

J. C. BHALLA & CO.

CHARTERED ACCOUNTANTS

BRANCH OFFICE : B-5, SECTOR 6, NOIDA 201 301 (U.P.)

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INDEPENDENT AUDITOR'S REPORT

To the Members of Triveni Energy Systems Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Triveni Energy Systems 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 significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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



Auditor's 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 there under.

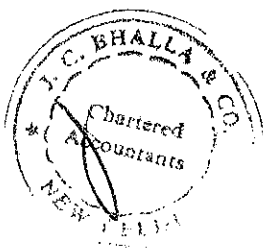
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, 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 this 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 31 March 2015 and its loss and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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 the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with in this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of written representations received from the directors as on March 31, 2015 and 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 which would impact its financial position;
- ii) the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For J.C. Bhalla and Co.
Chartered Accountants

FRN : 001111N


Sudhir Mallick

Partner

Membership No.80051

Place : Noida (U.P.)

Date : 15th Nov 2015



Annexure to Independent Auditor's Report

Referred to in paragraph 1 of the Independent Auditors' Report of even date under the heading "Report on Other Legal and Regulatory Requirements" to the members of Triveni Energy Systems Limited on the financial statements as of and for the year ended March 31, 2015.

We report that:

- (i) Since the Company does not have any fixed assets with it, hence the provisions of clause 3(i) of the Companies (Auditors' Report) Order, 2015 are not applicable to the Company.
- (ii) Since the Company does not have any inventories of finished goods, stores, spare parts & raw materials, hence the provisions of the Clause 3(ii) of the Companies (Auditors' Report) Order, 2015 are not applicable to the Company.
- (iii) The Company has not given any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Accordingly paragraphs 3(iii)(a) and 3(iii)(b) of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
- (iv) According to information given to us since the company has not purchased inventory and fixed assets and has not sold any goods and services during the year. Accordingly the provisions of clause 3(iv) of the Companies (Auditors' Report) order, 2015 are not applicable to the Company.
- (v) The Company has not accepted any deposits from the public under the provisions of Sections 73 to 76 of the Act or other relevant provisions of the Act and rules framed there under.
- (vi) As per information & explanations given to us, the Company is not required to maintain cost record under section 148(1) of the Companies Act, 2013. Accordingly, the provisions of Clause 3(vi) of the Companies (Auditors' Report) Order, 2015 are not applicable to the Company.



- (vii) (a) The Company has generally been regular in depositing, with appropriate authorities, undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues to the extent applicable to it. According to the information and explanations given to us no undisputed amounts payable in respect of aforesaid dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable
- (b) According to the information and explanation given to us there were no dues of income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax and cess, which have not been deposited on account of any dispute.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956(1 of 1956) and rules made thereunder.
- (viii) The company has accumulated losses as at March 31, 2015 which are not more than fifty percent of its net worth and it has incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.
- (ix) The company has not borrowed any amount from Financial Institutions, Banks or debenture holder, therefore, the question of default in repayment of the dues does not arise.
- (x) As per information given by the Company, it has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) No term loans are raised by the Company from banks or financial institutions, accordingly the provisions of clause 3(xi) of the Companies (Auditors' Report) Order, 2015 are not applicable to the Company.



(xii) Based on the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For J.C. Bhalla and Co.
Chartered Accountants
FRN : 001111N



Sudhir Mallick

Partner

Membership No.80051

Place : Noida (U.P.)

Date : 15th May 2015



TRIVENI ENERGY SYSTEMS LIMITED

Balance sheet as at 31st March, 2015

In ₹

PARTICULARS	Note No	31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share Capital	2	20,500,000	500,000
(b) Reserves and surplus	3	(502,250)	(460,304)
2. Non Current Liabilities			
(a) Long Term borrowings			
(a) Deferred tax liabilities (Net)			
(b) Other Long-term liabilities			
(d) Long-term provisions			
3. Current Liabilities			
(a) Short Term borrowings	4	100,000	
(b) Trade Payables			
(c) Other current liabilities	5	90,485	6,742
(d) Short-term provisions			
TOTAL		20,108,227	38,358
II. ASSETS			
1. Non-current assets			
(a) Fixed assets			
i) Tangible assets			
ii) Intangible assets			
iii) Capital work in progress			
iv) Intangible assets under development			
v) Fixed assets pertaining to discontinuing operations and held for sale			
(b) Non-current Investments			
(c) Long-term loans and advances	6	20,003,131	3,131
(d) Trade receivable			
(e) Other non-current assets			
2. Current assets			
(a) Trade receivables			
(b) Cash and bank balance	7	105,096	35,227
(c) Short-term Loans and advances			
(d) Other current assets			
TOTAL		20,108,227	38,358

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date

For and on behalf of
J.C Bhalla & Company
 Chartered Accountants
 FRN: 001111N

Sudhir Mallick
Sudhir Mallick
 PARTNER
 Membership No.80051

Place: Noida (U.P.)

Dated: 15/5/2015



K. Kataran
 K

DIRECTOR
 Lt Gen. K. K. Kataran (Retd)
 DIN 00090909

Atul Aggarwal
 DIRECTOR
 Atul Aggarwal
 DIN 06875769

TRIVENI ENERGY SYSTEMS LIMITED

Statement of Profit & Loss for the Year ended 31st March, 2015

PARTICULARS	Note No	IN ₹	
		31.03.2015	31.03.2014
Income:			
Revenue from operations (gross)			
Less : Excise Duty			
Other Income			
Total Revenue			
Expenses			
Other Expenses	8	111,231	17,864
Total		111,231	17,864
Earnings before interest, tax, depreciation and amortisation (EBITDA)		(111,231)	(17,864)
Depreciation and amortisation expenses			
Finance costs	9	2,643	
Profit / (Loss) before Extra ordinary Item & Tax		(113,874)	(17,864)
Extra Ordinary Item			
Profit / (Loss) before Tax		(113,874)	(17,864)
Tax Expenses			
- Current tax			
Profit / (loss) for the year from continuing operations		(113,874)	(17,864)
Net Profit / (loss) for the year		(113,874)	(17,864)
Earning per equity share of Rs.1/- each (Basic and diluted)		(0.14)	(0.04)

Summary of significant accounting policies

The accompanying notes are an Integral part of the financial statements.

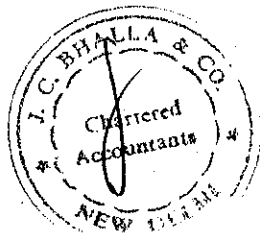
This is the Statement of Profit & Loss referred to in our report of even date

For and on behalf of
J.C Bhalla & Company
Chartered Accountants
FRN: 001111N

Sudhir Mallick
PARTNER
Membership No.80051

Place: Noida (U.P.)

Dated : 15/5/2015



K. K. Hazari

DIRECTOR
Lt. Gen. K. K. Hazari (Retd)
DIN 00090909

Atul
Director
Atul Aggarwal
DIN 00875768

1. Significant Accounting Policies & Notes to Accounts

Basis of Preparation

The financial statements of the Company have been prepared on accrual basis of accounting under the historical cost convention in accordance with generally accepted accounting principles in India. The financial statements comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) in accordance with section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to the Companies Act, 2013. In line with the normal operating cycle of the main product, i.e., manufacture and supply of turbine package, the Company has considered a period of 12 months for the purpose of determination of classification between current and non-current assets and liabilities.

(a) Preliminary Expenses are written off fully in the year of commencement of business.

(b) Taxes on Income

- i) Tax on income for the current year is determined on the basis of taxable income computed in accordance with the provisions of the Income Tax Act, 1961.
- ii) Deferred tax recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rate and laws enacted or substantially enacted as on the balance sheet date.
- iii) Deferred tax assets are recognized only to the extent that there is reasonable certainty that the assets can be realized in future, however, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain(as the case may be to be realized).

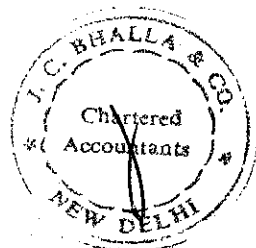
(c) Borrowing Costs

Borrowing cost that are attributable to the acquisition of qualifying assets are capitalized upto the period such assets are ready for its intended use and all other borrowing cost are charged to statement of Profit & Loss.

(d) Provisions, contingent liabilities and contingent assets

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- i) The company has a present obligation as a result of a past event.
- ii) A probable outflow of resources is expected to settle the obligation and
- iii) The amount of the obligation can be reliably estimated. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.



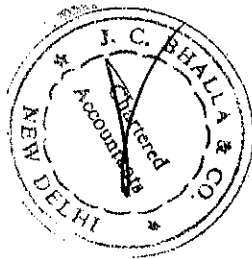
Contingent liability is disclosed in the case of

- i) a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- ii) a possible obligation, unless the probability of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed.

(f) Earnings per Share

Basic earnings per equity share is computed by dividing net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The diluted earnings per share is calculated on the same basis as basic earnings per share, after adjusting for the effect of potential dilutive equity shares.



TRIVANI ENERGY SYSTEMS LIMITED

Notes to Financial statements for the year ended 31st March, 2015

Particulars	Amount in ₹	
	31.03.2016	31.03.2014
2. Share Capital		
AUTHORISED		
50,000,000 Equity Shares of Re. 1/- each	50,000,000	50,000,000
	60,000,000	60,000,000
ISSUED, SUBSCRIBED & PAID UP		
2,05,00,000 (5,00,000) Equity Shares of Re. 1/- each fully paid up	20,500,000	500,000
		-
	20,500,000	500,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Amount in ₹

Equity Shares	As at 31.03.2016		As at 31.03.2014	
	No of shares	₹	No of shares	₹
Particulars				
At the beginning of the year	500,000	500,000	500,000	500,000
Issued during the year	20,000,000	20,000,000	-	-
Outstanding at the end of the year	20,500,000	20,500,000	500,000	500,000

b) Terms/rights attached to equity shares

The company has only one class of equity shares with a par value of Re.1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors 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 are entitled to receive the remaining assets of the Company, after meeting all liabilities and distribution of all preferential amounts, in proportion to their shareholding.



TRIVENTI ENERGY SYSTEMS LIMITED

Amount in ₹

c) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31.03.2015		As at 31.03.2014	
	No of shares	% holding	No of shares	% holding
Equity Shares of Re 1 each fully paid				
Triveni Engineering & Industries Limited (Holding Company)	20,500,000	100	500,000	100
	20,500,000	100	500,000	100

3. Reserve & Surplus

Particulars	₹	
	AS AT 31.03.2015	AS AT 31.03.2014
Surplus/(deficit) in the statement of profit and loss		
Balance as per last financial statements	(468,384)	(450,520)
Add: Amount transferred from statement of profit and loss	(113,874)	(17,864)
Closing Balance	(582,258)	(468,384)

4. Short-Term Borrowings

Particulars	Amount in ₹	
	31.03.2015	31.03.2014
Loan from related Parties		
- others#	100,000	
	100,000	

Represents payable to Bhudeva Projects Limited (Fellow Subsidiary)

Loan From Related Parties comprises of:

Secured	
Un-secured	100,000



TRIVENI ENERGY SYSTEMS LIMITED

Particulars	Amount in ₹	
	31.03.2015	31.03.2014
Statutory Dues	6,000	-
Other Payables	20,426	6,742
Service charges payable to Holding Company	61,416	-
Interest accrued but not due	2,643	-
	90,485	6,742

Particulars	Amount in ₹	
	31.03.2015	31.03.2014
Capital Advances (Related Party)*		
- Unsecured - considered good	20,000,000	-
Other Loans and Advances (Unsecured, Considered good)		
- Advance tax paid **	3,131	3,131
	20,003,131	3,131

* Represents due from Triveni Engineering & Industries Limited- Holding Company

** Net of Provision for tax Rs.9,703/- (Rs.9,703/-)



TRIVENI ENERGY SYSTEMS LIMITED

7. Cash and bank balance

Amount in ₹

Particulars	31.03.2015	31.03.2014
Cash and cash equivalent		
Cash on hand	1,310	1,310
Balance with bank	103,786	33,917
- in Current Account	105,096	35,227

8. Other Expenses

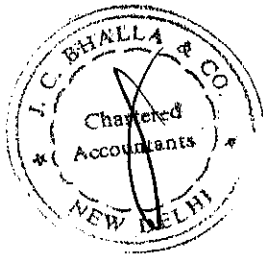
Amount in ₹

Particulars	31.03.2015	31.03.2014
Service Charges	67,416	-
Rates & Taxes	6,120	500
Legal & professional fees	25,879	10,612
Bank Charges	225	10
Printing & Stationery	355	-
Payment to Auditors		
-As Auditors	11,236	6,742
	111,231	17,864

9. Finance Costs

Amount in ₹

Particulars	31.03.2015	31.03.2014
Interest Expenses	2,643	-
	2,643	-



10. Outstanding Commitment for Capital Expenditure is ₹.9,052,000/- (P.Y. ₹ Nil) after adjusting advance of ₹.2,00,00,000/- (P.Y. ₹ Nil).

11. Pursuant to compliance of Accounting Standard (AS) 20 - Earning per Share, the relevant information is provided here below :

		31.3.2015 (₹)	31.3.2014 (₹)
1.	Net Profit/(Loss) after tax as per statement of Profit & Loss	(113,874)	(17,864)
2.	Weighted Average No. of Equity Shares of Rs.1/- outstanding during the year	8,28,767	5,00,000
	Earning per equity share of Rs.1/- each Basic and Diluted (1)/(2)	(0.14)	(0.04)

12. There are not items of timing difference requiring creation of deferred tax assets and deferred tax liabilities as per Accounting Standard (AS) 22-taxes on income notified by the Government of India.

13. Pursuant to compliance of Accounting Standard (AS) 18 - Related Party Disclosures, the relevant information is provided here below:-

a) Related party where control exists
Triveni Engineering & Industries Limited (TEIL)-Holding Company

Details of related party with whom transactions have taken place during the year:

- Holding Company
-Triveni Engineering & Industries Limited (TEIL).

- Fellow Subsidiary
Bhudeva Projects Limited (BPL)

Details of transactions with related party

S.No	Nature of transactions	Holding Company TEIL (₹)	Fellow Subsidiary BPL (₹)
1	Share Capital issued	2,00,00,000/- (-)	- (-)
2	Capital Advance given for purchase of Land	2,00,00,000/- (-)	- (-)
3	Service Charges	67,416/- (-)	- (-)
4	Loan Taken	- (-)	1,00,000/- (-)
5	Interest Expenses	-- (-)	2,643/- (-)
6.	Outstanding Balances Recoverable	2,00,00,000/- (-)	- (-)
7.	Outstanding Balances Payable	61,416/- (-)	1,02,643/- (-)

Figures in Brackets related to previous year.



14. Based on the intimation received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the relevant information is provided below:-

S.No.	Particulars	31.03.2015 (₹)	31.03.2014 (₹)
1	Amounts due to Micro and Small Enterprises as on Principal Amount Interest due on above	Nil Nil	Nil Nil
2	Principal amount paid after due date or appointed day during the year Interest paid during the year on above	Nil Nil	Nil Nil
3	Interest due & payable (but not paid) on principals amount paid during the year after the due date or appointed day.	Nil	Nil
4	Total interest accrued and remaining unpaid as on	Nil	Nil
5	Further interest in respect of defaults of earlier years due and Payable in current year upto the date when actually paid	Nil	Nil

FOR J.C.BHALLA & CO
CHARTERED ACCOUNTANTS
(ERN No. 001111N)

(SUDHIR MALLICK)
PARTNER
M.No.80051

Place : New Delhi
Date : 15/5/2015

K. K. Hazra

Director
Lt. Gen. K. K. Hazra (Retd.)
DIN 00090909



Atul Aggarwal
Director
Atul Aggarwal
DIN 00825769

TRIVENI ENERGY SYSTEMS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	31.03.15	31.03.14
Cash flow from operating activities		
Net Profit / (Loss) before tax and extraordinary items	(113,874)	(17,864)
Interest Expense	2,643	-
Operating loss before working capital changes	(111,231)	(17,864)
Add / Less : Working Capital adjustment		
Increase / (Decrease) in Current Liabilities	81,100	-
Cash flow From operating activities (A)	(30,131)	(17,864)
Cash flow from Investing activities		
Capital advance Given	(20,000,000)	-
Cash flow from Investing activities (B)	(20,000,000)	-
Cash flow from financing activities		
Proceeds from share capital issued	20,000,000	-
Unsecured loan from holding company	-	-
Unsecured loan from Fellow subsidiary company	100,000	-
Cash flow from Financing activities (C)	20,100,000	-
Net Increase/Decrease in Cash & Cash Equivalents (A+B+C)	69,869	(17,864)
Cash and cash equivalents at the beginning of the year	35,227	53,091
Cash and cash equivalent at the end of the year	105,096	35,227

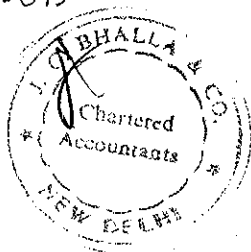
This is the Cash Flow Statement referred to in our report of even date

For and on behalf of
for J.C.BHALLA & COMPANY
CHARTERED ACCOUNTANTS
 FRN : 001111N

(Signature)
(SUDHIR MALLICK)
PARTNER
M.No.80051

Place : Noida (U.P.)

Date : 15/09/2015



(Signature)

DIRECTOR
 Lt Gen. K. K. Hazare (Retd)
 DIN 00090909

(Signature)
Director
 Atul Aggarwal
 DIN 06875769