

**To the Members of
Optiemus Electronics Limited**

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Optiemus Electronics Limited ('the Company'), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. 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.
5. 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 these standalone financial statements are free from material misstatement.



6. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March, 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

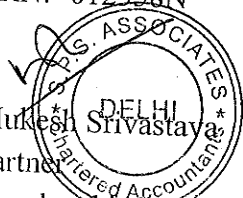
9. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. Further to our comments in **Annexure A**, 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 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 it appears from our examination of those books;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;



- d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
- e) On the basis of the written representations received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March, 2018 from being appointed as a Director in terms of Section 164(2) of the Act;
- f) We have also audited the Internal Financial Controls over Financial Reporting (IFCoFR) of the Company as on 31 March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 23 May, 2018 as per **Annexure B** expressed an unmodified opinion; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations on balance sheet date which has any implication on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there was no requirement for transferring amounts to the Investor Education and Protection Fund by the Company during the year; and
 - iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November, 2016 to 30 December, 2016 which are mentioned in the notes to accounts of standalone financial statements for that period.

For SPS Associates
Chartered Accountants

FRN:- 012358N



Mukesh Srivastava
Partner
Membership No.: 525933

Place: New Delhi

Date: **May 23, 2018**

Annexure A

Annexure A to the Independent Auditor's Report of even date to the members of Optiemus Electronics Limited, on the standalone financial statements for the year ended 31 March, 2018

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets comprising of Property, Plant and Equipment, Capital work-in-progress, Investment Property and Other Intangible assets.
 - (b) The fixed assets comprising of property, plant and equipment, capital work-in-progress, and investment property have been physically verified by the Management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The title deeds of all the immovable properties (which are included in property, plant and equipment, capital work-in-progress and investment property) are held in the name of the Company.
- (ii) In our opinion, the Management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the yearend, written confirmations have been obtained by the Management. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has not granted any loan, secured or unsecured to Companies, Firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of Clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.



- (iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of Clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Sub-Section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There was no dues on account of any dispute outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax.
- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.



- (xi) Managerial remuneration has been provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of Clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the Directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For SPS Associates
Chartered Accountants

FRN:- 012758N


M. Kesh Srivastava
Partner

Membership No.: 525933

Place: New Delhi

Date: May 23, 2018

Annexure B

Annexure B to the Independent Auditor's Report of even date to the members of Optiemus Electronics Limited on the standalone financial statements for the year ended 31 March, 2018

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of Optiemus Electronics Limited ("the Company") as of and for the year ended 31 March, 2018, we have audited the Internal Financial Controls over Financial Reporting ("IFCoFR") of the Company as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.



Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's IFCoFR include those policies and procedures that
- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
 - (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
 - (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

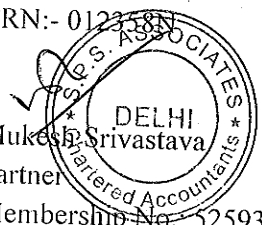
7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper Management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate Internal Financial Controls over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at 31 March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For SPS Associates
Chartered Accountants

FRN:- 0123584

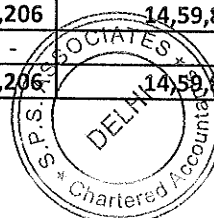

Mukesh Srivastava
Partner
Membership No.: 525933

Place: New Delhi
Date: May 23, 2018

OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Balance Sheet as on 31st March 2018

Particulars	Notes	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)
ASSETS			
Non-Current Assets			
Property, Plant & Equipments	3	18,29,53,415	18,20,99,779
Capital Work in Progress		-	-
Investment Properties		-	-
Goodwill		-	-
Other Intangible Assets	4	66,71,493	1,00,97,871
Intangible Assets under Development		-	-
Biological assets other than bearer plants		-	-
Investment accounted for using the equity method		-	-
Financial Assets			
i) Investment		-	-
ii) Loans		-	-
iii) Other Financial Assets	5	95,98,712	92,98,923
Deferred tax assets	6	5,27,66,675	-
Other non-current assets		-	-
Total non-current assets		25,19,90,294	20,14,96,573
Current Assets			
Inventories	7	33,73,86,936	33,93,12,766
Financial Assets			
i) Investment		-	-
ii) Trade Receivables	8	83,16,26,908	1,49,66,93,755
iii) Cash and Cash Equivalents	9	7,76,071	6,72,47,029
iv) Bank Balance other than iii) above		-	-
v) Loans		-	-
vi) Other financial assets		-	-
Other current assets	10	12,22,85,094	4,52,26,815
Assets classified as held for sale		-	-
Total Current Assets		1,29,20,75,009	1,94,84,80,365
Total Assets		1,54,40,65,303	2,14,99,76,938

Particulars	Notes	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	13,86,00,000	13,86,00,000
Other Equity			
- Equity Component of compound financial instruments		-	-
- Reserve & Surplus	12	(10,55,63,794)	73,85,605
- Other Reserves		-	-
Equity attributable to owners of Optiemus Electronics Limited		3,30,36,206	14,59,85,605
Non-Controlling Interests		-	-
Total Equity		3,30,36,206	14,59,85,605



OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Balance Sheet as on 31st March 2018

Particulars	Notes	As on 31st Mar 2018 (in Rs.)	As on 31 March 2017 (in Rs.)
Liabilities			
Non- Current Liabilities			
Financial Liabilities			
i) Borrowings	13	7,31,88,721	11,43,75,000
ii) Other Financial Liabilities		-	-
Provisions		-	-
Employee Benefits Obligations	14	42,88,751	22,62,249
Deferred tax liabilities		-	-
Government Grants		-	-
Other Non-Current Liabilities		7,74,77,472	11,66,37,249
Current Liabilities			
Financial Liabilities			
i) Borrowings	15	11,70,53,551	10,01,28,594
ii) Trade Payables	16	1,10,02,73,231	1,73,12,80,658
iii) Other financial liabilities		-	-
Provisions	17	25,31,475	82,70,602
Employee Benefits Obligations	17a	8,903	45,354
Deferred tax liabilities	6	-	36,53,000
Government Grants		-	-
Other Current Liabilities	18	21,36,84,465	4,39,75,876
Liabilities directly associated with assets classified as held for sale		-	-
Total Current Liabilities		1,43,35,51,625	1,88,73,54,084
Total Liabilities		1,51,10,29,097	2,00,39,91,333
Total Equity and liabilities		1,54,40,65,303	2,14,99,76,938

The above statement of profit and loss should be read in conjunction with the accompanying notes.

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"Signed in terms of our Report of Even Date Attached"

For S P S Associates (FRN 012358N)

Mukesh Shivastava
Partner
M.No. 525933



Date : 23/05/2018
Place : New Delhi

For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
Director
DIN : 00277434

Neeresh Gupta
Director
DIN : 00030782

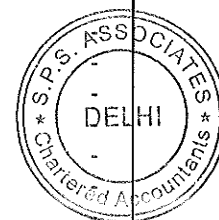
Shailendra Sancheti
Chief Financial Officer
PAN: AWDP6093G

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Notes	For the year ended 31st Mar 2018 (in Rs.)	For the period ended 31 March 2017 (in Rs.)
Continuing Operations			
Revenue from Operations	19	1,76,69,14,976	6,80,79,52,610
Other Income		-	-
Other gain/(losses)- net	20	1,79,46,550	13,71,912
Total Income		1,78,48,61,525	6,80,93,24,522
Expenses			
Cost of material consumed	21	1,74,74,30,108	6,55,94,16,710
Purchases of stock in trade		-	-
Changes in inventories of work-in-progress, Stock-in-trade and finished goods	22	(6,03,03,768)	(17,65,60,748)
Excise duty		28,36,670	12,18,04,503
Employee benefits expenses	23	13,24,87,513	16,62,74,593
Depreciation and amortization expenses	3 & 4	2,70,66,968	2,00,17,081
Impairment of goodwill and other non-current assets		-	-
Other expenses	24	8,17,34,590	8,91,46,523
Finance costs	25	2,29,78,518	1,81,87,255
Total Expenses		1,95,42,30,599	6,79,82,85,917
Profit before exceptional items, share of net profits of investmenta accounted for using equity method and tax		(16,93,69,074)	1,10,38,605
Share of net profit of associates and joint ventures accounted for using the equity method		-	-
Profit before exceptional items and tax		(16,93,69,074)	1,10,38,605
Exceptional items		-	-
Profit before tax from continuing operations		(16,93,69,074)	1,10,38,605
Income tax expense			
-Current tax		-	(22,50,645)
-MAT Credit		-	22,50,645
-Deferred tax		(5,64,19,675)	36,53,000
Total tax expenses		(5,64,19,675)	36,53,000
Profit from continuing operations		(11,29,49,399)	73,85,605
Discontinued Operations			
Profit from discontinued operations before tax		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations		-	-
Profit for the period		(11,29,49,399)	73,85,605

Particulars	Notes	For the year ended 31st Mar 2018 (in Rs.)	For the period ended 31 March 2017 (in Rs.)
Other comprehensive income			
Items that may be reclassified to profit or loss			
Change in fair value of FVOCI Debt instrument		-	-
Deferred gains/(losses) on cash flow hedges		-	-
Deferred cost of hedging		-	-
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		-	-
Exchange differences on transaction of foreign operations		-	-
Other comprehensive income/(loss) arising from discontinued operations		-	-
Net investment hedge gain		-	-
Income tax related to these items		-	-
Items that will not be reclassified to profit or loss			
Changes in fair value of FVOCI Equity instruments		-	-
Deferred gains/(losses) on cash flow hedges		-	-
Deferred cost of hedging		-	-



OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Statement of Profit and Loss for the year ended 31st March 2018

Particulars	Notes	For the year ended 31st Mar 2018 (in Rs.)	For the period ended 31 March 2017 (in Rs.)
Share of other comprehensive income of associates and joint ventures accounted for using the equity method		-	-
Remeasurements of post - employment benefit obligations		-	-
Income tax related to these items		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive income for the year		(11,29,49,399)	73,85,605

Particulars	Notes	For the year ended 31st Mar 2018 (in Rs.)	For the period ended 31 March 2017 (in Rs.)
Profit is attributable to :			
Owners of Optiemus Electroncis Limited		(11,29,49,399)	73,85,605
Non-Controlling interests		-	-
		(11,29,49,399)	73,85,605
Other Comprehensive Income is attributable to :			
Owners of Optiemus Electroncis Limited		-	-
Non-Controlling interests		-	-
		-	-
Total Comprehensive Income is attributable to :			
Owners of Optiemus Electroncis Limited		(11,29,49,399)	73,85,605
Non-Controlling interests		-	-
		(11,29,49,399)	73,85,605
Total Comprehensive Income is attributable to Owners of Optiemus Electroncis Limited arises from :			
Continuing Operations		(11,29,49,399)	73,85,605
Discontinued Operations		-	-
		(11,29,49,399)	73,85,605
Earning per equity share for profit from continuing operation attributable to owners of Optiemus Electronics Limited :			
Basis Earning per share		(0.81)	0.05
Diluted Earning per share		(0.81)	0.05
Earning per equity share for profit from discontinued operation attributable to owners of Optiemus Electronics Limited :			
Basis Earning per share		-	-
Diluted Earning per share		-	-
Earning per equity share for profit from continuing and discontinued operation attributable to owners of Optiemus Electronics Limited :			
Basis Earning per share		(0.81)	0.05
Diluted Earning per share		(0.81)	0.05

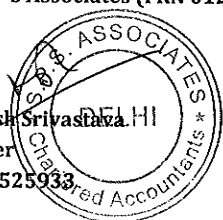
The above statement of profit and loss should be read in conjunction with the accompanying notes.

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"Signed in terms of our Report of Even Date Attached"

For S P S Associates (FRN 012358N)

Mukesh Srivastava
 Partner
 M.No. 525933



Date : 23/05/2018
 Place : New Delhi

For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
 Director

DIN : 00277434

Chailendra Sancheti
 Chief Financial Officer
 PAN: AWDPS6093G

Jeelesh Gupta
 Director

DIN : 00030782

Vikas Chandra
 Company Secretary
 PAN: AFGPC4820F

OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Statement of Change in Equity

A. Equity Share Capital

	Notes	Amount
As at 29th January 2016		
Changes in Equity share capital	11	13,860,000
As at 31st Mar, 2017		13,860,000
Changes in Equity share capital		
As at 31st Mar, 2018		13,860,000

B. Other Equity

Particulars	Notes	Attributable to owners of Optiemus Electronics Limited						Total other Equity	Non-Controlling Interests	Total
		Equity Components of Compound Financial Instruments	Reserve and Surplus		Other Reserves					
			Securities Premium Reserve	Retained Earnings	Cash Flow Hedging Reserve	Costs of hedging Reserve	Foreign Currency transaction Reserve			
Balance at 29 January 2016		-	-	-	-	-	-	-	-	
Profit/(Loss) for the year	12	-	7,385,605	-	-	-	-	-	7,385,605	
Other Comprehensive Income		-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year		-	7,385,605	-	-	-	-	-	7,385,605	
Deferred hedging gains/(losses) and Costs of hedging transferred to the carrying value of inventory		-	-	-	-	-	-	-	-	
Transaction with owners in their capacity as owners		-	-	-	-	-	-	-	-	
Issue of equity shares		-	-	-	-	-	-	-	-	
Dividend paid		-	-	-	-	-	-	-	-	
Employee stock option expense		-	-	-	-	-	-	-	-	
Balance as at 31 March, 2017		-	7,385,605	-	-	-	-	-	7,385,605	

Particulars	Notes	Attributable to owners of Optiemus Electronics Limited						Total other Equity	Non-Controlling Interests	Total
		Equity Components of Compound Financial Instruments	Reserve and Surplus		Other Reserves					
			Securities Premium Reserve	Retained Earnings	Cash Flow Hedging Reserve	Costs of hedging Reserve	Foreign Currency transaction Reserve			
Balance at 01 April 2017		-	7,385,605	-	-	-	-	-	7,385,605	
Profit/(Loss) for the year	12	-	(112,949,399)	-	-	-	-	-	(112,949,399)	
Other Comprehensive Income		-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year		-	(105,563,794)	-	-	-	-	-	(105,563,794)	
Deferred hedging gains/(losses) and Costs of hedging transferred to Inventory		-	-	-	-	-	-	-	-	
Transfer to retaining earnings on acquisition of subsidiary		-	-	-	-	-	-	-	-	
Transaction with owners in their capacity as owners :		-	-	-	-	-	-	-	-	
Issue of equity shares, net of transaction costs		-	-	-	-	-	-	-	-	
Issue of optionally convertible bonds (net of deferred tax)		-	-	-	-	-	-	-	-	
Non-Controlling Interests on acquisition of subsidiary		-	-	-	-	-	-	-	-	
Transaction with non-Controlling Interests		-	-	-	-	-	-	-	-	
Dividend paid transfer to Debenture Redemption Reserve		-	-	-	-	-	-	-	-	
Employee stock option expense		-	-	-	-	-	-	-	-	
Balance at 31 March, 2018		-	(105,563,794)	-	-	-	-	-	(105,563,794)	

The above statement of profit and loss should be read in conjunction with the accompanying notes.

2

"Signed in terms of our Report of Even Date Attached"
For S.P. & Associates (FIRN 012358N)

Mukesh Srivastava
Partner
M.No. 825933

Date : 23/05/2018
Place : New Delhi

For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
DIN : 00277434

Shailendra Sancheti
Chief Financial Officer
PAN: AWDP6093G

Neetesh Gupta
DIN : 00030782

Vikas Chandra
Company Secretary
PAN: AFGPC4820F

OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Statement of Cash Flow for the year ending 31 March 2018

Particulars	Notes	For the year ended 31 March 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
A. Cash flow from operating activities			
Profit before tax from			
Continuing Operations		(16,93,69,074)	1,10,38,605
Discontinuing Operations		-	-
Adjustments for -			
Depreciation	3&4	2,70,66,968	2,00,17,081
Interest income on fixed deposit		(6,67,078)	(10,34,206)
Gain on disposal of fixed assets		(20,26,839)	-
Other gain		(2,30,974)	(3,37,706)
Interest expense		2,17,02,312	1,63,57,075
Operating profit before working capital changes		(12,35,24,685)	4,60,40,849
Adjustments for changes in working capital:			
- (Increase)/decrease in Inventories	7	19,25,830	(33,93,12,766)
- (Increase)/decrease in Trade Receivables	8	66,50,66,847	(1,49,66,93,755)
- (Increase)/decrease in other current assets	10	(7,70,58,279)	(4,52,26,815)
- (Increase)/decrease in non current assets	6	3,36,499	54,80,000
- Increase/(decrease) in Trade Payables	16	(63,10,07,427)	1,73,12,80,658
- Increase/(decrease) in current liabilities and provisions	17&18	16,61,83,655	5,22,91,832
- Increase/(decrease) in non current liabilities and provisions	14	20,26,502	22,62,249
Cash used in operating activities		12,74,73,627	(8,99,18,597)
Income tax paid		(22,50,645)	-
Net cash flow from operating activities		16,98,298	(4,38,77,748)
B. Cash flows from investing activities			
Purchase of fixed assets	3&4	(2,97,92,304)	(21,22,14,731)
Proceeds from sale of fixed assets		73,24,918	-
Advance given for EPC and capital advance (net)		-	-
Investment in fixed deposit	5	(3,36,499)	(54,80,000)
Redemption of Investment in mutual fund/bond		-	-
Loan and advance given		-	-
Loan and advance received back		-	-
Interest income on fixed deposit		6,67,078	10,34,206
Other income		2,30,974	3,37,706
Interest received		-	-
Net cash flow from investing activities		(2,19,05,833)	(21,63,22,819)
C. Cash flows from financing activities			
Proceeds from issue of equity share capital		-	13,86,00,000
Share issue expenses		-	-
Long term borrowing received	13&15	1,74,16,253	15,00,00,000
Long term borrowing repaid	13&15	(2,85,91,233)	(56,25,000)
Term loan repaid to banks		-	-
Term loan repaid to Others		-	-
Buyer's credit received from banks		-	-
Short term borrowing received		-	7,01,28,594
Short term borrowing repaid	13&15	(1,30,86,342)	-
Interest paid	25	(2,17,02,312)	(1,63,57,075)
Net cash flows from financing activities		(4,59,63,634)	33,67,46,519
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(6,61,71,169)	7,65,45,952
Add : Cash and cash equivalents at the beginning of the year		7,65,45,952	-
Cash and cash equivalents at the end of the year		1,03,74,783	7,65,45,952
Reconciliation of cash and cash equivalents at the end of the year			
Cash in hand	9	84,543	1,40,410
Balances with scheduled banks			
- in current accounts	9	6,91,528	1,44,05,542
- in fixed deposits		-	6,20,00,000
Cash and cash equivalents at the end of the year		7,76,071	7,65,45,952

The above statement of profit and loss should be read in conjunction with the accompanying notes.

2

The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 Cash Flow Statements issued by the Institute of Chartered Accountants of India.

"Signed in terms of our Report of Even Date Attached"

For S P S Associates (FRN 012358N)

Chartered Accountants

Mukesh Srivastava

Partner

M.No: 525933

Chartered Accountants

Date : 23/05/2018

Place : New Delhi

For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta

Ashok Gupta

Director

DIN : 00277434

Shallendra Sancheti

Shallendra Sancheti

Chief Financial Officer

PAN: AWDP56093G

Heetesh Gupta

Heetesh Gupta

Director

DIN : 0030782

Vikas Chandra

Vikas Chandra

Company Secretary

PAN: AFGPC4820F

**Notes to the Financial Statements
For the year ended 31st March, 2018**

1. Background

Optiemus Electronics Limited is a company limited by shares, domicile and incorporated in India under the Companies Act 2013 on 29th January 2016. The company is engaged in the business of manufacturing of mobile phones under the third party brands.

2. Significant Accounting Policies

This note provides significant accounting policies adopted in preparation of these financial statements.

2.1 Basis of preparation

The financial statements comply in all material aspect with Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared under the historical convention on an accrual basis,

The Financial Statements up to the period ended 31st March 2017, being the first financial statement beginning 29th January 2016, was in conformity with the accounting standards as prescribed under section 133 of Companies Act-2013 read with the Companies (Accounting Standards) Rules, 2014.

The financial statements are the first financial statements under IndAS and has followed the First-Time Adoption of IndAS.

The company has ascertained its operating cycle as not more than twelve months, accordingly, the assets expected to realise and liabilities due within twelve months are classified under Current and all other assets and liabilities are classified under Non-current.

2.2 Use of Estimates

The Preparation of financial statements is conformity with Ind AS and Indian GAAP which require the management to make judgment, estimates and assumptions that affect the reported amount of revenue, expense, assets and liabilities and the disclosure of contingent liabilities, at the end of reporting period. Although these estimates are based on the management's best knowledge current event and action, uncertainty about these assumption and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets and liabilities in future periods.

The differences between the actual results and estimates are recognized in the year in which the results are known / materialized. Estimates and underlying assumptions are reviewed on ongoing basis and as such these changes are reflected in the period it is made.

2.3 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized to the extent that it is probable that economic benefits will follow to the Company and the revenue can be reliably measured; following are the specific revenue recognition criteria:

- a) **Product Sale** - Revenue from sale of goods is recognized:
 - i. on transfer of significant risks and rewards of ownership;



Notes to the Financial Statements
For the year ended 31st March, 2018

- ii. when goods are dispatched and the title passes to the customers;
- iii. when the company neither retains nor continue managerial involvement to the degree usually associated with ownership or effective control over the goods sold; and
- iv. when there is certainty of collection.

The sale is recognised net of returns, discounts and rebates granted and exclusive of GST and other duties / taxes recovered from customer on behalf of Govt.

- b) **Interest and Other Income-** Interest is recognised using the time proportion method based on the underlying interest rates. Other income recognized when ultimate certainty of collection was established.

2.4 Property Plant and Equipment (PPE)

On transition to IndAS, the Company has adopted the exemption given under *IndAS101-First Time Adoption* to continue with the carrying amount of property, plant and equipment recognized in the previous year as its deemed cost.

PPEs are stated at Cost Model i.e. comprising of historical cost, net of accumulated depreciation and accumulated impairment losses and cost of disposal, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

In opinion of management, the fair value of PPE is not materially different from the carrying amount.

Subsequent expenditure related to an item of PPE is added to its book value only if it increases the future benefits from the existing PPE beyond its previously assessed standard of performance.

All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognized. PPEs not exceeding Rs. 5,000/- is charged to the statement of profit and loss.

2.5 Depreciation

Depreciation on Property, Plant and Equipment has been provided on Straight Line Method basis over the useful lives of assets estimated by the Management as prescribed in Schedule-II to the Companies Act, 2013 as follows:

- | | |
|--|-----------|
| ▪ Computer, Printer & Office Equipments | 3-5 years |
| ▪ Furniture, Fittings and Electric Installations | 10 Years |
| ▪ Plant & Machinery | 15 Years |



Notes to the Financial Statements
For the year ended 31st March, 2018

Finished Goods are valued at lower of cost or estimated net realizable value. The cost includes cost of purchase on Weighted Average Cost basis, cost of conversion, and other costs incurred in bringing goods to their present location and condition.

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

Cost of Purchase includes purchase price (net of Trade discounts, rebates etc.) and transportation, handling and other costs directly attributable to the acquisition of goods.

Cost of Conversion includes costs directly related to the units of production, such as direct labour and also includes a systematic allocation of fixed and variable production overheads that are incurred in converting materials into WIP or finished goods to their present condition.

2.9 Foreign Currency Transaction

Foreign currency transactions are recorded in the reporting currency at exchange rate between the reporting currency and the foreign currency prevailing at the date of the transaction. Any fluctuation in foreign currency transaction when realized is recognized in statements of profit and loss as income/expense.

The restatement is done as at the date of balance sheet for the monetary assets and liabilities involving foreign currency at the exchange rates prevailing on that date. The difference arising from such translation is recognised in the statement of profit and loss.

The exchange difference arising on the reinstatement of monetary items that qualify as hedging instruments is recognised on the basis of Marked to market basis on the date of balance sheet in the statement of profit and loss.

2.10 Operating Lease

Lease payment under an operating lease is recognised as an expense in the statement of Profit and loss on Accrual basis as per Lease agreements as the increase in lease payments compensate only the expected inflationary cost over the period of lease.

2.11 Employee Benefits

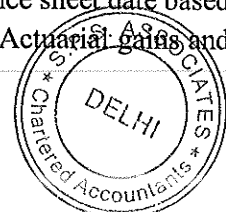
a) Short-term employee benefits

Employee benefits payable wholly within twelve months of balance sheet date are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

b) Post employment benefits (defined benefit plans)

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each balance sheet date based on an actuarial valuation using the method prescribed under AS-15. Actuarial gains and losses are recognised immediately in the Statement of Profit and loss.

c) Post employment benefits (defined contribution plans)



Notes to the Financial Statements
For the year ended 31st March, 2018

Contributions to the provident fund and superannuation fund, which are defined contribution schemes, are recognised as an expense in the statement of Profit and loss in the period in which the contribution is due.

d) Long-term employee benefits

Long-term employee benefits comprise of compensated absences and other employee incentives. These are measured based on an actuarial valuation carried out by an independent actuary at Balance sheet date unless they are insignificant.

Actuarial gains and losses and past service costs are recognised immediately in the statement Profit and loss.

2.12 Borrowing Cost

Borrowing cost that are attributable to acquisition construction or production of qualifying assets are capitalised as cost of such assets. All other borrowing costs are recognized as expense in the year in which they are incurred.

2.13 Segment Reporting

The company's activity involve predominantly one business segment i.e. manufacturing of mobile phones which is considered to be single business segment. Accordingly, the primary basis of segmental information as set out in these financial statements, which reflect the information required by AS-17 Segment reporting, is with respect to primary segment itself.

2.14 Provisions and Contingencies

Provision is recognised in the Balance sheet when, the Company has a present obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made.

A disclosure by way of a contingent liability or asset is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow/ inflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow/inflow of resources are remote, no disclosure is made.

2.15 Income taxes

Tax expense comprises current tax and deferred tax.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

Deferred income-tax assets/liabilities reflect the impact of temporary timing differences between taxable income and accounting income and unused tax losses originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

At each reporting date, the Company re-assesses unrecognised deferred tax assets/liabilities. It recognises deferred tax asset/liabilities to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets/liabilities can be realized/payable.



Notes to the Financial Statements
For the year ended 31st March, 2018

Minimum Alternate Tax (MAT) paid is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax until the period, MAT credit is allowed to be carried forward. The Company recognizes MAT credit as per the Income-tax Act, 1961, by way of credit to the statement of profit and loss as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the period MAT Credit is allowed.

2.16 Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as reduced by number of shares bought back, if any, The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.17 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Note-3 Property, Plant & Equipment

Particulars	Computer, Printer & Office Equipment	Furniture, Fittings & Electrical Installations	Plant & Machinery	Total	Capital Work-in-Progress
Period Ended 31st March, 2017					
Gross Carrying Amount					
Deemed Cost as on 1st April 2016	-	-	-	-	-
Additions	3,12,52,840	5,19,24,205	11,58,34,471	19,90,11,516	3,81,92,218
Disposals	-	-	-	-	(3,81,92,218)
Closing Gross Carrying Amount	3,12,52,840	5,19,24,205	11,58,34,471	19,90,11,516	-
Accumulated Depreciation					
Depreciation Charge During the period	76,67,536	38,91,537	53,52,664	1,69,11,737	-
Disposals	-	-	-	-	-
Closing Accumulated Depreciation	76,67,536	38,91,537	53,52,664	1,69,11,737	-
Net Carrying Amount	2,35,85,305	4,80,32,668	11,04,81,806	18,20,99,779	-
Year Ended 31st March, 2018					
Gross Carrying Amount					
Opening Gross Carrying Amount	3,12,52,840	5,19,24,205	11,58,34,471	19,90,11,516	-
Additions	6,42,240	88,300	2,56,11,756	2,63,42,296	-
Disposals	-	-	(28,52,045)	(28,52,045)	-
Transfers	-	-	-	-	-
Closing Gross Carrying Amount	3,18,95,080	5,20,12,505	13,85,94,182	22,25,01,768	-
Accumulated Depreciation and Impairment					
Opening Accumulated Depreciation	76,67,536	38,91,537	53,52,664	1,69,11,737	-
Depreciation Charge During the period	98,81,560	49,36,926	80,08,418	2,28,26,904	-
Impairment Loss	-	-	-	-	-
Disposals	-	-	(1,90,289)	(1,90,289)	-
Closing Accumulated Depreciation and Impairment	1,75,49,096	88,28,464	1,31,70,793	3,95,48,353	-
Net Carrying Amount	1,43,45,984	4,31,84,042	12,54,23,389	18,29,53,415	-

Note-4 Other Intangible Assets

Particulars	Software	Total
Period Ended 31st March, 2017		
Gross Carrying Amount		
Deemed Cost as on 1st April 2016	-	-
Additions	1,32,03,215	1,32,03,215
Closing Gross Carrying Amount	1,32,03,215	1,32,03,215
Accumulated Amortization		
Amortization Charge During the period	31,05,344	31,05,344
Closing Accumulated Amortisation	31,05,344	31,05,344
Net Carrying Amount	1,00,97,871	1,00,97,871
Period Ended 31st March, 2018		
Gross Carrying Amount		
Opening Gross Carryin Amount	1,32,03,215	1,32,03,215
Additions	34,50,008	34,50,008
Disposals	(49,92,690)	(49,92,690)
Closing Gross Carrying Amount	1,16,60,533	1,16,60,533
Accumulated Amortization and Impairment		
Opening Accumulated Amortisation	31,05,344	31,05,344
Amortization Charge During the period	42,40,064	42,40,064
Disposals	(23,56,367)	(23,56,367)
Impairment Charges	-	-
Closing Accumulated Amortisation and impairment	49,89,040	49,89,040
Closing Net Carrying Amount	66,71,493	66,71,493



OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Note-5 Other Financial Assets (Non-current)

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
FDR Sales Tax	7,80,000	7,80,000
Security Deposit Sales Tax	70,000	70,000
FDR with Bank - Long Term	50,36,499	47,00,000
Accrued Interest on Long Term FDRs	3,65,871	3,16,781
Security Deposits	33,46,342	34,32,142
Total other non-Current Assets	95,98,712	92,98,923

Note-6 Deferred Tax Asset/ (Liability)

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Due to Depreciation	6,02,20,867	(71,21,309)
Due to Gratuity	9,01,529	3,41,317
Due to Leave Encashment	5,33,200	4,06,650
Due to Unabsorbed Depreciation/Loss	(88,88,921)	27,20,342
Total	5,27,66,675	(36,53,000)

Note-7 Inventories

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Raw Material	10,05,22,420	16,27,52,018
Work-in Progress	2,01,53,625	4,39,67,928
Finished Goods	21,67,10,891	13,25,92,820
Traded Goods	-	-
Stores and spares	-	-
Total Inventories	33,73,86,936	33,93,12,766

Note-8 Trade Receivables

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Total Receivables	63,71,41,565	1,14,20,95,639
Receivables from related parties	19,44,85,343	35,45,98,116
Less:- Allowance for doubtful debts	-	-
Total Receivables	83,16,26,908	1,49,66,93,755
Current Portion	83,16,26,908	1,49,66,93,755
Non-Current Portion	-	-

Note-9 Cash & Cash Equivalents

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Balances with banks		
-In Current Account	6,91,528	51,06,619
-In EEFC Accounts	-	-
Deposits with maturity of less than three months	-	6,20,00,000
Cash on Hand	84,543	1,40,410
Total Cash and cash equivalent	7,76,071	6,72,47,029

Note-10 Other Current Assets

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Advance to suppliers	2,56,22,207	2,00,67,060
Advances to Other	13,72,176	36,44,108
Prepaid Expense	7,37,565	11,56,386
Accrued Interest on FDR	-	5,14,922
MAT Credit	22,50,645	22,50,645
TDS Receivable	31,663	94,603
Input Credit of Duties and Taxes	9,22,70,838	1,74,99,091
Total Other Current Assets	12,22,85,094	4,52,26,815



OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Note-11 Equity Share Capital

Authorised Equity Share Capital

	No. of Shares	Amount
As at 29 January 2016	-	-
Increase during the year	1,38,60,000	13,86,00,000
As at 31st March, 2017	1,38,60,000	13,86,00,000
Increase during the year	-	-
As at 31st March, 2018	1,38,60,000	13,86,00,000

Movement in Equity Share Capital

	No. of Shares	Amount
As at 29 January 2016	-	-
Issue of Equity Shares proceeds received	1,38,60,000	13,86,00,000
As at 31st March, 2017	1,38,60,000	13,86,00,000
Increase in Equity Shares proceeds received	-	-
As at 31st March, 2018	1,38,60,000	13,86,00,000

Note-12 Reserve & Surplus

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Profit & Loss Accounts		
Opening Balance	73,85,605	-
Add: Profit / (Loss) during the period	(11,29,49,399)	73,85,605
Closing Balance	(10,55,63,794)	73,85,605
Total Reserve & Surplus	(10,55,63,794)	73,85,605

Note-13 Non-Current Borrowings

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Secured		
1. Term Loan from IndusInd Bank	6,22,50,000	11,43,75,000
Secured Against exclusive charge on the current and fixed assets of the company, and pledge over 30% Equity shares of the Company. Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Director - Mr. Ashoek Gupta		
Terms of Repayment		
1 EMIs of Rs. 45 lacs and		
12 EMIs of Rs. 48.125 lacs.		
Maturity Date: 30 April, 2020		
There is no default in repayment of loan / interest as on balance sheet date.		
2. Term Loan from Hero Fincorp Limited	1,09,38,721	-
Secured against hypothecation lien mark on the specific assets of the Company.		
Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Directors -Mr. Ashoek Gupta & Nitesh Gupta		
Terms of Repayment:		
21 EMIs of Rs. 582,637 including monthly interest.		
Maturity Date: 03 December, 2020		
There is no default in repayment of loan / interest as on balance sheet date.		
Total Non-Current Borrowings	7,31,88,721	11,43,75,000

Note-14 Non-Current Employee Benefits Obligations

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Provision for Gratuity	26,91,580	10,32,323
Provision for Leave Encashment	15,97,171	12,29,926
Total	42,88,751	22,62,249



OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Note-15 Current Borrowings

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Secured		
1. Term Loan from IndusInd Bank Secured Against exclusive charge on the current and fixed assets of the company, and pledge over 30% Equity shares of the Company. Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Director - Mr. Ashoek Gupta Terms of Repayment 2 EMIs of Rs. 26.25 lacs and 11 EMIs of Rs. 45 lacs (1 EMI of Rs. 26.25 lac due on 31 March 2018 charged by bank in April 2018). Maturity Date: 31 March 2019 There is no default in repayment of loan / interest as on balance sheet date.	5,47,50,000	3,00,00,000
2. Term Loan from Hero Fincorp Limited Secured against hypothecation lien mark on the specific assets of the Company. Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Directors -Mr. Ashoek Gupta & Nitesh Gupta Terms of Repayment: 12 EMIs of Rs. 582,637 lacs each including monthly interest. Maturity Date: 31 March 2019 There is no default in repayment of loan / interest as on balance sheet date.	52,61,299	-
3. CC Loan from IndusInd Bank Secured Against exclusive charge on the current and fixed assets of the company, and pledge over 30% Equity shares of the Company. Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Director - Mr. Ashoek Gupta	5,70,42,252	7,01,28,594
Total Current Borrowings	11,70,53,551	10,01,28,594

Note-16 Trade Payables

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Current		
Trade Payable	83,38,06,334	1,01,76,61,697
Trade Payable to related parties	26,64,66,897	71,36,18,961
Total Trade payables	1,10,02,73,231	1,73,12,80,658

Note-17 Short Term Provisions

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Provision for Expenses	22,33,975	48,04,448
Provision for Excise Duty	-	34,66,154
Provision for Audit Fees	2,97,500	
Total Short Term Provisions	25,31,475	82,70,602

Note-17a Current Employee Benefits Obligations

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Provision for Gratuity	8,903	3,411
Provision for Leave Encashment	-	41,943
Total Short Term Provisions	8,903	45,354

Note-18 Other Current Liabilities

Particulars	As on 31st Mar 2018 (In Rs.)	As on 31 March 2017 (In Rs.)
Staff Expenses Payable	71,45,459	65,33,956
Advance from Customers	7,79,11,272	-
Advance from Related Party	7,79,66,034	-
Other Payable	3,21,85,711	1,56,66,639
Other Payable to Related Party	7,41,809	19,01,015
Duties & Taxes and Statutory Liabilities	1,77,34,180	1,98,74,266
Total Short Term Provisions	21,36,84,465	4,39,75,876



OPTIEMUS ELECTRONICS LIMITED
CIN-U32300DL2016PLC290355
Notes forming part of the Financial Statements

Note-19 Revenue from operations

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Sale of product	1,76,69,14,976	6,80,79,52,610
Sales of Services	-	-
Other operating revenue	-	-
Total revenue from continuing operations	1,76,69,14,976	6,80,79,52,610

Note-20 Other Gains/(Losses)-Net

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Exchange Rate Fluctuation	1,50,21,658	-
Interest on FDR	6,67,078	10,34,206
Notice Period	72,824	3,34,508
Discount Received	3,378	-
Profit on Sale of Assets	20,26,839	-
Miscellaneous Income	1,54,772	3,198
Total of Other income	1,79,46,550	13,71,912

Note-21 Cost of Raw Material Consumed

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Opening Stock of Raw Material	16,27,52,018	-
Add : Purchase during the period	1,68,52,00,510	6,72,21,68,728
Less Closing Stock of Raw Material (Including G.I.T.)	10,05,22,420	16,27,52,018
Total Cost of Raw Material Consumed	1,74,74,30,108	6,55,94,16,710

Note-22 Changes in Inventories of Work-in-Progress, Stock-in-trade and Finished Goods

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Opening Balances		
Work in Progress	4,39,67,928	-
Finished Goods	13,25,92,820	-
Traded Goods	-	-
Total Opening Balances	17,65,60,748	-
Closing Balances		
Work in Progress	2,01,53,625	4,39,67,928
Finished Goods	21,67,10,891	13,25,92,820
Traded Goods	-	-
Total Closing Balances	23,68,64,516	17,65,60,748
Total Changes in inventories of Work-in-Progress, Stock-in-trade and Finished Goods	(6,03,03,768)	(17,65,60,748)

Note-23 Employee Benefit Expenses

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Salary and Wages	11,81,23,272	14,21,62,211
Contribution to Provident fund and Other fund	46,96,524	39,95,221
Gratuity Expense	16,64,749	10,35,734
Leave Encashment	3,25,302	14,83,054
Staff Welfare	76,77,666	1,75,98,373
Total Employee Benefit Expenses	13,24,87,513	16,62,74,593



OPTIEMUS ELECTRONICS LIMITED
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Notes forming part of the Financial Statements

Note-24 Other Expenses

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Manufacturing Expenses		
Consumable Expenses	52,264	26,17,429
Electricity Expenses	95,94,798	1,10,33,774
House Keeping Expenses	38,68,331	64,00,374
Technical Fees	2,65,37,993	
Security Expenses	69,24,203	81,11,037
Rent	1,27,76,900	1,24,01,959
Auditor's Remuneration		
For Audit Services	3,03,000	3,28,750
For Taxation Services	75,000	75,750
Repair & Maintenance		
Building	4,07,774	2,83,598
Plant & Machinery	42,72,042	45,60,619
Others	19,38,154	13,45,489
Business Promotion	1,42,903	1,79,839
Insurance Premium	28,24,982	25,12,613
Office Expense	2,15,431	5,45,969
Printing & Stationery	2,62,560	5,33,299
Rate & Taxes	6,56,975	19,92,219
Forgien Exchange Fluctuation	-	25,88,771
Conveyance Expenses	6,19,759	30,50,316
Tour & travelling Expense	18,28,061	4,95,746
Legal Expense	1,13,769	16,09,044
Professional Charges	45,43,766	75,99,399
Communication Expense	7,17,091	8,73,247
Freight Outward	13,65,100	1,69,29,423
C&F Charges (Export)	7,45,584	-
Prior Period Expense	-	10,000
Miscellaneous Expense	9,48,150	30,67,860
Total Other Expenses	*8,17,34,590	8,91,46,523

Note-25 Finance Cost

Particulars	For the year ended 31st Mar 2018 (In Rs.)	For the period ended 31 March 2017 (In Rs.)
Bank Charges	12,76,206	18,30,180
Interest Expense	2,17,02,312	1,63,57,075
Total Finance Cost	2,29,78,518	1,81,87,255



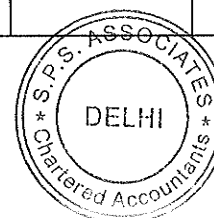
Notes to the Financial Statements
For the year ended 31st March, 2018

26. Related Party Transaction

- | | | |
|--|--|-------------------------------|
| a. Holding Company | | - Optiemus Infracom Limited |
| b. Subsidiary Company | | -NIL |
| c. Ultimate Holding Company | | -NIL |
| d. Party where control exists: | | Nature of Relationship |
| GDN Enterprises Private Limited | | - Associate Company |
| MPS Telecom Pvt. Ltd. | | - Associate Company |
| Teleecare Network India Pvt. Ltd. | | - Associate Company |
| FineMS Electronics Pvt. Ltd. | | - Associate Company |
| International Value Retail Pvt Ltd | | - Associate Company |
| Fidelity Logistic Limited | | - Associate Company |
| Insat Exports | | - Associate Company |
|
 | | |
| e. Key Management Personnel and their relatives | | |
| Director | | -Ashok Gupta |
| Director | | -Neetesh Gupta |
| Director | | -Ching Yao Shen |
| Independent Director | | -Gautam Kanjilal |
| Independent Director | | -Ms. Ritu Goyal |
| CFO | | -Shailendra Sancheti |
| Company Secretary | | -Vikas Chandra |

Transactions with Related Parties for the year ended 31 March 2018:

Particular	Sale of Goods (with Tax)	Purchase of Goods (with Tax)	Availment of Service (with Tax)	Balance outstanding as at balance sheet date		
				Creditor	Debtors	Advance to Supplier
GDN Enterprises Private Limited	90,68,378	13,70,536	154,175	-	-	-
MPS Telecom Pvt. Ltd.	20,82,22,878	80,116	-	-	11,07,12,432	-
Teleecare Network India Pvt. Ltd.	20,28,79,082	15,32,81,304	-	7,59,87,180	8,37,72,911	-
Fine MS Electronics Pvt. Ltd.	-	17,32,822	-	-	-	-
International Value Retail Pvt. Ltd.	-	12,612	-	741,809	-	-
Optiemus Infracom Limited	-	64,77,61,501	-	19,04,79,717	-	7,79,66,034
Fidelity Logistic Limited	-	-	8,52,294	-	-	-



Notes to the Financial Statements
For the year ended 31st March, 2018

Transactions with Related Parties for the period ended 31 March 2017:

Particular	Sale of Goods (with Tax)	Purchase of Goods (with Tax)	Availment of Service (with Tax)	Balance outstanding as at balance sheet date		
				Creditor	Debtors	Advance to Supplier
GDN Enterprises Private Limited	1,21,20,48,770	2,43,66,077	571,006	-	1,80,22,342	2,00,67,060
MPS Telecom Pvt. Ltd.	92,14,90,090	11,59,206	-	11,59,206	28,80,16,443	-
Teleecare Network India Pvt. Ltd.	4,85,59,331	4,18,37,086	-	4,18,37,086	4,85,59,331	-
FineMS Electronics Pvt. Ltd.	-	6,43,980	-	1,40,148	-	-
International Value Retail Pvt. Ltd.	-	7,41,809	-	7,41,809	-	-
Optiemus Infracom Limited	-	1,77,32,24,592	-	67,16,41,727	-	-
Fidelity Logistic Limited	-	-	28,08,324	-	-	-

Transactions with Key Management Personnel:

Particulars	For the year ended 31 March 2018	For the period ended 31 March 2017
Shailendra Sancheti		
Remuneration Paid	51,91,532	41,52,000
Reimbursement of Expenses	2,19,071	10,37,914
Closing Balance	4,57,533	5,79,172

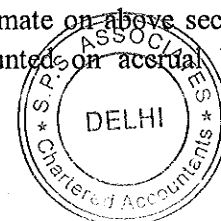
27. Operating Leases

The Company has entered into operating lease arrangements for factory and office premises. The lease arrangements provide for cancellation by either party and also contain a clause for renewal of the lease agreement. Lease payments on cancellable and/or non-cancellable operating lease arrangements are debited to the statement of profit and loss on accrual basis and the future minimum lease payments in respect of non-cancellable operating leases are summarised below:

Future minimum lease payments in respect of non-cancellable lease

	31 March 2018	31 March 2017
-amount due within one year from balance sheet date	1,18,07,772	1,12,45,500
-amount due in the period between one year and five year	5,34,37,656	5,08,92,996
-amount due after five year (cancellable lease period)	3,08,93,604	4,52,46,036

The company has also paid security deposit of Rs. 25,50,000 (Previous year Rs. 25,50,000) on the operating lease. However, the company estimates that the above security deposit represents the fair value as at the end of reporting period as discounted cash flow income estimate on above security deposit would naturally compensate the increase in lease expense accounted on accrual basis representing expected inflationary cost over the period of lease.



Notes to the Financial Statements
For the year ended 31st March, 2018

28. Quantitative information of foreign exchange instruments outstanding as at the Balance Sheet date

- a) The foreign currency forward contracts outstanding as at the Balance sheet date aggregate to USD 17,52,809 (Rs.11,70,00,000) as on 31 March 2018 [USD 2,162,921.36 (Rs.14,43,75,000) as on 31 March 2017].

The above outstanding represent a Term Loan fully hedged by Bank under Foreign Exchange Forward Contract until maturity on 30 April 2020 under deferred payment plan. Accordingly, the above financial instrument has no marked to market gain or loss as on 31 March 2018 to be recognised.

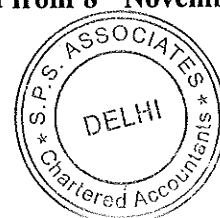
- b) The following foreign currency receivables/ advances/ payables balances are outstanding at the Balance sheet date, which are not hedged by foreign exchange instruments:

Nature of Items	31 March 2018	31 March-2017
Balance in bank account	NIL	NIL
Advance paid	USD 3,82,021	NIL
	EUR 9,600	NIL
	(Rs. 2,56,22,207)	NIL
Payable (creditor and others)	USD 1,30,32,672	NIL
	(Rs. 84,76,98,388)	NIL
Advance received	NIL	NIL
Receivables	USD 8,64,000	USD 41,54,250
	(Rs. 5,61,98,103)	(Rs.26,79,49,125)
Buyer credit loan	NIL	NIL

29. Foreign Exchange Earning and Expenses

(a) Earning in Foreign Exchange	31 March 2018	31 March-2017
Export of goods calculated on FOB basis	83,03,48,098	27,06,16,154
Royalty, Know How, Professional and Consultation Fee, Interest, etc.	NIL	NIL
(b) Expenditure in Foreign Exchange	31 March 2018	31 March-2017
Value of Imports calculated on CIF basis	79,82,14,481	36,00,613
Royalty, Know How, Professional and Consultation Fees, Interest etc.	2,65,37,993	NIL
Other Expenses including travelling and Subscription etc.	660,002	NIL

30. Detail of Specified Bank Notes held and transacted during the period from 8th November 2016 to 30th December 2016



Notes to the Financial Statements
For the year ended 31st March, 2018

Particulars	Specified Bank Notes	Other Denomination notes	Total
Closing Balance in hand as on 08.11.2016	1,10,000	1,48,665	2,58,665
(+) Permitted Receipts	NIL	2,17,031	2,17,031
(-) Permitted Payments	NIL	2,12,229	2,12,229
(-) Amount deposited in Banks	1,10,000	NIL	1,10,000
Closing cash in hand as on 30.12.2016	NIL	1,53,467	1,53,467

31. Employee Benefits

a) Defined contribution plan

The company has recognised towards post employment defined contribution plan comprising of provident fund and certain Employee state insurance (ESI) in profit and loss accounts.

	31 March 2018	31 March 2017
Provident fund	39,11,273	32,45,220
Employee state Insurance	7,85,251	7,50,001

b) Defined benefit plans

In accordance with payment of Gratuity Act-1972, the company has required to provide post employment benefit to its employee in the form of Gratuity. In accordance with standard, disclosure relating to the company's Gratuity plan is provided below as per actuarial valuation in accordance with AS-15.

Reconciliation of opening and closing balance of obligation

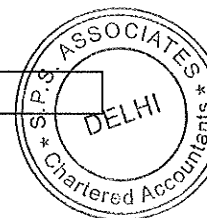
Particulars	31 March-2018	31 March-2017
Liability at the beginning of the period	10,35,734	-
Current service cost	16,28,740	10,35,734
Interest cost	80,269	-
Benefit paid	-	-
Actuarial (gain)/loss on obligation	(44,260)	-
Liability at the end of the period	27,00,483	10,35,734

Reconciliation of opening and closing balance of fair value of plan assets

Particulars	31 March-2018	31 March 2017
Fair value of plan assets at the beginning of the period	-	-
Expected return on plan assets	-	-
Contribution by the Employer	-	-
Benefit paid	-	-
Actuarial (gain)/loss on obligation	-	-
Fair value of plan assets at the end of the period	-	-

Expense recognised in Profit and loss account

Particulars	31 March-2018	31 March 2017
Current service cost	16,28,740	10,35,734
Interest cost	80,269	-
Expected return on plan assets	-	-
Net actuarial (gain)/loss	(44,260)	-
Total Expense	16,64,749	10,35,734



Notes to the Financial Statements
For the year ended 31st March, 2018

Principal actuarial assumptions

Particulars	31 March-2018	31 March-2017
Discount rate (p.a.)	7.75%	7.50%
Salary increment rate (p.a.)	5.00%	5.00%
Mortality	IALM 2006-08 ultimate	IALM 2006-08 ultimate
Expected rate of return	-	-
Withdrawal rate (p.a.)	5% p.a.(18 to 30 Years) 3% p.a.(30 to 44 Years) 2% p.a.(44 to 60 Years)	2.00%

Current Liability

Particulars	31 March-2018	31 March-2017
Current liability (short-term)	8,903	3,411
Non-Current liability (long-term)	26,91,580	10,32,323
Total Liability	27,00,483	10,35,734

Notes:- The estimate future salary increase considered takes into account the inflation, seniority, promotion and other relevant factor on long term basis.

c) Leave Encashment

The company's employees are entitled for compensated absence which are allowed to be accumulated and encashed as per the company's rule. The liability of compensated absences, which is non-funded, has been provided based on management estimates.

Accordingly Rs. 15,97,171/- (Previous Period Rs. 12,71,869/-) being liability as at the period end for compensated absence as per actuarial valuation has been provided in the accounts.

32. Prior period comparative

The previous period's figures have been regrouped/reclassified, wherever found necessary, to conform to the presentation adopted in the current year's financial statements.

For S P S Associates (FRN 012358N)
Chartered Accountants

Mukesh Srivastava
Partner
M. No. 525933



Date : 23/05/2018
Place : New Delhi

For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
Director
DIN : 00277434

Shailendra Sancheti
Chief Financial Officer
PAN: AWDPS6093G

Mukesh Gupta
Director
DIN : 00030782

Vikas Chandra
Company Secretary
PAN: AFGPC4820F