

AELIUS SEMICONDUCTORS PTE. LTD.
(Company Registration No: 201509289W)
(Incorporated in Singapore)

STATUTORY REPORTS AND FINANCIAL STATEMENTS
For the year ended 31 March 2017

SHAFIQ K & CO
PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS

AELIUS SEMICONDUCTORS PTE. LTD.
(Company Registration No. 201509289W)

**DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2017**

CONTENTS

	Page
Directors' Statement	1 - 2
Auditors' report	3 - 5
Balance sheet	6
Statement of comprehensive income	7
Statement of changes in equity	8
Cash flow statement	9
Notes to the financial statements	10 - 14

DIRECTORS' STATEMENT

The directors are pleased to present their statement to the members together with the audited financial statements of Aelius Semiconductors Pte. Ltd. (the company) for the financial year ended 31 March 2017.

1. OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the financial statements of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Cap. 50 (the "Act") and Singapore Financial Reporting Standard for Small Entities so as to give a true and fair view of the financial position of the Company as at 31 March 2017 and the financial performance, changes in equity and cash flows of the Company for the financial period ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. DIRECTORS

The directors of the company in office at the date of this statement are:-

Bhumireddy Malla Reddy
Buddharaju Lakshmi Narayana Raju
Mohan Perugupalli (Appointed on 10/5/2016)

3. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial period nor at any time during the financial period did there subsist any arrangement whose object is to enable the directors of the company to acquire benefits by means of the acquisitions of shares or debentures in the company or any other body corporate.

4. DIRECTORS' INTEREST IN SHARES AND DEBENTURES

None of the directors, who held office at the end of the financial period had, any interest in shares of the company and related corporations except as follows:

<u>Holding Company</u> <u>Astra Microwave Products Limited</u> <u>Name of Director</u>	<u>No. of Ordinary Shares</u>	
	<u>At 1.4.2016</u>	<u>At 31.3.2017</u>
Bhumireddy Malla Reddy	2,453,966	2,153,966

DIRECTORS' STATEMENT

5. OPTIONS

There were no options granted during the financial period to subscribe for unissued shares of the company.

No shares have been issued during the financial period by virtue of the exercise of options to take up unissued shares of the company.

There were no unissued shares of the company under option at the end of the financial period.

6. AUDITORS

Shafiq K & Co have expressed their willingness to accept reappointment as auditor.

On Behalf of Board of Directors

Bhumi Reddy
.....
BHUMIREDDY MALLA REDDY
DIRECTOR

B.L.N. Raju
.....
BUDDHARAJU LAKSHMI NARAYANA RAJU
DIRECTOR

Singapore, 28 April 2017

SHAFIQ K & CO

(Registration No. S98PF0632D)
PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS
141 MIDDLE ROAD, #06-07A GSM BUILDING, SINGAPORE 188976
TEL: 6336 1025 FAX: 6336 0650 EMAIL: shafiq@shafiqkco.com

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF AELIUS SEMICONDUCTORS PTE. LTD.

Report on The Audit of The Financial Statements

Opinion

We have audited the financial statements of Aelius Semiconductors Pte. Ltd. (the Company), which comprise the statement of financial position as at 31 March 2017, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and Financial Reporting Standards For Small Entities in Singapore (FRSs) so as to give a true and fair view of the financial position of the Company as at 31 March 2017 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the Directors' Statement.

Our opinion on the financial statements does not cover the Directors' Statement and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

SHAFIQ K & CO

PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS
141 MIDDLE ROAD, #06-07A GSM BUILDING, SINGAPORE 188976
TEL: 6336 1025 FAX: 6336 0650 EMAIL: shafiq@shafiqkco.com

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF AELIUS SEMICONDUCTORS PTE. LTD.

(Continue from Page 3)

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

SHAFIQ K & CO

PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS
141 MIDDLE ROAD, #06-07A GSM BUILDING, SINGAPORE 188976
TEL: 6336 1025 FAX: 6336 0650 EMAIL: shafiq@shafiqkco.com

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF AELIUS SEMICONDUCTORS PTE. LTD.

(Continue from Page 4)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.



SHAFIQ K & CO
Public Accountants and
Chartered Accountants

Singapore, 28 April 2017

AELIUS SEMICONDUCTORS PTE. LTD.
(Company Registration No. 201509289W)

BALANCE SHEET AS AT 31 MARCH 2017

	Note	-2017 S\$	-2016 S\$
ASSETS			
Non-current asset			
Plant and equipment	3	1,862	-
Current assets			
Inventory	4	59,650	-
Trade and other receivables	5	34,244	
Bank balance		300,566	188,240
		<u>394,460</u>	<u>188,240</u>
Total assets		<u>396,322</u>	<u>188,240</u>
LIABILITIES			
Current liabilities			
Trade and other payables	6	82,853	9,600
Total liabilities		<u>82,853</u>	<u>9,600</u>
Net assets		<u>313,469</u>	<u>178,640</u>
EQUITY			
Share capital	7	717,000	217,000
Accumulated losses		<u>(403,531)</u>	<u>(38,360)</u>
		<u>313,469</u>	<u>178,640</u>

The annexed notes form an integral part of these financial statements.

**STATEMENT OF COMPREHENSIVE INCOME
 FOR THE YEAR 31 MARCH 2017**

	Note	1.4.2016 to 31.3.2017 S\$	8.4.2015 to 31.3.2016 S\$
Revenue			
Sales		25,058	-
Less: Cost and expenses			
Purchases		99,400	-
Change in inventory		(59,650)	-
Office rental		43,890	-
Other expenses		7,655	1,075
Development costs		91,639	-
Legal and professional fees		29,086	18,690
Staff costs	8	147,063	18,000
Travelling expenses		31,146	595
		390,229	38,360
Loss before tax		(365,171)	(38,360)
Tax expense	9	-	-
Net loss		(365,171)	(38,360)

The annexed notes form an integral part of these financial statements.

AELIUS SEMICONDUCTORS PTE. LTD.
(Company Registration No. 201509289W)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Note	1.4.2016 to 31.3.2017 S\$	8.4.2015 to 31.3.2016 S\$
Share capital			
At th beginning		217,000	1,000
Issued	7	500,000	216,000
Balance at the end		<u>717,000</u>	<u>217,000</u>
Accumulated losses			
At the beginning		(38,360)	-
Net loss		(365,171)	(38,360)
At the end		<u>(403,531)</u>	<u>(38,360)</u>
Total		<u>313,469</u>	<u>178,640</u>

The annexed notes form an integral part of these financial statements

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

	1.4.2016 to 31.3.2017	8.4.2015 to 31.3.2016
	S\$	S\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before taxation	(365,171)	(38,360)
Operating cash flow before working capital changes		
Changes in working capital:		
Trade and other receivables	(34,244)	-
Inventory	(59,650)	-
Trade and other payables	73,253	9,600
Cash generated from/(used in) operations	<u>(385,812)</u>	<u>(28,760)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Plant and equipment - additions	<u>(1,862)</u>	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Issue of shares	500,000	217,000
Net cash inflow in financing activities	<u>500,000</u>	<u>217,000</u>
NET INCREASE IN BANK BALANCES	112,326	188,240
BANK BALANCE AT BEGINNING	188,240	-
BANK BALANCE AT END	<u><u>300,566</u></u>	<u><u>188,240</u></u>

The annexed notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS – 31 MARCH 2017

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1) GENERAL

The financial statements of AELIUS SEMICONDUCTORS PTE. LTD. for the financial year ended 31 March 2017 were authorised for issue in accordance with a resolution by written means of the directors on 28 April 2017.

The company is a private company limited by shares, domiciled and incorporated in Singapore. The address of the company's registered office is 141 Middle Road, #06-07A GSM Building, Singapore 188976.

The principal activities of the company are those of design and development of engineering products.

2) SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standard for Small Entities (SFRS). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain critical accounting estimates and assumptions.

b) Plant and equipment

Plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Depreciation is calculated on the straight line method over their estimated useful lives. The estimated useful lives have been taken as follows:

	<u>No. of years</u>
Computer	3

Fully depreciated assets are retained in the financial statements until they are no longer in use.

c) Foreign currencies

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the Company. The financial statements are presented in Singapore dollars, which is the functional currency of the Company.

NOTES TO THE FINANCIAL STATEMENTS – 31 MARCH 2017

(ii) Transactions and balances

Transactions in foreign currencies are measured and recorded in Singapore dollars, using the exchange rate in effect at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated into Singapore dollars at rates of exchange approximating those ruling at the balance sheet date. All exchange adjustments are recognised in the income statement.

d) Impairment of non-financial assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in income and expenditure statement for items of assets carried at cost. The recoverable amount is the higher of an asset's net selling price and value in use. The net selling price is the amount obtainable from the sale of an asset in an arm's length transaction. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit.

Reversal of an impairment loss recognized in prior years is recorded when there is an indication that the impairment loss recognized for an asset no longer exists or has decreased. The reversal is recorded in income statement or as a revaluation increase.

e) Employee benefits

Defined contribution plans

The company makes contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. These contributions are recognised as an expense in the period in which the related service is performed.

f) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of the allowance is the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the allowance is recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 2017

g) Trade and other payables

Trade and other payables are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

h) Income tax

Income tax for the financial year comprises current and deferred tax. Income tax is recognised in the income and expenditure statement except to the extent that it relates to items recognised directly in equity, in which such tax is recognised in equity.

Current taxation is provided based on the tax payable on the income for the financial year that is chargeable to tax.

Deferred income tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, carry forward of unused tax losses and tax credits can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date.

3) PLANT AND EQUIPMENT
Computer

	-2017-	-2016-
	S\$	S\$
Cost	1,862	-

NOTES TO THE FINANCIAL STATEMENTS – 31 MARCH 2017

4) INVENTORY

This consists of engineering materials.

5) TRADE AND OTHER RECEIVABLES

	-2017-	-2016-
	S\$	S\$
Trade debtor	880	-
Prepayments	22,084	-
Deposits	11,280	-
	<u>34,244</u>	<u>-</u>

6) TRADE AND OTHER PAYABLES

	-2017-	-2016-
	S\$	S\$
Trade creditors	70,164	-
Accruals	11,840	9,600
Deposit from customer	849	-
	<u>82,853</u>	<u>9,600</u>

7) SHARE CAPITAL

	-2017-	-2016-
	S\$	S\$
At the beginning	217,000	1,000
Issued	500,000	216,000
At the end - 71,700 ordinary shares	<u>717,000</u>	<u>217,000</u>

The company issued 50,000 (2016: 21,600) ordinary shares to provide for additional working capital.

The holders of the ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 2017

8) STAFF COSTS

	-2017-	-2016-
	S\$	S\$
Salaries	116,915	18,000
Employer's contribution to CPF	5,818	-
Staff accommodation	24,330	-
	<u>147,063</u>	<u>18,000</u>

9) INCOME TAX

Subject to agreement by the Comptroller of Income Tax, the company has estimated tax losses of \$343,000/- (2016: Nil) available for offsetting against future taxable income. The deferred tax benefit unrecorded is \$58,000/- (2016: Nil).

The realisation of the future income tax benefit from the tax loss and capital allowances carried forward is available for an unlimited future period subject to there being no substantial change in the shareholders as required by provisions of the Income Tax Act.

10) HOLDING COMPANY

The company's immediate and ultimate holding company is Astra Microwave Products Limited, a listed company incorporated in India with a 100% equity interest in the company.