



RAKESH BANWARI & CO.
CHARTERED ACCOUNTANTS
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Independent Auditor's Report

To the Members of M/s UNIPARTS INDIA LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of M/s UNIPARTS INDIA LIMITED ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statements 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 and presentation of these financial statements that give a true and fair view of the financial position and financial performance 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 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, 2018 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 sub-section (11) of section 143 of the Act, we give in the "Annexure – A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 29 to the financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 32 to the financial statements;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

For **RAKESH BANWARI & CO.**

Chartered Accountants

Firm's Regn. No. : 009732N



RAKESH AGGARWAL

(Prop.)

M. No. : 088193

Place : **New Delhi**

Dated **29 MAY 2018**



Annexure - A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The inventory has been physically verified at the end of the year by the management. In our opinion, the frequency of physical verification is reasonable. No material discrepancies were noticed during such physical verification.
- (iii)(a) 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 (' the Act '). Accordingly, paragraph 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company has not granted loans to the bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than ninety days as the company has not granted loans to the bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of sec. 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans, investments, guarantees and security deposits.
- (v) The Company has not accepted any deposits from the public.



- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.
- (vii) (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 provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on accounts of disputes:

Name of the statute	Nature of dues	Amount (in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	231.28	A.Y. 2014-15	CIT (Appeals)
Central Excise Act, 1944	Excise Duty	7.28	F.Y. 2010-11	Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	1.42	F.Y. 2004-09	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.13	F.Y. 2009-10	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.08	F.Y. 2010-11	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.25	F.Y. 2011-12	Asstt. Commissioner of Central Excise
Central Excise Act, 1944	Excise Duty	0.24	F.Y. 2012-13	Asstt. Commissioner of Central Excise
Finance Act, 1994	Service Tax	2.28	FY 2012-13 to 2014-15	CESAT Allahabad
Finance Act, 1994	Service Tax	0.24	F.Y. 2015-16	Commissioner of Central Excise



UP VAT Act, 2005	Sales Tax	0.39	F.Y. 2015-16	Dy. Commissioner of VAT
UP VAT Act, 2005	Sales Tax	1.72	F.Y. 2014-15	Dy. Commissioner of VAT
UP VAT Act, 2005	Sales Tax	7.38	F.Y. 2012-13	Dy. Commissioner of VAT
UP VAT Act, 2005	Sales Tax	1.62	F.Y. 2011-12	Dy. Commissioner of VAT
UP VAT Act, 2005	Sales Tax	3.99	F.Y. 2013-14	Dy. Commissioner of VAT
UP VAT Act, 2005	Sales Tax	3.87	F.Y. 2014-15	Dy. Commissioner of VAT
Central Excise and Customs Act, 1944	Customs Tax	16.01	F.Y. 2008-09	High Court of Hyderabad.

- (viii) The Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or debenture holders during the year.
- (ix) The Company has not raised any money by way of initial public offer or further public offer and the term loans were applied for the purpose for which the same were raised during the year.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanation given to us, the company has paid / provided managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) According to the information and explanation given to us, the company is not a "Nidhi Company". Accordingly, paragraph (xii) of the Order is not applicable to the company.
- (xiii) According to the information and explanation given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements, etc. as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us,, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



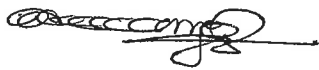
(xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **RAKESH BANWARI & CO.**

Chartered Accountants

Firm's Regn. No. : 009732N



RAKESH AGGARWAL

(Prop.)

M. No. : 088193

Place : **New Delhi**

Dated : **29 MAY 2010**



Annexure - B to the Auditors' Report

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 Uniparts India Limited ("the Company") as at 31st March, 2018 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 ('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 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 judgment, 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 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.

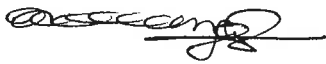
Opinion

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 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **RAKESH BANWARI & CO.**

Chartered Accountants

Firm's Regn. No. : 009732N



RAKESH AGGARWAL

Prop.

M. No. : 088193

Place : **New Delhi**

Dated : **29 MAY 2018**





UNIPARTS INDIA LIMITED
Balance Sheet as at 31st March, 2018

Particulars	Note No.	As at 31st March, 2018 (₹)	As at 31st March, 2017 (₹)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	44,62,01,580	44,62,01,580
Reserves and Surplus	3	2,02,58,10,907	1,87,95,28,279
		2,47,20,12,487	2,32,57,29,859
Non-Current Liabilities			
Long Term Borrowings	4	15,14,88,737	7,38,47,368
Deferred Tax Liability (Net)	5	13,24,09,769	11,91,98,106
Long Term Provisions	6	8,44,30,984	5,91,14,991
		36,83,29,490	25,21,60,465
Current Liabilities			
Short Term Borrowings	7	1,27,56,70,827	1,10,18,62,795
Trade Payables	8	61,02,74,881	37,89,00,277
Other Current Liabilities	9	31,17,13,687	24,38,60,414
Short Term Provisions	10	3,21,89,500	3,22,10,650
		2,22,97,98,895	1,75,68,34,135
TOTAL		5,07,01,40,872	4,33,47,24,460
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	1,60,10,75,391	1,57,46,20,622
Intangible Assets	11	1,73,96,089	2,05,53,723
Capital Work-in-Progress	11	27,74,44,411	9,10,85,481
Intangible Assets under Development	11	2,16,01,030	1,80,05,032
		50,26,36,469	50,26,36,469
Non-Current Investments	12	50,26,36,469	50,26,36,469
Long Term Loans and Advances	13	16,68,79,064	12,69,74,498
		2,58,70,32,454	2,33,38,75,825
Current Assets			
Inventories	14	1,19,31,80,791	91,79,52,223
Trade Receivables	15	91,37,58,913	82,75,26,189
Cash and Bank Balances	16	2,13,66,256	1,24,59,024
Short-Term Loans and Advances	17	25,71,72,562	11,38,54,252
Other Current Assets	18	9,76,29,896	12,90,56,947
		2,48,31,08,418	2,00,08,48,635
TOTAL		5,07,01,40,872	4,33,47,24,460
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached
For Rakesh Banwari & Co.
Chartered Accountants
Firm Regn. No: 009732N

Rakesh Aggarwal
Proprietor
Membership No.: 088193
Place: New Delhi
Date:

29 MAY 2018



Gurdeep Soni
[Chairman & Managing Director]
[DIN: 00011478]

Sanjiv Kashyap
[Chief Financial Officer]
[ACA: 089203]

For and on behalf of the Board of Directors
Uniparts India Limited

Paranjit Singh Soni
[Vice Chairman & Director]
[DIN: 00011616]

Mukesh Kumar
[Company Secretary]
[ACS: 17925]

UNIPARTS INDIA LIMITED

Statement of Profit and Loss For The Year Ended 31st March, 2018



Particulars	Note No.	Year ended 31st March, 2018 (₹)	Year ended 31st March, 2017 (₹)
Revenue From Operations:			
Sales (Gross)		5,21,64,76,584	4,12,73,45,548
Less: Excise Duty		4,40,37,096	10,64,72,812
		5,17,24,39,488	4,02,08,72,736
Other Operating Revenues		11,94,08,801	9,50,32,030
Revenue from Operations (net)	19	5,29,18,48,289	4,11,59,04,766
Other Income	20	1,59,43,853	2,48,80,017
Total Revenue		5,30,77,92,142	4,14,07,84,783
Expenses:			
Cost of Materials Consumed	21	2,45,78,57,423	1,74,15,45,170
Purchases of Stock-in-Trade	22	-	13,73,840
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	23	(19,49,12,710)	(10,78,35,327)
Employee Benefits Expense	24	90,51,18,492	79,60,91,311
Finance Costs	25	5,76,00,961	6,05,29,244
Depreciation and Amortization Expense	26	15,25,76,878	14,36,17,192
Other Expenses	27	1,71,79,87,060	1,29,44,13,390
Total Expenses		5,09,62,28,105	3,92,97,34,820
Profit Before Prior Period Items and Tax		21,15,64,037	21,10,49,963
Prior Period Items (Net)		(58,94,321)	(23,97,103)
Profit Before Tax		21,74,58,358	21,34,47,066
Tax Expenses			
(1) Current Tax			
(a) For Current Year		4,64,09,093	4,55,53,019
(b) MAT Credit		1,18,44,294	1,09,18,656
(2) Deferred Tax		1,32,11,662	(89,53,172)
Total Tax Expenses		7,14,65,049	4,75,18,503
Profit for the year		14,59,93,309	16,59,28,564
Earnings per Equity Share [nominal value of share ₹ 10 (31 March 2017: ₹ 10)]			
Basic	28	3.31	3.76
Diluted		3.23	3.68
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached
For **Rakesh Banwari & Co.**
Chartered Accountants
Firm Regn. No: 009732N

Rakesh Aggarwal
Proprietor
Membership No.: 088193
Place: New Delhi
Date: 29 MAY 2018



Gurdeep Soni
[Chairman & Managing Director]
[DIN: 00011478]

Sanjiv Kashyap
[Chief Financial Officer]
[ACA: 089203]

For and on behalf of the Board of Directors
Uniparts India Limited

Paramjit Singh Soni
[Vice Chairman & Director]
[DIN: 00011616]

Mukesh Kumar
[Company Secretary]
[ACS: 17925]