

RattanIndia Infrastructure Limited

Annual Report  
**2016**



RattanIndia Infrastructure Limited

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# Corporate Information

**RattanIndia Infrastructure Limited** (Formerly known as Indiabulls Infrastructure and Power Limited)

## **Board of Directors**

Mr. Rajiv Rattan  
Mrs. Anjali Nashier  
Mr. Yashish Dahiya  
Mr. Debashis Gupta  
Mr. Narayanasany Jeevagan  
Mr. Sanjiv Chhikara

## **Company Secretary**

Mr. R K Agarwal

## **Chief Financial Officer**

Mr. Samir Taneja

## **Statutory Auditors**

Sharma Goel & Co. LLP  
Chartered Accountants,  
Y -59, Hauz Khas,  
New Delhi – 110 016

## **Secretarial Auditors**

S. Khandelwal & Co.  
Company Secretaries  
C-65, LGF, Malviya Nagar,  
New Delhi – 110017

## **Internal Auditor**

Mr. Amit Jain

## **Registrar and Transfer Agent**

Karvy Computershare Private Limited  
Karvy Selenium Tower-B, Plot No. 31 & 32, Financial District,  
Gachibowli, Nanakramguda, Serilingampally,  
Hyderabad – 500 032

## **Registered & Corporate Office**

5th Floor, Tower – B,  
Worldmark - 1, Aerocity,  
New Delhi – 110 037  
Website: [www.rattanindia.com/ril](http://www.rattanindia.com/ril)

## **Bankers**

HDFC Bank Limited  
Bank of India  
State Bank of India

## ECONOMIC OVERVIEW

The Indian economy has done well in 2015-16 as compared to previous year and has emerged as the fastest growing economy in the world. Inflation remained well within the comfort zone aided by low global crude oil and commodity prices. Economic growth is projected to remain strong, hovering around 7.5%. Private consumption will be boosted by expected large increases in public wages and declining inflation. Investment will pick up gradually as excess capacity fades, deleveraging continues for corporations and banks, and infrastructure projects mature. The investment climate in India is positive, and the Government is making all the efforts to take the economy in the right direction. With the softening of inflation coupled with macroeconomic and political stability, confidence is building in Indian economy and investors are hoping that a double-digit growth is not very far away. India's GDP is expected to grow by 7.7 per cent during fiscal year 2016-17. The growth rate is expected to be modest in the first half and is likely to accelerate in the second half once benefits of good monsoon and Seventh Pay Commission awards kick in. As per India Meteorological Department's (IMD) projection, the country is likely to witness above-normal rainfall this year after two consecutive years of drought. This is expected to augment agricultural output and propel growth in rural demand. The Finance Minister in the Union Budget 2016-17 has provided a record budgetary allocation of ₹ 2.21 lac crore for the infrastructure sector, and a considerable increase in the resource transfer to states for promoting inclusive growth and for strengthening fiscal federalism.



**Mr. Rajiv Rattan**  
*Chairman*

The successful implementation of structural initiatives identified by the Government towards improving the ease of doing business in the country by enhancing transparency, speeding up the approvals process, resolving policy issues by working in tandem with the States and fostering greater levels of value addition within the country would be critical to boost the performance of the Indian economy and realise its true potential.

## INDUSTRY OVERVIEW

Efficient and widespread infrastructure is pre requisite for country's economic growth. In recent years India is consistently increasing infrastructure spending. Indian government is also offering various incentives such as liberalization of FDI norms, tax holidays to mobilize resources from domestic as well as foreign sources. Currently India's infrastructure spending is 8% of GDP which is required to augment further to sustain economic growth. India's investments in infrastructure in past ten years has made it second fastest growing economy of the world after China. Infrastructure drives growth in an economy and is critical for the effective functioning of the economy. Growth in physical infrastructure has a direct impact on sustainability of overall growth and development of an economy. In recent years, India made significant progress in physical infrastructure such as electricity, railways, roads, ports, airports, irrigation, and urban and rural water supply and sanitation with the government's focus on infrastructure development and increased investments in the sector. Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. India is witnessing significant interest from international investors in the infrastructure space. The Government of India is taking every possible initiative to boost the infrastructure sector. The Government of India has projected very large investment requirements for providing infrastructure to specified norms and also supporting the growth process. They have also identified the need for introducing modern technologies to increase the speed and efficiency of developing this infrastructure. Therefore, the Government of India is actively striving towards stimulating construction activities in the country. The country, however, still faces significant infrastructural lacunae and requires additional investments. However given the huge demand for infrastructure development, accelerating savings and investment rates holds a key to revitalize the economy and achieve growth aspirations. With India's agenda to enhance infrastructure spending along with greater public private collaboration, both domestic and international investors are eying on this segment of Indian economy.

## BUSINESS OVERVIEW

During the year under review, the Company has earned non-operational income of ₹ 68,027,865 and the profit after tax was ₹ 6,154,752. Your Company is looking for consultancy options in generation, transmission and distribution of power. We understand the dynamics of these areas and our goal is to maintain effective relationships with stakeholders by using the extensive knowledge to benefit our clients.

# Management Discussion and Analysis (contd.)

**The Company's major investment is in RattanIndia Power Limited (RPL). Brief review of the Projects of RPL is as under:**

RPL is developing two coal based thermal power projects with an aggregate capacity of 5400 MW, being developed in two phases of 2700 MW each, in the State of Maharashtra viz. 2700 MW project in Nandgaonpeth of Amravati district and another 2700 MW in Sinnar of Nasik district.

## **Amravati Thermal Power Project - Phase-I (1350 MW):**

All five Units have successfully commissioned and are supplying Power to Maharashtra State Electricity Distribution Company Limited (MSEDCL). You would also be happy to note that Amravati Power Transmission Company Ltd (100% subsidiary of RattanIndia Power Limited and holding Transmission License) has successfully commissioned the 103.3 km long 400 KV transmission system for evacuation of power from Amravati Thermal Power Plant to Akola. The dedicated Railway Siding has also been made operational which is hauling coal directly to the Plant through Railway rakes.

## **Nashik Thermal Power Project - Phase-I (1350 MW):**

The project is in advance stage of construction; Unit 1 has already been successfully commissioned and Unit 2 is ready for commissioning. RattanIndia Nasik Power Ltd. has signed Fuel Supply Agreement (FSA) for this Project with Mahanadi Coalfields Limited (MCL) & South Eastern Coalfields Limited (SECL). Government of Maharashtra has approved purchase of 950 MW from Nasik Phase-I by MSEDCL and BEST. Maharashtra Electricity Regulatory Commission (MERC) has approved purchase of 650 MW from Nashik Phase-I by MSEDCL and Power Purchase Agreement (PPA) for 300 MW with BEST is expected shortly. Work on construction of railway line for plant railway siding is progressing swiftly.

## **COMPETITIVE STRENGTHS**

Your company understands the market dynamics and therefore strives to cater to clients with its extensive knowledge in areas of Generation, Transmission and distribution. Our advisory services are currently oriented towards power sector in India. The Company's technically qualified and managerial manpower is well supported by excellent infrastructure and knowledge management facilities to deliver the client qualitative and cost effective solution in a time bound manner, meeting the global standards. Your Company's major competitive strengths are strong and experienced technical team with vast experience of developing Mega Thermal Power Plants and bidding for long term power purchase agreements through tariff based competitive bidding process. Your company has a strong regulatory perspective and is well versed with risks and commercial arrangements associated with development, construction and commissioning of various generation, transmission and distribution schemes.

Your Company has following competitive strengths which will enable it to take advantage of growth opportunities in Indian power sector:

### **Experienced senior management team**

Your Company's senior executives have extensive experience in the power industry and your Company is confident that the senior management's expertise will play a key role in the growth of your Company's business. In addition, the skills and diversity of senior management team give us flexibility to respond to changes in the business environment.

### **Highly experienced team**

Your Company has recruited experts from various areas such as operations, project management, engineering and technology and has in-depth knowledge of their areas. This is a valuable resource to its clients and distinguishes your Company from its competitors.

## **STRATEGY**

Your Company firmly believes that the most important aspect of competitive advantage is presence of experienced management team, strong systems and process, dedicated, committed & motivated staff managing its business activities.

The key components of your Company's strategy include:

### **Grow the client base**

Your Company has strategy in place to increase the client base in the rapidly expanding infrastructure market in India. The company will expand its geographic presence and the range of services. Your Company will enhance its brand recognition through marketing initiatives in order to strengthen its position among potential clients.

## **Leverage the management team's experience**

Your Company's management team is highly skilled and has vast experience in power sector which will enable us to achieve our growth objectives. The management team is well connected to executive level management at utilities, regulators, vendors, technology leaders and investment professionals which would help us to grow our client base.

## **Strong end-to-end service offerings**

Your Company will offer end to end and customized service which would enable us to increase revenue from research, advisory and consulting services.

## **HUMAN RESOURCES**

Human Resource is the most vital factor to achieve the goals of any organization. Your company's human resource policy provides an environment that motivates its employees to realize their full potential. Your Company respects each employee, motivates them and try to offer opportunities based on their skill sets and in this process builds mutually benefiting relations between the Company and its employees. Your company has put in place a policy that not only increase productivity but also increases job satisfaction of its employees.

Your company has placed a recruitment system in the organization wherein right candidate with right skills is recruited for the position. Your company has established systems, which aims to provide training to employees at every level of the organization that leads to quality work output in their assigned work in turn helping in improving the bottom-line of your company.

## **INTERNAL CONTROL SYSTEMS**

Your Company believes that internal control is a necessary concomitant of the principle of governance that freedom of management should be exercised within a framework of appropriate checks and balances. Your Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds / errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

Your Company has system of internal control commensurate with the nature and size of its operations, which effectively and adequately encompasses every facet of its operations and every functional area. The system involves a compliance management team with the established policies, norms and practices as also the applicable statutes and rules and regulations with an inbuilt system of checks and balances so that appropriate and immediate corrective actions are initiated in the right earnest in the event of any deviations from the stipulated standards and parameters

The effectiveness and deliverability of the internal control system is reviewed from periodically so that measures if any needed for strengthening of the same, with the changing business needs of the Company, can be taken.

## **CAUTIONARY STATEMENT**

Statements in this Management Discussion and Analysis Report describing the Company's Objectives, projections, estimates and expectations, may be forward looking statements within the meaning of applicable laws and Regulations and the actual results might differ from those expressed or implied herein.

The Company is not under any obligation to publicly amend, modify or revise any such forward looking statements on the basis of any subsequent developments, information or events.

# Board's Report

## Dear Shareholders,

Your Directors present to you the Sixth Annual Report together with the audited statement of accounts of the Company for the financial year ended March 31, 2016.

## FINANCIAL RESULTS

The summary of the financial results of the Company for the financial year ended March 31, 2016, is as under-

(Amount in ₹)		
Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit before Tax and Depreciation	5,299,767	4,821,614
Less: Depreciation	30,497	30,497
Profit before Tax	5,269,270	4,791,117
Less: Tax Expense/Tax Adjustment	(885,482)	(1,170,807)
Profit/(Loss) after Tax	6,154,752	5,961,924
Balance Bought Forward Losses	(45,384,928)	(51,137,318)
Adjustment relating to fixed assets	-	(209,534)
Accumulated Loss	(39,230,176)	(45,384,928)

## BUSINESS REVIEW

Consultancy services are a growing business in India. During the year under review, the Company has earned non-operational income of ₹ 68,027,865 and the profit after tax was ₹ 6,154,752. Your Company is looking for consultancy options in generation, transmission and distribution of power. We understand the dynamics of these areas and our goal is to maintain effective relationships with stakeholders by using the extensive knowledge to benefit our clients.

## DIVIDEND

No dividend has been recommended for the year ended March 31, 2016.

## SHARE CAPITAL

The Company had on May 30, 2015, issued and allotted an aggregate of 55,811,832 equity shares of face value ₹ 2/- each against the conversion of equivalent number of warrants. Consequent to the said issuance and allotment, the issued, subscribed and paid-up equity share capital of the Company increased from ₹ 2,652,915,520/- divided into 1,326,457,760 equity shares of face value ₹ 2/- each to ₹ 2,764,539,184/- divided into 1,382,269,592 equity shares of face value ₹ 2/- each.

Further on December 3, 2015, the Company has issued and allotted 320,000,000 warrants of the Company, convertible into an equivalent number of equity shares of face value ₹ 2/- each, to a promoter group entity.

## DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP) DETAILS

In accordance with the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Articles of Association of the Company, Mrs. Anjali Nashier (DIN: 01942221) retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers herself for reappointment. The Board of Directors recommends her re-appointment.

Brief resume of Mrs. Anjali Nashier, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/ chairpersonships of Board Committees, as required under the Listing Regulations with the Stock Exchanges in India, is provided in the Report on Corporate Governance forming part of the Annual Report.

The Board has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 7 of Section 149 of the Act, and in the opinion of the Board they fulfil the conditions specified in the Act and the Rules made thereunder and are Independent of the management.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the key managerial personnel of the Company are Mr. Rajiv Rattan, Chairman and Whole Time Director, Mr. Samir Taneja, Chief Financial Officer and Mr. R. K. Agarwal, Company Secretary. There has been no change in the key managerial personnel during the year.

### **COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

As mandated under the Listing Regulations and Section 178 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has a Nomination and Remuneration Committee in place, the constitution, the terms of reference and the scope of responsibility whereof are described in the Report on Corporate Governance, forming part of the Annual Report.

The selection and appointment of Directors and their remuneration owes its genesis to the policy formulated by the Nomination and Remuneration Committee within the four corners of its charter and scope of responsibility with due consideration to the stipulations under various applicable enactments and regulations, primarily including the Companies Act, 2013 and in particular Section 178(3) thereof, the Listing Regulations and the Income Tax Act, 1961. In formulating the policy, care has been taken to ensure that criteria laid down therein enable the Company to strike a balance between what is mandated by law, in letter as well as spirit, the principles of sound corporate governance, the functional requirements of the Company and the industry norms. The Policy may be accessed on Company's website at the link: <http://www.rattanindia.com/rii/investor-contacts/>.

### **EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and as required under the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Audit and Nomination and Remuneration Committees. A structured questionnaire / performance evaluation forms were prepared taking into consideration inputs received from the Directors for evaluation of the Board and its Committees, their effectiveness was broadly based on parameters like Strategic and Operational Oversight, the Dynamics, Composition, Level of Expertise, Terms of Reference, Board support and processes, Governance etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Director was carried out by the Independent Directors who also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board. The Directors expressed their satisfaction with the evaluation process.

### **SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES**

There is no subsidiary of the Company nor is the Company in any joint venture with any other company. Further, there has been no change in the associate company of the Company, i.e. RattanIndia Power Limited. A report on the performance and financial position of the associate company in the form AOC-1, stipulated under Companies Act, 2013, is provided as an Annexure to the consolidated financial statements.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company prepared in accordance with the relevant Accounting Standards (AS) viz. AS 23 issued by the Institute of Chartered Accountants of India, form part of this Annual Report.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Corporate Social Responsibility Committee of the Company comprises of Mrs. Anjali Nashier as the Chairperson and member and Mr. Sanjiv Chhikara and Mr. Yashish Dahiya as other members. The said Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the CSR activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities. The CSR Policy may be accessed on the Company's website at the link <http://www.rattanindia.com/rii/investor-contacts/>

The Annual Report on CSR forms a part of the Board's Report and is annexed herewith marked as Annexure 'A'.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.



# Board's Report (contd.)

## CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. In terms of Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance along with Compliance Certificate issued by a Practicing Company Secretary is attached to and forms integral part of this Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, the Directors state that:

1. in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
2. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profits of the Company for the year ended on that date;
3. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. they had prepared the annual accounts of the Company on a 'going concern' basis;
5. they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>.

Since all Related Party Transactions entered into by the Company were in the ordinary course of business and at an arms-length basis, form AOC-2 is not applicable to the Company. However the details of various related party transactions entered into during the financial year 2015-2016 are adequately set out in the notes to Financial Statements.

## RISK MANAGEMENT

The Company has laid down code to inform board members about the risk assessment and minimization procedures. The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Risk Management Policy of the Company primarily focuses on identifying, assessing and managing risks in the areas of – Company's assets and property, Employees, Foreign Currency Risks, Operational Risks, Non-compliance of statutory enactments, Competition Risks and Contractual Risks.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In terms of the provisions of Section 134(5)(e) of the Companies Act, 2013, the Directors are enjoined with the responsibility of ensuring that adequate systems of financial control are in place and operational in the Company. The Board of Directors have devised and effectuated a system of internal control commensurate with the nature and size of operations of the Company, covering within its ambit every sphere of operations and activities including more particularly the financial controls.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

## AUDITORS & AUDITORS' REPORT

In the fourth Annual General Meeting of the Company held on September 30, 2014, M/s Sharma Goel & Co. LLP, Chartered Accountants (Regn. No. 000643N), were appointed as Statutory Auditors of the Company up to the financial year 2018-19 i.e. till the conclusion of Ninth Annual General Meeting of the Company. In terms of the applicable provisions of the Companies Act, 2013 the company shall place the matter relating to such appointment for ratification by members at every annual general meeting. Accordingly the appointment of M/s Sharma Goel & Co. LLP, Chartered Accountants, Auditors is placed before the members for ratification. The Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud during the year under review.

## SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S Khandelwal & Co, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure 'B' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## GREEN INITIATIVES

Electronic copies of the Annual Report 2016 and Notice of the 6th AGM are being sent to all the members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2016 and Notice of the 6th AGM are being sent in the permitted mode. Members requiring physical copies can send a request to the Company Secretary.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice convening the 6th AGM of the Company. This is pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

## LISTING WITH STOCK EXCHANGE

The equity shares of the Company continue to remain listed with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The listing fees payable to the exchanges for the financial year 2016-2017 have been paid. The Global Depository Receipts of the Company continue to be listed on the Luxembourg Stock Exchange.

## DISCLOSURES:

### Audit Committee

The Audit Committee comprises of three members namely, Mr. Narayanasany Jeevagan, independent Director as the Chairman and Mr. Debashis Gupta, independent Director and Mr. Rajiv Rattan, executive director, as the other two members.

The details about Audit Committee and its terms of reference etc. have been given in Corporate Governance Report.

All the recommendations made by the Audit Committee, as to various matters, during the year under review, were accepted by the Board.

### Vigil Mechanism

In line with the requirements under Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing / vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. To guard against the victimization of the persons using the vigil mechanism, the Whistle Blower Policy of the Company makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>.

# Board's Report (contd.)

## Meetings of the Board

Nine meetings of the Board of Directors were held during the FY 2015-16. For further details, please refer report on Corporate Governance to this Annual Report.

## Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure –'C' to this Report.

## Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as Annexure 'D' to this Report.

## Particulars of Employees

The information required pursuant to Section 197 of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as to the names and other particulars of the employees drawing remuneration in excess of the stipulated limits, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are therefore being sent to the Members and others entitled thereto, excluding the said information on employees' particulars. However in addition to any member interested in obtaining such information, being provided with a copy of the statement containing such information, as indicated in the foregoing para, the same is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

The Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are however being provided in Annexure 'E', to this Report.

## GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following items as no transactions pertaining thereto were undertaken/there were no developments pertinent to same, during the year under review:

1. Deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Significant or materials orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. Remuneration or commission to the Whole-time Director of the Company.

## Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWWA)

Your Directors further state that during the year under review, there were no cases filed pursuant to the SHWWA and rules made thereof.

## ACKNOWLEDGEMENT

Your Directors wish to express their gratitude for the continuous assistance and support received from the investors, bankers, financial institutions and government authorities during the year. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board of Directors

Place : New Delhi  
Date : September 1, 2016

Sd/-  
**Rajiv Rattan**  
Chairman

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

- 1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:**

While the Company has in due compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, duly framed a CSR Policy as recommended by the CSR Committee constituted by the Board of Directors of the Company while the CSR Policy encompasses very effective and well laid out programmes for the welfare of the society at large and uplift and betterment of the weaker sections and downtrodden in particular, what has so far prevented the effectuation of the same is the availability of sufficient funds which could be put to use for the purpose.

However with the expected increase in the business and hence the business revenues in the years to come, the Company intends to play a meaningful role in this area.

The CSR Policy may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investors-contacts/>

- 2. The Composition of the CSR Committee:**

In line with the requirements of Companies Act, 2013 and the Rules framed thereunder, a CSR Committee of the Board was constituted on March 11, 2014. Subsequently with the reconstitution of the Board, the said committee was also reconstituted in the meeting of the Board held on September 30, 2014 and comprises of Mrs. Anjali Nashier, a non – independent director and Mr. Sanjiv Chhikara and Mr. Yashish Dahiya, independent directors as its members. Mrs. Anjali Nashier is the Chairperson of the Committee.

- 3. Average net profit of the Company for the last three financial years:**

The company, at an average, has been at loss for the last three financial years.

- 4. Prescribed CSR Expenditure (two percent of the average net profits for three immediately preceding financial years):**

The Company was not required to allocate any budget towards the mandatory CSR spend under the Companies Act, 2013, since it has been at a loss, at an average, for last three financial years.

- 5. Details of CSR spent for the financial year 2015-2016:**

- (a) Total amount spent for the financial year - not applicable
- (b) Amount unspent, if any - not applicable
- (c) Manner in which spent - not applicable

- 6. Reasons for not spending two percent of the average net profits for the last three financial years or any part thereof:**

Not applicable, as the Company has been at a loss, at an average, for the last three financial years.

- 7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.**

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

Sd/-  
**Rajiv Rattan**  
Chairman & Whole-time Director

Sd/-  
**Anjali Nashier**  
Chairperson of CSR Committee

# ANNEXURE 'B' TO BOARD'S REPORT

## FORM NUMBER – MR-3

### SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
RattanIndia Infrastructure Limited  
5th Floor, Tower-B, Worldmark 1, Aerocity  
New Delhi -110037

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RattanIndia Infrastructure Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minutes book, forms and returns filed and other records maintained by RattanIndia Infrastructure Limited for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (In so far as these are applicable);
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992 ;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable as the Company do not have any share based employee benefits, during the financial year under review);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued and listed any debt securities during the financial year under review);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted equity shares from the stock exchanges during the financial year under review);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back it's security during the financial year under review);
  - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India w.r.t meetings of the Board of directors (SS - 1) and General Meeting (SS - 2).

- (ii) The Listing Agreements entered into by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board decisions are carried through unanimously and therefore dissenting members' views are not required to be captured and recorded as part of the minutes.

We further report that during the audit period i.e. FY 2015-16:

- (i) The Company has issued and allotted an aggregate 5,58,11,832 Equity Shares of the face value ₹ 2/- each at an issue price of INR 3.20 per Equity Share (Including premium of INR 1.20 per share) to the following warrant holders against exercise of an equivalent number of warrants

Name of allottees	No. of equity shares allotted
Laurel Energetics Private Limited	3,02,65,897
Yantra Energetics Private Limited	2,55,45,935
<b>Total</b>	<b>5,58,11,832</b>

- (ii) The Company has changed its registered office from M-62 & 63, First Floor, Connaught Place, New Delhi - 110001 to 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi-110037.
- (iii) The Authorised Capital of the Company has been increased from ₹ 305,00,00,000/- (Rupees Three Hundred Five Crore only) divided into 152,50,00,000 (One Hundred Fifty Two Crore Fifty Lacs) Equity shares of Face value ₹ 2/- each to ₹ 350,00,00,000/- (Rupees Three Hundred Fifty Crore only) divided into 175,00,00,000 (One Hundred Seventy Five Crore) Equity shares of Face value ₹ 2/- each.
- (iv) The company has made Alteration in the Articles of Association of the Company, by addition of a Article 135 after existing Article 134, authorising the Company to appoint a Nominee Director.
- (v) The Company has issued 32,00,00,000 (Thirty Two Crores) fully convertible Warrants to a promoter group entity on a preferential basis.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has introduced compliance alert system for applicability of all applicable laws, rules, regulations and guidelines.

For S. Khandelwal & Co.  
(Company Secretaries)

(Sanjay Khandelwal)  
FCS No.: 5945  
C P No.: 6128

Place: New Delhi  
Date: May 25, 2016

This report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this report.

## ANNEXURE 'B' TO BOARD'S REPORT (contd.)

### 'Annexure I'

To,  
The Members,  
RattanIndia Infrastructure Limited  
5th Floor, Tower-B, Worldmark 1  
Aerocity, New Delhi -110037

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Whereever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. The maximum liability of our firm under the secretarial audit in respect of the aggregate of all claims shall not exceed the fee charged by us.

For S. Khandelwal & Co.  
(Company Secretaries)

(Sanjay Khandelwal)  
FCS No. 5945  
C P No.: 6128

Place: New Delhi  
Date: May 25, 2016

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

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

### A. Conservation of Energy

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the following measures are undertaken:

- a. Implementation of viable energy saving proposals.
- b. Installation of automatic power controllers to save maximum demand charges and energy.
- c. Shutting of all the lights when not in use.
- d. Training front end operational personnel on opportunities of energy conservation.
- e. Awareness and training sessions for maintenance personnel conducted by experts.

### B. Technology Absorption

The nature of business being carried out by the Company entails use of effective information technology. The management keeps itself abreast of technological advancement in the industry and ensures continues and sustained efforts towards absorption of technology, adaptation as well as development of the same to meet the business needs and objectives.

The Company continuously encourages the introduction and use of latest available innovations in the field of information technology.

### C. Foreign Exchange Earnings and Outgo

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



# ANNEXURE 'D' TO BOARD'S REPORT

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**For the Financial Year ended on 31.03.2016**  
**Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies**  
**(Management and Administration) Rules, 2014.**

## I. REGISTRATION & OTHER DETAILS:

1	CIN	L40101DL2010PLC210263
2	Registration Date	09.11.2010
3	Name of the Company	RattanIndia Infrastructure Limited
4	Category/Sub-category of the Company	Public Limited
5	Address of the Registered office & Contact details	5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi - 110037. Tel: +91 11 66612666, Fax: +91 11 66612777 E-mail: ir@rattanindia.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited, "Karvy Selenium Tower-B", Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana. Tel: +91 40 67162222, Fax: +91 40 23001153 E-mail : einward.ris@kavry.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Power plants n.e.c	99532629	Nil

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	RattanIndia Power Limited Address:- 5th Floor, Tower-B, Worldmark 1, Aerocity, New Delhi - 110037	L40102DL2007PLC169082	Associate	40.13	2(6)

## IV. SHAREHOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters &amp; Promoter Group</b>									
(1) Indian									
a) Individual/ HUF	1,770,000	-	1,770,000	0.13	1,770,000	-	1,770,000	0.13	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	555,752,636	-	555,752,636	41.90	858,363,783	-	858,363,783	62.10	20.20
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>557,522,636</b>	<b>-</b>	<b>557,522,636</b>	<b>42.03</b>	<b>860,133,783</b>	<b>-</b>	<b>860,133,783</b>	<b>62.23</b>	<b>20.20</b>

# ANNEXURE 'D' TO BOARD'S REPORT (contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>557,522,636</b>	<b>-</b>	<b>557,522,636</b>	<b>42.03</b>	<b>860,133,783</b>	<b>-</b>	<b>860,133,783</b>	<b>62.23</b>	<b>20.20</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	7,080	-	7,080	0	7,080	-	7,080	0	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs & Foreign Portfolio Investors	364,291,832	-	364,291,832	27.46	126,910,836	-	126,910,836	9.18	18.28
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):-</b>	<b>364,298,912</b>	<b>-</b>	<b>364,298,912</b>	<b>27.46</b>	<b>126,917,916</b>	<b>-</b>	<b>126,917,916</b>	<b>9.18</b>	<b>18.28</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	76,891,392	296	76,891,688	5.80	159,364,068	296	159,364,364	11.53	5.73
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	94,664,414	102,221	94,766,635	7.14	95,344,814	99,034	95,443,848	6.90	0.24
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	189,545,047	88,500	189,633,547	14.30	99,845,654	88,500	99,934,154	7.23	7.07
c) Others (specify)									
Non Resident Indians	12,951,392	2,950	12,954,342	0.98	10,384,132	2,950	10,387,082	0.75	0.23
Other Foreign Entities	24,193,870	-	24,193,870	1.82	24,193,870	-	24,193,870	1.75	0.07
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	1,053,792	-	1,053,792	0.08	898,537	-	898,537	0.07	0.01
<b>Sub-Total (B)(2):-</b>	<b>399,299,907</b>	<b>193,967</b>	<b>399,493,874</b>	<b>30.12</b>	<b>390,031,075</b>	<b>190,780</b>	<b>390,221,855</b>	<b>28.23</b>	<b>1.89</b>
<b>Total Public Shareholding (B)</b>	<b>763,598,819</b>	<b>193,967</b>	<b>763,792,786</b>	<b>57.58</b>	<b>516,948,991</b>	<b>190,780</b>	<b>517,139,771</b>	<b>37.41</b>	<b>20.17</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>5,142,338</b>	<b>-</b>	<b>5,142,338</b>	<b>0.39</b>	<b>4,996,038</b>	<b>-</b>	<b>4,996,038</b>	<b>0.36</b>	<b>0.03</b>
<b>Grand Total (A+B+C)</b>	<b>1,326,263,793</b>	<b>193,967</b>	<b>1,326,457,760</b>	<b>100.00</b>	<b>1,382,078,812</b>	<b>190,780</b>	<b>1,382,269,592</b>	<b>100.00</b>	

## ANNEXURE 'D' TO BOARD'S REPORT (contd.)

### (ii) Shareholding of Promoters and Promoter Group

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Laurel Energetics Private Limited	473,572,489	35.70	-	543,338,386	39.31	-	3.61
2	Yantra Energetics Private Limited	82,180,147	6.20	-	104,765,484	7.58	-	1.38
3	Arbutus Consultancy LLP	-	-	-	210,259,913	15.21	-	15.21
4	Mr. Rajiv Rattan	1,770,000	0.13	-	1,770,000	0.13	-	0.00

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Laurel Energetics Private Limited						
	At the beginning of the year	1-Apr-15		473,572,489	35.70	473,572,489	35.70
	Changes during the year	30-May-15	Allotment	30,265,897	2.19	503,838,386	36.45
		25-Sep-15	Bought	31,000,000	2.24	534,838,386	38.69
		25-Sep-15	Bought	8,500,000	0.62	543,338,386	39.31
	At the end of the year	31-Mar-16				543,338,386	39.31
2	Yantra Energetics Private Limited						
	At the beginning of the year	1-Apr-15		82,180,147	6.20	82,180,147	6.20
	Changes during the year	1-Apr-15		100,000	0.01	82,280,147	6.20
		27-Apr-15		20,000	0.00	82,300,147	6.20
		28-Apr-15		11,070	0.00	82,311,217	6.21
		6-May-15		3,201,175	0.24	85,512,392	6.45
		8-May-15		11,936,126	0.90	97,448,518	7.35
		30-May-15		25,545,935	1.85	122,994,453	8.90
		3-Jun-15		4,555,623	0.33	127,550,076	9.23
		4-Jun-15		110,498	0.01	127,660,574	9.24
		5-Jun-15		100,000	0.01	127,760,574	9.24
		8-Jun-15		809,620	0.06	128,570,194	9.30
		9-Jun-15		317,739	0.02	128,887,933	9.32
		10-Jun-15	Bought	197,996	0.01	129,085,929	9.34
		11-Jun-15		1,153,001	0.08	130,238,930	9.42
		12-Jun-15		690,194	0.05	130,929,124	9.47
		15-Jun-15		69,608	0.01	130,998,732	9.48
		19-Jun-15		1,159,963	0.08	132,158,695	9.56
		29-Jun-15		79,053	0.01	132,237,748	9.57
		20-Jul-15		100,000	0.01	132,337,748	9.57
		24-Aug-15		424,380	0.03	132,762,128	9.60
		25-Aug-15		835,113	0.06	133,597,241	9.67
		2-Sep-15		1,720,916	0.12	135,318,157	9.79
		4-Sep-15		173,201	0.01	135,491,358	9.80
		7-Sep-15		191,792	0.01	135,683,150	9.82
		11-Sep-15		82,334	0.01	135,765,484	9.82
		25-Sep-15	Sold	31,000,000	2.24	104,765,484	7.58
	At the end of the year	31-Mar-16				104,765,484	7.58

# ANNEXURE 'D' TO BOARD'S REPORT (contd.)

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
3	Mr. Rajiv Rattan						
	At the beginning of the year	1-Apr-15	Nil movement during the year	1,770,000	0.13	1,770,000	0.13
	Changes during the year			-	-	-	-
	At the end of the year	31-Mar-16		1,770,000	0.13	1,770,000	0.13
4	Arbutus Consultancy LLP						
	At the beginning of the year	1-Apr-15		-	0.00	-	0.00
	Changes during the year	28-Oct-15	Bought	300,000	0.02	300,000	0.02
		29-Oct-15		13,800,000	1.00	14,100,000	1.02
		30-Oct-15		5,880,076	0.43	1,99,80,076	1.45
		2-Nov-15		13,071,149	0.95	33,051,225	2.39
		3-Nov-15		11,740,143	0.85	44,791,368	3.24
		4-Nov-15		6,324,627	0.46	51,115,995	3.70
		5-Nov-15		1,123,173	0.08	52,237,168	3.78
		16-Nov-15		2,020,149	0.15	54,259,317	3.93
		17-Nov-15		2,230,361	0.16	56,489,678	4.09
		18-Nov-15		4,862,026	0.35	61,351,704	4.44
		19-Nov-15		200,000	0.01	61,551,704	4.45
		2-Dec-15		600,000	0.04	62,151,704	4.50
		3-Dec-15		165,879	0.01	62,317,583	4.51
		4-Dec-15		520,022	0.04	62,837,605	4.55
		9-Dec-15		329,016	0.02	63,166,621	4.57
		15-Dec-15		6,782,750	0.49	69,949,371	5.06
		16-Dec-15		2,070,154	0.15	72,019,525	5.21
		23-Dec-15		5,311,656	0.38	77,331,181	5.59
		28-Dec-15		2,428,885	0.18	79,760,066	5.77
		13-Jan-16		4,000,000	0.29	83,760,066	6.06
		14-Jan-15		2,000,000	0.14	85,760,066	6.20
		15-Jan-15		13,800,000	1.00	99,560,066	7.20
		18-Jan-16		13,800,000	1.00	113,360,066	8.20
		19-Jan-16		13,800,000	1.00	127,160,066	9.20
		20-Jan-16		13,800,000	1.00	140,960,066	10.20
		21-Jan-16		13,800,000	1.00	154,760,066	11.20
		22-Jan-16		3,206,576	0.23	157,966,642	11.43
		29-Jan-16		6,857,889	0.49	164,824,531	11.92
		3-Feb-16		13,800,000	1.00	178,624,531	12.92
		4-Feb-16		3,394,156	0.25	182,018,687	13.17
		5-Feb-16		736,636	0.05	182,755,323	13.22
		15-Feb-16		7,009,827	0.51	189,765,150	13.73
		17-Feb-16		1,560,147	0.11	191,325,297	13.84
		23-Feb-16		6,855,320	0.50	198,180,617	14.34
		24-Feb-16		1,609,727	0.12	199,790,344	14.45
		26-Feb-16		6,734,848	0.49	206,525,192	14.94
		29-Feb-16		993,690	0.07	207,518,882	15.01
		18-Mar-16		1,914,143	0.14	209,433,025	15.15
		21-Mar-16		45,870	0.00	209,478,895	15.15
		22-Mar-16		538,722	0.04	210,017,617	15.19
		23-Mar-16		242,296	0.02	210,259,913	15.21
	At the end of the year	31-Mar-16				210,259,913	15.21

## ANNEXURE 'D' TO BOARD'S REPORT (contd.)

### (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: HSBC GIF MAURITIUS LIMITED						
	At the beginning of the year	1-Apr-15		91,694,287	6.91	91,694,287	6.91
	Changes during the year	15-May-15	Sold	94,591	0.00	91,599,696	6.91
		22-May-15	Sold	512,808	0.04	91,086,888	6.87
		30-Oct-15	Sold	1,257,310	0.09	89,829,578	6.50
		6-Nov-15	Sold	3,742,690	0.27	86,086,888	6.23
		15-Jan-16	Sold	30,119,873	2.78	55,967,015	4.05
		22-Jan-16	Sold	681,799	0.05	55,285,216	4.00
		29-Jan-16	Sold	5,402,008	0.39	49,883,208	3.61
		5-Feb-16	Sold	243,303	0.02	49,639,905	3.59
		12-Feb-16	Sold	4,390,109	0.32	45,249,796	3.27
		19-Feb-16	Sold	15,133,603	1.09	30,116,193	2.18
		26-Feb-16	Sold	27,479,500	1.99	2,636,693	0.19
	4-Mar-16	Sold	2,636,693	0.19	-	-	
At the end of the year	31-Mar-16		-	-	-	-	
2	Name: RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED						
	At the beginning of the year	1-Apr-15		-	-	-	-
	Changes during the year	31-Dec-15	Bought	1,910,353	0.14	1,910,353	0.14
		8-Jan-16	Bought	8,288,390	0.60	10,198,743	0.74
		15-Jan-16	Bought	34,857,403	2.52	45,056,146	3.26
		22-Jan-16	Sold	32,369,684	2.34	12,686,462	0.92
		29-Jan-16	Sold	35,916	0.00	12,650,546	0.92
		5-Feb-16	Sold	2,159,264	0.16	10,491,282	0.76
		12-Feb-16	Bought	29,281,686	2.12	39,772,968	2.88
		19-Feb-16	Bought	21,626,924	1.56	61,399,892	4.44
		26-Feb-16	Bought	22,742,970	1.65	84,142,862	6.09
		4-Mar-16	Bought	610,100	0.04	84,752,962	6.13
		31-Mar-16	Sold	23,700	0.00	84,729,262	6.13
	At the end of the year	31-Mar-15				84,729,262	6.13
3	Name: INDIABULLS EMPLOYEES' WELFARE TRUST						
	At the beginning of the year	1-Apr-15		80,615,775	6.08	80,615,775	6.08
	Changes during the year	4-Dec-15	Sold	30,115,775	2.18	50,500,000	3.65
		11-Dec-15	Sold	934,871	0.07	49,565,129	3.59
		18-Dec-15	Sold	23,600,000	1.71	25,965,129	1.88
		25-Dec-15	Sold	13,965,129	1.01	12,000,000	0.87
		31-Dec-15	Sold	12,000,000	0.87	-	-
At the end of the year	31-Mar-16		-	-	-	-	
4	Name: MORGAN STANLEY ASIA (SINGAPORE) PTE.						
	At the beginning of the year	1-Apr-15		47,474,330	3.58	47,474,330	3.58
	Changes during the year	25-Sep-15	Sold	25,000,000	1.81	22,474,330	1.63
	At the end of the year	31-Mar-16				22,474,330	1.63

# ANNEXURE 'D' TO BOARD'S REPORT (contd.)

S. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
5	Name: COPTHALL MAURITIUS INVESTMENT LIMITED						
	At the beginning of the year	1-Apr-15		38,766,461	2.92	38,766,461	2.92
	Changes during the year	26-Jun-15	Sold	1,173,111	0.08	37,593,350	2.72
		25-Sep-15	Sold	10,935,979	0.79	26,657,371	1.93
		30-Sep-15	Sold	1,041,002	0.08	25,616,369	1.85
		2-Oct-15	Sold	1,748,499	0.13	23,867,870	1.73
		6-Nov-15	Sold	10,000,000	0.72	13,867,870	1.00
		15-Jan-16	Sold	13,867,870	1.00	-	-
At the end of the year	31-Mar-16		-	-	-	-	
6	Name: PREMIER INVESTMENT FUND LIMITED						
	At the beginning of the year	1-Apr-15		25,023,305	1.89	25,023,305	1.89
	Changes during the year		Nil movement during the year				
	At the end of the year	31-Mar-16		25,023,305	1.81	25,023,305	1.81
7	Name: SIMCAH PARTNERS LP						
	At the beginning of the year	1-Apr-15		24,577,592	1.85	24,577,592	1.85
	Changes during the year	17-Apr-15	Sold	483,512	0.04	24,094,080	1.82
		24-Apr-15	Sold	1,437,752	0.11	22,656,328	1.71
		1-May-15	Sold	2,650,661	0.20	20,005,667	1.51
		8-May-15	Sold	17,428,075	1.31	2,577,592	0.19
		5-Jun-15	Sold	2,577,592	0.19	-	-
	At the end of the year	31-Mar-15		-	-	-	-
8	Name:MERRILL LYNCH CAPITAL MARKETS ESPANA S.A. S.V.						
	At the beginning of the year	1-Apr-15		23,727,114	1.79	23,811,776	1.79
		22-Jan-16	Sold	437,306	0.03	23,289,808	1.68
	At the end of the year	31-Mar-16				23,289,808	1.68
9	Name: OBERON LIMITED						
	At the beginning of the year	1-Apr-15		22,710,209	1.71	22,710,209	1.71
	Changes during the year		Nil movement during the year				
	At the end of the year	31-Mar-16		-	-	22,710,209	1.64
10	Name:HSBC INDIAN EQUITY MOTHER FUND						
	At the beginning of the year	1-Apr-15		20,945,000	1.58	20,945,000	1.58
	Changes during the year	15-Jan-16	Sold	13,619,668	0.99	7,325,332	0.53
		22-Jan-16	Sold	193,201	0.01	7,132,131	0.52
		29-Jan-16	Sold	1,530,763	0.11	5,601,368	0.41
		5-Feb-16	Sold	68,945	0.00	5,532,423	0.40
		12-Feb-16	Sold	1,244,023	0.09	4,288,400	0.31
		19-Feb-16	Sold	4,288,400	0.31	-	-
	At the end of the year	31-Mar-16		-	-	-	

## ANNEXURE 'D' TO BOARD'S REPORT (contd.)

### (v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Name: Mr. Rajiv Rattan</b>						
	At the beginning of the year	1-Apr-15		1,770,000	0.13	1,770,000	0.13
	Changes during the year		Nil movement during the year				
	At the end of the year	31-Mar-15		1,770,000	0.13	1,770,000	0.13
2	<b>Name: Ms. Anjali Nashier</b>						
	At the beginning of the year	1-Apr-15		0	0	0	0
	Changes during the year		Nil Holding during the year	0	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0
3	<b>Name: Mr. Sanjiv Chhikara</b>						
	At the beginning of the year	1-Apr-15		1,770	0	1,770	0
	Changes during the year	25-Dec-15	Sold	1,770	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0
4	<b>Name: Mr. Narayanasany Jeevagan</b>						
	At the beginning of the year	1-Apr-15		0	0	0	0
	Changes during the year		Nil Holding during the year	0	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0
5	<b>Name: Mr. Debashis Gupta</b>						
	At the beginning of the year	1-Apr-15		0	0	0	0
	Changes during the year		Nil Holding during the year	0	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0
6	<b>Name: Mr. Yashish Dahiya</b>						
	At the beginning of the year	1-Apr-15		0	0	0	0
	Changes during the year		Nil Holding during the year	0	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0
7	<b>Name: Mr. R. K. Agarwal</b>						
	At the beginning of the year	1-Apr-15		17,700	0.00	17,700	0.00
	Changes during the year	9-Sep-15	Bought	27,300	0.00	45,000	0.00
	At the end of the year	31-Mar-16		45,000	0.00	45,000	0.00
8	<b>Name: Mr. Samir Taneja</b>						
	At the beginning of the year	1-Apr-15		0	0	0	0
	Changes during the year		Nil Holding during the year	0	0	0	0
	At the end of the year	31-Mar-16		0	0	0	0

### V. INDEBTEDNESS

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

(Amount ₹/Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

# ANNEXURE 'D' TO BOARD'S REPORT (contd.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (₹/Lac)
	<b>Name</b>	<b>Mr. Rajiv Rattan</b>	
	<b>Designation</b>	<b>Whole-time Director</b>	
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

### B. Remuneration to other Directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹/Lac)
1	<b>Independent Directors</b>	<b>Mr. Yashish Dahiya</b>	<b>Mr. Narayanasany Jeevagan</b>	<b>Mr. Debashis Gupta</b>	<b>Mr. Sanjiv Chhikara</b>	
	Fee for attending board/committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-



## ANNEXURE 'D' TO BOARD'S REPORT (contd.)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹/Lac)
2	Other Non-Executive Directors	Mrs. Anjali Nashier				
	Fee for attending board/committee meetings	-				-
	Commission	-				-
	Others, please specify	-				-
	<b>Total (2)</b>	-				-
	<b>Total (B)=(1+2)</b>	-				-
	<b>Total Managerial Remuneration</b>	-				-
	Overall Ceiling as per the Act					

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTM

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹/Lac)
	<b>Name</b>	<b>Mr. Samir Taneja</b>	<b>Mr. R. K. Agarwal</b>	
	<b>Designation</b>	<b>Chief Financial Officer</b>	<b>Company Secretary</b>	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,933,161	3,218,377	81.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>4,933,161</b>	<b>3,218,377</b>	<b>81.52</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## DISCLOSURES ON MANAGERIAL REMUNERATION

Details of remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, are as under-

- (i) **the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

NIL

- (ii) **the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

S. No.	Designation	% age of Increment
1	Company Secretary	20%
2	CFO	20%

- (iii) **the percentage increase in the median remuneration of employees in the financial year;**

Particulars	Amount	% age of Increment
Apr 15 Median	195,550	
Mar 16 Median	211,720	8%

- (iv) **the number of permanent employees on the rolls of company;**

- 24 permanent employees as on March 2016.

- (v) **the explanation on the relationship between average increase in remuneration and company performance;**

The year 2015-2016 has been an year of moderate success for the Company with the Post Tax Profits registering a rather small growth of 3.23% over the previous financial year which could be attributed to the almost complete absence of business opportunities. However what is creditable is that inspite of the market situation being tough, the Company has been able to end the year with a profit and in fact higher than that registered in the financial year 2014-2015, all due to the hard work and dedication of the employees. It was therefore only logical for the Company to reward its employees appropriately through a reasonable increment. The growth in percentage terms in the employee remuneration has been 13.48% which though apparently higher than the percentage increase in the profits, is actually miniscule in absolute terms.

- (vi) **comparison of the remuneration of the Key Managerial Personnel against the performance of the company;**

The explanation furnished in the foregoing para holds about the relationship between the average increase in remuneration and the Company performance also holds good for the employee remuneration per se, including the remuneration of the key managerial personnel.

- (vii) **variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;**

The market capitalization of the Company on NSE increased by 73.68% i.e. from ₹ 278.56 crores in FY 2014-2015 to ₹ 483.79 crores in the FY 2015-2016. The market capitalization of the Company on BSE increased by 78.78% i.e. from 270.60 crores in FY 2014-2015 to ₹ 483.79 crores in FY 2015-2016. The Price earnings ratio was 777.78 times.

The Company has not come out with a public offering of its shares and got established as a listed entity consequent to a court approved scheme of demerger. The percentage decrease in the market price of shares of the Company in comparison to the rate at which the same got listed was 47.50% as on 31.03.2015 and 12.50% as on 31.03.2016.

## ANNEXURE 'E' TO BOARD'S REPORT (contd.)

The net worth of the Company increased by 4.97% i.e. from ₹ 652.37 crores as on March 31, 2015 Crores to ₹ 684.78 crores as on March 31, 2016.

- (viii) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

Percentile Increments other than Managerial Remuneration	Percentile increments Managerial Remuneration
13%	20%

- (ix) **comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;**

The explanation furnished in the foregoing paragraphs about the relationship between the average increase in remuneration and the Company performance holds good for the remuneration of each key managerial personnel against the performance of the Company as well.

- (x) **the key parameters for any variable component of remuneration availed by the directors;**

Nil

- (xi) **the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and**

Nil

- (xii) **Affirmation that the remuneration is as per the remuneration policy of the Company.**

The remuneration to KMP and employees of the Company is as per the Remuneration policy of the Company.

## 1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to good Corporate Governance and its philosophy of Corporate Governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner towards fulfilling the corporate objectives and meet the obligations and serve the interest of the stakeholders. The Company's endeavor has always been to maximize the long term value to the shareholders of the Company.

## 2. BOARD OF DIRECTORS (BOARD)

### (A) Composition and size of the Board

The Board of Directors in the Company has been constituted in a manner which ensures appropriate mix of executive/non-executive and independent directors to ensure proper governance and management. The Board members have collective experience in diverse fields.

Currently the Board of Directors (Board) consists of six directors, one director as an Executive Director with the remaining five being Non-Executive Directors. The Independent Directors constitute more than fifty percent of the total Board composition with four out of six directors on the Board of the Company being independent.

The details of Directors, number of Directorships held by them in other companies as also the number of their Memberships and Chairpersonships on various Board Committees, as at 31.03.2016, are depicted in the table given below:

S. No.	Name of the Director	Category of Directorship	No. of Directorships in other Companies*	No. of Memberships/ Chairpersonships in Board Committees of various companies (including the Company)**	
				Member	Chairperson
1.	Mr. Rajiv Rattan (DIN: 00010849)	Chairman & Executive Director	2	5	Nil
2.	Mrs. Anjali Nashier (DIN: 01942221)	Non-Executive Director	1	Nil	Nil
3.	Mr. Yashish Dahiya (DIN: 00706336)	Non-Executive Independent Director	9	8***	5
4.	Mr. Narayanasany Jeevagan (DIN: 02393291)	Non-Executive Independent Director	9	10***	5
5.	Mr. Debashis Gupta (DIN: 02774388)	Non-Executive Independent Director	1	3	1
6.	Mr. Sanjiv Chhikara (DIN: 06966429)	Non-Executive Independent Director	9	10***	5

\*Does not include directorships held in private limited companies and the companies registered under Section 8 of the Companies Act, 2013.

\*\*In terms of Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only memberships/chairpersonships of the Audit Committees and Stakeholders' Relationship Committees in various public limited companies, have been considered.

\*\*\*Figure inclusive of Chairmanship

None of the directors on the Board is a member of more than ten committees or chairperson of more than five committees across all companies in which he/she is a director. Further none of the Independent Directors on the Board is serving as an Independent Director in more than seven listed companies.

None of the non-executive Directors hold any shares/convertible instruments in the Company.

None of the Directors except Mr. Rajiv Rattan and Mrs. Anjali Nashier are related to one another.

## Report on Corporate Governance (contd.)

### (B) Details of Board meetings and the last Annual General Meeting (AGM) and attendance record of Directors thereat

During the financial year 2015-2016, the Board met 9 (Nine) times. The dates of the Board meetings were April 25, 2015, May 16, 2015, August 13, 2015, September 1, 2015, October 26, 2015, November 5, 2015, November 13, 2015, December 3, 2015 and February 12, 2016.

The last Annual General Meeting of the Company was held on September 30, 2015.

A table depicting the attendance of Directors at various Board Meetings and Annual General Meeting held during the financial year 2015-2016 is given below:

Sr. No.	Name of the Director	Meetings held during the tenure	No. of Board Meetings attended	Attendance at the last AGM
1.	Mr. Rajiv Rattan	9	9	Yes
2.	Mrs. Anjali Nashier	9	9	Yes
3.	Mr. Yashish Dahiya	9	8	No
4.	Mr. Debashis Gupta	9	8	No
5.	Mr. Narayanasany Jeevagan	9	9	Yes
6.	Mr. Sanjiv Chhikara	9	9	Yes

**Note:** Agenda papers with detailed notes are circulated in advance at each meeting. Information as required in Part A of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been made available to the Board from time to time.

A meeting of the Independent Directors of the Company was held on March 21, 2016, without the attendance of Non-Independent Directors and members of the management pursuant to the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company periodically places Compliance Reports with respect to all applicable laws before the Board of Directors for its review.

The Company did not have any pecuniary relationship or transactions with its Non-Executive and/or Independent Directors during the year under review.

### (C) Code of Conduct

The Company has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company. The Code of Conduct is available on the website of the Company <http://www.rattanindia.com/ril/investor-contacts/>. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Chairman and Whole-time Director to this effect is enclosed at the end of this Report.

The code of conduct has very effectively served the purpose of ensuring that the Directors and the Senior Management Personnel give their focused and undivided time and attention to the affairs of the Company, with a complete adherence to the provisions of the applicable statutes in essence and intent and the organizational values and ethics at the same time.

## 3. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

### Preamble

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

### Familiarization process

The Independent Directors of RattanIndia Infrastructure Limited (the Company) are provided every opportunity to familiarize themselves with the strategy, industry overview, performance, key regulatory developments and on their role, rights and responsibilities as a Director. Induction programmes are organized for every new Director wherein the Director

is given an overview of the Company, its vision and mission, the industry in which it operates, its business, strategies, risk management, organization structure and other areas of relevance. The Director is also briefed on the regulatory requirements and legal and statutory provisions which the Director is required to be aware of various functional heads of the Company and briefed about the different aspects of the business. A Director's Kit containing various declarations and submissions required to be made to the Board and key information/policy documents such as Group Code of Business Conduct & Ethics, Memorandum and Articles of Association, Annual Report for previous 3 years, Whistle Blower Policy and Code of Conduct for prevention of Insider Trading is provided to every Director inducted on the Board. A detailed letter informing the terms and conditions of appointment and stating his/her roles, rights and responsibility in line with the requirements of Companies Act, 2013 are provided to the Independent Directors.

Presentations are made at Board and Board Committee Meetings which include updates on performance review, strategy and key regulatory developments. Detailed presentations on the duties and responsibilities of Independent Directors and the Company's future strategy and updates on emerging developments in the economy were made at the separate meeting of the Independent Directors held during the year. Each director of the Company has complete access to any information relating to the Company. Periodic meetings are also conducted on a one-on-one basis between the independent directors and senior functional heads for more elaborate understanding of various aspects of business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

The Familiarisation Programme for Independent Directors is posted on the website of the Company and can be viewed at the weblink: <http://www.rattanindia.com/ril/general/>

#### **Separate meeting of Independent Directors**

A separate meeting of the Independent Directors of the Company was held on March 21, 2016, inter alia, to discuss matters as prescribed under the Companies Act, 2013 and Listing Regulations. All the Independent Directors were present at the meeting.

Performance Evaluation Criteria for Independent Directors is provided in the Board's Report of this Annual Report.

## **4. COMMITTEES OF THE BOARD**

The Board has various committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee which act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year and the related attendance details are provided below:

### **(A) Audit Committee**

#### **Composition**

The Audit Committee of the Company as on March 31, 2016 comprised of three members namely, Mr. Narayanasany Jeevagan as the Chairman and member, Mr. Rajiv Rattan and Mr. Debashis Gupta as the other members. Mr. Narayanasany Jeevagan and Mr. Debashis Gupta are Non-Executive Independent Directors and Mr. Rajiv Rattan is Executive Director and on May 25, 2016, the Audit Committee was further broad based with the induction of two more Independent Directors namely Mr. Yashish Dahiya and Mr. Sanjiv Chhikara. The Secretary of the Company also acts as Secretary of the Audit Committee.

In terms of Section 177 of the Companies Act, 2013 and Regulation 18(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the role of Audit Committee, inter-alia includes the following:

- to oversee the financial reporting process and disclosure of financial information;
- to review with management, quarterly, half yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board;
- to review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;

## Report on Corporate Governance (contd.)

- to recommend the appointment of the internal and statutory auditors and terms fixing their remuneration;
- to hold discussion with the Statutory and Internal Auditors.
- review and monitoring of the auditor's independence and performance and effectiveness of audit process;
- examination of the auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilization of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- to review the statement of significant related party transactions;
- to review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- to review the statement of deviations in terms of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- evaluation of the risk management systems (in addition to the internal control systems);
- review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- to hold post audit discussions with the auditors to ascertain any area of concern;
- to review the functioning of the whistle blower mechanism;
- approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate.

### Meetings and Attendance during the year

During the FY 2015-16, the Audit Committee met four times. The dates of the meetings being May 16, 2015, August 13, 2015, October 26, 2015 and February 12, 2016.

The attendance record of the committee members to the meetings so held is depicted in the table given below:

Sr. No.	Name of the Member	Meetings held during the tenure	No. of meetings attended
1.	Mr. Rajiv Rattan	4	4
2.	Mr. Narayanasany Jeevagan	4	4
3.	Mr. Debashis Gupta	4	4

The Finance Head and Auditors attended the meeting by Invitation. The Chairman of the Audit Committee was present at the Fifth Annual General Meeting held on September 30, 2015.

### (B) Nomination & Remuneration Committee

#### Composition

The Nomination & Remuneration Committee comprises of three Non-Executive Independent Directors as its members namely Mr. Narayanasany Jeevagan as the Chairman and member, Mr. Sanjiv Chhikara and Mr. Yashish Dahiya as the other two members.

#### Terms of reference

The terms of reference of Nomination & Remuneration Committee, inter-alia, include:

- to recommend to the Board, compensation terms of the Executive Directors;
- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of the criteria for evaluation of performance of independence director and the board of directors.
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

## **Meetings and Attendance during the year**

During the FY 2015-16, no meeting of the Nomination and Remuneration Committee was held.

## **Remuneration Policy**

Company's remuneration policy is market-led and takes into account the competitive circumstances of the business so as to attract and retain quality talent and leverage performance significantly. The Remuneration Policy may be accessed on Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>.

## **Remuneration of Directors**

### **(i) Remuneration of Executive Directors**

Mr. Rajiv Rattan, Executive Director does not draw any remuneration from the Company.

### **(ii) Remuneration of Non Executive Directors**

Non-Executive Directors have not been paid any remuneration/sitting fees during the financial year 2015-2016.

## **(C) Stakeholders Relationship Committee**

### **Composition**

The Stakeholders Relationship Committee of the Board comprises of Mr. Debashis Gupta as the Chairman and member, Mr. Rajiv Rattan and Mr. Sanjiv Chhikara as the other two members. Mr. Yashish Dahiya and Mr. Sanjiv Chhikara are Non-Executive Independent Directors and Mr. Rajiv Rattan is Executive Director.

### **Terms of reference**

The Committee has been constituted not only to fulfill the statutory requirement laid down to this effect but also to ensure that the Company has in place an effective body to serve the interests of and addresses the issues pertaining to the investors, to their utmost satisfaction.

To achieve this end, the Committee works in close coordination with the Registrar and Transfer Agent of the Company, through a mechanism which ensures that the grievances, if any, of the investors are most expeditiously attended to and more importantly resolved, to their satisfaction, thereby strengthening the faith and trust of the investors in the Company and its management and paving the way for making the relationship between the Company and its investor stronger.

Additionally, the Committee has been vested with the responsibility of approving the requests for share transfers and transmissions, requests pertaining to rematerialization of shares/subdivision/consolidation of shares/issue of renewed and duplicate certificates etc. for which purpose the authority at the basic operational level has been delegated by the Committee to Mr. Debashis Gupta the chairman of the Committee.

## **Meetings and Attendance during the year**

During the FY 2015-16, the Stakeholders Relationship Committee met three times. The dates of the meetings being May 11, 2015, July 13, 2015 and October 12, 2015.



## Report on Corporate Governance (contd.)

The attendance record of the committee members to the meetings so held is depicted in the table given below:

Sr. No.	Name of the Member	Meetings held during the tenure	No. of meetings attended
1.	Mr. Rajiv Rattan	3	1
2.	Mr. Sanjiv Chhikara	3	2
3.	Mr. Debashis Gupta	3	2

### Name and designation of compliance officer

Mr. R.K. Agarwal, Company Secretary is the Compliance Officer, pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Details of queries/complaints received and resolved

During the FY 2015-16, 7 complaints were received out of which 1 complaint was pertaining to Non receipt of dividend, 2 were pertaining to Non receipt of Annual Reports, 1 was pertaining to Non receipt of shares and the rest were pertaining to allotment of shares/warrants and its listing. All the said complaints were redressed to the satisfaction of the complainants.

## (D) Corporate Social Responsibility (CSR) Committee

### Composition

The Corporate Social Responsibility Committee (CSR Committee) of the Board comprises of Mrs. Anjali Nashier as the Chairperson and member, Mr. Yashish Dahiya and Mr. Sanjiv Chhikara as the other two members. CSR Committee is primarily responsible for formulating and monitoring the implementation of the framework of Corporate Social Responsibility Policy and matters related to its overall governance.

### Terms of reference

The terms of reference of the CSR Committee inter-alia, include:

- to recommend to the Board, the CSR activity to be undertaken by the Company;
- to recommend the amount of expenditure to be incurred on the CSR activity;
- to oversee and review the effective implementation of the CSR activity;
- to ensure compliance of all related applicable regulatory requirements.

The CSR Policy of the Company may be accessed on its website at the link: <http://www.rattanindia.com/rii/investor-contacts/>

### Meetings and Attendance during the year

During the FY 2015-16, no meeting of the Corporate Social Responsibility (CSR) Committee was held.

## 5. GENERAL BODY MEETINGS

### A. Location and time of the last three Annual General Meetings (AGMs)

The location and time of the last three Annual General Meetings are as follows:

Annual General Meeting (AGM)	Year	Location	Date	Time
3rd AGM	2012-13	Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037	September 30, 2013	11:15 A.M.
4th AGM	2013-14	Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037	September 30, 2014	2:30 P.M.
5th AGM	2014-15	Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037	September 30, 2015	12:00 Noon

## **B. Details of special resolutions passed in the previous three AGMs:**

- (I) In the Third AGM of the Company for the FY 2012-13 held on September 30, 2013, no special resolution was passed.
- (II) In the Fourth AGM of the Company for the FY 2013-14 held on September 30, 2014, 4 special resolutions as briefly specified hereunder were passed:
  - (i) Private placement of Non-Convertible Debentures including Bonds.
  - (ii) Approval of Borrowing limits of the Company.
  - (iii) Approval for Creation of Charges on the assets of the Company.
  - (iv) Amendment in the Articles of Association of the Company.
- (III) In the Fifth AGM of the Company for the FY 2014-15 held on September 30, 2015, 3 special resolutions as briefly specified hereunder were passed:
  - (i) Private placement of Non-Convertible Debentures.
  - (ii) Preferential issue of warrants.
  - (iii) Alteration in the Articles of Association of the Company.

During the FY 2015-16, no approval of shareholders was taken through Postal Ballot.

## **6. DISCLOSURES**

### **(i) Insider Trading**

In compliance with the SEBI regulation on prohibition of insider trading, the Company has instituted a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said code lays down guidelines which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliance.

Further, the Company has put in place a Code of practices and procedures for fair disclosures of unpublished price sensitive information. Both the aforesaid Codes are in lines with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

### **(ii) Details on materially significant related party transactions**

Details of materially significant related party transactions made during the FY 2015-16, are contained in the notes to the annual accounts which forms a part of the Annual Report.

All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are repetitive in nature. The actual transactions entered into pursuant to the omnibus approval so granted are placed at quarterly meetings of the Audit Committee.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>.

### **(iii) Details of non-compliance, penalties etc imposed by Stock Exchange, SEBI etc. on any matter related to capital markets, during the last three years**

There has been no instance of any non-compliance by the Company on any matter related to capital markets or any other statute and hence, of any penalties or strictures being imposed on the Company by SEBI or the Stock Exchanges or any other statutory authorities on any such matters.

### **(iv) Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee**

The Company has in place a highly effective Whistle Blower Policy which sets out the process and mechanism whereby employees at various levels in the organization can bring to the notice of the management any violations of the applicable laws, regulations as also any unethical or unprofessional conduct.

All such reports are taken up for consideration at appropriate intervals depending upon the gravity of the matter reported so that adequate rectifying measures can be initiated in the right earnest, at the appropriate levels.

## Report on Corporate Governance (contd.)

Further, in order to encourage the employees to freely air their views and voice their concerns on various matters and to prevent any victimization of the employees, identity of the employees is kept strictly confidential.

It would be pertinent to mention here that the Audit Committee set by the Board, constitutes a vital component of the Whistle Blower Mechanism and instances of financial misconduct, if any, are reported to the Audit committee. No employee is denied access to the Audit Committee. The Policy on vigil mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>

(v) **There is no subsidiary of the Company.**

(vi) **Details of compliance with mandatory requirements and adoption of the discretionary requirements**

The Company has complied with all the mandatory requirements of the applicable/relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the discretionary requirements is given at the end of the Report.

### 7. MEANS OF COMMUNICATION

- (i) **Publication of Results:** The quarterly / annual results of the Company are published in Financial Express and Jansatta, leading newspapers.
- (ii) **News, Release, etc:** The Company has its own website <http://www.rattanindia.com/ril/> and all vital information relating to the Company and its performance including financial results, press releases pertaining to important developments, performance updates and corporate presentations, corporate announcements etc. are regularly posted on the website.
- (iii) **Management's Discussion and Analysis Report:** The same has been included in a separate section, which forms a part of the Annual Report.
- (iv) **Investors' Relation:** The Company's website contains a separate dedicated section 'Investors' and 'News & Media' where general information to the shareholders of the Company is available.
- (v) **NSE Electronic Application Processing System (NEAPS):** The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, etc. are filed electronically on NEAPS.
- (vi) **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report etc. are also filed electronically on the Listing Centre.
- (vii) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralised web-based complaints redress system.

### 8. GENERAL SHAREHOLDERS' INFORMATION

(A) **Company Registration Details**

The Company is registered in the State of Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40101DL2010PLC210263.

(B) **Date, Time and Venue of Annual General Meeting (AGM)**

The date, time and venue of the AGM has been indicated in the Notice convening the AGM, which forms a part of the Annual Report.

(C) **Profile of Directors seeking re-appointment**

Mrs. Anjali Nashier, Non-Executive Director

Mrs. Anjali Nashier is an Electrical Engineer and LLB. She is Vice-Chairperson and CEO of RattanIndia Solar business and also a director on the board of RattanIndia Power Limited. She is hardworking, aggressive and extremely talented person. Prior to joining the board of the company, she had built a successful business related to real estate

services. After she became CEO of RattanIndia Solar business, she had spearheaded the growth of project pipeline to 300 MW within a very short span of time.

Mrs. Nashier is also on the Board of RattanIndia Power Limited, Spire Constructions Private Limited, Mahalaxmi Designs Private Limited, JDS Agencies Private Limited, Antheia Real Estate Private Limited, Reyna Land Development Private Limited, Tupelo Properties Private Limited, Antheia Buildcon Private Limited, Nettle Constructions Private Limited, Priapus Developers Private Limited, Heliotrope Real Estate Private Limited, Cleta Land Development Private Limited, Priapus Land Development Private Limited and Antheia Infrastructure Private Limited.

Membership/Chairpersonship of Mrs. Anjali Nashier in committees of various companies is as under:

Name of the Company	Name of Committee	Chairperson/Member
RattanIndia Power Limited	Corporate Social Responsibility Committee	Chairperson
RattanIndia Infrastructure Limited	Corporate Social Responsibility Committee	Chairperson

Mrs. Anjali Nashier is the wife of Mr. Rajiv Rattan the Chairman and Whole-time director of the Company. However she does not hold any shares in the Company.

## (D) Financial Year

The financial year of the Company is a period of twelve months beginning on 1st April every calendar year and ending on 31st March the following calendar year.

## (E) Date of Book Closure

Book Closure dates have been provided in the Notice convening the AGM forming part of this Annual Report.

## (F) Dividend Payment date

No dividend has been recommended by the Board for the FY 2015-16.

## (G) (i) Distribution of shareholding as on 31st March 2016

Sr. No.	Shareholding of nominal value (in ₹)	No. of holders	% to total holders	Value in ₹	% to nominal value
	From - To				
1	1 - 5000	78451	90.16	59,254,550	2.14
2	5001 - 10000	3869	4.45	28,916,224	1.05
3	10001 - 20000	2104	2.42	32,907,826	1.19
4	20001 - 30000	694	0.80	17,725,354	0.64
5	30001 - 40000	403	0.46	14,850,750	0.54
6	40001 - 50000	249	0.29	11,639,988	0.42
7	50001 - 100000	559	0.64	42,757,108	1.55
8	100001 and Above	679	0.78	2,556,487,384	92.47
	<b>TOTAL</b>	<b>87,008</b>	<b>100.00</b>	<b>2,764,539,184</b>	<b>100.00</b>

## Report on Corporate Governance (contd.)

### (ii) Shareholding pattern as on 31st March 2016

Sr. No.	Category	No. of Shares	% holding
1	Promoters	860,133,783	62.23
2	Financial Institutions/Banks/ Mutual Funds	7,080	0.00
3	FII/Foreign Portfolio Investors	126,910,836	9.18
4	Private Bodies Corporate	159,364,364	11.53
5	Indian Public	195,378,002	14.13
6	NRIs/OCBs	10,387,082	0.75
7	GDR(Shares underlying)	4,996,038	0.36
8	Other foreign entities	24,193,870	1.75
9	Clearing Members	898,537	0.07
	<b>Total</b>	<b>1,382,269,592</b>	<b>100.00</b>

### (H) Dematerialization of shares and liquidity

Shares of the Company are compulsorily traded in dematerialized form and are available for trading under both the depositories i.e. NSDL and CDSL.

As on March 31, 2016, 99.99% Equity shares of the Company representing 138,20,63,793 out of a total of 138,22,69,592 Equity shares, were held in dematerialized form with NSDL & CDSL with a miniscule balance of 1,90,780 Equity shares, constituting about 0.01% of the total outstanding Equity shares, being held in physical form.

### (I) Outstanding GDRs/Convertible Instruments

The number of outstanding GDRs as on March 31, 2016 was 4,996,038. Each GDR represents one equity share of ₹ 2/- each in the Company.

### (J) Commodity price risk or foreign exchange risk and hedging activities

Not applicable

### (K) Listing on Stock Exchanges

The Company's shares are listed on the following stock exchanges:

National Stock Exchange of India Limited (NSE)  
"Exchange Plaza", Bandra-Kurla Complex,  
Bandra (E), Mumbai – 400 051

BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

The Global Depository Receipts (GDRs) of the Company are listed on:  
Luxembourg Stock Exchange,  
Societe de la Bourse, de Luxembourg,  
11 av de la Porte – Neuve,  
L – 2227, Luxembourg

### Payment of Listing Fee

Annual listing fee for the Financial Year 2016-17 has been paid by the Company to BSE and NSE, within the stipulated time.

**(L) Stock Code**

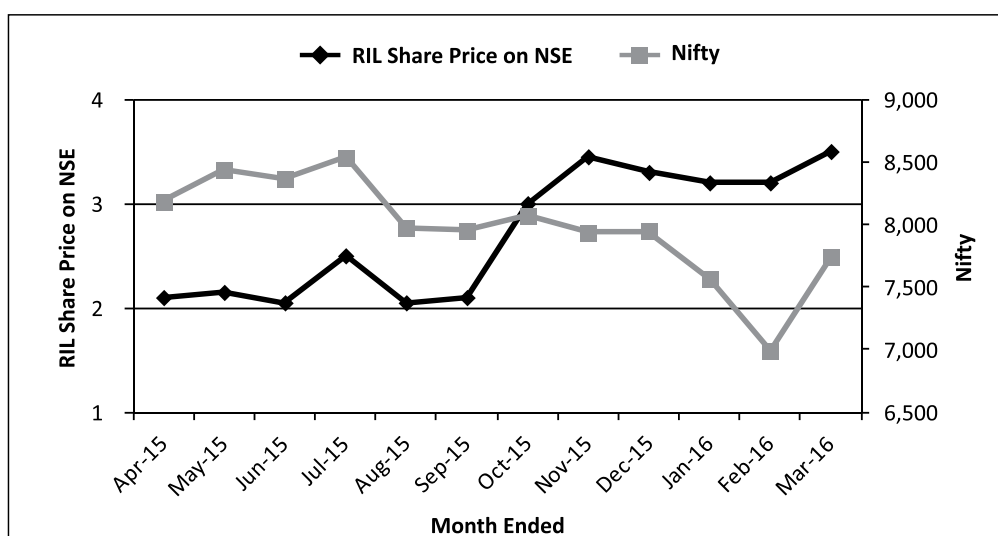
BSE Limited	- 534597
National Stock Exchange of India Limited	- RTNINFRA
ISIN for Dematerialization	- INE834M01019

**(M) Stock Market Price at National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)**

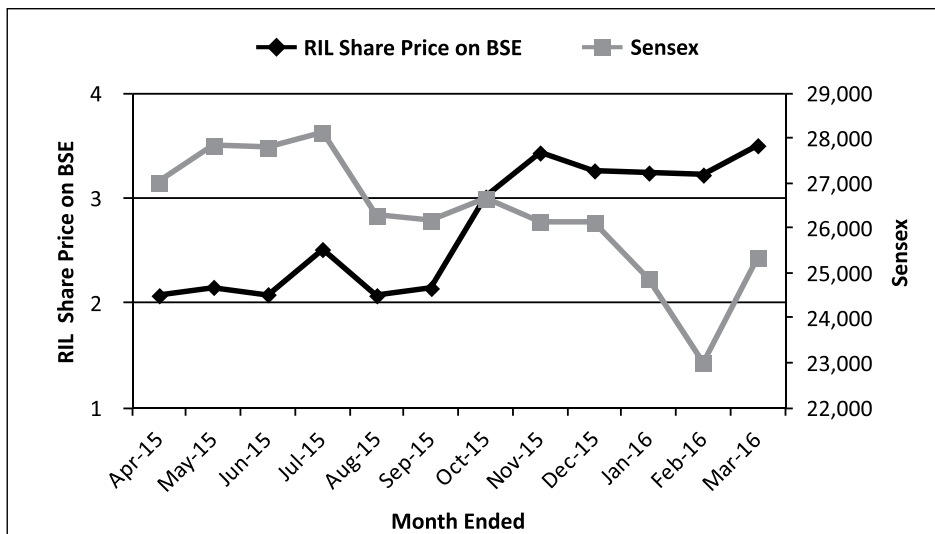
The monthly high and low market prices of shares at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2016 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2015	2.90	2.00	2.88	1.95
May 2015	2.55	1.95	2.54	1.96
June 2015	2.50	2.00	2.43	2.00
July 2015	2.80	2.00	2.69	2.03
August 2015	2.85	2.00	2.89	2.00
September 2015	2.30	1.85	2.31	1.94
October 2015	3.30	2.05	3.29	2.05
November 2015	3.65	2.95	3.68	3.00
December 2015	3.65	3.20	3.65	3.20
January 2016	3.75	3.10	3.76	3.10
February 2016	3.35	3.10	3.34	3.11
March 2016	3.60	3.20	3.63	3.22

**(N) Performance of the Company in comparison to broad-based indices**



## Report on Corporate Governance (contd.)



### (O) Registrar and Transfer Agents

Karvy Computershare Private Limited are acting as the Registrar and Transfer Agents of the Company for handling the share related matters, both in physical and dematerialised mode.

The contact details are as under:

#### **Karvy Computershare Pvt. Ltd**

Unit : RattanIndia Infrastructure Limited  
Karvy Selenium, Tower-B, Plot No. 31 & 32, Gachibowli,  
Financial District, Nanakramguda  
Serilingampally, Hyderabad-500032

Contact Person: Ms. C Shobha Anand, AGM

Tel : 040-6716 2222

Fax: 040-2300 1153

E-mail: einward.ris@karvy.com

### (P) Share Transfer System

The Share transfer system in the Company comprises of two components viz the Stakeholders' Relationship Committee (the Committee) and the Registrar and Transfer Agent of the Company (RTA) which work hand in hand to process and approve the requests received for transfer or transmission of the shares in the physical segment. Share transfer/transmission requests are being processed within the stipulated time, with the RTA sending the requests which have already been scrutinized by it and found to be in order, to the Committee for its approval and the Committee approves the same and communicates its approval to the RTA. The Committee receives from the RTA, the details and documents pertaining to the requests which have not been found to be in order, for its information and examination. The certificates pertaining to the transferred shares are mailed to the concerned investors by the RTA immediately upon approval of transfers, so as to reach such investors well within the time stipulated under the Listing Regulations.

### (Q) Address for Correspondence

Registered & Corporate Office:  
5th Floor, Tower-B, Worldmark-1, Aerocity,  
New Delhi- 110 037  
Email: ir@rattanindia.com  
Tel: 011-66612666, Fax: 011-66612777  
Website: www.rattanindia.com/ril

**(R) Demat suspense account/ Unclaimed suspense account**

S. No.	Particulars	No. of Shareholders	No. of shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	29	91280
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	1	88500
3	Number of shareholders to whom shares were transferred from suspense account during the year	1	88500
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	28	2780

**9. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY**

A certificate from a Practicing Company Secretary certifying the Company's compliance with the provisions of Corporate Governance as stipulated under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to and forms a part of this report.

**10. CEO & CFO Certification**

The certificate in compliance with Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, signed by the Chairman and Whole-time Director and Chief Financial Officer, was placed before the Board of Directors and annexed herewith.

**11. DISCRETIONARY REQUIREMENTS**

Status of Compliance of Discretionary requirements in compliance with Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

**(A) Non-Executive Chairman**

The Company has an executive Chairman and hence the requirements recommended as to a non-executive Chairman, are not required to be adopted by the Company.

**(B) Separate Posts of Chairman and Chief Executive Officer**

The Company does not have any Chief Executive Officer.

**(C) Shareholders' Rights**

The Company is getting its quarterly/half yearly and annual financial results published in leading newspapers with wide circulation across the country and regularly updates the same and other important information on its public domain website. In view of the same, individual communication of quarterly/half yearly and annual financial results to the shareholders is not being made at present.

**(D) Unmodified Audit Report**

The Auditors' Report on the audited annual accounts of the Company does not contain any qualification and it shall be the endeavor of the Company to continue the trend by strengthening the existing accounting systems and controls as well as ensuring complete adherence to the applicable accounting standards, procedures and practices to have unmodified audit opinion.

**(E) Reporting of Internal Auditor**

The Company has an Internal Auditor, who was appointed by the Audit Committee. The Internal Auditor reports directly to the Audit Committee with his report being subsequently forwarded to the Board of Directors by the Audit Committee.

**DECLARATION AS REQUIRED UNDER THE LISTING REGULATIONS**

All Directors and senior management of the Company have affirmed compliance with the RattanIndia Infrastructure Limited Code of Conduct for the financial year ended 31st March, 2016.

Date: May 25, 2016  
Place: New Delhi

Sd/-  
**Rajiv Rattan**  
Chairman & Whole-time Director



# Report on Corporate Governance (contd.)

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members,  
RattanIndia Infrastructure Limited

We have examined the compliance of conditions of Corporate Governance by RattanIndia Infrastructure Limited ("the Company"), for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement executed by the Company with the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') for the period from April 1, 2015 to November 30, 2015 and as prescribed in Regulations 17 to 27, 46(2)(b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period from December 1, 2015 to March 31, 2016.

We state that the compliance of conditions of Corporate Governance is the responsibility of the Company's management and our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/ LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For S. Khandelwal & Co.  
Company Secretaries

Sd/-  
Sanjay Khandelwal  
Proprietor

Date: May 25, 2016  
Place: New Delhi

Membership No: FCS-5945  
CP No.: 6128

## CHAIRMAN AND EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,  
The Board of Directors,  
RattanIndia Infrastructure Limited

We, the undersigned, in our respective capacities as Chairman and Executive Director and Chief Financial Officer of RattanIndia Infrastructure Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2016 and to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and there was nothing to disclose to the Auditors and the Audit Committee w.r.t. the deficiencies in the design or operation of internal controls of which we are aware.
- (d)
  - (i) There has not been any significant change in the internal control over financial reporting during the year;
  - (ii) There has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (iii) We are not aware of any instance of significant fraud with involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Rajiv Rattan**  
Chairman & Executive Director

**Samir Taneja**  
Chief Financial Officer

Place : New Delhi  
Date : May 25, 2016

# Independent Auditors' Report

## TO THE MEMBERS OF RATTANINDIA INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS INDIABULLS INFRASTRUCTURE AND POWER LIMITED)

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 and presentation of these standalone 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 standalone 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 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. 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.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2016 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- e) on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in 'Annexure B'; and
- g) With respect to the other matters to be included in 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.
  - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN: 000643N

**Amar Mittal**  
Partner

Membership No.: 017755

Place: New Delhi  
Date: May 25, 2016

# Annexure to the Independent Auditor's Report

## Annexure A to the Independent Auditors' Report

**The Annexure referred to in our Independent Auditor's Report to the members of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) on the financial statement of the year ended March 31, 2016, we report that:**

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified annually. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to size of the Company and the nature of its assets.
- c) Accordingly to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of Company.
- ii) The company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.
- iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.
- iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provision of Section 185 and 186 of the Act, with respect to loan and investment made.
- v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.
- vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.
- vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.  
  
According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable, wherever applicable.
- b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.
- viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN: 000643N

Place: New Delhi  
Date: May 25, 2016

**Amar Mittal**  
Partner  
Membership No.: 017755

# Annexure to the Independent Auditor's Report (contd.)

## Annexure B to the Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Opinion

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

**For Sharma Goel & Co. LLP**

Chartered Accountants

FRN: 000643N

**Amar Mittal**

Partner

Membership No.: 017755

Place: New Delhi

Date: May 25, 2016



# Balance Sheet

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) as at March 31, 2016

Particulars	Note No	(Amount in ₹)	
		As at March 31, 2016	As at March 31, 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	2,764,539,184	2,652,915,520
Reserves and Surplus	4	3,899,250,121	3,725,257,101
Money Received against Share Warrants	5	184,000,000	145,513,536
<b>Non Current Liabilities</b>			
Long-term Provisions	6	8,278,856	6,233,231
<b>Current Liabilities</b>			
Other Current Liabilities	7	7,051,633	3,799,922
Short-term Provisions	8	199,550	195,852
<b>TOTAL</b>		<b>6,863,319,344</b>	<b>6,533,915,162</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Fixed Assets	9		
- Tangible Assets		584,456	614,953
Non-current Investments	10	5,925,000,000	5,925,000,000
Long-term Loan and Advances	11	917,100,960	6,667,493
<b>Current Assets</b>			
Cash and Cash Equivalents	12	18,048,998	595,763,102
Short-term Loans and Advances	13	2,584,930	5,817,833
Other Current Assets	14	-	51,781
<b>TOTAL</b>		<b>6,863,319,344</b>	<b>6,533,915,162</b>
<b>Summary of significant accounting policies</b>		<b>2</b>	
<b>The accompanying notes form an integral part of the financial statements</b>			

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Statement of Profit and Loss

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

		(Amount in ₹)	
	Note No	For the year ended March 31, 2016	For the year ended March 31, 2015
<b>Revenue:</b>			
Other Income	15	68,027,865	40,021,465
<b>Total Revenue</b>		<b>68,027,865</b>	<b>40,021,465</b>
<b>Expenses:</b>			
Employee Benefits Expense	16	50,115,454	24,669,396
Finance Costs	17	2,528	-
Depreciation and Amortisation Expense	9	30,497	30,497
Other Expenses	18	12,610,116	10,530,455
<b>Total Expenses</b>		<b>62,758,595</b>	<b>35,230,348</b>
<b>Profit before Tax</b>		<b>5,269,270</b>	<b>4,791,117</b>
<b>Tax Expense</b>			
Current Tax		639,030	-
Tax related to earlier period		-	(1,137,794)
		639,030	(1,137,794)
Less: MAT credit entitlement		(1,524,512)	-
Net Current Tax Expense		(885,482)	(1,137,794)
Deferred Tax		-	(33,013)
<b>Net tax expense</b>		<b>(885,482)</b>	<b>(1,170,807)</b>
<b>Profit for the Year</b>		<b>6,154,752</b>	<b>5,961,924</b>
<b>Earnings Per Equity Share (Face Value ₹ 2)</b>	<b>21</b>		
- Basic		0.0045	0.0046
- Diluted		0.0044	0.0046

**Summary of significant accounting policies** **2**

**The accompanying notes form an integral part of the financial statements**

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Cash Flow Statement

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	Note No	For the year ended March 31, 2016	(Amount in ₹) For the year ended March 31, 2015
<b>A Cash Flow from Operating Activities :</b>			
Net Profit before Tax		5,269,270	4,791,117
Adjustment for:			
Provision for Compensated Absences		794,715	604,764
Provision for Gratuity		2,971,029	1,474,481
Interest Income on Intercompany Deposit		(65,320,608)	(21,790,010)
Profit on Sale of Investment		-	(7,598,514)
Dividends on Units of Mutual Fund - Non Trade		(1,937,549)	(10,053,101)
Interest on Fixed Deposits		(345,204)	(575,340)
Profit on Sale of Fixed Assets		-	(4,500)
Depreciation / Amortisation Expenses		30,497	30,497
<b>Operating Loss before Working Capital Changes</b>		<b>(58,537,850)</b>	<b>(33,120,606)</b>
Adjustments for:			
Decrease/ (Increase) in Loans and Advances		(902,217,097)	(56,345)
Increase / (Decrease) in Employee Benefit Liabilities		(1,716,421)	(1,387,501)
Increase/ (Decrease) in Other Current Liabilities		3,251,711	3,161,333
<b>Cash used in Operations</b>		<b>(959,219,657)</b>	<b>(31,403,119)</b>
Income Taxes Paid		(4,097,985)	(2,236,535)
<b>Net Cash Used in Operating Activities</b>		<b>(963,317,643)</b>	<b>(33,639,654)</b>
<b>B Cash Flow from Investing Activities :</b>			
ICD Received back from / (given to) Associate Company		-	434,050,000
Dividends on Units of Mutual Fund - Non Trade		1,937,549	10,053,101
Purchase of Fixed Assets		-	(476,525)
Interest Received on Fixed Deposits		396,986	523,559
Sale of Fixed Assets		-	4,500
Interest Received on Intercompany Deposit Given		65,320,608	48,327,170
Profit from Sale of Investment		-	7,598,514
<b>Net Cash Generated From/ (Used In) Investing Activities</b>		<b>67,655,142</b>	<b>500,080,319</b>
<b>C Cash Flow from Financing Activities</b>			
Proceeds from Issue of Share Warrant		184,000,000	-
Proceeds from Issue of Equity Shares		133,948,397	128,402,592
<b>Net Cash Generated from Financing Activities</b>		<b>317,948,397</b>	<b>128,402,592</b>
<b>D Net Increase in Cash and Cash Equivalents (A+B+C)</b>		<b>(577,714,104)</b>	<b>594,843,257</b>
<b>E Cash and Cash Equivalents at the beginning of the year</b>		<b>595,763,102</b>	<b>919,845</b>
<b>F Cash and Cash Equivalents at the end of the year (D+E)</b>		<b>18,048,998</b>	<b>595,763,102</b>

# Cash Flow Statement (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

Note :

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statements as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 2 Cash and Cash Equivalents as at the end of the year include:

Cash on Hand	3,656,421	3,705,986
Balances with Banks		
- In Current Accounts	14,392,577	292,057,116
- In other deposit accounts with original maturity of 3 months or less	-	300,000,000
<b>Total of Cash and Cash Equivalents</b>	<b>18,048,998</b>	<b>595,763,102</b>
- 3 Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Notes Forming Part of the Financial Statements

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

## 1. Overview

RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) ("the Company") was incorporated on November 09, 2010 with an authorized share capital of ₹ 5,000,000 divided into 500,000 equity shares of face value of ₹ 10 each. During the financial year 2011-12, the face value of equity share was reduced to ₹ 2 per share. Pursuant to that, the authorized capital was increased by ₹ 2,995,000,000 and ₹ 50,000,000 during the financial year 2011-12 and 2013-14 respectively. It was further increased by ₹ 450,000,000 during the financial year 2015-16 resulting in total authorized capital of ₹ 3,500,000,000. The Company's objects enable it to carry on the business of generating, developing, transmitting, distributing, trading and supplying all forms of the electrical power energy and to establish commission, set up, operate and maintain electric power generating stations and do all other related and ancillary objects.

Pursuant to and in terms of the Court approved Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956, by and among Indiabulls Real Estate Limited, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited), Indiabulls Builders Limited, RattanIndia Power Limited (formerly known as Indiabulls Power Limited.), Poena Power Supply Limited and their respective shareholders and creditors (Scheme 2011), which had been approved by the Hon'ble High Court of Delhi vide its order dated October 17, 2011 and came into effect on November 25, 2011, with effect from April 1, 2011 i.e. the Appointed Date, - (a) The Power business undertaking of Indiabulls Real Estate Limited (IBREL) which included the IBREL investment in the Company, stood demerged from IBREL and transferred to and vested in favor of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) which had the effect of making RIL the Promoter Group/holding company of the RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) :-

- a) Certain Assets comprising of Fixed Assets and Loans and Advances in the IBREL aggregating to ₹ 1,840,201 have been transferred to the Company, at their book values;
- b) The Equity Share Capital of the Company amounting to ₹ 500,000 was cancelled;
- c) The Investment in RPL amounting to ₹ 5,925,000,000 had been transferred from IBREL to the Company;
- d) The net adjustment for such transfer of assets, liabilities and cancellation and issue of Equity Share Capital amounting to ₹ 3,507,981,841 has been shown in the Capital Reserve Account;
- e) Pursuant to the Scheme on November 25, 2011, the Company has issued and allotted 1,188,586,680 Fully Paid up Equity Shares and 84,370,000 Partly Paid up Equity Shares to the shareholders of Indiabulls Real Estate Limited, who were holding the shares, as on the Record Date i.e. 8th December, 2011, in the ratio of 2.95:1.

Pursuant to the Scheme, the Authorized Share Capital of the Company has been reorganized to ₹ 3,000,000,000 divided into 1,500,000,000 Equity Shares Face Value of ₹2 each.

In terms of the Court approved Scheme of Arrangement which came into effect on June 2, 2012 (Effective Date), Indiabulls Infrastructure Development Limited (IIDL scheme 2012) was merged with RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (the Holding Company) as a going concern with effect from April 1, 2012, the Appointed Date under the Scheme, upon which the entire undertaking and the entire assets and liabilities of IIDL stand transferred to and vested in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) at their book values. Pursuant to the Scheme as aforesaid, an aggregate of 415,407,007 Equity Shares of face value ₹ 10 each in RPL were issued and allotted in favor of the IIDL shareholders as on the Effective Date, thereby increasing the paid up capital of RPL to ₹ 26,427,299,530 divided into 2,642,729,953 Equity Shares of face value ₹ 10 each. Consequent to issuance and allotment of Equity Shares to IIDL, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) ceased to be the holding company of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) w.e.f June 20, 2012.

During the previous year pursuant to the announcements on restructuring of the promoters' inter-se roles, there have been declassifications in respect of certain Promoters/Promoter Group Entities/Persons Acting in Concert with Promoters (PACs) of the Company, as was intimated by the Company to NSE and BSE (the Stock Exchanges) on July 18, 2014 and October 28, 2014 respectively.

Pursuant to an understanding arrived at between the erstwhile promoters of the Indiabulls group namely, Mr. Sameer Gehlaut, Mr. Saurabh Mittal and Mr. Rajiv Rattan, during the financial year 2014-2015, Mr. Sameer Gehlaut and Mr.

Saurabh Mittal relinquished the ownership rights, management and control as also the supervision of the Power Business. Accordingly Mr. Sameer Gehlaut and Mr. Saurabh Mittal transferred their direct and indirect shareholding in power group entities to Mr. Rajiv Rattan and the entities owned and promoted by him pursuant to an inter-se transfer and subsequently resigned from their directorships and chairmanship/ vice chairmanship of the Power Business respectively. Thus the ownership, management and control of the Power Business and its supervision rights came to vest with Mr. Rajiv Rattan who also assumed the Chairmanship of the Power Business.

During the previous year, in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, company has received fresh certificate of incorporation consequent upon change of name, from the Registrar of Companies, National Capital Territory of Delhi & Haryana, dated November 3, 2014 in respect of the said change. Accordingly, the name of the Company was changed to 'RattanIndia Infrastructure Limited'.

## **2. Significant Accounting Policies**

### **2.1 Basis of preparation of financial statements**

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

### **2.2 Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

### **2.3 Revenue Recognition**

Interest income from deposits and others is recognized on an accrual basis. Dividend income is recognized when the right to receive the dividend is established. Profit/ loss on sale of investments are recognized on the date of the transaction of sale and is computed with reference to the original cost of the investment sold.

Revenue from Power Consultancy/ Advisory Services is recognized when services are rendered.

### **2.4 Fixed Assets**

Fixed assets are carried at cost less accumulated depreciation/ amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase/ completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Intangible assets are stated at cost, net of tax/ duty credits availed less accumulated amortization and impairment losses, if any. Cost includes original cost of acquisition, development and installation, including incidental expenses related to such acquisition, development and installation.

### **2.5 Depreciation/ Amortization**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

# Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions/ deletions to fixed assets is provided on a pro-rata basis from/ upto the date the asset is put to use/ discarded.

## 2.6 Expenditure During Construction Pending Capitalization

Any expenditure directly/ indirectly related and attributable to the construction of power projects and incidental to setting up power project facilities, incurred prior to the Commercial Operation Date (COD) of the Power Project, are accumulated under "Expenditure during construction pending capitalization", to be capitalized on completion of construction of the respective power projects/ COD.

## 2.7 Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at re valued amount, in which case any impairment loss of the re valued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than re valued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of re valued assets such reversal is not recognised.

## 2.8 Inventories

Inventories are valued at the lower of cost derived on weighted average basis and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of consumption, including Octroi and other levies, transit insurance and receiving charges.

## 2.9 Cash and Cash Equivalents (for the purpose of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.10 Cash Flow Statement

Cash flows are reported using the Indirect Method, whereby profit/ loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## 2.11 Borrowing Costs

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended

periods when active development activity on the qualifying assets is interrupted. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Any income earned on the temporary deployment/investment of those borrowings is deducted from the borrowing costs so incurred.

## **2.12 Investments**

Investments are classified as long term and current. Long-term investments are carried individually at cost less provision for diminution, if any, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

## **2.13 Foreign Currency Transactions**

### **Initial recognition**

Transactions in foreign currencies entered into by the Company and net investment in non-integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

### **Measurement at the balance sheet date**

Foreign currency monetary items of the Company and its net investment in non-integral foreign operation outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

### **Treatment of exchange differences**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss. The exchange differences on restatement/ settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in the "Foreign Currency Translation Reserve" until disposal/ recovery of the net investment.

## **2.14 Employee Benefits**

The Company's contribution to Provident Fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense to the Statement of Profit and Loss/ Expenditure during construction pending capitalization, as applicable, based on the amount of contribution required to be made and when services are rendered by the employees. The Company has unfunded defined benefit plans namely leave encashment (long term compensated absences) and gratuity for eligible employees, the liabilities for which are determined on the basis of actuarial valuations, conducted by an independent actuary at the end of the financial year using the Projected Unit Credit Method. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions, and are recognized in the Statement of Profit and Loss as income or expenses/ Expenditure during construction pending capitalization, as applicable.

## **2.15 Taxes on Income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefits associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation



## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability. Current and deferred taxes relating to items directly recognized in reserves are recognized in reserves and not in the Statement of Profit and Loss.

### **2.16 Earnings Per Share**

Basic earnings per share are computed by dividing the net profit/ (loss) after tax attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year.

### **2.17 Leases**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized on a straight-line basis over the lease term to the Statement of Profit and Loss/ Expenditure during construction pending capitalization, as applicable.

### **2.18 Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

### **2.19 Share Issue Expenses**

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance available for utilization in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the Statement of Profit and Loss.

# Notes Forming Part of the Financial Statements (contd.)

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)	
Note 3	As at	As at
Share Capital	March 31, 2016	March 31, 2015
<b>Authorised</b>		
1,750,000,000 (Previous Year 1,525,000,000) Equity Shares of ₹. 2 each	3,500,000,000	3,050,000,000
	<b>3,500,000,000</b>	<b>3,050,000,000</b>
<b>Issued, Subscribed and Paid up</b>		
<b>Equity Share Capital</b>		
1,382,269,592 (Previous Year 1,326,457,760) Equity Shares of ₹. 2 each fully paid up	2,764,539,184	2,652,915,520
<b>Total - Share Capital</b>	<b>2,764,539,184</b>	<b>2,652,915,520</b>

## a) Reconciliation of the number of shares outstanding

	March 31, 2016		March 31, 2015	
Equity Shares	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
As at the beginning of the year	1,326,457,760	2,652,915,520	1,272,956,680	2,545,913,360
Add: Issued during the year				
- For payment received in cash (Against Share Warrants)	55,811,832	111,623,664	53,501,080	107,002,160
<b>As at the end of the reporting year</b>	<b>1,382,269,592</b>	<b>2,764,539,184</b>	<b>1,326,457,760</b>	<b>2,652,915,520</b>

## b) Terms/ Rights attached to Equity Shares

The company has only one class of equity shares with voting rights, having a par value of ₹ 2 per share. Each shareholder of equity shares is entitled to one vote per share held. Each share is entitled to dividend, if declared, in Indian ₹. The dividend, if any, proposed by Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. 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. The distribution will be in proportion to the number of equity shares held by the Shareholders.

## c) Shareholders holding more than 5% shares in the company

	March 31, 2016		March 31, 2015	
Equity Shares fully paid	No. of Shares	% holding	No. of Shares	% holding
Laurel Energetics Private Limited	543,338,386	39.31%	473,572,489	35.70%
Arbutus Consultancy LLP	210,259,913	15.21%	-	-
Yantra Energetics Private Limited	104,765,484	7.58%	82,180,147	6.20%
Rajasthan Global Securities Private Limited	84,729,262	6.13%	-	-
Indiabulls Employee's Welfare Trust	-	-	80,615,775	6.08%

## d) 1,188,586,680 Shares out of the issued, subscribed and fully paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.

84,370,000 Shares out of the issued, subscribed and partly paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.

## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)	
	As at March 31, 2016	As at March 31, 2015
<b>Note 4</b>		
<b>Reserves and surplus</b>		
<b>Capital Reserve</b>		
Opening Balance	3,507,981,841	3,507,981,841
Add : Additions during the year*	100,864,070	-
Closing Balance	3,608,845,911	3,507,981,841
<b>Securities Premium Account</b>		
Opening Balance	262,660,188	198,458,892
Add : Additions during the year	66,974,198	64,201,296
Closing Balance	329,634,386	262,660,188
<b>Deficit in Statement of Profit and Loss</b>		
Opening Balance	(45,384,928)	(51,137,318)
Add: Profit for the year	6,154,752	5,961,924
Less: Depreciation on transition to Schedule II of the Companies Act, 2013.	-	(209,534)
Closing Balance	(39,230,176)	(45,384,928)
<b>Total - Reserves and surplus</b>	<b>3,899,250,121</b>	<b>3,725,257,101</b>

\* During the financial year 2015-16, an aggregate of 126,080,088 warrants held by certain non-promoter entities in the Company stood lapsed, as the holders thereof did not exercise the warrants. Consequently, an amount of ₹ 100,864,070 representing the upfront money paid on these warrants was forfeited and appropriated towards the Capital Reserve of the Company.

	As at March 31, 2016	As at March 31, 2015
<b>Note 5</b>		
<b>Money Received against Share Warrants</b>		
Money Received against Share Warrants	184,000,000	145,513,536
<b>Total - Money Received against Share Warrants</b>	<b>184,000,000</b>	<b>145,513,536</b>

During the financial year 2015-16, the company has allotted 55,811,832 shares (Previous Year 53,501,080 shares) to warrant holders against share warrants held by them, upon receipt of balance 75% amounting ₹ 133,948,397 (Previous Year ₹ 128,402,592).

During the financial year 2015-16, the company, upon receipt of shareholders approval on December 3, 2015, issued and allotted 320,000,000 warrants to Yantra Energetics Private Limited, a promoter group entity. These warrants are convertible into an equivalent number of Equity shares of face value ₹ 2/- each at a conversion price of ₹ 2.30/- per Equity share. Twenty Five Percent (25%) of conversion amount i.e. ₹ 184,000,000 has been received upfront by the Company from the said allottee. Warrants will be converted into equity shares upon receipt of balance conversion amount, within a period of eighteen months from the date of allotment of warrants.

	As at March 31, 2016	As at March 31, 2015
<b>Note 6</b>		
<b>Long-term Provisions</b>		
<b>Provision for Employee Benefits (Refer Note 20)</b>		
Provision for Gratuity (unfunded)	6,070,937	4,288,795
Provision for Compensated Absences (unfunded)	2,207,919	1,944,436
<b>Total - Long-term Provisions</b>	<b>8,278,856</b>	<b>6,233,231</b>

# Notes Forming Part of the Financial Statements (contd.)

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)	
	As at March 31, 2016	As at March 31, 2015
<b>Note 7</b>		
<b>Other Current Liabilities</b>		
<b>Duties &amp; Taxes Payable</b>		
- TDS Payable	1,073,018	509,238
- Professional Tax Payable	1,000	1,000
<b>Retention Money</b>	32,700	-
<b>Expenses Payable</b>	4,361,604	2,044,720
<b>Other Liabilities</b>		
- Audit Fee Payable	1,045,000	1,011,240
- Employee Welfare Fund	55,204	14,000
- Due to Employees	-	81,450
- Others	483,107	138,274
<b>Total - Other Current Liabilities</b>	<b>7,051,633</b>	<b>3,799,922</b>

	As at March 31, 2016	As at March 31, 2015
<b>Note 8</b>		
<b>Short-term Provisions</b>		
<b>Provision for Employee Benefits (Refer Note 20)</b>		
Provision for Gratuity (unfunded)	139,684	97,139
Provision for Compensated Absences (unfunded)	59,866	98,713
<b>Total - Short-term Provisions</b>	<b>199,550</b>	<b>195,852</b>

## **Note 9** **Fixed Assets**

	Gross Block				Accumulated Depreciation / Amortisation				Net Block		
Particulars	As at April 1, 2015	Additions during the Year	Sale during the Year	As at March 31, 2016	As at April 1, 2015	Provided during the Year	Adjustment during the Year#	Sale during the Year	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015
<b>Tangible Assets</b>											
Freehold Land	476,525	-	-	476,525	-	-	-	-	-	476,525	476,525
Office Equipment	20,784	-	-	20,784	11,873	8,911	-	-	20,784	-	8,911
Computers	265,466	-	-	265,466	265,466	-	-	-	265,466	-	-
Furniture and Fixtures	186,524	-	-	186,524	57,007	21,586	-	-	78,593	107,931	129,517
<b>TOTAL</b>	<b>949,299</b>	<b>-</b>	<b>-</b>	<b>949,299</b>	<b>334,346</b>	<b>30,497</b>	<b>-</b>	<b>-</b>	<b>364,843</b>	<b>584,456</b>	<b>614,953</b>
Previous Year	615,201	476,525	142,427	949,299	236,742	30,497	209,534	142,427	334,346	614,953	-

### **Note:**

# Pursuant to the enactment of Companies Act, 2013 the company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation, Amortisation and Depletion. Accordingly the unamortised carrying value is being depreciated/ amortised over the revised/ remaining useful lives. The written down value of fixed assets whose lives have expired as at April 1st, 2014 have been adjusted in the opening balance of Statement of Profit and Loss amounting to ₹ 209,534/-.

## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)	
	As at March 31, 2016	As at March 31, 2015
<b>Note 10</b>		
<b>Non-current Investments</b>		
Long Term Investment in Equity Instruments, Trade and Quoted - in Associate Company		
1,185,000,000 (Previous Year 1,185,000,000) Equity Shares of face value of ₹10 each in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	5,925,000,000	5,925,000,000
<b>Total - Non-current Investments</b>	<b>5,925,000,000</b>	<b>5,925,000,000</b>
Aggregate amount of Unquoted Investments	-	-
Aggregate amount of Quoted Investments	5,925,000,000	5,925,000,000
Aggregate provision for diminution in value of investments	-	-
Market value of quoted investments	11,790,750,000	10,605,750,000
1,185,000,000 (Previous Year: 1,185,000,000) equity shares of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) are pledged in favour of the Project Lenders of the RattanIndia Power Limited.		
<b>Note 11</b>		
<b>Long-term Loan and Advances</b>		
Capital Advances (Unsecured, considered good)	905,450,000	-
Mat Credit Entitlement	1,524,512	-
Balances with Government Authorities		
Advance Income Tax/Tax Deducted At Source [Net of provision for tax ₹ 639,030 (Previous Year ₹ Nil)]	10,126,448	6,667,493
<b>Total - Long-term Loan and Advances</b>	<b>917,100,960</b>	<b>6,667,493</b>
<b>Note 12</b>		
<b>Cash and Cash Equivalents</b>		
Cash on hand	3,656,421	3,705,986
Balances with Banks		
- In Current Accounts	14,392,577	292,057,116
- In Deposit Accounts with original maturity of 3 months or less	-	300,000,000
<b>Total - Cash and Cash Equivalents</b>	<b>18,048,998</b>	<b>595,763,102</b>
<b>Note 13</b>		
<b>Short-term Loans and Advances</b>		
<b>Loans and Advances to Related Party</b> (Unsecured, considered good)		
Inter Company Receivables	-	5,737,339
<b>Prepaid Expenses</b>	43,233	-
<b>Other Loans and Advances</b>		
Advances recoverable in cash or in kind or for value to be received	2,525,034	18,993
Employee -Temporary Loan	16,663	61,501
<b>Total - Short-term Loans and Advances</b>	<b>2,584,930</b>	<b>5,817,833</b>
<b>Note 14</b>		
<b>Other Current Assets</b>		
<b>Accrued Interest</b>		
- on Deposit Accounts	-	51,781
<b>Total - Other Current Assets</b>	<b>-</b>	<b>51,781</b>

# Notes Forming Part of the Financial Statements (contd.)

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)	
<b>Note 15</b>		
<b>Other Income</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Dividends on Units of Mutual Fund - Non Trade	1,937,549	10,053,101
Interest Income on Inter Corporate Deposits	65,320,608	21,790,010
Profit from Sale of Investment	-	7,598,514
Interest Income On Income Tax Refund	424,504	-
Interest on Fixed Deposits	345,204	575,340
Profit from Sale of Fixed Assets	-	4,500
<b>Total - Other Income</b>	<b>68,027,865</b>	<b>40,021,465</b>

<b>Note 16</b>		
<b>Employee Benefits Expense</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Salaries and Wages	46,323,999	22,581,391
Contribution to Provident Fund and Other Funds	8,533	1,660
Provision for Gratuity	2,971,029	1,474,481
Provision for Compensated Absences	794,715	604,764
Staff Welfare Expenses	17,178	7,100
<b>Total - Employee Benefits Expense</b>	<b>50,115,454</b>	<b>24,669,396</b>

<b>Note 17</b>		
<b>Finance Costs</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
<b>Interest Expenses</b>		
Interest Expenses on Taxation	2,528	-
<b>Total - Finance Costs</b>	<b>2,528</b>	<b>-</b>

<b>Note 18</b>		
<b>Other Expenses</b>	<b>For the year ended March 31, 2016</b>	<b>For the year ended March 31, 2015</b>
Rates and Taxes	5,702,783	3,259,959
Legal and Professional Charges	2,749,989	523,536
Travelling Expenses	839,401	1,593,837
Communication Expenses	106,268	56,298
Repairs and Maintenance - Others	-	2,500
Printing and Stationery	500,672	1,046,056
Postage & Courier Charges	465,209	1,469,459
Auditor's Remuneration - as Auditors	1,145,000	1,123,600
Advertisement Expenses	454,212	299,700
Business Promotion Expenses	107,797	565,289
Meeting Expenses	127,151	299,208
Bank Charges	1,497	3,655
Security Guard Expenses	393,133	287,358
Miscellaneous Expenses	17,004	-
<b>Total - Other Expenses</b>	<b>12,610,116</b>	<b>10,530,455</b>

## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

19. Disclosures in respect of Accounting Standard – 18, “Related Party Disclosures”, as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014:

### Nature of relationship

### Related party

#### I. Associate Company

RattanIndia Power Limited  
(formerly known as Indiabulls Power Limited.)

#### II. Key Management Personnel

Name	Designation
Rajiv Rattan	Whole Time Director and Chairman of the Company
Anjali Nashier	Director of the Company (w.e.f. 30.09.2014)
Sameer Taneja	Chief Financial Officer of the company (w.e.f 13.02.2015)
Sameer Gehlaut	Director of the Company (upto 29.09.2014)
Saurabh Kumar Mittal	Director of the Company (upto 28.10.2014)
Ram Kumar Agarwal	Company Secretary of the Company (w.e.f 20.08.2014)

#### III. Summary of Significant Transactions with Related Parties:

(Amount in ₹)

Name	Relation	Year ended	Inter Corporate Deposits Given*	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	Mar 31, 2016	873,150,000	65,320,608	3,692,526	-
		Mar 31, 2015	460,550,000	21,790,009	340,600	2,518,913

\*Maximum Balance Outstanding at any time during the year

#### IV. Summary of Outstanding Balances with Related Parties:

(Amount in ₹)

Name	Relation	Year ended	Inter Corporate Deposit Given	Interest on Inter Corporate Deposits Given	Reimbursement of General Ex-penses Payable	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	Mar 31, 2016	-	-	-	-
		Mar 31, 2015	-	-	-	2,518,913

Note: Related parties relationships as given above are as identified by the Company.

#### 20. Employee Benefits

Contributions are made to the Government Provident Fund and Family Pension Fund which cover all regular employees eligible under applicable Acts. Both the eligible employees and the company make pre-determined contributions to the Provident Fund. The contributions are normally based upon a proportion of the employee's salary. The company has recognized in the Statement of Profit and Loss an amount of ₹ 8,533 (Previous Year: ₹ 1,660) towards employer's contribution towards Provident Fund.

Provision for unfunded Gratuity and Compensated absences payable to eligible employees on retirement/ separation is based upon an actuarial valuation as at the year ended March 31, 2016. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. After the issuance of Accounting Standard (AS) 15 (Revised) on

# Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

“Employee Benefits”, commitments are actuarially determined using the ‘Projected Unit Credit Method’. Gains/ losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss as applicable and as identified by the Management of the Company.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of Gratuity and Compensated Absences and the amounts recognized in the financial statements for the year ended March 31, 2016 as per Accounting Standard (AS) 15– “Employee Benefits”, as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014:

Particulars	(Amount in ₹)			
	Gratuity		Compensated Absences	
	(Unfunded)		(Unfunded)	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
<b>Reconciliation of liability recognized in the Balance sheet:</b>				
Present Value of commitments (as per Actuarial valuation)	6,210,621	4,385,934	2,267,785	2,043,149
Fair value of plan assets	NA	NA	NA	NA
Net liability in the Balance sheet (as per Actuarial valuation)	6,210,621	4,385,934	2,267,785	2,043,149
<b>Movement in net liability recognized in the Balance sheet:</b>				
Net liability as at the beginning of the year	4,385,934	-	2,043,149	-
Net amount recognized as expenses/ (reversal) in the Statement of Profit and Loss	2,971,028	1,474,481	794,715	604,764
Benefits Paid	(1,146,341)	(1,000,000)	(570,079)	(387,501)
Contribution during the year	NA	NA	NA	NA
Acquisition adjustment*	NA	3,911,453	NA	1,825,886
Net liability as at the end of the year	6,210,621	4,385,934	2,267,785	2,043,149
<b>Expenses recognized in the Statement of Profit and Loss</b>				
Current service cost	845,503	801,650	370,580	396,605
Past Service Cost	-	-	-	-
Interest Cost	328,610	-	150,436	-
Expected return on plan asset	-	-	-	-
Actuarial (gains) / losses	1,796,915	672,831	273,699	208,159
Expenses charged / (reversal) to the Statement of Profit and Loss	2,971,028	1,474,481	794,715	604,764
<b>Return on Plan assets:</b>				
Expected return on Plan assets	NA	NA	NA	NA
Actuarial (gains) / losses	NA	NA	NA	NA
Actual return on plan assets	NA	NA	NA	NA
<b>Reconciliation of defined-benefit commitments:</b>				
Commitments as at the beginning of the year	4,385,934	-	2,043,149	-
Current service cost	845,503	801,650	370,580	396,605
Past Service Cost	-	-	-	-
Interest cost	328,610	-	150,436	-
Paid benefits	(1,146,341)	(1,000,000)	(570,079)	(387,501)
Actuarial (gains) / losses	1,796,915	672,831	273,699	208,159
Acquisition adjustment*	NA	3,911,453	NA	1,825,886
Commitments as at the end of the year	6,210,621	4,385,934	2,267,785	2,043,149



## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

(Amount in ₹)

Particulars	Gratuity		Compensated Absences	
	(Unfunded)		(Unfunded)	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
<b>Reconciliation of Plan assets:</b>				
Plan assets as at the beginning of the year	NA	NA	NA	NA
Expected return on plan assets	NA	NA	NA	NA
Contributions during the year	NA	NA	NA	NA
Paid benefits	NA	NA	NA	NA
Actuarial (gains) / losses	NA	NA	NA	NA
Acquisition adjustment*	NA	NA	NA	NA
Plan assets as at the end of the year	NA	NA	NA	NA

\* Liability transferred to RattanIndia Power Limited (formerly known as Indiabulls Power Limited.), RattanIndia Nasik Power Limited (formerly known as Indiabulls Realtech Limited), Elena Power & Infrastructure Limited and IIC Limited, the Company having substantial interest pursuant to services of certain employees transferred from the Company during the year of ₹ Nil (Previous Year ₹ 3,911,453) in respect of Gratuity and ₹ Nil (Previous Year ₹ 1,825,886) in respect of Leave Encashment.

(Amount in ₹)

Particulars	Gratuity (Unfunded)				
	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
<b>Experience adjustment:</b>					
On plan liabilities	-	-	-	256,204	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	6,210,621	4,385,934	-	1,831,738	1,404,782
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(6,210,621)	(4,385,934)	-	(1,831,738)	(1,404,782)

(Amount in ₹)

Particulars	Compensated Absences (Unfunded)				
	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
<b>Experience adjustment:</b>					
On plan liabilities	-	-	-	308,760	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	2,267,785	2,043,149	-	1,060,737	928,022
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(2,267,785)	(2,043,149)	-	(1,060,737)	(928,022)

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity and Compensated absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

**(a) Economic Assumptions**

	March 31, 2016	March 31, 2015
Discount rate	8.00%	7.75%
Expected return on plan assets	-	-
Expected rate of salary increase	5.00%	5.00%

**(b) Demographic Assumptions**

	March 31, 2016	March 31, 2015
Retirement Age	60 Years	60 Years
Mortality Table	IALM (2006-08)	IALM (2006-08)
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
- Upto 30 Years	3.00	3.00
- From 31 to 44 Years	2.00	2.00
- Above 44 Years	1.00	1.00

The employer's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity and Compensated Absences is ₹ 1,229,621 (Previous Year: ₹ 1,127,132) and ₹ 408,383 (Previous Year: ₹ 523,892) respectively.

**21. Earnings Per Equity Share (EPS):**

The basic earnings per equity share is computed by dividing the net profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the profit / loss after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per equity share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/ reverse share splits, bonus shares and share warrants and the potential dilutive effect of Employee Stock Options Plans, as appropriate.

## Notes Forming Part of the Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

Amount in ₹ except number of shares

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Profit for the year	6,154,752	5,961,924
Weighted average number of Shares used in computing basic earnings per equity share (Number of Shares)	1,373,272,603	1,301,832,605
Add: Effect of number of equity shares on account of Share Warrants	17,758,667	5,483,388
Weighted average number of Shares used in computing diluted earnings per equity share (Number of Shares)	1,391,031,270	1,307,315,993
Basic Earnings per equity share	0.0045	0.0046
Diluted Earnings per equity share	0.0044	0.0046
Face Value per equity share	2	2

22. The Company's activities during the year involved setting up of its power project in India for generation of thermal power. Considering the nature of Company's business and operations and based on the information available with the Company, there is/are no reportable segment (business and/ or geographical) in accordance with Accounting Standard 17 on "Segment Reporting" as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Hence no further disclosures are required in respect of reportable segments, under Accounting Standard 17.
23. There is neither any Contingent liability nor any Commitments to be reported as at March 31, 2016 (Previous Year ₹ Nil).
24. In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as at March 31, 2016.
25. In the opinion of the Board of Directors, all current and non-current assets, long term and short term loans and advances appearing in the Balance Sheet as at March 31, 2016 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the Balance Sheet. In the opinion of the Board of the Director's, no provision is required to be made against the recoverability of these balances.
26. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at March 31, 2016	As at March 31, 2015
Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
the amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

- 27.** The Company has not entered into any derivative instruments during the year. The Company does not have any foreign currency exposures towards receivables, payables or any other derivative instrument as at March 31, 2016 (Previous Year ₹ Nil).
- 28.** The disclosure as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Company by such parties is covered in the related party disclosures. (Refer Note 19).
- 29.** The Company is covered under Section 135 of the Companies Act, 2013 and accordingly constituted a Corporate Social Responsibility Committee of the Board. However, as the Company did not have average net profits based on the immediately preceding three financial years, the Company is not required to spend amounts towards Corporate Social Responsibility in terms of the 2013 Act.
- 30.** Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

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As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Independent Auditors' Report

## TO THE MEMBERS OF RATTANINDIA INFRASTRUCTURE LIMITED (FORMERLY KNOWN AS INDIABULLS INFRASTRUCTURE AND POWER LIMITED)

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ("the Holding Company"), and associate (collectively referred to as "the Company" or the "Group"), comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for preparation of the consolidated financial statements in term of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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, 2013 (hereinafter referred to as "the act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company is responsible for 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statement by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 consolidated financial statements are free from material misstatement.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Company as at March 31, 2016 and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other Matters

The consolidated financial statements include the Group's share of net loss of ₹ 766,204,949/- for the year ended March 31, 2016, as considered in the consolidated financial statements, in respect of associate, whose financial statement/ financial information have not been audited by us. These financial statement/ financial information have been audited by other auditor's whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures include in respect of these associates is based solely on the reports of the other auditor.

## Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of section 143 of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statement.
- b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014.
- e) on the basis of the written representations received from the directors of the Holding Company as on March 31, 2016, taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of associate Company incorporated in India, none of the Directors of the Group Companies incorporated in India is disqualified as on March 31, 2016 from being appointed as a Director of that Company in terms of Section 164 (2) of the Act.
- f) with respect to adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such control, refer to our separate report in 'Annexure A' and
- g) With respect to the other matters to be included in 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.
  - III. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN: 000643N

Place: New Delhi  
Date: May 25, 2016

**Amar Mittal**  
Partner  
Membership No.: 017755

# Annexure to the Independent Auditor's Report

## Annexure A to the Independent Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In Conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ("the Holding Company") and its associate company which are companies incorporated in India, as of that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Holding Company and its associate company, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN: 000643N

Place: New Delhi  
Date: May 25, 2016

**Amar Mittal**  
Partner  
Membership No.: 017755



# Consolidated Balance Sheet

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) as at March 31, 2016

Particulars	Note No	(Amount in ₹) As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' Funds</b>		
Share Capital	3	2,764,539,184
Reserves and Surplus	4	22,598,949,004
Money Received against Share Warrants	5	184,000,000
<b>Non Current Liabilities</b>		
Long-term Provisions	6	8,278,856
<b>Current Liabilities</b>		
Other Current Liabilities	7	7,051,633
Short-term Provisions	8	199,550
<b>TOTAL</b>		<b>25,563,018,227</b>
<b>ASSETS</b>		
<b>Non-current Assets</b>		
Fixed Assets	9	
- Tangible Assets		584,456
Non-current Investments	10	24,624,698,883
Long-term Loan and Advances	11	917,100,960
<b>Current Assets</b>		
Cash and Cash Equivalents	12	18,048,998
Short-term Loans and Advances	13	2,584,930
<b>TOTAL</b>		<b>25,563,018,227</b>
<b>Summary of significant accounting policies</b>	2	
<b>The accompanying notes form an integral part of the financial statements</b>		

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Consolidated Statement of Profit and Loss

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

		(Amount in ₹)
	Note No	For the year ended March 31, 2016
<b>Revenue:</b>		
Other Income	14	68,027,865
<b>Total Revenue</b>		<b>68,027,865</b>
<b>Expenses:</b>		
Employee Benefits Expense	15	50,115,454
Finance Costs	16	2,528
Depreciation and Amortisation Expense	9	30,497
Other Expenses	17	12,610,116
<b>Total Expenses</b>		<b>62,758,595</b>
<b>Profit before Tax</b>		<b>5,269,270</b>
<b>Tax Expense</b>		
(a) Current Tax		639,030
(b) Tax related to earlier period		(1,524,512)
(c) Deferred Tax		-
<b>Total Tax Expense (a+b+c)</b>		<b>(885,482)</b>
<b>Profit before share in net profit/ (loss) of Associate</b>		<b>6,154,752</b>
Share of Profit/ (Loss) in Associate	28	766,204,949
<b>Profit/ (Loss) for the Year</b>		<b>(760,050,197)</b>
<b>Earnings Per Equity Share (Face Value ₹ 2)</b>	20	
- Basic		(0.55)
- Diluted		(0.55)
<b>Summary of significant accounting policies</b>	2	
<b>The accompanying notes form an integral part of the financial statements</b>		

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Consolidate Cash Flow Statement

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)
	For the year ended March 31, 2016
<b>A Cash Flow from Operating Activities :</b>	
Net Profit before Tax	5,269,270
Adjustment for:	
Provision for Compensated Absences	794,715
Provision for Gratuity	2,971,029
Interest Income on Intercompany Deposit	65,320,608
Dividends on Units of Mutual Fund - Non Trade	(1,937,549)
Interest on Fixed Deposits	(345,204)
Depreciation / Amortisation Expenses	30,497
<b>Operating Loss before Working Capital Changes</b>	<b>(58,537,850)</b>
Adjustments for:	
Decrease/ (Increase) in Loans and Advances	(908,034,930)
Increase / (Decrease) in Employee Benefit Liabilities	4,712,662
Increase/ (Decrease) in Other Current Liabilities	7,051,633
<b>Cash used in Operations</b>	<b>(954,808,485)</b>
Income Taxes Paid	(10,765,478)
<b>Net Cash Used in Operating Activities</b>	<b>(965,573,963)</b>
<b>B Cash Flow from Investing Activities :</b>	
Dividends on Units of Mutual Fund - Non Trade	1,937,549
Interest Received on Fixed Deposits	345,204
Interest Received on Intercompany Deposit Given	65,320,608
<b>Net Cash Generated From Investing Activities</b>	<b>67,603,361</b>
<b>C Cash Flow from Financing Activities</b>	
Proceeds from Issue of Share Warrant	184,000,000
Proceeds from Issue of Equity Shares	133,948,397
<b>Net Cash Generated from Financing Activities</b>	<b>317,948,397</b>
<b>D Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>580,022,205</b>
<b>E Cash and Cash Equivalents at the beginning of the year</b>	<b>595,763,102</b>
<b>F Adjustment in retained earnings as at the effective date of Consolidation i.e. 01.04.2015</b>	<b>2,308,101</b>
<b>G Cash and Cash Equivalents at the end of the year (D+E)</b>	<b>18,048,998</b>

# Consolidate Cash Flow Statement (contd.)

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

Note :

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statements as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 2 Cash and Cash Equivalents as at the end of the year include:

Cash on Hand	3,656,421
Balances with Banks	
- In Current Accounts	14,392,577
<b>Total of Cash and Cash Equivalents</b>	<b>18,048,998</b>

As per our report of even date attached

**For Sharma Goel & Co. LLP**  
Chartered Accountants  
FRN : 000643N

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : May 25, 2016

Place: New Delhi  
Date : May 25, 2016

# Notes Forming Part of the Consolidated Financial Statements

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

## 1. Overview

RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) ("the Company") was incorporated on November 09, 2010 with an authorized share capital of ₹ 5,000,000 divided into 500,000 equity shares of face value of ₹ 10 each. During the financial year 2011-12, the face value of equity share was reduced to ₹ 2 per share. Pursuant to that, the authorized capital was increased by ₹ 2,995,000,000 and ₹ 50,000,000 during the financial year 2011-12 and 2013-14 respectively. It was further increased by ₹ 450,000,000 during the financial year 2015-16 resulting in total authorized capital of ₹ 3,500,000,000. The Company's objects enable it to carry on the business of generating, developing, transmitting, distributing, trading and supplying all forms of the electrical power energy and to establish commission, set up, operate and maintain electric power generating stations and do all other related and ancillary objects.

Pursuant to and in terms of the Court approved Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956, by and among Indiabulls Real Estate Limited, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited), Indiabulls Builders Limited, RattanIndia Power Limited (formerly known as Indiabulls Power Limited.), Poena Power Supply Limited and their respective shareholders and creditors (Scheme 2011), which had been approved by the Hon'ble High Court of Delhi vide its order dated October 17, 2011 and came into effect on November 25, 2011, with effect from April 1, 2011 i.e. the Appointed Date, - (a) The Power business undertaking of Indiabulls Real Estate Limited (IBREL) which included the IBREL investment in the Company, stood demerged from IBREL and transferred to and vested in favor of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) which had the effect of making RIL the Promoter Group/holding company of the RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) :-

- a) Certain Assets comprising of Fixed Assets and Loans and Advances in the IBREL aggregating to ₹ 1,840,201 have been transferred to the Company, at their book values;
- b) The Equity Share Capital of the Company amounting to ₹ 500,000 was cancelled;
- c) The Investment in RPL amounting to ₹ 5,925,000,000 had been transferred from IBREL to the Company;
- d) The net adjustment for such transfer of assets, liabilities and cancellation and issue of Equity Share Capital amounting to ₹ 3,507,981,841 has been shown in the Capital Reserve Account;
- e) Pursuant to the Scheme on November 25, 2011, the Company has issued and allotted 1,188,586,680 Fully Paid up Equity Shares and 84,370,000 Partly Paid up Equity Shares to the shareholders of Indiabulls Real Estate Limited, who were holding the shares, as on the Record Date i.e. 8th December, 2011, in the ratio of 2.95:1.

Pursuant to the Scheme, the Authorized Share Capital of the Company has been reorganized to ₹ 3,000,000,000 divided into 1,500,000,000 Equity Shares Face Value of ₹ 2 each.

In terms of the Court approved Scheme of Arrangement which came into effect on June 2, 2012 (Effective Date), Indiabulls Infrastructure Development Limited (IIDL scheme 2012) was merged with RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (the Holding Company) as a going concern with effect from April 1, 2012, the Appointed Date under the Scheme, upon which the entire undertaking and the entire assets and liabilities of IIDL stand transferred to and vested in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) at their book values. Pursuant to the Scheme as aforesaid, an aggregate of 415,407,007 Equity Shares of face value ₹ 10 each in RPL were issued and allotted in favor of the IIDL shareholders as on the Effective Date, thereby increasing the paid up capital of RPL to ₹ 26,427,299,530 divided into 2,642,729,953 Equity Shares of face value ₹ 10 each. Consequent to issuance and allotment of Equity Shares to IIDL, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) ceased to be the holding company of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) w.e.f June 20, 2012.

During the previous year pursuant to the announcements on restructuring of the promoters' inter-se roles, there have been declassifications in respect of certain Promoters/Promoter Group Entities/Persons Acting in Concert with Promoters (PACs) of the Company, as was intimated by the Company to NSE and BSE (the Stock Exchanges) on July 18, 2014 and October 28, 2014 respectively.

Pursuant to an understanding arrived at between the erstwhile promoters of the Indiabulls group namely, Mr. Sameer Gehlaut, Mr. Saurabh Mittal and Mr. Rajiv Rattan, during the financial year 2014-2015, Mr. Sameer Gehlaut and Mr. Saurabh Mittal relinquished the ownership rights, management and control as also the supervision of the Power Business. Accordingly Mr. Sameer Gehlaut and Mr. Saurabh Mittal transferred their direct and indirect shareholding in power group entities to Mr. Rajiv Rattan and the entities owned and promoted by him pursuant to an inter-se transfer and subsequently resigned from their directorships and chairmanship/ vice chairmanship of the Power Business respectively. Thus the ownership, management and control of the Power Business and its supervision rights came to vest with Mr. Rajiv Rattan who also assumed the Chairmanship of the Power Business.

During the previous year, in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, company has received fresh certificate of incorporation consequent upon change of name, from the Registrar of Companies, National Capital Territory of Delhi & Haryana, dated November 3, 2014 in respect of the said change. Accordingly, the name of the Company was changed to 'RattanIndia Infrastructure Limited'.

## 2. Significant Accounting Policies

### 2.1 Basis of preparation of financial statements

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

### 2.2 Principles of Consolidation

The consolidated financial statements relate to RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (the Company) and RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (its Associate company). The consolidated financial statements have been prepared on the following basis:

- (i) The consolidated financial statements of the associate company used in the consolidation are drawn upto the same reporting date as that of the Company i.e. March 31, 2016.
- (ii) Investment in Associate is dealt with in accordance with Accounting Standard (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements'. Effect has been given to the carrying amount of investments in associates using the 'Equity method'. The Company's share of the post-acquisition profits or losses is included in the carrying cost of investments.
- (iii) The excess of share of equity in the associate company as on the date of investment in excess of cost of investments of the Group, is recognized as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.
- (iv) Following Associate Company along with its subsidiary companies have been considered in the preparation of the consolidated financial statements:

Name of the Company	Country of Incorporation	% of Holding As at March 31, 2016
<b>Investment in Associate:</b>		
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	India	40.13%

### 2.3 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialize.

## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

### 2.4 Revenue Recognition

Interest income from deposits and others is recognized on an accrual basis. Dividend income is recognized when the right to receive the dividend is established. Profit/ loss on sale of investments are recognized on the date of the transaction of sale and is computed with reference to the original cost of the investment sold.

Revenue from Power Consultancy/ Advisory Services is recognized when services are rendered.

### 2.5 Fixed Assets

Fixed assets are carried at cost less accumulated depreciation/ amortization and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets. Subsequent expenditure on fixed assets after its purchase/ completion is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Intangible assets are stated at cost, net of tax/ duty credits availed less accumulated amortization and impairment losses, if any. Cost includes original cost of acquisition, development and installation, including incidental expenses related to such acquisition, development and installation.

### 2.6 Depreciation/ Amortization

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on additions/ deletions to fixed assets is provided on a pro-rata basis from/ upto the date the asset is put to use/ discarded.

### 2.7 Expenditure During Construction Pending Capitalization

Any expenditure directly/ indirectly related and attributable to the construction of power projects and incidental to setting up power project facilities, incurred prior to the Commercial Operation Date (COD) of the Power Project, are accumulated under "Expenditure during construction pending capitalization", to be capitalized on completion of construction of the respective power projects/ COD.

### 2.8 Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at re valued amount, in which case any impairment loss of the re valued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than re valued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of re valued assets such reversal is not recognised.

**2.9 Inventories**

Inventories are valued at the lower of cost derived on weighted average basis and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of consumption, including Octroi and other levies, transit insurance and receiving charges.

**2.10 Cash and Cash Equivalents (for the purpose of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.11 Cash Flow Statement**

Cash flows are reported using the Indirect Method, whereby profit/ loss before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**2.12 Borrowing Costs**

Borrowing costs include interest and amortization of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalization of such asset are added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Any income earned on the temporary deployment/ investment of those borrowings is deducted from the borrowing costs so incurred.

**2.13 Investments**

Investments are classified as current and non - current. Long-term investments are carried individually at cost less provision for diminution, if any, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

**2.14 Foreign Currency Transactions****Initial recognition**

Transactions in foreign currencies entered into by the Company and net investment in non-integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

**Measurement at the balance sheet date**

Foreign currency monetary items of the Company and its net investment in non-integral foreign operation outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

**Treatment of exchange differences**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss. The exchange differences on restatement/ settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in the "Foreign Currency Translation Reserve" until disposal/ recovery of the net investment

**2.15 Employee Benefits**

The Company's contribution to Provident Fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense to the Statement of Profit and Loss/ Expenditure during construction pending



## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

capitalization, as applicable, based on the amount of contribution required to be made and when services are rendered by the employees. The Company has unfunded defined benefit plans namely leave encashment (long term compensated absences) and gratuity for eligible employees, the liabilities for which are determined on the basis of actuarial valuations, conducted by an independent actuary at the end of the financial year using the Projected Unit Credit Method. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions, and are recognized in the Statement of Profit and Loss as income or expenses/ Expenditure during construction pending capitalization, as applicable.

### **2.16 Taxes on Income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefits associated with it will flow to the Company.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses ad items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability. Current and deferred taxes relating to items directly recognized in reserves are recognized in reserves and not in the Statement of Profit and Loss.

### **2.17 Earnings Per Share**

Basic earnings per share are computed by dividing the net profit/ (loss) after tax attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year.

### **2.18 Leases**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized on a straight-line basis over the lease term to the Statement of Profit and Loss/ Expenditure during construction pending capitalization, as applicable.

### **2.19 Provisions, Contingent Liabilities and Contingent Assets**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

### **2.20 Share Issue Expenses**

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance available for utilization in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account are expensed in the Statement of Profit and Loss.

	(Amount in ₹)
<b>Note 3</b>	
<b>Share Capital</b>	<b>As at March 31, 2016</b>
<b>Authorised</b>	
1,750,000,000 Equity Shares of ₹2 each	3,500,000,000
	<u><b>3,500,000,000</b></u>
<b>Issued, Subscribed and Paid up</b>	
<b>Equity Share Capital</b>	
1,382,269,592 Equity Shares of ₹2 each fully paid up	2,764,539,184
<b>Total - Share Capital</b>	<u><b>2,764,539,184</b></u>

**a) Reconciliation of the number of shares outstanding**

	March 31, 2016	
Equity Shares	No. of Shares	Amount (₹)
As at the beginning of the year	1,326,457,760	2,652,915,520
Add: Issued during the year		
- For payment received in cash (Against Share Warrants)	55,811,832	111,623,664
<b>As at the end of the reporting year</b>	<u><b>1,382,269,592</b></u>	<u><b>2,764,539,184</b></u>

**b) Terms/ Rights attached to Equity Shares**

The company has only one class of equity shares with voting rights, having a par value of ₹ 2 per share. Each shareholder of equity shares is entitled to one vote per share held. Each share is entitled to dividend, if declared, in Indian Rupees. The dividend, if any, proposed by Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend. 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. The distribution will be in proportion to the number of equity shares held by the Shareholders.

**c) Shareholders holding more than 5% shares in the company**

	March 31, 2016	
Equity Shares fully paid	No. of Shares	% holding
Laurel Energetics Private Limited	543,338,386	39.31%
Arbutus Consultancy LLP	210,259,913	15.21%
Yantra Energetics Private Limited	104,765,484	7.58%
Rajasthan Global Securities Private Limited	84,729,262	6.13%

**d) 1,188,586,680 Shares out of the issued, subscribed and fully paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.**

84,370,000 Shares out of the issued, subscribed and partly paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.

## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)
<b>Note 4</b>	<b>As at</b>
<b>Reserves and surplus</b>	<b>March 31, 2016</b>
<b>Capital Reserve</b>	
Opening Balance	3,507,981,841
Add : Additions during the year*	100,864,070
Add : Adjustment on account of Investment in Associate (Refer Note 27)	16,804,436,716
Closing Balance	20,413,282,627
<b>Securities Premium Account</b>	
Opening Balance	262,660,188
Add : Additions during the year	66,974,198
Closing Balance	329,634,386
<b>Deficit in Statement of Profit and Loss</b>	
Opening Balance	(45,384,928)
Add: Adjustment on account of consolidation of Associate (Refer Note 27)	2,292,709,210
Add: Current years share in reserves of Associate (Refer Note 27)	368,757,906
Add: Loss for the year	(760,050,197)
Closing Balance	1,856,031,991
<b>Total - Reserves and surplus</b>	<b>22,598,949,004</b>

\* During the financial year 2015-16, an aggregate of 126,080,088 warrants held by certain non-promoter entities in the Company stood lapsed, as the holders thereof did not exercise the warrants. Consequently, an amount of ₹ 100,864,070 representing the upfront money paid on these warrants was forfeited and appropriated towards the Capital Reserve of the Company.

<b>Note 5</b>	<b>As at</b>
<b>Money Received against Share Warrants</b>	<b>March 31, 2016</b>
Money Received against Share Warrants	184,000,000
<b>Total - Money Received against Share Warrants</b>	<b>184,000,000</b>

During the financial year 2015-16, the company has allotted 55,811,832 shares to warrant holders against share warrants held by them, upon receipt of balance 75% amounting ₹ 133,948,397.

During the financial year 2015-16, the company, upon receipt of shareholders approval on December 3, 2015, issued and allotted 320,000,000 warrants to Yantra Energetics Private Limited, a promoter group entity. These warrants are convertible into an equivalent number of Equity shares of face value ₹ 2/- each at a conversion price of ₹ 2.30/- per Equity share. Twenty Five Percent (25%) of conversion amount i.e. ₹ 184,000,000 has been received upfront by the Company from the said allottee. Warrants will be converted into equity shares upon receipt of balance conversion amount, within a period of eighteen months from the date of allotment of warrants.

<b>Note 6</b>	<b>As at</b>
<b>Long-term Provisions</b>	<b>March 31, 2016</b>
<b>Provision for Employee Benefits (Refer Note 19)</b>	
Provision for Gratuity (unfunded)	6,070,937
Provision for Compensated Absences (unfunded)	2,207,919
<b>Total - Long-term Provisions</b>	<b>8,278,856</b>

# Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

(Amount in ₹)

## Note 7

### Other Current Liabilities

As at  
March 31, 2016

#### Duties & Taxes Payable

- TDS Payable	1,073,018
- Professional Tax Payable	1,000

#### Retention Money

32,700

#### Expenses Payable

4,361,604

#### Other Liabilities

- Audit Fee Payable	1,045,000
- Employee Welfare Fund	55,204
- Others	483,107

#### Total - Other Current Liabilities

**7,051,633**

## Note 8

### Short-term Provisions

As at  
March 31, 2016

#### Provision for Employee Benefits (Refer Note 19)

Provision for Gratuity (unfunded)	139,684
Provision for Compensated Absences (unfunded)	59,866

#### Total - Short-term Provisions

**199,550**

## Note 9

### Fixed Assets

Particulars	Gross Block				Accumulated Depreciation / Amortisation					Net Block	
	As at April 1, 2015	Additions during the Year	Sale during the Year	As at March 31, 2016	As at April 1, 2015	Provided during the Year	Adjustment during the Year	Sale during the Year	As at March 31, 2016	As at March 31, 2016	
<b>Tangible Assets</b>											
Freehold Land	476,525	-	-	476,525	-	-	-	-	-	476,525	
Office Equipment	20,784	-	-	20,784	11,873	8,911	-	-	20,784	-	
Computers	265,466	-	-	265,466	265,466	-	-	-	265,466	-	
Furniture and Fixtures	186,524	-	-	186,524	57,007	21,586	-	-	78,593	107,931	
<b>TOTAL</b>	<b>949,299</b>	<b>-</b>	<b>-</b>	<b>949,299</b>	<b>334,346</b>	<b>30,497</b>	<b>-</b>	<b>-</b>	<b>364,843</b>	<b>584,456</b>	

## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

	(Amount in ₹)
<b>Note 10</b>	<b>As at</b>
<b>Non-current Investments</b>	<b>March 31, 2016</b>
Long Term Investment in Equity Instruments, Trade and Quoted	
- in Associate Company	
1,185,000,000 Equity Shares of face value of ₹ 10 each in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	24,624,698,883
<b>Total - Non-current Investments</b>	<b>24,624,698,883</b>
Aggregate amount of Unquoted Investments	-
Aggregate amount of Quoted Investments	24,624,698,883
Aggregate provision for diminution in value of investments	-
Market value of quoted investments	11,790,750,000
1,185,000,000 equity shares of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) are pledged in favour of the Project Lenders of the RattanIndia Power Limited.	
<b>Note 11</b>	<b>As at</b>
<b>Long-term Loan and Advances</b>	<b>March 31, 2016</b>
Capital Advances (Unsecured, considered good)	905,450,000
Mat Credit Entitlement	1,524,512
Balances with Government Authorities	
Advance Income Tax/Tax Deducted At Source [Net of provision for tax ₹ 639,030]	10,126,448
<b>Total - Long-term Loan and Advances</b>	<b>917,100,960</b>
<b>Note 12</b>	<b>As at</b>
<b>Cash and Cash Equivalents</b>	<b>March 31, 2016</b>
Cash on hand	3,656,421
Balances with Banks	
- In Current Accounts	14,392,577
<b>Total - Cash and Cash Equivalents</b>	<b>18,048,998</b>
<b>Note 13</b>	<b>As at</b>
<b>Short-term Loans and Advances</b>	<b>March 31, 2016</b>
Prepaid Expenses	43,233
Other Loans and Advances	
Advances recoverable in cash or in kind or for value to be received	2,525,034
Employee -Temporary Loan	16,663
<b>Total - Short-term Loans and Advances</b>	<b>2,584,930</b>

	(Amount in ₹)
<b>Note 14</b>	
<b>Other Income</b>	<b>For the year ended March 31, 2016</b>
Dividends on Units of Mutual Fund - Non Trade	1,937,549
Interest Income on Inter Corporate Deposits	65,320,608
Interest Income On Income Tax Refund	424,504
Interest on Fixed Deposits	345,204
<b>Total - Other Income</b>	<b>68,027,865</b>

<b>Note 15</b>	
<b>Employee Benefits Expense</b>	<b>For the year ended March 31, 2016</b>
Salaries and Wages	46,323,999
Contribution to Provident Fund and Other Funds	8,533
Provision for Gratuity	2,971,029
Provision for Compensated Absences	794,715
Staff Welfare Expenses	17,178
<b>Total - Employee Benefits Expense</b>	<b>50,115,454</b>

<b>Note 16</b>	
<b>Finance Costs</b>	<b>For the year ended March 31, 2016</b>
<b>Interest Expenses</b>	
Interest Expenses on Taxation	2,528
<b>Total - Finance Costs</b>	<b>2,528</b>

<b>Note 17</b>	
<b>Other Expenses</b>	<b>For the year ended March 31, 2016</b>
Rates and Taxes	5,702,783
Legal and Professional Charges	2,749,989
Travelling Expenses	839,401
Communication Expenses	106,268
Printing and Stationery	500,672
Postage & Courier Charges	465,209
Auditor's Remuneration - as Auditors	1,145,000
Advertisement Expenses	454,212
Business Promotion Expenses	107,797
Meeting Expenses	127,151
Bank Charges	1,497
Security Guard Expenses	393,133
Miscellaneous Expenses	17,004
<b>Total - Other Expenses</b>	<b>12,610,116</b>

## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

18. Disclosures in respect of Accounting Standard – 18, “Related Party Disclosures”, as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014:

### Nature of relationship

### Related party

#### I. Associate Company

RattanIndia Power Limited  
(formerly known as Indiabulls Power Limited.)

#### II. Key Management Personnel

Name	Designation
Rajiv Rattan	Whole Time Director and Chairman of the Company
Anjali Nashier	Director of the Company (w.e.f. 30.09.2014)
Sameer Taneja	Chief Financial Officer of the company (w.e.f 13.02.2015)
Sameer Gehlaut	Director of the Company (upto 29.09.2014)
Saurabh Kumar Mittal	Director of the Company (upto 28.10.2014)
Ram Kumar Agarwal	Company Secretary of the Company (w.e.f 20.08.2014)

#### III. Summary of Significant Transactions with Related Parties:

(Amount in ₹)

Name	Relation	Year ended	Inter Corporate Deposits Given*	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	Mar 31, 2016	873,150,000	65,320,608	3,692,526

\*Maximum Balance Outstanding at any time during the year

Note: Related parties relationships as given above are as identified by the Company.

#### 19. Employee Benefits

Contributions are made to the Government Provident Fund and Family Pension Fund which cover all regular employees eligible under applicable Acts. Both the eligible employees and the company make pre-determined contributions to the Provident Fund. The contributions are normally based upon a proportion of the employee's salary. The company has recognized in the Statement of Profit and Loss an amount of ₹ 8,533 towards employer's contribution towards Provident Fund.

Provision for unfunded Gratuity and Compensated absences payable to eligible employees on retirement/ separation is based upon an actuarial valuation as at the year ended March 31, 2016. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. After the issuance of Accounting Standard (AS) 15 (Revised) on “Employee Benefits”, commitments are actuarially determined using the ‘Projected Unit Credit Method’. Gains/ losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss as applicable and as identified by the Management of the Company.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of Gratuity and Compensated Absences and the amounts recognized in the financial statements for the year ended March 31, 2015 as per Accounting Standard (AS) 15– “Employee Benefits”, as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014:

(Amount in ₹)

Particulars	Gratuity	Compensated Absences
	(Unfunded)	(Unfunded)
	31-Mar-16	31-Mar-16
<b>Reconciliation of liability recognized in the Balance sheet:</b>		
Present Value of commitments (as per Actuarial valuation)	6,210,621	2,267,785
Fair value of plan assets	NA	NA
Net liability in the Balance sheet (as per Actuarial valuation)	6,210,621	2,267,785
<b>Movement in net liability recognized in the Balance sheet:</b>		
Net liability as at the beginning of the year	4,385,934	2,043,149
Net amount recognized as expenses/ (reversal) in the Statement of Profit and Loss	2,971,028	794,715
Benefits Paid	(1,146,341)	(570,079)
Contribution during the year	NA	NA
Acquisition adjustment	NA	NA
Net liability as at the end of the year	6,210,621	2,267,785
<b>Expenses recognized in the Statement of Profit and Loss</b>		
Current service cost	845,503	370,580
Past Service Cost	-	-
Interest Cost	328,610	150,436
Expected return on plan asset	-	-
Actuarial (gains) / losses	1,796,915	273,699
Expenses charged / (reversal) to the Statement of Profit and Loss	2,971,028	794,715
<b>Return on Plan assets:</b>		
Expected return on Plan assets	NA	NA
Actuarial (gains) / losses	NA	NA
Actual return on plan assets	NA	NA
<b>Reconciliation of defined-benefit commitments:</b>		
Commitments as at the beginning of the year	4,385,934	2,043,149
Current service cost	845,503	370,580
Past Service Cost	-	-
Interest cost	328,610	150,436
Paid benefits	(1,146,341)	(570,079)
Actuarial (gains) / losses	1,796,915	273,699
Acquisition adjustment	NA	NA
Commitments as at the end of the year	6,210,621	2,267,785
<b>Reconciliation of Plan assets:</b>		
Plan assets as at the beginning of the year	NA	NA
Expected return on plan assets	NA	NA
Contributions during the year	NA	NA
Paid benefits	NA	NA
Actuarial (gains) / losses	NA	NA
Acquisition adjustment	NA	NA
Plan assets as at the end of the year	NA	NA



## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

(Amount in ₹)

Particulars	Gratuity (Unfunded)				
	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
<b>Experience adjustment:</b>					
On plan liabilities	-	-	-	256,204	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	6,210,621	4,385,934	-	1,831,738	1,404,782
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(6,210,621)	(4,385,934)	-	(1,831,738)	(1,404,782)

(Amount in ₹)

Particulars	Compensated Absences (Unfunded)				
	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
<b>Experience adjustment:</b>					
On plan liabilities	-	-	-	308,760	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	2,267,785	2,043,149	-	1,060,737	928,022
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(2,267,785)	(2,043,149)	-	(1,060,737)	(928,022)

The actuarial valuation in respect of commitments and expenses relating to unfunded Gratuity and Compensated absences are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expenses:

### (a) Economic Assumptions

	March 31, 2016	March 31, 2015
Discount rate	8.00%	7.75%
Expected return on plan assets	-	-
Expected rate of salary increase	5.00%	5.00%

### (b) Demographic Assumptions

	March 31, 2016	March 31, 2015
Retirement Age	60 Years	60 Years
Mortality Table	IALM (2006-08)	IALM (2006-08)
Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
- Upto 30 Years	3.00	3.00
- From 31 to 44 Years	2.00	2.00
- Above 44 Years	1.00	1.00

The employer's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity and Compensated Absences is ₹ 1,229,621 and ₹ 408,383 respectively.

**20. Earnings Per Equity Share (EPS):**

The basic earnings per equity share is computed by dividing the net profit/ (loss) after tax (including the post-tax effect of extraordinary items, if any) attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed by dividing the profit / loss after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per equity share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/ reverse share splits, bonus shares and share warrants and the potential dilutive effect of Employee Stock Options Plans, as appropriate.

Amount in ₹ (except number of shares)

Particulars	For the year ended March 31, 2016
Loss for the year	760,050,197
Weighted average number of Shares used in computing basic earnings per equity share (Number of Shares)	1,373,272,603
Add: Effect of number of equity shares on account of Share Warrants	17,758,667
Weighted average number of Shares used in computing diluted earnings per equity share (Number of Shares)	1,391,031,270
Basic Earnings per equity share	(0.55)
Diluted Earnings per equity share	(0.55)
Face Value per equity share	2

21. The Company's activities during the year involved setting up of its power project in India for generation of thermal power. Considering the nature of Company's business and operations and based on the information available with the Company, there is/are no reportable segment (business and/ or geographical) in accordance with Accounting Standard 17 on "Segment Reporting" as notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. Hence no further disclosures are required in respect of reportable segments, under Accounting Standard 17.
22. There is neither any Contingent liability nor any Commitments to be reported as at March 31, 2016.
23. In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as at March 31, 2016.
24. In the opinion of the Board of Directors, all current and non-current assets, long term and short term loans and advances appearing in the Balance Sheet as at March 31, 2016 have a value on realization in the ordinary course of the Company's business at least equal to the amount at which they are stated in the Balance Sheet. In the opinion of the Board of the Director's, no provision is required to be made against the recoverability of these balances.

## Notes Forming Part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended March 31, 2016

### 25. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:

Particulars	As at March 31, 2016
Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil
the amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

### 26. The Company has not entered into any derivative instruments during the year. The Company does not have any foreign currency exposures towards receivables, payables or any other derivative instrument as at March 31, 2016.

### 27. Breakup of Investment in Associate Company is as under.

(Amount in ₹)

Name of the company	Cost of Acquisition	Capital Reserve created on acquisition	Share in Profits/ (Loss) of Associates Post Acquisition	Provision for Diminution in the Value of Investments	Diminution in the Value of Investments
RattanIndia Power Limited	5925,000,000	16,804,436,716	1,895,262,167*	-	24,624,698,883

\* Includes current year share of reserves and surplus of ₹ 397,447,043

### 28. The Company is covered under Section 135 of the Companies Act, 2013 and accordingly constituted a Corporate Social Responsibility Committee of the Board. However, as the Company did not have average net profits based on the immediately preceding three financial years, the Company is not required to spend amounts towards Corporate Social Responsibility in terms of the 2013 Act.

### 29. The section 129 of the Companies Act, 2013 has become applicable on the company for the preparation of consolidated financial statements. This has significantly impacted the disclosure and presentation made in the financial statements.

As per our report of even date attached

**For Sharma Goel & Co. LLP**

Chartered Accountants

FRN : 000643N

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

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

**Sanjiv Chhikara**

Director

**Samir Taneja**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : May 25, 2016

Place: New Delhi

Date : May 25, 2016

# Form AOC 1



(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures  
Part "A": Subsidiaries

S. No.	Name of the subsidiary	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	(Amount in ₹)	% of shareholding

Additional Disclosures:

1. Subsidiaries which have been sold during the year
2. Subsidiaries which are yet to commence operations

N.A.  
N.A.

## Form AOC 1 (contd.)

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part "B": Associates and Joint Ventures

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Venture)

S. No.	Name of Associates/Joint Ventures	RattanIndia Power Limited (Formerly known as Indiabulls Power Limited.) (Associate)
1	Latest audited Balance Sheet Date	March 31, 2016
2	Date on which the Associate or Joint Venture was associated or acquired	November 25, 2011
3	Shares of Associate/Joint Ventures held by the company on the year end	
	Nos	1,185,000,000
	Amount of Investment in Associates/Joint Venture	5,925,000,000
	Extend of Holding %	40.13
4	Description of how there is significant influence	By Shares
5	Reason why the associate/joint venture is not consolidated	Consolidated
6	Networth attributable to Shareholding as per latest audited Balance Sheet	24,624,698,883
7	Profit / Loss for the year	(1,909,326,707)
i	Considered in Consolidation	(766,204,949)
ii	Not Considered in Consolidation	(1,143,121,758)

#### Additional Disclosures:

- Names of associates or joint ventures which are yet to commence operations. N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year N.A.

#### For and on behalf of the Board of Directors

**Rajiv Rattan**  
Chairman

**Sanjiv Chhikara**  
Director

**Samir Taneja**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place : New Delhi

Date : May 25, 2016



RattanIndia Infrastructure Limited

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Corporate and Registered Office:  
RattanIndia, 5th Floor, Tower-B,  
Worldmark 1, Aerocity,  
New Delhi - 110037