellow Subsidiary
Inspirisys Solutions Japan Kabushiki Kaishai	Fellow Subsidiary
Inspirisys Solutions Europe Ltd UK	Fellow Subsidiary

KEY MANAGERIAL PERSONNEL:

Shri. Malcolm F. Mehta	Director
Shri. Murali Gopalakrishnan	Director

