

To

The Members of

M/s. Optiemus Electronics Limited

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of M/s. **Optiemus Electronics Limited** (“*the Company*”) which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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, of the state of affairs of the Company as at March 31, 2019, and Profit, changes in equity and its cash flows for the year ended on that date subject to our observations given in this report.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Responsibility of Management for the Standalone Financial Statements

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 financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



Other Matter - Observations

1. Company has recognised Negative provision for gratuity as Employee Benefit Expense at Rs. 3,34,095 which is Net of Actuarial Gains of Rs. 15,11,492. Current year obligation of gratuity expense for the company is Rs. 11,77,397 as per Actuarial Valuation. Company should have recognised the actuarial gain as Other Comprehensive Income which for the current year is Rs. 15,11,492. However, instead of recognising the Actuarial gain as Other Comprehensive Income, it has net this off with current year provision of gratuity. This resulted in short recognition of Other Comprehensive Income by Rs. 15,11,492 and the provision of current year gratuity expense by same amount. However, it does not affect the Net result of Statement of Profit and Loss for the year.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure A** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

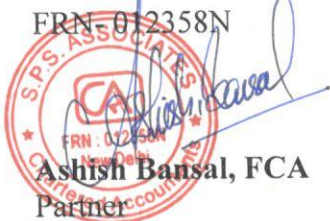
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c. Company maintains consolidated books of accounts at its head office and therefore no separate branch audit was conducted.
- d. The Balance Sheet, the Statement of Profit and Loss, Statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**.
- h. 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, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 of the financial statements;
 2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For SPS Associates
Chartered Accountants**

FRN-012358N



Ashish Bansal, FCA

Partner

M. No. 511005

UDIN-19511005AAAABA9657

Place: New Delhi

Date: 17/07/2019

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, 2019

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 year end, confirmations have been obtained from 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 based upon the information and explanation provided, 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) Demand of Central Sales Tax was raised against company for year 2016-17 amounting Rs. 13,77,67,593. Company has not acknowledged the same and has filed and appeal before The Addl. Commissioner Appeal. This appeal is still under consideration and the liability for this amount has not recognised in books. There was no other dues on account of any dispute outstanding in respect of income-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:-10123581N


Ashish Bansal
Partner

Membership No.: 511005

UDIN-19511005AAAABA9657

Place: New Delhi

Date: 17/07/2019

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, 2019

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, 2019, 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 authorizations of Management and Directors of the Company; and
 - (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2019, 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:- 012358N

Ashish Bansal
Partner
Membership No.: 511005

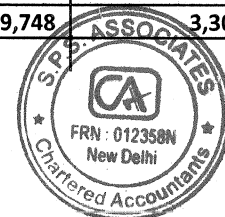
UDIN-19511005AAAABA9657

Place: New Delhi
Date: 17/07/2019

OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Balance Sheet as on 31st March 2019

Particulars	Notes	As on 31st March 2019 (in Rs.)	As on 31st March 2018 (in Rs.)
ASSETS			
Non-Current Assets			
Property, Plant & Equipments	3	17,14,94,730	18,29,53,415
Capital Work in Progress		-	-
Investment Properties		-	-
Goodwill		-	-
Other Intangible Assets	4	33,95,342	66,71,493
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	1,00,93,130	95,98,712
Deferred tax assets	6	4,02,62,368	5,27,66,675
Other non-current assets		-	-
Total non-current assets		22,52,45,569	25,19,90,294
Current Assets			
Inventories	7	25,10,95,197	33,73,86,936
Financial Assets			
i) Investment		-	-
ii) Trade Receivables	8	1,65,47,50,645	83,16,26,908
iii) Cash and Cash Equivalents	9	5,12,171	7,76,071
iv) Bank Balance other than iii) above		-	-
v) Loans		-	-
vi) Other financial assets		-	-
Other current assets	10	14,22,13,978	12,22,85,094
Assets classified as held for sale		-	-
Total Current Assets		2,04,85,71,990	1,29,20,75,009
Total Assets		2,27,38,17,559	1,54,40,65,303

Particulars	Notes	As on 31st March 2019 (in Rs.)	As on 31st March 2018 (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	(11,70,70,252)	(10,55,63,794)
- Other Reserves		-	-
Equity attributable to owners of Optiemus Electronics Limited		2,15,29,748	3,30,36,206
Non-Controlling Interests		-	-
Total Equity		2,15,29,748	3,30,36,206



OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Balance Sheet as on 31st March 2019

Particulars	Notes	As on 31st March 2019 (in Rs.)	As on 31st March 2018 (in Rs.)
Liabilities			
Non- Current Liabilities			
Financial Liabilities			
i) Borrowings	13	97,93,243	7,31,88,721
ii) Other Financial Liabilities	13a	8,00,00,000	-
Provisions		-	-
Employee Benefits Obligations	14	45,26,340	42,88,751
Deferred tax liabilities		-	-
Government Grants		-	-
Other Non-Current Liabilities		9,43,19,583	7,74,77,472
Current Liabilities			
Financial Liabilities			
i) Borrowings	15	13,20,07,168	11,70,53,551
ii) Trade Payables	16	1,79,19,29,889	1,10,02,73,231
iii) Other financial liabilities		-	-
Provisions	17	49,38,699	25,31,475
Employee Benefits Obligations	17a	7,230	8,903
Deferred tax liabilities	6	-	-
Government Grants		-	-
Other Current Liabilities	18	22,90,85,241	21,36,84,465
Liabilities directly associated with assets classified as held for sale		-	-
Total Current Liabilities		2,15,79,68,228	1,43,35,51,625
Total Liabilities		2,25,22,87,811	1,51,10,29,097
Total Equity and liabilities		2,27,38,17,559	1,54,40,65,303

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)

Chartered Accountants

Ashish Bansal
Partner

M.No. 511005 FRN : 012358N
New Delhi

Date : 27/05/2019

Place : New Delhi



For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta

Ashok Gupta
Director

DIN : 00277434

Shailendra Sancheti

Shailendra Sancheti
Chief Financial Officer
PAN: AWDP56093G

Neetesh Gupta

Neetesh Gupta
Director

DIN : 00030782

Kirti Kesarwani

Kirti Kesarwani
Company Secretary
PAN: BSSPK4091C

OPTIEMUS ELECTRONICS LIMITED

CIN- U32300DL2016PLC290355

Statement of Profit and Loss for the year ended 31st March 2019

Particulars	Notes	For the Year ended 31st March 2019 (in Rs.)	For the Year ended 31st March 2018 (in Rs.)
Continuing Operations			
Revenue from Operations	19	6,18,96,79,331	1,76,69,14,976
Other Income		-	-
Other gain/(losses)- net	20	3,07,91,505	1,79,46,550
Total Income		6,22,04,70,835	1,78,48,61,525
Expenses			
Cost of material consumed	21	5,81,26,74,286	1,74,74,30,108
Purchases of stock in trade		-	-
Changes in inventories of work-in-progress, Stock-in-trade and finished goods	22	9,40,30,941	(6,03,03,768)
Excise duty		-	28,36,670
Employee benefits expenses	23	20,86,32,017	13,24,87,513
Depreciation and amortization expenses	3 & 4	2,76,26,314	2,70,66,968
Impairment of goodwill and other non-current assets		-	-
Other Expenses	24	5,95,44,648	8,17,34,590
Finance costs	25	1,69,64,781	2,29,78,518
Total Expenses		6,21,94,72,987	1,95,42,30,599
Profit before exceptional items, share of net profits of investmenta accounted for using equity method and tax		9,97,849	(16,93,69,074)
Share of net profit of associates and joint ventures accounted for using the equity method		-	-
Profit before exceptional items and tax		9,97,849	(16,93,69,074)
Exceptional items		-	0
Profit before tax from continuing operations		9,97,849	(16,93,69,074)
Income tax expense			
-Current tax		-	-
-MAT Credit		-	-
-Deferred tax		1,25,04,307	(5,64,19,675)
Total tax expenses		1,25,04,307	(5,64,19,675)
Profit from continuing operations		(1,15,06,459)	(11,29,49,399)
Discontinued Operations			
Profit from discontinued operations before tax		-	-
Tax expense of discontinued operations		-	-
Profit from discontinued operations		-	-
Profit for the year		(1,15,06,459)	(11,29,49,399)

Particulars	Notes	For the Year ended 31st March 2019 (in Rs.)	For the Year ended 31st March 2018 (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 2019

Particulars	Notes	For the Year ended 31st March 2019 (in Rs.)	For the Year ended 31st March 2018 (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		(1,15,06,459)	(11,29,49,399)

Particulars	Notes	For the Year ended 31st March 2019 (in Rs.)	For the Year ended 31st March 2018 (in Rs.)
Profit is attributable to :			
Owners of Optiemus Electroncis Limited		(1,15,06,459)	(11,29,49,399)
Non-Controlling interests		-	-
		(1,15,06,459)	(11,29,49,399)
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		(1,15,06,459)	(11,29,49,399)
Non-Controlling interests		-	-
		(1,15,06,459)	(11,29,49,399)
Total Comprehensive Income is attributable to Owners of Optiemus Electroncis Limited arises from :			
Continuing Operations		(1,15,06,459)	(11,29,49,399)
Discontinued Operations		-	-
		(1,15,06,459)	(11,29,49,399)
Earning per equity share for profit from continuing operation attributable to owners of Optiemus Electronics Limited :			
Basis Earning per share		(0.83)	(8.15)
Diluted Earning per share		(0.83)	(8.15)
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		(0.83)	(8.15)
Diluted Earning per share		(0.83)	(8.15)

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 S Associates (FAN 012358N)

Chartered Accountants

Ashish Bansal
Partner

M.No. 511005
RN : 012358N
New Delhi

Date : 27/05/2019

Place : New Delhi



For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
Director

DIN : 00277434

Shailendra Sancheti
Chief Financial Officer
PAN: AWDPS6093G

Neetesh Gupta
Director

DIN : 00030782

Kirti Kesarwani
Company Secretary
PAN: BSSPK4091C

Statement of Change in Equity

A. Equity Share Capital

	Notes	Amount
As at 1st April 2017		-
Changes in Equity share capital	11	13,86,00,000
As at 31st March, 2018		13,86,00,000
Changes in Equity share capital		-
As at 31st March, 2019		13,86,00,000

B. Other Equity

Particulars	Notes	Attributable to owners of Optiemus Electronics Limited						Total other Equity	Non-Controlling Interests	Total
		Reserve and Surplus		Other Reserves						
		Equity Components of Compound Financial Instruments	Securities Premium Reserve	Retained Earnings	Cash Flow Hedging Reserve	Costs of hedging Reserve	Foreign Currency transaction Reserve			
Balance at 1st April 2017		-	-	73,85,605	-	-	-	-	-	73,85,605
Profit/(Loss) for the year	12	-	-	(11,29,49,399)	-	-	-	-	-	(11,29,49,399)
Other Comprehensive Income		-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year		-	-	(10,55,63,794)	-	-	-	-	-	(10,55,63,794)
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, 2018		-	-	(10,55,63,794)	-	-	-	-	-	(10,55,63,794)

Particulars	Notes	Attributable to owners of Optiemus Electronics Limited						Total other Equity	Non-Controlling Interests	Total
		Reserve and Surplus		Other Reserves						
		Equity Components of Compound Financial Instruments	Securities Premium Reserve	Retained Earnings	Cash Flow Hedging Reserve	Costs of hedging Reserve	Foreign Currency transaction Reserve			
Balance at 01 April 2018		-	-	(10,55,63,794)	-	-	-	-	-	(10,55,63,794)
Profit/(Loss) for the year	12	-	-	(1,15,06,459)	-	-	-	-	-	(1,15,06,459)
Other Comprehensive Income		-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year		-	-	(11,70,70,252)	-	-	-	-	-	(11,70,70,252)
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, 2019		-	-	(11,70,70,252)	-	-	-	-	-	(11,70,70,252)

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 S Associates (FRN 012358N)
Chartered Accountants

Ashish Bansal
Partner
M.No. 511005

Date: 27/08/2019
Place: New Delhi



For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta
Director
DIN: 00277434

Shallendra Sancheti
Chief Financial Officer
PAN: AWDP56093G

Neetesh Gupta
Director
DIN: 00030782

Kirti Kesarwani
Company Secretary
PAN: BSSPK4091C

OPTIEMUS ELECTRONICS LIMITED
CIN- U32300DL2016PLC290355
Statement of Cash Flow for the year ending 31 March 2019

Particulars	Notes	For the year ended 31 March 2019 (in Rs.)	For the year ended 31 March 2018 (in Rs.)
A. Cash flow from operating activities			
Profit before tax from			
Continuing Operations		9,97,849	(16,93,69,074)
Discontinuing Operations		-	-
Adjustments for -			
Depreciation	3&4	2,76,26,314	2,70,66,968
Interest income on fixed deposit		(4,56,001)	(6,67,078)
Gain on disposal of fixed assets		(38,497)	(20,26,839)
Other gain		(5,59,397)	(2,30,974)
Interest expense		1,68,96,577	2,17,02,312
Operating profit before working capital changes		4,44,66,844	(12,35,24,685)
Adjustments for changes in working capital:			
- (Increase)/decrease in Inventories	7	8,62,91,739	19,25,830
- (Increase)/decrease in Trade Receivables	8	(82,31,23,737)	66,50,66,847
- (Increase)/decrease in other current assets	10	(1,99,28,884)	(7,70,58,279)
- (Increase)/decrease in other non current assets	6	-	-
- Increase/(decrease) in Trade Payables	16	69,16,56,659	(63,10,07,427)
- Increase/(decrease) in current liabilities and provisions	17&18	1,78,06,327	16,61,83,655
- Increase/(decrease) in non current liabilities and provisions	14	2,37,589	20,26,502
Cash used in operating activities		(4,70,60,307)	12,71,37,128
Income tax paid		-	(22,50,645)
Net cash flow from operating activities		(25,93,463)	13,61,799
B. Cash flows from investing activities			
Purchase of fixed assets	3&4	(1,38,80,209)	(2,97,92,304)
Proceeds from sale of fixed assets		10,27,229	73,24,918
Investment in fixed deposit	5	(4,94,418)	(2,99,789)
Interest income on fixed deposit		4,56,001	6,67,078
Other income		5,59,397	2,30,974
Net cash flow from investing activities		(1,23,32,000)	(2,18,69,123)
C. Cash flows from financing activities			
Proceeds from issue of equity share capital		-	-
Long term borrowing received	13a	8,00,00,000	-
Long term borrowing repaid		-	-
Term loan repaid to banks	13&15	(5,02,50,000)	(2,73,75,000)
Term loan repaid to Others	13&15	(52,61,299)	1,62,00,020
Short term borrowing received		70,69,439	-
Short term borrowing repaid	13&15	-	(1,30,86,342)
Interest paid	25	(1,68,96,577)	(2,17,02,312)
Net cash flows from financing activities		1,46,61,563	(4,59,63,634)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(2,63,900)	(6,64,70,958)
Add : Cash and cash equivalents at the beginning of the year		7,76,071	6,72,47,029
Cash and cash equivalents at the end of the year		5,12,171	7,76,071
Reconciliation of cash and cash equivalents at the end of the year			
Cash in hand	9	2,11,230	84,543
Balances with scheduled banks			
- in current accounts	9	3,00,941	6,91,528
- in fixed deposits		-	-
Cash and cash equivalents at the end of the year		5,12,171	7,76,071

D. 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

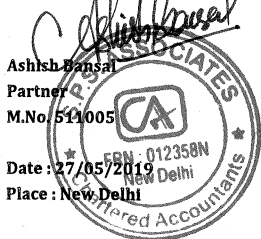
Ashish Bansal

Partner

M.No. 511005

Date: 27/05/2019

Place: New Delhi



For OPTIEMUS ELECTRONICS LIMITED

Ashok Gupta

Director

DIN : 00277434

Shailendra Sancheti

Chief Financial Officer

PAN: AWDP6093G

Neeraj Gupta

Director

DIN : 00030782

Kirti Kesarwani

Company Secretary

PAN: BSSPK4091C

Optimus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

1. Background

Optimus 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 company has ascertained its operating cycle as not more than twelve months, accordingly, the assets expected to realize 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;
 - 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.



Optiemus Electronics Limited

CIN- U32300DL2016PLC290355

Notes to the Financial Statements

For the year ended 31st March, 2019

- b) **Services**- Revenue from Job work is recognized when
- Performance obligation as per work order is satisfied and
 - There is certainty of collection
- c) **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.

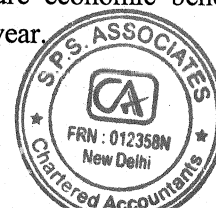
All other expenses on existing PPE, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de-recognition of tangible assets are measured 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

Management has reviewed the depreciation method applied and believes that there has not been a significant change in the expected pattern of consumption of the future economic benefits embodied in the PPE, hence same method is continued during the current year.



Optiemus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

2.6 Intangible Assets and Amortisation

Intangible assets are recognized on Cost Model, when the asset is identifiable, is within the control of the Company, it is probable that the future economic benefits that are attributable to the asset will flow to the Company and cost of the asset can be reliably measured. Acquired intangible assets consist of software etc. are recorded at acquisition cost.

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

The intangible assets are amortised on straight-line basis over the useful life of assets estimated by the management as per prescribed in schedule-II to the companies Act, 2013 as follows:

- Software 3 years

2.7 Impairments of Assets

The carrying amounts of the Company's assets including intangible assets are reviewed at each Balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the assets recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount or the expected future economic benefits.

An impairment loss of financial asset is recognised whenever the carrying amount of an asset has had a negative effect on the estimated future discounted cash flows of that asset.

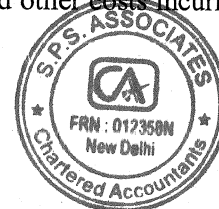
If at the Balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost. The management does not find any material impairment in the value fixed assets as at the balance sheet date, therefore no impairment loss is recognized during the year.

2.8 Inventories

Raw Materials and Consumables are valued at lower of cost or Net realizable value. Cost includes cost of purchase on Weighted Average Cost basis, expenses towards bringing goods to the point of sale.

Work-In-Progress is valued at lower of cost or Net realizable value. Cost includes cost of purchase on Weighted Average Cost basis, allocated Cost of conversion and other costs incurred in bringing goods to their present condition.

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



Optiemus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

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.

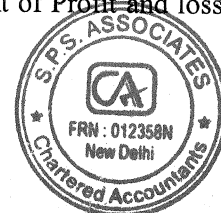
b) Post employment benefits (defined benefit plans)

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 IndAs-10.

Actuarial gains and losses are recognised immediately in the Statement of Profit and loss.

c) Post employment benefits (defined contribution plans)

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.



Optiemus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

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.

2.14 Segment Reporting

The company's activity involve predominantly one Operating segment i.e. manufacturing of mobile phones which is considered to be single operating segment. Accordingly, the primary basis of segmental information as set out in these financial statements, which reflect the information required by IndAs-108 Operating Segments, is with respect to this operating segment itself.

2.15 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.

2.16 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.



Optiemus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

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.

2.17 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.

2.18 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
Year Ended 31st March, 2018				
Gross Carrying Amount				
Deemed Cost as on 1st April 2017	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
Closing Gross Carrying Amount	3,18,95,080	5,20,12,505	13,85,94,182	22,25,01,768
Accumulated Depreciation				
Opening Accumulated Depreciation	76,67,535	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
Disposals	-	-	1,90,289	1,90,289
Closing Accumulated Depreciation	1,75,49,096	88,28,464	1,31,70,793	3,95,48,352
Net Carrying Amount	1,43,45,985	4,31,84,042	12,54,23,389	18,29,53,415
Year Ended 31st March, 2019				
Gross Carrying Amount				
Opening Gross Carrying Amount	3,18,95,080	5,20,12,505	13,85,94,182	22,25,01,768
Additions	45,746	9,77,569	1,23,89,494	1,34,12,809
Disposals	42,646.00	-	9,81,492	10,24,138
Transfers	-	-	-	-
Closing Gross Carrying Amount	3,18,98,180	5,29,90,074	15,00,02,184	23,48,90,438
Accumulated Depreciation and Impairment				
Opening Accumulated Depreciation	1,75,49,096	88,28,464	1,31,70,793	3,95,48,352
Depreciation Charge During the period	97,85,910	49,78,103	91,18,749	2,38,82,763
Disposals	23,398	-	12,008	35,406
Impairment Loss	-	-	-	-
Closing Accumulated Depreciation and impairment	2,73,11,607	1,38,06,567	2,22,77,534	6,33,95,709
Net Carrying Amount	45,86,573	3,91,83,507	12,77,24,649	17,14,94,730

Note-4 Other Intangible Assets

Particulars	Software	Total
Year Ended 31st March, 2018		
Gross Carrying Amount		
Deemed Cost as on 1st April 2017	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		
Opening Accumulated Amortization	31,05,344	31,05,344
Amortization Charge During the period	42,40,064	42,40,064
Disposals	23,56,367	23,56,367
Closing Accumulated Amortisation	49,89,040	49,89,040
Net Carrying Amount	66,71,493	66,71,493
Year Ended 31st March, 2019		
Gross Carrying Amount		
Opening Gross Carryin Amount	1,16,60,533	1,16,60,533
Additions	4,67,400	4,67,400
Disposals	-	-
Closing Gross Carrying Amount	1,21,27,933	1,21,27,933
Accumulated Amortization and Impairment		
Opening Accumulated Amortisation	49,89,040	49,89,040
Amortization Charge During the period	37,43,551	37,43,551
Disposals	-	-
Impairment Charges	-	-
Closing Accumulated Amortisation and impairment	87,32,592	87,32,592
Closing Net Carrying Amount	33,95,342	33,95,342



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

Note-5 Other Financial Assets (Non-current)

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
FDR Sales Tax	7,80,000	7,80,000
Security Deposit Sales Tax	70,000	70,000
FDR with Bank - Long Term	53,69,313	50,36,499
Accrued Interest on Long Term FDRs	4,44,547	3,65,871
Security Deposits	34,29,270	33,46,342
Total Other Financial Assets (Non-current)	1,00,93,130	95,98,712

Note-6 Deferred Tax Asset/ (Liability)

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Due to Depreciation	(65,54,903)	(88,88,921)
Provision for Audit Fees	-	-
Due to Gratuity	6,15,261	9,01,529
Due to Leave Encashment	5,63,467	5,33,200
Due to Unabsorbed Depreciation/Loss	4,56,38,543	6,02,20,867
Total Deferred Tax Asset/ (Liability)	4,02,62,368	5,27,66,675

Note-7 Inventories

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Raw Material	10,82,61,622	10,05,22,420
Work-in Progress	2,19,40,886	2,01,53,625
Finished Goods	12,08,92,689	21,67,10,891
Traded Goods	-	-
Stores and spares	-	-
Total Inventories	25,10,95,197	33,73,86,936

Note-8 Trade Receivables

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Total Receivables	1,34,51,09,692	63,71,41,565
Receivables from related parties	30,96,40,953	19,44,85,343
Less:- Allowance for doubtful debts	-	-
Total Receivables	1,65,47,50,645	83,16,26,908
Current Portion	1,65,47,50,645	83,16,26,908
Non-Current Portion	-	-

Note-9 Cash & Cash Equivalents

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Balances with banks		
-In Current Account	3,00,941	6,91,528
-in EEFC Accounts	-	-
Deposits with maturity of less than three months	-	-
Cash on Hand	2,11,230	84,543
Total Cash and cash equivalent	5,12,171	7,76,071

Note-10 Other Current Assets

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Advance to suppliers	3,47,69,633	2,56,22,207
Advances to Other	45,07,428	13,72,176
Prepaid Expense	8,20,680	7,37,565
Accrued Interest on FDR	-	-
MAT Credit	22,50,645	22,50,645
TDS Receivable	5,37,216	31,663
Input Credit of Duties and Taxes	9,93,28,377	9,22,70,898
Total Other Current Assets	14,22,13,978	12,22,85,094



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

Note-11 Equity Share Capital

Authorised Equity Share Capital

	No. of Shares	No. of Shares
As at 31st March, 2017	-	-
Increase during the year	1,38,60,000	1,38,60,000
As at 31st March, 2018	1,38,60,000	1,38,60,000
Increase during the year	-	-
As at 31st March, 2019	1,38,60,000	1,38,60,000

Movement in Equity Share Capital

	No. of Shares	No. of Shares
As at 31st March, 2017	-	-
Issue of Equity Shares proceeds received	1,38,60,000	1,38,60,000
As at 31st March, 2018	1,38,60,000	1,38,60,000
Increase in Equity Shares proceeds received	-	-
Acquisition of Subsidiary	-	-
Right Issue	-	-
As at 31st March, 2019	1,38,60,000	1,38,60,000

Note-12 Reserve & Surplus

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Profit & Loss Accounts		
Opening Balance	(10,55,63,794)	73,85,605
Add: Profit / (Loss) during the period	(1,15,06,459)	(11,29,49,399)
Closing Balance	(11,70,70,252)	(10,55,63,794)
Total Reserve & Surplus	(11,70,70,252)	(10,55,63,794)

Note-13 Non-Current Borrowings

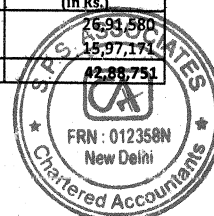
Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Secured		
1. Term Loan from IndusInd Bank	48,12,500	6,22,50,000
Secured Against exclusive charge on the current and fixed assets of the company, and pledge over 30% Equity shares of the Company. Corporate Guarantee of Optiemus Infracom Limited and Personal Guarantee of Director - Mr. Ashoek Gupta		
Terms of Repayment		
1 EMI 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	49,80,743	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:		
12 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	97,93,243	7,31,88,721

Note 13a Other Financial Liabilities (Non-current)

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Loan from Director	8,00,00,000	-
Total Other Financial Liabilities (Non-current)	8,00,00,000	-

Note-14 Non- Current Employee Benefits Obligations

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Provision for Gratuity	23,59,158	76,91,560
Provision for Leave Encashment	21,67,182	15,97,171
Total Non- Current Employee Benefits Obligations	45,26,340	92,88,731



OPTIEMUS ELECTRONICS LIMITED
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Notes forming part of the Financial Statements

Note-15 Current Borrowings

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (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. 45.00 lacs and 11 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.	6,19,37,500	5,47,50,000
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: 03 December, 2020 There is no default in repayment of loan / interest as on balance sheet date.	59,57,978	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	6,41,11,690	5,70,42,252
Total Current Borrowings	13,20,07,168	11,70,53,551

Note-16 Trade Payables

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Current		
Trade Payable	1,52,23,25,760	83,38,06,334
Trade Payable to related parties	26,96,04,129	26,64,66,897
Total Trade payables	1,79,19,29,889	1,10,02,73,231

Note-17 Short Term Provisions

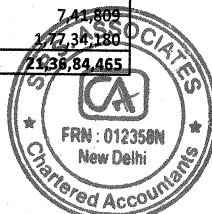
Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Provision for Expenses	46,68,699	22,33,975
Provision for Excise Duty	-	-
Provision for Audit Fees	2,70,000	2,97,500
Provision for Income Tax	-	-
Total Short Term Provisions	49,38,699	25,31,475

Note-17a Current Employee Benefits Obligations

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Provision for Gratuity	7,230	8,903
Provision for Leave Encashment	-	-
Total Current Employee Benefits Obligations	7,230	8,903

Note-18 Other Current Liabilities

Particulars	As on 31st March 2019 (In Rs.)	As on 31st March 2018 (In Rs.)
Staff Expenses Payable	99,79,025	71,45,459
Advance from Customers	7,48,44,493	7,79,11,272
Advance from Related Party	9,89,34,710	7,79,66,034
Other Payble	3,89,47,169	3,21,85,711
Other Payable to Related Party	7,41,809	7,41,809
Duties & Taxes and Statutory Liabilities	56,38,035	27,34,180
Total Other Current Liabilities	22,90,85,241	24,36,84,465



OPTIEMUS ELECTRONICS LIMITED
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Notes forming part of the Financial Statements

Note-19 Revenue from operations

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Sale of product	6,15,65,66,701	1,76,69,14,976
Sales of Services- Job Charges	3,31,12,630	-
Other operating revenue	-	-
Total Revenue from continuing operations	6,18,96,79,331	1,76,69,14,976

Note-20 Other Gains/(Losses)-Net

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Exchange Rate Fluctuation	31,99,617	1,50,21,658
Interest on FDR	4,56,001	6,67,078
Notice Period	3,74,958	72,824
Discount Received	-	3,378
Profit on Sale of Assets	38,497	20,26,839
Interest on Income Tax	2,016	-
Technical Fee Written Back	2,65,37,993	-
Miscellaneous Income	1,82,423	1,54,772
Total Other Gains/(Losses)-Net	3,07,91,505	1,79,46,550

Note-21 Cost of Raw Material Consumed

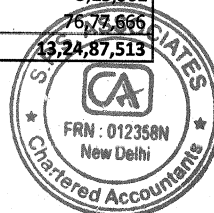
Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Opening Stock of Raw Material	10,05,22,420	16,27,52,018
Add : Purchase during the period	5,82,04,13,488	1,68,52,00,510
Less Closing Stock of Raw Material (Including G.I.T.)	10,82,61,622	10,05,22,420
Total Cost of Raw Material Consumed	5,81,26,74,286	1,74,74,30,108

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

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Opening 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 Opening Balances	23,68,64,516	17,65,60,748
Closing Balances		
Work in Progress	2,19,40,886	2,01,53,625
Finished Goods	12,08,92,689	21,67,10,891
Traded Goods	-	-
Total Closing Balances	14,28,33,575	23,68,64,516
Total Changes in inventories of Work-in-Progress, Stock-in-trade and Finished Goods	9,40,30,941	(6,03,03,768)

Note-23 Employee Benefit Expenses

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Salary and Wages	18,81,76,098	11,81,23,272
Contribution to Provident fund and Other fund	39,82,278	46,96,524
Gratuity Expense	(3,34,095)	16,64,749
Leave Encashment	5,70,011	3,25,302
Staff Welfare	1,62,37,725	16,75,666
Total Employee Benefit Expenses	20,86,32,017	13,24,87,513



OPTIEMUS ELECTRONICS LIMITED
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Notes forming part of the Financial Statements

Note-24 Other Expenses

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Manufacturing Expenses		
Consumable Expenses	-	52,264
Electricity Expenses	1,15,93,801	95,94,798
House Keeping Expenses	51,05,735	38,68,331
Technical Fees	-	2,65,37,993
Security Expenses	86,30,150	69,24,203
Rent	1,18,99,393	1,27,32,675
Rent Equipment	29,83,625	-
Auditor's Remuneration		
For Audit Services	3,02,500	3,03,000
For Taxation Services	75,000	75,000
Repair & Maintenance		
Building	12,82,802	4,07,774
Plant & Machinery	38,12,333	42,72,042
Others	20,51,976	19,38,154
Business Promotion	1,11,140	1,42,903
Insurance Premium	21,77,977	28,24,982
Office Expense	5,07,215	2,15,431
Printing & Stationery	3,27,156	2,62,560
Rate & Taxes	17,12,703	6,56,975
Conveyance Expenses	3,90,053	6,19,759
Tour & travelling Expense	6,48,246	18,28,061
Legal Expense	10,420	1,13,769
Professional Charges	46,22,363	45,43,766
Directors Remuneration	1,20,000	-
Communication Expense	5,23,230	7,17,091
Freight Outward	44,925	13,65,100
C&F Charges (Export)	8,112	7,89,809
Prior Period Expense	13,830	-
Miscellaneous Expense	5,89,964	9,48,150
Total Other Expenses	5,95,44,648	8,17,34,590

Note-25 Finance Cost

Particulars	For the Year ended 31st March 2019 (In Rs.)	For the Year ended 31st March 2018 (In Rs.)
Bank Charges	68,204	12,76,206
Interest Expense	1,68,96,577	2,17,02,312
Total Finance Cost	1,69,64,781	2,29,78,518



Optiemus Electronics Limited
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Notes to the Financial Statements
For the year ended 31st March, 2019

26. Related Party Transaction

- a. **Holding Company** - Optiemus Infracom Limited
b. **Subsidiary Company** - NIL
c. **Ultimate Holding Company** - NIL

d. **Party where control exists:**

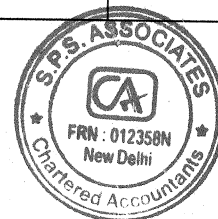
	Nature of Relationship
GDN Enterprises Private Limited	- Associate Company
MPS Telecom Pvt. Ltd.	- Associate Company
Telecare Network India Pvt. Ltd.	- Associate Company
FineMS Electronics Pvt. Ltd.	- Associate Company
International Value Retail Pvt. Ltd.	- Associate Company
Fidelity Logistic Limited	- 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	Ms. Kirti Kesarwani
	Ms. Priyanka Bokoliya (Left)

Transactions with Related Parties for the year ended 31 March 2019:

Particular	Sale of Goods	Purchase of Goods	Availment of Service	Balance outstanding as at balance sheet date (Including commitments) Unsecured/ Secured by Guarantee given / taken Provision for D/D during the year Total Provision for D/D		
				Creditor	Debtors	Advance to Supplier
GDN Enterprises Private Limited	1,72,768	96,385	6,73,848	1,77,723	0	30,00,000
MPS Telecom Pvt. Ltd.	0	0	0	0	0	0
Teleecare Network India Pvt. Ltd.	11,43,224	24,000	2,880	0	23,70,578	0
Fine MS Electronics Pvt. Ltd.	0	0	0	0	0	0
International Value Retail Pvt. Ltd.	0	0	0	7,41,809	0	0
Optiemus Infracom Limited	52,11,78,678	25,07,92,985	76,700	26,96,04,129	30,72,70,37 5	-9,89,34,710
Fidelity Logistic Limited	0	0	0	0	0	0



Optiemus Electronics Limited

CIN- U32300DL2016PLC290355

Notes to the Financial Statements

For the year ended 31st March, 2019

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

Particular	Sale of Goods	Purchase of Goods	Availment of Service	Balance outstanding as at balance sheet date (Including commitments) Unsecured/ Secured by Guarantee given / taken Provision for D/D during the year Total Provision for D/D		
				Creditor	Debtors	Advance to Supplier
GDN Enterprises Private Limited	90,68,378	13,70,536	154,175	0	0	0
MPS Telecom Pvt. Ltd.	20,82,22,878	80,116	0	0	11,07,12,432	0
Teleecare Network India Pvt. Ltd.	20,28,79,082	15,32,81,304	0	7,59,87,180	8,37,72,911	0
Fine MS Electronics Pvt. Ltd.	0	17,32,822	0	0	0	0
International Value Retail Pvt. Ltd.	0	0	12,612	741,809	0	0
Optiemus Infracom Limited	0	64,77,61,501	0	19,04,79,717	0	7,79,66,034
Fidelity Logistic Limited			8,52,294	0	0	0

Transactions with Key Management Personnel:

Particulars	Year Ending 31 st Mar 2019	Year Ending 31 st Mar 2018
1. Shaiendra Sancheti – CFO		
Remuneration Paid	52,66,944	51,91,532
Reimbursement of Expenses	1,38,611	2,19,071
Closing Balance O/s as on Balance Sheet Date	15,18,322	4,57,533
2. Priyanka Bokoliya – CS		
Remuneration Paid	2,50,817	-
Reimbursement of Expenses	-	-
Closing Balance O/s as on Balance Sheet Date	-	-
3. Gautam Kanjilal – Independent Director		
Director Sitting Fees	40,000	-
4. Ritu Goyal – Independent Director		
Director Sitting Fees	80,000	-
5. Ashok Gupta – Director		
Loan Taken	8,00,00,000	-
Loan Repaid	-	-
Closing Balance O/s as on Balance Sheet Date	8,00,00,000	-



Optimus Electronics Limited

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Notes to the Financial Statements

For the year ended 31st March, 2019

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 2019	31 March 2018
-amount due within one year from balance sheet date	1,23,98,160	1,18,07,772
-amount due in the period between one year and five year	5,61,09,540	5,34,37,656
-amount due after five year (cancellable lease period)	1,58,23,560	3,08,93,604

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.

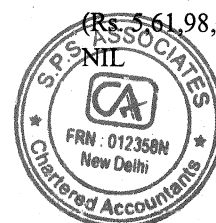
28. Quantitative information of foreign exchange instruments outstanding as at the Balance Sheet date

- a) The foreign currency forward contracts outstanding as at the Balance sheet date aggregate to USD 10,00,000 (Rs. 6,67,50,000) as on 31 March 2019 [USD 17,52,809 (Rs.11,70,00,000) as on 31 March 2018].

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 2019 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 2019	31 March-2018
Balance in bank account	NIL	NIL
Advance paid	USD 1,25,411 EUR 9,600 (Rs. 94,20,778)	USD 3,82,021 EUR 9,600 (Rs. 2,56,22,207)
Payable Representing creditor and others	USD 1,84,23,742 (Rs. 1,27,43,94,207)	USD 1,30,32,672 (Rs. 84,76,98,388)
Advance received	NIL	NIL
Receivables	NIL	USD 8,64,000 (Rs. 5,61,98,103)
Buyer credit loan	NIL	NIL



Optiemus Electronics Limited
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Notes to the Financial Statements
For the year ended 31st March, 2019

29. Foreign Exchange Earning and Expenses

(a) Earning in Foreign Exchange	31 st March 2019	31 st March 2018
Export of goods calculated on FOB basis	4,22,990	83,03,48,098
Royalty, Know How, Professional and Consultation Fee, Interest, etc.	NIL	NIL
(b) Expenditure in Foreign Exchange	31st March 2019	31st March 2018
Value of Imports calculated on CIF basis	2,11,27,96,972	79,82,14,481
Royalty, Know How, Professional and Consultation Fee, Interest, etc. (Reversal of Consultation Fee relating to the previous year ending 31 March 2018)	-2,65,37,993	2,65,37,993
Other Expenses including travelling and Subscription, etc.	55,496	6,60,002

30. 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.

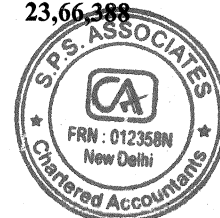
	31 March 2019	31 March 2018
Provident fund	33,64,295	39,11,273
Employee state Insurance	6,17,983	7,85,251

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-2019	31 March-2018
Liability at the beginning of the period	27,00,483	10,35,734
Current service cost	9,68,110	16,28,740
Interest cost	2,09,287	80,269
Benefit paid	-	-
Actuarial (gain)/loss on obligation	(15,11,492)	(44,260)
Liability at the end of the period	23,66,388	27,00,483



Optiemus Electronics Limited
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Notes to the Financial Statements
For the year ended 31st March, 2019

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

Particulars	31 March-2019	31 March 2018
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-2019	31 March 2018
Current service cost	9,68,110	16,28,740
Interest cost	2,09,287	80,269
Expected return on plan assets	-	-
Net actuarial (gain)/loss	(15,11,492)	(44,260)
Total Expense	(3,34,095)	16,64,749

Principal actuarial assumptions

Particulars	31 March-2019	31 March-2018
Discount rate (p.a.)	7.75%	7.75%
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.)	5.00%	5% (18 to 30 Years) 3% (30 to 44 Years) 2% (44 to 60 Years)

Current Liability

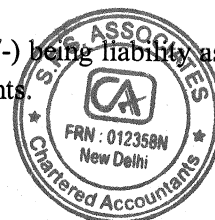
Particulars	31 March-2019	31 March-2018
Current liability (short-term)	7,230	8,903
Non-Current liability (long-term)	23,59,158	26,91,580
Total Liability	23,66,388	27,00,483

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. 21,67,182/- (Previous Period Rs. 15,97,171/-) being liability as at the period end for compensated absence has been provided in the accounts.



Optiemus Electronics Limited
CIN- U32300DL2016PLC290355
Notes to the Financial Statements
For the year ended 31st March, 2019

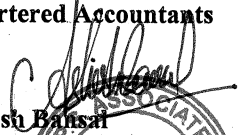
31. Contingent Assets / Liabilities

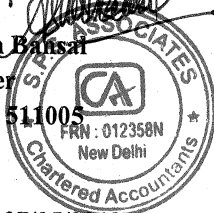
Demand of Central Sales Tax was raised against company for year 2016-17 amounting Rs. 13,77,67,593. Company has not acknowledged the same as debt and has filed and appeal before The Addl. Commissioner Appeal. This appeal is still under consideration and the liability for this amount has not been recognised in books. Till resolution of the above proceedings is pending, it is difficult for the company to reasonably estimate of the expected financial effect, if any, that will result from ultimate resolution of such proceedings. There may be contingent liability against company for the equal amount.

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


Ashish Bansal
Partner
M.No. 511005



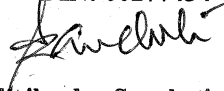
Date : 27/05/2019
Place : New Delhi

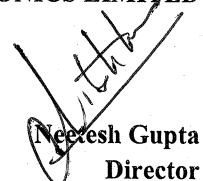
For OPTIEMUS ELECTRONICS LIMITED



Ashok Gupta
Director

DIN: 00277434


Shailendra Sancheti
Chief Financial Officer
PAN: AWDPS6093G


Neeresh Gupta
Director

DIN: 00030782


Kirti Kesarwani
Company Secretary
PAN: BSSPK4091C