

## DIRECTORS' REPORT

TO  
THE MEMBERS

Your Directors have pleasure in presenting the Ninth Annual Report of your Company together with the Audited Statement of Accounts for the Financial Year ended March 31, 2015.

### FINANCIALS RESULTS

The Financials Results of the Company for the year April 01, 2014 to March 2015 are given below:

Particulars	<i>(Rupees in lacs)</i>	
	2014 - 2015	2013 - 2014
<b>Gross Income</b>	<b>449.23</b>	<b>595.66</b>
Profit / (Loss) before depreciation	320.30	458.44
Depreciation	1.01	5.52
Profit / (Loss) for the period	319.29	452.92
Provision For Taxation	(105.54)	(122.53)
Current Tax	(97.28)	(141.77)
(Short) / Excess Provision for the earlier year	(0.13)	-
Deferred Tax	(8.13)	19.25
<b>Net Profit / (Loss) for the period</b>	<b>213.75</b>	<b>330.40</b>
Profit & Loss Account Brought Forward	213.41	530.28
Less: Adjusted in respect of assets whose useful life became Nil due to change in useful life	(0.24)	-
<b>Amount available for appropriation</b>	<b>426.92</b>	<b>860.68</b>
Less: Proposed Dividend	-	525.00
Less : Dividend Distribution Tax	-	89.22
Less : Transfer to General Reserve	-	33.04
<b>Balance in Profit &amp; Loss Account</b>	<b>426.92</b>	<b>213.41</b>

### DIVIDEND

The Directors do not recommend a dividend for the financial year 2014-15.

### OPERATIONS

Your Company continues to act as the Investment Manager of Axis Infrastructure Fund 1 (AIF1 or the Fund) and earned revenue of Rs. 2.98 crore in the fiscal year 2014-15. During the year, your Company reduced the management fee chargeable from the Fund from 2.0% to 1.4% calculated on an amount equal to the gross contribution made by the contributors to the Fund reduced by the cost of the investments sold off.

Till date, AIF1 has made following draw-downs from the investors which aggregate to Rs.461.50 Crores. Out of this Rs. 389.10 crore was invested in the portfolio companies.

The details of the drawdown are given below:

(Rupees in Crores)

Drawdown Date	Due Date	Amount
June 20, 2008	July 06, 2008	256.20
Sept. 10, 2008	Sept. 24, 2008	50.00
Oct. 03, 2008	Oct. 17, 2008	35.40
May 21, 2009	June 05, 2009	44.32
Dec. 08, 2009	Dec. 22, 2009	22.04
July 08, 2010	July 22, 2010	13.42
Nov. 09, 2010	Dec. 03, 2010	7.19
April 19, 2011	May 18, 2011	6.71
Oct. 21, 2011	Nov. 03, 2011	7.00
April 17, 2012	May 02, 2012	7.32
Oct. 17, 2012	Oct. 31, 2012	2.50
May 22, 2013	June 04, 2013	2.50
Sept. 26, 2013	Oct. 10, 2013	2.50
March 28, 2014	April 14, 2014	2.20
Sept. 30, 2014	Oct. 14, 2014	2.20
<b>Total</b>		<b>461.50</b>

AIF1 has made the following investments till date.

Investee Companies	Rupees in Crores	Investment during
Corrttech International Private Limited	67.75	Jul - Dec 2008
Neesa Leisure Limited	76.24	Jul - Sept. 2008
Vishwa Infrastructure & Services Private Limited	61.46	Jul - Sept. 2008
Harish Chandra (India) Limited	122.12	Jul - Dec 2008
Shalivahana Green Energy Limited	61.53	Apr. 09 - Dec. 2010
<b>Total</b>	<b>389.1</b>	

AIF1 has made the following divestments till date:

Investee Companies	Rupees in Crores	Disvestment during
Vishwa Infrastructure & Services (AIF1 has completely exited from this Company by selling its stake to NEA FVCI Limited and Olympus Capital)	323.63	May - Sept. 2011
Harish Chandra (India) Limited* (AIF1 has completely exited from this Company by selling its stake to the Promoters / their nominees)	9.34	Mar-12
Shalivahana Green Energy Limited (AIF1 has completely exited from this Company by selling its stake to AMP Capital)	87.77	May-12
<b>Total</b>	<b>420.74</b>	

\*The Fund is yet to receive Rs. 9.24 Cr for which it is pursuing legal action against the purchasers. The fund does not have any outstanding investment commitments as on date.

## **REDUCTION OF SHARE CAPITAL**

The Board of Directors had approved the reduction of Share Capital so as to reduce the face value of equity shares from Rs.10/- per share to Re. 1/- per Equity Share keeping the number of shares intact, subject to the approval of the Members and the Hon'ble High Court, Bombay. Accordingly, the reduction of Share Capital was approved by the Members on 19th January, 2015. An application for reduction in Share Capital has been filed with the Bombay High Court.

The Issued and Paid-up Share Capital of the Company presently stands at Rs.15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs. 10/- each.

## **NUMBER OF MEETINGS OF THE BOARD**

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Mumbai. The Board met four times in financial year 2015 viz., on April 08, 2014, July 29, 2014, October 27, 2014 and January 19, 2015.

## **NOMINATION & REMUNERATION COMMITTEE**

The Nomination Committee was renamed as 'Nomination and Remuneration Committee' w.e.f 08<sup>th</sup> April, 2014. The Nomination & Remuneration Committee consists of Mr. R.B.L Vaish, Mr. Rajeev Thakore and Mr. V Srinivasan as members and is chaired by Mr. V. Srinivasan.

## **AUDIT COMMITTEE**

The Audit & Remuneration Committee was renamed as 'Audit Committee' w.e.f 08<sup>th</sup> April, 2015. The Audit Committee consists of Mr. Rajeev Thakore, Mr. V Srinivasan and Mr. R.B.L Vaish as members and is chaired by Mr. Rajeev Thakore.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors hereby declares and confirms that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- (ii) such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date,
- (iii) proper and sufficient care has been taken 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 fraud and other irregularities,
- iv) the annual financial statements have been prepared on a going concern basis
- v) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively



## BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed the following Non-Executive Directors are Independent in terms of Section 149(6) of the Companies Act, 2013 :-

- a) Mr. Rajeev Thakore
- b) Mr. R B L Vaish

## REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in Annexure I.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1)

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as Annexure II.

## PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

- i) Considering the nature of activities of the company, the provisions of Section 134(3)(m) of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to the Company.
- ii) There was no foreign exchange earnings and outgo during the year.

## DIRECTORS

During the year, Mr. S.K Tuteja resigned as a Director with effect from 14<sup>th</sup> August, 2014. The Board has placed on record its appreciation of valuable contributions made by Mr. S.K Tuteja during his tenure as a Director.

Mr. Sidharth Rath was appointed by Axis Bank Limited as its nominee in place of Mr. R.B.L Vaish. Consequently, Mr. R.B.L Vaish resigned as a Director with effect from 28<sup>th</sup> October, 2014.

The Board of Directors appointed Mr. R.B.L Vaish in the category of Independent Director with effect from 13th November, 2014. Thereafter, at the Extraordinary General Meeting (EGM) of the Company held on 19th January, 2015, the Members of the Company appointed the said Director as Independent Director under the Companies Act, 2013 for a period of 5 years with effect from 13th November, 2014 up to 12<sup>th</sup> November, 2019.

The Board of Directors had also appointed Mr. Rajeev Thakore in the category of Independent Director with effect from 19<sup>th</sup> January, 2015. Thereafter, at the Extraordinary General Meeting (EGM) of the Company held on 19th January, 2015, the Members of the Company appointed the said Director as Independent Director under the Companies Act, 2013 for a period of 5 years with effect from 19<sup>th</sup> January, 2015 up to 18<sup>th</sup> January, 2020.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Sidharth Rath retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment as a Director of the Company.

#### **AUDITOR'S APPOINTMENT**

The Statutory Auditors, M/s H.N. Motiwalla & Co., Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for re-appointment. They have confirmed their eligibility under Section 141(1) of the Companies Act, 2013 and the Rules framed there under for re-appointment as Auditors of the Company.

#### **APPOINTMENT OF CHIEF FINANCIAL OFFICER OF THE COMPANY**

In compliance to Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Bandish Satra was appointed as Chief Financial Officer of the Company with effect from 19<sup>th</sup> January, 2015.

#### **APPOINTMENT OF COMPANY SECRETARY**

Mr. Amol Chitnavis resigned from the post of Company Secretary with effect from 20<sup>th</sup> January, 2015 and Board appointed Ms. Cynthia Pacheco as Company Secretary with effect from 20<sup>th</sup> January, 2015.

#### **PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 (12) read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is applicable only for listed company. Hence the above data is not applicable.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure III".

#### **PUBLIC DEPOSITS**

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### **ACKNOWLEDGEMENT**

The Board places on record its gratitude to Axis Bank and its officers for their support and cooperation.

The Board of Directors also places on record its gratitude to the Reserve Bank of India, Securities Exchange Board of India and other government and regulatory authorities for their support.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 13th April, 2015

  
R B L Vaish  
Chairman  
DIN 00150310



## ANNEXURE I TO THE DIRECTORS REPORTS

### NOMINATION & REMUNERATION POLICY

#### Criteria of selection of Non Executive Directors/ Independent Directors

The Non Executive Directors/ Independent Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the Nomination & Remuneration Committee (N&R Committee) shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

#### Remuneration

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of

#### Criteria for selection / appointment - CEO & Managing Director /Acting CEO

For the purpose of selection of the CEO & MD / Acting CEO, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

#### Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the CEO & Managing Director / Acting CEO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director / Acting CEO within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director / Acting CEO is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.

**ANNEXURE II TO THE DIRECTORS REPORTS**

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereof

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

S No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board / Audit Committee, if any	Amount paid as advances, if any:
	Axis Bank Limited-Holding Company	Leasing / Property Rent, reimbursement of expenses i.e Property Taxes, Society Outgoings, Electricity charges/ Water charges, telephone charges, housekeeping & security charges, any other charges/facilities if any related to the premises, deputation charges, and Availing of Banking Services	ongoing	Leasing / property rent- Rs 78,935/- p.m	Approved by Audit Committee on 29 <sup>th</sup> July, 2014	-

ANNEXURE III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31<sup>st</sup> March, 2015

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN:- U66020MH2006PLC165039
- ii) Registration Date: 3<sup>rd</sup> October, 2006
- iii) Name of the Company: Axis Private Equity Limited
- iv) Category / Sub-Category of the Company: Company Limited by Shares
- v) Address of the registered office and contact details: Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai 400025.  
Telephone No. 022 24255807  
Email address: cpacheco@axispe.com; sjain@axispe.com
- vi) Whether listed company Yes / No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any: Karvy Computershare Pvt. Limited

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products /	NIC Code of the Product/ service	% to total turnover of the company
1	FINANCIAL ADVISORS	67190	100%



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S NO.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY-/ ASSOCIATES	% OF SHARE HELD	APPLICABLE SECTION
1	AXIS BANK LIMITED	L65110GJ1993P LC020769	HOLDING	99.99966%	SECTION 2(46) OF THE COMPANIES

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF									
b) Central Govt.									
c) State Govts.									
d) Bodies Corp.									
e) Bank / FI	1,49,99,940.00	-	1,49,99,940.00	99.99960%	1,49,99,940.00	-	1,49,99,940.00	99.99960%	-
f) Any Other	60.00	-	60.00	0.00040%	60.00	-	60.00	0.00040%	-
<b>Sub-total (A) (1) :-</b>	<b>1,50,00,000.00</b>	<b>-</b>	<b>1,50,00,000.00</b>		<b>1,50,00,000.00</b>	<b>-</b>	<b>1,50,00,000.00</b>		
<b>Grand Total</b>	<b>1,50,00,000.00</b>	<b>-</b>	<b>1,50,00,000.00</b>		<b>1,50,00,000.00</b>	<b>-</b>	<b>1,50,00,000.00</b>		

ii) Shareholding Pattern

S.No	Shareholders Name	Shareholding At the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
		No of Shares	% of total Shares of the company	No of Shares	% of total Shares of the company	
1	Axis Bank Limited	1,49,99,940.00	99.99960%	1,49,99,940.00	99.99960%	-
2	Anirban Chakraborty	10.00	0.00007%	10.00	0.00007%	-
3	Bipin Kumar Saraf	10.00	0.00007%	10.00	0.00007%	-
4	Sidharth Rath	10.00	0.00007%	10.00	0.00007%	-
5	V Srinivasan	10.00	0.00007%	10.00	0.00007%	-
6	Shashikant Rathi	10.00	0.00007%	10.00	0.00007%	-
7	Ramesh Bammi	10.00	0.00007%	-	-	-
8	Rajiv Anand	-	-	10.00	0.00007%	-
	<b>Total</b>	<b>1,50,00,000.00</b>	<b>100.00%</b>	<b>1,50,00,000.00</b>	<b>100.00%</b>	

iii) Change in Promoter's Shareholding (Please specify, if there is no change)

S.No.		Shareholding At the beginning	
		No of Shares	% of total Shares of the company
	At the beginning of the year	No Change during the year	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase		
	At the End of the year		

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	For Each of the Top 10 Shareholders	Shareholding At the beginning of the year	
		No of Shares	% of total Shares of the
	At the beginning of the year	Not Applicable	
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase		
	At the End of the year		

## (v) Shareholding of Directors and Key Managerial Personnel:

S.No.	For Each of the Directors and KMP	Shareholding At the beginning of the year	
		No of Shares	% of total Shares of the
	At the beginning of the year	20.00	0.000134%
	Date wise Increase / Decrease in Promoters Share	-	
	At the End of the year	20.00	0.000134%

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Addition				
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

S. No.	Particulars of Remuneration	Name of MD/WFD/Manager	Total Amount
		<b>Shreyans Jain</b>	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45,14,299	45,14,299
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21,600	21,600
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify...		
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>45,35,899</b>	<b>45,35,899</b>
	Ceiling as per the Act	42,00,000	42,00,000

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Rajeev Thakore	R.B.L Vaish	S K Tuteja	
3.	Independent Directors				
	Fee for attending board committee meetings	1,40,000	1,00,000	80,000	3,20,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>1,40,000</b>	<b>1,00,000</b>	<b>80,000</b>	<b>3,20,000</b>
4.	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>1,40,000</b>	<b>1,00,000</b>	<b>80,000</b>	<b>3,20,000</b>
	Total Managerial Remuneration				
	Overall Ceiling as per the Act - Per Meeting of Board / Committee	1,00,000	1,00,000	1,00,000	3,00,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

The CFO & the Company Secretary are on deputation from Axis Bank Limited, the holding company. An amount of Rs. 17.05 Lacs was paid during the year to Axis Bank Limited towards the services of these professionals exclusive of service tax.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



## INDEPENDENT AUDITORS' REPORT

The Members of Axis Private Equity Limited

Report on the Financial Statements

We have audited the accompanying financial statements of, Axis Private Equity Limited which comprise the Balance Sheet as at March 31, 2015 the Statement of Profit and Loss, the 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

The Company's Board of Directors is responsible for the matters 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 the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were 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.

### Auditor's Responsibility

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.

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 true and fair view in order to design audit procedures that are appropriate in the circumstances but An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

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;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Report on other Legal and Regulatory Requirements

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 Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.

As required by section 143(3) of the Act, we 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 purposes 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, the 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) There are no material observations or comments, which may have an adverse effect on the functioning of the company.
- g) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us
  - (i) The Company does not have any pending litigations and therefore disclosing impact on its financial position in its financial statements does not arise.
  - (ii) The Company does not have for material foreseeable loss if any, on long term contracts including derivative contracts.
  - (ii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or, following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which required to be transferred.

For H. N. Motiwalla & Co.  
Chartered Accountants  
Firm Reg. No : 111949W

*D N Shah*

(D. N. SHAH)  
Partner  
Membership No. 030566

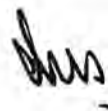
Place: Mumbai  
Dated: April 14, 2015

## **Annexure to Independent Auditor's Report**

**Referred to in Paragraph 1 under the heading of "Report on other Legal & Regulatory Requirements" of our Report of even date**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets  
  
(b) As explained to us, fixed assets have been physically verified by the management during the year, no material discrepancies were noticed on such verification.
2. The company's nature of operation does not require to hold any inventory, hence this clause is not applicable
3. (a) The Company has granted loan to (employee trust) covered in the register maintained under section 189 of the Companies Act amounting to Rs 1.86 lakhs, free of interest.  
  
(b) The company has not taken any secured or unsecured loan from any party covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchases of fixed assets and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in system of internal control.
5. According to the information and explanations given to us, the company has not accepted any deposit from the public as defined under the provisions of section 73 of the Companies Act, 2013
6. No maintenance of cost record has been prescribed by the Central Government under of sub section (1) of section 148 of the Act, and hence this clause is not applicable.
7. (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Custom Duty, Excise duty, cess and any other statutory dues have generally been deposited on time during the year with the appropriate authorities,. There are no arrears of the aforesaid dues as on the date of the Balance Sheet outstanding for more than six months from the date they became payable.



(b) According to the records of the Company, and according to information and explanations given to us the dues of Income-tax/Sales-tax/Wealth-tax/Service-tax/ Custom-duty/ Excise-duty/Cess which have not been deposited on account of any disputes are as under:

Sr. No	Name of the Statute	Nature of Dues	Amount (Rs)	Forum where dispute is pending
1.	Income tax Act, 1961	Penalty u/s 271(1)(c)	36,16,668/-	Appeal with CIT(A)
2.	Service tax	Assessment dues	12,57,365/-	Appeal pending with Commissioner of Service tax

(c) This clause is not applicable as no amount is required to be transferred to investor education and protection fund

8. The Company has no accumulated losses at the end of the current financial year. The company has not incurred cash losses during the financial year and in immediately preceding financial year.
9. According to the records of the company and as per the information and explanations given to us there was no default in repayment of dues to a financial institution or bank.
10. According to the records of the company, and as per the information and explanations given to us the Company has not given guarantees for loans taken by others from banks and financial Institutions.
11. According to the records of the company, and as per the information and explanations given to us, the Company has not taken the term loan and hence provision of the order is not applicable.
12. According to the records of the company, and as per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

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**AXIS PRIVATE EQUITY LIMITED**  
(formerly UBL Asset Management Company Limited)

BALANCE SHEET AS AT MARCH 31, 2015

(Rs. in Lakhs)

Particulars	Note	March 31, 2015	March 31, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
- Share capital	1.1	1,500.00	1,500.00
- Reserves and surplus	1.2	459.96	246.45
- Money received against share warrants		-	-
Sub-Total (A)		1,959.96	1,746.45
<b>2. SHARE APPLICATION MONEY PENDING ALLOTMENT</b>			
Sub-Total (B)		-	-
<b>3. NON-CURRENT LIABILITIES</b>			
- Long-term Borrowings			-
- Deferred Tax Liabilities (net)	2.1		-
- Other Long-term Liabilities			-
- Long-term Provisions	2.2	18.58	17.72
Sub-Total (C)		18.58	17.72
<b>4. CURRENT LIABILITIES</b>			
- Short-Term Borrowings			-
- Trade Payables			-
- Other Current Liabilities			-
- Short-term Provisions	3.1	10.69	636.86
Sub-Total (D)		10.69	636.86
Total		1,989.23	2,401.04
<b>II. ASSETS</b>			
<b>5. NON-CURRENT ASSETS</b>			
- Fixed Assets			
Tangible Assets	4.1	0.54	1.10
Intangible Assets	4.1		0.69
Capital work-in-progress			-
Intangible assets under Development			-
- Non-current investments	5.1	1,200.48	353.87
- Deferred Tax Assets (net)	2.1	23.93	32.06
- Long-term Loans and Advances	5.2	3.44	3.23
- Other Non-current Assets	5.3	150.44	151.35
Sub-Total (E)		1,378.83	542.29
<b>6. CURRENT ASSETS</b>			
- Current investments			-
- Inventories			-
- Trade Receivables	6.1	46.74	20.99
- Cash and Cash Equivalents	6.2	509.83	1,696.47
- Short-term Loans and Advances			-
- Other Current Assets	6.3	53.82	141.29
Sub-Total (F)		610.40	1,858.75
Total		1,989.23	2,401.04
Significant accounting policies	11.0		

Notes 1 to 22 forms an integral part of this Accounts.

AS PER OUR REPORT OF EVEN DATE  
FOR H. N. MOTIWALLA & CO.,  
CHARTERED ACCOUNTANTS

(For and on behalf of the Board of Directors)

**D. N. SHAH**

[D N SHAH]  
PARTNER  
MEM. NO. 030566  
MUMBAI

**BANDISH SATRA**  
CHIEF FINANCIAL OFFICER  
MUMBAI  
APRIL 13, 2015

**R B VAISH**  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

**SHREYANS JAIN**  
ACTING CEO  
MUMBAI  
APRIL 13, 2015

**V SRINIVASAN**  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

**CYNTHIA PACHECO**  
COMPANY SECRETARY  
MUMBAI  
APRIL 13, 2015

**14 APR 2015**

AXIS PRIVATE EQUITY LIMITED  
(formerly UBL Asset Management Company Limited)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2015

(Rs. in Lakhs)

Particulars	Note No	For the year ended March 31, 2015	For the year ended March 31, 2014
<b>(i) Revenue from Operation*s</b>	7.1		
- Sale of Services		298.35	416.52
		298.35	416.52
<b>(ii) Other income</b>	8.1	150.88	179.14
<b>Total revenue ( i + ii )</b>		<b>449.23</b>	<b>595.66</b>
<b>Expenses</b>			
- Employee benefit expenses	9.1	52.67	50.75
- Depreciation and amortisation expense	4.1	1.01	5.52
- Other Expenses	10.1	76.26	86.46
<b>Total expenses</b>		<b>129.93</b>	<b>142.74</b>
<b>Profit before exceptional and extra-ordinary items and Tax</b>		<b>319.29</b>	<b>452.92</b>
Exceptional items		-	-
<b>Profit before extra-ordinary items and Tax</b>		<b>319.29</b>	<b>452.92</b>
Extra-ordinary items		-	-
<b>Profit Before Tax</b>		<b>319.29</b>	<b>452.92</b>
- Tax Expense			
Current Tax		97.28	141.77
Short / (Excess) provision for tax of earlier year(s)		0.13	-
Deferred Tax		8.13	(19.25)
<b>Total Tax</b>		<b>105.54</b>	<b>122.53</b>
<b>Profit and Loss from Continuing operations</b>		<b>213.75</b>	<b>330.40</b>
Profit and Loss from discontinuing operations		-	-
Tax expense on discontinuing operations		-	-
Profit / (loss) from discontinuing Operations (after tax)		-	-
<b>Profit / (loss) for the period</b>		<b>213.75</b>	<b>330.40</b>
<b>Equity Share of Par value Rs. 10 each</b>			
Basic		1.43	2.20
Diluted		1.43	2.20

AS PER OUR REPORT OF EVEN DATE  
FOR H. N. MOTIWALLA & CO.,  
CHARTERED ACCOUNTANTS



[D N SHAH]  
PARTNER  
MEM. NO. 030566  
MUMBAI  
14 APR 2015

*Bandish Satra*

BANDISH SATRA  
CHIEF FINANCIAL OFFICER  
MUMBAI  
APRIL 13, 2015

For and on behalf of the Board of Directors

*R B L Vaish*

R B L VAISH  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

*Shreyans Jain*

SHREYANS JAIN  
ACTING CEO  
MUMBAI  
APRIL 13, 2015

*V Srinivasan*

V SRINIVASAN  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

*Cynthia Pacheco*

CYNTHIA PACHECO  
COMPANY SECRETARY  
MUMBAI  
APRIL 13, 2015



**AXIS PRIVATE EQUITY LIMITED**  
(formerly UBL Asset Management Company Limited)

**CASHFLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2015**

(Rs. in Lakhs)

Particulars	2014-15		2013-14	
<b>A. CASHFLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax and extraordinary items	319.29		452.92	
<u>Adjustments for:</u>				
Depreciation	1.01		5.52	
Interest Income	(150.88)		(179.14)	
Provision for expenses	(1.42)		0.58	
Loss on Sale of Fixed Assets	-		-	
Prior Period Expenses	-		-	
Operating Profit before changes in Operating Assets	168.00		279.89	
<u>(Increase) / decrease in Operating Assets</u>				
Loan & Advances/Trade Receivable	62.40		(68.01)	
<u>Increase / (Decrease) in Operating Liabilities</u>				
Current Liabilities	(106.95)		(134.96)	
Cash generated from Operations	123.45		76.92	
Interest on Income Tax Refund	-		-	
Prior Period Adjustments (excess provision)	(0.13)		-	
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>		123.32		76.92
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase/Sale of Fixed Assets			1.07	
Investment in AIF1 (Subscription to Class B Units)	-		-	
Interest Received	150.88		179.14	
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		150.88		180.21
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Dividend And Dividend Distribution Tax	(614.22)		-	
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>		(614.22)		-
<b>D. NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		(340.03)		257.13
Cash and Cash Equivalent at the beginning of the year		2,049.86		1,792.73
Cash and Cash Equivalent at the end of the year		1,709.83		2,049.86

AS PER OUR REPORT OF EVEN DATE  
FOR H. N. MOTIWALLA & CO.,  
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors



[D N SHAH]  
PARTNER  
MEM. NO. 030566  
MUMBAI  
**14 APR 2015**

*Bandish Satra*

BANDISH SATRA  
CHIEF FINANCIAL OFFICER  
MUMBAI  
APRIL 13, 2015

*[Signature]*

R B L VAISH  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

*[Signature]*

SHREYANS JAIN  
ACTING CEO  
MUMBAI  
APRIL 13, 2015

*[Signature]*

V SRINIVASAN  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

*[Signature]*

CYNTHIA PACHECO  
COMPANY SECRETARY  
MUMBAI  
APRIL 13, 2015

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015

1.1 - Share Capital

(Rs. in Lakhs)

SN.	Particulars	March 31, 2015	March 31, 2014
A	<b>Authorised</b> 1,50,00,000 (PY: 1,50,00,000) Equity Shares of Rs. 10/- each	1,500.00	1,500.00
		<b>1,500.00</b>	<b>1,500.00</b>
B a	<b>Issued, Subscribed and fully Paid-up</b> <b>EQUITY SHARE CAPITAL</b> 1,50,00,000 (PY: 1,50,00,000) Equity Shares of Rs. 10/- each	1,500.00	1,500.00
		<b>1,500.00</b>	<b>1,500.00</b>
I	<b>Details of Shareholding as at March 31, 2015</b>		
	i. Equity Shares held by various entities ...		
	- 1,50,00,000 (PY: 1,50,00,000) Equity Shares of Rs. 10/- each held by Axis Bank Limited		
	ii. Shareholders holding more than 5 % of Equity Shares:		
	- 1,50,00,000 Equity Shares of Rs. 10/-each held by M/s. Axis Bank Limited - 100%		
II	<b>Reconciliation of the number of Equity Shares outstanding</b>	<b>31-Mar-2015</b>	<b>31-Mar-2014</b>
	<b>Particulars</b>	<b>Number of Shares</b>	<b>Number of Shares</b>
	Number of shares at the beginning of the year	150	150
	Add: Shares issued	-	-
	Less: Shares forfeited	-	-
	Number of shares at the end of year	150	150
III	Each equity share is entitled to one voting right only		

1.2 - Reserves and Surplus

(Rs. in Lakhs)

Particulars	Opening as at 01/04/2014	Additions	Deductions/ Adjustments	Balance as at 31/03/2015
General Reserves	33.04	-	-	33.04
Profit and Loss Account	213.41	213.75	(0.24)	426.92
<b>Total</b>	<b>246.45</b>	<b>213.75</b>	<b>(0.24)</b>	<b>459.96</b>

Details of Profit and Loss Surplus is as given below

A. General Reserves

(Rs. in Lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Balance brought forward	33.04	-
Transfer from Profit & Loss Account	-	33.04
<b>Balance Carried Forward</b>	<b>33.04</b>	<b>33.04</b>

B. Profit & Loss Account

(Rs. in Lakhs)

Particulars	As at	As at
	March 31, 2015	March 31, 2014
Balance brought forward	213.41	530.28
Net Profit after Tax	213.75	330.40
Adjusted in respect of assets whose useful life became Nil due to change in useful life	(0.24)	-
<b>Profit Available for Appropriation</b>	<b>426.92</b>	<b>860.68</b>
<b>Appropriations:</b>		
Transfer to General Reserves	-	(33.04)
Proposed Dividend	-	(525.00)
Dividend Distribution Tax	-	(89.22)
<b>Balance Carried Forward</b>	<b>426.92</b>	<b>213.41</b>

**AXIS PRIVATE EQUITY LIMITED**  
(formerly UBL Asset Management Company Limited)

**NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015**

**2.1 - Deferred Tax Liability (Net)**

*(Rs. in Lakhs)*

SN.	Particulars	March 31, 2015	March 31, 2014
A)	Deferred Tax Liability		
a.	Depreciation	-	-
	Sub-Total (A)	-	-
B)	Deferred Tax Asset		
a.	Depreciation / VRS / Gratuity	23.93	32.06
b.	Expenditure allowable u/s. 35D	-	-
	Sub-Total (B)	23.93	32.06
	Total : A - B	(23.93)	(32.06)

**2.2 - Long Term Provisions**

*(Rs. in Lakhs)*

Particulars	March 31, 2015	March 31, 2014
Provision for Employee Benefits		
- Provision for Gratuity	6.00	5.15
Other Provision		
- Provision for Service Tax	12.57	12.57
<b>Total</b>	<b>18.58</b>	<b>17.72</b>

**3.1 - Short Term Provisions**

*(Rs. in Lakhs)*

Particulars	March 31, 2015	March 31, 2014
Others		
- Provision for Expenses	7.93	10.21
- Statutory Dues	2.22	2.99
- Sundry Creditors	0.55	9.45
- Proposed Dividend		525.00
- Dividend Distribution Tax		69.22
<b>Total</b>	<b>10.69</b>	<b>636.86</b>



AXIS PRIVATE EQUITY LIMITED  
(formerly UBL Asset Management Company Limited)

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015

4.1 - Fixed Assets

(Rs. in Lakhs)

Particulars	Rate of Depreciation	Gross Block				Depreciation/Amortisation				Net Block	
		Opening as at April 01, 2014	Addition for the Year	Disposals/Other Adjustments	Closing as at March 31, 2015	Opening as at April 01, 2014	For the year	Deduction/ Adjustments	Closing as at March 31, 2015	Closing as at March 31, 2015	Opening as at April 01, 2014
<b>I. Tangible Assets</b>											
a Furniture and Fixtures	10.00%	0.35	-	-	0.35	0.04	0.03	-	0.07	0.27	0.31
b Office Equipments		4.12	-	0.24	3.88	3.52	0.11	-	3.63	0.25	0.60
c Others											
- Computer Hardware	33.33%	5.39	-	-	5.39	5.29	0.10	-	5.39	0.00	0.10
- Mobile Phones	50.00%	4.04	-	-	4.04	3.95	0.08	-	4.02	0.01	0.09
Sub Total - (I)		13.90	-	0.24	13.65	12.79	0.32	-	13.11	0.54	1.10
<b>II. Intangibles Assets</b>											
a Computer Software	20.00%	17.90	-	-	17.90	17.21	0.69	-	17.90		0.69
Sub Total - (II)		17.90	-	-	17.90	17.21	0.69	-	17.90	0.00	0.69
<b>III. Grand Total - (I+II)</b>		31.80	0.00	0.24	31.55	30.01	1.01	0.00	31.01	0.54	1.79
(Previous year's Figures)		36.08	-	4.29	31.80	27.70	5.52	3.22	30.01	1.79	8.38

AXIS PRIVATE EQUITY LIMITED  
(formerly UBL Asset Management Company Limited)

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015

5.1 - Non Current Investments

(Rs. in Lakhs)

SN.	Particulars	Face Value	Number	March 31, 2015	March 31, 2014
<b>B.</b>	<b>OTHER INVESTMENTS</b>				
a	Other Non current investments				
	- Subscription to Class B Units	10	4,750	0.48	0.48
	- Fixed Deposits with maturity of more than 12 months			1,200.00	353.39
	Total Non-Current Investments			1,200.48	353.87

5.2 - Long Term Loans and Advances

(Rs. in Lakhs)

SN.	Particulars	March 31, 2015	March 31, 2014
a	Unsecured, Considered good		
	- Loans and advances to related parties	1.86	1.65
	- Others	1.58	1.58
	Total	3.44	3.23

5.2 - Other Non Current Assets

(Rs. in Lakhs)

SN.	Particulars	March 31, 2015	March 31, 2014
I	Others		
	- Advance Tax (net of provision)	150.44	151.35
	Total	150.44	151.35

**AXIS PRIVATE EQUITY LIMITED**  
(formerly UBL Asset Management Company Limited)

**NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015**

**6.1 - Trade Receivables**

*(Rs. in Lakhs)*

Particulars	March 31, 2015	March 31, 2014
<b>a Secured, Considered good</b>		
- Outstanding for a period exceeding six months from its due date	-	-
- Others	46.74	20.99
<b>Total Trade receivables</b>	<b>46.74</b>	<b>20.99</b>

**6.2 - Cash and Cash Equivalents**

*(Rs. in Lakhs)*

SN.	Particulars	March 31, 2015	March 31, 2014
<b>A</b>	<b>Cash and Cash Equivalents</b>		
a	- Balance with Bank	109.83	99.86
	Sub-Total (A)	109.83	99.86
<b>B</b>	<b>Other Bank Balances</b>		
	Fixed Deposits held with Axis Bank Limited	1,600.00	1,950.00
	Less: Fixed Deposits with maturity of more than 12 months Transferred to Non Current Investment	(1,200.00)	(353.39)
	Fixed Deposits with maturity of less than 12 months	400.00	1,596.61
	Sub-Total (B)	400.00	1,596.61
	<b>Total Cash and Bank Balances ( A + B )</b>	<b>509.83</b>	<b>1,696.47</b>

**6.3 - Other Current Assets**

*(Rs. in Lakhs)*

Particulars	March 31, 2015	March 31, 2014
<b>Others</b>		
- Prepaid Expense	7.95	9.61
- Accrued interest on fixed deposits	43.57	129.49
- Cenvat Credit	2.31	2.19
<b>Total</b>	<b>53.82</b>	<b>141.29</b>



AXIS PRIVATE EQUITY LIMITED  
(formerly UBL Asset Management Company Limited)

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015

7.1 Revenue from Operations in respect of Finance Company

(Rs. in Lakhs)

SN.	Particulars	March 31, 2015	March 31, 2014
A.	<u>Revenue from Operations:</u> - Other Financial Services	298.35	416.52
	<b>Total Revenue from Operations ( A )</b>	<b>298.35</b>	<b>416.52</b>

8.1 - Other Income

(Rs. in Lakhs)

Particulars	March 31, 2015	March 31, 2014
Interest Income Current (Tax deducted at source Rs. 15.08 (P.Y (Rs. 17.91))	150.88	179.14
<b>Total</b>	<b>150.88</b>	<b>179.14</b>

AXIS PRIVATE EQUITY LIMITED  
(formerly UBL Asset Management Company Limited)

NOTES ON ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2015

9.1 - Employee Benefit Expenses

(Rs. in Lakhs)

	Particulars	March 31, 2015	March 31, 2014
	Salaries and Wages	45.14	43.56
	Contribution to Provident and Other Funds	2.34	2.34
	Other Benefits	4.06	4.04
	Staff Welfare Expenses	0.27	0.25
	Gratuity	0.86	0.57
	<b>Total</b>	<b>52.67</b>	<b>50.75</b>

10.1 - Other Expenses

(Rs. in Lakhs)

SN.	Particulars	March 31, 2015	March 31, 2014
a	Power and Fuel	1.05	0.91
b	Rent	9.47	9.47
c	Repairs and Maintenance of: - Others	5.44	5.02
	<b>Total Repairs &amp; Maintenance ( c )</b>	<b>5.44</b>	<b>5.02</b>
d	Insurance	10.12	9.45
e	<u>Payment to Auditors</u>		
	- As Auditor	1.90	1.90
	- As Tax Auditor	0.80	0.70
	- For Taxation Matters	0.00	1.68
	- For Other Services	0.00	0.40
	<b>Total Payment to Auditors ( e )</b>	<b>2.70</b>	<b>4.68</b>
f	Bad Debts / Advances Written Off	0.09	3.46
g	Books & Periodicals	0.01	0.03
h	Conference Expenses	0.48	-
i	Deputation Charges	17.05	16.80
j	Internet Expenses	0.64	0.77
k	Legal & Professional Fees	12.83	7.42
l	Loss on Sale of Fixed Assets	-	0.21
m	Maintenance Charges	0.30	0.53
n	Membership Fees	1.70	2.42
o	Miscellaneous Expenses	1.32	1.89
p	Office Expenses	4.02	8.20
q	Printing & Stationery	0.17	0.24
r	Service Tax Expenses	0.20	0.20
s	Sitting Fees - Board	3.20	5.40
t	Subscription	0.30	0.52
u	Telephone	0.30	0.68
v	Travelling	4.87	8.17
	<b>Total ( a to v )</b>	<b>76.26</b>	<b>86.46</b>



## Overview of the Company

The Company was incorporated as a limited Company on October 3, 2006 under the name of UBL Asset Management Company Limited which was renamed as **Axis Private Equity Limited** with effect from August 25, 2007 to carry on the activities of managing directly or indirectly investments, managing mutual funds, Venture Capital funds, off-shore funds, pension funds, provident funds, insurance funds or any other funds and to promote, manage and carry on any Venture Capital Funds operation, Investment or pool of or concerning any shares, stocks, debentures stocks, bonds, unit loans, money market investments or obligations or other securities or investments of any kind or description either directly or for the benefit of person or persons and to act as managers, consultants, advisors, administrators, attorneys, agents, or representatives of or for mutual funds, venture capital funds, offshore funds, pension funds, provident funds, or any other funds formed or established in India or elsewhere by the company or any other person (whether incorporated or not) or by any government, state, local authority, association, institution (whether incorporated or not) or any other agency or organization. Axis Bank Limited owns 100% of the paid-up share capital of the Company.

## 11 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015

### 11.1 Accounting Conventions

The Financial Statements are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) applicable in India under the historical cost convention, on the accrual basis, in compliance with the Accounting Standards (AS) prescribed by the Companies (Accounting Standards) Rules, 2006 and the Companies Act, 1956 to the extent applicable and on the principles of a going concern.

### 11.2 Use of estimates :

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual result could differ from these estimates. Any revision to accounting estimates is recognized prospectively.

### 11.3 Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation.

### 11.4 Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such asset is reduced to its estimated recoverable amount and the amount of such impairment loss is charged to profit and loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exist, then such loss is reversed and the asset is restated to that effect.

### 11.5 Foreign Currency Transactions

Foreign Currency Transactions, if any, are accounted at exchange rates prevailing on the date of the transaction. Outstanding year-end balances of monetary assets and liabilities are translated at year-end exchange rates and the resultant differences together with gains/losses on settlement of transactions are taken to Profit and Loss Account.

### 11.6 Revenue Recognition

Revenue is recognized to the extent that is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Revenue from operations comprise of Management Fee which is recognized in the Profit & Loss account on an accrual basis.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate for that maturity period. Interest Income is included under the head 'Other Income' in the Profit & Loss account.



11.7

#### Employee Benefits

- a) There is only one employee, the payment under Gratuity Act, 1972 has been provided in the books as estimated by the management.
- b) In case of Provident Fund, payments are made to the Regional Provident Fund Commissioner and are accounted for on accrual basis.
- c) Leave entitlement has been accounted on cash basis

11.8

#### Taxation

##### a) Current Taxation

The tax expense is charged to the Profit and Loss Account for the year. Current tax is calculated in accordance with the tax laws applicable to the current financial year.

- b) Tax credit is recognised in respect of Minimum Alternate Tax as per the provisions of section 115JB of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within the statutory time framed and is reviewed at each balance sheet date

##### c) Deferred Taxation

The tax expense/saving on account of deferred tax is charged or credited to the Profit and Loss Account for the year. The Company provides for deferred tax using the liability method based on the tax effect of timing differences resulting from recognition of items in the financial statements. The deferred tax charge or credit is recognized using the tax rates and tax laws that have been substantially enacted by the balance sheet date. Deferred tax assets are recognized only if there is virtual certainty of realization of such assets. At each balance sheet date, recognized and unrecognized deferred tax assets are reviewed

11.09

#### Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions required to settle are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain. Contingent liabilities are not recognized but are disclosed by way of notes. Contingent assets are neither recognized in financial statements nor disclosed by way of note.

11.1

#### Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost.

However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the profit & loss account.



Note 12 **Capital Commitments**  
Estimated amount of contracts remaining to be executed on capital account and not provided for amounts to NIL.

Note 13 **Operating Lease**  
During the year, office premises obtained on lease from Axis Bank, holding company at a monthly rent of Rs. 0.78 Lacs plus service tax thereon for the period from April 2014 to March 2015 based on the utilization of premises. The agreement for the current premises is for a period of 3 years.

There are no subleases. During the current year the amount charged to the profit and loss account is Rs. 9.47 Lacs (Previous Year - Rs. 9.47 Lacs)

Note 14 **Earnings per share:**  
The basic earning per share is computed by dividing the net profit attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year.

The Company has no potentially dilutive equity shares outstanding during the year

Note 15 **Payment to Auditors**

*(Rs. In Lakhs)*

Particulars	As at March 31,2015	As at March 31,2014
- As Auditor	1.90	1.90
- As Tax Auditor	0.80	0.70
- For Taxation Matters	-	1.68
- For Other Services	-	0.40
<b>Total</b>	<b>2.70</b>	<b>4.68</b>

Note 16 The deferred Tax Asset/(Liability) comprises of tax effect of timing differences on depreciation, Gratuity & VRS

*(Rs. In Lakhs)*

Particulars	March 31,2015	March 31,2014
Deffered Tax Assets / (Liabilities)	(8.13)	19.25

Note 17 **Related Party Transactions**

Related party disclosures as required by AS-18 "Related Party Disclosures" are given below

A) Name of the related parties:

Where control exists:





a) Holding Company

1 Axis Bank Limited

b) Key Managerial Person

1 Mr. Shreyans Jain (Acting CEO)  
2 Mr. Bandish Satra (Chief Financial Officer)

c) Associate Concern

1 Axis Capital Limited  
2 Axis Trustee Services Limited  
3 Axis Assets Management Company Limited  
4 Axis Mutual Fund Trustee Limited  
5 Axis Bank UK Limited (formerly Axis U. K. Limited)  
6 Axis Finance Limited (formerly Axis Finance Private Limited)  
7 Axis Securities Limited

d) Others

1 Axis PE CI Trust  
2 Axis Infrastructure Fund 1 ("AIF-1")  
3 Rajeev Thakore - Director  
4 R B L Vaish - Director

B) Transactions carried out with related parties referred to in a, b, c & d above, in the ordinary course of business are as under:

(Rs. In Lakhs)

Particulars	March 31, 2015				Total	March 31, 2014				Total
	Promoter	Key Managerial Personnel	Related Parties of Key Managerial Personnel	Others		Promoter	Key Managerial Personnel	Related Parties of Key Managerial Personnel	Others	
Managerial Remuneration	-	47.28	-	-	47.28	-	45.70	-	-	45.70
Deposit Made	1,900.00	-	-	-	1,900.00	1,200.00	-	-	-	1,200.00
Deposit Outstanding	1,643.57	-	-	-	1,643.57	2,079.49	-	-	-	2,079.49
Bank Balance	109.83	-	-	-	109.83	99.86	-	-	-	99.86
Share Capital	1,500.00	-	-	-	1,500.00	1,500.00	-	-	-	1,500.00
Interest on Deposits	150.88	-	-	-	150.88	179.14	-	-	-	179.14
Shared Expenses	3.84	-	-	-	3.84	8.33	-	-	-	8.33
Office Rent	9.47	-	-	-	9.47	9.47	-	-	-	9.47
Bank Charges	0.11	-	-	-	0.11	0.09	-	-	-	0.09
Deputation Charges	17.05	-	-	-	17.05	16.80	-	-	-	16.80
Car Hire Charges	-	-	-	-	-	-	-	4.04	-	4.04
Management Fees From AIF-1	-	-	-	298.35	298.35	-	-	-	416.52	416.52
Sitting Fees	-	-	-	3.20	3.20	-	-	-	5.40	5.40

C) Balances with the related parties referred above in the ordinary courses of business are as under

(Rs. In Lakhs)

Name of the Related Party	Receivable/ Payable	Balance as on	
		March 31, 2015	March 31, 2014
Axis Bank Limited	Payable	0.55	9.45
Axis PE CI Trust	Receivable	1.86	1.65
Axis Infrastructure Fund 1	Receivable	46.74	20.99

**Notes:**

1. Related party relationship is as identified by the management and relied upon by the Auditors.
2. No amount in respect of related parties have been written off/written back/provided for during the year.

**Note 18 Depreciation**

- a) Depreciation on Fixed Assets is provided on Straight Line Method for the full month of purchase and at the rates mentioned below as determined by the management on the basis of estimated useful life of the assets.

<u>Asset</u>	<u>Estimated Useful life (Years)</u>
Computer Hardware & Printers	3
Computer Software & Routers	5
Mobile Phone	2
Office Equipment	5
Furniture & Fixtures	10

Assets costing less than Rs 5000/- are being fully depreciated in the year of purchase.

- b) Due to change in useful life of the assets, the asset whose useful life is NIL has been adjusted (Rs. 24,399/-) against the opening retained earning as per Schedule III of Companies Act, 2013.

**Note 19 Managerial Remuneration**

- a) The term of Mr. Shreyans Jain as Acting CEO is for a period of 2 year upto March 31, 2016 at terms approved by the Board of Directors subject to the approval of the shareholders
- b) The particulars of Managerial Remuneration paid during the financial year 2014 -2015 are given below:

(Rs. In Lakhs)

Name of the Related Party	Balance As On	
	March 31, 2015	March 31, 2014
	<b>Shreyans Jain</b>	
Salaries	45.14	43.56
Perquisites	0.22	0.22
Contribution to Provident Fund	2.14	2.14
<b>Total</b>	<b>47.50</b>	<b>45.92</b>

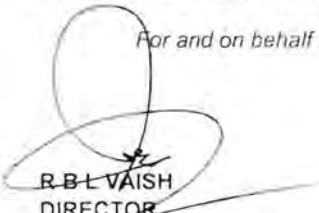
- d) Computation of net profits in accordance with Section 198 of the Companies Act, 2013 has not been given since no commission is payable

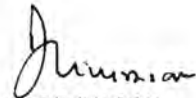


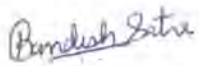


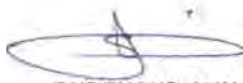
- Note 20 For Assessment Year 2007-08 the assessing officer has levied a penalty u/s 271(1)(c) of the Income Tax Act, 1961 of Rs. 36.19 lacs for which the assessee has preferred an appeal with CIT(Appeal). However the quantum appeal has been decided by ITAT in favour of the Company. But the department has preferred an appeal to the Bombay High Court u/s 260A of the Income Tax Act, 1961
- Note 21 Disclosure under Part II of Schedule III of the Companies Act, 2013 have been made to the extent applicable to the Company
- Note 22 Previous years' figure have been regrouped and reclassified, wherever considered necessary to conform to the current year's classification and presentation

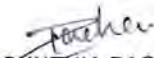
*For and on behalf of the Board of Directors*

  
R B L VAISH  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

  
V SRINIVASAN  
DIRECTOR  
MUMBAI  
APRIL 13, 2015

  
BANDISH SATRA  
CHIEF FINANCIAL OFFICER  
MUMBAI  
APRIL 13, 2015

  
SHREYANS JAIN  
ACTING CEO  
MUMBAI  
APRIL 13, 2015

  
CYNTHIA PACHECO  
COMPANY SECRETARY  
MUMBAI  
APRIL 13, 2015