



XLERATE DRIVELINE INDIA LIMITED

**Annual Report
2015-16**



NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **21st Annual General Meeting** of the Members of Xlerate Driveline India Limited will be held as under:

Day : Wednesday
Date : 03rd August, 2016
Time : 10:30 A.M.
Venue : Shed No. I, Gurukul Industrial Estate
Faridabad- 121003
Haryana

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31 March, 2016 together with Reports of the Board and Auditors thereon.
2. To consider re-appointment of Mr. Jagdeep Singh, who retires by rotation and is eligible for re-appointment.
3. To ratify the appointment of M/s B.R. Maheshwari & Co. (ICAI Registration No. 01035N), Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider appointment of Dr. Sanjeev Kumar, Director of the Company, as an Independent Director on the Board of the Company and if thought fit, pass the following resolution as **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Sanjeev Kumar (holding DIN 00364416), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Sanjeev Kumar as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 26th Annual General meeting of the Company in the calendar year 2021."

Chanchal

Place: New Delhi
Date: 27.05.2016



By Order of the Board

Chanchal Gupta
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(ies) need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing proxy(ies) must, however, be deposited at the Registered office of the Company, duly completed and signed, not less than forty-eight hours before commencement of the Meeting.
2. NO GIFTS OR COUPONS SHALL BE DISTRIBUTED AT THE MEETING.
3. Members seeking any further clarification/information(s) relating to the Annual Financial Statements are requested to write at the Registered Office of the Company.
4. Members are requested to promptly notify change in their address, if any, at the Registered Office of the Company.

Place: New Delhi
Date: 27.05.2016



By Order of the Board

Chanchal Gupta
Company Secretary



**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No. 4

Dr. Sanjeev Kumar, aged 57 years is a Non-Executive Independent Director of the Company since 23rd January, 2013. He is a Post Graduate in Commerce, Ph.D., LL.B., and PGDIPRL. He is also the fellow member of "Institute of Company Secretaries of India" and "Institute of Cost and Works Accountants of India". He has over 31 years of experience in corporate and economic laws, corporate finance, accounts, costing, budgeting, MIS, systems, corporate affairs, merchant banking, mutual funds etc and he holds directorship in various Public and Private Companies like Raunaq EPC International Limited, Holding Company, Lalitpur Power Generation Co. Limited, Bajaj Aviation Private Limited, BPA Estates Private Limited, Bajaj Power Generation Private Limited, BPA Advisory Limited and Nitshu Solutions Private Limited.

Dr. Sanjeev Kumar retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Sanjeev Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2021. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Sanjeev Kumar as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. Sanjeev Kumar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Sanjeev Kumar as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Sanjeev Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 11:00 A.M. to 1:00 P.M. except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the meeting.



By Order of the Board

Chanchal Gupta

Company Secretary

Place: New Delhi
Date: 27.05.2016

BOARD'S REPORT
(SECTION 134 OF THE COMPANIES ACT, 2013)

To The Members

The Directors have pleasure in presenting the 21st Annual Report together with the Audited Financial Statements of your Company for the financial year ended on 31st March, 2016.

FINANCIAL RESULTS:

	(₹ in Lacs)	
	Financial year ended	
Financial Results	31.03.2016	31.03.2015
Revenue from operations and other income (gross)	2574.66	2068.14
Profit before finance cost and depreciation and amortisation expense	11.07	(88.01)
Finance Cost	76.67	76.01
Depreciation and Amortisation expense	68.84	48.42
Profit before tax and exceptional item	(134.44)	(212.44)
Less: Exceptional Item	-	-
Profit Before Tax	(134.44)	(212.44)
Less: Tax Expense:- Deferred Tax	2.63	(7.49)
Profit After Tax	(131.81)	(219.93)

DIVIDEND:

In view of the financial performance of your Company, your Directors have not recommended any dividend for the financial year 2015-16.

PERFORMANCE OVERVIEW

FY 2016 was the third year of operation for XDIL. During the year under review, Revenue from Operations of the Company was ₹ 2,239.82 Lacs against ₹ 1812.71 Lacs in the previous year. The Net Loss is ₹ 131.81 Lacs against ₹ 219.93 Lacs in the last year.

OUTLOOK:

The Company is in the advance stage of completing development of its product range.

Quality assurance of finished goods is the trademark of XDIL and that gives a very positive outlook of this company in the coming time. XDIL is focusing on OEMs for achieving a better growth perspective and OEMs have also initiated showing their interest in it.

With all these factors company is quite optimistic to achieve targeted volumes in the Financial Year 2016-17.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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, 2016 and of the profit and loss of the Company for the period ended on that date;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) 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; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY CONTRACTS AND ARRANGEMENTS

The particulars of the undergoing contracts or arrangements of the Company with related parties during the period under review referred to in Section 188(1) of the Companies Act, 2013 were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material. The prescribed form AOC-2 of the Companies (Accounts) Rules, 2014 is enclosed as Annexure -"A" to this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the period under review, the Company has not made any loan, guarantee or investment in terms of provisions of Section 186 of the Companies Act, 2013.

DIRECTORS

In accordance with the provisions of the Act and the Articles of Association of your Company, Dr. Sanjeev Kumar and Mr. Jagdeep Singh, Directors retire by rotation at the ensuing Annual General Meeting.

Therefore, in terms of Section 149 of the Companies Act, 2013, it has been proposed to appoint Dr. Sanjeev Kumar as Non Executive Independent Directors at the ensuing Annual General Meeting of the Company for a period of 5 (Five) Years upto the conclusion of the 26th Annual General Meeting (AGM) of the Company in the Calendar year 2021.

Mr. Jagdeep Singh, Non Executive Director of the Company, liable to retire by rotation in terms of Companies Act, 2013 has offered himself for re-appointment as Non Executive Director in terms of Section 152 of the Companies Act, 2013 at the ensuing Annual General Meeting of the Company.

Therefore, in terms of Section 152 of the Companies Act, 2013, it has been proposed to appoint Mr. Jagdeep Singh as Non Executive Director at the ensuing Annual General Meeting (AGM) of the Company, liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from member of the Company, proposing the candidature of Dr. Sanjeev Kumar for the office of Director.

During the year under review, the members approved the appointment of Mr. V.K. Pargal and Mr. Rajiv Chandra Rastogi as Independent Directors and of Mr. Surinder P. Kanwar & Mr. P.C. Kothari as Non-Executive Directors liable to retire by rotation.

The brief resume of the Directors proposed to be appointed is given in the notice calling the Annual General Meeting.

NUMBER OF MEETINGS OF THE BOARD

During the financial year 2015-16, Four (4) Board Meetings were held on the following dates:-

- May 30, 2015;
- July 30, 2015;
- November 06, 2015; and
- February 03, 2016;

The gap between any two meetings was not more than one hundred twenty days as mandated under the provisions of Section 173 of the Companies Act, 2013

INDEPENDENT DIRECTORS

In terms of provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Company at the meeting of the Board of Directors held on 27th May, 2016 stating that they fulfill the criteria of Independent Director as prescribed under Section 149(6) of the Companies Act, 2013 and are not being disqualified to act as an Independent Director.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

In terms of provisions of Section 178 of the Companies Act, 2013, a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees has been adopted by the Board of Directors of the Company in pursuance of its formulation and recommendation by the Nomination and Remuneration Committee thereby analyzing the criteria for determining qualifications, positive attributes and independence of a Director.

The said policy is annexed as **Annexure -"B"** to this report.

EVALUATION PROCESS

The Board of Directors of the Company has established a framework for the evaluation of its own performance and that of its committees and individual Directors of the Company and fixed certain parameters covering the evaluation of the Chairman, Executive Directors and Independent Directors on the basis of which the evaluation is being carried on annual basis in terms of provisions of the Companies Act, 2013.

During the year under review, the Board of Directors, at its meeting held on 03rd February, 2016 has carried out the evaluation of its own performance and that of its committees and Independent Directors of the Company and the Independent Directors in their separate meeting held on even date have evaluated the performance of the Chairman and Non-Independent Directors of the Company respectively in accordance with the framework approved by the Board.

KEY MANAGERIAL PERSONNEL

The following Directors/Officials of the Company have been designated as Key Managerial Personnel (KMP) of the Company by the Board of Directors in terms of provisions of Section 203 of the Companies Act, 2013:

- | | |
|-----------------------|-------------------------|
| 1. Mr. Sachit Kanwar | Managing Director |
| 2. Mr. Shalesh Kumar | Chief Financial Officer |
| 3. Ms. Chanchal Gupta | Company Secretary |

During the year under review, Mr. Nitin Tyagi, Company Secretary of the Company has resigned w.e.f. 12th June, 2015 and Ms. Chanchal Gupta has been appointed as Company



Secretary of the Company and designated as Key Managerial Personnel of the Company w.e.f 15th June, 2015.

No other Key Managerial Personnel (KMP) of the Company has resigned during the financial year ended 31st March, 2016.

PARTICULARS OF EMPLOYEES

Information regarding employees in accordance with the provisions of Rule 5(2) and Rule 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure "C"** to the Board's Report.

AUDIT COMMITTEE

In terms of Section 177 of the Companies Act, 2013, the Board of Directors has constituted the Audit Committee as provided under Section 177 of the Companies Act, 2013 with following members:

Dr. Sanjeev Kumar	Chairman
Mr. V.K. Pargal	Member
Mr. Rajiv Chandra Rastogi	Member
Mr. P.C. Kothari	Member

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review, no Company has become or ceased to be subsidiary, joint venture or associate of the Company.

FIXED DEPOSITS

During the financial year under review, your Company has not accepted any deposits from the public.

AUDITORS

The Statutory Auditors M/s. B.R. Maheshwari & Co., Chartered Accountants (ICAI Registration No. 001035N) had been appointed as Statutory Auditors of the Company in the 19th Annual General Meeting held on 31st July, 2014 for a period of 3 (Three) years in terms of provisions of Section 139 of the Companies Act, 2013 to hold office from the 19th AGM to the third consecutive Annual General Meeting from the 19th AGM in the Calendar year 2017 (subject to ratification by the members at every Annual General Meeting).

Therefore, the consent of members for ratification of appointment of Statutory Auditors to hold office from the ensuing Annual General Meeting of the Company till the next Annual General Meeting of the Company in calendar year 2017 is being sought in the ensuing Annual General Meeting.

REPORT ON FINANCIAL STATEMENTS

The report of M/s B.R. Maheshwari & Co. (ICAI Registration No. 001035N), Chartered Accountants, the Statutory Auditors of the Company on the financial statements of the Company for the year ended 31st March, 2016 is annexed to the financial statements in terms of provisions of Section 134(2) of the Companies Act, 2013. The observations of the Auditors in their report are self-explanatory and/or explained suitably in the Notes forming part of the Financial Statements. The report of the Statutory Auditors does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Xlerate Driveline India Limited has a proper and adequate system of internal financial controls which includes the policies and procedures 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. During the year, such controls were tested and no material weakness in the design or operations were observed.

RISK MANAGEMENT

A robust and integrated enterprise risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed on periodic basis by the Audit Committee and the management's actions to mitigate the risk exposure in a timely manner are assessed.

A risk management policy under the above said enterprise risk management framework as approved by the Board has been adopted by the Company and being reviewed on yearly basis.

INTERNAL COMPLAINTS COMMITTEE FOR PREVENTION OF SEXUAL HARASSMENT

Pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as the Company don't have adequate women employee at the senior level, the women employees of the Raunaq EPC International Limited, Holding Company (Formerly Known as Raunaq International Limited) have been nominated as members of the Internal Complaints Committee (ICC) of the Company to deal with the complaints related to the sexual harassment.

Your Company has always believed in providing a safe and harassment free workplace for every individual working in the company through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

During the year ended 31 March, 2016, no complaints pertaining to sexual harassment was received by ICC.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure "D"** to the Board's Report.

EXTRACT OF ANNUAL RETURN

In terms of provisions of Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company in Form MGT-9 of the Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure-"E"** to this report.

-5-



COURT/TRIBUNAL ORDERS

There were no instances of any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INDUSTRIAL RELATIONS

During the year under review, industrial relations in the Company continued to be cordial and peaceful.

ACKNOWLEDGEMENTS

The Board hereby places on record its sincere appreciation for the continued assistance and support extended to the Company by its Bankers, customers, vendors, Government Authorities and employees.

Your Directors appreciate and is obliged for the faith and confidence reposed by you, the shareholder in the Company.

For and on behalf of the Board of Directors

A handwritten signature in black ink, appearing to read "Surinder P. Kanwar".

Surinder P. Kanwar
Chairman and Director
DIN: 00033524

Place: New Delhi
Dated: 27.05.2016

Annexure-"A"**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 transactions under third proviso thereto

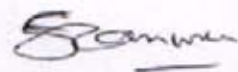
1. Details of contracts or arrangements or transactions not at arm's length basis

NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

S. no.	Names(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances, if any
1.	Raunaq EPC International Limited (REIL) (Formerly known as Raunaq International Limited), Holding Company	Agreement for: 1. Bearing administration expenses 2. Cost against utilization of any Banking facilities such as BG/LC. 3. Sale/Purchase of any Raw Material/Stores/ Capital Goods	1 (One) year w.e.f 1 st April, 2015	Transaction value not exceeding ₹ 1.00 Crore	NA	-

For and on behalf of the Board of Directors



Surinder P. Kanwar
Chairman and Director
DIN: 00033524

Place: New Delhi
Dated: 27.05.2016

POLICY ON NOMINATION AND REMUNERATION**Introduction:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

Objective and purpose of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the Auto Component industry.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on July 31, 2014.

Effective Date:

This policy shall be effective with retrospective effect from 1st April, 2014.

Constitution of the Nomination and Remuneration Committee:

The Board has constituted Nomination and Remuneration Committee on May 30, 2014. The Nomination and Remuneration Committee comprises of following Directors:

Sr. No. Committee Members

1. Dr. Sanjeev Kumar, Chairman (Independent Director)
2. Mr. Surinder P. Kanwar, Member (Chairman and Director)
3. Mr. R.C. Rastogi, Member (Independent Director)
4. Mr. V.K. Pargal, Member (Independent Director)

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

Definitions

- Board means Board of Directors of the Company.
- Directors means Directors of the Company.
- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- Company means Xlerate Driveline India Limited.
- Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013.

Key Managerial Personnel (KMP) means-

- (i) Executive Chairman and / or Managing Director;
- (ii) Whole-time Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary;
- (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

• **Senior Management** means who are members of its core management team excluding Board of Directors and all members of the management one level below the Executive Director, including the functional Heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

The Policy is applicable to;

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

General

- This Policy is divided in three parts:
 - Part – A covers the matters to be dealt with and recommended by the Committee to the Board,
 - Part – B covers the appointment and nomination and;
 - Part – C covers remuneration and perquisites etc.
- The key features of this Company's policy shall be included in the Board's Report.

PART – A**MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.

- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

• Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

• Term / Tenure:

1. Managing Director/Whole-time Director:

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- General:

1. The remuneration / compensation / commission etc. to the Chairman and Managing Director or Joint Managing Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to the Chairman and Managing Director or Joint Managing Director, if any shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Companies Act, 2013, and the rules made thereunder.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

4. Where any insurance is taken by the Company on behalf of its Chairman and Managing Director, Joint Managing Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- Remuneration to Managing Director, Joint Managing Director, KMP and Senior Management Personnel:

1. **Fixed pay:**

The Managing Director, Joint Managing Director / KMP and Senior Management Personnel shall

be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Joint Managing Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

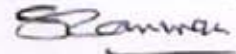
If Managing Director, Joint Managing Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

• Remuneration to Non- Executive / Independent Director:

1. Sitting Fees:


The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

For Xlerate Driveline India Limited



Surinder P. Kanwar
Chairman and Director

Information Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
Forming Part of the Board's Report for the year ended 31 March, 2016

Sl. No	Name	Age in Years	Qualification	Designation	Date of Commencement Of Employment	Years of Experience	Remuneration (Rs. in Lacs)	Particulars of Last Employment
A.	Employed throughout the year ended 31st March, 2016 & were in receipt of Remuneration aggregating not less than Rs. 60,00,000/- per annum.							
	NIL							
B.	Employed for the part of the year ended 31st March, 2016 & were in receipt of Remuneration aggregating not less than Rs. 5,00,000/- per month							
	NIL							
C.	If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.							
	NIL							
NOTES : 01 Remuneration Includes Salary, Allowances, Co's Contribution to Provident Fund & Superannuation Funds, and Value of other perquisites on the basis of Income Tax Act, 1961.								
For and on behalf of the Board of Directors  Surinder P. Kanwar Chairman and Director DIN: 00033514								
			Place: New Delhi					
			Dated: 27 May, 2016					

Report on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo and forming part of Board's Report for the year ended 31st March, 2016**A. Conservation of energy****(i) Steps taken or impact on conservation of energy:-**

- Following steps were taken for Energy saving:
 - 12 more day light transparent sheets introduced in the plant.
 - 5 more Turbo Exhaust ventilators installed at the top of Roof to exhaust hot air.
 - Flooring done in BSR to reduce material movement.
- CFL/LED lights are installed in new admin office.

(ii) The steps taken by the company for utilizing alternate sources of energy:-

No such Implementation plan till now. The Company proposes to utilize alternate sources of energy in future.

(ii) Capital investment on energy conservation equipments:-

NIL

B. Technology Absorption:**(i) Efforts made in technology absorption:-****Technology Absorption, adaptation and innovation.**

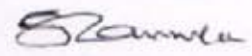
1.	Efforts in brief, made towards technology absorption, adaptation and innovation	XDIL Awarded with TS 16949, EHS 14001 and OHSAS 18001 certification last year. FIFO implemented in Stores and BSR. Visual Management showcased at each level. 07 stage inspection being carried out in Production Shop for product conformance. Pokayoke installed at almost all critical operations. Kaizen scheme and Awards introduced. 150 Ton Mechanical Press for Capacity enhancement under negotiation.
2.	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.	Contingency Planning, reduced manufacturing costs and outsourcing, reduction in inventory and work-in-progress.

3.	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): a) Technology imported b) Year of import c) Has technology been fully absorbed d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Not Applicable
4.	Expenditure incurred on Research and Development (R&D)	The Company is in the business of manufacturing and supply Clutch cover assemblies for aftermarket sales. The nature of business activity carried on by the Company at present does not entail any Research and Development as such. New Business opportunities are in pipeline with few OEM's. Expected to commercialize in 1 st quarter of F16-17 with at least two major OEM.

C. Foreign Exchange Earnings and Outgo:

		(₹ in Lacs)	
	Particulars	2015-2016	2014-2015
	Foreign Exchange Earned	114.00	106.48
	Foreign Exchange used	59.81	49.69
	Net Foreign Exchange earnings	54.14	56.79

For and on behalf of the Board of Directors



Surinder P. Kanwar
Chairman and Director
DIN: 00033524

Place: New Delhi
Dated: 27.05.2016

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2016**

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : U35990HR1995PLC050123
- ii) Registration Date : 25th October, 1995
- iii) Name of the Company : Xlerate Driveline India Limited
- iv) Category/Sub-Category of the Company : Public Limited Company
- v) Address of the Registered office and contact details :
Shed No. 1, Gurukul
Industrial Estate, Sarai Khwaja
P.O. Amar Nagar
Faridabad-121003
Haryana
Ph: 0129-4288670
Fax: 0129-4288680
E-mail: info@xleratedriveline.com
- vi) Whether listed company Yes / No : No
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any :
RCMC Share Registry Private Limited
B-25/1, First Floor,
Okhla Industrial Area, Phase-II,
New Delhi-110020
Ph: 011-26387320,21,23
Fax: 011-26387322
E-mail: investor.services@rcmcdelhi.com
Website: <http://www.rcmcdelhi.com>

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Clutch and Clutch Plates	Group 293 - Manufacture of parts and accessories for motor vehicles	100.00

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Raunaq EPC International Limited (Formerly Known as Raunaq International Limited)	LS1909HR1965PLC034315	Holding Company	100.00	2(46)

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	11877032	6	11877038	100.00	14877032	6	14877038	100.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	11877032	6	11877038	100.00	14877032	6	14877038	100.00	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	11877032	6	11877038	100.00	14877032	6	14877038	100.00	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt/ State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f) FIs	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
I. Indian	0	0	0	0.00	0	0	0	0.00	0.00
II. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
I. Individual shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
II. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)									
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	11877032	6*	11877038	100.00	14877032	6*	14877038	100.00	0.00

***Held by Raunaq EPC International Limited (Formerly Known as Raunaq International Limited), Holding Company through its nominees holding 1 share each.**

(ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Raunaq EPC International Limited	11877038*	100.00	0.00	14877038	100.00	0.00	0.00
	Total	11877038*	100.00	0.00	14877038*	100.00	0.00	0.00

*6 shares held through its nominees.

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.		Shareholding at the beginning of the year		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
	At the beginning of the year	11877038	100.00					
				21/09/2015	2400000	Allotment	14277038	100.00
				08/01/2016	600000	Allotment	14877038	100.00
	At the End of the year	14877038	100.00				14877038	100.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-	-	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of share(s)	% of total shares of the company				No. of share(s)	% of total shares of the company
A	Directors							
1.	Mr. Surinder R Kanwar	1*	0.00	01/04/2015				
					-	No change in shareholding		
				31/03/2016			1*	0.00
2	Mr. Sachit Kanwar	1*	0.00	01/04/2015				
					-	No change in shareholding		
				31/03/2016			1*	0.00

3	Dr. Sanjeev Kumar	0	0.00	01/04/2015				
					-	Nil Holding/ movement during the year		
				31/03/2016			0	0.00
4	Mr. V.K. Pargal	0	0.00	01/04/2015				0.00
					-	Nil Holding/ movement during the year		
				31/03/2016			0	0.00
5	Mr. Rajiv Chandra Rastogi	0	0.00	01/04/2015				
					-	Nil Holding/ movement during the year		
				31/03/2016			0	0.00
6	Mr. P.C. Kothari	1*	0.00	01/04/2015				
					-	No change in shareholding		
				31/03/2016			1*	0.00
7.	Mr. Jagdeep Singh	1*	0.00	01/04/2015				
					-	No change in shareholding		
				31/03/2016			1*	0.00
B	Key Managerial Personnel (KMP's)							
1	Mr. Shalesh Kumar Chief Financial Officer	0	0.00	01/04/2015				
					-	Nil Holding/ movement during the year		
				31/03/2016			0	0.00
2	Ms. Chanchal Gupta Company Secretary	0	0.00	01/04/2015				
					-	Nil Holding/ movement during the year		
				31/03/2016			0	0.00

*Held as nominee of Raunaq EPC International Limited

V. INDEBTEDNESS

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

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	400.00	325.00	-	725.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	400.00	325.00	0.00	725.00
Change in Indebtedness during the financial year				
• Addition	-	50.00	-	50.00
• Reduction	-	325.00	-	325.00
Net Change	0.00	(275.00)		(275.00)
Indebtedness at the end of the financial year				
i) Principal Amount	400.00	50.00	-	450.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	400.00	50.00	0.00	450.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	In Lacs
		Mr. Sachit Kanwar Managing Director*	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	- - -	- - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, Cos. Contribution to PF/SA	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

*Token Remuneration of Re. 1.00 (Rupee One) only paid to Mr. Sachit Kanwar, Managing Director

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount Rs. In Lacs
	1. Independent Directors	Mr. V.K. Pargal	Mr. Rajiv Chandra Rastogi	Dr. Sanjeev Kumar	
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
	2. Other Non-Executive Directors	Mr. Surinder P. Kanwar	Mr. Jagdeep Singh	Mr. P.C. Kothari	
	• Fee for attending board / committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	Rs. 1.00 Lac sitting fees to a director per meeting of the Board or Committee			

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

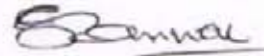
Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Shalesh Kumar* Chief Financial Officer	Ms. Chanchal Gupta Company Secretary	(Rs. In Lacs)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	2.18	2.18
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, Cos. Contribution to PF/SA	-	0.12	0.12
	Total	-	2.30	2.30

* Draws remuneration from the Holding Company, Raunaq EPC International Limited (Formerly known as Raunaq International Limited)

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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

**Surinder P. Kanwar**
Chairman and Director
DIN: 00633524Place: New Delhi
Dated: 27.05.2016

Independent Auditors' Report

TO THE MEMBERS OF XLERATE DRIVELINE INDIA LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 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 controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements


1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'II'.



(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 did not have any pending litigations;
- ii. The Company did not have any long term contracts including any derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **B. R. Maheswari & Co.**
Chartered Accountants
Firm's Registration No. 001035N


Sanjay Nath
Partner
Membership No. 82700



Place: New Delhi
Date: 27th May 2016

Annexure 'I' to the Independent Auditors' Report

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

- 1) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As informed, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
 - (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties are held in the name of the Company
- 2) As informed, physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were found.
- 3) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act for the financial year 2015-16, and accordingly clauses (a), (b) and (c) of Para (iii) of the order are not applicable.
- 4) According to the information and explanations given to us and on an overall examination of the financial statements, the Company has not given any loans, guarantees, security or made any investment, and accordingly is not required to comply with section 185 and 186 of the act.
- 5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year, and accordingly is not required to comply with the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder.
- 6) As informed to us, the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company.



- 7) (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. As informed, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they become payable.
- (b) There are no disputed amounts of statutory dues which have not been deposited with the concerned authorities.
- 8) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans and borrowings to the financial institutions, banks or debenture holders. The Company did not have any outstanding loans and borrowings from government during the year.
- 9) The company has not raised any money by way of public offer or term loans during the year.
- 10) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.
- 11) In our opinion and according to the information and explanations given to us, the company has not paid any managerial remuneration during the year, and accordingly is not required to comply with the provisions of section 197 read with Schedule V to the Act.
- 12) The Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- 14) Based on the information and explanations given to us and examination of financial statements, the company has made preferential allotment of shares during the year and the requirements of Section 42 of the Companies Act, 2013 have been duly complied with. Further, the amount has been used for the purpose for which the funds were raised.



- 15) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him.
- 16) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **B. R. Maheswari & Co**
Chartered Accountants
Firm's Registration No: 003035N



Sanjay Nath
Sanjay Nath
Partner
Membership No: 82700

Place: New Delhi
Date: 27th May 2016

Annexure 'II' to the Independent Auditors' Report

(Referred to in Paragraph 2(f) under the heading "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 Xlerate Driveline India Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For **B. R. Maheswari & Co**
Chartered Accountants
Firm's Registration No: 001035N



Sanjay Nath
Sanjay Nath
Partner
Membership No: 82700

Place: New Delhi
Date: 27th May 2016

XLERATE DRIVELINE INDIA LIMITED
BALANCE SHEET AS AT 31 MARCH, 2016

Particulars	Note No.	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,612.70	1,187.70
(b) Reserves and Surplus	3	(705.85)	(574.04)
		906.85	613.66
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	-	325.00
(b) Long-Term Provisions	5	3.10	2.01
(c) Deferred Tax Liabilities (Net)	6	43.54	46.17
		46.64	373.18
(3) Current Liabilities			
(a) Short Term Borrowings	7	360.16	341.69
(b) Trade Payables	8	348.87	271.30
(c) Other Current Liabilities	9	226.48	192.93
(d) Short-Term Provisions	10	135.29	99.62
		1,070.80	905.54
Total		2,024.29	1,892.38
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
- Tangible assets	11a	1,051.62	1,106.59
- Intangible assets	11b	6.68	8.32
- Capital work in progress	11d	20.59	19.52
		1,078.89	1,134.43
(b) Long-Term loans and advances	12	12.75	8.15
		12.75	8.15
(2) Current Assets			
(a) Inventories	13	232.79	224.33
(b) Trade Receivables	14	579.05	441.33
(c) Cash and cash equivalents	15	27.98	26.42
(d) Short-term loans and advances	16	35.19	57.70
(e) Other Current Assets	17	57.64	0.02
		932.65	749.80
<i>See accompanying notes forming part of the Financial Statements</i>	1-27		
Total		2,024.29	1,892.38

As per our report of even date attached

For B. R. Maheswari & Co
Chartered Accountants

(Sanjay Nath)
Partner
Membership No. : 82700
Firm Reg. No.: 001035N

Place: New Delhi
Dated: 27/05/2016

Surinder P. Kanwar
Chairman
DIN: 00033524
Shalesh Kumar
Chief Financial Officer
PAN: BDCPS 4686 F

Sachit Kanwar
Managing Director
DIN: 02132124
Chanchal Gupta
Company Secretary
PAN: A0EP618658F

DIN: 00076639
DIN: 00035460
DIN: 00024492
DIN: 00024905

VKP
RCR
PCR
TS

XLERATE DRIVELINE INDIA LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2016

	Particulars	Note No.	For the Year Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
	<u>Income:</u>			
I	Revenue from Operations (Gross, Net of Turnover Discount)	18	2,571.25	2,060.27
	Less: Excise Duty		334.84	255.43
	Revenue from Operations (Net)		2,236.41	1,804.84
	Other Income	19	3.41	7.87
II	Total Revenue		2,239.82	1,812.71
III	<u>Expenses:</u>			
	- Cost of Material Consumed	20a	1,443.30	1,303.77
	- Changes in Inventories of Finished Goods & Work-in-Progress	20b	(0.90)	(36.76)
	- Employee Benefits Expense	21	179.64	158.99
	- Finance Costs	22	76.67	76.01
	- Depreciation & amortization expenses	11c	68.84	48.42
	- Other Expenses	23	606.71	474.72
IV	Total Expenses		2,374.26	2,025.15
V	Profit / (Loss) before exceptional and extraordinary items and tax		(134.44)	(212.44)
VI	Exceptional Items		-	-
VII	Profit / (Loss) before extraordinary items and tax		(134.44)	(212.44)
VIII	<u>Extraordinary Items</u>			
	- Loss by Fire		(57.00)	-
	- Insurance Claim		57.00	-
IX	Profit / (Loss) before tax		(134.44)	(212.44)
X	<u>Tax expense:</u>			
	- Current tax		-	-
	- Deferred tax		(2.63)	7.49
XI	Profit / (Loss) after Tax		(131.81)	(219.93)
XII	Earnings per equity share in ₹:			
	(1) Basic		(0.99)	(1.85)
	(2) Diluted		(0.99)	(1.85)
	See accompanying notes forming part of the Financial Statements	1-27		

As per our report of even date attached

For B. R. Maheswari & Co.
Chartered Accountants

(Sanjay Nath)
Partner
Membership No. : 82700
Firm Reg. No.: 001035N

Place: New Delhi
Dated: 27/05/2016

(Surinder P. Kanwar)
Surinder P. Kanwar
Chairman
DIN: 00033524
(Shalesh Kumar)
Shalesh Kumar
Chief Financial Officer
PAN: B0CP54666F

(Sachit Kanwar)
Sachit Kanwar
Managing Director
DIN: 02132124
(Chanchal Gupta)
Chanchal Gupta
Company Secretary
PAN: A0FP68658F

DIN: 00024492
Directors

VKP
RCR
PCK
JS

Xlerate Driveline India Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

	For the year ended on	
	March 31, 2016	March 31, 2015
	(Rs. In Lacs)	(Rs. In Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after tax and extraordinary items	(131.81)	(219.93)
Adjustments for:		
Deferred Tax Liability/(Asset)	(2.63)	7.49
Depreciation Expense	69.55	51.06
Loss By Fire	57.00	-
Insurance Claim	(57.00)	-
Profit on Sale of Assets	(0.03)	(0.06)
Finance costs	71.20	66.48
Interest Income	(1.69)	(1.80)
Operating profit before working capital changes	4.59	(96.76)
<u>Changes in working capital</u>		
Adjustments for (increase)/decrease in operating assets:		
Inventories	(8.47)	50.32
Trade receivables	(137.72)	(12.75)
Long Term Loans and advances	(4.60)	-
Short term loans and advances	22.51	7.04
Other Current Assets	(57.62)	0.03
Adjustments for increase/(decrease) in operating liabilities:		
Trade & other Payables	77.57	(16.73)
Other current liabilities	33.55	(46.68)
Short term provisions	35.68	31.07
Long Term provisions	1.09	1.26
Cash generated from operations before Extraordinary Items	(33.42)	(83.20)
Extraordinary Items		
- Loss by Fire	(57.00)	-
- Insurance Claim	57.00	-
Net Cash flow from operating activities (A)	(33.42)	(83.20)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including intangible assets, capital work in progress and capital advances	(31.85)	(51.24)
Interest income	1.69	1.80
Proceeds from Sale of Fixed Assets	17.87	0.60
Net Cash from/ (used) in investment activities (B)	(12.29)	(48.84)
C. CASH FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	425.00	-
Finance cost	(71.20)	(66.48)
Proceeds from long / short term borrowings	-	226.36
Repayments of Short / Long Term Borrowings	(306.53)	(29.64)
Net Cash (used) / from financing activities (C)	47.27	130.24
Net increase / (decrease) in cash and cash equivalents	1.56	(1.80)
Opening balance of Cash and cash equivalents	26.42	28.22
Closing balance of Cash and cash equivalents	27.98	26.42
<u>Reconciliation of Cash and cash equivalents with the balance sheet</u>		
Cash and Cash equivalents at the end of the year comprises		
- Cash on hand	1.01	0.22
- Balances with banks:		
(i) In current accounts	5.17	5.29
(ii) In deposit accounts (Balances held as margin money against BG)	21.80	20.91
	<u>27.98</u>	<u>26.42</u>

As per our report of even date attached

For B. R. Maheswari & Co.
Chartered Accountants

(Sanjay Nath)
Partner
Membership No.: 12700
Firm Reg. No.: 00100004

Place: New Delhi
Dated: 27/05/2016

Surinder P. Kanwar
Chairman
BIN: 00033524
Suresh Kumar
Chief Financial Officer
PAN: BOCPS4686F

Sachin Kanwar
Managing Director
BIN: 02133124
Chanchal Gupta
Company Secretary
PAN: ADFPG68658F

DIN: 00074639
DIN: 00035460
DIN: 00024492

RCR

PCR

Jydeed L
DIN: 00024905

JS

XLERATE DRIVELINE INDIA LIMITED

Notes Forming Part of the Financial Statements for the year ended 31 MARCH, 2016

Note 1: Significant Accounting Policies

Note 1.1 Basis of Accounting & Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"). The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Note 1.2 Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which results are known / materialised.

Note 1.3 Fixed Assets

Fixed Assets are stated at cost of acquisition or construction less accumulated depreciation. Cost is inclusive of duties, taxes (non adjustable), any directly and indirectly attributed cost of bringing the assets to its working condition for its intended use, including depreciation on the machines used for manufacturing of assets. Financing cost on borrowings for acquisition or construction of fixed assets, for the period upto the date of acquisition of fixed assets or when the assets are ready to put to use / the date of commencement of commercial production, is included in the cost of fixed assets.

Note 1.4 Depreciation

(A) Tangible Assets:

Depreciation on fixed assets has been provided on Straight Line Method (SLM) at the lives prescribed in part C of Schedule II of the Companies Act, 2013.

(B) Intangible Assets:

Intangible assets are amortised over a period of six years on the basis of technical report by experts.

Note 1.5 Inventories

Inventories are valued as follows:

a) Raw Material, Store & Spare Parts and Packing Material:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

b) Work-in-progress:

Work-in- Progress valued at weighted average cost. The Cost includes Direct Materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

c) Finished goods and stock-in-trade:

Valued at lower of cost and NRV. Finished goods cost includes cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

d) Waste / Scrap is valued at NRV:

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

Note 1.6 Revenue Recognition

Sales are accounted on the basis of actual dispatches when significant risks and rewards of ownership are passed on to the customers. Sales are net of sales tax/value added tax/trade discounts.

Interest income is recognised on time proportion basis taking into account the amount outstanding and applicable interest rate.

Duty Drawback (Export Incentive) is recognised when the goods are handed over to Customs for exports.



XLERATE DRIVELINE INDIA LIMITED

Notes Forming Part of the Financial Statements for the year ended 31 MARCH, 2016

Note 1.7 Taxation

Tax expense for the year comprising current tax and deferred tax, is made on the basis of the results of the year. In Accordance with Accounting Standard 22 Accounting for Taxes on Income, issued by the Institute of Chartered Accountants of India, the deferred tax for timing differences between the book and the tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date.

Note 1.8 Earnings Per Share

Earnings per share is calculated by dividing net profit/(loss) for the year attributable to equity shareholders by weighted average number of equity shares outstanding as at the end of financial year.

Note 1.9 Excise Duty

Excise duty is accounted on the basis of both, payments made in respect of goods cleared and also provision made for goods lying in bonded warehouses.

Note 1.10 Foreign Currency Transaction

All incomes or expenditure in foreign currency, are recorded at the rates of exchange prevailing on the dates when the relevant transaction take place. All foreign currency monetary items outstanding at the year end are translated at year end exchange rates.

All other exchange differences are recognised as income or as expenses in the period in which they arise.

Note 1.11 Employee Benefits

(A) Defined Contribution Plan:

The Company's contributions to the provident fund are charged to the statement of profit & loss.

(B) Defined Benefit Plan / Long Term Compensated Absences:

The Company's liability towards gratuity (Unfunded), terminal ex-gratia (Unfunded) and compensated absences (Unfunded) is determined on the basis of the year end actuarial valuation done by an independent actuary. The actuarial gains and losses determined by actuary are recognised immediately in the statement of profit & loss as on income or expense.

Note 1.12 Impairment of Assets

The carrying amount of assets are reviewed at each balance sheet date, if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

Note 1.13 Lease Rentals

Leases where significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases and lease rentals thereon are charged to the Statement of Profit and Loss as per the lease agreement.

Note 1.14 Borrowing Costs

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that take substantial period of time to get ready for intended use or sale. All other borrowing costs are charged to revenue.

Note 1.15 Contingent Liabilities and Provisions

The company recognizes provision when there is a present obligation of the enterprise arising from the past events, the settlement of which is expected to result in an outflow from the enterprise of resources embodying economic benefits which can be measured only by using a substantial degree of estimation.

The company recognizes contingent liabilities for disclosure in notes to accounts (if any) if the following conditions are fulfilled:

- A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company; or
- A present obligation that arises from past events but is not recognized because:
 - It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - A reliable estimate of the amount of the obligation cannot be made.



XLERATE DRIVELINE INDIA LIMITED

Note 2 : Share Capital

	Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
1	AUTHORIZED CAPITAL 1,55,00,000 Equity Shares of Rs. 10/- each (1,20,00,000 Equity Shares of Rs. 10/- each) 1,50,000 Preference Shares of Rs. 100/- each Non-Cumulative Redeemable or Non-Cumulative Convertible (Previous Year Nil)	1,550.00 150.00 1,700.00	1,200.00 - 1,200.00
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,48,77,038 Equity Shares of Rs. 10/- each fully paid up (1,18,77,038 Equity Shares of Rs. 10/- each fully paid up) 1,25,000, 10% Non-Cumulative Redeemable Preference Shares of Rs. 100/- each fully paid up (Previous Year Nil)	1,487.70 125.00 1,612.70	1,187.70 - 1,187.70
	Total	1,612.70	1,187.70

Note 2.1 : The reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the year is set out below:-

	Particulars	Equity Shares	
		Number	Amount ₹ (in Lacs)
	Shares outstanding at the beginning of the year	11,877,038	1,187.70
	Add: Shares Issued during the year	3,000,000	300.00
	Less: Shares bought back during the year	-	-
	Shares outstanding at the end of the year	14,877,038	1,487.70

Note 2.2 : The reconciliation of the number of preference shares and amount outstanding at the beginning and at the end of the year is set out below:-

	Particulars	Preference Shares	
		Number	Amount ₹ (in Lacs)
	Shares outstanding at the beginning of the year	-	-
	Add: Shares Issued during the year	125,000	125.00
	Less: Shares bought back during the year	-	-
	Shares outstanding at the end of the year	125,000	125.00

Note 2.3 : The details of Shareholders holding more than 5% shares for each class of shares

	Name of the Shareholder	As at 31.03.2016 As at (31.03.2015)	
		No. of Shares	% held
1	Equity Shares		
a	M/s. Raunaq EPC International Limited - Holding company (previously known as Raunaq International Limited)	14,877,038 (1,18,77,038)	100 (100)
2	10% Non-Cumulative Redeemable Preference Shares		
a	Gulab Merchandise Private Limited	70,000	56
		-	-
b	Ultra Consultants Private Limited	55,000	44
		-	-



XLERATE DRIVELINE INDIA LIMITED

Note 2.4 : Terms / Rights attached to Each Class of Shares

Particulars
Equity Shares The Company has only one class of Equity Shares having par value of Rs.10/- per share. Each holder of Equity Share is entitled to one vote per share.
10% Non-Cumulative Redeemable Preference Shares (NCRPS) The 10% NCRPS issued by the company shall be non-participating, carry a preferential right vis-a-vis the equity shares of the company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall be redeemable in tranches over a period of 20 years.

Note 2.5 : Aggregate no. of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars
The Company has issued 78,50,549 fully paid up equity shares during the Financial Year 2012-13, 12,26,419 fully paid up equity shares during the Financial Year 2013-14 of Rs 10 each for a consideration other than cash.

Note 3 : Reserves & Surplus

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Surplus in Statement of Profit & Loss		
Opening Balance	(574.04)	(354.11)
Add: Profit / (Loss) for the period	(131.81)	(219.93)
Closing Balance	(705.85)	(574.04)
Total	(705.85)	(574.04)

Note 4 : Long Term Borrowings

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Unsecured Loan from Related Party		
- From Company in which KMP / Relatives of KMP can exercise significant influence (Loan @ 10% P.A.)	-	125.00
- From Holding Company (Loan @ 10% P.A.)	-	150.00
- From Director [refer footnote (i)] (Loan @ 12% P.A.)	-	50.00
Total	-	325.00
Footnote (i): The Company has availed an interest bearing unsecured loan from Mr. Surinder P. Kanwar, Chairman & Director at a rate of interest of 12% per annum repayable on 9th March 2017		



XLERATE DRIVELINE INDIA LIMITED

Note 5 : Long Term Provisions

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Provision for Employee Benefits - Gratuity	3.10	2.01
Total	3.10	2.01

Note 6 : Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Components of Deferred Tax Balances		
Tax effect of items constituting Deferred Tax Liability		
On difference between book balance & tax balance of Fixed Assets		
Opening Balance	48.29	39.92
Add: Addition during the year	-	8.37
	48.29	48.29
Less: Deduction during the year	2.81	-
Closing Balance	45.48	48.29
Tax effect of items constituting Deferred Tax Assets		
Disallowances under Section 43B of the Income Tax Act 1961		
Opening Balance	2.12	1.24
Add: Addition during the year	-	0.88
	2.12	2.12
Less: Deduction during the year	0.18	-
Closing Balance	1.94	2.12
Total	43.54	46.17

Note 7 : Short Term Borrowings

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Loan repayable on demand		
- CC limit from OBC Bank [refer footnote (i)]	236.87	265.33
- NSIC RMA Account [refer footnote (ii)]	73.29	76.36
Current maturities of Long Term Borrowings		
- Loan from Director [refer footnote (iii)]	50.00	-
Total	360.16	341.69

Footnote:

(i) Secured by first charge by way of hypothecation of stocks of raw materials, stock-in-process, finished goods, stores & spares and Book-Debts/receivables and advance to suppliers.

(ii) Secured against Bank Guarantee issued by Oriental Bank of Commerce

(iii) The Company has availed an interest bearing unsecured loan from Mr. Surinder P. Kanwar, Chairman & Director at a rate of interest of 12% per annum repayable on 9th March 2017



XLERATE DRIVELINE INDIA LIMITED

Note 8 : Trade Payables

	Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
	Trade Payable		
	- Payable to Micro, Small & Medium Enterprises	-	-
	- Others	348.87	271.30
	Total	348.87	271.30

Note 9 : Other Current Liabilities

	Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
	Other Payables		
	- Statutory Dues	6.54	6.29
	- Payables on Purchase of Fixed Assets & CWIP	4.67	5.25
	- Customers credit balances	7.10	5.07
	- Security Deposit from Customers	25.26	25.26
	- Other Payables	182.91	151.06
	Total	226.48	192.93

Note 10 : Short-Term Provisions

	Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
	- Provision for Employee Benefits	6.90	4.70
	- Provision for Excise duty on Finished Goods	10.89	13.20
	- Provision for Turnover Discounts	65.59	44.44
	- Other Provisions	51.91	37.28
	Total	135.29	99.62



Xlerate Driveline India Limited

11. Fixed Assets

Sr. No	Particulars	Gross Block			Depreciation			Net Block	
		As at 01.04.2015	Additions during the year	Deduction during the year	As at 31.03.2016	Additions during the year	Deductions during the year	As at 31.03.2016	As at 31.03.2015
11a	Tangible Assets								
	1 Land	534.34	-	-	534.34	-	-	-	534.34
	2 Plant & Machinery	446.48	0.94	20.95	426.47	28.05	3.11	74.72	396.70
	3 Tools and Dies	132.46	17.15	-	149.61	28.36	-	52.64	108.18
	4 Electric Installation	17.25	1.95	-	19.20	1.87	-	4.41	14.71
	5 Air Conditioner	3.10	0.49	-	3.59	0.88	-	1.65	2.22
	6 Furnitures & Fixtures	51.00	8.51	-	59.51	5.44	-	13.08	43.36
	7 Computer	11.22	1.45	-	12.67	3.24	-	8.15	6.31
	8 Office Equipment	0.91	0.29	-	1.20	0.18	-	0.32	0.77
	Sub Total - Tangible Assets	1,196.76	30.78	20.95	1,206.59	67.91	3.11	154.97	1,106.59
11b	Intangible Assets								
	Softwares	10.34	-	-	10.34	1.64	-	3.66	8.32
	Sub Total - Intangible Assets	10.34	-	-	10.34	1.64	-	3.66	8.31
	Total [a + b] (Current Year)	1,207.10	30.78	20.95	1,216.93	69.55	3.11	158.63	1,114.90
	Depreciation Capitalised during the year					(0.71)			
11c	Total (Current Year)	1,207.10	30.78	20.95	1,216.93	68.84	3.11	158.63	1,114.90
	(Previous Year)	1,153.98	53.72	0.60	1,207.10	48.42	0.06	1,114.92	1,112.79
11d	Capital Work-in-progress								
	Tool Room								19.52
	Sub Total - Capital work-in-progress								19.52
	Grand Total [c + d]							1,078.89	1,134.42



XLERATE DRIVELINE INDIA LIMITED

Note 12 : Long Term Loans and Advances

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
- Security Deposits	10.75	8.15
- Capital Advances	2.00	-
Total	12.75	8.15

Note 13 : Inventories

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
- Raw Material & Components	81.59	77.25
- Work-in-Progress	64.45	46.38
- Finished Goods	80.43	97.61
- Stores Consumables	6.32	3.09
Total	232.79	224.33

Note 14 : Trade Receivables

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
Unsecured, Considered Good :		
- Outstanding for less than six months	571.74	436.14
- Outstanding for more than six months	7.31	5.19
Total	579.05	441.33

Note 15 : Cash & Cash Equivalents

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
1 Cash-in-Hand		
- Cash Balance	1.01	0.22
Sub Total (A)	1.01	0.22
2 Balances with Banks		
-In Current Accounts	5.17	5.29
-In Deposit Accounts*	21.80	20.91
Sub Total (B)	26.97	26.20
Total [A + B]	27.98	26.42

* Fixed deposit of Rs. 21.80 Lacs (Previous Year Rs. 20.91 Lacs) pledged as margin money with bank.



Note 16 : Short Term Loans and Advances

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
- Supplier Advances (Unsecured, considered good)	2.47	2.41
- Other Advances (Unsecured, considered good)	1.84	9.68
- Prepaid Expenses (Unsecured, considered good)	1.53	1.49
- Balances with Government Authorities (Unsecured Considered good)		
(i) CENVAT credit receivable	11.51	2.64
(ii) Service Tax credit receivable	5.86	13.35
(iii) VAT Input credit receivable	9.75	26.29
(iv) Duty Drawback receivable	2.06	1.66
- Advance Income Tax / TDS	0.17	0.18
Total	35.19	57.70

Note 17 : Other Current Assets

Particulars	As at 31.03.2016 ₹ (in Lacs)	As at 31.03.2015 ₹ (in Lacs)
- Interest accrued on fixed deposits with banks	0.64	0.02
- Insurance claim receivable	57.00	-
Total	57.64	0.02



Xlerate Driveline India Limited

Note 18 : Revenue from Operations

Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
- Sale of products	2,542.24	2,037.50
- Other Operating revenues (Sale of Scrap)	29.01	22.77
	2,571.25	2,060.27
- Less:		
- Excise Duty	334.84	255.43
Total	2,236.41	1,804.84

Note 19 : Other Income

Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
- Interest Income on Fixed Deposits	1.68	1.79
- Interest Received Others	0.01	0.01
- Discount Received	0.09	-
- Foreign Exchange Fluctuation Gain	0.10	2.40
- Export Incentives	1.50	3.61
- Profit on Sale of Assets	0.03	0.06
Total	3.41	7.87

Note 20a : Cost of Material Consumed

Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
RAW MATERIAL CONSUMPTIONS		
Opening Stock	77.25	161.42
ADD:- Purchases	1,447.64	1,219.60
	1,524.89	1,381.02
LESS:- Closing Stock	81.59	77.25
Total (a+b)	1,443.30	1,303.77

Note 20b : Changes in Inventories of finished Goods & work-in-progress

Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
1 Inventories (at the end of the year)		
Finished Goods	80.44	97.61
Work-in-progress	64.45	46.38
	144.89	143.99
2 Inventories (at the beginning of the year)		
Finished Goods	97.61	107.23
Work-in-progress	46.38	-
	143.99	107.23
Total	(0.90)	(36.76)



Xlerate Driveline India Limited

Note 21 : Employee Benefits Expense

	Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
1	Salary & Wages	168.14	148.78
2	Contribution to Provident & other Funds	5.80	5.59
3	Staff Welfare Expenses	5.70	4.62
	Total	179.64	158.99

Note 22 : Finance Costs

	Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
1	Interest Expenses on (i) Borrowings	71.20	66.48
2	Other borrowing costs (Bank & other financing charges)	5.47	9.53
	Total	76.67	76.01

Note 23 : Other Expenses

	Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
1	Consumption of Production & Other Consumables	91.91	84.16
2	Power, Fuel & Electricity Expenses	23.47	20.11
3	Job Work Expenses	80.64	67.16
4	Freight & other charges	72.95	65.88
5	Repair & Maintenance Expenses	32.56	21.22
6	Professional charges	19.81	14.11
7	Printing & Stationery	5.44	2.97
8	Postage, Telegram, Telephone & Telefax Expenses	0.82	0.97
9	Insurance Expenses	2.21	2.55
10	Advertisement, Marketing, Selling & Distribution Expenses	153.33	113.97
11	Rent Expenses	26.72	22.38
12	Car Hire Expenses	3.80	3.60
13	Security Service Charge	7.02	5.99
14	Travelling, Conveyance, Boarding & Lodging Expenses	5.63	3.60
15	Rates & Taxes	0.07	0.02
16	Humsafar Scheme Expenses	12.82	-
17	Warranty Claim Expenses	50.21	41.70
18	Miscellaneous Expenses	15.82	2.86
19	Payment to Auditors (refer footnote (i) below)	1.48	1.47
	Total	606.71	474.72

Footnote (i)

	Particulars	For the Period Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
	Payment to Auditors		
	- For Statutory Audit	0.60	0.60
	- For Tax audit	0.20	0.20
	- For Limited Review	0.60	0.60
	- For Re-imbursement of Expenses	0.08	0.07
	Total	1.48	1.47



XLERATE DRIVELINE INDIA LIMITED

Note 24 : Additional Information to the Financial Statements

Note 24.1 : Earnings in foreign exchange

Particulars	For the Year Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
- Export of goods calculated on FOB basis	113.96	103.79
- Foreign Exchange Fluctuation Gain	(0.11)	2.69

Note 24.2 : Value of Imports calculated on CIF basis

Particulars	For the Year Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
- Raw Material	59.81	49.69

Note 24.3 : Imported and Indigenous Raw Material, components and spare parts consumed

Particulars	For the Year Ended 31st March, 2016 (31st March, 2015)	
	(in Lacs)	%
Raw Material		
- Imported	77.54 (37.62)	5.37 (2.89)
- Indigenous	1,365.76 (1,266.15)	94.63 (97.11)
Other Consumables		
- Indigenous	91.91 (84.16)	100.00 (100.00)

Note 24.4 : Lease Rental

In accordance with the Accounting Standard on 'Leases' (AS 19), notified by the Companies (Accounting Standards) Rules, 2006, the following disclosures in respect of Operating Lease are made :

The Company has acquired properties under cancellable operating lease agreements for a period of 20 years. Details of total minimum lease payments for the current year (included under Rent) & the future minimum lease payments in respect of properties taken under cancellable operating lease agreements are as follows:

Particulars	For the Year Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
Minimum Lease payments recognised in the statement of profit and loss for the year	26.72	22.38
Future minimum lease payments:		
- Not later than one year	28.29	26.84
- Later than one year but not later than 5 years	124.23	119.98
- More than 5 years	516.32	526.53

Note 24.5 : Capitalization of Expenditure

During the year the Company has capitalized the following expenses of revenue nature to the cost of fixed assets. Consequently, expenses disclosed under the respective notes are net of amount capitalized by the company.

Particulars	For the Year Ended 31st March, 2016 ₹ (in Lacs)	For the Year Ended 31st March, 2015 ₹ (in Lacs)
Salary, Wages & Contribution to Funds	3.75	10.11
Power & Fuel	0.87	1.94
Rent & Car Hire Expenses	0.13	2.22
Repair & maintenance	1.55	1.41
Insurance	0.21	0.06
Depreciation	0.71	2.64
Consumables	1.43	5.59
Job-work & Processing Charges	1.22	1.98
Cost of Material	6.80	21.43



XLERATE DRIVELINE INDIA LIMITED

Note 25 : Disclosure under Accounting Standards

Note 25.1: Employee Benefits:

Defined Contribution Plan:

The Company's contributions to the provident fund are charged to the profit and loss statement.

Defined Benefit Plan / Long Term Compensated Absences:

The Company's liability towards Gratuity (Unfunded) and compensated absences is determined on the basis of the year end actuarial valuation done by an independent actuary. The actuarial gains and losses determined by the actuary are recognized immediately in the profit and loss statement as an income or expense.

Details of employees benefits as required by the Accounting Standards-15 "Employee Benefits" are as follows: -

Note 25.1a: Defined Contribution Plans:

During the year, the company has recognised the following amounts in the profit & loss statement:

	Particulars	as at 31.03.2016 ₹ (in Lacs)	as at 31.03.2015 ₹ (in Lacs)
	- Contribution to Provident Fund & Family Pension Fund	5.14	4.89

Note 25.1b: Defined Benefit Plans:

Gratuity (Un-Funded)

The Company has an obligation towards gratuity, an un-funded defined benefits retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment, of an amount calculated in accordance with the provisions of the payment of Gratuity Act, 1972.

	Particulars	Gratuity Un-Funded	
		as at 31.03.2016 ₹ (in Lacs)	as at 31.03.2015 ₹ (in Lacs)
	Expense recognised in the Statement of Profit & Loss		
	Current service cost	1.15	1.03
	Interest Cost	0.16	0.06
	Expected return on Plan Assets	-	-
	Past Service Cost	-	-
	Actuarial Losses/(Gains)	(0.21)	0.17
	Total expenses recognised in the Profit & Loss Account	1.09	1.26

	Particulars	2015-16 ₹ (in Lacs)	2014-15 ₹ (in Lacs)
	Net asset/(liability) recognised in the Balance Sheet		
	Present Value of Defined Benefits Obligation	3.10	2.01
	Fair value of Plan Assets		
	Funded Status [Surplus/(Deficit)]	(3.10)	(2.01)
	(Net asset) / Liability recognised in the Balance Sheet	3.10	2.01

	Particulars	2015-16 ₹ (in Lacs)	2014-15 ₹ (in Lacs)
	Change in Defined Benefit Obligation during the year		
	Present value of Defined Benefit Obligation as at the beginning of the year	2.01	0.74
	Current Service Cost	1.15	1.03
	Interest Cost	0.16	0.06
	Actuarial Losses /(Gains)	(0.21)	0.17
	Benefits paid	-	-
	Present value of Defined Benefits Obligation as at the end of the year	3.10	2.01



XLERATE DRIVELINE INDIA LIMITED

	Particulars	Gratuity Un-Funded	
		2015-16	2014-15
	<u>Actuarial Assumptions</u>		
1	Economic		
	Discount Rate	8.00%	9.00%
	Salary escalation Rate	5.00%	5.00%
2	Demographic		
	Withdrawal rate (Per Annum)	2.00%	2.00%
	Retirement Age	58 Years	58 Years
	Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate

Note 25.1c: Earned Leave & Compensated Absences

	Particulars	Earned Leave & Compensated Absences	
		as at 31.03.2016 ₹ (in Lacs)	as at 31.03.2015 ₹ (in Lacs)
	Expense recognised in the Statement of Profit & Loss		
	Current service cost	1.32	1.54
	Interest Cost	0.24	0.10
	Expected return on Plan Assets	-	-
	Past Service Cost	-	-
	Actuarial Losses/(Gains)	2.24	0.02
	Total expenses recognised in the Profit & Loss Account	3.80	1.66

	Particulars	2015-16 ₹ (in Lacs)	2014-15 ₹ (in Lacs)
	Net asset/(liability) recognised in the Balance Sheet		
	Present Value of Defined Benefits Obligation	3.17	2.94
	Fair value of Plan Assets	-	-
	Funded Status (Surplus/(Deficit))	(3.17)	(2.94)
	(Net asset) / Liability recognised in the Balance Sheet	3.17	2.94

	Particulars	2015-16 ₹ (in Lacs)	2014-15 ₹ (in Lacs)
	Change in Defined Benefit Obligation during the year		
	Present value of Defined Benefit Obligation as at the beginning of the year	2.94	1.28
	Current Service Cost	1.32	1.54
	Interest Cost	0.24	0.10
	Actuarial Losses /(Gains)	2.24	0.02
	Benefits paid	(3.58)	-
	Present value of Defined Benefits Obligation as at the end of the year	3.17	2.94

	Particulars	Earned Leave & Compensated Absences	
		2016-16	2014-15
	<u>Actuarial Assumptions</u>		
1	Economic		
	Discount Rate	8.00%	9.00%
	Salary escalation Rate	5.00%	5.00%
2	Demographic		
	Withdrawal rate (Per Annum)	2.00%	2.00%
	Retirement Age	58 Years	58 Years
	Mortality Table	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate



XLERATE DRIVELINE INDIA LIMITED

Note 25.2 : Segment Reporting

	Particulars
	Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17) issued by the Institute of Chartered Accountants of India, this Accounting Standard is not Applicable to the Company.

Note 25.3 : Related Party Transactions

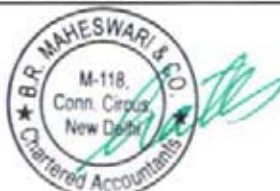
Notes 2019-20 Related Party Transactions		
	Particulars	
25.3a	Related Parties Disclosure in accordance with Accounting Standard (AS) 18 of the Institute of Chartered Accountants of India:	
	Name of Related Party	Relationship
(i)	Sh. Surinder P. Kanwar (SPK)	Key Management Personnel (KMP)
(ii)	Sh. Sachit Kanwar (SK)	
(iii)	Sh. Prabhat Chand Kothari (PCK)	
(iv)	Sh. Jagdeep Singh (JS)	

	Particulars
25.3b	Enterprises over which KMP is able to exercise significant influence:
(i)	Bharat Gears Limited (BGL)
(ii)	Raunaq EPC International Limited (REIL) (previously known as Raunaq International Limited)
(iii)	Vibrant Finance & Investment Pvt. Ltd. (VFIPL)
(iv)	Gulab Merchandise Pvt. Ltd. (GMPL)
(v)	Future Consultants Pvt. Ltd. (FCPL)
(vi)	Ultra Consultants Pvt. Ltd. (UCPL)
(vii)	Clip-lok Simpak (India) Pvt. Ltd. (CSIPL)
(viii)	Samreet Investment & Management Consultancy Pvt. Ltd. (SIMCPL)
	Note: Related parties are as identified by the Company.

	Particulars	2015-16 ₹ (in Lacs)	2014-15 ₹ (in Lacs)
25.3c	Details of related party transaction during the year:		
(i)	Interest on Loan (GMPL)	3.32	7.00
(ii)	Repayment of Unsecured Loan (GMPL)	70.00	-
(iii)	Interest on Loan (UCPL)	2.61	5.50
(iv)	Repayment of Unsecured Loan (UCPL)	55.00	-
(v)	Interest on Loan (SPK)	6.00	6.00
(vi)	Unsecured Loan (REIL)	50.00	150.00
(vii)	Interest on Loan (REIL)	9.28	6.01
(viii)	Repayment of Unsecured Loan (REIL)	200.00	-
(ix)	Personal Guarantee of (SPK and SK) offered to Oriental bank of commerce for Credit Limit availed	405.00	405.00
(x)	Purchase of Goods & Services (REIL)	-	8.57
(xi)	Reimbursement of expenses to (REIL)	0.58	0.88
(xii)	Corporate Guarantee of (REIL) offered for credit limits availed by company to Oriental Bank of Commerce	405.00	405.00
(xiii)	Issue of Share Capital (REIL)	300.00	-
(xiv)	Issue of Preference Share Capital (GMPL)	70.00	-
(xv)	Issue of Preference Share Capital (UCPL)	55.00	-
(xvi)	Marketing Services Fee (BGL)	121.53	105.84

	Particulars	as at 31.03.2016 ₹ (in Lacs)	as at 31.03.2015 ₹ (in Lacs)
25.3d	Balance outstanding as at the end of the year in respect of the transactions entered into during the Year with the related parties.		
	Amounts payable to:		
	- Mr. SPK	50.00	50.00
	- M/s. Gulab Merchandise Pvt. Ltd.	-	70.00
	- M/s. Ultra Consultants Pvt. Ltd.	-	55.00
	- M/s. Bharat Gears Ltd.	28.97	27.43
	- M/s. Raunaq EPC International Limited	-	13.92
	- M/s. Raunaq EPC International Limited (Loan)	-	150.00

	Particulars
25.3e	No amounts have been written off/provided for or written back during the year in respect of amount receivable from or payable to the related parties.



XLERATE DRIVELINE INDIA LIMITED

Note 25.4 : Earnings Per Share

	Particulars	For the Year Ended 31st March, 2016	For the Year Ended 31st March, 2015
(a)	<u>Basic and Diluted</u> Net Profit / (Loss) for the year attributable to the equity Shareholders (₹ In Lacs)	(131.81)	(219.93)
(b)	Weighted average number of equity shares (Nos.)		
	- Number of Equity Shares at the beginning of the year	11,877,038	11,877,038
	- Number of Equity Shares allotted during the year	3,000,000	-
	- Weighted average of Equity Shares allotted during the year	13,284,161	11,877,038
	- Weighted average for:		
	(i) Basic Earnings Per Share	13,284,161	11,877,038
	(ii) Diluted Earnings Per Share	13,284,161	11,877,038
(c)	Par value per share (In ₹)	10	10
(d)	Earnings Per Share (In ₹)		
	(i) Basic Earnings Per Share	(0.99)	(1.85)
	(ii) Diluted Earnings Per Share	(0.99)	(1.85)

Note 26 : Loss By Fire

Particulars
During the year there was a fire in manufacturing unit. Raw material worth Rs.50.02 Lacs was destroyed along with packing material worth Rs.6.98 Lacs The company has reduced the consumption of raw material and packing material totalling Rs 57 lacs and shown it as loss by fire. At the same time an amount of Rs 57 lacs has been shown as recoverable from Insurance Company.

Note 27 : Previous Year's Figures

Particulars
Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

For B. R. Maheswari & Co.
Chartered Accountants


(Sanjay Nath)
Partner

Membership No. : 82700
Firm Reg. No.: 001035N

Place: New Delhi

Dated: 27/05/2016

Surinder P. Kanwar
Chairman

DIN: 00033524

Shalish Kumar

Chief Financial Officer

PAN: BOCPS4686F

Sachit Kanwar
Managing Director

DIN: 02132124

Chanchal Gupta

Company Secretary

PAN: AOFPG8658F

DIN: 00076639

DIN: 00035460

DIN: 00024492

DIN: 00024405

VKP

RCR

PCK

JS