



ANNUAL REPORT
2017-18

sound matters

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INTRODUCTION

Established over 35 years ago as a brand, Pulz Electronics Ltd. develops and manufactures audio systems and solutions that capitalize on the emergence of new coaxial technology and line array based speaker systems for the cinema, pro audio, studio and home audio industries.

Pulz manufactures an array of world class products specifically designed to cater to object based and channel based immersive audio formats. The Research and Development team at Pulz have created numerous path breaking advances in audio technologies. The IsoWave system is such an example of technology which combines coaxial technology with directivity control. This system provides coherent sound to frequencies as low as 250Hz and maintains a flat off axis response. The IsoWave engine forms the core for many of our cinema systems, high power systems for discos and studio reference monitors.

The Pulz manufacturing base is built over 40,000 sq. ft. of state of the art manufacturing facilities in the outskirts of Mumbai, India. The key components are manufactured in Germany, Italy and Spain. A dedicated team of highly skilled professionals work relentlessly towards innovation, product development, precision assembly, and stringent quality control.

The Pulz facility is also designed to build customized products for special venue requirements, giving the company a unique ability to provide the perfect solution for technically challenging projects and venues.

The Engineering team at Pulz carefully analyzes the venues for both sound and picture perfection and design solutions which meet or exceed international guidelines. From system configuration to installation to final optimum calibration, all stages, are monitored by the team. This total approach aims at providing the best possible audio visual experience and has been instrumental in establishing venues equipped with Pulz as places of reference.

With thousands of cinema and audio installations in some of the leading chains, Pulz is one of the industry leaders with innovative products and advanced engineering skills.

FROM THE MANAGING DIRECTORS'S DESK

I am pleased to report that this has been a milestone year for Pulz, highlighted by the company's public listing on the National Stock Exchange of India. On behalf of the board of directors, I thank everyone who made this possible – our employees, customers and most of all, our shareholders who demonstrated their confidence in Pulz by participating in the initial public offer. November 24, 2017 was an exciting day for all of us when Pulz equity shares were listed on the Emerge platform of the National Stock Exchange.

With our public listing, we launched a new chapter in Pulz's proud 13-year history as we continue to transform and position the company to capture tremendous growth opportunities and drive greater shareholder value.

GLOBAL LANDSCAPE

Overall, the global cinema industry remains strong especially in India. The Indian cinema audio industry is expected to continue on a positive trend in fiscal year 2018-2019.

The introduction of Goods and Services Tax (GST), a single tax intended to replace the existing Central and State indirect taxes has taken place from July 2017. This is expected to reduce tax incidence in the hands of the end consumers. The Indian economy is expected to have early revival and growth in overall consumption across all sectors.

In Europe, the manufacturing industry has remained stable. Saudi Arabia has opened up new vistas for Pulz. Following the well-publicised opening up of the Kingdom of Saudi Arabia to cinemas, a number of cinema circuits have announced plans to open sites in the country. The Saudi government estimates that the lift will bring 300 new cinemas with 2,000 screens by 2030, five times the number of screens currently in neighbouring UAE

LOOKING BACK

- Our total revenue for the year 2017-18 was ₹ 1,864.35 lacs as compared to ₹ 1,406.21 lacs in the previous year i.e 2016-17 which represents the growth of 32.57%.
- Our profit after tax was ₹ 162.98 lacs as compared to ₹ 134.02 lacs in the previous year represented the growth of 21.60%.

FROM THE MANAGING DIRECTORS'S DESK

Your company intended to acquire a company. After carrying out detailed due diligence, recommendations were not to proceed with the acquisition. The audit committee and the board advised to use the funds towards upgradation of manufacturing facilities, thereby enhancing production capacity and to unlock potential of the company.

This year we have introduced our flagship Isowave technology. We have installed this system in prime properties of PVR, Inox and other prestigious cinemas.

The IsoWave Speaker System design emphasizes on consistency and linearity of on and off axis response providing more spatially consistent sound compared to designs utilizing offset drivers. The enhanced sonic accuracy of IsoWave Speaker System is primarily possible due to the carefully integrated coaxial solution.

MOVING FORWARD TOGETHER

In closing, I want to thank our employees for their tireless efforts and dedication to our customers. They are at the heart of our success and exemplify the strength of Pulz, as we embark on this new exciting phase as a public company.

It is a privilege to serve as the Managing Director of Pulz during this transformative time for our company and industry. Together, with our customers, suppliers and technology partners, we are developing new technologies to support the audio industry in applications where sound matters. I am excited about Pulz's prospects and confident that this team has the passion and commitment to keep Pulz on a winning path well into the future.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Name of the Director	Nature of Directorship
Mr. Ramakrishnan M. K.	Chairman & Director
Mr. Anirvan Partha Ghose	Managing Director
Ms. Rumeeta Anirvan Ghose	Non-Executive Director
Mr. Nikhil Kumar Arya	Independent Director
Mr. Naresh Kumar Gaiind	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Mihir Doshi	Chief Financial Officer
Ms. Hetali Harish Mehta	Company Secretary and Compliance Officer (resigned wef July 19,2018)

AUDITOR

M/s. KNP and Associates	Chartered Accountants
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SECRETARIAL AUDITOR

M/s. N.S.Gupta and Associates	Company Secretaries
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CORPORATE INFORMATION

Composition of Committees of Board of Pulz Electronics Limited

AUDIT COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Mr. Naresh Kumar Gaind	Chairman	Independent Director
Mr. Nikhil Kumar Arya	Member	Independent Director
Mr. Anirvan Partha Ghose	Member	Managing Director

NOMINATION AND REMUNERATION COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Mr. Naresh Kumar Gaind	Chairman	Independent Director
Mr. Nikhil Kumar Arya	Member	Independent Director
Ms. Rumeeta Anirvan Ghose	Member	Non-Executive Director

STAKEHOLDER RELATIONSHIP COMMITTEE

Name of the Director	Status in Committee	Nature of Directorship
Ms. Rumeeta Anirvan Ghose	Chairperson	Non-Executive Director
Mr. Ramakrishnan M. K.	Member	Chairman & Director
Mr. Anirvan Partha Ghose	Member	Managing Director

CORPORATE INFORMATION

BANKERS

Yes Bank Limited, Mumbai
Axis Bank Limited, Mumbai
Bank of India, Mumbai

REGISTERED OFFICE:

46, Satish Mukherjee Road,
Kolkata 700 026, West Bengal,
India.
CIN: U32109WB2005PLC104357

CORPORATE OFFICE:

Kailashpati, 2nd Floor, Plot 10A,
Veera Desai Road, Andheri West,
India. Mumbai 400 053, Maharashtra, India.

REGISTRAR AND SHARE TRANSFER AGENT:

BIGSHARE SERVICES PRIVATE LIMITED
E2 Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri East, Mumbai- 400072.
Tel: +91 22 40430200
Fax: +91 22 28475207
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Ashok Shetty
SEBI Registration No.: INR000001385

DEPOSITORY

National Securities Depository Limited
Central Depository Services (India) Limited

ISIN

INE335X01014

AGM NOTICE

Notice is hereby given that the 13th Annual General Meeting (AGM) of the Shareholders of Pulz Electronics Limited (formerly known as Pulz Electronics Private Limited) will be held on Saturday, September 29, 2018 at the Registered Office of the Company at 46 SATISH MUKHERJEE ROAD KOLKATA WEST BENGAL 700026 INDIA at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. ANIRVAN PARTHA GHOSE (DIN: 00188496) who retires by rotation and being eligible, offers himself for re-appointment.

For and on behalf of the Board
Pulz Electronics Limited

ANIRVAN PARTHA GHOSE
Managing Director
DIN: 00188496

Registered Office:
46 Satish Mukherjee Road
Kolkata West Bengal 700026 India
CIN: U32109WB2005PLC104357
E-mail: accounts@pulz.co.in
Website: www.pulz.biz

Place: Mumbai
Dated: May 29, 2018

AGM NOTICE

NOTES

a. A Member Entitled To Attend And Vote At The Annual General Meeting Is Entitled To Appoint A Proxy / Proxies To Attend And Vote On A Poll Instead Of Himself And The Proxy / Proxies Need Not Be A Member Of The Company. The Instrument Appointing The Proxy In Order To Be Effective Should Be Duly Stamped, Completed And Signed And Must Be Deposited At The Registered Office Of The Company Not Less Than 48 Hours Before The Commencement Of The Meeting.

b. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

c. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

d. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Directors seeking re-appointment at the Annual general Meeting of the Company to be held on September 29, 2018 is annexed as Annexure A to the Notice. The Company has received the relevant consent/declarations from the Director for their re-appointment as required under the Companies Act, 2013 and rules made thereunder.

e. The Company has notified closure of register of members and transfer books from September 23, 2018 to September 29, 2018 (both days inclusive).

f. Members holding shares in Physical form are requested to notify change of address, if any, to Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify to their Depository participants their change in address.

g. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

AGM NOTICE

h. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their respective copy of the Annual Report to the Meeting and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

i. Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.

j. Non – Resident Indian Members are requested to inform the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd. immediately of -

a. The change in the residential status on return to India for permanent settlement.

b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

k. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

l. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

m. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.

n. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.

o. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

AGM NOTICE

p. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

q. To support the 'Green Initiative', the Members holding shares in physical form & who have not registered their e-mail addresses are requested to register the same with the Company's registrar and share transfer agents M/s. Bigshare Services Pvt. Ltd.

r. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

s. To comply with the provision of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.

Members are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/e-mail.

t. The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

u. Pursuant to the SEBI Circular dated June 08, 2018, restricting Physical Share Transfers w.e.f December 05, 2018 and BSE vide its circular dated July 05, 2018.

v. To comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is mandatory for all the investors including transferors to complete their KYC information. Company has to update the member's PAN No., Phone No., e-mail address and signature in the records. Kindly furnish the same via email at "accounts@rns.co.in" or via hand delivery or courier the same to the registered office of the Company.

The form for sending the response is annexed at the end of the Annual Report.

AGM NOTICE

VOTING INSTRUCTIONS

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, September 22, 2018, are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Wednesday, September 26, 2018, and will end at 5.00 p.m. on Friday, September 28, 2018. The facility for voting through Polling paper shall also be made available at the Meeting to the Members attending the AGM who have not already cast their votes by remote e-voting prior to the Annual General Meeting. The Company has appointed M/s. N S Gupta & Associates, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.

AGM NOTICE

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

AGM NOTICE

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

AGM NOTICE

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.nsgupta@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password”** or **“Physical User Reset Password”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions:

- I. The e-voting period commences on Wednesday September 26, 2018 (09.00 am) and end on Friday, September 28, 2018 (05.00 pm). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

AGM NOTICE

ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on September 22, 2018.

iii. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again through Polling paper.

iv. A member can opt for only one mode of voting i.e., either through remote e-voting or by Poll. If a member casts votes by more than one mode, then voting done through e-voting shall prevail and voting through Polling paper shall not be considered.

v. M/s. N S Gupta & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process including remote e-voting process in a fair and transparent manner.

vi. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

vii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pulz.biz and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 13th AGM of the Company on October 01, 2018 and communicated to the NSE Limited, where the shares of the Company are listed.

Members seeking any information with regard to accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.

Proxies, in order to be effective, forms must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.

AGM NOTICE

Details of the Director seeking Re-appointment at the Annual General Meeting Scheduled to be held on September 29, 2018 (Pursuant to Regulation 36(3) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:

Name of the Directors	Mr. ANIRVAN PARTHA GHOSE
Date of Birth Age	05/04/1973 45 Years
Date of Appointment	25th July, 2005
Relationship with the Directors and Key Managerial Personnel	Nil
Expertise in specific Functional Area	Business and Market Development
Qualification	B.Sc, Masters in Sound Engineering and Sound Recording
Board Membership of other Listed Companies as on 31st March, 2018	Nil
Chairman/Member of the Committee of the Board of Directors as on 31st March, 2018	Audit Committee Stakeholders' Relationship Committee
Number of shares held in Company as on 31st March, 2018	699992

ATTENDANCE SLIP

Pulz Electronics Limited.

CIN: U32109WB2005PLC104357

Registered Office: 46, Satish Mukherjee Road, Kolkata 700 026, West Bengal, India.

Attendance Slip of

Thirteenth Annual General Meeting of Pulz Electronics Limited

To be held on September 29, 2018 at 46, Satish Mukherjee Road,
Kolkata 700 026, West Bengal, India.

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholders	
Name of the Joint Holder(s)	
No. of Shares held	

I hereby record my presence at the Thirteenth Annual General Meeting on the 29th day of September, 2018 at 11:00 Hours at 46, Satish Mukherjee Road, Kolkata 700 026, West Bengal, India.

Shareholder's/Proxy's name in Block Letters

Shareholder's/Proxy's Signature

Note: Shareholders wishing to attend the meeting must bring the attendance slip, duly signed to the meeting and hand it over at the entrance of the venue.

PROXY FORM

Pulz Electronics Limited.

CIN: U32109WB2005PLC104357

Registered Office: 46, Satish Mukherjee Road, Kolkata 700 026, West Bengal, India.

Form No.MGT-11

Proxy Form

Thirteenth Annual General Meeting.

[Pursuant to section 10596) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder(s):	
Registered Address:	
Email Id:	
Folio No. /DP ID-Client Id:	

I/We, being the shareholder(s) of _____ shares of the above named company, here by appoint:

1.Name :

Address:

Email Id:

Signature: _____

Or failing him;

2.Name :

Address:

Email Id:

Signature: _____

Or failing him;

3.Name :

Address:

Email Id:

Signature: _____

PROXY FORM

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of the company to be held on September 29, 2018 at 46, Satish Mukherjee Road, Kolkata 700 026, West Bengal, India, and at any adjournment thereof in respect of such resolutions as are indicated below :

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Sr.No	Description of Resolution	FOR	AGAINST
	ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018, statement of Profit & Loss Account and Cash Flow Statement for the year ended as on that date together with the reports of the Directors and Auditors thereon		
2	To appoint a Director in place of Mr. ANIRVAN PARTHA GHOSE (DIN: 00188496) who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
stamp of
Re.1

Note :

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as she/he thinks appropriate.
4. For the resolution and notes please refer the accompanying Notice.
5. All alterations made in the form of proxy should be initialled.

DIRECTORS' REPORT

To
The Members
Pulz Electronics Limited

Your Directors have pleasure in presenting the 13th Annual Report on the business and operations of the Company, together with the audited accounts for the financial year ended March 31, 2018.

1. FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March 2018 is summarized as under:

Particulars	Standalone		Consolidated	
	For the year ended		For the year ended	
	31-Mar-18	31-Mar-17	31-Mar-18	31-Mar-17
Total Sales / Income From Operations	180,338,102	137,608,827	180,338,102	137,608,827
Other Income	6,097,240	3,012,540	6,097,240	3,012,540
Net Profit / Loss Before Depreciation	25,735,905	23,210,838	25,680,101	23,210,838
Depreciation	2,236,458	1,861,572	2,236,458	1,861,572
Net Profit / Loss Before Taxation	23,499,447	21,349,266	23,443,643	21,349,266
Provision For Taxation (Incl. Deferred Taxes)	7,200,791	7,946,484	7,200,791	7,946,484
Net Profit / Loss After Tax	16,298,656	13,402,782	16,242,852	13,402,782
Balance Carried Forward	62,647,626	18,291,793	62,591,822	18,291,793

2. PERFORMANCE REVIEW

During the year under review, the Company earned total revenue of Rs. 186,435,342, a growth of 32.58% over the previous year. Profit after tax clocked a growth of 21.60 % year on year, from Rs. 13,402,782 in the previous financial year to 16,298,656 during the current year.

DIRECTORS' REPORT

3. DIVIDEND

Your Company is committed to driving value creation for all its stakeholders. The decision regarding dividend pay-out is a crucial decision as it determines the amount to be distributed among shareholders of the Company out of its distributable profits and the amount of profit to be retained in business. With a view to provide cushion for any financial contingencies in the future and to strengthen the financial position of your company, your directors have decided not to recommend any dividend for the period under review.

4. RESERVE

Your Company has not transferred any amount to its reserves. However entire amount of net profit for the year has been transferred to the retained earnings of the Company.

5. DEPOSITS

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

6. LISTING WITH STOCK EXCHANGES

The company had come out with a public issue of 726,000 equity shares for Rs.54/- each including a share premium of Rs.44/- per equity share. The IPO was a huge success and was oversubscribed 15 times and the resulting shares have been listed on the NSE Emerge platform of the National Stock Exchange on November 24, 2017. The Company has paid the applicable listing fee to the Stock Exchange up to date.

7. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company has a Subsidiary Company named Peerless Speakers Private Limited. The Company does not have any Joint Venture or an Associate Company.

DIRECTORS' REPORT

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per the provisions of Section 152 of the Companies Act, 2013, Mr. ANIRVAN PARTHA GHOSE, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend their approval.

9. SHARE CAPITAL

The paid up Equity share capital as at March 31, 2018 stood at Rs. 2,72,60,000/-. During the year under review, the Company has neither issued any shares with differential voting rights nor had granted any stock options or sweat equity.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and the loss for the year ended on that date;
- The Directors had taken proper and sufficient care of the 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 fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

DIRECTORS' REPORT

11. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as “**Annexure A**” to this Report.

12. AUDITORS AND AUDIT REPORT

Pursuant to the provisions of Section 139 and the rules framed thereunder M/s. KNP & Associates, Chartered Accountants, (FRN: 0145448W), who are Statutory Auditors of the Company hold office up to the conclusion of the forth coming Annual General Meeting (AGM) and are eligible for re-appointment, subject to ratification of their appointment at every AGM.

13. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s N S Gupta & Associates, Company Secretaries in Whole-time Practice (FCS no. 9343, C P No. 11093), were appointed to conduct Secretarial Audit for the year ended 31st March, 2018.

M/s N S Gupta & Associates,, Practicing Company Secretaries have submitted their report on the Secretarial Audit which is attached as “**Annexure B**” and forms a part of this report.

14. TAX PROVISIONS

The Company has made adequate provisions as required under the provisions of Income Tax Act, 1961 as well as other relevant laws governing taxation on the Company.

15. CORPORATE GOVERNANCE

During the year under review, the Paid Up Capital and Net Worth of the Company were less than Rs. 10 crores and Rs. 25 crores respectively as on 31st March, 2018, therefore Corporate Governance provisions as specified in Regulations 17, 18, 19, 20 21, 22, 23 24, 25, 26 27, and clause (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of the Schedule V of SEBI (Listing Obligations and Disclosure Requirement), Regulation 2015 is not applicable to the Company.

Whenever this regulation becomes applicable to the Company at a later date, we will comply with requirements those regulations within six months from the date on which the provisions became applicable to our Company.

DIRECTORS' REPORT

16. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report is attached as “**Annexure C**” and forms a part of this report.

17. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with the Secretarial Standards related to the Board Meetings and General Meeting issued by the Institute of Company Secretaries of India (ICSI).

18. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished here under.

(i) Part A and B of the Rules, pertaining to conservation of energy and technology absorption, are not applicable to the Company.

(ii) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earned	Rs. 45,966,546
Foreign Exchange Used	Rs. 9,060,781

19. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

DIRECTORS' REPORT

20. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 5 (Five) Board meetings during the financial year under review. The dates on which the Board meetings were held are 03th April, 2017, 7th June 2017, 12th September, 2017, 21st November, 2017 & 20th March, 2018.

21. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS BY COMPANY UNDER SECTION 186

The particulars of Loans, Guarantees and Investments made by the Company under the provisions of Section 186 of the Act are provided in the notes to Financial Statements.

22. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2018, the contracts or arrangements entered with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 are provided in the notes to Financial Statements.

The particulars of related party transaction in prescribed Form AOC-2 are attached as **Annexure D**

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT

There was no order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

24. AUDIT COMMITTEE

In accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015, the Company has constituted an Audit Committee in accordance with the terms of reference specified from time to time by the Board.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

DIRECTORS' REPORT

During the year 2017-18, 5 (Five) Audit Committee meetings were held on 13th April, 2017, 7th June 2017, 12th September, 2017, 21st November, 2017 & 20th March, 2018.

25. NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178(1) of the Companies Act, 2013 and regulation 19 of SEBI (LODR) Regulation, 2015, the Company has constituted a Nomination and Remuneration Committee in accordance with the terms of reference specified from time to time by the Board.

During the year 2017-18, 4 (Four) Nomination and Remuneration Committee meetings were held on 03th April, 2017, 12th September, 2017, 21st November, 2017 & 20th March, 2018.

26. STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulation, 2015 the Company has constituted a Stakeholders Relationship Committee in accordance with the terms of reference specified from time to time by the Board.

During the year 2017-18, 2 (Two) Stakeholders Relationship Committee meetings were held on 03th April, 2017, & 20th March, 2018.

27. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company.

28. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company is not required to constitute a Corporate Social Responsibility Committee due to non- fulfilment of any of the conditions pursuant to section 135 of the Companies Act, 2013.

DIRECTORS' REPORT

29. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

The Company has adopted a policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaints or allegations of sexual harassment were filed with the Company.

30. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and under the provisions of the Listing Regulations.

31. ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees, which covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board Culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

32. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuance to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and Employees to report genuine concerns has been established. We have embodied the mechanism in the Code of Conduct of the Company for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our Code of Conduct. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee

DIRECTORS' REPORT

in exceptional cases and no personnel have been denied access to the Audit Committee. The Board and its Audit Committee are informed periodically on the cases reported, if any and the status of resolution of such cases.

33. INVESTOR SERVICES

As the members are aware, your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of de-materialization of Company's shares on either of the Depositories as aforesaid.

34. DISCLOSURES UNDER SECTION 134(3) (L) OF THE COMPANIES ACT, 2013

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

35. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The said code of conduct is in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Directors and the designated employees have complied with the Code.

DIRECTORS' REPORT

36. ACKNOWLEDGEMENTS

The Board wishes to place on record their appreciation for the sincere efforts of the Directors, employees and the co-operation extended by the Bankers, Shareholders, clients & associates for their continue support towards the conduct of the Company.

For and on behalf of the Board
Pulz Electronics Limited

ANIRVAN PARTHA GHOSE
Managing Director
DIN: 00188496

Registered Office:
46 Satish Mukherjee Road
Kolkata West Bengal 700026 India
CIN: U32109WB2005PLC104357
E-mail: accounts@pulz.co.in
Website: www.pulz.biz

Place: Mumbai
Dated: May 29, 2018

ANNEXURE - A TO THE DIRECTOR'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS

1	Corporate Identity Number (CIN)	U32109WB2005PLC104357
2	Registration Date	25/07/2005
3	Name of the Company	PULZ ELECTRONICS LIMITED (formerly known as PULZ ELECTRONICS PRIVATE LIMITED)
4	Category / Sub-Category of the Company	Company limited by shares / Indian Non Government Company
5	Address of the Registered Office and Contact Details	46 Satish Mukherjee Road Kolkata West Bengal 700026 India CIN: U32109WB2005PLC104357 E-mail: accounts@rns.co.in Website: www.pulz.biz
6	Correspondence Address of the Company	Kailashpati, 2nd Floor, Plot 10A, Veera Desai Road Andheri (West) Mumbai 400053 MH IN
7	Whether Listed Company	Yes
8	Name, Address and Contact Details of Registrar and Transfer Agent	Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059. Tel No: 022 – 62638200/99 Email Id: marketing@bigshareonline.com/ investor@bigshareonline.com Website: www.bigshareonline.com

ANNEXURE - A TO THE DIRECTOR'S REPORT

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. no.	Name and Description of Main Products / Services	NIC Code of the Product / Service	% to Total Turnover of the Company
1	Electrical equipment manufacturing services	998875	83.19%
2	Wholesale Trade Services, Except on a Fee or Contract Basis	99611	11.96%
3	Other Professional, Technical and Business Services	99839	4.85%

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. no.	Name of the Company	CIN	Holding / Subsidiary / Associate / Joint Venture	% of shares held
1	Peerless Speakers Private Limited	U32109MH2017PTC293265	Subsidiary	99.98%

ANNEXURE - A TO THE DIRECTOR'S REPORT

4. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares Held at the Beginning of the Year 24/11/2017				No. of Shares Held at the End of the Year 31/03/2018				% of Change During the Year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
(g) Individuals / HUF	1999980	0	1999980	73.37%	1999980	0	1999980	73.37%	0.00
(h) Central Govt	0	0	0	0	0	0	0	0	0.00
(i) State Govt(s)	0	0	0	0	0	0	0	0	0.00
(j) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
(k) Banks / FI	0	0	0	0	0	0	0	0	0.00
(l) Any Other....	0	0	0	0	0	0	0	0	0.00
*DIRECTORS	0	0	0	0	0	0	0	0	0.00
*DIRECTORS RELATIVES	20	0	20	0	20	0	20	0	0.00
*PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0.00
Sub Total (A)(1)	2000000	0	2000000	73.37%	2000000	0	2000000	73.37%	0.00
(2) Foreign									
(a) NRI Individuals	0	0	0	0	0	0	0	0	0.00
(a) NRI Individuals	0	0	0	0	0	0	0	0	0.00
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
(d) Banks / FI	0	0	0	0	0	0	0	0	0.00
(e) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2000000	0	2000000	73.37%	2000000	0	2000000	73.37%	0.00

ANNEXURE - A TO THE DIRECTOR'S REPORT

B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(I) Others (specify)	0	0	0	0	0	0	0	0	0
*U.T.I.	0	0	0	0	0	0	0	0	0
*FINANCIAL INSTITUTIONS	0	0	0	0	0	0	0	0	0
*I.D.B.I.	0	0	0	0	0	0	0	0	0
*I.C.I.C.I.	0	0	0	0	0	0	0	0	0
*GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
*STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
*QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
*ANY OTHER	0	0	0	0	0	0	0	0	0
*OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
*PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0.00

ANNEXURE - A TO THE DIRECTOR'S REPORT

(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	24000	0	24000	0.88%	16000	0	16000	0.59%	(0.29)%
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	426000	0	426000	15.63%	489221	0	489221	17.95%	2.32%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	68000	0	68000	2.49%	132000	0	132000	4.84%	2.35%
(c) Others (specify)									
*N.R.I.	6000	0	6000	0.22%	4000	0	4000	0.15%	(0.07)%
*FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.00
*TRUST	0	0	0	0.00	0	0	0	0.00	0.00
MARKET MAKER	38000	0	38000	1.39%	48000	0	48000	1.76%	0.37%
*HINDU UNDIVIDED FAMILY	0	0	0	0	0	0	0	0	0
*EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
*CLEARING MEMBERS	164000	0	164000	6.02%	36779	0	36779	1.35%	(4.67)%
*DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.00
*OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
Sub Total (B)(2)	726000	0	726000	26.63%	726000	0	726000	26.63%	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	726000	0	726000	26.63%	726000	0	726000	26.63%	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A + B + C)	2726000	0	2726000	100%	2726000	0	2726000	100%	0.00
Other	0	0	0	0.00	0	0	0	0.00	0.00

ANNEXURE - A TO THE DIRECTOR'S REPORT

Shareholding of Promoters								
Sr No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the End of the Year			% Change in Share Holding During the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1	BHAVYA RAMAKRISHNAN	4	0.00	0.00	4	0.00	0.00	0.00
2	DEVANGI RAMAKRISHNAN	4	0.00	0.00	4	0.00	0.00	0.00
3	NEETA RAMAKRISHNAN	4	0.00	0.00	4	0.00	0.00	0.00
4	ARJUN GHOSE	4	0.00	0.00	4	0.00	0.00	0.00
5	RUMEETA GHOSE	4	0.00	0.00	4	0.00	0.00	0.00
6	ANIRVAN GHOSE	699992	25.68%	0.00	699992	25.68%	0.00	0.00
7	RAMAKRISHNAN M. K.	1299988	47.69%	0.00	1299988	47.69%	0.00	0.00

Change in Promoters' Shareholding <i>(please specify, if there is no change)</i>						
Sr No	Particulars	Share Holding at the Beginning of the Year		Cumulative Shareholding During the Year		Type
		No. of Shares	% of Total Shares of the Company	No. of Shares	% change in Share Holding During the Year	
1	a) At the beginning of the year	0	0.00	0	0.00	
	b) Changes during the year	No change during the year				
	c) At the End of the year	0	0	0	0	0

ANNEXURE - A TO THE DIRECTOR'S REPORT

Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDR's and ADR's)

Sr No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares At the Beginning (01.04.2017/ end of year 31.03.2018)	% total Shares of the Company				No of Shares	% total Shares of the Company
1	CHOICE EQUITY BROKING PRIVATE LIMITED	38,000	1.39	24-Nov-17	NA	NA	38,000	1.39
				08-Dec-17	2,000	Buy	40,000	1.47
				15-Dec-17	2,000	Buy	42,000	1.54
				22-Dec-17	2,000	Buy	44,000	1.61
				29-Dec-17	2,000	Sell	42,000	1.54
				19-Jan-18	2,000	Sell	40,000	1.47
				26-Jan-18	2,000	Buy	42,000	1.54
				02-Feb-18	2,000	Buy	44,000	1.61
				09-Feb-18	2,000	Buy	46,000	1.69
				16-Feb-18	2,000	Sell	44,000	1.61
				23-Feb-18	2,000	Buy	46,000	1.69
				02-Mar-18	2,000	Sell	44,000	1.61
				09-Mar-18	4,000	Sell	40,000	1.47
				16-Mar-18	6,000	Buy	46,000	1.69
				23-Mar-18	2,000	Buy	48,000	1.76
		48,000	1.76	31-Mar-18				
2	SURESH BABULAL SHAH (HUF)		0.00	24-Nov-17	NA	NA		0.00
				15-Dec-17	2,000	Buy	2,000	0.07
				29-Dec-17	16,000	Buy	18,000	0.66
				05-Jan-18	2,000	Buy	20,000	0.73
				09-Feb-18	8,000	Buy	28,000	1.03
				09-Mar-18	2,000	Buy	30,000	1.10
		30,000	1.10	31-Mar-18				

ANNEXURE - A TO THE DIRECTOR'S REPORT

3	RAJ KUMAR DAMANI	28,000	1.03	24-Nov-17	NA	NA	28,000	1.03
				01-Dec-17	22,000	Sell	6,000	0.22
				08-Dec-17	6,000	Sell		0.00
			0.00	31-Mar-18				
4	SHAREKHAN LIMITED	28,000	1.03	24-Nov-17	NA	NA	28,000	1.03
				01-Dec-17	8,000	Sell	20,000	0.73
				08-Dec-17	4,000	Buy	24,000	0.88
				15-Dec-17	4,000	Buy	28,000	1.03
				22-Dec-17	2,000	Sell	26,000	0.95
				29-Dec-17	8,000	Sell	18,000	0.66
				05-Jan-18	4,000	Buy	22,000	0.81
				12-Jan-18	10,000	Sell	12,000	0.44
				19-Jan-18	2,000	Sell	10,000	0.37
				26-Jan-18	2,000	Buy	12,000	0.44
				02-Feb-18	2,000	Sell	10,000	0.37
				09-Feb-18	8,000	Sell	2,000	0.07
		2,000	0.07	31-Mar-18				
5	MANJULA SURESH SHAH		0.00	24-Nov-17	NA	NA		0.00
				15-Dec-17	4,000	Buy	4,000	0.15
				29-Dec-17	6,000	Buy	10,000	0.37
				12-Jan-18	2,000	Buy	12,000	0.44
				19-Jan-18	6,000	Sell	6,000	0.22
				09-Feb-18	14,000	Buy	20,000	0.73
				16-Feb-18	2,000	Buy	22,000	0.81
		22,000	0.81	31-Mar-18				

ANNEXURE - A TO THE DIRECTOR'S REPORT

6	SHAREKHAN FINANCIAL SERVICES PVT LTD	22,000	0.81	24-Nov-17	NA	NA	22,000	0.81
				01-Dec-17	10,000	Sell	12,000	0.44
				15-Dec-17	12,000	Sell		0.00
			0.00	31-Mar-18				
7	EDELWEISS BROKING LIMITED	22,000	0.81	24-Nov-17	NA	NA	22,000	0.81
				01-Dec-17	20,000	Sell	2,000	0.07
				15-Dec-17	2,000	Sell		0.00
			0.00	31-Mar-18				
8	KAVITA SHASH CHOUDHARY	16,000	0.59	24-Nov-17	NA	NA	16,000	0.59
				01-Dec-17	16,000	Sell		0.00
			0.00	31-Mar-18				
9	JAYPRAKASH M CHECHANI		0.00	24-Nov-17	NA	NA		0.00
				19-Jan-17	16,000	Buy	16,000	0.59
		16,000	0.59	31-Mar-18				
10	ASHOK RAMNIKLAL PAUN		0.00	24-Nov-17	NA	NA		0.00
				01-Dec-17	10,000	Buy	10,000	0.37
				08-Dec-17	2,000	Buy	12,000	0.44
				29-Dec-17	4,000	Buy	16,000	0.59
				23-Mar-18	2,000	Sell	14,000	0.51
		14,000	0.51	31-Mar-18				

ANNEXURE - A TO THE DIRECTOR'S REPORT

11	P DEVADASU		0.00	24-Nov-17	NA	NA		0.00
				29-Dec-17	10,000	Buy	10,000	0.37
				12-Jan-18	4,000	Buy	14,000	0.51
		14,000	0.51	31-Mar-18				
12	PRABHAT FINANCIAL SERVICES LIMITED - CLIENT ACCOUNT		0.00	24-Nov-17	NA	NA		0.00
				01-Dec-17	26,000	Buy	26,000	0.95
				08-Dec-17	6,000	Sell	20,000	0.73
				15-Dec-17	2,000	Buy	22,000	0.81
				22-Dec-17	8,000	Buy	30,000	1.10
				29-Dec-17	6,000	Buy	36,000	1.32
				12-Jan-18	14,000	Sell	22,000	0.81
				19-Jan-18	12,000	Sell	10,000	0.37
				26-Jan-18	2,000	Buy	12,000	0.44
				09-Feb-18	2,000	Buy	14,000	0.51
				23-Mar-18	12,000	Buy	26,000	0.95
				30-Mar-18	8,000	Buy	34,000	1.25
				31-Mar-18	20,000	Sell	14,000	0.51
		14,000	0.51	31-Mar-18				
13	VINEET SABOO	12,000	0.44	24-Nov-17	NA	NA	12,000	0.44
				01-Dec-17	12,000	Sell		0.00
			0.00	31-Mar-18				
14	AMIT MISRA	2,000	0.07	24-Nov-17	NA	NA	2,000	0.07
				08-Dec-17	6,000	Buy	8,000	0.29
				22-Dec-17	4,000	Buy	12,000	0.44
		12,000	0.44	31-Mar-18				

ANNEXURE - A TO THE DIRECTOR'S REPORT

15	SHRI PRAKASH KABRA	12,000	0.44	24-Nov-17	NA	NA	12,000	0.44
		12,000	0.44	31-Mar-18				
16	URMI ASHOK PAUN		0.00	24-Nov-17	NA	NA		0.00
				01-Dec-17	12,000	Buy	12,000	0.44
		12,000	0.44	31-Mar-18				
17	SUNIDHI SECURITIES & FINANCE LIMITED (NSE MARGIN A/C)	12,000	0.44	24-Nov-17	NA	NA	12,000	0.44
				01-Dec-17	10,000	Sell	2,000	0.07
				08-Dec-17	2,000	Sell		0.00
			0.00	31-Mar-18				
18	KIFS TRADE CAPITAL PRIVATE LIMITED - BENEFICIARY ACCOUNT	12,000	0.44	24-Nov-17	NA	NA	12,000	0.44
				01-Dec-17	8,000	Sell	4,000	0.15
				08-Dec-17	18	Sell	3,982	0.15
				15-Dec-17	1,982	Sell	2,000	0.07
				22-Dec-17	2,000	Sell		0.00
				23-Mar-18	10,000	Buy	10,000	0.37
				30-Mar-18	10,000	Sell		0.00
			0.00	31-Mar-18				

ANNEXURE - A TO THE DIRECTOR'S REPORT

Shareholding of Directors and Key Managerial Personnel				
For Each of the Directors and KMP	Share Holding at the Beginning of the Year		Cumulative Shareholding During the Year	
	No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1. Mrs. RUMEETA ANIRVAN GHOSE				
a) At the beginning of the year	4	0.00	4	0.00
b) Changes during the year	No change during the year			
c) At the End of the year			4	0.00
2. Mr. ANIRVAN PARTHA GHOSE (Managing Director)				
a) At the beginning of the year	6,99,992	25.68	6,99,992	25.68
b) Changes during the year	No change during the year			
c) At the End of the year			6,99,992	25.68
3. Mr. RAMAKRISHNAN M. K. (Chairman and Director)				
a) At the beginning of the year	12,99,988	47.69	12,99,988	47.69
b) Changes during the year	No change during the year			
c) At the End of the year			12,99,988	47.69

ANNEXURE - A TO THE DIRECTOR'S REPORT

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2017				
i) Principal Amount	1,51,22,509	Nil	Nil	1,51,22,509
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	-			-
Total (i+ii+iii)	1,51,22,509	Nil	Nil	1,51,22,509
Change in Indebtedness during the financial year				
i) Addition	41,34,478	Nil	Nil	41,34,478
ii) Reduction	-			-
Net Change		Nil	Nil	41,34,478
Indebtedness at the end of the financial year i.e 31.03.2018				
i) Principal Amount	1,92,56,987	Nil	Nil	
ii) Interest due but not paid	-			
iii) Interest accrued but not due	-			
Total (i+ii+iii)	1,92,56,987	Nil	Nil	1,92,56,987

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No	Particulars of Remuneration	Mr. RAMAKRISH AN KRISHNARAJU MANDEN KATTIL (Chairman & Director)	Mr. ANIRVAN PARTHA GHOSE (Managing Director)	Total Amount
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	35,24,545	14,55,393	49,79,938
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil

ANNEXURE - A TO THE DIRECTOR'S REPORT

2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (A)	35,24,545	14,55,393	49,79,938
	Ceiling as per the Act		Section 197 read with Schedule V of the Companies Act, 2013	

B. REMUNERATION TO OTHER DIRECTORS

Sr. No.	Particulars of Remuneration	Name of the Director Mr.NARESH GAIND (Independent Director)	Name of the Director Mr.NIHKIL ARYA (Independent Director)	Total Amount
1	Independent Directors - Fee for attending Board / committee meetings - Commission - Others, please specify	50,000	50,000	1,00,000
	Total (1)	50,000	50,000	1,00,000
2	Other Non-Executive Directors - Fee for attending Board / committee meetings - Commission - Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	50,000	50,000	1,00,000
	Total Managerial Remuneration	50,000	50,000	50,000
	Overall Ceiling as per the Act	Nil	Nil	Nil

ANNEXURE - A TO THE DIRECTOR'S REPORT

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:

Sl. no	Particulars of Remuneration			
		Company Secretary	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained I section 17(1) of the Income-tax Act, 1961	263,983	-	263,983
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 7(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	1,348,979	1,348,979
	Total (A)	263,983	1,348,979	1.612.962

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE - A TO THE DIRECTOR'S REPORT

OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

There were no penalties, punishment or compounding of offences during the year ended March 31, 2018.

For and on behalf of the Board
Pulz Electronics Limited

ANIRVAN PARTHA GHOSE
Managing Director
DIN: 00188496

Registered Office:
46 Satish Mukherjee Road
Kolkata West Bengal 700026 India
CIN: U32109WB2005PLC104357
E-mail: accounts@pulz.co.in
Website: www.pulz.biz

Place: Mumbai
Dated: May 29, 2018

ANNEXURE - B TO THE DIRECTOR'S REPORT

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PULZ ELECTRONICS LIMITED
Regd. Office: 46 SATISH MUKHERJEE ROAD KOLKATA WB 700026 IN.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pulz Electronics Limited (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the company was listed on 24th November, 2017 on National stock Exchange (SME Platform) and I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*Not Applicable to the Company during the Audit Period*);

ANNEXURE - B TO THE DIRECTOR'S REPORT

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable to the Company during the Audit Period);

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);

(vi) No other laws were specifically applicable during the audit period.

I have also examined compliance with the applicable clauses of the following:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India;

(b) The Listing Agreements entered into by the Company with National Stock Exchange Limited along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

ANNEXURE - B TO THE DIRECTOR'S REPORT

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the resolutions were passed with consent of majority Directors and minutes were prepared accordingly.

I further report that:

- There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, guidelines and standards.

**For: M/s. N.S GUPTA & ASSOCIATES
COMPANY SECRETARIES**

Neha Y. Saraf
Proprietor
M. No. F-9343
C. P. No. : 11093

Place: Mumbai
Dated: May 29, 2018

ANNEXURE - B TO THE DIRECTOR'S REPORT

**To
The Members
PULZ ELECTRONICS LIMITED**

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For: M/s. N.S GUPTA & ASSOCIATES
COMPANY SECRETARIES**

**Neha Y. Saraf
Proprietor
M. No. F-9343
C. P. No. : 11093**

**Place: Mumbai
Dated: May 29, 2018**

ANNEXURE - C TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC AND SECTOR OVERVIEW

From a highly fragmented multiplex market 5-6 years ago, large multiplex players have led a series of acquisitions to fulfil gaps in their regional portfolio and consolidate screen presence in high spending urban market. The next wave of growth is expected to come by means of organic expansion in non – urban areas and widened service offering in the form of experiential film watching.

Indian film exhibition presents a large opportunity. The India film exhibition segment in terms of number of screens is less than 1/5th in size as compared to the developed markets like China and USA.

Despite producing the most number of films in a year ,India stands as one of the most highly underpenetrated markets among major countries with 8 screens per million. This is primarily due to lack of penetration of cinema exhibition players in Tier-II, Tier-III and Tier-IV markets, and hence leaving a large market with limited screen presence. One interesting trend to note is the -8x growth of screens in China over the last decade attributable to a combination of lower tax, Government assistance ,rapid pace of urbanization and consumption growth.

This under-penetration of screens has resulted in untapped market potential for the Indian film segment .Increase in screen density and higher access to cinemas across the country could potentially enhance domestic box office collections, improve the return on investment in both film content and exhibition. The example of China, where screen count has grown by more than 8x in the last decade could be a case study to demonstrate higher number of screens has resulted in increased access and significant growth even for Indian films.

UNIQUE EXPANSION MODEL INTO HIGH –POTENTIAL TIER III/IV MARKETS WITH FAMILY ENTERTAINMENT CENTRES.

Carnival Group has innovated a new strategy for its expansion by entering into Memorandum of Understanding with the State Government under “Carnival Institutional Programme”. The strategy is aimed at providing a Family Entertainment Centre (FEC) in underpenetrated regions of the country.

ANNEXURE - C TO THE DIRECTOR'S REPORT

The State MoU's signed under various "Make in India" and state programmes provide the Group with an access to quick cinema setup system with single window clearances ultimately leading to ease of business. So far the Group has signed MoU's with the Governments of Jharkhand and Odisha in order to set up 75 cinema-cum-recreation zones and 150 screens in the respective states. This will enable the Group's vision of 1000 screens by 2018 in India, each one providing a state-of-the-art film experience with the ambience and experience of an urban cinema at an affordable price.

FILM EXHIBITION EMERGING TRENDS

Enhanced portfolio of offerings to the consumer to create wow factor.

Multiplex operators have been widening the bouquet of services provided by them to include experiential offerings, especially in metros and Tier-I cities. They are evolving from pure play content providers. These are aimed at offering an exclusive and premium entertainment experience to build loyal customer base. Overall the segment is evolving towards becoming a hybrid of exhibition and hospitality experience. Some examples are:

- Significant expansion in the F&B offerings, including live kitchens and in-cinema service.
- VR/AR lounges and experiences to provide the consumer with an immersive experience.
- Gradual transition from 2K to 4k projection technology
- Upgrade to Immersive Audio formats
- Game zones and child care centres

EXHIBITORS ARE INCREASINGLY FOCUSING ON PREMIUM FORMATS

PVR Cinemas operate a cinema format "PVR Cinemas GOLD" which offers luxury experiences through premium lounges and leather recliners with on-seat service of gourmet food and beverages from live kitchens. The company has also launched a 3-screen premium cinema in Ghaziabad featuring Harkness screens, Dolby 7.1 surround sound, 4k digital projection system and Next Generation 3D enabled screens". The location also offers NextGen Quick Tix facility for instant ticketing along with the facility of redeeming gift cards.

INOX Leisure launched Insignia, a signature experiential offering which features Laserplex with significantly enhanced picture quality, Volfoni 3D screens, leather recliner seats with Micro adjustable neck rests and gourmet food and a butler-on-call service. Innox Leisure started a 8 screen multiplex, in Metro Mumbai, with an IMAX Screen, 4K resolution and the Pulz IsoWave sound system. The location includes an interactive automated Box Office-to browse, choose and

ANNEXURE - C TO THE DIRECTOR'S REPORT

pay for tickets on the interactive screen, touchscreen in the concession areas to order food and LED video wall with full colour, full motion dynamic real-life like content display.

SINGLE SCREEN- EMERGENCE OF AGGREGATION MODEL

Single screens with higher capacity have not managed to capitalize on the volume of films being released in India. In addition, fragmented nature and profitability challenges of the single screen have resulted in its ability to invest in newer technology, improved F&B offerings and in-cinema advertising which can help improve returns. Single screens have significant potential for expansion if there are models to address the F&B, in-cinema advertising and distributor share challenges faced by them.

An interesting model for sustenance of the single screen segment has been evolving. UFO Moviez and Qube Cinemas (pioneers in digitizing the Indian Multiplex screens) have started working with single screen operators to take the advertisement inventory to both local and national advertisers. The access of 5,100 single screens across UFO+Qube network provide both national and regional advertisers a medium to reach the masses. This has led to some improvement in as revenues for single screen operators and is expected to further improve. This service model to provide higher inventory monetization for single screen may be expected to improve F&B offerings at a single screen cinemas in the future. These trends can potentially help the revival of the single screen segment in the country.

COMPANY AND PERFORMANCE OVERVIEW

Your Company mainly caters to the domestic cinema audio industry with clients being leading cinema chains like PVR Cinemas, INOX and Carnival Cinemas. We have an in-house dedicated Research & Development team and have created numerous path breaking advances in audio technologies. This year we have introduced our flagship IsoWave technology. We have installed this system in prime properties of PVR, Inox and other prestigious cinemas.

During the year under review, the Company earned total revenue of Rs. 186,435,342, a growth of 32.58% over the previous year. Profit after tax clocked a growth of 21.60 % year on year, from Rs. 13, 402,782 in the previous financial year to 16,298,656 during the current year.

The company had come out with a public issue of 726,000 equity shares for Rs.54/- each including a share premium of Rs.44/- per equity share. The IPO was a huge success and was oversubscribed 15 times and the resulting shares have been listed on the NSE Emerge platform of the National Stock Exchange on November 24, 2017.

ANNEXURE - C TO THE DIRECTOR'S REPORT

OUTLOOK

Overall, the global cinema industry remains strong especially in India. The Indian cinema audio industry is expected to continue on a positive trend in fiscal year 2018-2019.

Saudi Arabia has opened up new vistas for Pulz. Following the well-publicised opening up of the Kingdom of Saudi Arabia to cinemas, a number of cinema circuits have announced plans to open sites in the country. The Saudi government estimates that the lift will bring 300 new cinemas with 2,000 screens by 2030, five times the number of screens currently in neighbouring UAE

The R&D team at Pulz is working on development of new products to cater to the home audio market and the pro-audio market for use in auditoriums, place of worship, restaurants, lounges etc.

CAUTIONARY STATEMENT

Certain Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectation or predictions may be forward looking statements within the meaning of applicable laws and regulations. It cannot be guaranteed that these assumptions and expectations are accurate or will be realized. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic markets, changes in the Government Regulations, tax laws and other statutes and incidental factors.

ANNEXURE - D TO THE DIRECTOR'S REPORT

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	R&S (India) Electronics Private Limited (Same management Company)
	Nature of contracts/arrangements/transaction	3
	Duration of the contracts/ arrangements/transaction	At will
	Salient terms of the contracts or arrangements or transaction including the value, if any	0
	Justification for entering into such contracts or arrangements or transactions'	0
	Date of approval by the Board	03/04/2017
	Amount paid as advances, if any	0
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	0

2. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	There were no contracts or arrangement or transactions entered in toduring the year ended March 21, 2018 which were not at arm's length basis.
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/ arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Date of approval by the Board	
	Amount paid as advances, if any	

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STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

**To the Members of
Pulz Electronics Limited
(Earlier known as Pulz Electronics Private Limited)**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **Pulz Electronics Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and 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 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 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.

While conducting the 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 thereunder.

INDEPENDENT AUDITORS' REPORT

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 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.

INDEPENDENT AUDITORS' REPORT

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the 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, 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, 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 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 and 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". Our report expresses an unmodified opinion on the adequacy opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.

(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 does not have any pending litigations in its financial statements.

INDEPENDENT AUDITORS' REPORT

ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii. There has not been an occasion in case of the Company during the period under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For KNP AND ASSOCIATES

Chartered Accountants
Firm Regn. No. 142448W

CA Nisha Unadkat

Partner
Mem.No. 145206

Place: Mumbai

Dated: May 29, 2018

INDEPENDENT AUDITORS' REPORT

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)(i)

a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) As explained to us, the fixed assets have been physically verified by the management in accordance with the phased programme of verification, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to information and explanation given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties, as included in Note 11 on Fixed Assets to the financial statements, are held in the name of the Company.

(ii) As explained to us, the inventories were physically verified during the period by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act. Accordingly, Clause 3 (iii) (a), (b) and (c) of the Order are not applicable and hence not commented upon.

(iv) According to the information and explanations given to us, the Company has not granted any loans, made investment or provided guarantee. Hence, reporting under Clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits from the public. Accordingly, Clause 3(v) of the Order is not applicable.

(vi) The Cost records prescribed under Section 148(1) of the Act is not applicable to the Company and hence Clause 3(vi) of the Order is not applicable.

INDEPENDENT AUDITORS' REPORT

(vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, Custom duty, Excise duty, value added tax, cess and other statutory dues as applicable with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they become payable.

(b) There were no dues which have not been deposited in respect of Income tax, Sales Tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax on account of any dispute.

(viii) In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of its loans and borrowings to financial institutions, bank, government or dues to debentures holders.

(ix) In our opinion and according to information and explanation given to us, the Company has not taken any Term Loan, hence Clause 3(ix) of the order for utilisation of Term Loan for the purpose for which they were raised is not applicable.

The Company has raised money by way of initial Public Offer during the year, the end utilisation and non-utilisation of monies funds for the purpose for which it is raised is as given below:

Objects as Stated in the Prospectus	Projected Utilization of Proceeds as Per Prospectus	Actual Utilization of Proceeds upto 31/03/2018	Variations, if any, upto 31/03/2018	Deviations, if any, upto 31/03/2018
Acquisitions and Other Strategic Initiatives	250.99	0	Nil	Nil
General Corporate Purpose	96.05	96.05	Nil	Nil
Issue Expenses	45.00	38.868	Nil	Nil
TOTAL	392.04	134.918	Nil	Nil

INDEPENDENT AUDITORS' REPORT

(x) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officer/employees has been noticed or reported during the period nor have we been informed about any such case by the Management.

(xi) In our opinion and according to information and explanations given to us, the Company has paid/provided remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.

(xii) As the Company is not Nidhi Company, the reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) During the period the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the period the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For KNP AND ASSOCIATES

Chartered Accountants
Firm Regn. No. 142448W

CA Nisha Unadkat

Partner
Mem.No. 145206

Place: Mumbai

Dated: May 29, 2018

INDEPENDENT AUDITORS' REPORT

ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" 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 **Pulz Electronics Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the period 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, to the extent applicable to an audit of internal financial controls, 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.

INDEPENDENT AUDITORS' REPORT

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.

INDEPENDENT AUDITORS' REPORT

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, to the best of information and explanations given to us, the Company has, in all materials respects, an adequate internal financial controls system over financial reporting and such financial controls over financial reporting are operating effectively as at March 31, 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 KNP AND ASSOCIATES

Chartered Accountants
Firm Regn. No. 142448W

CA Nisha Unadkat

Partner
Mem.No. 145206

Place: Mumbai

Dated: May 29, 2018

BALANCE SHEET

As at 31st March, 2018

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)
BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	AS AT March 31, 2018 In Rupees	AS AT March 31, 2017 In Rupees
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	2,72,60,000	2,00,00,000
(b) Reserves and surplus	3	6,26,47,626	1,82,91,793
		8,99,07,626	3,82,91,793
2 Non-current liabilities			
(a) Long-term borrowings	4	4,69,587	7,81,317
(b) Deferred tax liabilities (net)	5	6,53,363	7,26,822
(c) Other long-term liabilities	6	2,18,20,661	1,94,87,716
		2,29,43,611	2,09,95,855
3 Current liabilities			
(a) Short-term borrowings	7	1,87,87,400	1,43,41,192
(b) Trade payables	8	1,61,54,211	1,35,08,090
(c) Other current liabilities	9	2,46,96,074	1,94,76,270
(d) Short-term provisions	10	77,29,313	87,87,575
		6,73,66,998	5,61,13,127
TOTAL		18,02,18,235	11,54,00,775
B ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		2,90,49,900	2,83,82,020
(ii) Intangible assets		5,45,278	-
(ii) Capital work-in-progress		38,13,473	6,42,195
		3,34,08,651	2,90,24,215
(b) Non-current investments	12	1,24,980	25,000
(c) Other non-current assets	13	71,00,641	6,81,192
2 Current assets			
(a) Inventories	14	7,24,62,957	4,45,93,127
(b) Trade receivables	15	1,07,18,115	3,11,02,841
(c) Cash and cash equivalents	16	3,35,60,424	6,29,668
(d) Short-term loans and advances	17	2,28,42,467	93,44,732
		13,95,83,963	8,56,70,368
TOTAL		18,02,18,235	11,54,00,775
Significant Accounting Policies	1		
Notes on Financial Statements	2-40		

As per our report of even date

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29, 2018

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2018

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

PARTICULARS	NOTE NO.	For the period ended	For the year ended
		March 31, 2018	March 31, 2017
		In Rupees	In Rupees
Revenue From Operations			
Revenue From Operations	18	18,03,38,102	13,76,08,827
Other Income	19	60,97,240	30,12,540
I Total Revenue		18,64,35,342	14,06,21,367
Expenses:			
Cost Of Material Consumed	20	5,86,64,443	3,13,02,016
Purchase of Stock in Trade	21	4,23,72,479	1,70,09,967
Changes In Inventories	22	(1,92,92,341)	27,96,103
Manufacturing Expenses	23	3,10,78,639	2,61,49,239
Finance Costs	24	24,72,675	19,01,309
Depreciation And Amortization Expense	25	22,36,458	18,61,572
Other Expenses	26	4,54,03,542	3,82,51,895
II Total Expenses		16,29,35,895	11,92,72,101
III Profit Before Exceptional And Extraordinary Items And Tax (I - II)		2,34,99,447	2,13,49,266
IV Profit Before Tax (II-III)		2,34,99,447	2,13,49,266
Tax Expense			
V Current Tax		72,75,000	76,85,000
VI Earlier Years Tax		(750)	77,445
VII Deferred Tax		73,459	(1,84,039)
VIII Profit (Loss) For The Period (IV-V-VI-VII)		1,62,98,656	1,34,02,782
Earning Per Equity Share			
Basic & Diluted		7.21	5.93
Diluted			
Significant Accounting Policies	1		
Notes on Financial Statement	2-40		

As per our report of even date

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29, 2018

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

CASH FLOW STATEMENT

For the year ended 31st March, 2018

PULZ ELECTRONICS LIMITED

(Formerly known as Pulz Electronics Private Limited)

Cash flow statement for the year ended 31st March 2018.

	31st March, 2018 Amt in Rs.	31st March, 2017 Amt in Rs.
Cash flow from operating activities		
Profit/(loss) before tax	2,34,99,447	2,13,49,266
Non-cash adjustments to reconcile profit before tax to net cash flows		
Depreciation	22,36,458	18,61,572
Finance Cost	15,16,817	16,33,145
Operating profit/(loss) before working capital changes	2,72,52,722	2,48,43,983
Movements in working capital:		
Increase/(decrease) in other Long Term liabilities	23,32,945	2,43,689
Increase/(decrease) in short term borrowings	44,46,208	(15,67,565)
Increase/(decrease) in trade payables	26,46,121	53,74,932
Increase/(decrease) in other current liabilities	52,19,804	12,71,965
Increase/(decrease) in short term provision	(10,58,262)	65,26,090
Decrease/(increase) in Non-current Investment	(99,980)	14,950
Decrease/(increase) in Other Non-current Assets	(64,19,449)	-
Decrease/(increase) in Inventories	(2,78,69,830)	(65,93,060)
Decrease/(increase) in trade receivables	2,03,84,726	(2,09,96,827)
Decrease/(increase) in short-term loans and advances	(1,34,97,735)	17,46,590
Cash generated from Operations	1,33,37,270	1,08,64,747
Direct taxes paid	(72,74,250)	(77,62,445)
Net Cash from Operating Activities (A)	60,63,020	31,02,302
Cash flows from investing activities		
Sale/(Purchase) of Fixed Assets	(66,20,894)	(10,29,774)
Net cash flow from/(used in) investing activities (B)	(66,20,894)	(10,29,774)
Cash flow from financing activities		
Acceptance / (Repayment) of Loan	(3,11,730)	(2,82,607)
Finance Cost	(15,16,817)	(16,33,145)
Issue of Equity Shares	72,60,000	-
Share premium	2,80,57,177	-
Net cash flow from/(used in) financing activities (C)	3,34,88,630	(19,15,752)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	3,29,30,756	1,56,776
Cash and cash equivalents at the beginning of the year	6,29,668	4,72,892
Cash and cash equivalents at the end of the year	3,35,60,424	6,29,668

As per our report of even date

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29,2018

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29,2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

NOTES TO FINANCIAL STATEMENTS

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013 as applicable.

The accounts have been prepared on a going concern basis under historical cost convention. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles followed by the Company

2. FIXED ASSETS AND DEPRECIATION

Fixed Assets are recorded at cost of acquisition inclusive of all relevant levies and other incidental expenses. They are stated at historical cost.

Depreciation on fixed assets is being provided on Straight Line Method as per the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation in respect of addition to fixed assets is provided on pro-rata basis from month to month in which such assets acquired/installed

Depreciation on fixed assets sold, discarded or demolished during the year is being provided at their respective rate up to the month in which such assets are sold, discarded or demolished.

3. INVENTORIES

Inventories are valued at lower of cost (FIFO) basis and net realizable value.

4. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign Currency denominated assets and liabilities at the balance sheet date is translated at the exchange rate prevailing on the date of balance sheet.

5. SALES

Sales are exclusive of VAT/Sales Tax and are stated net of discounts and commission. Sales are accounted for on passing of property of goods. Returns against sales and price difference are recognized as and when ascertained and are netted from the amount of sales for the year. Rebates, discounts and commission are accounted for to the extent that these are due and/or reasonably ascertainable.

NOTES TO FINANCIAL STATEMENTS

6. EMPLOYEE BENEFITS

Company's contribution to recognized provident fund is defined contribution plan and is charged to the Profit and Loss Account on accrual basis. There are no other obligations than the contribution payable to the fund.

Contribution to gratuity fund is defined benefit obligation and is provided for on basis of an actuarial valuation on projected accrued benefit method made at the end of each financial year.

Employees are allowed to accumulate only seven days of earned leave .Any leaves above seven days shall be encashed at every 31st December of the year.

7. EARNINGS PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

8. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

9. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes as provisions, the liabilities being present obligation arising out of past events, the settlement of which is expected to result in an outflow of resources which can be measure only by using a substantial degree of estimation.

Contingent liabilities are disclosed by way of notes to the financial statements after careful evaluation by the management of the facts and the legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed

NOTES TO FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

NOTE No.	PARTICULARS	AS AT March 31, 2018 In Rupees	AS AT March 31, 2017 In Rupees
2	<u>SHARE CAPITAL</u>		
	<u>Authorised Share Capital</u>	5,00,00,000	5,00,00,000
	5,000,000 Equity Shares of Rs.10 each (Previous Year 5,000,000 Equity Shares of Rs.10 each)		
	<u>Issued, Subscribed and Paid up</u>		
	2,726,000 Equity Shares of Rs.10 each (Previous Year 2,000,000 Equity Shares of Rs.10 each)	2,72,60,000	2,00,00,000
	TOTAL	2,72,60,000	2,00,00,000

- i) Out of the above, 15,00,000 Shares were allotted as bonus shares during the year
- ii) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	No. of Shares held	No. of Shares held
Ramakrishnan M.K	12,99,988	12,99,988
Anirvan Ghose	6,99,992	6,99,992
Relatives of Directors	20	-
Public	7,26,000	-
Percentage of Share holding		
Ramakrishnan M.K	47.6885%	64.9994%
Anirvan Ghose	25.6784%	34.9996%
Relatives of Directors	0.0007%	-
Public	26.6324%	-

- iii) Equity Shares are having one vote per share
- iv) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

<u>Equity shares</u>		
Equity Shares at the beginning of the year	20,00,000	5,00,000
Add : Fresh Issue of shares	7,26,000	-
Add : Bonus shares	-	15,00,000
Equity shares at the end of the year	27,26,000	20,00,000

NOTES TO FINANCIAL STATEMENTS

3 RESERVES AND SURPLUS

(a) Surplus/(Deficit) in Statement of Profit & Loss

Opening Balance	1,82,91,793	1,98,89,011
Add: profit/Loss during the year	1,62,98,656	1,34,02,782
Less: Bonus shares issued	-	1,50,00,000
Add: Share Premium	2,80,57,177	-
Closing Balance	6,26,47,626	1,82,91,793

4 LONG TERM BORROWINGS

Term Loans (Secured)

- From Others

- 1. Vehicle Loan from ICICI Bank Ltd.	4,69,587	7,81,317
TOTAL	4,69,587	7,81,317

1. Vehicle Loan from ICICI Bank Ltd.- secured by way of Hypothecation of Motor Car acquired under the loan
Maturity Profile of Secured Term Loan are set out as below

	Maturity Profile			
	1 year	2 years	3 years	Beyond 3 years
Term Loan -from ICICI Bank Ltd.	4,15,800	4,69,587	-	-

5 Deferred Tax Liabilities (Net) (Refer Note No.32)	6,53,363	7,26,822
TOTAL	6,53,363	7,26,822

6 OTHER LONG TERM LIABILITIES

-Trade Payables (Refer Note No.37)	1,94,92,754	1,84,14,330
- Gratuity (Refer Note No.30)	23,27,907	10,73,386
TOTAL	2,18,20,661	1,94,87,716

7 SHORT TERM BORROWINGS

Loans & Advances

Secured

1. From Banks

-Cash Credit - Yes Bank (secured by exclusive charge on current asset & Moveable Fixed Asset of company and equitable mortgage of Factory Building)	1,87,87,400	-
-Overdraft - Axis Bank	-	1,43,41,192

Unsecured

- From Related Parties
(Refer Note No.37)

	-	-
	1,87,87,400	1,43,41,192

NOTES TO FINANCIAL STATEMENTS

8 TRADE PAYABLES

Other than Acceptance

Sundry Creditors -for Goods

- More than 1 Year

- Others

-	1,18,556
84,08,383	60,87,428

Sundry Creditors -Others

- More than 1 Year

- Others

33,164	55,288
77,12,664	72,46,818
1,61,54,211	1,35,08,090

9 OTHER CURRENT LIABILITIES

- Current maturities of Long Term Borrowings(Refer Note No.4)

- Advance Received from Customers

- Other Liabilities

(Includes Statutory Dues of Rs.1,885,035 (Previous Year Rs.1,036,345))

4,15,800	4,15,800
2,11,82,929	1,25,33,939
30,97,345	65,26,531
2,46,96,074	1,94,76,270

10 SHORT TERM PROVISIONS

For Leave Encashment (Refer Note No.30)

For Gratuity (Refer Note No.30)

For Income Tax

3,93,595	2,88,003
60,718	8,14,572
72,75,000	76,85,000
77,29,313	87,87,575

NOTES TO FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)

Note 11

FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				Net Block		
	As At 1st April, 2017	Additions during year	Deductions during year	As At 31st March, 2018	As At 1st April, 2017	For the year	Deductions / Adjustments	Deductions on account of sale of asset	Up to 31st March, 2018	As At 31st March, 2018	As At 31st March, 2017
Tangible Assets											
Land at Palghar	63,00,206	-	-	63,00,206	-	-	-	-	-	63,00,206	63,00,206
Office Premises at Palghar	9,28,900	-	-	9,28,900	90,311	13,493	-	-	1,03,804	8,25,096	8,38,589
Factory Building	1,16,73,974	1,14,878	-	1,17,88,852	12,59,814	3,72,099	-	-	16,31,913	1,01,56,939	1,04,14,160
Factory Shed	24,38,798	-	-	24,38,798	3,04,647	77,098	-	-	3,81,745	20,57,053	21,34,151
Plant and Machinery	31,45,352	-	-	31,45,352	8,83,309	2,06,926	-	-	10,90,235	20,55,117	22,62,043
Electrical Installation	14,81,932	-	-	14,81,932	3,54,939	95,352	-	-	4,50,291	10,31,641	11,26,993
Lift at Palghar	5,66,500	-	-	5,66,500	1,16,375	36,064	-	-	1,52,439	4,14,061	4,50,125
Paint Booth at Palghar	3,25,500	-	-	3,25,500	64,185	20,664	-	-	84,849	2,40,651	2,61,315
Computer Systems	9,85,759	10,49,934	-	20,35,693	6,10,636	2,84,432	-	-	8,95,068	11,40,625	3,75,123
Software	5,84,031	7,88,834	-	13,72,865	1,94,697	1,23,413	-	-	3,18,110	10,54,755	3,89,334
Motor Car	33,27,538	-	-	33,27,538	9,38,272	5,26,860	-	-	14,65,132	18,62,406	23,89,266
Motor Cycle	63,000	-	-	63,000	17,332	5,985	-	-	23,317	39,683	45,668
Furniture and Fixtures	9,19,674	64,024	-	9,83,698	3,72,045	97,703	-	-	4,69,748	5,13,950	5,47,629
Office Equipments	7,35,352	2,50,550	-	9,85,902	5,43,680	1,11,200	-	-	6,54,880	3,31,022	1,91,672
Tools and Equipments	8,37,710	4,85,367	-	13,23,077	1,81,964	1,14,418	-	-	2,96,382	10,26,695	6,55,746
Technical Know-How	-	6,96,029	-	6,96,029	-	1,50,751	-	-	1,50,751	5,45,278	-
Capital Work in Progress	6,42,195	31,71,278	-	38,13,473	-	-	-	-	-	38,13,473	6,42,195
(A)	3,49,56,421	66,20,894	-	4,15,77,315	59,32,206	22,36,458	-	-	81,68,664	3,34,08,651	2,90,24,215
TOTAL	3,49,56,421	66,20,894	-	4,15,77,315	59,32,206	22,36,458	-	-	81,68,664	3,34,08,651	2,90,24,215
Previous Year	3,39,26,647	10,29,774	-	3,49,56,421	40,70,634	18,61,572	-	-	59,32,206	2,90,24,215	2,98,56,013

NOTES TO FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED (Formerly known as Pulz Electronics Private Limited) NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018			
NOTE No.	PARTICULARS	AS AT 31st MARCH, 2018 `In Rupees	AS AT 31st MARCH, 2017 `In Rupees
12	<u>NON CURRENT INVESTMENTS</u>		
	Unquoted		
	Investments in Equity	1,24,980	25,000
	TOTAL	1,24,980	25,000
13	<u>OTHER NON CURRENT ASSETS</u>		
	Security deposits (Unsecured, considered good)	5,39,842	1,05,690
	Advance Tax net of provisions	65,60,799	5,75,502
	TOTAL	71,00,641	6,81,192
14	<u>INVENTORIES</u>		
	Raw-Materials	4,57,70,160	3,71,92,671
	Finished Goods	1,48,89,043	49,56,173
	Traded Goods	1,18,03,754	24,44,283
	TOTAL	7,24,62,957	4,45,93,127
15	<u>TRADE RECIVABLES (UNSECURED, CONSIDERED GOOD)</u>		
	(a) Outstanding For More Than Six Months from the date on which they became due	17,51,372	22,20,200
	(b) Others	89,66,743	2,88,82,641
	TOTAL	1,07,18,115	3,11,02,841
16	<u>CASH AND CASH EQUIVALENTS</u>		
	Cash On Hand	23,134	7,178
	<u>Balance With Bank</u>		
	On Current Account	3,35,37,290	6,22,490
	TOTAL	3,35,60,424	6,29,668
17	<u>SHORT TERM LOANS & ADVANCES</u>		
	<u>(a) Loans and advances to employees</u>		
	Unsecured, considered good	20,000	14,000
		20,000	14,000
	<u>(b) Prepaid expenses</u>	4,09,076	1,26,713
		4,09,076	1,26,713
	<u>(c) Others</u>		
	Advances Receivable in cash or kind or for value to be received	1,24,21,954	44,83,253
	Advance given to suppliers	99,91,437	47,20,766
		2,24,13,391	92,04,019
	TOTAL	2,28,42,467	93,44,732

NOTES TO FINANCIAL STATEMENTS

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31,2018

NOTE NO.	PARTICULARS	For the period ended March 31,2018 `In Rupees	For the year ended March 31,2017 `In Rupees
18	<u>Revenue From Operations</u>		
a	Sale Of Products		
	Manufacturing	14,27,93,848	12,49,46,553
	Less:Excise Duty	30,25,623	1,04,71,571
		13,97,68,225	11,44,74,982
	Trading	3,15,36,639	1,64,55,063
b	Sale Of Services	90,33,238	66,78,782
	Net Revenue From Operations	18,03,38,102	13,76,08,827
19	<u>Other Income:</u>		
	Dividend Income	3,000	3,000
	Duty Drawback	3,09,060	49,032
	<u>Other Non - Operating Income</u>		
	Foreign Exchange Gain on Payments/Receipts	11,21,632	4,25,408
	Freight & Forwarding (Local) - Income	26,81,235	21,23,349
	Octroi Charges (Sales)	99,111	-
	Amounts Written Off Back	90,204	-
	Misc.Income	17,92,998	4,11,751
		60,97,240	30,12,540
20	<u>Cost Of Materials Consumed:</u>		
	Purchases Raw-Materials	6,72,41,932	4,06,91,179
	Add: Opening Balance Of Stock	3,71,92,671	2,78,03,508
	Less: Closing Balance Of Stock	4,57,70,160	3,71,92,671
	Consumption Of Materials	5,86,64,443	3,13,02,016
21	Purchases Of Traded Goods/Stock In Trade	4,23,72,479	1,70,09,967
		4,23,72,479	1,70,09,967

NOTES TO FINANCIAL STATEMENTS

22	<u>Changes In Inventories</u>		
a	<u>Finished Goods</u>		
	At The Beginning Of The Accounting Period	49,56,173	73,63,760
	At The End Of The Accounting Period	1,48,89,043	49,56,173
		(99,32,870)	24,07,587
b	<u>Stock-In-Trade</u>		
	At The Beginning Of The Accounting Period	24,44,283	28,32,799
	At The End Of The Accounting Period	1,18,03,754	24,44,283
		(93,59,471)	3,88,516
	Grand Total	(1,92,92,341)	27,96,103
23	<u>Manufacturing Expenses</u>		
	Salary and Wages	2,88,38,156	2,41,19,757
	Labour Charges	89,111	2,83,939
	Rent-Factory	7,20,000	5,40,000
	Packing Charges (Local)	75,127	14,860
	Freight and Forwarding	3,61,332	2,89,007
	Electricity Expenses	9,94,913	9,01,676
		3,10,78,639	2,61,49,239
24	<u>Financial Costs:</u>		
a	<u>Interest Expense</u>		
	Interest on Car Loan	1,04,070	1,33,193
	Interest on Bank OD & Loan	14,12,747	14,99,952
		15,16,817	16,33,145
b	<u>Other Borrowing Costs</u>		
	Bank Charges	9,55,858	2,68,164
		9,55,858	2,68,164
		24,72,675	19,01,309
25	<u>Depreciation And Amortization Expnse:</u>		
	Depreciation	22,36,458	18,61,572
		22,36,458	18,61,572

NOTES TO FINANCIAL STATEMENTS

26 Other Expenses:

a Administrative Expense

Conveyance	2,80,508	1,98,625
Freight Outward (Local)	28,68,946	22,80,566
Insurance	6,19,303	5,35,832
Installation Charges	2,48,750	-
Postage & Courier Charges	1,31,919	85,014
Telephone Expenses	2,93,876	2,98,900
Loading /Unloading	52,423	5,100
License Fees	63,022	36,250
Office Expenses	2,18,995	2,74,311
Printing and Stationary	5,54,257	2,64,023
Professional Charges	1,19,47,646	97,13,415
Remuneration to Auditors-Audit Fees	42,500	42,500
Remuneration to Auditors-Tax Audit Fees	20,000	20,000
Remuneration to Directors	45,55,380	39,10,129
Director's Sitting Fees	1,00,000	-
Rates and Taxes	20,410	3,52,500
Rent -Office	10,96,000	9,05,997
Repair and Maintenance of Motor Car	4,27,869	2,82,100
Repair and Maintenance -Buildings	16,84,558	11,80,865
Repair and Maintenance -Computers	24,593	65,936
Security Expenses	6,98,514	6,61,678
Misc Expenses	4,59,841	3,65,732
	2,64,09,310	2,14,79,473

b Selling & Distribution Expense

Advertisement Expenses	20,90,371	1,50,500
Amounts Written Off	-	11,93,443
Business Promotion	18,30,909	7,50,731
Freight & Cartage (Export)	3,99,101	63,460
Commission- Domestic	62,12,210	89,67,937
Commission- Foreign	11,50,915	6,18,700
Hotel and Accomodation	7,67,856	5,00,256
Transport Charges	32,496	68,840
Traveling Expenses- Domestic	25,31,230	22,87,696
Traveling Expenses- Foreign	39,79,144	21,70,859
	1,89,94,232	1,67,72,422

Grand Total	4,54,03,542	3,82,51,895
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NOTES TO FINANCIAL STATEMENTS

27. The Company has converted into a Public Limited Company pursuant to which the name of the Company has changed to Pulz Electronics Limited vide shareholders' approval on March 03, 2017 and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 22, 2017.

28. The Company came with an Initial Public Offer of equity shares on November 14, 2017 and closed on November 16, 2017. The Initial Public Offer was for 7,26,000 equity shares of face value of Rs. 10 each. The shares were offered to the public through the book building process at a price band of INR 51 to INR 54. The price of INR 54 was discovered under the book building process and the issue proceeds aggregated to INR 39,204,000. The shares of the company were listed on the National Stock Exchange of India Limited, EMERGE Platform on November 24, 2017.

29. Earnings per share:

The calculations of earnings per share (basic and diluted) are based on the

	For the year ended March 31,2018	For the year ended March 31,2017
Profit/(Loss) after Tax	16,298,656	13,402,782
Weighted no. of equity shares	2,726,000	2,000,000
Earnings per share	7.21	5.93

30. The particulars as required under the Accounting Standard-AS 15 of Employees Benefits are as under:earnings and number of shares as computed below:

i. As Defined Contribution plan:

	For the year ended March 31,2018	For the year ended March 31,2017
Contribution to Employees Provident Fund	1,462,072	1,392,406

ii. As Defined Benefit Plan

Following are the principle Actuarial Assumptions used for determining defined benefit obligation towards gratuity as of the Balance Sheet Dates.

NOTES TO FINANCIAL STATEMENTS

	For the year ended March 31,2018	For the year ended March 31,2017
Retirement Age	60 years	60 years
Future Salary Rise	6.00 %	6.00 %
Rate of Discount	7.85 %	7.34 %
Method Used for Measuring Liabilities	Projected Unit Credit Method	Projected Unit Credit Method

Current and Non-Current Liability:

	For the year ended March 31,2018	For the year ended March 31,2017
Funding Status	Unfunded	Funded
Fund Balance	N.A	INR 189,285
Current Liability	INR 60,718	INR 814,572
Non-Current Liability	INR 2,327,907	INR 1,073,386

As per the Actuarial Valuation Report of Gratuity Liability, based on the above assumptions, gratuity liability as on March 31, 2018 works out to INR 2,388,625/-. The same has been provided in the books of accounts.

The company does not allow accumulation of leave s and the employees are allowed to encash maximum 12 days of the balance leave on December 31 every year .By considering the materiality level of the accumulation of leave balance, the company has not obtained the actuarial valuation as on March 31, 2018 and has provided for the liability of the accumulated leave of INR 393,595. /- in the books of accounts.

31. Sundry Debtor and Creditors Balances are subject to confirmation, adjustments if any, will be made in the accounts on receipt of such confirmation.

32. The Company is listed on the SME platform of the National Stock Exchange of India Limited and the provisions of the IND AS as per rule 4 of the Companies (Indian Accounting Standards) Rules, 2015, Reconciliation of Profit and Loss and Reconciliation of Equity does not apply to the company and hence not reported.

33. The company is in the business of developing and manufacturing high quality Audio Systems and the company's business falls within a single business segment of Audio Systems. Therefore disclosures under Accounting Standard 17- Segment Reporting are not reported separately.

NOTES TO FINANCIAL STATEMENTS

34. Deferred tax is on account of following:

(Amount in Rupees)

		As at March 31,2018	As at March 31,2017
a)	Deferred Tax Liabilities		
	Difference between depreciation on block of assets	1,049,553	755,470
b)	Gross deferred tax liabilities	1,049,553	755,470
c)	Deferred Tax Assets		
	Provision for Gratuity	280,638	2702
	Provision for Leave Encashment	115,552	25,946
d)	Gross deferred tax assets	396,190	28,649
e)	Net Deferred Tax	653,363	726,822

35. Value of Imported and indigenous raw materials, stores and spares consumed:

Description	Current Year		Previous Year	
	%	Value in INR	%	Value in INR
i)Raw Materials				
-Imported	47.76	28,018,138	57.86	18,111,346
-Indigenous	52.24	30,646,305	42.64	13,190,670
		58,664,443		31,302,016

36. CIF Value of Import of Raw Material INR 69,074,711. (Previous year INR. 35,671,277 /-).

37. Expenditure in foreign currency:

Description	For the year ended March 31,2018	For the year ended March 31,2017
Professional Charges	2,925,070	2,434,800
Travelling Expenses	3,979,144	2,170,859
Commission	1,150,915	618,700
Exhibition Expenses	1,005,652	603,015

38. Earnings in Foreign Currency INR 45,966,546 /- (Previous year INR 24,571,182./-)

NOTES TO FINANCIAL STATEMENTS

39. Related party Disclosers as required by AS 18 of the Institute of Chartered Accountants of India is as follows:

A) Related Parties and Relationship.

(a) Company and Firm in which Directors and their relatives are Directors or Partners.

- i) Linear Electronics Private Limited.
- ii) R&S Electronics
- iii) R&S (India) Electronics Private Limited

(b) Directors of the Company

- i) Mr.Ramakrishnan M.K.
- ii) Mr.Anirvan Ghose

(c) Key Management Personnel

- i) Mr.Ramakrishnan M.K.
- ii) Mr.Anirvan Ghose.

(d) Relatives of the Director/s

- I) Dr.Parthasarthy Ghose

B) Transactions with Related Parties during the period (Amount in Rupees)

	For the year ended March 31,2018	For the year ended March 31,2017
Company and Firm in which Directors and their relatives are Directors or Partners:		
-R&S Electronics		
i) Rent paid	1,000,000	749,997
-R&S (India) Electronics Private Limited		
i) Purchases.	3,910,607	926,500
ii)Sales(inclusive of tax)	6,939,864	21,404,196
iii)Rent Paid	720,000	624,000
iv)Services Sales	1,262,464	699,982
Remuneration to Director		
-Mr.Ramakrishnan M.K	3,524,545	2,852,900
-Anirvan Ghose	1,455,393	1,198,348
Relatives of the Director/s		
- Dr.Parthasarthy Ghose	96,000	72,000
Balance Outstanding as at the end of the year		
Payable	19,492,754	18,414,330
Receivable	2,554,729	19,179,683

NOTES TO FINANCIAL STATEMENTS

40. Previous Year's figures have been regrouped/reclassified to conform to the current year's presentation, wherever necessary

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29,2018

For Pulz Electronics Limited

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29,2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

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CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

**To the Members of
Pulz Electronics Limited
(Earlier known as Pulz Electronics Private Limited)**

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of **Pulz Electronics Limited** ("the Company"), which comprising Consolidated Balance Sheet as at 31st March, 2018 and Consolidated Statement of Profit and Loss for the year ended, and the summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statement").

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance of the group 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 consolidated 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 consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and

INDEPENDENT AUDITORS' REPORT

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

While conducting the 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 thereunder.

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

INDEPENDENT AUDITORS' REPORT

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 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 and based on the consideration of reports of the other auditors on the separate financial statements, the aforesaid consolidated 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 consolidated state of affairs of the Company as at 31 March 2018 and its consolidated profit for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statement, 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 of the aforesaid consolidated financial statement;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books, and the reports of the auditors.
- c. The consolidated Balance Sheet and the consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the aforesaid consolidated financial statements read with thereto comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

INDEPENDENT AUDITORS' REPORT

e. On the basis of written representations received from the directors of Holding Company as on March 31, 2018, and taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure A" which is based on auditors' report of the Holding Company and other Joint Venture Company. Our report express an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.

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 consolidated financial statements disclose the impact of pending litigations on its financial position in its consolidated financial statements of the group;

ii. The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;

iii. The Holding Company has provided requisite disclosure in consolidated financial statements as to holdings as well as dealings in Specified Bank notes during the period from 8th November, 2016 to 30th December, 2016 of the group entities as applicable and such disclosures are in accordance with the books maintained by those entities for the preparation of consolidated financial statement. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and the other auditors by the Management of the respective Group entities.

For KNP & Associates

Chartered Accountants

Firm Reg. No.: 0145448W

CA Nisha Unadkat

Partner

Mem.No. 145206

Place: Mumbai

Date: May 29, 2018

INDEPENDENT AUDITORS' REPORT

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2018

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

To the Members of **M/s. PULZ ELECTRONICS LIMITED** (“the Company”)

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective 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 the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the guidance note”) 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 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 issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and the aforementioned guidance note. 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.

INDEPENDENT AUDITORS' REPORT

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 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 and based on the consideration of reports of the other auditors on the separate financial statements, the aforesaid consolidated 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 consolidated state of affairs of the Company as at 31 March 2018 and its consolidated profit for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on separate financial statement, 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 of the aforesaid consolidated financial statement;
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books, and the reports of the auditors.
- c. The consolidated Balance Sheet and the consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;

INDEPENDENT AUDITORS' REPORT

c. The consolidated Balance Sheet and the consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;

d. In our opinion, the aforesaid consolidated financial statements read with thereto comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of written representations received from the directors of Holding Company as on March 31, 2018, and taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure A" which is based on auditors' report of the Holding Company and other Joint Venture Company. Our report express an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company.

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 consolidated financial statements disclose the impact of pending litigations on its financial position in its consolidated financial statements of the group;

ii. The Company did not have any long-term contracts including derivative contracts. Hence, the question of any material foreseeable losses does not arise;

iii. The Holding Company has provided requisite disclosure in consolidated financial statements as to holdings as well as dealings in Specified Bank notes during the period from 8th November, 2016 to 30th December, 2016 of the group entities as applicable and such disclosures are in accordance with the books maintained by those entities for the preparation of consolidated financial statement. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated financial statements and as produced to us and the other auditors by the Management of the respective Group entities.

INDEPENDENT AUDITORS' REPORT

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

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

INDEPENDENT AUDITORS' REPORT

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, 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.

OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to a subsidiary company and Joint Venture Company, is based solely on the corresponding report of the auditors.

Our opinion is not modified in respect of the above matters.

For KNP & Associates

Chartered Accountants

Firm Reg. No.: 0145448W

CA Nisha Unadkat

Partner

Mem.No. 145206

Place: Mumbai

Date: May 29, 2018

BALANCE SHEET

As at 31st March, 2018

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	AS AT March 31, 2018 In Rupees	AS AT March 31, 2017 In Rupees
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	2,72,60,000	2,00,00,000
(b) Reserves and surplus	3	6,25,91,822	1,82,91,793
		8,98,51,822	3,82,91,793
2 Non-current liabilities			
(a) Long-term borrowings	4	4,69,587	7,81,317
(b) Deferred tax liabilities (net)	5	6,53,363	7,26,822
(c) Other long-term liabilities	6	2,18,20,661	1,94,87,716
		2,29,43,611	2,09,95,855
3 Current liabilities			
(a) Short-term borrowings	7	1,87,87,400	1,43,41,192
(b) Trade payables	8	1,61,54,211	1,35,08,090
(c) Other current liabilities	9	2,46,96,074	1,94,76,270
(d) Short-term provisions	10	77,29,313	87,87,575
		6,73,66,998	5,61,13,127
TOTAL		18,01,62,431	11,54,00,775
B ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		2,90,49,900	2,83,82,020
(ii) Intangible assets		5,45,278	-
(ii) Capital work-in-progress		38,13,473	6,42,195
		3,34,08,651	2,90,24,215
(b) Non-current investments	12	25,000	25,000
(c) Other non-current assets	13	71,00,641	6,81,192
2 Current assets			
(a) Inventories	14	7,24,62,957	4,45,93,127
(b) Trade receivables	15	1,07,18,115	3,11,02,841
(c) Cash and cash equivalents	16	3,36,04,600	6,29,668
(d) Short-term loans and advances	17	2,28,42,467	93,44,732
		13,96,28,139	8,56,70,368
TOTAL		18,01,62,431	11,54,00,775
Significant Accounting Policies	1		
Notes on Financial Statements	2-40		

As per our report of even date

For and on behalf of the Board of Directors

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29, 2018

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29, 2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

STATEMENT OF PROFIT & LOSS

For the year ended 31st March, 2018

PULZ ELECTRONICS LIMITED (Formerly known as Pulz Electronics Private Limited)			
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH, 2018			
PARTICULARS	NOTE NO.	For the period ended March 31,2018	For the year ended March 31,2017
		In Rupees	In Rupees
Revenue From Operations			
Revenue From Operations	18	18,03,38,102	13,76,08,827
Other Income	19	60,97,240	30,12,540
I Total Revenue		18,64,35,342	14,06,21,367
Expenses:			
Cost Of Material Consumed	20	5,86,64,443	3,13,02,016
Purchase of Stock in Trade	21	4,23,72,479	1,70,09,967
Changes In Inventories	22	(1,92,92,341)	27,96,103
Manufacturing Expenses	23	3,10,78,639	2,61,49,239
Finance Costs	24	24,73,716	19,01,309
Depreciation And Amortization Expense	25	22,36,458	18,61,572
Other Expenses	26	4,54,58,305	3,82,51,895
II Total Expenses		16,29,91,699	11,92,72,101
III Profit Before Exceptional And Extraordinary Items And Tax (I - II)		2,34,43,643	2,13,49,266
IV Profit Before Tax (II-III)		2,34,43,643	2,13,49,266
Tax Expense			
V Current Tax		72,75,000	76,85,000
VI Earliar Years Tax		(750)	77,445
VII Deferred Tax		73,459	(1,84,039)
VIII Profit (Loss) For The Period (IV-V-M-VII)		1,62,42,852	1,34,02,782
Earning Per Equity Share			
Basic & Diluted		7.18	5.93
Diluted			
Significant Accounting Policies	1		
Notes on Financial Statement	2-40		
As per our report of even date		For and on behalf of the Board of Directors	
For KNP & Associates			
Chartered Accountants			
Firm Reg. No.: 0145448W			
Nisha G. Unadkat		Ramakrishnan M.K.	Anirvan Ghose
Partner		Chairman & Director	Managing Director
Membership No.145206		Mihir Doshi	Hetali Mehta
		Chief Financial Officer	Company Secretary
Place: Mumbai		Place: Mumbai	
Date: May 29,2018		Date: May 29,2018	

CASH FLOW STATEMENT

For the year ended 31st March, 2018

PULZ ELECTRONICS LIMITED

(Formerly known as Pulz Electronics Private Limited)

Consolidated Cash flow statement for the year ended 31st March 2018.

	31st March, 2018 Amt in Rs.	31st March, 2017 Amt in Rs.
Cash flow from operating activities		
Profit/(loss) before tax	2,34,43,643	2,13,49,266
Non-cash adjustments to reconcile profit before tax to net cash flows		
Depreciation	22,36,458	18,61,572
Finance Cost	15,16,817	16,33,145
Operating profit/(loss) before working capital changes	2,71,96,918	2,48,43,983
Movements in working capital:		
Increase/(decrease) in other Long Term liabilities	23,32,945	2,43,689
Increase/(decrease) in short term borrowings	44,46,208	(15,67,565)
Increase/(decrease) in trade payables	26,46,121	53,74,932
Increase/(decrease) in other current liabilities	52,19,804	12,71,965
Increase/(decrease) in short term provision	(10,58,262)	65,26,090
Decrease/(increase) in Non-current Investment	-	14,950
Decrease/(increase) in Other Non-current Assets	(64,19,449)	-
Decrease/(increase) in Inventories	(2,78,69,830)	(65,93,060)
Decrease/(increase) in trade receivables	2,03,84,726	(2,09,96,827)
Decrease/(increase) in short-term loans and advances	(1,34,97,735)	17,46,590
Cash generated from Operations	1,33,81,446	1,08,64,747
Direct taxes paid	(72,74,250)	(77,62,445)
Net Cash from Operating Activities (A)	61,07,196	31,02,302
Cash flows from investing activities		
Sale/(Purchase) of Fixed Assets	(66,20,894)	(10,29,774)
Net cash flow from/(used in) investing activities (B)	(66,20,894)	(10,29,774)
Cash flow from financing activities		
Acceptance / (Repayment) of Loan	(3,11,730)	(2,82,607)
Finance Cost	(15,16,817)	(16,33,145)
Issue of Equity Shares	72,60,000	-
Share premium	2,80,57,177	-
Net cash flow from/(used in) financing activities (C)	3,34,88,630	(19,15,752)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	3,29,74,932	1,56,776
Cash and cash equivalents at the beginning of the year	6,29,668	4,72,892
Cash and cash equivalents at the end of the year	3,36,04,600	6,29,668

As per our report of even date

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29,2018

For and on behalf of the Board of Directors

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

Place: Mumbai
Date: May 29,2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India under the historical cost convention on accrual basis and in accordance with Accounting Standards prescribed under section 133 of the companies Act, 2013.

The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those followed in the previous year. In the opinion of the Management, based on the analysis of the significant transactions at joint ventures, no material adjustments are required to be made to comply with group accounting policies / Indian GAAP.

Subsidiary/Joint Venture

Name of the Companies	Percentage of shareholding
Peerless Speakers Pvt. Ltd.	99.98%

a) Principles of consolidation

1. The Financial statements of the company and its Subsidiary Company is combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after eliminating material intragroup balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS21) "Consolidated Financial Statements".

2. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of the Subsidiary when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.

3. Being the first year of incorporation of Peerless Speakers Private Limited, the consolidation for financial statement for the previous year is not applicable.

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provision of the Companies Act, 2013 as applicable.

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

The accounts have been prepared on a going concern basis under historical cost convention.

Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles followed by the Company

2. FIXED ASSETS AND DEPRECIATION

Fixed Assets are recorded at cost of acquisition inclusive of all relevant levies and other incidental expenses. They are stated at historical cost.

Depreciation on fixed assets is being provided on Straight Line Method as per the useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation in respect of addition to fixed assets is provided on pro-rata basis from month to month in which such assets acquired/installed

Depreciation on fixed assets sold, discarded or demolished during the year is being provided at their respective rate up to the month in which such assets are sold, discarded or demolished.

3. INVENTORIES

Inventories are valued at lower of cost (FIFO) basis and net realizable value.

4. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Foreign Currency denominated assets and liabilities at the balance sheet date is translated at the exchange rate prevailing on the date of balance sheet.

5. SALES

Sales are exclusive of VAT/Sales Tax and are stated net of discounts and commission.

Sales are accounted for on passing of property of goods. Returns against sales and price difference are recognized as and when ascertained and are netted from the amount of sales for the year. Rebates, discounts and commission are accounted for to the extent that these are due and/or reasonably ascertainable.

6. EMPLOYEE BENEFITS

Company's contribution to recognized provident fund is defined contribution plan and is charged to the Profit and Loss Account on accrual basis. There are no other obligations than the

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

contribution payable to the fund.

Contribution to gratuity fund is defined benefit obligation and is provided for on basis of an actuarial valuation on projected accrued benefit method made at the end of each financial year.

Employees are allowed to accumulate only seven days of earned leave .Any leaves above seven days shall be encashed at every 31st December of the year.

7. EARNINGS PER SHARE

Basic earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, if any.

8. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Provision for current tax is made, based on the tax payable under the Income-tax Act, 1961. Deferred tax assets and liabilities from timing differences between taxable income and accounting income is accounted for using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date.

9. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes as provisions, the liabilities being present obligation arising out of past events, the settlement of which is expected to result in an outflow of resources which can be measure only by using a substantial degree of estimation.

Contingent liabilities are disclosed by way of notes to the financial statements after careful evaluation by the management of the facts and the legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

PULZ ELECTRONICS LIMITED (Formerly known as Pulz Electronics Private Limited)			
CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st MARCH, 2018			
NOTE No.	PARTICULARS	AS AT March 31, 2018 In Rupees	AS AT March 31, 2017 In Rupees
2	<u>SHARE CAPITAL</u>		
	<u>Authorised Share Capital</u>	5,00,00,000	5,00,00,000
	5,00,00,000 Equity Shares of Rs.10 each (Previous Year 5,00,00,000 Equity Shares of Rs.10 each)		
	<u>Issued, Subscribed and Paid up</u>		
	2,72,60,000 Equity Shares of Rs.10 each (Previous Year 2,00,00,000 Equity Shares of Rs.10 each)	2,72,60,000	2,00,00,000
	TOTAL	2,72,60,000	2,00,00,000

- i) Out of the above, 15,00,000 Shares were allotted as bonus shares during the year
- ii) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	No. of Shares held	No. of Shares held
Ramakrishnan M.K	12,99,988	12,99,988
Anirvan Ghose	6,99,992	6,99,992
Relatives of Directors	20	-
Public	7,26,000	-
Percentage of Share holding		
Ramakrishnan M.K	47.6885%	64.9994%
Anirvan Ghose	25.6784%	34.9996%
Relatives of Directors	0.0007%	-
Public	26.6324%	-

- iii) Equity Shares are having one vote per share
- iv) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

<u>Equity shares</u>		
Equity Shares at the beginning of the year	20,00,000	5,00,000
Add : Fresh Issue of shares	7,26,000	-
Add : Bonus shares	-	15,00,000
Equity shares at the end of the year	27,26,000	20,00,000

3 RESERVES AND SURPLUS

(a) Surplus/(Deficit) in Statement of Profit & Loss

Opening Balance	1,82,91,793	1,98,89,011
Add: profit/Loss during the year	1,62,42,852	1,34,02,782
Less: Bonus shares issued	-	1,50,00,000
Add: Share Premium	2,80,57,177	-
Closing Balance	6,25,91,822	1,82,91,793

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

4 LONG TERM BORROWINGS

Term Loans (Secured)		
- From Others		
- 1. Vehicle Loan from ICICI Bank Ltd.	4,69,587	7,81,317
TOTAL	4,69,587	7,81,317

1. Vehicle Loan from ICICI Bank Ltd.- secured by way of Hypothecation of Motor Car acquired under the loan
Maturity Profile of Secured Term Loan are set out as below

	Maturity Profile			
	1 year	2 years	3 years	Beyond 3 years
Term Loan -from ICICI Bank Ltd.	4,15,800	4,69,587	-	-

5 Deferred Tax Liabilities (Net) (Refer Note No.32)	6,53,363	7,26,822
TOTAL	6,53,363	7,26,822

-Trade Payables (Refer Note No.37)	1,94,92,754	1,84,14,330
- Gratuity (Refer Note No.30)	23,27,907	10,73,386
TOTAL	2,18,20,661	1,94,87,716

7 SHORT TERM BORROWINGS

Loans & Advances

Secured

1. From Banks		
-Cash Credit - Yes Bank (secured by exclusive charge on current asset & Moveable Fixed Asset of company and equitable mortgage of Factory Building)	1,87,87,400	-
-Overdraft - Axis Bank	-	1,43,41,192

Unsecured

- From Related Parties (Refer Note No.37)	-	-
	1,87,87,400	1,43,41,192

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

8 TRADE PAYABLES

Other than Acceptance		
Sundry Creditors -for Goods		
- More than 1 Year	-	1,18,556
- Others	84,08,383	60,87,428
Sundry Creditors -Others		
- More than 1 Year	33,164	55,288
- Others	77,12,664	72,46,818
	1,61,54,211	1,35,08,090

9 OTHER CURRENT LIABILITIES

- Current maturities of Long Term Borrowings(Refer Note No.4)	4,15,800	4,15,800
- Advance Received from Customers	2,11,82,929	1,25,33,939
- Other Liabilities	30,97,345	65,26,531
(Includes Statutory Dues of Rs.1,885,035 (Prevoius Year Rs.1,036,345))		
	2,46,96,074	1,94,76,270

10 SHORT TERM PROVISIONS

For Leave Encashment (Refer Note No.30)	3,93,595	2,88,003
For Gratuity (Refer Note No.30)	60,718	8,14,572
For Income Tax	72,75,000	76,85,000
	77,29,313	87,87,575

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)

Note 11

CONSOLIDATED FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION					Net Block	
	As At 1st April, 2017	Additions during year	Deductions during year	As At 31st March, 2018	As At 1st April, 2017	For the year	Deductions / Adjustments	Deductions on account of sale of asset	Up to 31st March, 2018	As At 31st March, 2018	As At 31st March, 2017
Tangible Assets											
Land at Palghar	63,00,206	-	-	63,00,206	-	-	-	-	-	63,00,206	63,00,206
Office Premises at Palghar	9,28,900	-	-	9,28,900	90,311	13,493	-	-	1,03,804	8,25,096	8,38,589
Factory Building	1,16,73,974	1,14,878	-	1,17,88,852	12,59,814	3,72,099	-	-	16,31,913	1,01,56,939	1,04,14,160
Factory Shed	24,38,798	-	-	24,38,798	3,04,647	77,098	-	-	3,81,745	20,57,053	21,34,151
Plant and Machinery	31,45,352	-	-	31,45,352	8,83,309	2,06,926	-	-	10,90,235	20,55,117	22,62,043
Electrical Installation	14,81,932	-	-	14,81,932	3,54,939	95,352	-	-	4,50,291	10,31,641	11,26,993
Lift at Palghar	5,66,500	-	-	5,66,500	1,16,375	36,064	-	-	1,52,439	4,14,061	4,50,125
Paint Booth at Palghar	3,25,500	-	-	3,25,500	64,185	20,664	-	-	84,849	2,40,651	2,61,315
Computer Systems	9,85,759	10,49,934	-	20,35,693	6,10,636	2,84,432	-	-	8,95,068	11,40,625	3,75,123
Software	5,84,031	7,88,834	-	13,72,865	1,94,697	1,23,413	-	-	3,18,110	10,54,755	3,89,334
Motor Car	33,27,538	-	-	33,27,538	9,38,272	5,26,860	-	-	14,65,132	18,62,406	23,89,266
Motor Cycle	63,000	-	-	63,000	17,332	5,985	-	-	23,317	39,683	45,668
Furniture and Fixtures	9,19,674	64,024	-	9,83,698	3,72,045	97,703	-	-	4,69,748	5,13,950	5,47,629
Office Equipments	7,35,352	2,50,550	-	9,85,902	5,43,680	1,11,200	-	-	6,54,880	3,31,022	1,91,672
Tools and Equipments	8,37,710	4,85,367	-	13,23,077	1,81,964	1,14,418	-	-	2,96,382	10,26,695	6,55,746
Technical Know-How	-	6,96,029	-	6,96,029	-	1,50,751	-	-	1,50,751	5,45,278	-
Capital Work in Progress	6,42,195	31,71,278	-	38,13,473	-	-	-	-	-	38,13,473	6,42,195
(A)	3,49,56,421	66,20,894	-	4,15,77,315	59,32,206	22,36,458	-	-	81,68,664	3,34,08,651	2,90,24,215
TOTAL	3,49,56,421	66,20,894	-	4,15,77,315	59,32,206	22,36,458	-	-	81,68,664	3,34,08,651	2,90,24,215
Previous Year	3,39,26,647	10,29,774	-	3,49,56,421	40,70,634	18,61,572	-	-	59,32,206	2,90,24,215	2,98,56,013

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

PULZ ELECTRONICS LIMITED (Formerly known as Pulz Electronics Private Limited) CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018			
NOTE No.	PARTICULARS	AS AT 31st MARCH, 2018 `In Rupees	AS AT 31st MARCH, 2017 `In Rupees
12	<u>NON CURRENT INVESTMENTS</u>		
	Unquoted		
	Investments in Equity	25,000	25,000
	TOTAL	25,000	25,000
13	<u>OTHER NON CURRENT ASSETS</u>		
	Security deposits (Unsecured, considered good)	5,39,842	1,05,690
	Advance Tax net of provisions	65,60,799	5,75,502
	TOTAL	71,00,641	6,81,192
14	<u>INVENTORIES</u>		
	Raw-Materials	4,57,70,160	3,71,92,671
	Finished Goods	1,48,89,043	49,56,173
	Traded Goods	1,18,03,754	24,44,283
	TOTAL	7,24,62,957	4,45,93,127
15	<u>TRADE RECIVABLES (UNSECURED CONSIDERED GOOD)</u>		
	(a) Outstanding For More Than Six Months from the date on which they became due	17,51,372	22,20,200
	(b) Others	89,66,743	2,88,82,641
	TOTAL	1,07,18,115	3,11,02,841
16	<u>CASH AND CASH EQUIVALENTS</u>		
	Cash On Hand	23,134	7,178
	<u>Balance With Bank</u>		
	On Current Account	3,35,81,466	6,22,490
	TOTAL	3,36,04,600	6,29,668
17	<u>SHORT TERM LOANS & ADVANCES</u>		
	<u>(a) Loans and advances to employees</u>		
	Unsecured, considered good	20,000	14,000
		20,000	14,000
	<u>(b) Prepaid expenses</u>	4,09,076	1,26,713
		4,09,076	1,26,713
	<u>(c) Others</u>		
	Advances Receivable in cash or kind or for value to be received	1,24,21,954	44,83,253
	Advance given to suppliers	99,91,437	47,20,766
		2,24,13,391	92,04,019
	TOTAL	2,28,42,467	93,44,732

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

PULZ ELECTRONICS LIMITED
(Formerly known as Pulz Electronics Private Limited)

CONSOLIDATED NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31,2018

NOTE NO.	PARTICULARS	For the period ended March 31,2018 `In Rupees	For the year ended March 31,2017 `In Rupees
18	<u>Revenue From Operations</u>		
a	Sale Of Products		
	Manufacturing	14,27,93,848	12,49,46,553
	Less:Excise Duty	30,25,623	1,04,71,571
		13,97,68,225	11,44,74,982
	Trading	3,15,36,639	1,64,55,063
b	Sale Of Services	90,33,238	66,78,782
	Net Revenue From Operations	18,03,38,102	13,76,08,827
19	<u>Other Income:</u>		
	Dividend Income	3,000	3,000
	Duty Drawback	3,09,060	49,032
	<u>Other Non - Operating Income</u>		
	Foreign Exchange Gain on Payments/Receipts	11,21,632	4,25,408
	Freight & Forwarding (Local) - Income	26,81,235	21,23,349
	Octroi Charges (Sales)	99,111	-
	Amounts Written Off Back	90,204	-
	Misc.Income	17,92,998	4,11,751
		60,97,240	30,12,540
20	<u>Cost Of Materials Consumed:</u>		
	Purchases Raw-Materials	6,72,41,932	4,06,91,179
	Add: Opening Balance Of Stock	3,71,92,671	2,78,03,508
	Less: Closing Balance Of Stock	4,57,70,160	3,71,92,671
	Consumption Of Materials	5,86,64,443	3,13,02,016
21	Purchases Of Traded Goods/Stock In Trade	4,23,72,479	1,70,09,967
		4,23,72,479	1,70,09,967

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

22	<u>Changes In Inventories</u>		
a	<u>Finished Goods</u>		
	At The Beginning Of The Accounting Period	49,56,173	73,63,760
	At The End Of The Accounting Period	1,48,89,043	49,56,173
		(99,32,870)	24,07,587
b	<u>Stock-In-Trade</u>		
	At The Beginning Of The Accounting Period	24,44,283	28,32,799
	At The End Of The Accounting Period	1,18,03,754	24,44,283
		(93,59,471)	3,88,516
	Grand Total	(1,92,92,341)	27,96,103
23	<u>Manufacturing Expenses</u>		
	Salary and Wages	2,88,38,156	2,41,19,757
	Labour Charges	89,111	2,83,939
	Rent-Factory	7,20,000	5,40,000
	Packing Charges (Local)	75,127	14,860
	Freight and Forwarding	3,61,332	2,89,007
	Electricity Expenses	9,94,913	9,01,676
		3,10,78,639	2,61,49,239
24	<u>Financial Costs:</u>		
a	<u>Interest Expense</u>		
	Interest on Car Loan	1,04,070	1,33,193
	Interest on Bank OD & Loan	14,12,747	14,99,952
		15,16,817	16,33,145
b	<u>Other Borrowing Costs</u>		
	Bank Charges	9,56,899	2,68,164
		9,56,899	2,68,164
		24,73,716	19,01,309
25	<u>Depreciation And Amortization Expense:</u>		
	Depreciation	22,36,458	18,61,572
		22,36,458	18,61,572

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

26 Other Expenses:

a Administrative Expense

Conveyance	2,80,508	1,98,625
Freight Outward (Local)	28,68,946	22,80,566
Insurance	6,19,303	5,35,832
Installation Charges	2,48,750	-
Postage & Courier Charges	1,31,919	85,014
Telephone Expenses	2,93,876	2,98,900
Loading /Unloading	52,423	5,100
License Fees	63,022	36,250
Office Expenses	2,49,558	2,74,311
Printing and Stationary	5,54,257	2,64,023
Professional Charges	1,19,71,846	97,13,415
Remuneration to Auditors-Audit Fees	42,500	42,500
Remuneration to Auditors-Tax Audit Fees	20,000	20,000
Remuneration to Directors	45,55,380	39,10,129
Director's Sitting Fees	1,00,000	-
Rates and Taxes	20,410	3,52,500
Rent -Office	10,96,000	9,05,997
Repair and Maintenance of Motor Car	4,27,869	2,82,100
Repair and Maintenance -Buildings	16,84,558	11,80,865
Repair and Maintenance -Computers	24,593	65,936
Security Expenses	6,98,514	6,61,678
Misc Expenses	4,59,841	3,65,732
	2,64,64,073	2,14,79,473

b Selling & Distribution Expense

Advertisement Expenses	20,90,371	1,50,500
Amounts Written Off	-	11,93,443
Business Promotion	18,30,909	7,50,731
Freight & Cartage (Export)	3,99,101	63,460
Commission- Domestic	62,12,210	89,67,937
Commission- Foreign	11,50,915	6,18,700
Hotel and Accommodation	7,67,856	5,00,256
Transport Charges	32,496	68,840
Traveling Expenses- Domestic	25,31,230	22,87,696
Traveling Expenses- Foreign	39,79,144	21,70,859
	1,89,94,232	1,67,72,422

Grand Total	4,54,58,305	3,82,51,895
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NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

27. The Company has converted into a Public Limited Company pursuant to which the name of the Company has changed to Pulz Electronics Limited vide shareholders' approval on March 03, 2017 and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 22, 2017.

28. The Company came with an Initial Public Offer of equity shares on November 14, 2017 and closed on November 16, 2017. The Initial Public Offer was for 7,26,000 equity shares of face value of Rs. 10 each. The shares were offered to the public through the book building process at a price band of INR 51 to INR 54. The price of INR 54 was discovered under the book building process and the issue proceeds aggregated to INR 39,204,000. The shares of the company were listed on the National Stock Exchange of India Limited, EMERGE Platform on November 24, 2017.

29. Earnings per share:

The calculations of earnings per share (basic and diluted) are based on the earnings and number of shares as computed below:

	For the year ended March 31,2018	For the year ended March 31,2017
Profit/(Loss) after Tax	16,242,832	13,402,782
Weighted no. of equity shares	2,726,000	2,000,000
Earnings per share	7.18	5.93

30. The particulars as required under the Accounting Standard-AS 15 of Employees Benefits are as under:

i. As Defined Contribution plan:

	For the year ended March 31,2018	For the year ended March 31,2017
Contribution to Employees Provident Fund	1,462,072	1,392,406

ii. As Defined Benefit Plan

Following are the principle Actuarial Assumptions used for determining defined benefit obligation towards gratuity as of the Balance Sheet Dates.

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

	For the year ended March 31,2018	For the year ended March 31,2017
Retirement Age	60 years	60 years
Future Salary Rise	6.00 %	6.00 %
Rate of Discount	7.85 %	7.34 %
Method Used for Measuring Liabilities	Projected Unit Credit Method	Projected Unit Credit Method

Current and Non-Current Liability:

	For the year ended March 31,2018	For the year ended March 31,2017
Funding Status	Unfunded	Funded
Fund Balance	N.A	INR 189,285
Current Liability	INR 60,718	INR 814,572
Non-Current Liability	INR 2,327,907	INR 1,073,386

As per the Actuarial Valuation Report of Gratuity Liability, based on the above assumptions, gratuity liability as on March 31, 2018 works out to INR 2,388,625/-.The same has been provided in the books of accounts.

The company does not allows accumulation of leave s and the employees are allowed to encash maximum 12 days of the balance leave on December 31 every year .By considering the materiality level of the accumulation of leave balance, the company has not obtained the actuarial valuation as on March 31, 2018 and has provided for the liability of the accumulated leave of INR 393,595. /- in the books of accounts

31. Sundry Debtor and Creditors Balances are subject to confirmation, adjustments if any, will be made in the accounts on receipt of such confirmation.

32. The Company is listed on the SME platform of the National Stock Exchange of India Limited and the provisions of the IND AS as per rule 4 of the Companies (Indian Accounting Standards) Rules, 2015, Reconciliation of Profit and Loss and Reconciliation of Equity does not apply to the company and hence not reported.

33. The company is in the business of developing and manufacturing high quality Audio Systems and the company's business falls within a single business segment of Audio Systems. Therefore disclosures under Accounting Standard 17- Segment Reporting are not reported separately.

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

34. Deferred tax is on account of following:

(Amount in Rupees)

		As at March 31,2018	As at March 31,2017
a)	Deferred Tax Liabilities Difference between depreciation on block of assets	1,049,553	755,470
b)	Gross deferred tax liabilities	1,049,553	755,470
c)	Deferred Tax Assets Provision for Gratuity Provision for Leave Encashment	280,638 115,552	2702 25,946
d)	Gross deferred tax assets	396,190	28,649
e)	Net Deferred Tax	653,363	726,822

35. Value of Imported and indigenous raw materials, stores and spares consumed:

Description	Current Year		Previous Year	
	%	Value in INR	%	Value in INR
i)Raw Materials				
-Imported	47.76	28,018,138	57.86	18,111,346
-Indigenous	52.24	30,646,305	42.64	13,190,670
		58,664,443		31,302,016

36. CIF Value of Import of Raw Material INR 69,074,711. (Previous year INR. 35,671,277 /-).

37. Expenditure in foreign currency:

Description	For the year ended March 31,2018	For the year ended March 31,2017
Professional Charges	2,925,070	2,434,800
Travelling Expenses	3,979,144	2,170,859
Commission	1,150,915	618,700
Exhibition Expenses	1,005,652	603,015

38. Earnings in Foreign Currency INR 45,966,546 /- (Previous year INR 24,571,182./-)

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

39. Related party Disclosers as required by AS 18 of the Institute of Chartered Accountants of India is as follows:

A) Related Parties and Relationship.

(a) Company and Firm in which Directors and their relatives are Directors or Partners.

- i) Linear Electronics Private Limited.
- ii) R&S Electronics
- iii) R&S (India) Electronics Private Limited

(b) Directors of the Company

- i) Mr. Ramakrishnan M.K.
- ii) Mr. Anirvan Ghose

(c) Key Management Personnel

- i) Mr. Ramakrishnan M.K.
- ii) Mr. Anirvan Ghose.

(d) Relatives of the Director/s

- i) Dr. Parthasarthy Ghose

B) Transactions with Related Parties during the period (Amount in Rupees)

	For the year ended March 31,2018	For the year ended March 31,2017
Company and Firm in which Directors and their relatives are Directors or Partners:		
-R&S Electronics		
i) Rent paid	1,000,000	749,997
-R&S (India) Electronics Private Limited		
i) Purchases.	3,910,607	926,500
ii) Sales (inclusive of tax)	6,939,864	21,404,196
iii) Rent Paid	720,000	624,000
iv) Services Sales	1,262,464	699,982
Remuneration to Director		
-Mr. Ramakrishnan M.K	3,524,545	2,852,900
-Anirvan Ghose	1,455,393	1,198,348
Relatives of the Director/s		
- Dr. Parthasarthy Ghose	96,000	72,000
Balance Outstanding as at the end of the year		
Payable	19,492,754	18,414,330
Receivable	2,554,729	19,179,683

NOTES TO FINANCIAL STATEMENTS-CONSOLIDATED

40. Previous Year's figures have been regrouped/reclassified to conform to the current year's presentation, wherever necessary

For KNP & Associates
Chartered Accountants
Firm Reg. No.: 0145448W

Nisha G. Unadkat
Partner
Membership No.145206

Place: Mumbai
Date: May 29,2018

For Pulz Electronics Limited

Ramakrishnan M.K.
Chairman & Director

Mihir Doshi
Chief Financial Officer

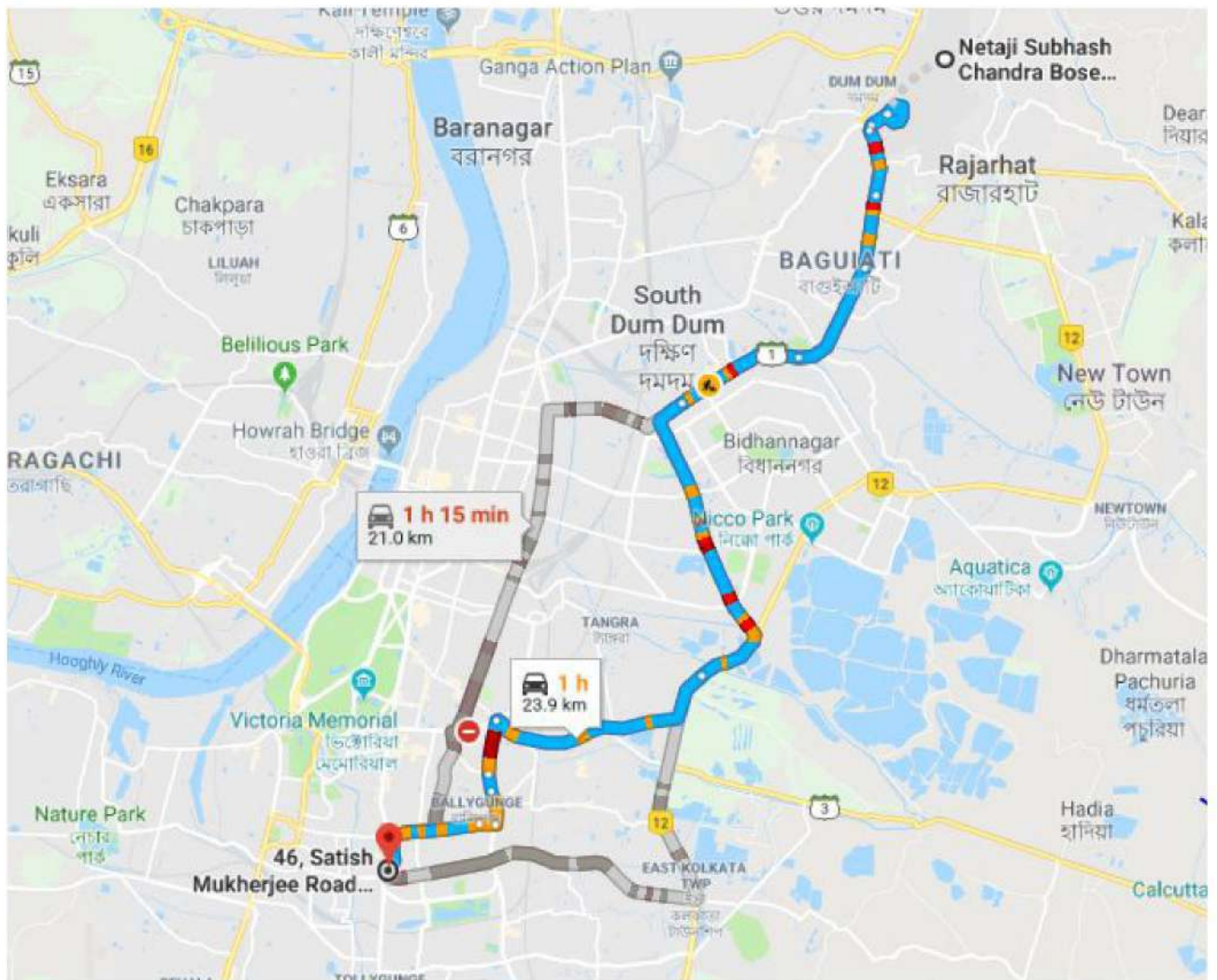
Place: Mumbai
Date: May 29,2018

Anirvan Ghose
Managing Director

Hetali Mehta
Company Secretary

ROUTE MAP

ROUTE MAP TO THE AGM VENUE

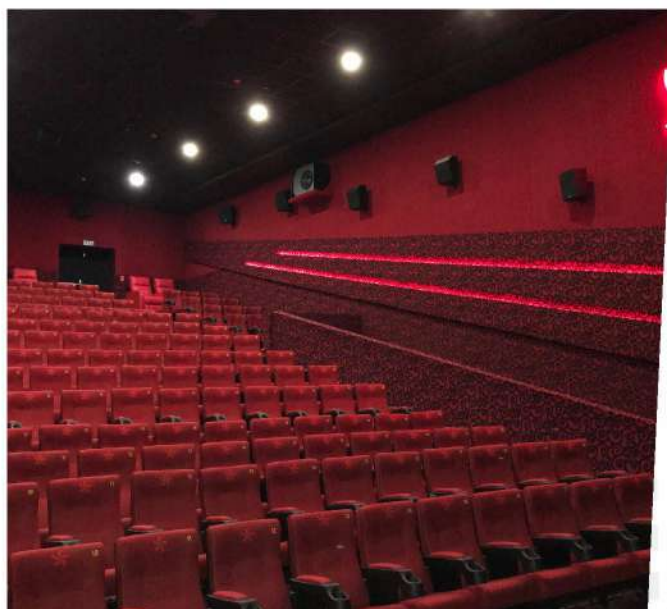


OUR PROMINENT INSTALLATIONS

CARNIVAL CINEMAS, THE GREAT INDIA PLACE, DELHI, INDIA



CARNIVAL CINEMAS, MALL OF TRAVANCORE, THIRUVANANTHAPURAM, INDIA

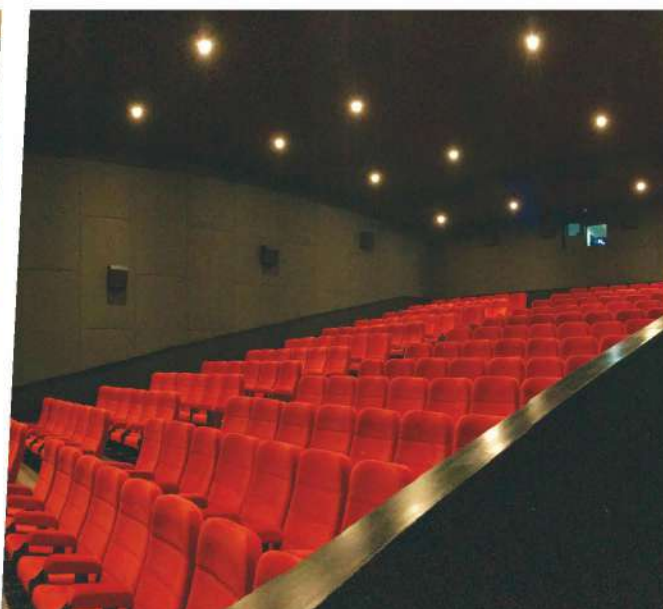


OUR PROMINENT INSTALLATIONS

CINEMAXX, BATU, INDONESIA



CINEMAXX, CITIMALL, KATAPANG, INDONESIA



OUR PROMINENT INSTALLATIONS

CINEMAXX, LIPPO PLAZA, LUBUKLINGGAU, INDONESIA



MBO CINEMAS, MELAKA MALL, MELAKA, MALAYSIA

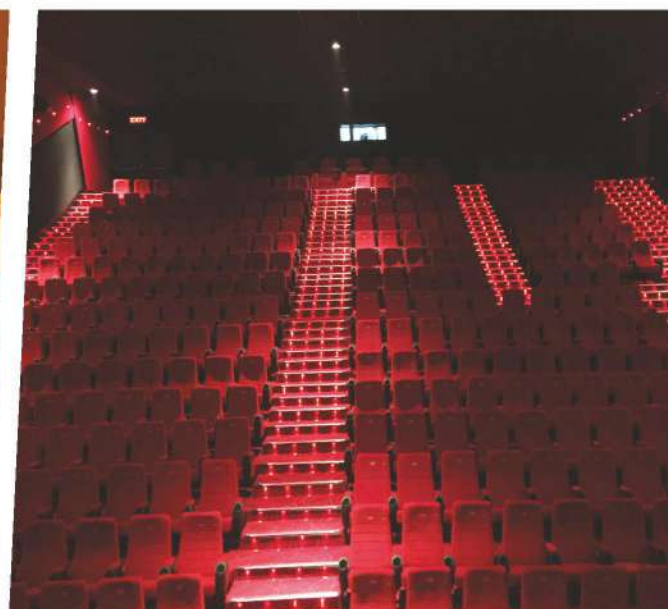
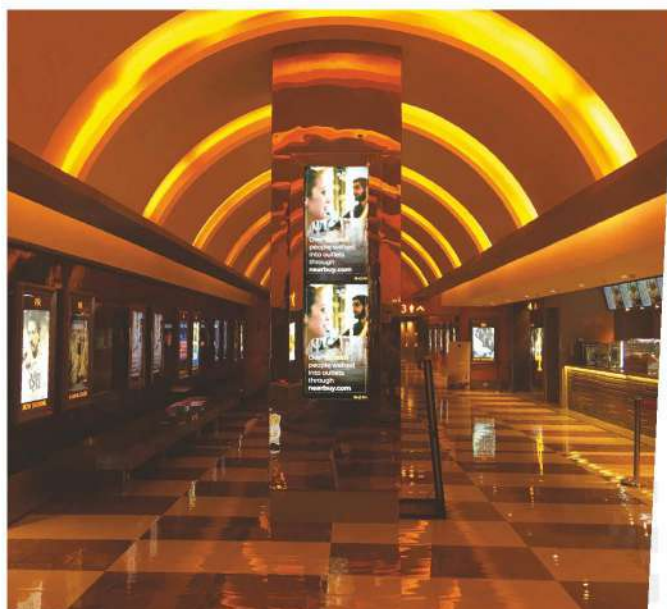


OUR PROMINENT INSTALLATIONS

INOX, RAGHULEELA MALL, NAVI MUMBAI, INDIA



ARVED TRANSCUBE PLAZA, PVR CINEMAS, AHMEDABAD, INDIA



OUR PROMINENT INSTALLATIONS

METRO INOX, MUMBAI, INDIA



JLE CINEMAS, GUNTUR, INDIA



OUR PROMINENT INSTALLATIONS

INOX, URVASHI COMPLEX, VIJAYAWADA, INDIA



sound matters



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