

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF HI-TECH WINDING SYSTEM LIMITED WILL BE HELD ON 30TH DAY OF SEPTEMBER, 2015 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and Balance sheet as at that date together with Directors Report and Auditors Report thereon.
- 2) To appoint a Director in place of Mr. Harshad Patel, Director who retires by rotation and being eligible offers himself for reappointment.
- 3) To consider and if thought it, to pass with or without modifications, the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 139 (2) and 142(1) of the Companies Act 2013 the retiring Auditors M/s. **GAURANG VORA & ASSOCIATES** Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office for a term of five years subject to ratification by members at every Annual General Meeting from the conclusion of this meeting until the conclusion of the next Annual General Meeting at such Remuneration as may be determined by the Board of Directors of the Company from time to time.”

DATE : 4TH SEPTEMBER, 2015
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

S/d
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 25.09.2015 TO 30.09.2015 (both days inclusive)

4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

DATE : 4TH SEPTEMBER, 2015
PLACE: AHMEDABAD

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26.09.2015 at 2.00 P.M. and ends on 29.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **HI-TECH WINDING SYSTEM LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Board's Report

To,
The Members of
HI-TECH WINDING SYSTEM LIMITED

Your Directors have pleasure in presenting the Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2015.

FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

Particulars	Standalone	
	2014-2015	2013-14
Gross Income	58.80	49.88
Profit Before Interest and Depreciation	1.25	1.16
Finance Charges	0.00	0.00
Gross Profit	1.25	1.16
Provision for Depreciation	0.00	0.00
Net Profit Before Tax	1.25	1.25
Provision for Tax	0.39	0.36
Net Profit After Tax	0.87	0.80

DIVIDEND

However with the view to conserve the resources of company the directors are not recommending any dividend.

AMOUNTS TRANSFERRED TO RESERVES

The Board of the company has decided to carry current year profit to its reserves.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. **(Annexure: 1)**

MEETINGS OF THE BOARD OF DIRECTORS

During the Financial Year 2014-15, the Company held 5 (five) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

S No.	Date of Meeting	Board Strength	No. of Directors Present
1.	30.06.2014	4	4
2.	04.09.2014	4	4
3.	15.07.2014	4	4
4.	31.12.2014	4	4
5.	31.03.2015	4	4

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (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.

AUDITORS and REPORT thereon

The Auditors, M/s Gaurang Vora & Associates, Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

Their Continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/Explanation. The Notes on financial statements are self-explanatory, and needs no further explanation.

Further the Auditors' Report for the financial year ended, 31st March, 2015 is annexed herewith for your Kind perusal and information.

LOANS, GUARANTEES AND INVESTMENTS

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of energy and Technology absorption

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

(B) Foreign exchange earnings and Outgo

There were no foreign exchange earnings and outgo during the year under review.

RISK MANAGEMENT

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

DIRECTORS and KMP

There has been no Change in the constitution of Board during the year.

DEPOSITS

The company has not accepted any deposits during the year.

CORPORATE SOCIAL RESPONSIBILITY

The company does not meet the criteria of Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitute Corporate Social Responsibility Committee.

RATIO OF REMUNERATION TO EACH DIRECTOR

The Company is not paying remuneration to any director.

ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

CORPORATE GOVERNANCE

Report on Corporate Governance along with the Certificate of the Auditors, M/s. Gaurang Vora & associate, confirming compliance of conditions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchanges forms part of the Board Report.

INDEPENDENT DIRECTORS AND DECLARATION

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

As per the section 178(1) of the Companies Act, 2013 the Company's Nomination and Remuneration Committee comprises of three Non-executive Directors. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Chandubhai Vaghela	Chairman	Non Executive Independent Director
Mr. Harshadkumar Patel	Member	Non Executive Independent Director
Mr. Hariprasad Khetan	Member	Executive Non Independent Director
Mrs. Usha Khetan	Member	Executive Non Independent Director

Terms of Reference

The Terms of Reference of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
4. Regularly review the Human Resource function of the Company
5. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time.
6. Make reports to the Board as appropriate.
7. Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time.
8. Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

REMUNERATION POLICY

Remuneration to Executive Directors:

The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.

Remuneration to Non Executive Directors:

The Non Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non Executive Directors are paid sitting fees for each meeting of the Board and Committee of Directors attended by them.

AUDIT COMMITTEE

According to Section 177 of the Companies Act, 2013 the company's Audit Committee comprised of Three directors. The board has accepted the recommendations of the Audit Committee. The table sets out the composition of the Committee:

Name of the Director	Position held in the Committee	Category of the Director
Mr. Harshadkumar Patel	Chairman	Non Executive Independent Director
Mr. Hariprasad Khetan	Member	Executive Director ,Non Independent Director
Mr. Chandubhai Vaghela	Member	Non Executive Independent Director
Mrs. Usha Khetan	Member	Executive Director ,Non Independent Director

COST AUDIT

Cost Audit is not applicable to the company.

VIGIL MECHANISM

As per Section 177(9) and (10) of the Companies Act, 2013, and as per the Clause 49 of the Listing Agreement, the company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/ Whistle Blower Policy to safeguard the interest of its stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company. The details of the Vigil Committee are annexed herewith for your kind perusal and information.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations.

ACKNOWLEDGEMENT

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and Workers of the Company.

**For & on behalf of the Board of
Directors**

**Date :04.09.2015
Place: AHMEDABAD**

**Sd/-
USHA KHETAN
DIN : 02041361**

**Sd/-
Hariprasad Khetan
DIN : 01228538**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Overall Review

The Growth rate has been on the upward trend as compared to the previous year with favorable market conditions which reflect the positive market.

2. Financial Review

During the year the company has continue its business activities and earned the profit of Rs. 86963/-

3. Risk and Concern

Bullish trend in Equity Markets, Commodities and Real estate will affect volume and profitability of Government Securities business. Changes in rate of Interest will affect Company's Profitability.

4. Internal Control System and their adequacy

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

5. Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

6. Financial Performance with Respect to Operation Performance

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind borrowing where ever possible.

7. Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

CEO CERTIFICATION

I Mr. Hariprasad Khetan, Director certify to the Board that:

(a) I have reviewed financial statements and the cash flow statement for the year ended on 31.03.2015 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee

(i) significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

FOR, HI-TECH WINDING SYSTEM LIMITED

 Sd/-
DIRECTOR

Independent Auditors' Report

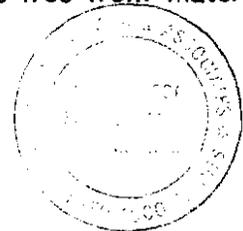
**TO THE MEMBERS OF,
HI-TECH WINDING SYSTEMS LIMITED,**

➤ **Report on the Financial Statements**

We have audited the accompanying financial statements of Hi-Tech Winding Systems Limited, which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

➤ **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



➤ **Auditor's Responsibility**

(1) Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

(2) 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.

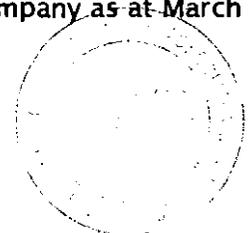
(3) An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

(4) 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;

1. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;



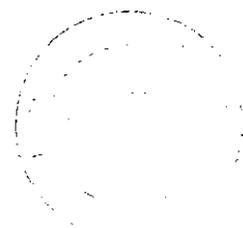
2. In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
3. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

➤ **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters Specified in Paragraph 3 and 4 of the Order.

As required by section 143(3) of the Act, we report that:

- we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books ~~{and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.}~~
- ~~[The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt by us in preparing this report.]~~
 - d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account. ~~{And the returns received from the branches not visited by us.}~~
 - e) 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.



- ~~o f) The going concern matter described in sub paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.~~
- o g) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- o h) In our Opinion and to the best of our information and according to the explanation given to us, we report as under with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rule 2014 :
1. The company does not have any pending litigations which would impact its financial statement.
 2. The company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 3. There has not been an occasion in case of the company during the year under report to transfer any sums to the Investors Education and Protection Fund. The question of delay in transferring such sums does not arise.

For, Gaurang Vora & Associates
Chartered Accountants

(Gaurang Vora)
Proprietor
M. No. 039526
FRN No. 103110w

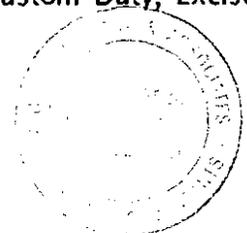
Date : 29.05.2015
Place : Ahmedabad.

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of HI-TECH WINDING SYSTEMS LIMITED for the year ended 31st March, 2015.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) There is no Fixed Assets, Hence Not Applicable.
(b) N.A.
2. (a) There is No Inventory at the end of the Year, hence Not Applicable.
(b) N.A.
(c) N.A.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act. Thus sub clauses (a) & (b) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. In our opinion and according to the information and explanations given to us company hasn't accepted any deposits, from the directives issued by the Reserve Bank of India and as per the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 148 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise



Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2015 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
- (c) In our opinion company has transferred the amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
8. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
11. In our opinion Terms Loans were applied for the purpose for which loans were obtained
12. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

for, *Gaurang Vora* & Associates
Chartered Accountants

(Gaurang Vora)

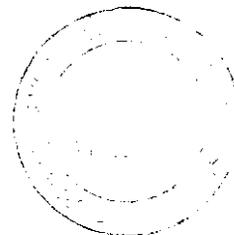
Proprietor

M.No. 39526

FRN No. :

Place : Ahmedabad

Date : 29th May, 2015



HI-TECH WINDING SYSTEM LIMITED

Balance Sheet as at 31st March, 2015

(Rs.)

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	41,079,000	41,079,000
(b) Reserves and Surplus	2	(9,674,196)	(9,761,159)
(c) Money received against share warrants		NIL	NIL
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		NIL	NIL
(b) Deferred tax liabilities (Net)		NIL	NIL
(c) Other Long term liabilities		NIL	NIL
(d) Long term provisions		NIL	NIL
(4) Current Liabilities			
(a) Short-term borrowings		NIL	NIL
(b) Trade payables	3	38,045	32,784
(c) Other current liabilities		NIL	NIL
(d) Short-term provisions	4	68,888	65,767
Total		31,511,737	31,416,392
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Intangible assets		NIL	NIL
(iii) Capital work-in-progress		NIL	NIL
(iv) Intangible assets under development		NIL	NIL
(b) Non-current investments		2,794,110	2,794,110
(c) Deferred tax assets (net)		NIL	NIL
(d) Long term loans and advances		5,055,000	5,055,000
(e) Other non-current assets	5	854,558	1,139,411
(2) Current assets			
(a) Current investments		NIL	NIL
(b) Inventories		-	5,176,520
(c) Trade receivables	6	951,722	207,584
(d) Cash and cash equivalents	7	325,554	316,032
(e) Short-term loans and advances	8	21,530,793	16,727,735
(f) Other current assets		NIL	NIL
Total		31,511,737	31,416,392

As Per Our Separate Report Of Even Date Attached Herewith

For Gaurang Vora & Associates
Chartered Accountants

For HI-TECH WINDING SYSTEM LIMITED

(Gaurang Vora)
Proprietor
Membership No. 39526

(Signature)

(Signature)

Director

Director

Place : Ahmedabad
Date : 29th May, 2015



HI-TECH WINDING SYSTEM LIMITED

Profit and Loss statement for the year ended 31st March, 2015

(Rs.)

Particulars	Note No	For the Year end 31.03.2015	For the Year end 31.03.2014
I. Revenue from operations		5,879,702	4,987,514
II. Other Income		-	-
III. Total Revenue (I +II)		5,879,702	4,987,514
IV. Expenses:			
Cost of materials consumed	9	5,176,520	4,421,094
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		NIL	NIL
Employee benefit expense		NIL	NIL
Financial costs		NIL	NIL
Depreciation and amortization expense		-	-
Other expenses	10	577,331	450,669
Total Expenses		5,753,851	4,871,763
V. Profit before exceptional and extraordinary items and tax	(III - IV)	125,851	115,751
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		125,851	115,751
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)	(VII-VIII)	125,851	115,751
X. Tax expense:			
(1) Current tax		38,888	35,767
(2) Deferred tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX - X)	86,963	79,984
XII. Previous Year Opening Bal.		(9,836,711)	(9,916,695)
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations	(XII - XIII)	(9,836,711)	(9,916,695)
XV. Profit/(Loss) for the period	(XI + XIV)	(9,749,748)	(9,836,711)
XVI. Earning per equity share:			
(1) Basic			
(2) Diluted			

As Per Our Separate Report Of Even Date Attached Herewith

For Gaurang Vora & Associates
Chartered Accountants

(Gaurang Vora)
Proprietor
Membership No. 39526

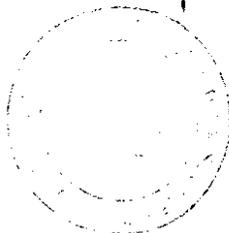
Place : Ahmedabad
Date : 29th May, 2015

For HI-TECH WINDING SYSTEM LIMITED

Director

Director

Place : Ahmedabad
Date : 29th May, 2015



Note : 1 SHARE CAPITAL

	As at March 31, 2015	As at March 31, 2014
Authorised		
i) 60,00,000=00 equity shares of Rs. 10 Each	60,000,000	60,000,000
Issued, Subscribed and fully paid up		
i) 48,57,900 equity shares of Rs. 10 Each.	48,579,000	48,579,000
Call in Arrears 1000000/- Shares @ 7.50/-	7,500,000	7,500,000
Total	41,079,000	41,079,000

Note : 2 Reserves & Surplus

Profit and Loss and during the year and Reserves & Surplus
Consist of the following

	As at March 31, 2015	As at March 31, 2014
a) Opening Balance	(9,936,711)	(9,916,695)
Add : During the Year	86,988	79,984
Revaluation Reserve	75,552	75,552
Closing Balance	(9,674,196)	(9,761,159)
Total		

Obligation under finance lease are secured against fixed assets obtained under
finance lease arrangements.

Note : 3 Trade Payables

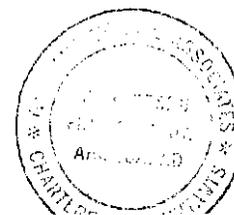
Trade Payables Consists of Followings

	As at March 31, 2015	As at March 31, 2014
a) Sundry Creditors	38,045	32,784
Total	38,045	32,784

Note : 4 SHORT - TERM PROVISIONS

Short Term Provisions Consists of Followings

	As at March 31, 2015	As at March 31, 2014
a) Provision for Expenses	30,000	30,000
b) Income Tax Provision	38,888	35,767
Total	68,888	65,767



Note . : 5 OTHER NON CURRENT ASSETS

Misc. Exp. consist of Following

	As at March 31, 2015	As at March 31, 2014
A) Opening Balance	1,139,019	1,424,264
Less: W/O During The Year	284,853	284,853
Closing Balance	854,558	1,139,411

Note . : 6 TRADE RECEIVABLE

Sundry Debtors consist of Following

	As at March 31, 2015	As at March 31, 2014
Considered As Good		
a) Less than Six Months	951,722	207,584
b) More than Six Months		-
Total	951,722	207,584

Note . : 7 CASH AND BANK BALANCES

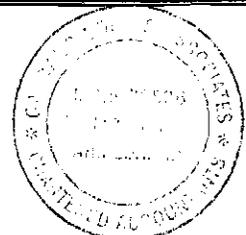
Cash & Bank Balances consist of Following

	As at March 31, 2015	As at March 31, 2014
A) Cash & Cash Equivalent		
Bank Balance with Banks		
i) In Current Accounts		
ii) Cash on Hand	325,554	316,032
Total	325,554	316,032

Note . : 8 SHORT - TERM LOANS AND ADVANCES (unsecured)

Short Term loans & Advances consist of Following

	As at March 31, 2015	As at March 31, 2014
A) Considered good		
i) Recoverable in cash or in kind or for which value to be received	21,296,280	16,493,222
ii) Deposites	234,513	234,513
Total	21,530,793	16,727,735

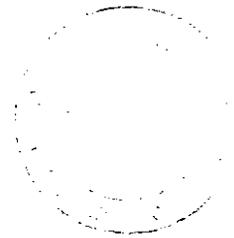


Note No. : 09**Cost Of Material Consumed**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Op. Stock	5,176,520	106,610
Add: Purchase during The Year	-	9,491,004
Total	5,176,520	9,597,614
Less: Closing Stock At The Year End	-	5,176,520
Material Consumed	5,176,520	4,421,094

Note No. : 10**Administrative Expenses**

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Audit Fees	20,000	10,000
Stationary Exp.	9,846	8,716
Misc. Office Expenses	51,778	46,546
Shared Issued Expenses Written off	-	-
Salary Expenses	184,000	78,000
Misc. Exp Written off @ 1/5	284,853	284,853
Conveyance Exp.	26,854	22,554
Total	577,331	450,669



M/s HI TECH WINDING SYSTEM LIMITED.

NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR
ENDED 31ST MARCH, 2015

Schedule –

Notes to Balance sheet and Profit & Loss Account

1. Significant Accounting Policies–

i) Basis of Accounting:

Financial Statements are prepared under historical cost convention on a accrual basis in accordance with the requirements of the Companies Act – 2013.

ii) Fixed Assets and Depreciation

a) There is no Fixed Assets.

i) INVENTORIES

There are no Inventories at the year end.

ii) CONTINGENT LIABILITIES

No provision is made for liabilities, which are contingent in nature but, if material the same is disclosed by way of notes to the accounts.

2. Deferred Tax

The figure of Differed Tax is minor, so no Provision made for Deferred Tax.



Deferred Tax Liability/Assets

On account of Depreciation on Fixed Asset Rs. Nil

3. None of the employees of the Company has crossed the Limits Prescribed u/s. 217 (2A) of the Companies (Particulars of Employees) Amendment Rules, 1988 during the year.

4. (a) Value of Import calculates on CIF basis

	Current year	Previous year
1. Raw Material	N.A.	(N.A.)
2. Components & Spare Parts	N.A.	(N.A.)
3. Capital Goods	N.A.	(N.A.)

(b) Expenditure in Foreign Currency Nil Nil

(c) Amount remitted in foreign currency Nil Nil
on account of dividend to Non Resident

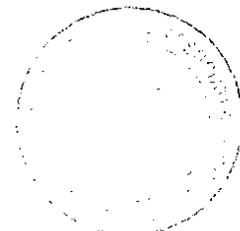
5. Auditors Remuneration

	As at 2014-2015	As at 2013-2014
a) Audit Fees	20,000=00	10,000 = 00

6. In the opinion of the Board, Current Assets, Loans and Advances have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business and are subject to confirmation.

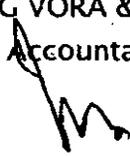
7. Additional Information under Schedule III of the Companies Act, 2013 :
Nil

8. Previous Year's figure have been re-grouped / rearranged wherever essential.



9. We relied on vouchers duly certified by the Assessee wherever original bills are not available during the test checked conducted in the course of our audit.
10. Cash on hand at the year end certified by the management. Moreover we are not physically Verified the Cash Balance as on 31-03-2015.

For GAURANG VORA & ASSOCIATES
Chartered Accountants


(GAURANG VORA)
Proprietor
M.No. : 39526

For & on behalf of the Board

Director


Director
Yash Khetan

Place : Ahmedabad
Date : 29th May, 2015

Place : Ahmedabad
Date : 29th May , 2015



HI-TECH WINDING SYSTEM LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015
PURSUANT TO CLAUSE 32 OF LISTING AGREEMENT

Particulars	[Rs. In Laks]	
	31-03-2015	31-03-2014
A. CASH FLOW FROM OPERATIONS ACTIVITIES		
Net profit / (Loss) before Tax & Extra ordinary Items	1.26	1.16
Adjustment for ;		
Depreciaton	0.00	0.00
Preliminary & Public Issue Exp. Written off	2.85	0.00
Operation Profit / Loss Before Working Capital Change	4.11	1.16
Adjustment for		
Long Term, Loans Raised	0.00	0.00
(Increase) / Decreased in current Assets	(3.71)	(0.52)
(Increase) / Decreased in current Liabilities	0.08	0.34
CASH FLOW FROM OPERAITON	0.48	0.98
Less: Taxes Paid	0.38	0.36
NET CASH FLOW FROM OPERAITON : (A)	0.10	0.62
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sales / (Purchase) of Fixed Assets	0.00	0.00
Sales / (Purchase) of Fixed Investment	0.00	0.00
NET CASH FLOW FROM INVESTING AVTIVITIES : (B)	0.00	0.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/ (Decrease) in share Capital	0.00	0.00
NET CASH FLOW FROM FINANCING AVTIVITIES : (C)	0.00	0.00
C. NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	0.10	0.62
Opening Cash & Cash Equivalents	3.16	2.54
Closing Cash & Cash Equivalents	3.26	3.16

As per our report of even date Annexed

For Gaurang Vora & Associates
Chartered Accountants

(Gaurang Vora)
Proprietor
Membership No. 39526

Place: Ahmedabad
Date: 29th May, 2015

For, HI-TECH WINDING SYSTEM LIMITED

Director

Director

Place: Ahmedabad
Date: 29th May, 2015

HI-TECH WINDING SYSTEMS LIMITED

REGISTERED OFFICE: 7 HARSIDDH CHAMBER 3RD FLOOR ASHRAM ROAD, AHMEDABAD,
GUJARAT – 380 014

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending.....

Full Name of the first Joint-holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting of the Company held on the 30th day of September, 2015 at 11:00 A.M. at 7 Harsiddh Chamber 3rd Floor Ashram Road, Ahmedabad, Gujarat – 380 014 and at any adjournment thereof.

Ledger Folio No.....

No. of Share held.....

.....
Member's/Proxy's Signature

(To be signed at the time of handling over the slip)

HI-TECH WINDING SYSTEMS LIMITED

REGISTERED OFFICE: 7 HARSIDDH CHAMBER 3RD FLOOR ASHRAM ROAD, AHMEDABAD,
GUJARAT – 380 014

PROXY

I/We.....of.....

..... in the district
of..... being a Member / Members

HI-TECH WINDING SYSTEMS LIMITED hereby appoint
..... of

.....in the district of..... or

..... failing him,.....
..... of

..... in the district of

..... as my /

our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company held on the 30th day of September, 2015 at 11:00 A.M. at 7 Harsiddh Chamber 3rd Floor Ashram Road, Ahmedabad, Gujarat – 380 014 and at any adjournment thereof.

Signed this day of2015.

Ledger Folio No.....

No. of Shares held.....

(Signature of Member)

Note :Proxy must be deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the meeting.