

Indiabulls Infrastructure and Power Limited

— Annual Report 2012-13 —



Indiabulls

Indiabulls Infrastructure and Power Limited

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Corporate Information

BOARD OF DIRECTORS

Mr. Sameer Gehlaut
Mr. Rajiv Rattan
Mr. Saurabh Kumar Mittal
Mr. Ram Kumar Sheokand
Mr. Rajender Singh Malhan
Mr. Joginder Singh Kataria

COMPANY SECRETARY

Mr. Gaurav Srivastava

STATUTORY AUDITORS

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

REGISTRAR AND TRANSFER AGENT

Karvy Computershare Private Limited
Plot No.17 to 24, Vittal Rao Nagar,
Madhapur,
Hyderabad – 500 081

REGISTERED OFFICE

M – 62 & 63, First Floor,
Connaught Place,
New Delhi – 110 001
Website: www.indiabulls.com/ibipl/

CORPORATE OFFICES

“Indiabulls House” 448-451,
Udyog Vihar, Phase V,
Gurgaon – 122 016
Haryana

“Indiabulls House”
Indiabulls Finance Centre,
Tower 1, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
Maharashtra

BANKERS

HDFC Bank Limited
Axis Bank Limited
Yes Bank Limited

Management Discussion and Analysis

ECONOMIC OVERVIEW

India's economic growth has slowed down in last year which is attributable to both external as well as domestic causes. The stimulus given post financial crisis in 2008 led to stronger growth in 2009-10 and 2010-11. But increased consumption coupled with supply side constraints, led to higher inflation. This has led RBI to tighten monetary policy, even as external headwinds to growth increased. The consequent slowdown, especially in 2012-13, has been across the board, with all sectors in economy getting affected. Macroeconomic conditions have remained weak, hamstrung by infrastructure bottlenecks, supply constraints, lacklustre domestic demand and subdued investment sentiment. Inflation has moderated as projected. Wholesale price index (WPI) inflation has been coming down in recent months. But due to higher food inflation, CPI inflation has remained close to double digits. Further the slowdown has also resulted in lower-than-targeted tax and non-tax revenues. With the subsidies bill, particularly that of petroleum products, increasing, there is a real possibility that fiscal deficit targets may be breached in the current year. The situation warranted urgent steps to reduce government spending so as to contain inflation. Also required were steps to facilitate corporate and infrastructure investment so as to ease supply. Several measures announced in recent months are aimed at restoring the fiscal health of the government and shrinking the CAD as also improving the growth rate. With the global economy likely to recover somewhat in 2013, these measures should help in improving the Indian economy's outlook for 2013-14.

Global growth has been patchy and uneven. Among advanced economies, during Q1 of 2013, growth in US and Japan improved while that in the euro area contracted. Growth in most emerging and developing economies has been relatively resilient, although in some large emerging economies, sluggish external demand and stalled domestic investment are dragging down economic activity. Inflation has been easing in the Advanced Economies due to weak demand conditions. Emerging and Developing Economies, however, present a mixed picture; inflation remains elevated in the BRICS except China. Commodity prices, other than the price of crude, have generally softened in recent months.

INDUSTRY OVERVIEW

The Indian power sector is currently at a critical juncture of its transition from a monolithic opaque state controlled regime to a vibrant, competitive market driven structure which aims to provide quality power at affordable prices to all parts of the economy. The competition for energy resources is becoming more intense and opening the way for alternative fuels too, and industry-wide improvements are needed for project and operational efficiency.

Due to the historical imbalance between demand and supply in Indian power sector, there has been consistent demand for power generation companies in India, which historically has been primarily supplied by the central and state governments. The Electricity Act, 2003 (the "**Electricity Act**") removed licensing requirements for thermal generators, provided for open access to transmission and distribution networks and removed restrictions on the right to build captive generation projects. These reforms provided opportunities for increasing private sector involvement in power generation and, in turn, resulted in increased demand for power advisory services, such as regulatory and policy advisory, bid advisory, project management consultancy, performance improvement and transaction advisory services.

Drawing upon the fluctuating industry dynamics, companies are seeking advisory services from consulting organizations having deep understanding and knowledge of power sector. Companies require tailored strategies to tackle the full range of strategic and market challenges. Working with condition-driven methodologies, consulting firms help clients envision the future, set clear targets, and develop and implement appropriate strategies. They provide holistic and quality advisory, engineering and capacity building services in energy covering coal, oil, gas and power to multilateral, government and private sector clients. Consulting firms deliver critical knowledge and independent analysis on energy markets, geopolitics, industry trends, and strategy.

BUSINESS REVIEW

Consultancy in power market of the country can be classified based on the strategic intent and sector of implementation such as Generation, Transmission, Distribution, Renewable, Energy Efficiency, smart Grid etc.

The capacity additions (conventional) envisaged during 12th plan would be 76,000 MW. This implies capacity addition requirement of about 15,200 MW per year for 12th plan. Considering cost of thermal power generation to be ₹ 6 Cr/MW, investment in the sector is expected to be in the range of ₹ 4,56,000 Cr in the next five years, assuming a share for consultancy to the tune of 0.5%, the market for power consultancy amounts to ₹ 2,280 Crs in the next five years.

The players in power consultancy market includes major techno-commercial consultants with international experience and cross-sectoral experience, consultants focusing on end-to-end power consultancy services, consultancy firms looking at specific aspects of power consultancies such as law firms, coal consultancies, technical consultants, distribution related, regulatory consultants, IT implementation agencies, Energy Efficiency Advisory, M&A firms etc.

The consultancy options in power consultancy are broad and dependent on the sub-sector (generation, transmission and distribution). Your Company is looking for consultancy options in generation, transmission and distribution of power.

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

IPL is currently executing two coal based thermal power projects with an aggregate capacity of 5400 MW in the State of Maharashtra viz. 2700 MW project in Nandgaonpeth of Amravati district and another 2700 MW in Sinnar of Nashik district. Both Amravati and Nashik Thermal Power Projects are being constructed in two phases each of 1350 MW.

Amravati Thermal Power Project :

The estimated cost of the Project is ₹ 6,888 Crores, being funded with Debt: Equity ratio of 75:25. The financial closure has been achieved with consortium of leading Financial Institutions & Commercial Banks with Power Finance Corporation Limited in the lead. IPL has tied up 1200 MW power through Case I competitive bidding process from this Project and has signed Power Purchase Agreement with Maharashtra State Electricity Distribution Company Limited at a levelised tariff of ₹ 3.26/KWh for supply of power for twenty five years. This year IPL successfully commissioned 1st Unit of 1350 MW Amravati Phase-I and the unit has been synchronized with the grid and achieved Full Load on 25th March, 2013. As per the power purchase agreement with MSEDCCL, IPL was committed to begun supplies from April 2014. However, since IPL has managed to commission 1st unit of Amravati Phase-I ahead of its supply commitment under PPA, supplies under the power purchase agreement were preponed and accordingly the commercial operation of the Unit-1 has begun in June 2013. In addition, the efforts of IPL for obtaining Coal for this Project have finally fructified and FSA has been signed with SECL accordingly. Coal supplies from SECL has commenced in June 2013 under the executed FSA. Further, boiler light up of Unit-2 of Amravati Phase-I has been achieved.

Nashik Thermal Power Project :

1350 MW Nashik Thermal Power Project is being implemented by Indiabulls Realtech Limited (wholly owned subsidiary of IPL). The Project is estimated to cost ₹ 6,789 Crores with Debt: Equity ratio of 75:25 and financial closure has been achieved with Power Finance Corporation Limited as Lead Lender. Further, boiler light up of Unit-1 of Nashik Phase-I has been achieved.

GOM has approved purchase of 950 MW from Nashik Phase-I by Maharashtra State Electricity Distribution Company Limited (MSEDCCL) and BEST. MERC has approved PPA for 650 MW with MSEDCCL and PPA for 300 MW with BEST is expected shortly.

COMPETITIVE STRENGTHS

Your Company is mainly into power advisory / consultancy business and thus its competitive strengths are in-house experienced technical team having valuable practical experience of developing Mega Thermal Power Plants, bidding for long term power purchase agreements through tariff based competitive bidding process, who have been working closely with the state and central governments, and have profound understanding of the regulatory framework of Indian Power sector. The 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 position it to take advantage of the growth opportunities presented by the Indian power sector.

Skilled and 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 educated professional staff with deep subject matter knowledge

Your Company has been successful in attracting and retaining experienced staff in various areas, including operations, project management, engineering and technology. Your Company is confident that leadership and in-depth subject matter knowledge of its professional staff coupled with its experience in technical, commercial, regulatory and financial sectors will make it a valuable resource to its clients and distinguish the your Company from its competitors. In addition, your Company's affiliates are engaged in the power business and employ more than 500 highly-skilled professional having more than 10 years of experience in the power sector.

Versatile advisory services practice

Your Company is confident that its advisory approach to consulting and understanding of its clients' requirements and objectives will give it a significant competitive advantage, permitting it to gain access to key client decision makers during the initial phases of their policy, program, project or initiative which the Company hopes to leverage into opportunities for other facets of its business.

Leverage on the experience of the Indiabulls Group

Your Company is part of the Indiabulls Group, one of India's leading business houses, with presence in the Indian power, financial services, real estate and infrastructure sectors. Your Company is confident that this provides a significant advantage, enabling it to leverage on synergies with other members of the Indiabulls Group and draw on the considerable expertise and resources that these entities have in the Indian energy and other sectors.

STRATEGY

Your Company firmly believes that presence of experienced management team, strong systems and process, dedicated, committed & motivated staff provides competitive advantages in managing its business activities.

The key components of your Company's strategy include:

Leverage the management team's experience

Your Company's management team possesses a breadth and depth of industry experience which will enable it to achieve its growth objectives. Your Company believes that the relationships with executive level management at utilities, regulators, vendors, technology leaders and investment professionals who are active in the utility space will serve your Company well as it will continue to execute its business strategy.

Grow the client base

Your Company will capitalize on the rapidly expanding power market in India and will grow its client base by expanding its geographic presence and the scope of services it provides. In addition, your Company will invest in development and marketing initiatives in order to strengthen its brand recognition among potential clients.

Strengthen end-to-end service offerings

Your Company will leverage its client and industry relationships in the future to increase its revenue from research, advisory and consulting services.

Leverage advisory work into implementation and full life-cycle solutions

Your Company will leverage its advisory services and client relationships to increase its future revenues from implementation of support services. Such services may include: information services and technology solutions, project and program management, business process solutions, strategic communications, and technical assistance and training.

Recruit more highly skilled and experienced staff

Your Company will recruit more highly skilled and experience staff to expand its operations and strengthen its competitiveness.

INTERNAL CONTROL SYSTEMS

The Company has a proper and adequate system of internal control commensurate with the size of the Company and the nature of its business to ensure that all its assets are safeguarded and protected and that all the transactions are authorised, recorded and reported correctly and adequately.

The Company's internal controls are supplemented by internal audits, review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the Company.

CAUTIONARY STATEMENT

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

The Company cannot guarantee that the assumptions and expectations are accurate or will be realised and hence the actual results, performance or achievements could thus differ materially from those expressed in the statements. The Company assumes no responsibility nor is under any obligation to publicly amend, modify or revise any forward looking statement on the basis of any subsequent developments, information or events.

Directors' Report

Dear Shareholders,

Your Directors present to you their third Annual Report and the Audited Accounts of the Company for the financial year ended March 31, 2013.

FINANCIAL RESULTS

Particulars	(Amount in ₹)	
	For the year ended March 31, 2013	For the year ended March 31, 2012
(Loss)/Profit before Tax and Depreciation	(21,683,305)	(36,066,045)
Less: Depreciation	78,914	78,913
(Loss)/Profit before Tax	(21,762,219)	(36,144,958)
Less: Tax Expense	(185,162)	(1,424,817)
(Loss)/Profit after Tax	(21,577,057)	(34,720,141)
Add: Balance Bought Forward	(33,406,625)	1,313,516
Amount transferred to Reserves and Surplus	(54,983,682)	(33,406,625)

BUSINESS REVIEW

Consultancy in power market of the country can be classified based on the strategic intent and sector of implementation such as Generation, Transmission, Distribution, Renewable, Energy Efficiency, smart Grid etc. The capacity additions (conventional) envisaged during 12th plan would be 76,000 MW. This implies capacity addition requirement of about 15,200 MW per year for 12th plan. Considering cost of thermal power generation to be ₹ 6 Cr/MW, investment in the sector is expected to be in the range of ₹ 4,56,000 Cr in the next five years, assuming a share for consultancy to the tune of 0.5%, the market for power consultancy amounts to ₹ 2,280 Crs in the next five years. The players in power consultancy market includes major techno-commercial consultants with international experience and cross-sectoral experience, consultants focusing on end-to-end power consultancy services, consultancy firms looking at specific aspects of power consultancies such as law firms, coal consultancies, technical consultants, distribution related, regulatory consultants, IT implementation agencies, Energy Efficiency Advisory, M&A firms etc.

During the year under review, the Company has earned non operational income of ₹ 246.86 lacs. However, due to administrative & other expenses the Company has suffered a loss of ₹ 215.77 lacs. The consultancy options in power consultancy are broad and dependent on the sub-sector (generation, transmission and distribution). Your Company is looking for consultancy options in generation, transmission and distribution of power. The Company's major investment is in Indiabulls Power Limited. (IPL) which alongwith its subsidiary, is currently executing two coal based thermal power projects i.e. Amravati Thermal Power Project with an aggregate capacity of 5400 MW in the State of Maharashtra viz. 2700 MW project in Nandgaonpeth of Amravati district and another Nashik Thermal Power Project with an aggregate capacity of 2700 MW in Sinnar of Nashik district. Both Amravati and Nashik Thermal Power Projects are being constructed in two phases each of 1350 MW. Brief review of these projects is in the Management's Discussion and Analysis Report, which is forming part of this Annual Report.

LISTING OF GDRs OF THE COMPANY ON LUXEMBOURG STOCK EXCHANGE

8,554,235 Global Depository Receipts (GDRs) of the Company were listed on Luxembourg Stock Exchange on January 18, 2013.

DIVIDEND

In view of the losses incurred during the year under review, no dividend could be recommended for the year ended March 31, 2013.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the year under review.

DIRECTORS

In accordance with the provisions of Section 255 and 256 of the Companies Act, 1956 and Article 121 of Articles of Association of the Company, Mr. Saurabh Kumar Mittal (DIN: 01175382) and Mr. Ram Kumar Sheokand (DIN: 00183200), Directors, retire by rotation and, being eligible offer themselves for reappointment at the ensuing Annual General Meeting.

Brief resume of Mr. Mittal and Mr. Sheokand, proposed to be reappointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.

SUBSIDIARIES

There is no subsidiary of the Company. Consequent to the issue of additional share by Indiabulls Power Limited (IPL) pursuant to a scheme of arrangement of IPL, the holding of the Company in IPL got diluted to 44.84% and subsequently IPL and its subsidiaries ceased to be subsidiaries of the Company w.e.f. June 20, 2012.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Pursuant to clause 49 of the Listing Agreements with the Stock Exchanges, a detailed report on Corporate Governance is included in the Annual Report. A Practicing Company Secretary's Certificate certifying the Company's compliance with the requirements of Corporate Governance in relation to clause 49 of the Listing Agreement is attached with the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956 your Directors confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures from the same;
2. the Directors have 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, 2013 and the losses of the Company for the year ended on that date;
3. the Directors have taken proper and sufficient care for maintaining of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. the Directors have prepared the Annual Accounts of the Company on a 'going concern' basis.

AUDITORS & AUDITORS' REPORT

M/s Sharma Goel & Co., Chartered Accountants (Regn. No. 000643N), Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a certificate from the Auditors to the effect that their reappointment, if made would be in accordance with Section 224(1B) of the Companies Act, 1956. The Board recommends their re-appointment.

The Notes to the Accounts referred to in the Auditors' Report are self – explanatory and therefore do not call for any

further explanation.

LISTING WITH STOCK EXCHANGE

The shares of the Company continued to be listed on NSE and BSE and the GDRs of the Company are listed on Luxembourg Stock Exchange. The listing fees payable to the exchanges for the financial year 2013-2014 have been paid.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT, 1956

The information required to be disclosed under Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, is given in the Annexure and forms a part of this Report.

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees who are in receipt of the remuneration equal to or in excess of the limits specified under the said section, are required to be set out in the Annexure to the Directors' Report. However, during the year under review, the Company did not employ any person falling within the preview of section 217(2A) of the Companies Act, 1956.

ACKNOWLEDGEMENT

Your Directors wish to express their gratitude for the continued 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 deepest sense of appreciation for the efforts put in by the employees to place the Company on a path of growth and progress.

For and on behalf of the Board of Directors

Date : September 3, 2013
Place : New Delhi

Sameer Gehlaut
Chairman

ANNEXURE FORMING PART OF THE DIRECTORS' REPORT

Information pursuant to section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo.

A. Conservation of Energy

The Company uses electric energy for its equipment such as office equipment, computers, lighting and utilities in the work premises. As an ongoing process, the following measures are undertaken to conserve energy:

- a) Implementation of viable energy saving proposals.
- b) Installation of automatic power controllers to save maximum demand charges and energy.
- c) Training front-end operational personnel on opportunities of energy conservation.
- d) Awareness and training sessions for maintenance personnel conducted by experts.

B. Technology Absorption

The Company believes that technological obsolescence is a practical reality. Our research activities will help us to prepare for future growth & opportunities.

At the Company we encourage continuous innovations with the prime purpose of providing maximum benefits to our clients and other users by working proactively (self driven research) and reactively (client driven research).

Our objective is to carry out applied research in the areas that are closely related to realization of the business objectives of the Company and seek to encash available business opportunities.

C. Foreign Exchange Earnings and Outgo

There were no foreign exchange earnings and Outgo during the year under review and the previous financial year.

Report on Corporate Governance

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Sound Corporate Governance practices and responsible corporate behaviour contribute to long term performance of companies. Best practices on governance issues are an evolutionary and continuing process. There is no single template to define good governance. Broadly, however, good Corporate Governance practices should aim at striking a balance between interests of various stakeholders on the one hand and the duties and responsibilities of the Board and senior management in overseeing the affairs of the Company on the other.

The Corporate Governance policy in the Company encompasses the simple tenets of integrity, transparency and fairness in whatever the company does and what it basically aims at achieving is a complete adherence to the applicable statutes while at the same time ensuring a complete commitment to values and the highest ethical standards in every facet of its operations and in each of the functional areas. This in turn ensures that best in the class concept of Corporate Governance practices become a way of life in the Company.

In line with the nature and size of operation of the Company, the corporate governance framework in Indiabulls Infrastructure and Power Limited (IIPL) is based on the following main principles:

- Constitution of a Board of Directors of appropriate composition, size, varied experience and commitment to discharge their responsibilities and duties.
- Transparency and independence in the functions of the Board.
- Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
- Independent verification and assured integrity of financial reporting.
- Timely and balanced disclosure of all material information related to the Company to all stakeholders and protection of their rights and interests.
- A sound system of risk management and internal control.
- Compliance with applicable laws, rules and regulations in letter and spirit.

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.

Of the six directors constituting the Board of Directors of the Company, one director is an Executive Director with the remaining five being Non-Executive Directors. The Independent Directors constitute fifty percent of the total Board composition with three 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 Chairmanships on various Board Committees, as at 31.03.2013, are depicted in the table given below:

Sr. No.	Name of the Director	Category of Directorship	No. of Directorships in other Companies*	No. of Memberships/ Chairmanships in Board Committees of various companies (including the Company)**	
				Member	Chairman
1.	Mr. Sameer Gehlaut (DIN: 00060783)	Chairman & Non-Executive Director	4	3***	1
2.	Mr. Rajiv Rattan (DIN: 00010849)	Vice Chairman & Executive Director	6	2	Nil

Sr. No.	Name of the Director	Category of Directorship	No. of Directorships in other Companies*	No. of Memberships/ Chairmanships in Board Committees of various companies (including the Company)**	
				Member	Chairman
3.	Mr. Saurabh Kumar Mittal (DIN: 01175382)	Vice Chairman & Non-Executive Director	3	3	Nil
4.	Mr. Ram Kumar Sheokand (DIN: 00183200)	Non-Executive Independent Director	2	2***	1
5.	Mr. Rajender Singh Malhan (DIN: 05208128)	Non-Executive Independent Director	Nil	2***	Nil
6.	Mr. Joginder Singh Kataria (DIN: 05202673)	Non-Executive Independent Director	1	3***	1

*Does not include directorships held in private limited companies and foreign companies.

**In terms of Clause 49 of the Listing Agreement, only memberships/chairmanships of the Audit Committees and Shareholders' Grievance Committees in various public limited companies, have been considered.

***Figure inclusive of Chairmanship

No Director is related to any other Director on the Board.

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

During the financial year 2012-2013 the Board met 10 (Ten) times .The dates of the Board meetings were April 28, 2012, May 11, 2012, July 19, 2012, July 20, 2012, July 21, 2012, July 23, 2012, August 30, 2012, October 23, 2012, December 8, 2012 and January 23, 2013.

The last Annual General Meeting of the Company was held on September 27, 2012.

A table depicting the attendance of Directors at various Board Meetings and Annual General Meeting held during the financial year 2012-2013 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. Sameer Gehlaut	10	3	No
2.	Mr. Rajiv Rattan	10	8	Yes
3.	Mr. Saurabh Kumar Mittal	10	10	No
4.	Mr. Ram Kumar Sheokand	10	10	Yes
5.	Mr. Rajender Singh Malhan	10	10	No
6.	Mr. Joginder Singh Kataria	10	10	Yes

(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 www.indiabulls.com/ibipl/. All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Whole-time Director to this effect is enclosed at the end of this Report.

The code of conduct seeks to ensure that the Directors and the Senior Management Personnel observe a total commitment to their duties and responsibilities while ensuring a complete adherence with the applicable statutes on one hand and values and ethics on the other.

3. COMMITTEES OF THE BOARD

The Board has constituted various committees including Audit Committee, Remuneration Committee and Shareholders'/Investors' Grievance 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 comprises of four members namely, Mr. Joginder Singh Kataria as the Chairman and member, Mr. Rajender Singh Malhan, Mr. Ram Kumar Sheokand and Mr. Saurabh Kumar Mittal as the other three members. All the members are Non-Executive Directors and three out of the four members namely Mr. Joginder Singh Kataria, Mr. Rajender Singh Malhan and Mr. Ram Kumar Sheokand are independent Directors. Mr. Gaurav Srivastava, Secretary of the Company also acts as Secretary of the Audit Committee.

Terms of reference

The terms of reference of Audit Committee, inter-alia, include:

- 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;
- to recommend the appointment of the internal and statutory auditors and fixing their remuneration;
- to hold discussion with the Statutory and Internal Auditors.

Meetings and Attendance during the year

During the FY 2012-13, the Audit Committee met three times. The dates of the meetings being April 28, 2012, October 23, 2012 and January 23, 2013.

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 Board meetings attended
1.	Mr. Saurabh Kumar Mittal	3	3
2.	Mr. Ram Kumar Sheokand	3	3
3.	Mr. Rajender Singh Malhan	3	3
4.	Mr. Joginder Singh Kataria	3	3

The Finance Head and Auditors attended the meeting by Invitation.

(B) Remuneration Committee

Composition

The Remuneration Committee comprises of three Non-Executive Independent Directors as its members namely Mr. Rajender Singh Malhan as the Chairman and member, Mr. Joginder Singh Kataria and Mr. Ram Kumar Sheokand as the other two members.

Terms of reference

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

- to recommend to the Board, compensation terms of the Executive Directors;
- to assist the Board in determining and implementing the Company's Policy on the remuneration of Executive Directors.

Meetings and Attendance during the year

No meeting was required to be held during the FY 2012-13.

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.

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 2012-2013.

(C) Shareholders/ Investors' Grievance Committee**Composition**

The Shareholders'/Investors' Grievance Committee of the Board comprises of three Non-Executive Independent Directors as its members namely, Mr. Ram Kumar Sheokand as the Chairman and member, Mr. Rajender Singh Malhan and Mr. Joginder Singh Kataria as the other two members.

Terms of reference

The scope, terms of reference and functioning of the Committee is prescribed under Clause 49 of the Listing Agreement. The primary functions carried out by the Committee are to approve requests for share transfers and transmissions, to approve the requests pertaining to remat of shares / subdivision / consolidation of shares/issue of renewed and duplicate certificates etc. and for this purpose the required authority has been delegated to Mr. Ram Kumar Sheokand.

The Committee oversees all matters encompassing the shareholders / investors related issues.

Meetings and Attendance during the year

During the FY 2012-13, the Shareholders'/Investors' Grievance Committee met three times. The dates of the meetings being June 4, 2012, October 29, 2012 and January 14, 2013.

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 Board meetings attended
1.	Mr. Ram Kumar Sheokand	3	3
2.	Mr. Rajender Singh Malhan	3	3
3.	Mr. Joginder Singh Kataria	3	3

Name and designation of compliance officer

Mr. Gaurav Srivastava, Company Secretary is the Compliance Officer pursuant to Clause 47(a) of the Listing Agreement with Stock Exchanges.

Details of queries / complaints received and resolved

During the FY 2012-13, 25 complaints were received out of which 8 complaints were pertaining to Non receipt of dividend, 4 complaints were related to Non receipt of shares & rest were pertaining to Non receipt of Annual Reports. All the said complaints were redressed to the satisfaction of the complainants.

4. GENERAL BODY MEETINGS**A. Location and time of Annual General Meetings (AGMs)**

The Company was incorporated on November 9, 2010 and the First and Second AGMs of the Company has been held on September 29, 2011 and September 27, 2012 respectively. The location and time of the First & Second AGMs are as follows:

Annual General Meeting (AGM)	Year	Location	Date	Time
1 st AGM	2010-11	1A, Hamilton House, 1 st Floor, Connaught Place, New Delhi – 110 001	September 29, 2011	2:50 P.M.
2 nd AGM	2011-12	Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037	September 27, 2012	10:45 A.M.

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

- (I) In the First AGM of the Company for the FY 2010-11 held on September 29, 2011, no special resolutions were passed.
- (II) In the Second AGM of the Company for the FY 2011-12 held on September 27, 2012, no special resolutions were passed.

C. Special Resolutions passed during the FY 2012-13 through postal ballot

During the FY 2012-13, no postal ballot was conducted by the Company.

5. DISCLOSURES

(i) Details on materially significant related party transactions

Details of materially significant related party transactions made during the FY 2012-13, are contained in the notes to the annual accounts which form a part of the Annual Report.

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

The Company has been in existence as a listed entity only since July 30, 2012 prior to which it was an unlisted entity with no exposure to/ in the capital market, in any manner whatsoever.

Since the establishment of the Company as a listed entity, there has been no instance of any non-compliance by the Company on any matter related to capital markets 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.

(iii) 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.

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.

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Clause 49

The Company has complied with all the mandatory requirements of the Clause 49 of the Listing Agreement. The details of these compliances have been given in the relevant sections of this Report. The status on compliance with the Non mandatory requirements is given at the end of the Report.

6. MEANS OF COMMUNICATION

- (i) **Publication of Results:** The quarterly/annual results of the Company are published in leading newspapers viz The Financial Express/Business Standard/Mint (English) and Jansatta/Business Standard/Hindustan (Hindi).
- (ii) **News, Release, etc:** The Company has its own website www.indiabulls.com/ibipl/ and all vital information pertaining to the Company and its performance including financial results, press releases pertaining to important developments, performance updates and corporate presentations 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 Relations' and 'News & Media' where general information to the shareholders of the Company is available.

7. GENERAL SHAREHOLDERS' INFORMATION

(A) 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.

(B) Profile of Directors seeking re-appointment

(i) Mr. Saurabh Kumar Mittal – Non Executive Director

Mr. Saurabh Kumar Mittal, aged 40, graduated with a degree in Electric Engineering from the Indian Institute of Technology, Delhi and also hold masters in business administration from Harvard Business School, where he was elected Baker Scholar. Previously, Mr. Mittal has worked at Citigroup Asset Management and Farallon Capital Management, securities broking and real estate/infrastructure development businesses. He is also a Co-founder of Indiabulls group of companies, and has provided strategic vision and oversight to the group's development.

Mr. Saurabh K Mittal is also on the Board of Indiabulls Real Estate Limited, Indiabulls Power Limited., Ceres Trading Services Private Limited, Ceres Real Estate Private Limited, Indiabulls Mining Private Limited, Ceres Power Transmission Private Limited, Ceres Electricity Distribution Private Limited, Indiabulls Electricity Distribution Private Limited, Hespera Realty Private Limited, Lucerne Trading Services Private Limited, Hespera Land Development Private Limited, Hespera Realcon Private Limited, Ceres Energy Private Limited, Alona Builders And Developers Private Limited, Cleta Infrastructure Private Limited, Cleta Buildcon Private Limited, Indiabulls Housing Finance Limited, Reyna Infracon Private Limited.

Membership/Chairmanship of Mr. Saurabh Kumar Mittal in committees of various companies is as under:

Name of Company	Committee	Chairman/Member
Indiabulls Power Limited.	Audit Committee	Member
Indiabulls Real Estate Limited	Audit Committee	Member
Indiabulls Infrastructure and Power Limited	Audit Committee	Member

Mr. Saurabh K Mittal holds 17,70,000 Equity Shares of face value of ₹ 2/- each in the Company.

(ii) Mr. Ram Kumar Sheokand - Independent Director

Mr. Ram Kumar Sheokand, aged about 59 years, holds a postgraduate degree in History and is a Businessman.

Mr. Ram Kumar Sheokand is also on the board of Kandy Finlease Limited, Lira Promoters Private Limited, R C S Softech Private Limited, Kandy Promoters Private Limited, Pineapple Infra Project Private Limited, Indiabulls Housing Finance Limited, Aldis Real Estate Private Limited, Surya Inida Estates And Marketing Private Limited.

Membership/Chairmanship of Mr. Ram Kumar Sheokand in committees of various companies is as under:

Name of Company	Committee	Chairman/Member
Indiabulls Infrastructure and Power Limited	Audit Committee	Member
	Shareholders' / Investors' Grievance Committee	Chairman
	Remuneration Committee	Member

Mr. Ram Kumar Sheokand does not hold any shares in the Company.

(C) 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.

(D) Date of Book Closure

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

(E) Dividend Payment date:

No dividend has been recommended by the Board for the FY 2012-13.

(F) (i) Distribution of shareholding as on 31st March 2013

Sr. No.	Shareholding of nominal value (in ₹)		No. of holders	% to total holders	Value in ₹	% to nominal value
	From	To				
1	Upto	- 5,000	96,713	93.14	6,83,78,946	2.69
2	5,001	- 10,000	3,677	3.54	2,53,06,418	0.99
3	10,001	- 20,000	1,679	1.62	2,39,65,640	0.94
4	20,001	- 30,000	504	0.49	1,28,08,976	0.50
5	30,001	- 40,000	225	0.22	81,08,608	0.32
6	40,001	- 50,000	164	0.16	75,48,132	0.30
7	50,001	- 1,00,000	364	0.35	2,61,50,338	1.03
8	1,00,001	and above	508	0.49	2,37,36,46,302	93.23
	TOTAL		1,03,834	100.00	2,54,59,13,360	100.00

(ii) Shareholding pattern as on 31st March 2013

Sr. no.	Category	No. of Shares	% holding
1	Promoters	41,25,61,556	32.41
2	Financial Institutions/Banks/ Mutual Funds	7,080	—
3	FII's	42,06,77,958	33.05
4	Private Bodies Corporate	10,89,21,573	8.56
5	Indian Public	16,83,21,827	13.22
6	NRIs/OCBs	68,49,336	0.54
7	GDR(Shares underlying)	53,93,138	0.42
8	Other foreign entities(Foreign Venture Capital)	2,59,09,661	2.04
9	Others (Trusts + Clearing Members)	12,43,14,551	9.77
	Total:	1,27,29,56,680	100.00

(G) 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, 2013, 99.98 % Equity shares of the Company representing 127,27,54,086 out of a total of 127,29,56,680 Equity shares, were held in dematerialized form with NSDL & CDSL with a miniscule balance of 2,02,594 Equity shares, constituting about 0.02% of the total outstanding Equity shares, being held in physical form.

(H) GDRs

As on 31.03.2013 there were 5,393,138 GDRs of the Company. The GDRs of the Company are listed on Luxembourg Stock Exchange.

(I) 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

(J) Stock Code

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

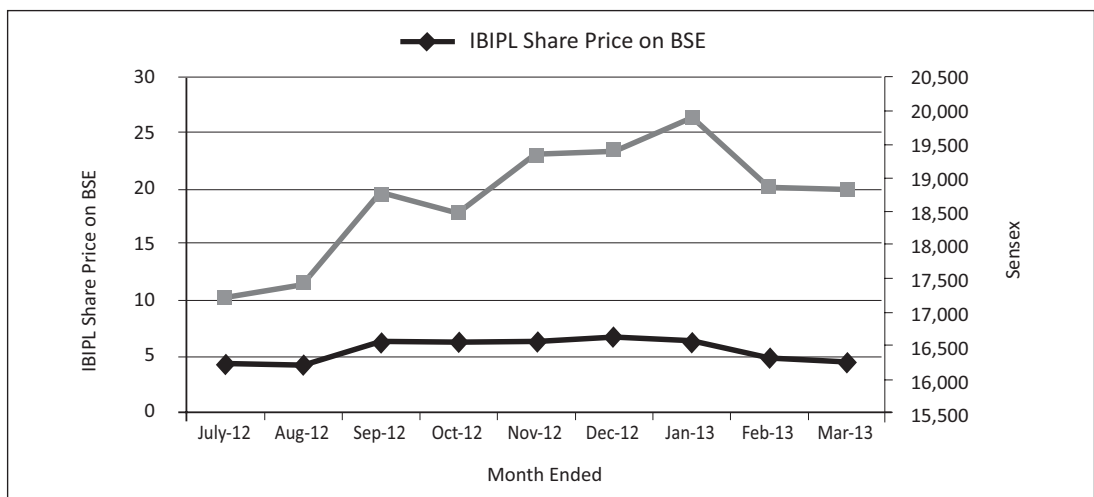
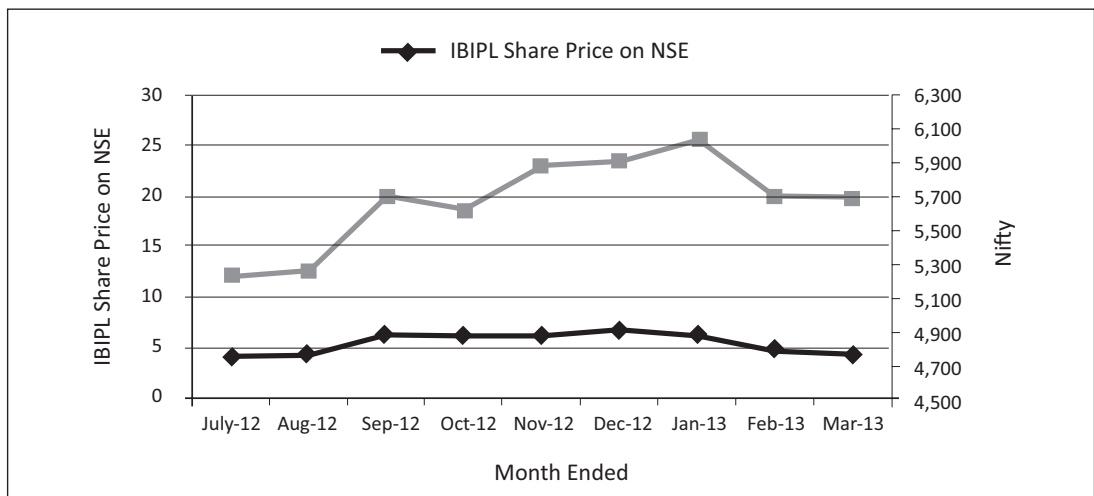
(K) Market Price data

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, 2013 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
July 2012	4.40	3.80	4.40	3.85
August 2012	6.30	3.80	6.38	3.80
September 2012	6.70	4.15	6.79	4.11
October 2012	7.60	5.70	7.63	5.79
November 2012	7.00	5.40	6.93	5.37
December 2012	7.50	6.30	7.49	6.30
January 2013	8.30	5.90	8.29	5.9
February 2013	6.50	4.45	6.50	4.51
March 2013	5.40	4.00	5.40	4.07

*Since the equity shares of the Company got listed on the exchanges, effective July 30, 2012, the Market Price Data has been captured from July 30, 2012 to March 31, 2013.

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



Note: Since the equity shares of the Company got listed on the exchanges, effective July 30, 2012, the comparison of the Company's share price with NSE Nifty & BSE Sensex, has been done from July 30, 2012 to March 31, 2013.

(M) 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 : Indiabulls Infrastructure and Power Limited

Plot No.17-24 Vittal Rao Nagar

Madhapur Hyderabad – 500081

Contact Person: Mr. S D Prabhakar, AGM

Corporate Registry

Tel : 040-44655000/23420815-23420825

Fax: 040-23420814

E-mail: einward.ris@karvy.com

(N) Share Transfer System

For smooth and speedy processing of share transfers, the authority to approve share transfers has been delegated to the Shareholders' / Investors' Grievance Committee of the Board. The share transfer requests shall be processed on timely basis ensuring thereby that share transfers are processed without delay and the transferred certificates are sent to the concerned investors well within the stipulated time as prescribed under the Listing Agreements.

(O) Address for Correspondence

(i) Registered Office:

M-62 & 63, First Floor,
Connaught Place, New Delhi- 110 001

(ii) Corporate Offices:

“Indiabulls House” 448-451, Udyog Vihar, Phase V,
Gurgaon – 122 016, Haryana

“Indiabulls House”, Indiabulls Finance Centre,
Tower 1, Senapati Bapat Marg, Elphinstone Road,
Mumbai- 400 013, Maharashtra

8. 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 Clause 49 of the Listing Agreement is annexed to and forms a part of this report.

9. WHOLE-TIME DIRECTOR (WTD) AND FINANCE HEAD CERTIFICATION

The certificate required under Clause 49(V) of the listing agreement duly signed by the WTD and Finance Head has been given to the Board.

10. NON-MANDATORY REQUIREMENTS

Status of Compliance of Non-Mandatory requirement stipulated under Clause 49 is as under:

(A) Non-Executive Chairman

The Company has a Non-executive Chairman who is not maintaining any office at Company's expense nor is he being reimbursed any expenses incurred by him.

(B) Remuneration Committee

The Company has a duly constituted Remuneration Committee. For details as to the constitution of the remuneration committee and the functional responsibility vested in it, please refer to point no. 3(B) in the earlier part of this report.

(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) Unqualified Financial Statements

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 unqualified financial statements.

(E) Whistle Blower Policy

The Company has a well defined Whistle blower policy in place which lays down an effective mechanism for the employees to report violations of laws, rules and regulations as also unethical conduct, at the appropriate management levels for timely and appropriate actions without loss of time. For a detailed description of the whistle blower policy please refer to point no.5 (iii) of this Report.

Except as set out above, the Company has not adopted any other non mandatory requirements recommended under Annexure 1D of the Clause 49 of the Listing Agreements with the Stock Exchanges.

ANNUAL DECLARATION BY THE EXECUTIVE DIRECTOR PURSUANT TO CLAUSE 49 (I)(D)(ii) OF THE LISTING AGREEMENT

As Whole-time Director of Indiabulls Infrastructure and Power Limited and as required by Clause 49 (I)(D)(ii) of the Listing Agreement, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Business Conduct and Ethics, for FY 2012-13.

Date : September 3, 2013

Place : New Delhi

Rajiv Rattan

Whole-time Director

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Indiabulls Infrastructure and Power Limited

We have examined the compliance of conditions of Corporate Governance by Indiabulls Infrastructure and Power Limited ("the Company"), for the year ended March 31, 2013, as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. 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 clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

We state that there were no outstanding investor grievances as on March 31, 2013 as per the records maintained by the Company.

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.

For **S. Khandelwal & Co.**
Company Secretaries

Date: September 3, 2013
Place: New Delhi

Sanjay Khandelwal
Proprietor
Membership No: FCS 5945
CP No. 6128

Independent Auditors' Report

To the Members of Indiabulls Infrastructure and Power Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Indiabulls Infrastructure and Power Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 our 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, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Statement of Profit and Loss, of the loss of the company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have 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 appears from our examination of those books;
 - c) the Balance Sheet, statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

Amar Mittal
Partner
Membership No.017755

Place : New Delhi
Date : April 26, 2013

Annexure to the Auditors' Report of even date to the members of Indiabulls Infrastructure and Power Limited, on the financial statements for the year ended March 31, 2013 (Referred to in our report of even date)

Based on the Audit Procedures performed for the purpose of reporting a true and fair view on the financials statements of the company and taking into the consideration the information and explanation given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i) In respect of Fixed Assets of the Company and in our opinion:
 - a. The Company has maintained proper records, showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a programme of physical verification of its fixed assets by which they are verified annually. In accordance with this programme, fixed assets were verified during the year and no discrepancies were noticed on such verification. In our opinion, the frequency of the physical verification is reasonable having regards to the size of the company and nature of fixed assets.
 - c. The Company has not disposed off any fixed assets during the year.
- ii) The company does not have any Inventory. Accordingly, the provisions of paragraph 4 clause (ii) of the Order are not applicable.
- iii) The company has not taken loan from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act. In respect of loans, secured or unsecured, granted to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, in our opinion:
 - a. The Company has granted unsecured loans to one party covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding at any time during the year aggregated to ₹ 293,400,000/- (Previous Year ₹ 301,000,000/-) and the balance outstanding at year end is ₹ 250,550,000/- (Previous Year ₹ 293,400,000/-).
 - b. In our opinion rate of interest, where ever stipulated and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interest of the Company.
 - c. The payments of principal amount and interest where ever stipulated in respect of such loans have been regular.
 - d. There is no overdue amount with regard to principal amount and interest where ever stipulated.
- iv) In our opinion, there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of fixed assets. The activities of the company do not involve the purchase of Inventory or the rendering of services. We have not observed any major weakness in the internal control system during the course of the audit.
- v) In our opinion, the Company has not entered into any contracts or arrangements referred to in Section 301 of the Companies Act, 1956, the particulars of which are required to be entered in the register, maintained section 301.
- vi) In our opinion, the Company has not accepted any deposits from the public within the meaning of section 58A and section 58AA or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vii) In our opinion, the company has an internal audit system commensurate with its size and the nature of its business.
- viii) The maintenance of cost records prescribed under section 209(1)(d) of the Companies Act, 1956, is not applicable to the company.

- ix) In respect of disputed and undisputed Statutory Dues of the Company and according to information and explanations given to us and on the basis of our examination of the records of the Company
- a. Amounts deducted / accrued in the books of accounts in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and any other material Statutory Dues have generally been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable. There were no dues on account of Cess under Section 441A of the Companies Act, 1956 since the aforesaid section has not yet been made effective by the Central Government. 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, 2013 for a period of more than six months from the date they became payable.
- b. There are no dues of Income-Tax, Sales Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty and Cess to the extent applicable which have not been deposited on account of any dispute.
- x) The company has not been registered for a period of more than 5 years. Accordingly, the provisions of paragraph 4 clause (x) of the Order are not applicable.
- xi) Based on our audit procedures and as per the information and explanations given by the management, there are no dues to financial institutions or banks or debenture holders.
- xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- Accordingly, the provisions of paragraph 4 clause (xii) of the Order are not applicable.
- xiii) The Company is not a Chit Fund or a Nidhi/ Mutual Benefit fund/ Society. Accordingly, the provisions of paragraph 4 clause (xiii) of the Order are not applicable.
- xiv) In our opinion the company is not dealing or trading in shares, debentures, securities and other investments. Accordingly, the provisions of paragraph 4 clause (xiv) of the Order are not applicable.
- xv) In our opinion, the Company has not given any guarantee in terms of paragraph 4 clause (xv).
- xvi) In our opinion and to the best of our knowledge and belief no term loans were obtained during the year.
- xvii) In our opinion and on an overall examination of the balance sheet of the Company, funds raised on short-term basis, prima facie, have not been used for the long-term investment by the Company.
- xviii) In our opinion, the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix) In our opinion and according to the records examined by us, no debentures were issued during the year.
- xx) The Company has not raised any monies by way of public issue during the year. Accordingly, the provisions of paragraph 4 clause (xx) of the Order are not applicable.
- xxi) In our opinion, no material fraud on or by the Company has been noticed or reported during the period covered in our audit.

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

Amar Mittal
Partner
Membership No.017755

Place: New Delhi
Date : April 26, 2013

Balance Sheet of Indiabulls Infrastructure and Power Limited as at March 31, 2013

(Amount in ₹)

Particulars	Note No	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES			
1) Shareholders' Funds			
(a) Share Capital	3	2,545,913,360	2,545,913,360
(b) Reserves and surplus	4	3,651,457,051	3,673,034,108
2) Non Current Liabilities			
(a) Long-term provisions	5	2,810,322	2,291,854
3) Current Liabilities			
(a) Other current liabilities	6	3,193,212	4,038,236
(b) Short-term provisions	7	82,153	40,950
TOTAL		6,203,456,098	6,225,318,508
II. ASSETS			
1) Non-current assets			
(a) Fixed assets	8		
- Tangible assets		457,373	536,287
(b) Non-current investments	9	5,925,000,000	5,925,000,000
(c) Deferred tax assets (net)	10	1,616,159	1,430,997
(d) Long-term loans and advances	11	-	1,000,000
2) Current assets			
(a) Cash and bank balances	12	584,173	97,007
(b) Short-term loans and advances	13	253,581,025	294,514,035
(c) Other current assets	14	22,217,368	2,740,182
TOTAL		6,203,456,098	6,225,318,508
See accompanying notes forming part of the financial statements	1-31		

In terms of our report attached.

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

For and on behalf of the Board of Directors

Amar Mittal
Partner
Membership No. 017755

Rajiv Rattan
Whole Time Director

Joginder Singh Kataria
Director

Gaurav Srivastava
Company Secretary

Place: New Delhi
Date : April 26, 2013

Place: New Delhi
Date : April 26, 2013

Statement of Profit and Loss of Indiabulls Infrastructure and Power Limited

for the year ended March 31, 2013

(Amount in ₹)

Particulars	Note No	For the year ended March 31, 2013	For the year ended March 31, 2012
1 Revenue from operations	15	-	2,120,000
2 Other Income	16	24,685,964	3,044,647
3 Total Revenue (1+2)		24,685,964	5,164,647
4 Expenses:			
Employee benefits expense	17	41,358,949	22,352,929
Finance costs	18	9,166	227,846
Depreciation and amortisation expense	8	78,914	78,913
Other expenses	19	5,001,154	18,649,917
Total Expenses		46,448,183	41,309,605
5 (Loss) / Profit before tax (3-4)		(21,762,219)	(36,144,958)
6 Tax Expense			
(a) Current Tax		-	-
(b) Deferred Tax Credit (Refer Note 10)		(185,162)	(1,424,817)
Total Tax Expense (a+b)		(185,162)	(1,424,817)
7 (Loss) / Profit for the year (5-6)		(21,577,057)	(34,720,141)
Earnings Per Equity Share (Refer Note 22)			
- Basic		(0.02)	(0.10)
- Diluted		(0.02)	(0.10)

See accompanying notes forming part of
the financial statements

1-31

In terms of our report attached.

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

For and on behalf of the Board of Directors

Amar Mittal
Partner
Membership No. 017755

Rajiv Rattan
Whole Time Director

Joginder Singh Kataria
Director

Gaurav Srivastava
Company Secretary

Place: New Delhi
Date : April 26, 2013

Place: New Delhi
Date : April 26, 2013

Cash Flow Statement of Indiabulls Infrastructure and Power Limited

for the year ended March 31, 2013

(Amount in ₹)

	For the year ended March 31, 2013	For the year ended March 31, 2012
A Cash flow from operating activities :		
Net (Loss) / Profit before Tax	(21,762,219)	(36,144,958)
Adjustment for:		
Interest Expenses on Intercompany Deposit	-	189,661
Provisional for Compensated Absences	132,715	928,022
Provisional for Gratuity	426,956	1,404,782
Provision for Bonus	2,621,196	2,626,792
Interest Income on Intercompany Deposit	(24,685,964)	(3,044,647)
Depreciation / Amortisation	78,914	78,913
Operating (Loss) / Profit before working capital changes	(43,188,402)	(33,961,435)
Adjustments for:		
Decrease/ (Increase) in Loans and Advances	1,551,606	(345,584)
(Decrease)/ Increase in other current liabilities	(3,466,220)	1,405,930
Cash (used in) / generated from operations	(45,103,016)	(32,901,089)
Income Taxes Paid	(2,468,596)	(938,964)
Net cash (used in) / generated from operating activities	(47,571,612)	(33,840,053)
B Cash flow from investing activities		
Intercompany Deposit Given	42,850,000	(293,400,000)
Interest Received on Intercompany Deposit Given	5,208,778	304,465
Net cash generated from/ (used in) investing activities	48,058,778	(293,095,535)
C Cash flow from financing activities		
Proceeds from fresh issue of Share Capital (Including Security Premium)	-	325,013,892
Interest Paid on Intercompany Deposit	-	(189,661)
Net cash generated from financing activities	-	324,824,231
D Net increase/ (decrease) in cash and cash equivalents (A+B+C)	487,166	(2,111,357)
E Cash and cash equivalents at the beginning of the year	97,007	2,208,364
F Cash and cash equivalents at the end of the year (D+E)	584,173	97,007

Note :

- The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in Accounting Standard (AS) - 3 on Cash Flow Statements as notified under the Companies (Accounting Standards) Rules, 2006 as amended.
- Cash and cash equivalents as at the end of the year include:

Cash on Hand	7,367	21,992
Balances with Banks		
In Current Accounts	576,806	75,015
Total of Cash and cash equivalents	584,173	97,007
- Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification / disclosure.
- The above cash flow excludes assets (other than cash and cash equivalent) and liabilities arising on demerger from IBREL.

See accompanying notes forming part of
the financial statements

1-31

In terms of our report attached.

For Sharma Goel & Co.

Chartered Accountants

FRN : 000643N

Amar Mittal

Partner

Membership No. 017755

Place: New Delhi

Date : April 26, 2013

For and on behalf of the Board of Directors

Rajiv Rattan

Whole Time Director

Place: New Delhi

Date : April 26, 2013

Joginder Singh Kataria

Director

Gaurav Srivastava

Company Secretary

Notes forming part of the financial statements

of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013

1. Overview

Indiabulls Infrastructure and Power Limited ("the Company") was incorporated on November 09, 2010. The Company is in 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, Indiabulls Infrastructure and Power Limited, Indiabulls Builders Limited, 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 the 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 favour of Indiabulls Infrastructure and Power Limited (IIPL) which had the effect of making IIPL the Promoter Group / holding company of the Indiabulls Power Limited. :-

- a) Certain Assets comprising of Fixed Assets and Loans and Advances in the IBREL aggregating to Rs. 1,840,201 have been transferred to the Company, at their book values;
- b) The Equity Share Capital of the Company amounting to Rs. 500,000 was cancelled;
- c) The Investment in IPL amounting to Rs. 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 Rs. 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 Authorised Share Capital of the Company has been reorganised to Rs. 3,000,000,000 divided into 1,500,000,000 Equity shares Face Value of Rs.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 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 Indiabulls Power Limited. at their book values. Pursuant to the Scheme as aforesaid, an aggregate of 41,54,07,007 Equity shares of face value Rs. 10 each in IPL were issued and allotted in favour of the IIDL shareholders as on the Effective Date, thereby increasing the paid up capital of IPL to Rs. 26,427,299,530 divided into 264,27,29,953 Equity shares of face value Rs. 10 each. Consequent to issuance and allotment of equity shares to IIDL, Indiabulls Infrastructure and Power Limited (IIPL) ceased to be the holding company of Indiabulls Power Limited. w.e.f June 20, 2012.

2. Significant Accounting Policies

2.1 Basis of Accounting and 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) and comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. 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

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

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 recognised in the periods in which the results are known/ materialise.

2.3 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 (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.

2.4 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.

2.5 Revenue Recognition

Revenue from Power Consultancy/ Advisory Services is recognised when services are rendered. Interest income from deposits and others is recognised on an accrual basis. Dividend income is recognised when the right to receive the dividend is established. Profit/loss on sale of investments is recognised on the date of its sale and is computed as excess of sale proceeds over its carry amount as at the date of sale.

2.6 Fixed Assets

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

Fixed assets acquired and put to use for the purpose of the project are capitalised and depreciation thereon is included in Expenditure during construction pending capitalisation till commissioning of the project.

2.7 Depreciation/ Amortisation

Depreciation on fixed assets is provided on the Straight-Line Method at the rates and in the manner prescribed under Schedule XIV to the Companies Act, 1956.

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. Individual assets costing upto Rs. 5,000 each are fully depreciated in the year of capitalisation. The acquisition value of Leasehold Land is amortized over the period of the Lease.

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 recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. 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 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, except in the case of revalued assets and the recoverable amount is reassessed and the assets is reflected at the recoverable amount.

2.9 Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset, are capitalised as a part of the cost of such assets. Any income earned on the temporary deployment/ investment of those borrowings is deducted from the borrowing costs so incurred. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

2.10 Investments

Investments are classified as long term and current. Long term investments are carried individually at cost less provision, if any, for diminution other than temporary in the value of such investment. Current investments are carried individually at the lower of cost and fair value.

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

2.11 Employee Benefits

The Company's contribution to Provident Fund is charged to the Statement of Profit and Loss/ Expenditure during construction pending capitalisation, as applicable. 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 in accordance with Accounting Standard 15 (Revised 2005) – Employee Benefits, as notified under the Companies (Accounting Standards) Rules, 2006, as amended. Actuarial gains/ losses comprise experience adjustments and the effects of change in actuarial assumptions, and are recognised in the Statement of Profit and Loss as income or expenses/ Expenditure during construction pending capitalisation, as applicable.

2.12 Taxes on Income

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

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 recognised as an asset in the Balance Sheet when it is probable that future economic benefits associated with it will flow to the Company.

Deferred tax is recognised 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 recognised for all timing differences. Deferred tax assets are recognised 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 realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise 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.

2.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation 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 liability is disclosed for:-

- (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or;
- (b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent Assets are not recognised in the financial statements since this may result in the recognition of income that may never be realized.

2.14 Earnings Per Equity Share

Basic Earnings per Equity Share is computed using the weighted average number of equity shares outstanding during the year. Diluted Earnings per Equity Share is computed using the weighted average number of equity and dilutive potential equity shares outstanding during the year.

2.15 Preliminary Expenses

Preliminary Expenses are adjusted against Securities Premium Account (net of tax) to the extent of balance available and thereafter, the balance portion is charged off to the Statement of profit and loss, as incurred.

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Note 3	As at	As at
Share Capital	March 31, 2013	March 31, 2012
	(₹)	(₹)
Authorised		
1,500,000,000 (Previous Year 1,500,000,000)		
Equity Shares of ₹2 each	3,000,000,000	3,000,000,000
	3,000,000,000	3,000,000,000
Issued, Subscribed and Paid up		
Equity Share Capital		
1,272,956,680 (Previous Year 1,272,956,680)		
Equity Shares of ₹2 each fully paid up	2,545,913,360	2,545,913,360
Total - Share Capital	2,545,913,360	2,545,913,360

a) Reconciliation of the number of shares outstanding

	March 31, 2013		March 31, 2012	
Equity Shares	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
As at the beginning of the year	1,272,956,680	2,545,913,360	50,000	500,000
Add: Issued during the year				
- For payment received in cash	-	-	-	126,555,000
- Under the Scheme of Demerger	-	-	1,272,956,680	2,419,358,360
Issued during the year - ESOP	-	-		
Less: Cancellation during the year				
- Under the Scheme of Demerger	-	-	(50,000)	(500,000)
As at the end of the reporting year	1,272,956,680	2,545,913,360	1,272,956,680	2,545,913,360

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, 2013		March 31, 2012	
	No. of Shares	% holding	No. of Shares	% holding
Equity Shares fully paid				
Five Shareholder is each holding more than 5% or more of the Share Capital (Face Value ₹2)	433,342,971	34.04%	448,476,797	35.23%

- 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 fully 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 of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Note 4	As at	As at
Reserves and surplus	March 31, 2013	March 31, 2012
	(₹)	(₹)
Capital Reserve		
Opening Balance	3,507,981,841	-
Add : Additions during the year	-	3,507,981,841
Closing Balance	3,507,981,841	3,507,981,841
Securities Premium Account		
Opening Balance	198,458,892	-
Add : Additions during the year	-	198,458,892
Closing Balance	198,458,892	198,458,892
(Deficit)/ Surplus in Statement of Profit and Loss		
Opening Balance	(33,406,625)	1,313,516
Add: (Loss) / Profit for the year	(21,577,057)	(34,720,141)
Closing Balance	(54,983,682)	(33,406,625)
Total - Reserves and surplus	3,651,457,051	3,673,034,108
Note 5	As at	As at
Long-term provisions	March 31, 2013	March 31, 2012
	(₹)	(₹)
Provision for employee benefits (Refer Note 21)		
Provision for Gratuity (unfunded)	1,792,149	1,395,964
Provision for Compensated Absences (unfunded)	1,018,173	895,890
Total - Long-term provisions	2,810,322	2,291,854
Note 6	As at	As at
Other current liabilities	March 31, 2013	March 31, 2012
	(₹)	(₹)
Duties & Taxes payable		
- TDS Payable	523,155	326,242
- Professional Tax Payable	1,200	6,500
- Others	-	405
Expenses Payable - Others		
- Group Companies	119,164	-
- Others	2,041,784	3,199,469
Other Liabilities		
- Audit Fee Payable	505,620	505,620
- Others	2,289	-
Total - Other current liabilities	3,193,212	4,038,236
Note 7	As at	As at
Short-term provisions	March 31, 2013	March 31, 2012
	(₹)	(₹)
Provision for employee benefits (Refer Note 21)		
Provision for Gratuity (unfunded)	39,589	8,818
Provision for Compensated Absences (unfunded)	42,564	32,132
Total - Short-term provisions	82,153	40,950

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Notes 8

Fixed Assets

(Amount in ₹)

Particulars	Gross Block At Cost			Accumulated Depreciation / Amortisation				Net Block	
	As at April 1,2012	Additions during the Year	Adjustments/ Sales during the Year	As at March 31, 2013	As at April 1,2012	Provided during the Year	Adjustments during the Year	As at March 31, 2013	As at March 31, 2012
A. Tangible Assets									
Office Equipment	20,784	-	-	20,784	987	987	-	1,974	18,810
Computers	407,893	-	-	407,893	66,120	66,120	-	132,240	275,653
Furniture and Fixtures	186,524	-	-	186,524	11,807	11,807	-	23,614	162,910
TOTAL (A)	615,201	-	-	615,201	78,914	78,914	-	157,828	457,373
Previous Year	-	615,201	-	615,201	-	78,914	-	78,914	536,287

Note 9

Non-current investments

	As at March 31, 2013 (₹)	As at March 31, 2012 (₹)
(a) Long Term Investment in Equity Instruments , Quoted 1,185,000,000 (Previous Year 1,185,000,000) Equity Shares of Face Value of ₹10 each in Indiabulls Power Limited	5,925,000,000	5,925,000,000
Total - Non-current investments	5,925,000,000	5,925,000,000
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	9,776,250,000	18,723,000,000

Note 10

Deferred tax Assets (net)

	As at March 31, 2013 (₹)	As at March 31, 2012 (₹)
Deferred tax liabilities		
Arising on account of timing differences due to:		
- Difference between book and tax depreciation	45,914	106,153
Deferred tax liabilities (A)	45,914	106,153
Deferred tax assets		
Arising on account of timing differences due to:		
- Preliminary Expenses	3,009	4,635
- Provision for Gratuity	551,170	434,078
- Provision for Compensated Absences	319,176	286,758
- Provision for Bonus	788,718	811,679
Deferred tax assets (B)	1,662,073	1,537,150
Total - Deferred tax assets (net) (B-A)	1,616,159	1,430,997

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Note 11	As at	As at
Long-term loans and advances	March 31, 2013	March 31, 2012
	(₹)	(₹)
Secured, considered good		
Security Deposits - Premises	-	1,000,000
Total - Long-term loans and advances	-	1,000,000

Note 12	As at	As at
Cash and bank balances	March 31, 2013	March 31, 2012
	(₹)	(₹)
Balances with Banks		
- In Current Accounts	576,806	75,015
Cash on hand	7,367	21,992
Total - Cash and bank balances	584,173	97,007

Note 13	As at	As at
Short-term loans and advances (Unsecured, considered good)	March 31, 2013	March 31, 2012
	(₹)	(₹)
(a) Loans and advances to related party		
I. Secured, considered good		
II. Unsecured, considered good		
Inter Corporate Deposits/Loans Given		
- Group Companies	250,550,000	293,400,000
(b) Loans and advances to employees	11,900	11,900
(c) Balances with Government authorities		
- Service Tax	-	-
- Advance Income Tax/Tax Deducted At Source		
[Net of provision for tax ₹ Nil (Previous Year ₹ Nil)]	3,006,897	538,301
(d) Other loans and advances		
Advances recoverable in cash or in kind or for value to be received	12,228	563,834
Total - Short-term loans and advances	253,581,025	294,514,035

Note 14	As at	As at
Other current assets	March 31, 2013	March 31, 2012
	(₹)	(₹)
Accrued Interest		
- on Inter Corporate Deposits	22,217,368	2,740,182
Total - Other current assets	22,217,368	2,740,182

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Note 15		For the Year Ended	For the Year Ended
Revenue from operations		March 31, 2013	March 31, 2012
		(₹)	(₹)
Income from Advisory		-	2,120,000
Total - Revenue from operations		-	2,120,000
Note 16		For the Year Ended	For the Year Ended
Other Income		March 31, 2013	March 31, 2012
		(₹)	(₹)
Interest Income on Inter Corporate Deposits		24,685,964	3,044,647
Total - Other Income		24,685,964	3,044,647
Note 17		For the Year Ended	For the Year Ended
Employee benefits expense		March 31, 2013	March 31, 2012
		(₹)	(₹)
Salaries and Wages		40,797,358	20,019,675
Contribution to Provident Fund and Other Funds		1,920	450
Provision for Gratuity		426,956	1,404,782
Provision for Compensated Absences		132,715	928,022
Total - Employee benefits expense		41,358,949	22,352,929
Note 18		For the Year Ended	For the Year Ended
Finance costs		March 31, 2013	March 31, 2012
		(₹)	(₹)
Interest Expenses			
- Interest Expenses on Taxation		9,166	38,185
- Interest on Intercompany Deposits		-	189,661
Total - Finance Costs		9,166	227,846
Note 19		For the Year Ended	For the Year Ended
Other expenses		March 31, 2013	March 31, 2012
		(₹)	(₹)
Rent Expenses		-	376,613
Rates and Taxes		801,286	17,245,055
Legal and Professional Charges		1,112,194	364,744
Travelling Expenses		9,688	-
Electricity & Water Expenses		1,544	4,456
Communication Expenses		215,645	79,675
Printing and Stationery		314,351	190
Postage & Courier Charges		1,600,066	-
Auditor's Remuneration - as auditors	561,800		561,800
- for other services	56,180	617,980	-
Advertisement Expenses		309,691	-
Meeting Expenses		13,607	-
Bank Charges		110	-
Miscellaneous Expenses		4,992	17,384
Total - Other Expenses		5,001,154	18,649,917

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

20. Disclosures in respect of Accounting Standard – 18, Related Party Disclosures, as notified under the Companies (Accounting Standards) Rules, 2006, as amended:

Nature of relationship

Related party

Related parties where control exists:

I. Subsidiary Company

Indiabulls Power Limited.(Upto June 20, 2012)

Associate Company

Indiabulls Power Limited.(w.e.f June 21, 2012)

Other related parties:

II. Step down Subsidiaries* (Upto June 20, 2012)

Name of Subsidiary Companies	Name of Subsidiary Companies
Airmid Power Limited	Indiabulls Power Generation Limited
Albina Power Limited	Indiabulls Power Infrastructure Limited
Amravati Power Transmission Company Limited	Indiabulls Power Management Limited (formerly Poena Power Transmission Limited)
Angina Power Limited	Indiabulls Power Projects Development Limited
Apesh Power Limited	Indiabulls Power Projects Limited
Aravali Properties Limited	Indiabulls Power Solutions Limited
Ashkit Power Limited	Indiabulls Power Supply Limited
Bracond Limited	Indiabulls Power Systems Limited
Chloris Power Limited	Indiabulls Power Trading Limited
Citra Thermal Power and Infrastructure Limited	Indiabulls Power Transmission Limited
Corus Power Limited***	Indiabulls Power Utility Limited
Devona Thermal Power and Infrastructure Limited	Indiabulls Powergen Limited
Diana Energy Limited	Indiabulls Realtech Limited
Diana Power Limited	Indiabulls Thermal Energy Limited
Elena Power And Infrastructure Limited	Indiabulls Thermal Power Limited
Fama Power Company Limited	Indiabulls Thermal Power Management Limited
Fornax Power Limited	Indiabulls Thermal Power Projects Limited
Geneformus Limited	Indiabulls Thermal Projects Limited
Hecate Electric Limited	Indiabulls Water Supply & Waste Management Services Limited
Hecate Energy Private Limited	Kaya Hydropower Projects Limited
Hecate Energy Trading Limited	Lenus Power Limited
Hecate Hydro Electric Power Limited	Lucina Power And Infrastructure Limited
Hecate Power and Energy Resources Limited	Mabon Power Limited
Hecate Power Company Limited	Mariana Power Limited
Hecate Power Development Limited	Pachi Hydropower Projects Limited**
Hecate Power Distributors Limited	Papu Hydropower Projects Limited**
Hecate Power Generation Limited	Poana Power Systems Limited
Hecate Power Limited	Poena Hydro Power Projects Limited
Hecate Power Management Limited	Poena Power Company Limited
Hecate Power Projects Limited	Poena Power Development Limited
Hecate Power Services Limited	Poena Power Distributors Limited
Hecate Power Solutions Limited	Poena Power Generation Limited

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

Other related parties: (Contd.)

II. Step down Subsidiaries*

Name of Subsidiary Companies	Name of Subsidiary Companies
Hecate Power Supply Limited	Poena Power Limited
Hecate Power Systems Limited	Poena Power Management Limited
Hecate Power Transmission Limited	Poena Power Services Limited
Hecate Power Utility Limited	Poena Power Solutions Limited
Hecate Powergen Limited	Poena Power Trading Limited
Hecate Thermal Power And Infrastructure Limited	Poena Power Utility Limited
Indiabulls CSEB Bhaiyathan Power Limited	Poena Thermal Power Limited
Indiabulls Electric Company Limited	Renemark Limited
Indiabulls Electric Energy Limited	Selene Power Company Limited
Indiabulls Electric Limited	Sentia Thermal Power and Infrastructure Limited
Indiabulls Electric Power Limited	Sepla Hydropower Projects Limited
Indiabulls Electricity Company Limited	Sepset Thermal Power and Infrastructure Limited
Indiabulls Electricity Generation Limited	Serida Power Limited
Indiabulls Hydro Electric Power Limited	Sinnar Power Transmission Company Limited (formerly Poena Power Projects Limited)
Indiabulls Hydro Energy Limited	Tharang Warang Hydropower Projects Limited
Indiabulls Hydro Power Limited	Triton Energy Limited
Indiabulls Hydro Power Projects Limited	Varali Power Limited
Indiabulls Power Development Limited	Zeus Energy Limited
Indiabulls Power Distribution Limited	Indiabulls Power Generation Company Limited

* These companies include step down subsidiaries of the subsidiary of the Company.

** Upto May 15, 2012

*** Upto May 21, 2012

III. Key Management Personnel

Name	Designation
Mr. Rajiv Rattan	Whole Time Director of the Company
Mr. Sameer Gehlaut	Director of the Company
Mr. Ram Kumar Sheokand	Director of the Company
Mr. Saurabh Kumar Mittal	Director of the Company
Mr. Joginder Singh Kataria	Director of the Company
Mr. Rajender Singh Malhan	Director of the Company
Mr. Gaurav Srivastava	Company Secretary of the Company

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

IV. Summary of Significant Transactions with Related Parties:

(Amount in ₹)

Name	Relationship	Year ended	Loan Received/ Inter Corporate Deposit (Given)*	Professional Consultancy Income	Interest on Loan / Inter Corporate Deposits (Given)	Reimbursement received of ROC and General expenses
Poena Power Development Limited	-	Mar 31, 2013	-	-	-	-
	Step down Subsidiary	Mar 31, 2012	-	2,120,000	-	-
Elena Power And Infrastructure Limited	-	Mar 31, 2013	-	-	-	-
	Step down Subsidiary	Mar 31, 2012	21,050,000	-	(189,661)	-
Indiabulls Power Limited.	Subsidiary/ Associate	Mar 31, 2013	(293,400,000)	-	24,685,964	124,864
		Mar 31, 2012	(301,000,000)	-	3,044,647	15,039,329

* Maximum amount outstanding at any time during the year/Previous Year.

V. Summary of Outstanding Balances with Related Parties:

(Amount in ₹)

Name	Period ended	Inter Corporate Deposit Given	Interest on Inter Corporate Deposits Given	Reimbursement received
Subsidiary Company/ Associate				
Indiabulls Power Limited	Mar 31, 2013	250,550,000	22,217,368	119,164
	Mar 31, 2012	293,400,000	2,740,182	-

Related party relationships as given above are as identified by the Company and have been relied upon by the auditors.

21. 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 ₹ 1,920 (Previous Year: ₹450) 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, 2013. 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 recognised in the financial statements for the year ended March 31, 2013 as per Accounting Standard (AS) 15- Employee Benefits, as notified under the Companies (Accounting Standards) Rules, 2006, as amended:

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

(Amount in ₹)

Particulars	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
Reconciliation of liability recognised in the Balance sheet:				
Present Value of commitments (as per Actuarial valuation)	1,831,738	1,404,782	1,060,737	928,022
Fair value of plan assets	-	-	-	-
Net liability in the Balance sheet (as per Actuarial valuation)	1,831,738	1,404,782	1,060,737	928,022
Movement in net liability recognised in the Balance sheet:				
Net liability as at the beginning of the year	1,404,782	-	928,022	N.A.
Net amount recognised as expenses in the Statement of Profit and Loss	426,956	1,404,782	132,715	928,022
Benefits Paid	-	-	-	-
Net liability as at the end of the year	1,831,738	1,404,782	1,060,737	928,022
Expenses recognised in the Statement of Profit and Loss				
Current service cost	556,308	1,404,782	356,758	928,022
Past Service Cost	-	-	-	-
Interest Cost	122,902	-	82,053	-
Expected return on plan asset	-	-	-	-
Benefits Paid	-	-	-	-
Actuarial (gains) / losses	(252,254)	-	(306,096)	-
Expenses charged / (reversal) to the Statement of Profit and Loss	426,956	1,404,782	132,715	928,022
Return on Plan assets:				
Expected return on Plan assets	N.A.	N.A.	N.A.	N.A.
Actuarial (gains) / losses	N.A.	N.A.	N.A.	N.A.
Actual return on plan assets	N.A.	N.A.	N.A.	N.A.
Reconciliation of defined-benefit commitments:				
Commitments as at the beginning of the year	1,404,782	N.A.	928,022	N.A.
Current service cost	556,308	1,404,782	356,758	928,022
Past Service Cost	-	-	-	-
Interest cost	122,902	-	82,053	-
Paid benefits	-	-	-	-
Actuarial (gains) / losses	(252,254)	-	(306,096)	-
Commitments as at the end of the year	1,831,738	1,404,782	1,060,737	928,022

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

(Amount in ₹)

Particulars	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	31-Mar-13	31-Mar-12	31-Mar-13	31-Mar-12
Reconciliation of Plan assets:				
Plan assets as at the beginning of the year	N.A.	N.A.	N.A.	N.A.
Expected return on plan assets	N.A.	N.A.	N.A.	N.A.
Contributions during the year	N.A.	N.A.	N.A.	N.A.
Paid benefits	N.A.	N.A.	N.A.	N.A.
Actuarial (gains) / losses	N.A.	N.A.	N.A.	N.A.
Plan assets as at the end of the year	N.A.	N.A.	N.A.	N.A.

(Amount in ₹)

Particulars	Gratuity (Unfunded)				
	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Experience adjustment:					
On plan liabilities	256,204	-	-	-	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	18,31,738	1,404,782	-	-	-
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(18,31,738)	1,404,782	-	-	-

(Amount in ₹)

Particulars	Compensated Absences (Unfunded)				
	31-Mar-13	31-Mar-12	31-Mar-11	31-Mar-10	31-Mar-09
Experience adjustment:					
On plan liabilities	308,760	-	-	-	-
On plan assets	-	-	-	-	-
Present value of benefit obligation	10,60,737	928,022	-	-	-
Fair value of plan assets	-	-	-	-	-
Excess of (obligation over plan assets)	(10,60,737)	(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, 2013	March 31, 2012
Discount rate	8.00%	8.50%
Expected return on plan assets	NA	NA
Expected rate of salary increase	5.00%	5.50%

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

(b) Demographic Assumptions

	March 31, 2013	March 31, 2012
Retirement Age	60 Years	60 Years
Mortality Table	IALM (1994-96)	LIC (1994-96)
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 ₹ 784,083 and ₹ 336,699 respectively.

Indiabulls Employees' Welfare Trust:

During the financial year 2011-12, Indiabulls Employee Welfare Trust ("IEWT" or "Trust") came to hold shares in the Company, being shares issued and allotted in its favour, in terms of the Court approved Scheme Of Arrangement between the Company and Indiabulls Real Estate Limited (IBREL), against the Trust holding in IBREL.

The Company has responded to the Securities and Exchange Board of India (SEBI) Circular no.CIR/CFD/DIL/3/2013 dated January 17, 2013 with respect to guidelines relating to issuance/allocation of shares under employee stock option schemes and has stated that in compliance with the said Circular, the Trust would dispose off its entire shareholding in the Company on or before the stipulated date i.e. June 30, 2013 or any other date as may be stipulated by SEBI in this regard.

22. **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 Rupees except number of shares

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
(Loss) / Profit for the year	(21,577,057)	(34,720,141)
Weighted average number of Shares used in computing Basic and diluted earnings per equity share (Number of Shares)	1,272,956,680	337,397,923
Face Value per equity share	2.00	2.00
Basic Earnings per equity share	(0.02)	(0.10)
Diluted Earnings per equity share	(0.02)	(0.10)

Notes forming part of the financial statements of Indiabulls Infrastructure and Power Limited for the year ended March 31, 2013 (contd.)

23. 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 the Companies (Accounting Standards) Rules, 2006, as amended. Hence no further disclosures are required in respect of reportable segments, under Accounting Standard 17.
24. In respect of amounts as mentioned under Section 205C of the Companies Act, 1956, there were no dues required to be credited to the Investor Education and Protection Fund as at March 31, 2013.
25. The Company has taken various premises on operating leases/ leave and license and lease rent/ license fees amounting to ₹ Nil (Previous Year: ₹ 376,613) in respect of the same have been incurred during the year ended March 31, 2013. The minimum lease rentals outstanding as at March 31, 2013, are as under:

Minimum lease rentals payables*	As at March 31, 2013 (₹)	As at March 31, 2012 (₹)
Within one year	Nil	1,157,743
One to Five years	Nil	900,467

* Operating Lease was cancelled w.e.f 1-Apr-12. No Lease rental was booked during the current financial year.

26. 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, 2013 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.
27. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:
- An amount of ₹ Nil (Previous Year: ₹ Nil) and ₹ Nil (Previous Year: ₹ Nil) was due and outstanding to suppliers as at the end of the accounting year on account of Principal and Interest respectively.
 - No interest was paid during the year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day.
 - No interest is payable at the end of the year other than interest under Micro, Small and Medium Enterprises Development Act, 2006.
 - No amount of interest was accrued and unpaid at the end of the accounting year.
- 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.
28. 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 that have not been hedged.
29. There are no Contingent liabilities and Commitments to be reported as at March 31, 2013 (Previous Year ₹ Nil).
30. The disclosure as per Clause 32 of the Listing Agreements with Stock Exchanges 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 20)
31. Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosure.

In terms of our report attached.

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

For and on behalf of the Board of Directors

Amar Mittal
Partner
Membership No. 017755

Rajiv Rattan
Whole Time Director

Joginder Singh Kataria
Director

Gaurav Srivastava
Company Secretary

Place: New Delhi
Date : April 26, 2013

Place: New Delhi
Date : April 26, 2013

Registered Office

M-62 & 63,
1st Floor, Connaught Place,
New Delhi- 110 001







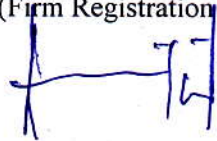



Corporate Office

"Indiabulls House"
448-451, Udyog Vihar, Phase V
Gurgaon - 122 016

"Indiabulls House",
Indiabulls Finance Centre,
Tower 1, Senapati Bapat Marg,
Elphinstone Road,
Mumbai- 400 013,
Maharashtra

FORM A
Pursuant to Clause 31(a) of the Equity Listing Agreement

1.	<i>Name of the Company:</i>	Indiabulls Infrastructure and Power Limited
2.	<i>Annual financial statements for the year ended:</i>	Annual Financial Statements for the year ended 31 st March 2013
3.	<i>Type of Audit observation</i>	UNQUALIFIED
4.	<i>Frequency of observation</i>	Not Applicable
5.	<i>To be signed by-</i>	
	<i>CEO/ Managing Director</i>	 Mr. Rajiv Rattan (Vice-Chairman & Whole-time Director) Gurgaon, September 2, 2013 
	<i>CFO</i>	 Mr. Arun Chopra (General Manager – Accounts & Finance) Gurgaon, September 2, 2013 
	<i>Audit Committee Chairman</i>	 Mr. Joginder Singh Kataria Gurgaon, September 2, 2013 
	<i>Auditor of the company</i>	Refer our Audit Report dated April 26, 2013 on the financial statements of the “Indiabulls Infrastructure and Power Limited” For SHARMA GOEL & CO. Chartered Accountants (Firm Registration No. 000643N)  Amar Mittal (Partner) (Membership No. 017755) New Delhi, September 2, 2013 

FORM A
Pursuant to Clause 31(a) of the Equity Listing Agreement

1.	Name of the Company:	Indiabulls Infrastructure and Power Limited
2.	Annual financial statements for the year ended:	Annual Financial Statements for the year ended 31 st March 2013
3.	Type of Audit observation	UNQUALIFIED
4.	Frequency of observation	Not Applicable
5.	To be signed by-	<p><i>[Signature]</i> Mr. Rajiv Rattan (Vice-Chairman & Whole-time Director) Gurgaon, September 2, 2013</p> <p><i>[Signature]</i> Mr. Arun Chopra (General Manager – Accounts & Finance) Gurgaon, September 2, 2013</p> <p><i>[Signature]</i> Mr. Joginder Singh Kataria Gurgaon, September 2, 2013</p> <p>Refer our Audit Report dated April 26, 2013 on the financial statements of the “Indiabulls Infrastructure and Power Limited” For SHARMA GOEL & CO. Chartered Accountants (Firm Registration No. 000643N)</p> <p><i>[Signature]</i> Amar Mittal (Partner) (Membership No. 017755) New Delhi, September 2, 2013</p>

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Indiabulls

Indiabulls Infrastructure and Power Limited

INDIABULLS INFRASTRUCTURE AND POWER LIMITED

Registered Office: M – 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

NOTICE

Notice is hereby given that the third Annual General Meeting of the Members of **INDIABULLS INFRASTRUCTURE AND POWER LIMITED** will be held on, **Monday, 30th day of September, 2013 at 11:15 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Saurabh Kumar Mittal (DIN: 01175382), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ram Kumar Sheokand (DIN: 00183200), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Sharma Goel & Co., Chartered Accountants (Regn. No. 000643N), be and are hereby appointed as Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

**By Order of the Board
For Indiabulls Infrastructure and Power Limited**

sd/-
Gaurav Srivastava
Company Secretary

Dated : September 3, 2013
Place : New Delhi

Notes:

1. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 24th day of September, 2013 to Monday, the 30th day of September, 2013 (both days inclusive).
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. A proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company at its registered office, not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 187 of the Companies Act, 1956. The representative so appointed, shall have the right to appoint a proxy.
3. Members holding shares in physical form are requested to promptly notify any change in their address/bank account details to the Company's Registrar and Transfer Agent, M/s Karvy Computershare Private Limited, Plot Nos. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081. Members holding shares in dematerialized form are requested to notify the aforesaid changes to their depository participants.

4. Members, proxies and authorized representatives attending the annual general meeting are requested to bring with them the following:
- (a) Members holding shares in dematerialized form – the details of their DP & Client ID Numbers.
 - (b) Members holding shares in physical form - the details of their Folio Numbers.
 - (c) The Attendance Slip duly completed and signed in terms of specimen signature lodged with the Company and a copy of the annual report.
 - (d) In case of Bodies Corporate, the authorized representative should bring with him / her a certified copy of the relevant Board / Governing Body Resolution of the entity concerned. In the event such a person wants to appoint a proxy to represent himself / herself, the conditions as outlined above, as to proxy / deposition of the proxy with the Company, would apply. The proxy form in such a case should be accompanied by a copy of the relevant resolution.

The Company would accept only the Attendance Slip from a member actually attending the Meeting or from the duly appointed representative of a body corporate, attending the meeting on its behalf; or from the person attending as a proxy under a valid proxy form registered with the Company not less than 48 hours prior to the meeting. Attendance Slips of Members /valid proxies, not personally present at the Meeting, will not be accepted from any other member / person and those relating to Proxies which are invalid, will not be accepted.

5. As stipulated under Clause 49 of the Listing Agreement, information in respect of Directors seeking re-appointment at the meeting is given in the Corporate Governance Report which forms part of the Annual Report.

Indiabulls

Indiabulls Infrastructure and Power Limited

INDIABULLS INFRASTRUCTURE AND POWER LIMITED

Registered Office: M – 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

PROXY FORM

I/we _____ of _____
_____ in the district of _____ being a member/ members of **INDIABULLS**
INFRASTRUCTURE AND POWER LIMITED hereby appoint _____ of _____
in the district of _____ or failing him / her _____ of _____
_____ in the district of _____ as
my /our proxy to attend and vote for me/us on my/our behalf at the third Annual General Meeting of the Company scheduled
to be held on Monday, the 30th day of September, 2013 at 11:15 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road,
New Delhi – 110 037, or at any adjournment thereof.

Signed this _____ day of _____ 2013.

Signed by said _____ Registered Folio No.* _____

Client ID _____ DP ID _____ No. of Shares _____

Affix
Re. 1/-
Revenue
Stamp

* Applicable for Members holding shares in Physical form.

Note : The Proxy form duly stamped and completed must be deposited at the Registered Office of the Company not less than
48 hours before the commencement of the aforesaid meeting.

Indiabulls

Indiabulls Infrastructure and Power Limited

INDIABULLS INFRASTRUCTURE AND POWER LIMITED

Registered Office: M – 62 & 63, First Floor, Connaught Place, New Delhi – 110 001

ATTENDANCE SLIP

Folio No.* _____

No. of Shares _____

DP ID _____

Client ID _____

Members or their proxies are requested to sign this slip in accordance with the Specimen Signatures registered with the
Company at the entrance of the meeting Hall, for admission.

Name of the attending Member / Proxy _____
(in block letters)

I hereby record my presence at the third Annual General Meeting of the Company held on Monday, the 30th day of September,
2013 at 11:15 A.M. at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi – 110 037

Member's Signature

Proxy's Signature

* Applicable for Members holding shares in Physical form.

FORM A
Pursuant to Clause 31(a) of the Equity Listing Agreement

1.	Name of the Company:	Indiabulls Infrastructure and Power Limited
2.	Annual financial statements for the year ended:	Annual Financial Statements for the year ended 31 st March 2013
3.	Type of Audit observation	UNQUALIFIED
4.	Frequency of observation	Not Applicable
5.	To be signed by-	<p><i>[Signature]</i> Mr. Rajiv Rattan (Vice-Chairman & Whole-time Director) Gurgaon, September 2, 2013</p> <p><i>[Signature]</i> Mr. Arun Chopra (General Manager – Accounts & Finance) Gurgaon, September 2, 2013</p> <p><i>[Signature]</i> Mr. Joginder Singh Kataria Gurgaon, September 2, 2013</p> <p>Refer our Audit Report dated April 26, 2013 on the financial statements of the “Indiabulls Infrastructure and Power Limited” For SHARMA GOEL & CO. Chartered Accountants (Firm Registration No. 000643N)</p> <p><i>[Signature]</i> Amar Mittal (Partner) (Membership No. 017755) New Delhi, September 2, 2013</p>

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