TVS Peiner Services GmbH

(Peine, Germany)

ANNUAL REPORT

for the year ended 31st December 2015

BALANCE SHEET AS AT 31ST DECEMBER 2015

	Note		Euro As a 31-12-2015	t	As at 31-12-2015	:	Euro As at 31-12-2014	As at 31-12-2014
I EQUITY AND LIABILITIES								
1) Shareholders' Funds								
a) Share Capital	1	25,000		1,805,250		25,000	1,918,000	
b) Reserves & Surplus	2	(1 <u>,092,204)</u> (1,067,204)	(78,868,046)	(77,062,796)	(630,924)	(605,924) (48,404,559)	(46,486,559)
2) Non - current liabilites								
a) Long term Borrowings	3	934,678	934,678	67,493,062	67,493,062	985,510	985,510 75,608,333	75,608,333
3) Current Liabilities								
a) Short term Borrowings	3	102,000		7,365,420		130,000	9,973,600	
b) Trade payables	4	144,640		10,444,428		154,875	11,881,985	
c) Other current liabilities	5	33,334		2,407,050		28,183	2,162,200	
(d Short-term provisions	6	287,163	567,137	20,736,090	40,952,988	157,285	470,342 12,066,893	36,084,678
Total			434,611		31,383,254		849,928	65,206,452
II ASSETS								
1) Non-current assets								
a) Fixed assets								
i) Tangible assets	7	126,872		9,161,428		43,163	3,311,468	
ii) Intangible assets	7	170,697		12,326,032		346,671	26,596,599	
iii) Capital Work-in-Progress	7		297,569		21,487,460	37,749	427,583 2,896,103	32,804,170
2) Current assets						50 / 0/		
a) Inventories	8	54,326		3,922,901		50,696	3,889,409	
b) Cash and cash equivalents	9	4,662		336,666		12,890	988,936	
c) Short term loans and advancesd) Other Current Assets	10 11	53,055 24,999	137,042	3,831,049 1,805,178	9,895,794	333,759 24,999	25,606,013 422,345 1,917,923	32,402,282
Total	11		434,611	1,003,176	31,383,254		849,928	65,206,452
10(d)			-34,011		<u> </u>			03,200,432

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED DECEMBER 31, 2015

			Euro	•	Euro	`
		Note	Year ended	Year ended	Year ended	Year ended
			31-12-2015	31-12-2015	31-12-2014	31-12-2014
	INCOME					
Ι	Revenue from Operations	12	4,694,708	333,418,130	5,210,305	420,315,340
II	Other Income	13	2,385	169,383	23,794	1,919,417
	Total Revenue		4,697,093	333,587,513	5,234,099	422,234,757
IV	EXPENSES					
	Cost of Materials & components Consumed	14	274,315	19,477,566	342,848	27,662,689
	Employee benefit expense	15	3,072,470	218,206,797	3,013,238	243,077,915
	Finance Costs	16	37,214	2,642,915	45,701	3,686,723
	Depreciation and amortization expenses		200,629	14,248,694	187,974	15,163,863
	Other Expenses	17	1,573,745	111,767,349	1,634,182	131,829,466
	Total Expenses		5,158,373	366,343,321	5,223,943	421,420,656
V	Profit before Extraordinary Item (III - IV)		(461,280)	(32,755,808)	10,156	814,101
VI	Extraordinary Income			-	_	
VII	Profit before tax		(461,280)	(32,755,808)	10,156	814,101
VIII	Tax expenses :					
	Current Tax		-	-	-	-
IX	Profit / (Loss) for the period (VII - VIII)		(461,280)	(32,755,808)	10,156	814,101

EURO EURO Year ended Year ended 31-12-2015 31-12-2015	, Voar ended		EURO	FLIRO		/
	21 12 201E	Year ended	Year ended	Year ended	Year ended	Year ended
	CI 07-71-1 C	CI 07-71-10	+107-71-1C	+107-71-1C	+102-21-1C	+102-21-10
(461,280)		(32,755,808)		10,156		814,101
200,629	14,248,694		187,974		15,163,863	
	238,749				(742,497)	
	(553,229)				(34,989)	
37,214	2,642,915		42,585		3,435,366	
- 237,843	'	16,577,129	I	230,559	I	17,821,743
(223,437)		(16,178,679)		240,716		18,635,844
(3,630)	(262,073)		(1,304)		(100,076)	
280,704	20,269,656		117,769		9,035,274	
119,643	8,639,443		(175,969)		(13,500,373)	
5,152 401,870	371,992	29,019,017	(14,013)	(73,517)	(1,075,021)	(5,640,196)
178,432		12,840,338		167,198		12,995,648
I		ı		I		I
ı		I		I		I
178,432		12,840,338		167,198		12,995,648
(108,364)		(7,824,988)		(8,846)		(678,665)
'		I		I		I
37,749		2,725,855		(37,749)		(2,896,103)
ı		I		I		I
(70,615)		(5,099,132)		(43,479)		(3,323,412)
(78,832)		(5,692,428)		(80,916)		(6, 207, 870)
(31,214)		(2,642,915) (<u>6,225,242)</u>		(10/'49)		(3,686,723) /0.004.503)
(1 16,046)		(8,335,343) (E04 124)		(110/071)		(9,894,593) //// 2E4)
(0,220) 12 000		(020,901 020,901		(2,090) 15 700		(005'777)
12,690		336.665		12,100		1,211,292 088 036
		00000		0/0/21		001001
I		I		I		I
4,662		336,665		12,890		988,936
I		1		1		
4,662		336,665		12,890		988,936
	(553,2 2,642,0 8,639, 371,0 371,0	29) 556 992	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$	16,577,129 (16,178,679) (16,178,679) (16,178,679) (16,178,679) (12,840,338 -	42,585 42,585 16,577,129 - (16,178,679) - (1,304) 117,769 117,769 (175,969) 12,840,338 - - - - - 12,840,338 - - - <td>$\begin{array}{c ccccccccccccccccccccccccccccccccccc$</td>	$\begin{array}{c ccccccccccccccccccccccccccccccccccc$

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2015

		Eur	0	•	E	Euro	`
		As a	nt	As at	A	As at	As at
		31-12-201	5	31-12-2015	31-12-2	014	31-12-2014
1	SHARE CAPITAL						
	a. Subscribed						
	Share Capital	25,00	0	1,805,250	25,	000	1,918,000
		25,00	0	1,805,250	25.	000	1,918,000
				-1			
	b. Reconciliation of number of shares						
		As	at 31-12-2015		А	s at 31-12-2014	
	Equity Shares	No. of Shares	Value in Euro	Value in `	No. of Shares	Value in Furo	Value in `
	1. Balance at the beginning of the year	-	25,000	1,805,250	-	25,000	1,918,000
	0 0 9		23,000	1,005,250		23,000	1,710,000
	2. Add : Shares issued during the year	-	-	-	-	-	-
	Bonus Shares issued during the year	-	-	-	-	-	-
	4. Balance as at the end of the year	-	25,000	1,805,250	-	25,000	1,918,000
	c. Details of shares held by shareholders holding more than 5	% of the aggregate share	s in the Company	/			
			As at 31-12-201	5		As at 31-12-2	014
		No. of Share	s Sha	ares as % of	No. of Sh	ares	Shares as % of
	Name of the Shareholder		Total No	o. of Shares		Tota	al No. of Shares
	1. Sundram Fasteners Limited, Chennai		-	100.00		-	100.00
	Sub	Total		100.00		_	100.00
	2. Total No. of Shares of the Company			100.00		-	100.00

d. Bonus Shares / Buy Back / Shares for consideration other than cash issued during the period of five years immediately preceding the financial year ended 31st December, 2015 :

(i) Aggregate number of equity shares allotted as fully paid up pursuant to contracts without payment being received in cash : Nil

(ii) Aggregate number of equity shares allotted as fully paid up by way of Bonus Shares : Nil

(iii) Aggregate number of equity shares bought back : Nil

	Euro As at	As at	Euro As at	As at
2. RESERVES & SURPLUS	31-12-2015	31-12-2015	31-12-2014	31-12-2014
a. Surplus in Statement of Profit and Loss				
1. Balance as at the beginning of the year	(630,924)	(45,559,009)	(641,080)	(49,183,671)
2. Profit / (Loss) for the year	(461,280)	(32,755,808)	10,156	814,101
3. Balance available for appropriation (1 + 2)	(1,092,204)	(78,314,817)	(630,924)	(48,369,570)
b. Foreign Exchange Translation Reserve / (Asset)				
Foreign exchange reserve/ (Asset) arising on account of application of Indian Accounting Standard - 11				
Opening balance as on 01.01.2015		(34,989)		107,623
Current year foreign exchange gain / (loss)		(518,240)		(142,612)
	-	(553,229)		(34,989)
Total Reserves and Surplus (a + b)	(1,092,204)	(78,868,046)	(630,924)	(48,404,559)

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

		Long-term / Non Current				Short-term / Current			
		at 31-12-2015		at 31-12-2014		at 31-12-2015		s at 31-12-2014	
	Euro	`	Euro	`	Euro	`	Euro	`	
3. BORROWINGS									
Loans from related parties	934,678	67,493,062	985,510	75,608,333	102,000	7,365,420	130,000	9,973,600	
Total	934,678	67,493,062	985,510	75,608,333	102,000	7,365,420	130,000	9,973,600	
4. TRADE PAYABLES									
Accounts payable by Third parties	-	-	-	-	144,640	10,444,428	154,875	11,881,985	
Total	-	_	-		144,640	10,444,428	154,875	11,881,985	
5. OTHER LIABILITIES									
Tax payable	-		-	-	33,334	2,407,050	28,183	2,162,200	
Total	-	-	-		33,334	2,407,050	28,183	2,162,200	
6. PROVISIONS									
1. Accrued personnel expenses	-	-	-	-	158,422	11,439,681	120,214	9,222,813	
2. Gratuity	-	-	-	-	65,000	4,693,650	-	-	
Social security agencies	-	-	-	-	51,141	3,692,913	29,071	2,230,320	
4. Accrued annual charges	-	-	-	-	12,600	909,846	8,000	613,760	
Total	-	-	-		287,163	20,736,090	157,285	12,066,893	

7. FIXED ASSETS SCHEDULE

				Tangible			In	tangible		
	Plant	& Machinery		es, Fittings and e Equipments		Total	S	oftware		Total
	Euro		Euro		Euro	•	Euro		Euro	
A. Cost of Assets										
As at 31-12-2014	434,531	33,337,218	872,221	66,916,788	1,306,752	100,254,007	874,293	67,075,759	2,181,045	167,329,766
Additions	-	-	108,364	7,824,988	108,364	7,824,988	-	-	108,364	7,824,988
Sales/Discards	-	-	-	-	-	-	-	-	-	-
Other Adjustments										
- Exchange difference	-	(1,959,735)	-	(3,933,718)	-	(5,893,453)	-	(3,943,061)	-	(9,836,514)
- Borrowing Costs	-	-	-	-	-	-	-	-	-	-
As at 31-12-2015	434,531	31,377,483	980,585	70,808,058	1,415,116	102,185,542	874,293	63,132,698	2,289,410	165,318,240
B. Depreciation / Amortization										
As at 31-12-2014	432,429	33,175,924	831,160	63,766,615	1,263,589	96,942,539	527,622	40,479,159	1,791,211	137,421,696
Charges for the year	243	17,258	24,412	1,733,763	24,655	1,751,021	175,974	12,497,673	200,629	14,248,694
Deduction on sale or discards	-	-	-	-	-	-	-	-	-	-
Impairment for the year	-	-	-	-	-	-	-	-	-	-
Other Adjustments										
- Exchange difference	-	(1,950,253)	-	(3,748,533)	-	(5,698,786)	-	(2,379,575)	-	(8,078,361)
- Exchange Diff CY	-	289	-	29,051	-	29,340	-	209,409	-	238,749
As at 31-12-2015	432,672	31,243,218	855,572	61,780,896	1,288,244	93,024,114	703,596	50,806,666	1,991,840	143,830,779
C. Written Down Value										
As at 31-12-2015	1,859	134,264	125,013	9,027,162	126,872	9,161,428	170,697	12,326,032	297,569	21,487,460
As at 31-12-2014	2,102	161,294	41,061	3,150,174	43,163	3,311,468	346,671	26,596,599	389,834	29,908,070
D. Capital Work-in-Progress										
As at 31-12-2015	-	-	-	-	-	-	-	-	-	-
As at 31-12-2014	37,749	2,896,103	-	-	37,749	2,896,103	-	-	37,749	2,896,103

(Incorporated in Germany)

TRANSLATED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

				Current	
		EURO	•	EURO	`
		As at	As at	As at	As at
		31-12-2015	31-12-2015	31-12-2014	31-12-2014
8.	INVENTORIES (Valued at lower of cost and net realizable value)				
	Raw Materials and components	54,326	3,922,901	50,696	3,889,409
	Total	54,326	3,922,901	50,696	3,889,409
9.	CASH AND BANK BALANCES				
	Cash and Cash Equivalents				
	Balances with Bank				
	Commerzbank (e)	4,377	316,073	12,416	952,563
	Cash on hand	285	20,593	474	36,373
	Total	4,662	336,666	12,890	988,936
10	LOANS AND ADVANCES Advances to related parties Peiner Umformtechnik Windbolt Sundram Fasteners Limited	25,166 5,091 1,776	1,817,211 367,594 128,209	262,494 31,883 1,776	20,138,506 2,446,096 136,233
	b) Prepaid Expenses	2,700	194,967	-	-
	c) Vendor with debit balance	10,351	747,431	5,012	384,542
	d) Reclaimable Vat	7,972	575,637	32,594	2,500,636
	Total	53,055	3,831,049	333,759	25,606,013
11	 OTHER ASSETS a) Other Receivables - Windbolt GmbH Total 	24,999 24,999	1,805,178 1,805,178	24,999 24,999	<u>1,917,923</u> 1,917,923
		EURO Year Ended 31-12-2015	Year Ended 31-12-2015	EURO Year Ended 31-12-2014	Year Ended 31-12-2014

		01 12 2010	01 12 2010	01 12 2011	01 12 2011
12.	REVENUE FROM OPERATIONS				
	Sales & Logistic Services (Refer Note 12A)	4,651,276	330,333,624	5,159,598	416,224,789
	Sub Total	4,651,276	330,333,624	5,159,598	416,224,789
	Other Operating Revenues	43,432	3,084,506	50,707	4,090,551
	Total Revenue from operations	4,694,708	333,418,130	5,210,305	420,315,340
12A	DETAILS OF SERVICES				
	Logistic	2,559,276	181,759,784	2,817,591	227,295,077
	Sales	1,025,600	72,838,112	1,266,807	102,193,327
	IT	720,000	51,134,400	720,000	58,082,400
	Purchase Dept	346,400	24,601,328	355,200	28,653,985
	Total	4,651,276	330,333,624	5,159,598	416,224,789

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

NO	TES TO THE FINANCIAL STATEMENTS (0	Contd.)				
			EURO		EURO	
			Year Ended	Year Ended	Year Ended	Year Ended
400			31-12-2015	31-12-2015	31-12-2014	31-12-2014
12B	OTHER OPERATING REVENUE		42 422	2 004 50/	E0 707	4 000 FE1
	Other operating income		43,432	3,084,506	50,707	4,090,551
	Total		43,432	3,084,506	50,707	4,090,551
13.	OTHER INCOME					
	Interest Income		-	-	3,116	251,357
	Reversal of accruals	Total	2,385	169,383	20,678	1,668,060
		Total	2,385	169,383	23,794	1,919,417
14.	RAW MATERIALS INCLUDING PACKING MATERIA	ALS CONSUMED				
	Opening Stock of Raw Material		50,696	3,660,770	49,392	3,789,318
	Add: Purchase of materials		277,946	19,739,697	344,152	27,762,780
	Less: Closing Stock of Raw Material		54,326	3,922,901	50,696	3,889,409
		Total	274,315	19,477,566	342,848	27,662,689
15.	EMPLOYEE BENEFIT EXPENSES					
	Salaries, Wages, Bonus and Allowances		2,489,331	1,76,792,288	2,440,447	196,870,839
	Employees' Provident and Other Funds		453,915	32,237,050	446,301	36,003,119
	Staff & Labour welfare expenses		129,224	9,177,459	126,490	10,203,957
		Total	3,072,470	218,206,797	3,013,238	243,077,915
16.	FINANCE COST					
	Interest expense		37,214	2,642,915	45,701	3,686,723
		Total	37,214	2,642,915	45,701	3,686,723
17.	OTHER EXPENSES					
	Stores and Tools consumed		26,570	1,887,001	20,349	1,641,545
	Rent		387,860	27,545,785	400,931	32,343,115
	Sub-Contract expenses		391,759	27,822,744	345,968	27,909,226
	Freight and Cartage		1,545	109,703	1,884	151,979
	Insurance		12,039	855,012	7,784	627,918
	Rates & Tax		4,792	340,356	2,290	184,707
	Repairs & Maintenance - Building		22,679	1,610,658	34,007	2,743,320
	Repairs & Maintenance - Machinery		121,476	8,627,196	99,241	8,005,784
	Repairs & Maintenance - others		265,923	18,885,867	285,296	23,014,841
	Remuneration to Auditors		15,275	1,084,831	8,000	645,360
	Communication expenses		49,631	3,524,823	57,060	4,603,014
	Travel & Entertainment		52,074	3,698,264	67,780	5,467,849
	Fuel & Electricity		33,684	2,392,266	49,326	3,979,148
	Gas		11,638	826,526	79,376	6,403,277
	Miscellaneous Expenses (Refer Note 17A)		176,800	12,556,317	174,890	14,108,383
		Total	1,573,745	111,767,349	1,634,182	131,829,466

(Incorporated in Germany)

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

			Euro	•	Euro	
			Year Ended	Year Ended	Year Ended	Year Ended
			31-12-2015	31-12-2015	31-12-2014	31-12-2014
17A	MISCELLANEOUS EXPENSES					
	Bank charges		1,762	125,138	2,262	182,509
	Consultancy		1,200	85,224	66	5,324
	Legal expenses		6,952	493,708	7,245	584,490
	Marketing		-	-	49,278	3,975,268
	Advertisement		7,802	554,098	5,972	481,729
	Agency fee		41,496	2,947,059	8,583	692,391
	Books & periodicals		1,943	137,983	3,644	293,933
	Sundry expenses		113,999	8,096,219	97,148	7,836,955
	Gifts		1,646	116,888	692	55,784
		Total	176,800	12,556,317	174,890	14,108,383

18. NOTES ON ACCOUNTS

1. AS 2: Valuation of Inventories

Inventories of raw materials, consumables and supplies are valued at the lower of average cost or market value as at the balance sheet date.

Raw materials, consumables and supplies consist of consumer material and other supplies.

In all cases, valuation is based on net realizable value, i.e. the cost to complete and a reasonable profit margin is deducted from the expected sales prices.

Merchandise has been received from India and is waiting for delivery to customers. They have been recorded at acquisition costs minor adequate allowances, if any.

Adequate allowances are provided for all identifiable inventory valuation risks resulting from reduced usability and lower replacement costs.

2. AS 3: Cash flow statements

Cash Flow statement has been attached to the Balance Sheet and Profit and Loss account.

3. AS 5 : Net profit or loss for the period, prior period items and changes in accounting policies Prior Period items

	EURO	•
Particulars		Year ended 31-Dec-15
a) Prior Period Expenses	1,472	104,541

4. AS 11: Accounting for effects in foreign exchange rates

The Balance Sheet as at 31st December 2015 has been translated from Euro to Indian Rupees by applying the year end inter-bank exchange rate of EURO 1 = 72.21 (2014 EURO 1 = 76.72). The financial statements have been compiled so as to have them properly drawn up in accordance with the requirements of the Indian Companies Act, 2013 in the manner so required.

Income and Expenditure

Exchange differences arising out of the translation have been dealt with in accordance with AS 11.

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

- 5. AS 18: Related Party Transactions Related Parties :
 - (I) Where Control exists : Holding Company

Sundram Fasteners Limited, Chennai

(II) Other Related Parties Fellow Subsidiaries

Cramlington Precision Forge Ltd., Northumberland, United Kingdom Sundram RBI Sdn. Bhd., Pandan Indah, Malaysia TVS Upasana Limited. Chennai Sundram Non Conventional Energy Systems Ltd., Chennai Sundram International Inc., Michigan, USA Sundram Precision Components Limited, Chennai Sundram Fasteners (Zheijang) Limited, People's Republic of China PUT Grundstucks GmbH, Peine, Germany. Peiner Umformtechnik GmbH, Peine, Germany Sundram Fasteners Investments Limited, Chennai. TVS Infotech Limited, Chennai TVS Infotech Inc., Michigan, USA.

(III) Transactions with related parties

		EURO	``	EURO	`
		As at / Year ended 31-Dec-15	As at / Year ended 31-Dec-15	As at / Year ended 31-Dec-14	As at / Year ended 31-Dec-14
A)	Services Rendered: Holding Company Fellow Subsidiaries a) Peiner Umformtechnik GmbH b) Windbolt GmbH	- 4,651,276 -	- 330,333,624 -	- 5,139,592 20,007	- 414,610,886 1,613,965
B)	Outstanding Balances Due to the Company Holding Company Fellow Subsidiaries a) Peiner Umformtechnik GmbH	1,776 25,166	128,209 1,817,211	1,776 262,494	136,233 20,138,540
C)	b) Windbolt GmbH Outstanding Balances Payable by the Company	5,091	367,594	31,883	2,446,064
	Holding Company Fellow Subsidiaries a) Peiner Umformtechnik GmbH b) PUT Grundstucks GmbH	700,678 336,000 _	50,595,922 24,262,560	677,510 438,000 –	51,978,567 33,603,360 –
D)	Interest Paid Holding Company Fellow Subsidiaries	-	-	-	-
E)	a) Peiner Umformtechnik GmbH Rent Paid Holding Company Fellow Subsidiaries	13,523	960,391 –	45,583	3,677,181
	a) PUT Grundstucks GmbH	32,400	2,301,048	32,400	2,613,708

(Incorporated in Germany)

TRANSLATED FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS (Contd.)

6. AS 19 : Leases

The Company has entered into renting and leasing contracts, which are in the nature of operating leases as defined in the Accounting Standard – AS 19 in respect of leases, prescribed by the Institute of Chartered Accountants of India. The renting- and leasing contracts will terminate between 2010-2019.

a) Future minimum lease payments under non-cancelable operating leases in respect of lease agreements entered into:

Year	EURO 31-12-15	31-12-15
- for 2016	282,311	20,385,657
- for 2017	261,663	18,894,659
- for 2018	254,430	18,372,425
- for 2019	164,501	11,878,632
- for 2020	56,400	4,072,644
for 2021	42,300	3,054,483

b) Significant leasing arrangements:

The Company has entered into rent and leasing contracts in respect of buildings, machinery and equipment, other office equipment and vehicles.

7. AS 20: Earnings Per Share

The Capital of the Company is not divisible into shares of a specific denomination. Hence it is not possible to compute the earnings per share and consequently no disclosure has been made.

- 8. For other significant accounting policies refer to the financial statements of TVS Peiner Services GmbH.
- 9. Figures for the previous year have been re-grouped, wherever necessary to conform to current year classification.