

Independent Auditors' Report

To The Members of Triumph Electronics Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Triumph Electronics Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan



and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control 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.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its **loss** and its cash flows for the year ended on that date.


Report on Other Legal and Regulatory Requirements

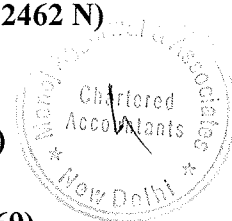
1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 ("the Act") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent to which they are applicable.
2. 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.



- c) The Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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".
- 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigation/rectifications on its financial position in its financial statements as referred to in Note 16(i)(a) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

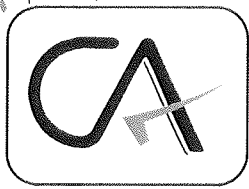
For Manoj Aggarwal & Associates
Chartered Accountants
(Firm's Registration No. 012462 N)


(Manoj Aggarwal)
(Partner)
(Membership No. 84769)



Place of Signature: New Delhi

Date: 18.05.2016



Triumph Electronics Private Limited
Annexure "A" to the Auditors' Report

The Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date.

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets. The Company did not have any fixed assets at the end of the year under report.

(b) The fixed assets of the Company have been physically verified by the management during the period. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties. Accordingly, clause 3(i)(c) of the Order is not applicable to the Company.
2. The Company does not have any inventory or stock in trade. Accordingly, clause 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the Order is not applicable to the Company.
4. The Company has not given any loans, guarantees or security and hence the no compliance is required under the provisions of section 185 and 186 of the Companies Act, 2013. The Company being a non-banking financial company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities, it is exempted from compliance of Section 186 in respect of its investment activities.
5. According to the information and explanations given to us, the Company has not accepted any deposits. Accordingly, clause 3(v) of the Order is not applicable to the Company.
6. The Company is not engaged in production, processing, manufacturing or mining activities. Hence the provisions of section 148(1) of the Companies Act, 2013 relating to the maintenance of cost records do not apply to the Company. Accordingly, clause 3(vi) of the Order is not applicable to the Company.
- 7.(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including, Income-tax and other material statutory dues have generally been regularly deposited during the period by the Company



with the appropriate authorities. As explained to us, the Company did not have any dues on account of provident fund, employees' state insurance, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess. According to the information and explanations given to us, no undisputed amounts in respect of outstanding statutory dues were in arrears as on 31/03/2016 for a period of more than 6 months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute except the following dues :


Name of Statute	Nature of Dues	Amount (Rs.)	Period to Which the amount relates	Forum where pending
Income Tax Act, 1961	Income Tax	183,669	2005-06	Rectification filed to Income Tax Officer New Delhi.

8. In our opinion and according to the information and explanations given to us, the Company has not borrowed any sum from any financial institution or bank or government or from debenture holders. Therefore, the provisions of clause 3(viii) of the Order are not applicable to the Company.
9. The Company has neither raised any money by the way of initial public offer or further public offer (including debt instrument) nor by way of any term loans. Therefore, the provisions of clause 3(ix) of the Order are not applicable to the Company. The Company has, however, raised money by way of rights issue of shares.
10. Based on information and explanations given by the management, which have been relied upon by us, there were no frauds by the Company or on the Company by its officers or employees noticed or reported during the year under report.
11. In our opinion, the provision of section 197 of the Companies Act, 2013 is not applicable to the Company as it does not have a managing director, whole time director or a manager. Accordingly the provisions of the Clause 3(xi) of the Order is not applicable to the Company.

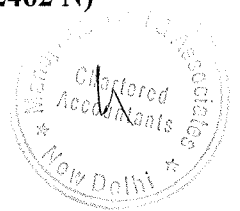


12. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanation given to us and based on our examination of the records of the Company, there were no related party transaction falling within the purview of Section 188(1) of the Companies Act, 2013. The details of such related party transactions as required by Accounting Standard- 18 on "Related Party Disclosures" have been disclosed in the Financial Statements. Section 177 of the Act is not applicable to the Company.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company. The Company has, however, issued equity shares by way of a rights issue.
15. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and therefore, no compliance is required under the provisions of section 192 of Companies Act, 2013. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. The Company is a non-banking financial company already registered under section 45-IA of the Reserve Bank of India Act, 1934.

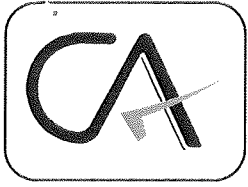
**For Manoj Aggarwal & Associates
Chartered Accountants
(Firm's Registration No. 012462 N)**


**(Manoj Aggarwal)
(Partner)**

(Membership No. 84769)



Place of Signature: New Delhi
Date: 18.05.2016



Triumph Electronics Private Limited
Annexure "B" to the Auditors' Report

The Annexure referred to in paragraph 2 (f) under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Triumph Electronics Private Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". 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 its 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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.

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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 internal financial control over financial reporting includes 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

Because of the inherent limitations of internal financial controls over financial reporting, 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 internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate



because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Manoj Aggarwal & Associates
Chartered Accountants
(Firm's Registration No. 012462 N)**



**(Manoj Aggarwal)
(Partner)
(Membership No. 84769)**



Place of Signature: New Delhi

Date: 18.05.2016

Triumph Electronics Private Limited
Balance sheet as at March 31, 2016
Regd Off: 1E, Jhandewalan Extn., Naaz Cinema Complex, New Delhi-110055
CIN: U30007DL1991PTC179092

Particulars	Note No.	As at March 31, 2016 (Rs.)	As at March 31, 2015 (Rs.)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	3	8,041,740.00	382,940.00
Reserves and Surplus	4	2,290,204.97	2,354,621.17
		<u>10,331,944.97</u>	<u>2,737,561.17</u>
Non-current liabilities			
Long-term provisions	5	123,099.00	123,099.00
Current Liabilities			
Trade Payables	6	48,951.16	41,092.33
Other current liabilities	7	6,262.00	2,000.00
		<u>55,213.16</u>	<u>43,092.33</u>
Total		<u><u>10,510,257.13</u></u>	<u><u>2,903,752.50</u></u>
II. ASSETS			
Non-current Assets			
Fixed assets			
Tangible assets	8	-	-
Non-current investments	9	9,487,593.14	2,529,880.31
Long-term loans & advances	10	82,404.00	86,104.00
		<u>9,569,997.14</u>	<u>2,615,984.31</u>
Current assets			
Cash and cash equivalents	11	940,259.99	287,768.19
		<u>940,259.99</u>	<u>287,768.19</u>
Total		<u><u>10,510,257.13</u></u>	<u><u>2,903,752.50</u></u>

Summary of Significant Accounting Policies 2.1

The accompanying Notes referred to above form an integral part of the financial statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Manoj Aggarwal & Associates
Chartered Accountants
ICAI Firm Registration No.:-012462N

(MANOJ AGGARWAL)
PARTNER
Membership No. 84769

PLACE : NEW DELHI
DATE : 18.5.2016

For and on behalf of the Board of Directors

(S.V. NARAYANAN)
DIRECTOR
DIN : 03584005

(MANIK MALIK)
DIRECTOR
DIN : 02491860

Triumph Electronics Private Limited


Statement of Profit and Loss for the year ended March 31, 2016

Particulars	Note	Current year ended March 31, 2016 (Rs.)	Previous Year ended March 31, 2015 (Rs.)
I Income			
Revenue from operations	12	180.00	36,985.00
Other income	13	32,075.00	5,710.00
Total Revenue (I)		32,255.00	42,695.00
II Expenses			
Other expenses	14	96,671.20	95,880.00
Total Expenses (II)		96,671.20	95,880.00
Profit/(loss) before Tax (I-II)		(64,416.20)	(53,185.00)
Tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Profit/(loss) for the year		(64,416.20)	(53,185.00)
Earning Per Equity Share [nominal value of share Rs. 10/- (31.3.2015 : Rs. 10)]	19		
Basic		(1.45)	(1.39)
Computed on the basis of total Profit/(loss) for the year			
Diluted		(1.45)	(1.39)
Computed on the basis of total Profit/(loss) for the year			
Summary of Significant Accounting Policies	2.1		
The accompanying Notes referred to above form an integral part of the financial statements			

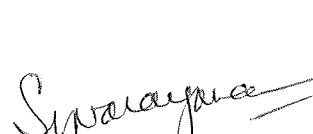
AS PER OUR REPORT OF EVEN DATE ATTACHED

For Manoj Aggarwal & Associates
Chartered Accountants
ICAI Firm Registration No.:- 012462N

For and on behalf of the Board of Directors


MANOJ AGGARWAL
PARTNER
Membership No. 84769




(S.V. NARAYANAN)
DIRECTOR
DIN : 03584005


(MANIK MALIK)
DIRECTOR
DIN : 02491860

PLACE : NEW DELHI

DATE : 18.5.2016