

VISHNU DAYA & CO.,

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To the Members of "Vyoma Linguistic Labs Foundation"

Report on the Financial Statements

We have audited the accompanying financial statements of M/s Vyoma Linguistic Labs Foundation ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Income and Expenditure Account for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013. This responsibility 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2014; and
- (b) in the case of the Income and Expenditure account, of the excess of expenditure over income for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 financial statements dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the financial statements comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Act read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act 2013; and
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act 1956;

for Vishnu Daya & Co.
Chartered Accountants
F. R. No. 008456S



Place: Bangalore
Date: 04.09.2014



linguistic labs foundation

CIN: U80903KA2012NPL067092

NOTICE

NOTICE is hereby given that the SECOND ANNUAL GENERAL MEETING of M/S. VYOMA LINGUISTIC LABS FOUNDATION will be held at the registered office of the Company at No. 155, G K W Layout, Vijayanagar, Bangalore - 560 040 on 29.09.2014 at 10 AM to transact the following business:

ORDINARY BUSINESS:

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2014 and Income and Expenditure for the period ended as on that date together with the reports of the Board of Directors and the Auditors thereon.

To appoint M/s. Vishnu Daya & Co., Chartered Accountants, having Firm Registration Number 008456S, as Statutory Auditors of the Company and fix their remuneration.



By order of the Board

Director

Director

Place : Bangalore

Date: 04.09.2014

Notes

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

155, 4th Cross, GKW Layout, Marrenahalli, Vijayanagar, Bengaluru-560040.

www.vyomalabs.in

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **Second Annual Report** together with the Audited Accounts for the period ended March 31, 2014

Financial results:

Particulars	For the period ended March 31, 2014	For the period ended March 31, 2013
Gross Income	8,08,738	3,44,336
Total Expenditure	24,54,853	5,89,601
Excess of Expenditure over income	(16,46,116)	(2,45,265)
Taxes	-	-
Excess of Expenditure over income	(16,46,116)	(2,45,265)

Principal Activities

Vyoma Linguistic Labs Foundation ("the Company") was incorporated on December 07, 2012 as a private limited company under Section 25 of the Companies Act, 1956. The primary objective of the Company is to promote Sanskrit learning, spreading the usage of Sanskrit language and other related activities towards this objective.

Particulars of Employees

During the period under review none of the Employees were earning salary prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (particulars of Employees) Rules, 1975.

Fixed Deposits

Your Company has not accepted any fixed deposits from the public.

Auditors

M/s. Vishnu Daya & Co, Chartered Accountants, Bangalore having registration number 008456S, being the auditors of the company, would retire upon the conclusion of the ensuing Annual General Meeting. Company has received a proposal to appoint them as the auditors of the Company and the said auditors have confirmed their eligibility to be the auditors of the Company.

Conservation of energy, Technology absorption, Foreign exchange earnings and outgo

Since the company is not engaged in any production or energy consumption activity, there are no particulars to be reported as required u/s 217 (i) (e) of the Companies Act, 1956 in respect of conservation of energy and technology absorption. There was no foreign exchange earnings and outgo during the year.

Directors' responsibility statement:

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2001, with respect to Directors' Responsibility Statement, your Directors confirm that:

- That the applicable accounting standards have been followed in the preparation of the annual accounts;
- We have selected such accounting policies and applied them consistently and made reasonable and prudent judgment and estimates so as to give true and fair view of the state of affairs of the company as at the end of the financial period ended March 31, 2014 and the excess of expenditure over income of the company for that period.
- We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956 (to the extent applicable) and the Companies Act, 2013 (to the extent notified), for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- We have prepared the annual accounts on a going concern basis.



for and on behalf of the Board of Directors

Alankaramanian
Director

R. S. S. S.
Director

Place: Bangalore
Date: 04.09.2014

155, 4th Cross, GKW Layout, Marrenahalli, Vijayanagar, Bengaluru-560040.

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Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)
Balance Sheet

Particulars	Note No	(Amount in Rs.) As at March 31, 2014	(Amount in Rs.) As at March 31, 2013
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2.01	10,000	10,000
Reserves and Surplus	2.02	(18,91,381)	(2,45,265)
Current Liabilities			
Short-term borrowings	2.03	22,36,995	2,77,083
Trade payables	2.04	2,63,636	1,17,501
Other Current Liabilities	2.05	15,168	-
Total		6,34,418	1,59,319
II. ASSETS			
Fixed Assets			
Tangible Assets	2.06	34,268	-
Current assets			
Inventory	2.07	422,491	-
Trade receivables	2.08	3,897	62,347
Cash and cash equivalents	2.09	1,65,255	96,971
Other Current Assets	2.10	8,507	-
Total		6,34,418	1,59,319

Significant accounting policies & Notes 1
This is the Balance Sheet referred to in our report of even date

for Vishnu Daya & Co.,
Chartered Accountants
Firm Registration No. 008456S
Shankar D
Partner
Membership No. 216547



for and on behalf of Board of Directors

Alankaran
Director

P. S. S. S.
Director



Place : Bangalore
Date : 04.09.2014

Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)
Income and Expenditure Account for the period ended 31st March 2014

Particulars	Note No.	(Amount in Rs.) For the period from April 01, 2013 to March 31, 2014	(Amount in Rs.) For the period from December 07, 2012 to March 31, 2013
Revenue from operations	2.11	3,12,073	3,44,336
Other Income	2.12	4,96,665	-
Total Revenue		8,08,738	3,44,336
Expenses			
Cost of Sales	2.07	6,32,477	81,690
Employee benefit expenses	2.13	11,97,742	3,35,452
Depreciation	2.14	2,921	-
Other expenses	2.15	6,21,713	1,46,205
Preliminary expenses		-	26,254
Total Expenses		24,54,853	5,89,601
Excess of Expenditure over income		(16,46,116)	(2,45,265)
Tax expenses			
- Current tax		-	-
Excess of Expenditure over income		(16,46,116)	(2,45,265)
Excess of Expenditure over income for the period		(16,46,116)	(2,45,265)
Earnings per equity share			
Equity shares of par value of Rs 10/- each		1,000	1,000
Basic		(1,646.12)	(245.27)
Diluted		(1,646.12)	(245.27)

Significant accounting policies & Notes

1

This is the Income and Expenditure referred to in our report of even date

for Vishnu Daya & Co.,

Chartered Accountants

Firm Registration No. 008456S

Shankar D
Partner
Membership No. 216547



for and on behalf of Board of Directors

Alankaranian

Director

PSate

Director



Place : Bangalore

Date : 04.09.2014

Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)

Note No.

(Amount in Rs.)

		As At March 31, 2014		As At March 31, 2013	
		No. of Shares	Amount	No. of Shares	Amount
2.01	Share capital				
(a)	Authorised share capital				
	Equity Shares Rs 10 each with voting rights	10,000	1,00,000	10,000	1,00,000
(b)	Issued, subscribed and paid-up				
	Equity Shares Rs 10 each with voting rights	1,000	10,000	1,000	10,000

The Company has only one class of shares referred to as equity shares with a par value of Rs 10. The voting rights on equity shares is restricted to only one vote per share.

- (c) **The reconciliation of number of shares outstanding and the amount of share capital is set out below:**

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number of shares	Amount	Number of shares	Amount
Equity Shares				
Number of shares at the beginning of the period	1,000	10,000	-	-
Add: Equity Shares issued during the period	-	-	1,000	10,000
Number of Equity shares at the end of the period	1,000	10,000	1,000	10,000

As per Memorandum of Association of the Company, in the event of liquidation of the Company, the holders of equity share will not be entitled to receive any of remaining assets of the Company after distribution of all preferential amounts. The balance shall be given or transferred to such other Company having similar objects, to be determined by the members of the Company at or before the time of dissolution or in default thereof by the High Court of judicature that has or may acquire jurisdiction in the matter.

- (d) **Share holding pattern as at reporting date: March 31, 2014**

Particulars	No. of Shares	Par value of share	Amount
Venkatasubramanian P	500	10	5,000
Krishnamurthy B	500	10	5,000
	1,000		10,000

- (e) **Details of shareholders holding more than 5% shares in the Company:**

Particulars	As at March 31, 2014		As at March 31, 2013	
	% held	No. of Shares	% held	No. of Shares
Equity shares held by				
Venkatasubramanian P	50%	500	50%	500
Krishnamurthy B	50%	500	50%	500
		1,000		1,000

		As At March 31, 2014	As At March 31, 2013
2.02	Reserves and surplus		
	Surplus - balance in Income and Expenditure Account		
	Opening balance	(2,45,265)	-
	Add: Net profit after tax transferred from Income and Expenditure Account	(16,46,116)	(2,45,265)
	Closing balance	(18,91,381)	(2,45,265)
2.03	Short-term borrowings		
	Loan from directors	22,36,995	2,77,083
		22,36,995	2,77,083
2.04	Trade Payables		
	Dues to micro and small enterprises	-	-
	Dues to other creditors		
	- Creditors for supplies	1,42,055	8,542
	- Creditors for expenses	1,21,581	1,08,959
		2,63,636	1,17,501
2.05	Other Current Liabilities		
	TDS payable	15,168	-
		15,168	-
2.08	Trade receivables		
	Unsecured, considered good		
	Debts due for a period exceeding six months	3,897	-
	Others	0	62,347
		3,897	62,347
2.09	Cash and bank balances		
	Cash and cash equivalents		
	Balances with banks - in current account	1,62,163	96,285
	Cash on hand	3092	686
		1,65,255	96,971
2.10	Other current assets		
	Receivable from the clients for the reimbursement of expenses	8506.64	-
		8506.64	-



Venkatasubramanian

R. Shetal

Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)

(Amount in Rs.)

Note No.	For the period ended 31 March 2014	For the period ended 31 March 2013
2.11 Revenue from operations		
Sale of products	2,77,973	3,44,336
Sale of Services	34,100	-
Total	3,12,073	3,44,336
2.09 Other Income		
CDs and Books Contributed by Directors	4,48,069	-
Donation received	48,596	-
	4,96,665	-
2.09 Cost of Sales		
CDs and Books received from Directors	4,33,069	-
Product Creation and CD Recordings	6,16,351	69,516
Purchase of Books and CDs	5,548	12,174
Less: Closing stock	4,22,491	-
	6,32,477	81,690
2.13 Employee benefit expense		
Salaries and wages	11,80,300	3,26,187
Staff welfare expenses	17,442	9,265
Total	11,97,742	3,35,452
2.15 Other expenses		
Donation given	15,000	-
Laptop Hire Charges	86,270	26,119
Online database (IT) Charges	95,181	13,197
Digital marketing charges	44,272	-
Domain and hosting charges	28,084	-
Advertisement	27,500	-
Bad debt	3,413	-
Conveyance	17,725	11,246
Rates and Taxes	22,541	-
Freelancer charges	39,694	10,200
Loss by theft	48,500	-
Marketing Expenses	51,353	-
Mobile and Telephone Charges	37,426	11,605
Professional Fee	43,820	16,854
Postage and Courier charges	5,668	-
Printing and Stationery	11,016	6,373
Travelling Expenses	20,878	6,332
Miscellaneous expenses*	23,372	44,279
Total	6,21,713	1,46,205

*Miscellaneous expenses include aggregate of various expenses.



Handwritten signature: M. Subramanian
Handwritten initials: PSR

Vyoma Linguistic Labs Foundation

Notes forming part of the financial statements

Note - 2.06 Fixed Assets:

Asset	Gross Block			Depreciation			Net Block		
	As at 01.04.2013	Additions	Deletions	As at 31.03.2014	As at 01.04.2013	For the year	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
Tangible Asset:									
Laptop	-	37,189	-	37,189	-	2,921	2,921	34,268	-
Total (A)	-	37,189	-	37,189	-	2,921	2,921	34,268	-
Intangible Asset:									



Alshamsan

Pratibha

Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)

Note No. - 1 Significant Accounting Policies

a Background

Vyoma Linguistic Labs Foundation ("the Company") was incorporated on December 07, 2012 as a Section 25 private limited company under the Companies Act, 1956 ('the Act'). The registered office of the Company is at No. 155, G.K.W Layout, Vijayanagar - 560 040. The Company is engaged in promoting Sanskrit learning through the use of technology, spreading the usage of Sanskrit language and other related activities towards this objective.

Vyoma Linguistic Labs Foundation is a Section 25 private limited company incorporated under the Companies Act, 1956 having Section 25 Company license number 102545. The Company has carried out the activities during the period in accordance with the Memorandum and Articles of the Association. The Company has not declared any dividend or paid any salary or remuneration or by whatever name called (other than reimbursement of actual expenses incurred) to its directors and members. The Company has not made any changes in the Memorandum and Articles of Association during the year.

Vyoma Linguistic Labs Foundation teaches Sanskrit through online and classes are conducted through webinar. The notes and recordings of these classes are available to people online free for learning. In the financial year 2013-2014 approximately 890 students have been benefitted by these classes and about 10 courses were conducted. Vyoma Linguistic Labs Foundation also has donated 175 CD's (shandaroopasangraha) to 175 students who have secured the highest marks in Sanskrit in Karnataka State. This donation was made to the Karnataka State Sanskrit Teacher's association, Bangalore, who organised a public function and distributed the same in Company's presence.

b Basis of preparation of financial statement

These financial statements have been prepared in accordance with Generally Accepted Accounting Principles ('GAAP') in India under the historical cost convention on the accrual basis of accounting. GAAP comprises mandatory Accounting Standards ('AS') as specified in the Companies (Accounting Standards) Rules, 2006, ('the Rules') and the relevant provisions of the Companies Act, 1956, to the extent applicable.

The financial statements are presented in Indian rupees.

c Use of Estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, as of the balance sheet date and the reported amount of revenue and expenses for the period and disclosure of contingent liabilities as of the date of the Financial Statements. Actual amount could differ from these estimates. The differences, if any, will be dealt accordingly in subsequent years.

d Revenue Recognition

Company derives its revenues primarily from sale of books, CDs & DVDs and linguistic services and the same is recognised on accrual basis

e Taxation:

a Income tax

Income tax expense comprises current tax for the period determined in accordance with the Income Tax Act, 1961.

b Deferred tax

Deferred tax is recognised on timing differences between the accounting income and the taxable income for the period and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried forward to the extent that there is a reasonable or virtual certainty, as may be applicable, that sufficient future taxable income will be available against which such deferred tax asset can be realised.

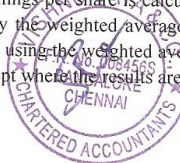
f Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and 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 the 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. Contingent liabilities are disclosed in the Notes.

g Earnings per share ('EPS')

Basic and diluted earnings per share are computed in accordance with Accounting Standard - 20.

Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity share holders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.



Abhishek

PSN



Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)

	As at March 31, 2014 Rs.	As at March 31, 2013 Rs.
Note No. - 2.16 Other additional information - Balance Sheet		
a. Contingent liabilities and commitments:		
(i) Claims against Company not acknowledged as debt.	Nil	Nil
(ii) Commitments representing long term commitment and cancellation of the same having higher penalties	Nil	Nil
b. In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the balance sheet.		

	For the period ended March 31, 2014	For the period ended March 31, 2013
Note No. - 2.17 Other additional information - Income and Expenditure Account		
a. Net (loss)/gain on foreign currency transaction	-	-
b. Payment to auditors:		
i) Audit fee including tax audit	25,281	16,854
ii) other services	-	-

Note No. - 2.18 Other information- Income and Expenditure Account		
a. Value of imports calculated on CIF basis	-	-
b. Expenditure in foreign currency - Travelling expenses	-	-
c. Details of consumption of imported items- Raw materials	-	-
Details of consumption of indigenous items - Raw materials	-	-
d. Amount remitted in foreign currency on account of dividend	-	-
e. Earnings in foreign exchange	-	-

Note No. - 2.19 Additional information

- a. **Due to Micro, Small and Medium Enterprises**
- i) Principal and interest amount remaining unpaid to any suppliers as at the end of the accounting year*
- Nil
- Nil
- * There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium enterprises has been identified on the basis of information available with the Company.

b. **Related party disclosure**

List of related parties:

Nature of Relation	Related Parties
Enterprises having control over reporting enterprise	Nil
Subsidiaries	Nil
Joint Venture, associate enterprise	Nil
Enterprise under common control	Nil
Enterprise over which the key management personnel exercise significant influence	a. Ideas Software and Consulting Private Limited b. NAMDUS Marketing and Technology Consulting LLP
Key Management Personnel	a. Venkatasubramanian Panchukrishnan b. Krishnamurthy Balakrishnan c. Sudhir Ranganna Patavardhan

Transactions during the year with related parties:

Name of the Party	Nature of the Transaction	Transaction during the year	Closing balance
NAMDUS Marketing and Technology Consulting LLP	Digital Marketing Expenses	34,272	-

c. **Earnings per share**

The Company has evaluated its earnings per share as per the requirements of Accounting Standard - 20, as under

	Current year	Previous Year
Net profit as per Income and Expenditure Account	(16,46,116)	(2,45,265)
Weighted average no. of equity shares issued	1,000	1,000
Nominal value per share in Rs	10	10
Basic/Diluted EPS (in Rupees)	(1,646.12)	(245.27)

*The Company does not have any outstanding dilutive potential equity shares as at March 31, 2014. Consequently, the basic and diluted earnings per share of the Company remain the same.

Previous year figures have been reclassified and regrouped as necessary to meet the current year classification. Previous year figures are from the date of incorporation 7th December 2012 to 31st March 2013 and current year figures are from April 01, 2013 to March 31, 2014. Hence strictly not comparable.

As per our report of even date

for Vishnu Daya & Co.,
Chartered Accountants
Firm Registration No. 008456S

Sankar D
Partner
Membership No. 216547

Place: Bangalore
Date: 04.09.2014



for and on behalf of the Board of Directors

Alankar
Director

B. N. S.
Director



Vyoma Linguistic Labs Foundation
(Company registered under section 25(1)(a) of the Companies Act, 1956)

Computation of Total Income and Tax Liability for the year March 31, 2014

Particulars		Amount (Rs.)
Gross Receipts		8,08,738
Less: Deduction u/s.11(1)(a)		-
(15% of Income)		8,08,738
Less: Revenue expenditure incurred and amount applied for Charitable purpose u/s.11(1)(a)	24,54,853	
Less: Depreciation debited to the Income and Expenditure account	2,921	
	24,51,932	
Add: Fixed Assets Purchased during the year	37,189	24,89,121
Loss for the period		(16,80,383)
Loss for A.Y.2014-15 Carried Forward		(16,80,383)
Total Income		Nil
Tax thereon		Nil



Subramanian
Director

for Vyoma Linguistic Labs Foundation

Pradeep
Director