

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRIDEM PORT AND POWER COMPANY PRIVATE LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of Tridem Port and Power Company Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the

disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, , the aforesaid 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 31st March, 2015, and its loss and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

- 1. As required by The Companies (Auditor's Report) Order, 2015 issued by the Government of India (Ministry of Corporate Affairs) in terms of sub section (11) of section 143 of the Companies Act, 2013, we give in Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (d) 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.
- (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) There are no observations and comments on financial transactions or other matters which have an adverse effect on the functioning of the Company.
- (g) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (h) There are no qualifications, reservations or adverse remarks relating to maintenance of accounts and other matters connected therewith.

For Pratima Bhinge& Associates

Chartered Accountants

Firm Registration No.130676W

Pratima Bhinge

Proprietor

Membership No:109982

Place:Pune

Date:23 May 2015



Annexure to the Auditor's Report

Referred to in paragraph 1 under the heading, "Report on Other legal and Regulatory Requirements" of our report on even date:

(i)

- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) These fixed assets have been physically verified by the management at regular interval considering the size of the company and nature of asset. As informed to us, no material discrepancies have been noticed on such verification.
- (ii) The Company does not have inventory.
- (iii) As per the records of the Company, it has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets. During the course of audit, we have not observed any continuing failure to correct major weakness in internal control systems.
- (v) The company has not accepted / nor there are any outstanding Fixed Deposit from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost record under Section 148(1) of the Companies Act,2013.
- (vii) According to the records of the company, the company is regular in depositing undisputed Statutory dues including Income Tax, and other statutory dues with the appropriate authorities. According to information and explanation given to us, there are no undisputed amounts payable In respect of such statutory dues which have remained outstanding as at March 31,2015 for a Period of more than six months from the day they become payable.
- (vii) The accumulated losses of the Company does not exceeds 50% of its Net Worth. The company has incurred cash loss during the year as well as in the immediately preceding financial year.
- (viii) The company has no borrowings from financial institutions and banks.
- (ix) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from bank or financial institutions.



- (x) According to the information and explanation given to us, the company during the year have not taken term loans.
- (xi) Based upon the audit procedures performed by us and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For Pratima Bhinge& Associates

Chartered Accountants

Firm Registration No.130676W

Pratima Bhinge

Proprietor

Membership No:109982

Place:Pune

Date: 23 May 2015

BALANCE SHEET AS AT MARCH 31,2015

Particulars	Note No.		As at	As at
			March 31, 2015 Rupees	March 31, 2014
			Kupees	Rupees
EQUITY AND LIABLITIES				
SHAREHOLDERS FUND				
Share Capital	1.1	25,803,000		
Reserve & Surplus	1.2	(7,900,293)		
			17,902,707	19,959,399
NON CURRENT LIABILITIES				
Long Term Borrowings	1.3	52,000,000		
Long Term Provisions	1.4	272,124		
		, , ,	52,272,124	52,253,656
CURRENT LIABILTIES				
Trade Payables	1.5	8,455,446		
Other Current Liabilities	1.6	1,049,545,493		
			1,058,000,939	1,025,254,289
		_		
TOTAL		=	1,128,175,770	1,097,467,344
ASSETS				
NON-CURRENT ASSETS				
Fixed Assets	1.7			
Tangible Assets		7,340,504		
Intangible Assets		98,180		
Capital Work in Progress		518,446,766		
			525,885,450	519,652,006
Non Current Investments	1.8		46,955,500	46,955,500
CURRENT ASSETS				
Cash and Bank Balances	1.9	2,713,548		
Short Term Loans & Advances	1.10	551,748,272		
Other Current Assets	1.10	873,000		
		,	555,334,820	530,859,838
TOTAL		-	1,128,175,770	1,097,467,344
		=		1,077,107,577
Significant Accounting Policies	2			
Notes to Accounts	3			

As per our report of even date

Chartered Accountants

Tridem Port and Power Company Private Limited

Pratima Bhinge Proprietor Membership No. 109982 Place :Pune Date :23 May 2015 N.V.Karbhase Director R. Poornalingam Director

Place : Pune Date :23 May 2015

TRIDEM PORT AND POWER COMPANY PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	2014-15 Rupees	2013-14 Rupees
I. Income :			
Revenue from operations		_	_
Total Revenue			
II. Expenses :			
i) Finance Cost	1.12	1,253	658
ii) Depreciation	1.13	517,136	692,762
ii) Other Expenses	1.14	464,537	2,801,244
Total Expenses		982,926	3,494,664
III Profit/(Loss) Before Tax		(982,926)	(3,494,664)
IV Profit/(Loss) For The Year		(982,926)	(3,494,664)
Earning per Equity Share(Face Value of Rs 10/- each) (Refer Note No 6 of Notes to Accounts)		(0.38)	(1.35)
Significant Accounting Policies Notes to Accounts	2 3		

As per our report of even date

For Pratima Bhinge& Associates Firm Registration No. 1306767W Chartered Accountants

Pratima Bhinge Proprietor Membership No. 109982 Place :Pune Date : 23 May 2015 For and on behalf of the Board of Directors of Tridem Port and Power Company Private Limited

> N.V.Karbhase Director

R.Poornalingam Director

Place : Date : 23 May 2015

TRIDEM PORT AND POWER COMPANY PRIVATE LIMITED

Cash Flow Statement for the Year Ended March 31,2015

	Particulars	2014-		2013-	
		Rupe	es	Rupe	es
i	CASH FLOW FROM OPERATING ACTIVITIES				
	Net Profit/ (Loss) Before Tax		(982,926)		(3,494,664)
	Adjustments For:				
	Depreciation of Asset	517,136		692,762	
	Asset Discarded	-		1,911,514	
	Loss on Sale of Asset	-		425,507	
	Finance Charges	1,253		658	
		_	518,389		3,030,441
	Operating Cash Profit/(Loss) before Working Capital Changes		(464,537)		(464,223
	Adjustments for:				
	Trade and Other Receivables	(22,683,011)		(7,371,824)	
	Trade Payables and Other Liabilities	32,765,118	10,082,107	10,111,478	2,739,654
	Taxes Paid				-
	Net Cash Flow From Operating Activities		9,617,570		2,275,431
ii	CASH FLOW FROM INVESTING ACTIVITIES:				
	Additions to Capital Work In Progress	(7,824,346)		(13,798)	
	Sale of Fixed Asset	-		697,100	
	Investments in Subsidary Companies	-		(2,400,000)	
	Net Cash Used in Investing Activities		(7,824,346)		(1,716,698
iii	CASH FLOW FROM FINANCING ACTIVITIES:				
	Proceeds From Issue Of Share Capital	-		-	
	Finance Charges Paid	(1,253)		(658)	
	Net Cash from Financing Activities		(1,253)		(658
	Net Increase/ (Decrease) in Cash and Cash Equivalents	=	1,791,971	_	558,075
	Cash and Cash Equivalents at the beginning of the year (Refer Note No 1.9)		921,577		363,502
	Cash and Cash Equivalents at the end of the year (Refer Note No 1.9)		2,713,548		921,577
	Net Increase/(Decrease) in Cash & Cash Equivalents		1,791,971	_	558,075

As per our report of even date For Pratima Bhinge& Associates Firm Registration No. 1306767W Chartered Accountants

Pratima Bhinge Proprietor Membership No. 109982 Place : Pune Date : 23 May 2015 For and on behalf of the Board of Directors of Tridem Port and Power Company Private Limited

N.V.Karbhase Director

Place :PuneDate :23 May 2015

R.Poornalingam Director

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 Note No. 1.1 SHARE CAPITAL

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
	Kuptes	Kuptes
2,60,00,000 (Previous Year : 2,60,00,000 Equity shares of Rs.10/- each 1,50,000(Previous Year 1,50,000 6% Redeemable	260,000,000	260,000,000
Non Cumulative Preference Shares of Rs 100/- each)	15,000,000	15,000,000
Issued , Subscribed and Paid up	275,000,000	275,000,000
25,80,300 (Previous Year 25, 80,300) Equity Shares of Rs 10/- each fully paid up as under	25,803,000	25,803,000
	25,803,000	25,803,000

The Company has the following one classes of issued shares having par value of Rs 10/- each for Equity Shares

Holder of Equity Shares is entitled to one vote per share.

The reconciliation of number of shares outstanding and the amount of share capital is set-out below

	As at March	As at March 31,2014		
Particulars	Equity Shares	Amount in	Amount in	
	Numbers	Rupees	Rupees	
Shares outstanding at the beginning of the year Shares issued during the year Shares bought back during the year Shares outstanding at the end of the year	2,580,300 - - 2,580,300	25,803,000 - - 25,803,000	25,803,000 - - 25,803,000	

The Details of shareholders holding

	As at Ma	As at March 31,2014	
Name of Share Holders (Equity)	No. of Shares held	% holding	% holding
ISMT Ltd Integrated Syndiaction Services Ltd Seamless Syndication Services Pvt Ltd	2,580,300 - -	100.00% - -	98.48% 1.03% 0.49%

Note No. 1.2 RESERVES AND SURPLUS

Particulars	As at	As at
	March 31, 2015	March 31, 2014

	Rupees	Rupees
Surplus		
Opening Balance	(5,843,601)	(2,348,937)
Add: Adjustment of Carrying Value of Asset	(1,073,766)	-
(Refer Note No 7 of Notes to Accounts)		
Add : Profit/(loss) for the year	(982,926)	(3,494,664)
Closing Balance	(7,900,293)	(5,843,601)

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (CONTD)

Note No. 1.3 LONG TERM BORROWINGS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Others	<u> </u>	52,000,000 52,000,000

Note No. 1.4 LONG TERM PROVISIONS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Provision For Employee Benefits		
i) Gratuity	140,334	111,097
ii) Leave Encashment	131,790	142,559
	272,124	253,656

Note No. 1.5 TRADE PAYABLES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Other Trade Payables i) Micro, Small amd Medium Enterprises ii) Others		<u> </u>

Note No. 1.6 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Interest Accrued and Due	6,507,386	144,800
Other Payables i)Holding Company	1,042,145,878	1,011,345,878
ii) Provision For Expenses	104,136	100,400
iii) Other Liabilities	788,093	268,972
	1,049,545,493	1,011,860,050

<u>Tridem Port and Power Company Private Limited</u> <u>Note No 1.7</u> <u>FIXED ASSETS</u>

FIAED ASSETS					-				(F	Rs.)
	Original Cost			Depreciation			Net BlockValue			
Particulars	As at April 01,2014	Additions	Deletion	As at March 31, 2015	As at April 01,2014	Charge for the Year	Adjustment	As at March 31, 2015	As at March 31, 2015	As at March 2014
Taangible Assts										
Land	6,415,851	-	-	6,415,851	-	-		-	6,415,851	6,415,8
Furniture & Fixtures	1,627,941	-	-	1,627,941	534,527	215,948		750,475	877,466	1,093,4
Office Equipments	2,033,853	-	-	2,033,853	805,818	107,082	1,073,766	1,986,666	47,187	1,228,0
T-4-1 A	10 077 (45			10.077.045	1 240 245	222.020	1.072.7((0 707 141	7 240 504	0.727.0
Total A	10,077,645	-	-	10,077,645	1,340,345	323,030	1,073,766	2,737,141	7,340,504	8,737,3
Intangible Asset										
Software	1,013,797			1,013,797	721,511	194,106		915,617	98,180	292,2
Total B	1,013,797	-	-	1,013,797	721,511	194,106	-	915,617	98,180	292,2
Total A+B	11,091,442	-	-	11,091,442	2,061,856	517,136	1,073,766	3,652,758	7,438,684	9,029,5
Previous Year	15,976,772	-	4,885,330	11,091,442	3,220,303	692,762	1,851,209	2,061,856	9,029,586	12,756,4

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14
15,851
93,414
28,035
37,300
- , ,
92,286
92,286
29,586
56,469

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2015 (CONTD)

Note No. 1.8 NON CURRENT INVESTMENTS

Particulars	As at March 31, 2015	As at March 31, 2014
	Rupees	Rupees
Long Term Investments- At Cost		
Trade(Unquoted)		
Investment in Equity Instruments of Subsidaries		
i)Nagapattinam Energy Pvt Ltd		
2,50,000 (Previous Year 10,000) Equity Shares of Rs		
10 each fully paid	2,500,000	2,500,000
PT ISMT Resources		
999 (Previous Year 999) Equity Shares of USD 1000		
each fully paid	44,455,500	44,455,500
	46,955,500	46,955,500
Aggregate amount of Unquoted Investments	46,955,500	46,955,500

Note No. 1.9 CASH AND BANK BALANCES

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Cash and Cash Equivalents		
i) Balances with Banks ii) Cash on Hand	2,705,099 8,449	915,711 5,866
	2,713,548	921,577

Note No. 1.10 SHORT TERM LOANS AND ADVANCES

As at	As at
March 31, 2015	March 31, 2014
Rupees	Rupees
551,278,272	524,078,508
470,000	470,000
-	4,370,999
551,748,272	528,919,507
	March 31, 2015 Rupees 551,278,272 470,000 -

Note No. 1.11 OTHER CURRENT ASSETS

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
i) Advance Taxii) Expenses to the extent not written off or adjusted	-	254
Preliminary Expenses	<u> </u>	<u>1,018,500</u> <u>1,018,754</u>

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31,2015 (CONTD)

Note No. 1.12 FINANCE COST

Particulars	2014-15 Rupees	2013-14 Rupees
Other Finance Costs	1,253	658
	1,253	658

Note No. 1.13 DEPRECIATION

Particulars	2014-15 Rupees	2013-14 Rupees
Depreciation for the year	517,136	692,762
(Refer Note No 7 of Notes to Accounts)	517,136	692,762

Note No. 1.14 OTHER EXPENSES

Particulars	2014-15 Rupees	2013-14 Rupees
Audit Fees	11,236	7,500
Preliminary Expenses written off	145,500	145,500
Asset Discarded	-	1,911,514
Loss on Sale of Asset	· ·	425,507
Office Rent	108,742	-
Administrative Expenses	199,059	311,223
	464,537	2,801,244

Note No. 2 Significant Account Policies

(a) Basis of preparation

The financial statements have been prepared in accordance with generally accepted accounting principles in India and comply in all material respects 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 financial statements have been prepared under the historical cost convention on an accrual basis.

(b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(c) Revenue Recognition

Expenses and income are accounted for on accrual basis.

(d) Fixed Assets

Fixed assets are stated at their original cost of acquisition including taxes, duties, freight and other incidental expenses related to acquisition and installation of the concerned assets.

All incidental expenses incurred during project implementation, for the project as well as trial run expenses are treated as expenditure during construction and subsequently capitalized.

(e) Depreciation

Depreciation on Furniture & Fixtures, Office Equipments is provided as per Useful Life Specified in the Schedule II of the Companies Act,2013 on Straight Line Method.

Computer Software's are amortized over the period of 5 years, based on their estimated useful life.

(f) Long Term Investments

Long Term Investments are valued at Cost of Acquisition. Provision for diminution in value of investment is made only if such a decline is other than temporary in the opinion of the Management.

(g) Miscellaneous Expenditure:

Preliminary Expenses includes expenses in respect of increase in Authorized Capital and is amortized over a period of ten years.

(h) Employee Benefit

Liabilities in respect of retirement benefits to employees such as Leave Encashment and Gratuity are provided on accrual basis.

(i) **Taxation :**

i) Provision for Current Tax is made after taking into consideration prevailing provisions of the Income Tax Act, 1961.

ii) Deferred Tax is measured based on the Tax rates and the Tax Laws enacted or substantially enacted at the Balance Sheet date, however deferred tax asset is not recognized in the books of accounts

(j) Contingent Liabilities:

Contingent Liabilities are not provided and are disclosed in Notes on Accounts. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Note No. 3 Notes to Accounts

1. Contingent Liability(License Fees) is Rs 9,37,75,200/-(Previous Year Rs 9,37,75,200/-)

2. The Company has not yet started commercial operations.

3. There are no Micro, small and Medium Enterprise suppliers as defined under the provisions of "Micro, Small Medium Enterprises Development Act,2006". There are no dues to such suppliers as on March ,31st 2015.

4. As a matter of prudent Accounting Policy, the Company has not accounted deferred tax assets.

5. Related Party Transactions Name of related party:

Holding Company : ISMT Limited

Subsidiary Companies :

- 1. Nagapattinam Energy Private Limited.(NEPL)
- 2. PT ISMT Resources (PT ISMT)
- 3. Best Exim Private Limited. (BEPL)
- 4. Marshal Microware Infrastructure Development Company Private Limited (MMIDCPL)
- 5. Success Power and Infraprojects Private Limited.(SPIPL)

Details of Transactions:

(Amount in Rs)

	Holding	Company	Subsidary Companies		
Particulars	2014-15	2013-14	2014-15	2013-14	
Transactions during the year Lease Rent Received ISMT Limited	60,000/-	60,000/-	-	-	
Investments NEPL	-	-	-	2,400,000/-	
Advances Given NEPL	-	-	27,199,764/-	71,619,989/-	
Advances Received ISMT Limited MMIDCPL SPIPL	30,800,000/- - -	46,426,664/ - -			

Outstanding as at Balance Sheet Date				
Advances Given NEPL BEPL	-	-	551,278,272/ -	524,078,508/- 4,294,424/-
Advances Received ISMT Limited MMIDCPL SPIPL	1,042,145,878/- - -	1,011,345,878/ - -	- - -	1,875,126/- 2,993,058/-

6. Earnings Per Share

Sr. No	Particulars	For The Year Ended March 31, 2015	For The Year Ended March 31, 2014
i)	Profit/(Loss) after Tax (Rs)	(982,926/-)	(34,94,664/-)
ii)	Weighted average number of Equity Shares (Nos.)	2,580,300	25,80,300
iii)	Earning Per Share (Rs.) (Basic and Diluted)	(0.38)	(1.35)

7. Pursuant to the Companies Act 2013, becoming effective from 1^{st} April,2014, the Company has provided depreciation with reference to the estimated useful life of fixed assets prescribed under Part C of Schedule II of Act. As a result, the charge of depreciation for the year is higher by Rs 74,766/-. In respect of assets whose life is already exhausted , carrying value as at 1^{st} April,2014 of Rs 1,073,766/- has been adjusted against the retained earnings.

- 8. Previous Year figures have been regrouped and reclassified wherever necessary to confirm to the current year's classification.
- 9. Figures have been rounded off to the nearest rupees.

As per our report of even date

For Pratima Bhinge & Assocaites Firm Registration No 1306767W Chartered Accountant For and on behalf of the Board of Director Tridem Port and Power Company Private Limited

Pratima Bhinge Proprietor N.V.Karbhase Director R.Poornalingam Director

Membership No.109982 Place :Pune Date: 23 May 2015

Place: Pune Date:23 May 2015