

INDEPENDENT AUDITORS' REPORT**To the Members of EDCL – Arunachal Hydro Project Private Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **EDCL – Arunachal Hydro Project Private Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of 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 auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstance, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained 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, 2015, its losses and its 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, and according to the information and explanations given to us and also on the basis of such checks as we considered appropriate, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations as at the year end which would impact its financial position.
 - ii. The Company does not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses;



- iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Date: 28th May, 2015



For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.: 301051E

H.K. Verma
Partner
Membership No: 055104

EDCL - Arunachal Hydro Project Private Limited
Annexure referred to in our report of even date

- i) The Company has no fixed assets and accordingly, the provisions of clause 3 (i) of the order are not applicable to the company.
- ii) The Company has no inventory and accordingly, the provisions of clause 3 (ii) of the order are not applicable to the Company.
- iii) According to the information and explanations given to us, the Company has not granted any loans, secured and unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of Clause 3 (iii) of the Order are not applicable to the Company.
- iv) The Company has no purchase of inventories and fixed assets or any sale of goods and accordingly, the provisions of Clause 3 (iv) of the Order are not applicable to the Company.
- v) The Company has not accepted any deposits from the public and accordingly, the provisions of Section 73 to 76 or any other relevant provisions of the Act are not applicable.
- vi) Since the Company has not commenced its operations, the requirement for maintenance of cost records as prescribed by the Central Government under section 148(1) of the Act, is not applicable to the company.
- vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues of tax deducted at source and service tax. There are no undisputed amounts payable in respect of aforesaid dues for a period of more than six months from the date they become payable. Other statutory dues like Provident Fund, Investor Education & Protection Fund, Employee's State Insurance, Sales Tax, Income Tax, Wealth Tax, Customs Duty, Excise Duty, Value Added Tax, Cess, etc. are not applicable to the company during the year.

(b) According to the information and explanations given to us and read with para (a) there are no dues that have not been deposited with the appropriate authority on account of any disputes.

(c) According to the information and explanations given to us, there are no amounts due to be transferred to Investor Education and Protection Fund.
- viii) The Company has been registered for a period of less than five years .Accordingly the provisions of clause 3 (viii) of the order related to accumulated losses at the end of the year and cash losses in the financial year are not applicable to the Company.
- ix) The Company has no amounts due to financial institutions, debenture holders or bank. Accordingly the provisions of clause 3 (ix) of the order are not applicable to the Company.



- x) According to the information and explanations given to us the Company has not given any guarantee for loans taken by others from banks or financial institutions and as such the provisions of clause 3 (x) of the Order is not applicable to the Company.
- xi) The Company has not obtained any term loan and as such the provisions of clause 3 (xi) of the Order is not applicable to the Company.
- xii) During the course of our examinations of the books of accounts carried out in accordance with the generally accepted auditing practices in India, we have neither come across any incidence of fraud on or by the Company, nor have we been informed of any such case by the management.

Place: Kolkata
Date: 28th May, 2015



For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration No.:301051E

A handwritten signature in blue ink, appearing to read "H.K. Verma".

H.K.Verma
Partner
Membership No: 055104

EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED
Balance Sheet as at 31st March, 2015

Amount In ₹

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' Funds			
Share Capital	2	1,01,00,000	1,00,000
Reserves and Surplus	3	(3,52,893)	(2,90,939)
		97,47,108	(1,90,939)
Non-current Liabilities			
Long-term borrowings	4	10,00,000	1,04,00,000
Current Liabilities			
Trade payables	5	2,91,972	1,23,360
Other current liabilities	6	11,22,722	10,56,049
		14,14,694	11,79,409
Total		1,21,61,802	1,13,88,470
<u>Assets</u>			
Non-current assets			
Fixed assets			
- Capital work-in-progress	7	1,19,83,950	1,11,40,154
Current assets			
Cash and cash equivalents	8	1,77,851	2,48,316
Total		1,21,61,802	1,13,88,470
Significant Accounting Policies	1		
The accompanying notes(1-14) form an integral part of financial statements.			

As per our Report of even date
For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No. 301051E

For and on behalf of the Board of
Directors

H K Verma

H K Verma
Partner
M No. 55104



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Place : Kolkata
Dated : 28th May, 2015

Directors

EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED
Statement of Profit and Loss for the year ended 31st March, 2015

Amount In ₹

Particulars	Note No	Year ended 31st March 2015	Year ended 31st March 2014
Revenue :			
Revenue from operations		-	-
Other Income		-	-
Total Revenue		-	-
Expenses:			
Finance Cost	9	1,55,770	11,28,329
Other expenses	10	7,49,979	7,33,385
		9,05,749	18,61,714
Less : Expenditure transferred to Capital Work-in-Progress		8,43,796	18,18,692
Total Expenses		61,954	43,022
Profit/(Loss) before tax for the year		(61,954)	(43,022)
Tax expense:			
- Current tax		-	-
- Deferred tax		-	-
		-	-
Profit/(Loss) after tax for the year		(61,954)	(43,022)
Earnings per equity share of ₹ 10 each, fully paid up	13		
- Basic & Diluted		(1.04)	(4.30)
Significant Accounting Policies	1		
The accompanying notes(1-14) form an integral part of financial statements.			

As per our Report of even date
For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No. 301051E

H K Verma

H K Verma
Partner
M No. 55104

Place : Kolkata
Dated : 28th May, 2015



For and on behalf of the Board of
Directors

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Directors

EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Note 1

Significant Accounting Policies

A) Basis of preparation of financial statements

The accounts have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 2013 and accounting standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. Accounting policies unless specifically stated to be otherwise, are consistent and are in consonance with generally accepted accounting principles.

B) Use of Estimates

The preparation of financial statements require management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognized in the year in which the results become known/ materialize.

C) Borrowing Cost

Borrowing cost incurred in relation to the acquisition, construction of qualifying asset are capitalised as part of cost of such assets.

D) Expenditure during construction period

Expenditure related to and incurred during implementation of capital project is included under Capital Work-in-progress and the same is allocated to the respective Fixed Assets on completion of its construction / erection. Interest on borrowing costs related to qualifying asset is worked out on the basis of actual utilization of funds out of project specific loans and / or other borrowings to the extent identifiable with the qualifying asset and are capitalized with the cost of qualifying assets.

E) Leases

Lease rental payments for operating leases are recognised as an expense on straight- line basis over the lease term and paid / provided for as per terms of the agreement on an accrual basis.



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Particulars	As at 31st March 2015 ₹	As at 31st March 2014 ₹
Note 2		
SHARE CAPITAL		
Authorised		
11,00,000 (1,000,000) Equity shares of ₹ 10/- each	1,10,00,000	1,00,00,000
	1,10,00,000	1,00,00,000
Issued, Subscribed & Paid-up		
10,10,000 (10,000) Equity shares of ₹10/- each fully paid up	1,01,00,000	1,00,000
	1,01,00,000	1,00,000
Reconciliation of outstanding number of Equity shares		
Opening	10,000	10,000
Add : Issued during the year	10,00,000	-
Closing	10,10,000	10,000

Shareholders holding more than 5% Equity shares :-

- Energy Development Company Limited (Ultimate Holding Company)	10,000 (0.99 %)	10,000 (100 %)
- Arunachal Hydro Power Limited (Holding Company)	10,00,000 (99.01 %)	-

Rights, preferences and restrictions attaching to each classes of shares including restriction on the distribution of dividend and the repayment of capital :

a) The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of equity is entitled to one vote per share. The dividend, if any proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to the number of equity shares held by them.



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Particulars	As at 31st March 2015 ₹	As at 31st March 2014 ₹
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Note 3

RESERVES & SURPLUS

Surplus/(Deficit) in Statement of Profit & Loss

Opening	(2,90,939)	(2,47,917)
Add : Profit/(Loss) for the year transferred from Statement of Profit & Loss	(61,954)	(43,022)
Balance at the end of the year	<u>(3,52,893)</u>	<u>(2,90,939)</u>

Note 4

LONG TERM BORROWINGS

(Unsecured)

Loans and advances from related parties

Loan from Ultimate Holding Company (Refer Note 11)	10,00,000	10,00,000
Loan from other related parties (*)	-	94,00,000
	<u>10,00,000</u>	<u>1,04,00,000</u>

(*) Private company in which director is a director

Terms

These loans are repayable in the Financial Year 2016-17. Rate of Interest, wherever applicable, is 12%.



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Particulars	As at 31st March 2015 ₹	As at 31st March 2014 ₹
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Note 5

TRADE PAYABLES

For services

2,91,972	1,23,360
2,91,972	1,23,360

Note: The Company does not have any amount payable to vendors covered under the Micro, Small and Medium Enterprises Development Act, 2006.

Note 6

OTHER CURRENT LIABILITIES

Interest Payable

- Ultimate Holding Company (Refer Note 11)
- Other Related Parties (*)

1,40,193	51,663
9,63,832	9,63,832
11,04,025	10,15,495

Statutory Payables

18,697	40,554
11,22,722	10,56,049

(*) Private Company in which a director is a director.

Note 7

CAPITAL WORK-IN-PROGRESS

Capital Work -in-Progress

1,19,83,950	1,11,40,154
1,19,83,950	1,11,40,154

Capital work in progress includes pre-operative expenditure as given below :

	Amount In ₹	
Balance brought forward	45,54,722	27,36,030
Rent	6,00,000	6,00,000
Interest on Unsecured loans (*)	1,55,770	11,28,329
Rates & Taxes	87,300	75,613
Legal & Professional Charges	-	14,750
Miscellaneous Expenses	726	-
Balance carried forward	53,98,518	45,54,722

(*) [Includes ₹155,770/- (Previous year ₹ 57,403/-) paid to Ultimate holding company (Refer Note 11)]

Note 8

CASH AND CASH EQUIVALENTS

Balance with Banks

- on Current Accounts

1,77,851	2,48,316
1,77,851	2,48,316



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Particulars	Year ended 31st March 2015 ₹	Year ended 31st March 2014 ₹
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Note 9

FINANCE COST

Interest Expenses

- Ultimate Holding Company (Refer Note 11)
- Others

1,55,770	57,403
-	10,70,926
1,55,770	11,28,329

Note 10

OTHER EXPENSES

Payment to Auditors:

- As Audit Fees (excluding service tax)

Rates & Taxes

Rent Paid (Refer Note 12)

Miscellaneous Expenses

20,000	20,000
1,08,254	90,635
6,00,000	6,00,000
21,726	22,750
7,49,979	7,33,385



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Note 11

RELATED PARTY DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 18

Relationship	Name of the Party
a) Ultimate Holding Company	Energy Development Company Limited (Holding Company upto 13.03.2015)
b) Holding Company	Arunachal Hydro Power Limited (with effect from 14.03.2015)
c) Individuals having significant influence directly or indirectly (Promoter and their relatives)	Mr. Amar Singh
	Mrs. Pankaja Kumari Singh
d) Enterprises over which individuals mentioned in (c) above exercises significant influence	Startrack Vinimay Private Limited

The aggregate amount of transactions with the related parties as mentioned in (a) above is as below :

Particulars	2014-2015 (₹)	2013-2014 (₹)
Transactions during the year:		
i) Unsecured Loan received	6,00,000	10,00,000
ii) Unsecured Loan repaid	6,00,000	5,00,000
iii) Interest Expenses	1,55,770	57,403
iv) Expenses incurred by the party on behalf of the company	354	210
v) Expenses Reimbursed to the party	354	72,150
Payable as at the year end :		
i) Unsecured Loans	10,00,000	10,00,000
ii) Interest accrued and due (Payable)	1,40,193	51,663

The aggregate amount of transactions with the related parties as mentioned in (b) above is as below :

Particulars	2014-15 (₹)	2013-14 (₹)
Transactions during the year with holding co.		
Proceeds from issue of Equity Shares :		
Face Value of Equity Shares issued	1,00,00,000	-



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

The aggregate amount of transactions with the related parties as mentioned in (c) above is as below :

Particulars	2014-15 (₹)	2013-14 (₹)
Transaction during the year :		
<u>Sitting Fees</u>		
Mr. Amar Singh	1,000	-
Mrs. Pankaja Kumari Singh	1,000	-
Payable as at the year end :		
<u>Sundry Creditors</u>		
Mr. Amar Singh	900	-
Mrs. Pankaja Kumari Singh	900	-

The aggregate amount of transactions with the related parties as mentioned in (d) above is as below :

Particulars	2014-15 (₹)	2013-14 (₹)
Transactions during the year:		
i) Unsecured Loan received	-	7,00,000
ii) Unsecured Loan repaid	94,00,000	-
iii) Interest Expenses	-	10,70,926
Payable as at the year end :		
i) Unsecured Loans	-	94,00,000
ii) Interest accrued and due (Payable)	9,63,832	9,63,832

Notes :

i) In respect of above parties, there is no provision for doubtful debts as on 31st March,2015 and no amount has been written off or written back during the year in respect of debts due from/to them.

ii) The above Related Party information is as identified by the Management and relied upon by the auditors.



EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED

Note 12

OPERATING LEASE :

The company has taken a premise under cancellable operating leases. The lease term is upto 1 year and has the option of renewal on expiry of the lease period based on mutual agreement of both the parties. Rental expenses towards cancellable operating lease charged to statement of profit and loss amounts to ₹ 6,00,000 (Previous year ₹ 6,00,000) and has been disclosed as "Rent" in Note 10 of the financial statement.

Note 13

EARNING PER SHARE (EPS) :

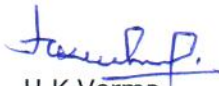
Particulars	2014-15 (₹)	2013-14 (₹)
Basic and Diluted Earnings per share has been computed as under:		
Profit/(Loss) after tax for the year	(61,954)	(43,022)
Weighted Average Number of Equity Shares issued (Nos.)	59,315	10,000
Basic and Diluted Earnings per Share (Face Value ₹ 10/- per share, fully paid up)	(1.04)	(4.30)

Note 14

COMPARATIVES

Previous year's figures have been re-grouped/rearranged wherever considered necessary .

As per our Report of even date
For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No. 301051E



H K Verma
Partner
M No. 55104



For and on behalf of the
Board of Directors





Directors

Place : Kolkata
Dated : 28th May, 2015

EDCL ARUNACHAL HYDRO PROJECT PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	31.03.2015		31.03.2014	
	AMOUNT(₹)	AMOUNT(₹)	AMOUNT(₹)	AMOUNT(₹)
A) Cash Flow From Operating Activities:				
Profit/ (Loss) before tax		(61,954)		(43,022)
Operating Profit before Working Capital Changes		(61,954)		(43,022)
Adjustments for :				
Increase/(Decrease) Trade and Other payables	2,35,285	2,35,285	1,54,364	1,54,364
Net Cash Flow from Operating Activities		1,73,332		1,11,342
B) Cash Flow from Investing Activities				
Capital Work in Progress	(8,43,796)	(8,43,796)	(18,18,692)	(18,18,692)
Net Cash Flow from Investing Activities		(8,43,796)		(18,18,692)
C) Cash Flow from Financing Activities				
Proceed from Issue of Equity Shares	1,00,00,000		-	
Proceeds from Long Term Borrowings received / (repayment)	(94,00,000)	6,00,000	12,00,000	12,00,000
Net Cash flow from Financing Activities		6,00,000		12,00,000
Net Increase/(Decrease) in Cash & Cash Equivalents		(70,464)		(5,07,350)
Cash and Cash equivalents at the beginning of the year		2,48,316		7,55,666
Cash and Cash equivalents at the end of the year		1,77,852		2,48,316
Significant Accounting Policies	1			

The accompanying notes(1-14) form an integral part of financial statements.

Notes :-

- 1) Cash Flow Statement is prepared by the indirect method as set out in Accounting Standard - 3 on Cash Flow Statement
- 2) Previous year's figures have been re-grouped/rearranged wherever considered necessary.

As per our Report of even date
For **Lodha & Co.**
Chartered Accountants
Firm's ICAI Registration No. 301051E

For and on behalf of the Board of Directors



H K Verma
Partner
M No. 55104







Directors

Place : Kolkata
Dated : 28th May, 2015