Chandulal M. Shah & Co.

CHARTERED ACCOUNTANTS

601, "Samruddhi", Opp. Sakar III, Nr. Sattar Taluka Society, Ahmedabad-380 014.

Tel. : (O) 91-79-27544430, 27540612, 27541883 (M) 9033034430 (R) 26300711 **E-mail :** cmshah@cmshah.com

INDEPENDENT AUDITOR'S REPORT

To the Members of

Voltamp Transformers Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Voltamp Transformers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of 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 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 provision of the Act, the accounting and auditing standards and matters which are required to be included in the auditor 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 Section143(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.

CHANDULAL M SHAH & CO. AHMEDABAD CHARTERED ACCOUNTANTS

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 affairs of the Company as at 31 March,2017, and its profit 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 section 143(11) of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.

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, Statement of Profit and Loss, and 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 Rule7 of the Companies (Accounts) Rules,2014.

   e. On the basis of written representations received from the directors as on 31 March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to adequacy of the internal financial control over financial reporting of the company and operating effective 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 Rule11 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 litigations on its financial position in its financial statements – Refer Note 16 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company during the financial year

iv. The Company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company

For Chandulal M. Shah & Co

Chartered Accountants

(FRN. 101698W)

Place:- Ahmedabad

Date:- 15th May 2017

CHANDULAL M SHAH & CO AHMEDABAD CHARTERED ACCOUNTANTS

Signature

(BM Zinzuvadia)

Partner

(Membership No. 109606)

Annexure 'A' to the Independent Auditors Report

Refer to the Paragraph 1 of the independent auditors' report of even date to the members of Voltamp Transformers Limited on the financial statements for the year ended on 31st March 2017.

1. **Fixed Asset**
   (i) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
   (ii) The fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
   (iii) Based upon the audit procedure performed by us and according to the record of the company, the title deeds of all immovable properties are held in the name of the company.

2. **Inventory**
   (i) physical verification of inventory has been conducted at reasonable intervals by the management. No material discrepancies were noticed on such verification.

3. **Unsecured Loan**
   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.

4. **Compliance of Sec 185 and 186**
   In our opinion and according to the information provided to us the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees and security to the extent applicable to the company.

5. **Acceptance of Deposits**
   The company has not accepted any deposit from the public within the meaning of section 73 to section 76 of the act and the rules made there under during the period under audit.

6. **Costing Records**
   We have broadly reviewed the cost record maintained by the company under the maintenance of cost records rules specified by the Central Government under sub section (1) of section 148 of the Act, we are of the opinion that, prima facie, the prescribed cost records have been made and maintained.

7. **Statutory dues**
   (i) the company is regular in depositing 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 any other statutory dues with the appropriate authorities.
   (ii) According to the information and explanation 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

CHANDULAL M. SHAH & CO. AHMEDABAD

added tax, which have not been deposited on account of any dispute, except in the following cases.

Name of the Statue	Nature of Dues	Amount Rs. (In Lacs)	Period to which it relates	Forum where dispute is pending
Central Excise Act	Excise Duty Penalty	10.25 1.02	2003-04	Appeal filed at CESTAT, Delhi
Central Excise Act	Excise Duty Penalty	130.57 130.57	April 2004 to May 2009	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	2.76 2.76	April to December 2009	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	4.94 4.94	December 2010 to May 2011	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	5.27 5.27	January to June 2010	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	4.39 4.39	July to November 2010	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Penalty	4.02	August to December 2009	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	4.94 4.94	October 2011 to March 2012	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	5.88 0.04	April to September 2012	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	5.45 0.04	October 2012 to March 2013	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	4.18 4.18	April 2013 to August 2013	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	6.93 0.10	September 2013 to March 2014	Appeal filed at CESTAT, Ahmedabad

Central Excise Act	Excise Duty Penalty	14.99 0.10	April 2014 to March 2015	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	45.23	September 2009 to September 2011	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	11.59	October 2011 to March 2012	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	9.55	April 2012 to September 2012	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	8.91	October 2012 to March 2013	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	7.39	April 2013 to September 2013	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	11.18	October 2013 to March 2014	Appeal filed at CESTAT, Ahmedabad
Central Excise Act	Excise Duty Penalty	18.04	April 2014 to March 2015	Appeal filed at CESTAT, Ahmedabad
Central Sales Tax Act	Central Sales Tax	43.21	April 2012 to March 2013	Appeal filed at Joint Commissioner (Appeals), Vadodara
Central Sales Tax Act	Central Sales Tax	17.83	April 2012 to March 2013	Appeal filed at Sales Tax Tribunal, Ahmedabad
Gujarat VAT Act	Gujarat VAT	9.10	April 2012 to March 2013	Appeal filed at Sales Tax Tribunal, Ahmedabad

AHMEDABAD

Income Tax Act	Income Tax	186.91	April 2012 to March 2013	Appeal filed at Commissioner (Appeals), Ahmedabad
Total		**731.86**		

8. Default in Repayments

In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders.

9. Application of term loan

The company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans

10. Fraud

During the course of our audit of the company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us we have neither noticed any fraud by the company or any fraud on the company by its officers or employees nor we are informed of any fraud reported during the year.

11. Managerial Remuneration

In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of section 197 read with the schedule V to the Act.

12. Nidhi Company

In our opinion, the company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order is not applicable to the company.

13. Related Party Transactions

In our opinion, all the transactions with the related parties are in compliance with section 177 and 188 of the act, where applicable and the details have been disclosed in the financial statement as required by the applicable accounting standards.

14. New allotments

The company has not made any preferential allotment or private placement of share or partly or fully convertible debenture during the year, therefore reporting under clause 3(xiv) is not applicable.

15. Non Cash Transactions with Directors

CHANDULAL M. SHAH & CO. AHMEDABAD CHARTERED ACCOUNTANTS

According to the information and explanations given to us and on an overall examination of the records of the company, we report that the company has not entered into any non-cash transaction with directors or persons connected with it.

16. Sec. 45-IA of RBI Act

In our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

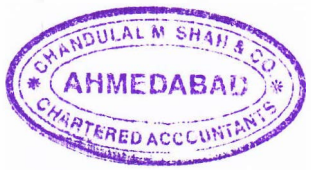
For Chandulal M. Shah & Co

Chartered Accountants

(FRN. 101698W)

Place:- Ahmedabad

Date:- 15th May 2017



Signature

(BM Zinzuvadia)

Partner

(Membership No. 109606)

Annexure 'B' to the Independent Auditors Report

Refer to the Paragraph 2(f) of the independent auditors' report of even date to the members of Voltamp Transformers Limited on the financial statements for the year ended on 31st March 2017.

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 Voltamp Transformers Limited ("The company") as on 31 March 2017, in conjuction with our audit of the standalone financial statement of the company for the financial year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for laying down 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 Act.

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 Standards on Auditing, to the extent applicable to an audit of internal financial controls and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note"), 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 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

CHANDULAL K. SHAH & CO. AHMEDABAD CHARTERED ACCOUNTANTS

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 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

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, 2017, 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.

We have considered the control weakness/es identified and reported in Risk Control Matrix (RCM) in determining the nature, timing, and extent of audit tests applied in our review of the March 31, 2017 standalone financial statements of the Company, and these control weaknesses do not affect our opinion on the financial statements of the Company.

For Chandulal M. Shah & Co

Chartered Accountants

(FRN. 101698W)

Place:- Ahmedabad

Date:- 15th May 2017

CHANDULAL M SHAH & CO. AHMEDABAD CHARTERED ACCOUNTANTS

Signature

(BM Zinzuvadia)

Partner

(Membership No. 109606)