

RattanIndia Infrastructure Limited

Annual Report  
**2017**



RattanIndia Infrastructure Limited

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# Corporate Information

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

## **Board of Directors**

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

## **Company Secretary**

Mr. R K Agarwal

## **Chief Financial Officer**

Mr. Arun Chopra

## **Statutory Auditors**

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

## **Secretarial Auditors**

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

## **Internal Auditor**

Mr. Amit Jain

## **Registrar and Transfer Agent**

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

## **Registered & Corporate Office**

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

## **Bankers**

HDFC Bank Limited  
Bank of India  
State Bank of India

## ECONOMIC OVERVIEW

The Indian economy is growing strongly and remains a bright spot in the global landscape. The halving of global oil prices that began in late 2014 boosted economic activity in India, further improved the external current account and fiscal positions, and helped lower inflation. In addition, continued fiscal consolidation, by reducing government deficits and debt accumulation, and an anti-inflationary monetary policy stance have helped cement macroeconomic stability. The government has made significant progress on important economic reforms, which will support strong and sustainable growth going forward. FY 2016-17 was also marked by two significant economic measures by the government. Government's demonetization move to counter the shadow economy and promote cashless economy has boosted digital payments in the country. The Goods and Services Tax (GST) - constitution amendment bill, passed by the government, and implemented from July 1, 2017 is expected to transform the indirect tax landscape in the country and accelerate economic growth in the long run by simplifying the tax structure, enhancing tax compliance and facilitating the ease of doing business in a unified common market. The reform process would further help boost India's position in the global arena.



**Mr. Rajiv Rattan**

*Chairman*

India remains the fastest growing major economy in the world. During the year, there was significant improvement on the 'twin deficit' front. Fiscal Deficit is estimated to be contained within target at 3.5% of GDP in 2016-17 (against 3.9% in 2015-16) aided by buoyant tax collections and decline in oil subsidies. The Current Account Deficit was also contained within 1.0% of GDP in spite of an increase in oil prices during the year. Foreign capital flows into the country, in the form of Foreign Institutional Investments and Foreign Direct Investment, grew significantly during the year. It was a good year for the capital markets as well, with the Sensex advancing by 17% during the year (after declining by 9% in 2015-16), reflecting the optimism on improvement in the business environment, expected progress on the reforms agenda and anticipated acceleration in corporate earnings going forward. As per median estimates, based on the Survey of Professional Forecasters conducted by RBI, the Gross Value Added (GVA) of the Indian economy is likely to grow by 7.3% in 2017-18 (6.7% in 2016-17). Timely and smooth implementation of key reforms, low inflation and expectations of a normal monsoon in the ensuing year represent some of the key factors that are likely to positively influence Private Consumption going forward. The pace of growth is expected to gather momentum in the medium-term on the back of favorable global economic tailwinds, pick-up in Private Investment and implementation of key policy reforms such as the Goods and Services Tax.

## INDUSTRY OVERVIEW

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In 2016, India jumped 19 places in World Bank's Logistics Performance Index (LPI) 2016, to rank 35th amongst 160 countries India is witnessing significant interest from international investors in the infrastructure space. The Government of India is expected to invest highly in the infrastructure sector, mainly highways, renewable energy and urban transport, prior to the general elections in 2019. The development of a country's infrastructure is vital to the growth of its sectors and the overall economy. The Government of India has significantly increased its infrastructure spending over the last 10 years. It is also proactively encouraging private sector investment, to speed up development. India is witnessing significant interest from international investors in the infrastructure space. The Government of India is taking every possible initiative to boost the infrastructure sector and has projected very large investment requirements for providing infrastructure to specified norms and also supporting the growth process.

## BUSINESS OVERVIEW

During the year under review, the Company has earned non-operational income of ₹ 21.97 lakhs and the loss after tax was ₹ 511.09 lakhs. Your Company is looking for consultancy options in generation, transmission and distribution of power. We understand the dynamics of these areas and our goal is to maintain effective relationships with stakeholders by using the extensive knowledge to benefit our clients.

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

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

## Management Discussion and Analysis (contd.)

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

All five Units have been successfully commissioned and are supplying Power to MSEDCL. Amravati Power Transmission Company Ltd (100% subsidiary of RPL and holding Transmission License) has successfully commissioned the 103.3 km long 400 KV transmission system for evacuation of power from Amravati Thermal Power Plant to Akola. A dedicated Railway Siding has also been made operational which is hauling coal directly to the Plant by rail.

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

The project is fully commissioned; Unit 1 was commissioned earlier, while Unit 2 to Unit 5 were successfully commissioned in CY 2017. RPL through its wholly owned subsidiary, RattanIndia Nasik Power Limited has signed FSA for this Project with MCL & SECL. Government of Maharashtra has approved purchase of 950 MW from Nashik Phase-I by Maharashtra State Electricity Distribution Company Limited (MSEDCL) and BEST. MERC has approved purchase of 650 MW from Nashik Phase-I by MSEDCL and PPA for 300 MW with BEST is expected shortly. Currently these PPAs are the subject matter of litigation. Work on construction of railway line for plant railway siding is progressing swiftly.

### **COMPETITIVE STRENGTHS**

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

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

#### **Experienced senior management team**

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

#### **Highly experienced team**

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

### **STRATEGY**

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

The key components of your Company's strategy include:

#### **Grow the client base**

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

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

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

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

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

## **HUMAN RESOURCES**

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

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

## **INTERNAL CONTROL SYSTEMS**

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

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

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

## **CAUTIONARY STATEMENT**

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

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

# Board's Report

## Dear Shareholders,

Your Directors present to you the Seventh Annual Report together with the audited statement of accounts of the Company for the financial year ended March 31, 2017.

## FINANCIAL RESULTS

The summary of the financial results of the Company for the financial year ended March 31, 2017, is as under-

Particulars	(Rupees in lakhs)	
	Standalone March 31, 2017	March 31, 2016
Revenue from operations	-	-
Profit/(Loss) from operations before other income, finance costs and exceptional items	(538.14)	(627.78)
Other income	21.97	680.28
Finance costs	-	0.03
Exceptional items	-	-
Profit/(Loss) before tax	(516.17)	52.47
Tax expense	(5.08)	(8.86)
Net profit/(loss) for the year	(511.09)	61.33
Paid-up equity share capital (Face Value of ₹ 2 each)	27,645.39	27,645.39
Other equity	40,360.16	40,832.50
Earning per shares (in ₹)	(0.034)	0.005

In view of the losses incurred during the financial year ended March 31, 2017, it has not been possible to transfer any amount to general reserve.

## BUSINESS REVIEW

Consultancy services are a growing business in India. During the year under review, the Company has earned non-operational income of ₹ 21.97 lakhs and the loss after tax was ₹ 511.09 lakhs. Your Company is looking for consultancy options in generation, transmission and distribution of power. We understand the dynamics of these areas and our goal is to maintain effective relationships with stakeholders by using the extensive knowledge to benefit our clients.

## DIVIDEND

No dividend has been recommended for the year ended March 31, 2017.

## DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP) DETAILS

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

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

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

Mr. Arun Chopra was appointed as Chief Financial Officer of the Company in place of Mr. Samir Taneja w.e.f. February 08, 2017. Mr. Chopra, aged 45 years, is associated with RattanIndia group since May 2010. He has over 20 years of experience in the field of Finance & Accounts. Prior to joining RattanIndia he was associated with Videocon Industries Ltd, Moser Bear India Ltd & LG Electronics Ltd. The other key managerial personnel of the Company are Mr. Rajiv Rattan, Chairman and Whole Time Director and Mr. R. K. Agarwal, Company Secretary.

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

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

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

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

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

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

## SUBSIDIARIES / JOINT VENTURES / ASSOCIATE COMPANIES

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

## CONSOLIDATED FINANCIAL STATEMENTS

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

## CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility Committee of the Company comprises of Mrs. Anjali Nashier as the Chairperson and member and Mr. Sanjiv Chhikara and Mr. Yashish Dahiya as other members. The said Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the CSR activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

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

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

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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



# Board's Report (contd.)

## CORPORATE GOVERNANCE REPORT

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

## DIRECTORS' RESPONSIBILITY STATEMENT

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

1. in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
2. they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit and loss account of the Company for the year ended on that date;
3. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. they had prepared the annual accounts of the Company on a 'going concern' basis;
5. they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

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

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

Since all Related Party Transactions entered into by the Company were in the ordinary course of business and at an arms-length basis, form AOC-2 is not applicable to the Company. However the details of various related party transactions entered into during the financial year 2016-2017 are adequately set out in the notes to Financial Statements.

## RISK MANAGEMENT

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

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

## AUDITORS & AUDITORS' REPORT

In the fourth Annual General Meeting of the Company held on September 30, 2014, M/s Sharma Goel & Co. LLP, Chartered

Accountants (Regn. No. 000643N), were appointed as Statutory Auditors of the Company up to the financial year 2018-19 i.e. till the conclusion of Ninth Annual General Meeting of the Company. In terms of the applicable provisions of the Companies Act, 2013 the company shall place the matter relating to such appointment for ratification by members at every annual general meeting. The ratification of their appointment for the financial year 2017-18, is being sought in the ensuing AGM. The Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

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

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

### SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S Khandelwal & Co, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure 'B' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### GREEN INITIATIVES

Electronic copies of the Annual Report 2017 and Notice of the 7th AGM are being sent to all the members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2017 and Notice of the 7th AGM are being sent in the permitted mode. Members requiring physical copies can send a request to the Company Secretary.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice convening the 7th AGM of the Company. This is pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015. The instructions for e-voting are provided in the Notice.

### LISTING WITH STOCK EXCHANGE

The equity shares of the Company continue to remain listed with the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The listing fees payable to the exchanges for the financial year 2017-2018 have been paid. The Global Depository Receipts of the Company continue to be listed on the Luxembourg Stock Exchange.

### DISCLOSURES:

#### Audit Committee

During the year, the Audit Committee was reconstituted through induction of Mr. Yashish Dahiya and Mr. Sanjiv Chhikara, independent Directors as its members. The Audit Committee thus comprises of five members namely, Mr. Narayanasany Jeevagan, independent Director as the Chairman, Mr. Debashis Gupta, Mr. Sanjiv Chhikara, Mr. Yashish Dahiya, independent Directors and Mr. Rajiv Rattan, executive director, as the other members.

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

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

#### Vigil Mechanism

In line with the requirements under Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing / vigil mechanism. The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. To guard against the victimization of the persons using the vigil mechanism, the Whistle Blower Policy of the Company makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: <http://www.rattanindia.com/ril/investor-contacts/>.

# Board's Report (contd.)

## Meetings of the Board

Six meetings of the Board of Directors were held during the FY 2016-17. For further details, please refer report on Corporate Governance to this Annual Report.

## Particulars of Loans, Guarantees or Investments

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

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

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

## Extract of Annual Return

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

## Particulars of Employees

Pursuant to the applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures on Managerial Remuneration are provided in "Annexure E" forming part of this Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013 read with the said rules, the Directors' Report is being sent to all the shareholders of the Company excluding the annexure on the names and other particulars of employees, required in accordance with Rule 5(2) & 5(3) of said rules, which is available for inspection by the members, subject to their specific written request, in advance, to the Company Secretary. The inspection is to be carried out at the Company's Registered Office or at its Corporate Office, at Delhi, during business hours on working days of the Company up to date of ensuing Annual General Meeting.

## GENERAL:

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

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

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

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

## ACKNOWLEDGEMENT

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

For and on behalf of the Board of Directors

Date : August 23, 2017

Place : New Delhi

Sd/-

**Rajiv Rattan**  
Chairman

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

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

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

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

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

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

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

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

While the average net profits of the company based on the immediately preceding three financial years works out to be a very meager profit, in terms of Section 198 of the Companies Act, 2013, in the Financial year under review the company has suffered a loss, leaving it with no funds to be spent on CSR. It may also be noted that profits of the past have got subsumed in meeting the business requirement of the company.

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

The Company has not allocated any budget towards the mandatory CSR spend under the Companies Act, 2013, due to reasons stated as 3 above.

- 5. Details of CSR spent for the financial year 2016-2017:**

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

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

Refer to point no. 3 above.

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

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

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

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

# ANNEXURE 'B' TO BOARD'S REPORT

## FORM NO – MR -3 SECRETARIAL AUDIT REPORT

For The Financial Year Ended on 31st March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**RattanIndia Infrastructure Limited**

5th Floor, Tower-B, Worldmark 1,

Aerocity, New Delhi -110037

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by RattanIndia Infrastructure Limited for the financial year ended on 31st March, 2017 according to the provisions of:

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

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

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

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

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

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

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

I further report that during the audit period there were no specific events/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

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

Sd/-  
**(Sanjay Khandelwal)**  
FCS No.: 5945  
C P No.: 6128

Place : New Delhi

Date : August 10, 2017

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

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

To,  
The Members,

Annexure 1

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

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

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

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

**Sd/-**  
**(Sanjay Khandelwal)**  
FCS No. 5945  
C P No.: 6128

Place : New Delhi  
Date : August 10, 2017

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

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

### A. Conservation of Energy

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

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

### B. Technology Absorption

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

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

### C. Foreign Exchange Earnings and Outgo

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



# ANNEXURE 'D' TO BOARD'S REPORT

## FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

For the financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management and Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

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

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

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

#### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters &amp; Promoter Group</b>									
(1) Indian									
a) Individual/ HUF	1,770,000	-	1,770,000	0.13	1,770,000	-	1,770,000	0.13	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	858,363,783	-	858,363,783	62.10	881,709,282	-	881,709,282	63.79	1.69
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>860,133,783</b>	<b>-</b>	<b>860,133,783</b>	<b>62.23</b>	<b>883,479,282</b>	<b>-</b>	<b>883,479,282</b>	<b>63.92</b>	<b>1.69</b>

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>860,133,783</b>	<b>-</b>	<b>860,133,783</b>	<b>62.23</b>	<b>883,479,282</b>	<b>-</b>	<b>883,479,282</b>	<b>63.92</b>	<b>1.69</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	7,080	-	7,080	0.00	475,173	-	475,173	0.03	0.03
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII & Foreign Portfolio Investors	126,910,836	-	126,910,836	9.18	76,110,771	-	76,110,771	5.51	-3.68
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>126,917,916</b>	<b>-</b>	<b>126,917,916</b>	<b>9.18</b>	<b>76,585,944</b>	<b>-</b>	<b>76,585,944</b>	<b>5.54</b>	<b>-3.64</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	159,364,068	296	159,364,364	11.53	189,405,559	296	189,405,855	13.70	2.17
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	95,344,814	99,034	95,443,848	6.90	85,833,022	99,023	85,932,045	6.22	-0.69
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	99,845,654	88,500	99,934,154	7.23	103,999,689	88,500	104,088,189	7.53	0.30
<b>c) Others (specify)</b>									
Non Resident Indians	10,384,132	2,950	10,387,082	0.75	7,990,900	2,950	7,993,850	0.58	-0.17
NRI Non Repatriate	-	-	-	-	1,676,005	-	1,676,005	0.12	0.12
Other Foreign Entities	24,193,870	-	24,193,870	1.75	24,193,870	-	24,193,870	1.75	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	898,537	-	898,537	0.07	3,918,525	-	3,918,525	0.28	0.21
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	<b>390,031,075</b>	<b>190,780</b>	<b>390,221,855</b>	<b>28.23</b>	<b>417,017,570</b>	<b>190,769</b>	<b>417,208,339</b>	<b>30.18</b>	<b>1.95</b>
<b>Total Public (B)</b>	<b>516,948,991</b>	<b>190,780</b>	<b>517,139,771</b>	<b>37.41</b>	<b>493,603,514</b>	<b>190,769</b>	<b>493,794,283</b>	<b>35.72</b>	<b>-1.69</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	4,996,038	-	4,996,038	0.36	4,996,027	-	4,996,027	0.36	-
<b>Grand Total (A+B+C)</b>	<b>1,382,078,812</b>	<b>190,780</b>	<b>1,382,269,592</b>	<b>100.00</b>	<b>1,382,078,823</b>	<b>190,769</b>	<b>1,382,269,592</b>	<b>100.00</b>	

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

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

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Laurel Energetics Private Limited	543,338,386	39.31	-	543,338,386	39.31	-	0.00
2	Yantra Energetics Private Limited	104,765,484	7.58	-	104,765,484	7.58	-	0.00
3	Arbutus Consultancy LLP	210,259,913	15.21	-	233,605,412	16.90	-	1.69
4	Mr. Rajiv Rattan	1,770,000	0.13	-	1,770,000	0.13	-	0.00

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

S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Laurel Energetics Private Limited						
	At the beginning of the year	1-Apr-16	Nil	543,338,386	39.31	543,338,386	39.31
	Changes during the year		movement during the year	-	-	-	-
	At the end of the year	31-Mar-17		543,338,386	39.31	543,338,386	39.31
2	Yantra Energetics Private Limited						
	At the beginning of the year	1-Apr-16	Nil	104,765,484	7.58	104,765,484	7.58
	Changes during the year		movement during the year	-	-	-	-
	At the end of the year	31-Mar-17		104,765,484	7.58	104,765,484	7.58
3	Mr. Rajiv Rattan						
	At the beginning of the year	1-Apr-16	Nil	1,770,000	0.13	1,770,000	0.13
	Changes during the year		movement during the year		-	-	-
	At the end of the year	31-Mar-17		1,770,000	0.13	1,770,000	0.13
4	Arbutus Consultancy LLP *						
	At the beginning of the year	1-Apr-16		210,259,913	15.21	210,259,913	15.21
		17-Feb-17	Bought	6,910,000	0.50	217,169,913	15.71
		24-Feb-17	Bought	130,560	0.01	217,300,473	15.72
		3-Mar-17	Bought	11,060,484	0.80	228,360,957	16.52
		10-Mar-17	Bought	900,000	0.07	229,260,957	16.59
		31-Mar-17	Bought	4,344,455	0.31	233,605,412	16.90
	At the end of the year	31-Mar-17				233,605,412	16.90

\* Data is based on the date of Benpos provided to the Company by Registrar and Transfer Agent.

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

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

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

S. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: RATNABALI CAPITAL MARKETS PRIVATE LIMITED						
	At the beginning of the year	1-Apr-16		1,900,768	0.14	1,900,768	0.14
	Changes during the year	8-Apr-16	Bought	931,636	0.07	2,832,404	0.20
		15-Apr-16	Bought	2,667,596	0.19	5,500,000	0.40
		13-May-16	Bought	1,698,291	0.12	7,198,291	0.52
		20-May-16	Bought	3,499,002	0.25	10,697,293	0.77
		27-May-16	Bought	721,528	0.05	11,418,821	0.83
		3-Jun-16	Bought	8,581,179	0.62	20,000,000	1.45
		10-Jun-16	Bought	50,000	0.00	20,050,000	1.45
		30-Jun-16	Bought	277,135	0.02	20,327,135	1.47
		15-Jul-16	Sold	27,135	0.00	20,300,000	1.47
		22-Jul-16	Bought	500,000	0.04	20,800,000	1.50
		5-Aug-16	Sold	1,479,858	0.11	19,320,142	1.40
		19-Aug-16	Bought	320,517	0.02	19,640,659	1.42
		26-Aug-16	Bought	778,434	0.06	20,419,093	1.48
		2-Sep-16	Sold	925,973	0.07	19,493,120	1.41
		9-Sep-16	Bought	494,186	0.04	19,987,306	1.45
		16-Sep-16	Bought	373,632	0.03	20,360,938	1.47
		30-Sep-16	Bought	787,120	0.06	21,148,058	1.53
		7-Oct-16	Bought	814,704	0.06	21,962,762	1.59
		14-Oct-16	Bought	2,888,131	0.21	24,850,893	1.80
		21-Oct-16	Bought	198,457	0.01	25,049,350	1.81
		28-Oct-16	Bought	947,459	0.07	25,996,809	1.88
		4-Nov-16	Bought	237,156	0.02	26,233,965	1.90
		11-Nov-16	Bought	4,883,091	0.35	31,117,056	2.25
		18-Nov-16	Bought	1,718,740	0.12	32,835,796	2.38
		25-Nov-16	Bought	11,533,822	0.83	44,369,618	3.21
		2-Dec-16	Sold	10,000	0.00	44,359,618	3.21
		9-Dec-16	Sold	11,314,118	0.82	33,045,500	2.39
		16-Dec-16	Sold	220,000	0.02	32,825,500	2.37
		27-Jan-17	Sold	53,038	0.00	32,772,462	2.37
		17-Feb-17	Sold	2,962	0.00	32,769,500	2.37
		3-Mar-17	Bought	1,510,500	0.11	34,280,000	2.48
	31-Mar-17	Bought	4,166,000	0.30	38,446,000	2.78	
	At the end of the year	31-Mar-17				38,446,000	2.78
2	Name: RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED						
	At the beginning of the year	1-Apr-16		84,729,262	6.13	84,729,262	6.13
	Changes during the year	15-Apr-16	Bought	168,326	0.01	84,897,588	6.14
		13-May-16	Sold	2,455,678	0.18	82,441,910	5.96
		20-May-16	Sold	3,208,493	0.23	79,233,417	5.73
		27-May-16	Sold	3,525,602	0.26	75,707,815	5.48
		3-Jun-16	Sold	18,799,231	1.36	56,908,584	4.12
		10-Jun-16	Bought	97,863	0.01	57,006,447	4.12

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

S. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	Changes during the year	17-Jun-16	Sold	1,448	0.00	57,004,999	4.12
		24-Jun-16	Sold	57,004,999	4.12	0	0.00
		30-Jun-16	Bought	6,354,008	0.46	6,354,008	0.46
		1-Jul-16	Sold	2,035,257	0.15	4,318,751	0.31
		8-Jul-16	Sold	1,295,682	0.09	3,023,069	0.22
		15-Jul-16	Sold	766,413	0.06	2,256,656	0.16
		29-Jul-16	Bought	50,000,000	3.62	52,256,656	3.78
		5-Aug-16	Sold	1,988,294	0.14	50,268,362	3.64
		2-Sep-16	Sold	854,131	0.06	49,414,231	3.57
		7-Oct-16	Bought	256,081	0.02	49,670,312	3.59
		21-Oct-16	Bought	648,684	0.05	50,318,996	3.64
		28-Oct-16	Bought	884,505	0.06	51,203,501	3.70
		25-Nov-16	Bought	80,460	0.01	51,283,961	3.71
		30-Dec-16	Sold	2,861,933	0.21	48,422,028	3.50
		17-Feb-17	Bought	632,090	0.05	49,054,118	3.55
		3-Mar-17	Bought	201,991	0.01	49,256,109	3.56
		10-Mar-17	Bought	778,586	0.06	50,034,695	3.62
		17-Mar-17	Sold	6,830,919	0.49	43,203,776	3.13
		24-Mar-17	Bought	830,157	0.06	44,033,933	3.19
		31-Mar-17	Bought	1,588,017	0.11	45,621,950	3.30
	At the end of the year	31-Mar-17				45,621,950	3.30
3	<b>Name: .CLETA BUILDERS PRIVATE LIMITED</b>						
	At the beginning of the year	1-Apr-16		-	-	-	-
	Changes during the year	13-May-16	Bought	25,000,000	1.81	25,000,000	1.81
	At the end of the year	31-Mar-17		-	-	25,000,000	1.81
4	<b>Name: MORGAN STANLEY ASIA (SINGAPORE) PTE.</b>						
	At the beginning of the year	1-Apr-16		22,474,330	1.63	22,474,330	1.63
	Changes during the year	25-Nov-16	Sold	22,474,330	1.63	22,474,330	1.63
	At the end of the year	31-Mar-17		-	-	-	-
5	<b>Name: MERRILL LYNCH MARKETS SINGAPORE PTE. LTD</b>						
	At the beginning of the year	1-Apr-16		-	0.00	-	-
	Changes during the year	26-Aug-16	Bought	23,289,808	1.68	23,289,808	1.68
		2-Sep-16	Sold	359,252	0.03	22,930,556	1.66
	At the end of the year	31-Mar-17		-	-	22,930,556	1.66
6	<b>Name: PREMIER INVESTMENT FUND LIMITED</b>						
	At the beginning of the year	1-Apr-16		25,023,305	1.81	25,023,305	1.81
	Changes during the year	6-May-16	Sold	4,962,177	0.36	20,061,128	1.45
		13-May-16	Sold	20,037,823	1.45	23,305	-
		2-Sep-16	Sold	23,305	-	-	-
	At the end of the year	31-Mar-17		-	-	-	-
7	<b>Name: 'DAZBOG HOLDINGS EFC LIMITED</b>						
	At the beginning of the year	1-Apr-16		13,423,420	0.97	13,423,420	0.97
	Changes during the year	Nil Movement during the year		-	-	-	-
	At the end of the year	31-Mar-17		-	-	13,423,420	0.97

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

S. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
8	Name:MERRILL LYNCH CAPITAL MARKETS ESPANA S.A. S.V.						
	At the beginning of the year	1-Apr-16		23,289,808	1.68	23,289,808	1.68
	Changes during the year	26-Aug-16	Sold	23,289,808	1.68	-	0.00
	At the end of the year	31-Mar-17				-	0.00
9	Name:OBERON LIMITED						
	At the beginning of the year	1-Apr-16		22,710,209	1.64	22,710,209	1.64
	Changes during the year		Nil movement during the year			-	0.00
	At the end of the year	31-Mar-17				22,710,209	1.64
10	Name:'DEUTSCHE SECURITIES MAURITIUS LIMITED						
	At the beginning of the year	1-Apr-16		15,193,146	1.10	15,193,146	1.10
	Changes during the year	2-Sep-16	Sold	250,700	0.02	14,942,446	1.08
		9-Sep-16	Sold	131,443	0.01	14,811,003	1.07
		21-Oct-16	Sold	6,701,682	0.48	8,109,321	0.59
	At the end of the year	31-Mar-17				8,109,321	0.59
	* Data is based on the date of Benpos provided to the Company by Registrar and Transfer Agent.						

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

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name: Mr. Rajiv Rattan						
	At the beginning of the year	1-Apr-16	Nil movement during the year	1,770,000	0.13	1,770,000	0.13
	Changes during the year			0	0.00	0	0.00
	At the end of the year	31-Mar-17				1,770,000	0.13
2	Name: Ms. Anjali Nashier						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0
3	Name: Mr. Sanjiv Chhikara						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0
4	Name: Mr. Narayanasany Jeevagan						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0
5	Name: Mr. Debashis Gupta						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0

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

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>6</b>	<b>Name: Mr. Yashish Dahiya</b>						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0
<b>7</b>	<b>Name: Mr. R. K. Agarwal</b>						
	At the beginning of the year	1-Apr-16	Nil movement during the year	45,000	0.00	45,000	0.00
	Changes during the year			0	0.00	0	0.00
	At the end of the year	31-Mar-17				45,000	0.00
<b>8</b>	<b>Name: Mr. Arun Chopra</b>						
	At the beginning of the year	1-Apr-16	Nil Holding during the year	0	0	0	0
	Changes during the year			0	0	0	0
	At the end of the year	31-Mar-17		0	0	0	0

### V. INDEBTEDNESS

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

(Amt. ₹/Lacs)

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

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

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

#### B. Remuneration to other Directors

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



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

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

S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (₹/Lac)
	Name	Mr. Samir Taneja	Mr. Arun Chopra	Mr. R.K. Agarwal	
	Designation	Chief Financial Officer (upto 07.02.2017)	Chief Financial Officer (w.e.f. 08.02.2017)	Company Secretary	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,547,090	730,697	3,738,468	110.16
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify				
5	Others, please specify				
	<b>Total</b>	6,547,090	730,697	3,738,468	110.16

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

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

## DISCLOSURES ON MANAGERIAL REMUNERATION

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

NIL

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

N.A.

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

Particulars	Amounts	% age of Increments
April 16 Median	211,720	
Mar 17 Median	139,999	-34%

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

- 7 permanent employees as on March 31, 2017.

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

Percentile Increments (other than Managerial Remuneration)	Percentile Increments (Managerial Remuneration)
13%	0%

- (vi) affirmation that the remuneration is as per the remuneration policy;

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

# Report on Corporate Governance

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

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

## 2. BOARD OF DIRECTORS (BOARD)

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

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

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

The details of Directors, number of Directorships held by them in other companies as also the number of their Memberships and Chairpersonships on various Board Committees, as at 31.03.2017, are depicted in the table given below:

S. No.	Name of the Director	Category of Directorship	No. of Directorships in other Companies*	No. of Memberships/ Chairpersonships in Board Committees of various companies (including the Company)**	
				Member	Chairperson
1.	Mr. Rajiv Rattan (DIN: 00010849)	Chairman & Executive Director	2	5	Nil
2.	Mrs. Anjali Nashier (DIN: 01942221)	Non-Executive Director	1	Nil	Nil
3.	Mr. Yashish Dahiya (DIN: 00706336)	Non-Executive Independent Director	5	7***	3
4.	Mr. Narayanasany Jeevagan (DIN: 02393291)	Non-Executive Independent Director	8	10***	5
5.	Mr. Debashis Gupta (DIN: 02774388)	Non-Executive Independent Director	1	2	0
6.	Mr. Sanjiv Chhikara (DIN: 06966429)	Non-Executive Independent Director	7	10***	3

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

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

\*\*\*Figure inclusive of Chairmanship

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

Except Mr. Rajiv Rattan, who holds 17,70,000 equity shares in the Company, no other director holds any share/convertible instruments in the Company.

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

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

During the financial year 2016-2017, the Board met 6 (Six) times. The dates of the Board meetings were May 25, 2016, September 1, 2016, September 14, 2016, October 4, 2016, December 5, 2016 and February 8, 2017.

The last Annual General Meeting of the Company was held on September 30, 2016.

A table depicting the attendance of Directors at various Board Meetings and Annual General Meeting held during the financial year 2016-2017 is given below:

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

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

A meeting of the Independent Directors of the Company was held on May 22, 2017, without the attendance of Non-Independent Directors and members of the management pursuant to the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

## (C) Code of Conduct

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

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

## 3. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

### Preamble

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

### Familiarization process

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

## Report on Corporate Governance (contd.)

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

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

### Separate meeting of Independent Directors

A separate meeting of the Independent Directors of the Company was held on May 22, 2017, inter alia, to discuss matters as prescribed under the Companies Act, 2013 and Listing Regulations.

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

## 4. COMMITTEES OF THE BOARD

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

### (A) Audit Committee

#### Composition

The Audit Committee of the Company as on March 31, 2017 comprised of five members namely, Mr. Narayanasany Jeevagan as the Chairman and member, Mr. Rajiv Rattan, Mr. Yashish Dahiya, Mr. Sanjiv Chhikara and Mr. Debashis Gupta as the other members. Mr. Narayanasany Jeevagan, Mr. Yashish Dahiya, Mr. Sanjiv Chhikara and Mr. Debashis Gupta are Non-Executive Independent Directors and Mr. Rajiv Rattan is Executive Director. The Secretary of the Company also acts as Secretary of the Audit Committee.

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

- to oversee the financial reporting process and disclosure of financial information;
- to review with management, quarterly, half yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board;
- to review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans and reviewing the efficacy of their function, discussion and review of periodic audit reports including findings of internal investigations;
- to recommend the appointment of the internal and statutory auditors and terms fixing their remuneration;
- to hold discussion with the Statutory and Internal Auditors.
- review and monitoring of the auditor's independence and performance and effectiveness of audit process;
- examination of the auditors' report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also reviewing with the management the utilization of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;

- to review the statement of significant related party transactions;
- to review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
- to review the statement of deviations in terms of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- evaluation of the risk management systems (in addition to the internal control systems);
- review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- to hold post audit discussions with the auditors to ascertain any area of concern;
- to review the functioning of the whistle blower mechanism;
- approval to the appointment of the CFO after assessing the qualifications, experience and background etc. of the candidate.

## Meetings and Attendance during the year

During the FY 2016-17, the Audit Committee met five times. The dates of the meetings being May 25, 2016, September 1, 2016, September 14, 2016, December 5, 2016 and February 8, 2017.

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

Sr. No.	Name of the Member	Meetings held during the tenure	No. of meetings attended
1.	Mr. Rajiv Rattan	5	5
2.	Mr. Narayanasany Jeevagan	5	5
3.	Mr. Debashis Gupta	5	1
4.	Mr. Yashish Dahiya	4	4
5.	Mr. Sanjiv Chhikara	4	4

The Finance Head and Auditors attended the meeting by Invitation. The Chairman of the Audit Committee was present at the Sixth Annual General Meeting held on September 30, 2016.

## (B) Nomination & Remuneration Committee

### Composition

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

### Terms of reference

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

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

## Meetings and Attendance during the year

During the FY 2016-17, no meeting of the Nomination and Remuneration Committee was held.

## Report on Corporate Governance (contd.)

### Remuneration Policy

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

### Remuneration of Directors

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

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

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

Non-Executive Directors have not been paid any remuneration/sitting fees during the financial year 2016-2017.

### (C) Stakeholders Relationship Committee

#### Composition

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

#### Terms of reference

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

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

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

#### Meetings and Attendance during the year

During the FY 2016-17, no meeting of the Stakeholders Relationship Committee was held.

#### Name and designation of compliance officer

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

#### Details of queries/complaints received and resolved

During the FY 2016-17, 10 complaints were received, out of which 7 complaints pertained to Non-receipt of Annual Reports. All the said complaints were redressed to the satisfaction of the complainants.

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

#### Composition

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

## Terms of reference

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

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

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

## Meetings and Attendance during the year

During the FY 2016-17, no meeting of the Corporate Social Responsibility (CSR) Committee was held.

## 5. GENERAL BODY MEETINGS

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

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

Annual General Meeting (AGM)	Year	Location	Date	Time
4th AGM	2013-14	Centaur Hotel, IGI Airport, Delhi- Gurgaon Road, New Delhi – 110 037	September 30, 2014	2:30 P.M.
5th AGM	2014-15	Centaur Hotel, IGI Airport, Delhi- Gurgaon Road, New Delhi – 110 037	September 30, 2015	12:00 Noon
6th AGM	2015-16	Centaur Hotel, IGI Airport, Delhi- Gurgaon Road, New Delhi – 110 037	September 30, 2016	12:00 Noon

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

- (I) In the Fourth AGM of the Company for the FY 2013-14 held on September 30, 2014, 4 special resolutions as briefly specified hereunder were passed:
  - (i) Private placement of Non-Convertible Debentures including Bonds.
  - (ii) Approval of Borrowing limits of the Company.
  - (iii) Approval for Creation of Charges on the assets of the Company.
  - (iv) Amendment in the Articles of Association of the Company.
- (II) In the Fifth AGM of the Company for the FY 2014-15 held on September 30, 2015, 3 special resolutions as briefly specified hereunder were passed:
  - (i) Private placement of Non-Convertible Debentures.
  - (ii) Preferential issue of warrants.
  - (iii) Alteration in the Articles of Association of the Company.
- (III) In the Sixth AGM of the Company for the FY 2015-16 held on September 30, 2016, 1 special resolution as briefly specified hereunder was passed:
  - (i) Private placement of Non-Convertible Debentures including Bonds.

During the FY 2016-17, no approval of shareholders was taken through Postal Ballot.



## Report on Corporate Governance (contd.)

### 6. DISCLOSURES

#### (i) Insider Trading

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

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

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

Details of materially significant related party transactions made during the FY 2016-17, are contained in the notes to the annual accounts which forms a part of the Annual Report.

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

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

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

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

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

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

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

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

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

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

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

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

### 7. MEANS OF COMMUNICATION

#### (i) Publication of Results: The quarterly / annual results of the Company are published in Financial Express and Jansatta, leading newspapers.

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

## 8. GENERAL SHAREHOLDERS' INFORMATION

### (A) Company Registration Details

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

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

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

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

#### Mrs. Anjali Nashier, Non-Executive Director

Mrs. Anjali Nashier is an Electrical Engineer and LLB. She is Vice-Chairperson and CEO of RattanIndia Solar business. She is hardworking, aggressive and extremely talented person. Prior to joining the board of the company, she had built a successful business related to real estate services. After she became CEO of RattanIndia Solar business, she had spearheaded the growth of project pipeline to 300 MW within a very short span of time out of which more than 200 MW has already been commissioned.

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

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

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

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

### (D) Financial Year

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

## Report on Corporate Governance (contd.)

### (E) Date of Book Closure

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

### (F) Dividend Payment date

No dividend has been recommended by the Board for the FY 2016-17.

### (G) (i) Distribution of shareholding as on 31st March 2017

Sr. No.	Shareholding of nominal value (in ₹)	No. of holders	% to total holders	Value (in ₹)	% to nominal value
	<b>From - To</b>				
1	1 - 5000	72,935	90.29	54,538,826	1.97
2	5001 - 10000	3,564	4.41	26,782,718	0.97
3	10001 - 20000	1,848	2.29	28,795,142	1.04
4	20001 - 30000	616	0.76	15,708,872	0.57
5	30001 - 40000	361	0.45	13,304,984	0.48
6	40001 - 50000	238	0.29	11,127,178	0.40
7	50001 - 100000	489	0.61	37,249,724	1.35
8	100001 and Above	731	0.90	2,577,031,740	93.22
	<b>TOTAL</b>	<b>80782</b>	<b>100.00</b>	<b>2,764,539,184</b>	<b>100.00</b>

### (ii) Shareholding pattern as on 31st March 2017

Sr. No.	Category	No. of Shares	% holding
1	Promoters	88,34,79,282	63.92
2	Financial Institutions/Banks/ Mutual Funds	4,75,173	0.03
3	FII/Foreign Portfolio Investors	7,61,10,771	5.51
4	Private Bodies Corporate	18,94,05,855	13.70
5	Indian Public	19,00,20,234	13.75
6	NRIs/OCBs	96,69,855	0.70
7	GDR(Shares underlying)	49,96,027	0.36
8	Other foreign entities	2,41,93,870	1.75
9	Clearing Members	39,18,525	0.28
	<b>Total</b>	<b>138,22,69,592</b>	<b>100.00</b>

### (H) Dematerialization of shares and liquidity

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

As on March 31, 2017, 99.99% Equity shares of the Company representing 138,20,78,823 out of a total of 138,22,69,592 Equity shares, were held in dematerialized form with NSDL & CDSL with a miniscule balance of 1,90,769 Equity shares, constituting about 0.01% of the total outstanding Equity shares, being held in physical form.

### (I) Outstanding GDRs/Convertible Instruments

The number of outstanding GDRs as on March 31, 2017 was 49,96,027. Each GDR represents one equity share of ₹ 2/- each in the Company.

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

Not applicable

## (K) Listing on Stock Exchanges

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

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

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

The Global Depository Receipts (GDRs) of the Company are listed on:

Luxembourg Stock Exchange,  
Societe de la Bourse, de Luxembourg,  
11 av de la Porte – Neuve,  
L – 2227, Luxembourg

### Payment of Listing Fee

Annual listing fee for the Financial Year 2017-18 has been paid by the Company to BSE and NSE, within the stipulated time.

## (L) Stock Code

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

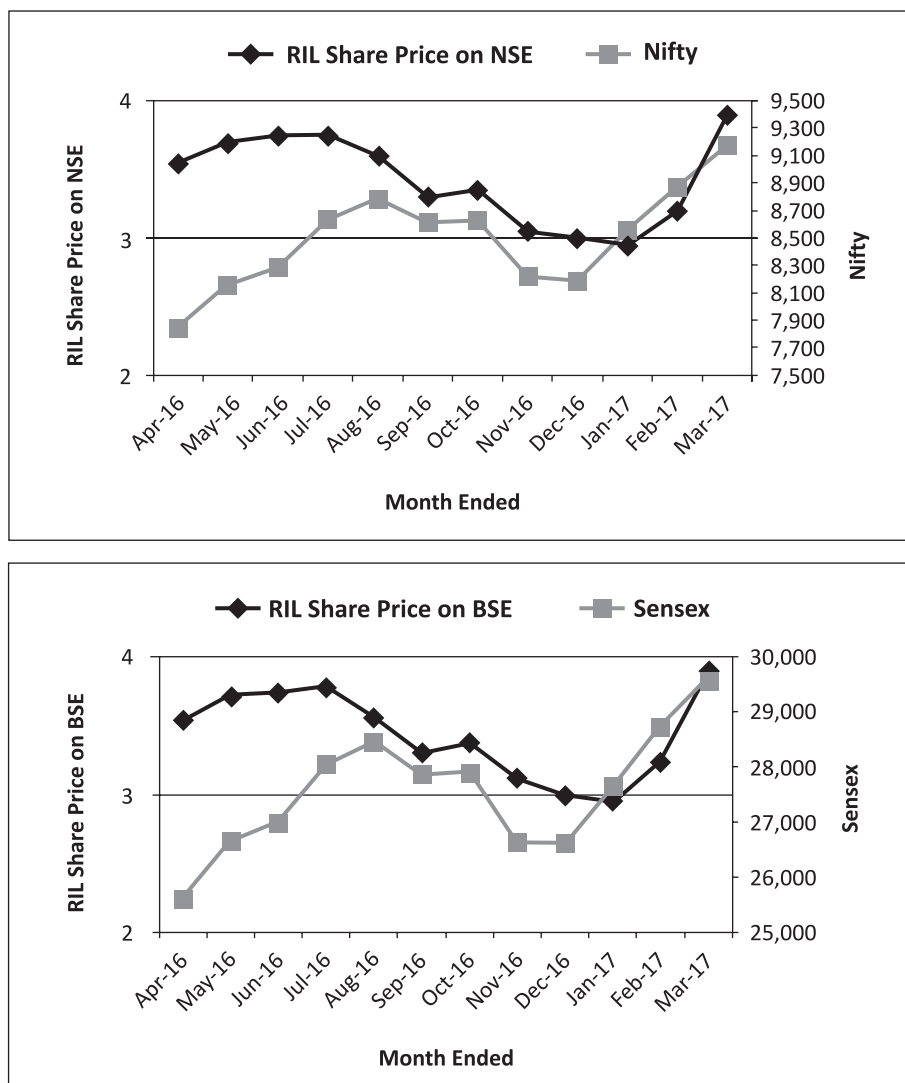
## (M) Stock Market Price at National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE)

The monthly high and low market prices of shares at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) for the year ended March 31, 2017 are as under:

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2016	3.85	3.35	3.83	3.21
May 2016	4.35	3.45	4.34	3.50
June 2016	3.90	3.50	4.07	3.50
July 2016	3.95	3.45	3.94	3.46
August 2016	3.80	3.50	3.81	3.50
September 2016	3.70	3.05	3.69	3.10
October 2016	3.50	3.20	3.50	3.21
November 2016	3.40	2.85	3.39	2.85
December 2016	3.15	2.95	3.14	2.96
January 2017	3.10	2.90	3.11	2.90
February 2017	3.30	2.90	3.30	2.92
March 2017	3.90	3.20	3.91	3.20

## Report on Corporate Governance (contd.)

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



### (O) Registrar and Transfer Agents

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

The contact details are as under:

**Karvy Computershare Pvt. Ltd**

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

Contact Person: Ms. C Shobha Anand, DGM

Tel : 040-6716 2222

Fax: 040-2300 1153

E-mail: einward.ris@karvy.com

## (P) Share Transfer System

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

## (Q) Address for Correspondence

### Registered & Corporate Office:

5th Floor, Tower-B,  
Worldmark-1, Aerocity,  
New Delhi- 110 037  
Email: [ir@rattanindia.com](mailto:ir@rattanindia.com)  
Tel: 011-66612666, Fax: 011-66612777  
Website: [www.rattanindia.com/ril](http://www.rattanindia.com/ril)

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

S. No.	Particulars	No. of Shareholders	No. of shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	28	2780
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	28	2780

## 9. COMPLIANCE CERTIFICATE FROM THE PRACTICING COMPANY SECRETARY

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

## 10. CEO & CFO Certification

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

## 11. DISCRETIONARY REQUIREMENTS

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

### (A) Non-Executive Chairman

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

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

The Company does not have any Chief Executive Officer.

# Report on Corporate Governance

## **(C) Shareholders' Rights**

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

## **(D) Unmodified Audit Report**

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

## **(E) Reporting of Internal Auditor**

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

## **DECLARATION AS REQUIRED UNDER THE LISTING REGULATIONS**

All Directors and senior management of the Company have affirmed compliance with the RattanIndia Infrastructure Limited Code of Conduct for the financial year ended 31st March, 2017.

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

Date: August 10, 2017  
Place: New Delhi

## CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

**The Members**

**RattanIndia Infrastructure Limited**

We have examined the compliance of conditions of Corporate Governance by RattanIndia Infrastructure Limited ("the Company"), for the year ended March 31, 2017, as prescribed in Regulations 17 to 27, 46(2)(b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) for the period from April 1, 2016 to March 31, 2017.

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

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

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

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

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

Sd/-  
**Sanjay Khandelwal**  
Proprietor  
Membership No: FCS-5945  
CP No.: 6128

Date: August 10, 2017

Place: New Delhi



# Report on Corporate Governance

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

To

**The Board of Directors**

**RattanIndia Infrastructure Limited**

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

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2017 and to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and there was nothing to disclose to the Auditors and the Audit Committee w.r.t. the deficiencies in the design or operation of internal controls of which we are aware.
- (d)
  - (i) There has not been any significant change in the internal control over financial reporting during the year;
  - (ii) There has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (iii) We are not aware of any instance of significant fraud with involvement therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**Sd/-**  
**Rajiv Rattan**  
Chairman & Executive Director

**Sd/-**  
**Arun Chopra**  
Chief Financial Officer

Date: August 10, 2017

Place: New Delhi

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

### **Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ('the Company'), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter to be referred to as 'Standalone Ind AS financial statements').

### **Management's Responsibility for the Standalone Ind AS financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at March 31, 2017 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order.

## Independent Auditors' Report *(contd.)*

2. As required by section 143(3) of the Act, we report that:

- a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows and the statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued thereunder;
- e) on the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such control, refer to our separate report in 'Annexure B'; and
- g) with respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
  - iv. The Company has provided requisite disclosures in its standalone Ind AS financial statement as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note 32 to the standalone Ind AS financial statement.

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

**Amar Mittal**  
Partner

Membership No.: 017755

Place: New Delhi  
Date: May 22, 2017

**THE ANNEXURE REFERRED TO IN OUR INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE COMPANY ON THE STANDALONE Ind AS FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2017, WE REPORT THAT:**

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified annually. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of Company.
- ii) The Company does not have any inventory. Accordingly, the paragraph 3(ii) of the order is not applicable.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, Paragraph 3(iii) of the order is not applicable.
- iv) In our opinion and according to information and explanation given to us, the Company has complied with the provision of section 185 and 186 of the Act, with respect to loans and investment made.
- v) The Company has not accepted any deposit from the public. Accordingly, Paragraph 3(v) of the order is not applicable.
- vi) As per section 148(1) of the Act, the Company is not required to maintain any cost records. Accordingly, Paragraph 3(vi) of the order is not applicable.
- vii) a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2017 for a period of more than six months from the date they became payable, wherever applicable.
- b) According to the information and explanations given to us, there are no material dues of income Tax, sales tax, service Tax, duty of customs, duty of excise and value added tax, as applicable to it, which have not been deposited with the appropriate authorities on account of a disputes.
- viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture holders during the year. Accordingly, the provisions of clause 3(viii) of the Order is not applicable.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- x) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/ provided any managerial remuneration. Accordingly, paragraph 3(xi) of the order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

## Annexure A to the Independent Auditors' Report *(contd.)*

- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

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

Place: New Delhi  
Date: May 22, 2017

# Annexure B to the Independent Auditors' Report

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

We have audited the internal financial controls over financial reporting of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ('the Company') as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

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

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

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**Amar Mittal**  
Partner

Membership No.: 017755

Place: New Delhi  
Date: May 22, 2017

# Balance Sheet

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) as at 31 March 2017

(Amount in ₹ Lakhs)

Particulars	Note	As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	5.63	5.85	6.15
Financial assets				
Investments	5	59,250.00	59,250.00	59,250.00
Deferred tax assets (net)	6	20.32	15.24	-
Non-current tax assets (net)	7	55.87	101.26	66.67
Other non-current assets	8	8,705.00	9,054.50	-
		<b>68,036.82</b>	<b>68,426.85</b>	<b>59,322.82</b>
<b>Current assets</b>				
Financial assets				
Cash and cash equivalents	9	27.74	180.49	5,958.15
Loans	10	0.51	0.17	57.99
Other current assets	8	3.03	25.68	0.19
		<b>31.28</b>	<b>206.34</b>	<b>6,016.33</b>
<b>TOTAL ASSETS</b>		<b>68,068.10</b>	<b>68,633.19</b>	<b>65,339.15</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	11	27,645.39	27,645.39	26,529.16
Other equity	12	40,360.16	40,832.50	38,707.71
		<b>68,005.55</b>	<b>68,477.89</b>	<b>65,236.87</b>
<b>Non-current liabilities</b>				
Provisions	13A	29.71	82.79	62.33
		<b>29.71</b>	<b>82.79</b>	<b>62.33</b>
<b>Current liabilities</b>				
Financial Liabilities				
Other financial liabilities	14	27.47	59.22	32.75
Other current liabilities	15	4.72	11.29	5.24
Provisions	13B	0.65	2.00	1.96
		<b>32.84</b>	<b>72.51</b>	<b>39.95</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>68,068.10</b>	<b>68,633.19</b>	<b>65,339.15</b>
<b>Summary of significant accounting policies</b>	3			
The accompanying notes are integral part of the financial statements.	1-38			

This is the balance sheet referred to in our report of even date.

**For Sharma Goel & Co. LLP**

Chartered Accountants

FRN : 000643N

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

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

# Statement of Profit and Loss

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

		(Amount in ₹ Lakhs)	
Particulars	Note	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>Revenue</b>			
Other income	16	21.97	680.28
		<b>21.97</b>	<b>680.28</b>
<b>Expenses</b>			
Employee benefits expense	17	480.97	501.38
Finance costs	18	-	0.03
Depreciation and amortisation expense	19	0.22	0.30
Other expenses	20	56.95	126.10
		<b>538.14</b>	<b>627.81</b>
<b>Profit/ (loss) before tax</b>		<b>(516.17)</b>	<b>52.47</b>
<b>Tax expense</b>			
Current Tax		(5.08)	(8.86)
<b>Profit/ (loss) for the year</b>		<b>(511.09)</b>	<b>61.33</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations		38.68	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for the year</b>		<b>38.68</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(472.41)</b>	<b>61.33</b>
<b>Earnings per equity share (Face Value ₹ 2)</b>	23		
Basic (₹)		(0.0342)	0.0045
Diluted (₹)		(0.0342)	0.0044
<b>Summary of significant accounting policies</b>	3		
The accompanying notes are integral part of the financial statements.	1-38		

This is the statement of profit and loss referred to in our report of even date.

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

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

**Amar Mittal**  
Partner  
Membership No. 017755

**Rajiv Rattan**  
Chairman  
[DIN: 00010849]

**Narayanansany Jeevagan**  
Director  
[DIN: 02393291]

**Arun Chopra**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : 22 May 2017



# Statement of Changes in Equity

of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

A Equity Share Capital					(Amount in ₹ Lakhs)
Particulars	Balance as at 1 April 2015	Movement during the year	Balance as at 31 March 2016	Movement during the year	Balance as at 31 March 2017
Equity Share Capital	26,529.16	1,116.23	27,645.39	-	27,645.39

B Other Equity							(Amount in ₹ Lakhs)
Particulars	Reserves and Surplus					Total	
	Capital Reserve	Securities Premium Reserve	Money received against share warrants	Employee's stock options outstanding	Retained Earnings		
Balance as at 1 April 2015	35,079.82	2,626.60	1,455.14	-	(453.85)	38,707.71	
Profit/ (Loss) for the year	-	-	-	-	61.33	61.33	
Other comprehensive income	-	-	-	-	-	-	
Employee's stock options adjustment	-	-	-	0.22	-	0.22	
Movement during the year	1,008.64	669.74	384.86	-	-	2,063.24	
Balance as at 31 March 2016	36,088.46	3,296.34	1,840.00	0.22	(392.52)	40,832.50	
Profit/ (Loss) for the year	-	-	-	-	(511.09)	(511.09)	
Other comprehensive income	-	-	-	-	38.68	38.68	
Employee's stock options adjustment	-	-	-	0.07	-	0.07	
Movement during the year	-	-	-	-	-	-	
Balance as at 31 March 2017	36,088.46	3,296.34	1,840.00	0.29	(864.93)	40,360.16	

The accompanying notes are integral part of the financial statements (refer note 1-38).

This is the statement of changes in equity referred to in our report of even date.

**For Sharma Goel & Co. LLP** For and on behalf of the Board of Directors

Chartered Accountants

FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

Place: New Delhi

Date : 22 May 2017

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

# Cash Flow Statement

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

	(Amount in ₹ Lakhs)	
	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) before tax	(516.17)	52.47
Adjustment for:		
Provision for employee benefits and others	7.28	37.66
Interest Income on Intercompany Deposit	-	(653.21)
Dividends on Units of Mutual Fund - Non Trade	(1.84)	(19.38)
Interest on FDR	-	(3.45)
Ind AS adjustment for ESOPs	0.07	0.22
Depreciation/ Amortisation Expenses	0.22	0.30
<b>Operating Loss before Working Capital Changes</b>	<b>(510.44)</b>	<b>(585.39)</b>
Movement in Working Capital:		
Movement in other current assets	22.65	32.33
Movement in other non current assets	349.50	(9,054.50)
Movement in current financial assets	(0.34)	-
Movement in other financial liabilities	(31.75)	26.47
Movement in other current liabilities	(6.57)	6.05
Movement in employee benefit liabilities	(23.03)	(17.16)
<b>Cash flow used in operating activities post working capital changes</b>	<b>(199.98)</b>	<b>(9,592.20)</b>
Income tax refund/ (paid) (net)	45.39	(40.98)
<b>Net Cash Used in Operating Activities</b>	<b>(154.59)</b>	<b>(9,633.18)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividends on Units of Mutual Fund - Non Trade	1.84	19.38
Interest Received on FDR	-	3.45
Interest Received on Intercompany Deposit	-	653.21
<b>Net Cash Generated from Investing Activities</b>	<b>1.84</b>	<b>676.04</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Warrant	-	3,179.48
<b>Net Cash Generated from Financing Activities</b>	<b>-</b>	<b>3,179.48</b>
<b>D Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(152.75)</b>	<b>(5,777.66)</b>
<b>E Cash and Cash Equivalents at the beginning of the year</b>	<b>180.49</b>	<b>5,958.15</b>
<b>F Cash and Cash Equivalents at the end of the year (D+E) (refer note 9)</b>	<b>27.74</b>	<b>180.49</b>

The accompanying notes are integral part of the financial statements (refer note 1-38).

This is the cash flow statement referred to in our report of even date.

**For Sharma Goel & Co. LLP**

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

Chartered Accountants

FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

# Notes Forming Part of the Financial Statements

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## 1. Corporate Information

### Nature of Operations

RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) ("the Company") was incorporated on 9 November 2010 with an authorized share capital of ₹ 50 lakhs divided into 5 lakhs equity shares of face value of ₹ 10 each. During the financial year 2011-12, the face value of equity share was reduced to ₹ 2 per share. Pursuant to that, the authorized capital was increased by ₹ 29,950 lakhs and ₹ 500 lakhs during the financial year 2011-12 and 2013-14 respectively. It was further increased by ₹ 4,500 lakhs during the financial year 2015-16 resulting in total authorized capital of ₹ 35,000 lakhs. The Company's objects enable it to carry on the business of generating, developing, transmitting, distributing, trading and supplying all forms of the electrical power energy and to establish commission, set up, operate and maintain electric power generating stations and do all other related and ancillary objects.

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

- a) Certain Assets comprising of Fixed Assets and Loans and Advances in the IBREL aggregating to ₹ 18.40 lakhs have been transferred to the Company, at their book values;
- b) The Equity Share Capital of the Company amounting to ₹ 5 lakhs was cancelled;
- c) The Investment in RPL amounting to ₹ 59,250 lakhs 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 ₹ 35,079.82 lakhs has been shown in the Capital Reserve Account;
- e) Pursuant to the Scheme on 25 November 2011, the Company has issued and allotted 11,885.87 lakhs Fully Paid up Equity Shares and 843.70 lakhs 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. 8 December 2011, in the ratio of 2.95:1.

Pursuant to the Scheme, the Authorized Share Capital of the Company has been reorganized to ₹ 30,000 lakhs divided into 15,000 lakhs Equity Shares Face Value of ₹2 each.

In terms of the Court approved Scheme of Arrangement which came into effect on 2 June 2012 (Effective Date), Indiabulls Infrastructure Development Limited (IIDL scheme 2012) was merged with RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (the Holding Company) as a going concern with effect from 1 April 2012, the Appointed Date under the Scheme, upon which the entire undertaking and the entire assets and liabilities of IIDL stand transferred to and vested in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) at their book values. Pursuant to the Scheme as aforesaid, an aggregate of 4,154.07 lakhs Equity Shares of face value ₹ 10 each in RPL were issued and allotted in favor of the IIDL shareholders as on the Effective Date, thereby increasing the paid up capital of RPL to ₹ 264,273 lakhs divided into 26,427.30 lakhs Equity Shares of face value ₹ 10 each. Consequent to issuance and allotment of Equity Shares to IIDL, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) ceased to be the holding company of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) w.e.f 20 June 2012.

During the financial year 2014-15 pursuant to the announcements on restructuring of the promoters' inter-se roles, there have been declassifications in respect of certain Promoters/ Promoter Group Entities/ Persons Acting in Concert with Promoters (PACs) of the Company, as was intimated by the Company to NSE and BSE (the Stock Exchanges) on 18 July 2014 and 28 October 2014 respectively.

Pursuant to an understanding arrived at between the erstwhile promoters of the Indiabulls group namely, Mr. Sameer Gehlaut, Mr. Saurabh Mittal and Mr. Rajiv Rattan, during the financial year 2014-15, Mr. Sameer Gehlaut and Mr. Saurabh Mittal relinquished the ownership rights, management and control as also the supervision of the Power Business. Accordingly Mr. Sameer Gehlaut and Mr. Saurabh Mittal transferred their direct and indirect shareholding in power group entities to Mr. Rajiv Rattan and the entities owned and promoted by him pursuant to an inter-se transfer and subsequently resigned

from their directorships and chairmanship/ vice chairmanship of the Power Business respectively. Thus the ownership, management and control of the Power Business and its supervision rights came to vest with Mr. Rajiv Rattan who also assumed the Chairmanship of the Power Business.

During the financial year 2014-15, in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, company has received fresh certificate of incorporation consequent upon change of name, from the Registrar of Companies, National Capital Territory of Delhi & Haryana, dated November 3, 2014 in respect of the said change. Accordingly, the name of the Company was changed to 'RattanIndia Infrastructure Limited'.

## **General information and statement of compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards ("Ind AS")) Rules 2015 (by Ministry of Corporate Affairs ('MCA')). The Company has uniformly applied the accounting policies during the periods presented.

For all periods up to and including the year ended 31 March 2016, the Company has prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). These financial statements for the year ended 31 March 2017 are the first which the Company has prepared in accordance with Ind AS (see note 38 for explanation for transition to Ind AS). For the purpose of comparatives, financial statements for the year ended 31 March 2016 are also prepared under Ind AS.

The financial statements for the year ended 31 March 2017 were approved by the Board of Directors on 22 May 2017.

## **2. Recent accounting pronouncements**

### *Standards issued but not yet effective*

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendment to Ind AS 7, 'Statement of cash flows'. This amendment is in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendment is applicable to the Company from 1 April 2017.

### *Amendments to Ind AS 7*

The amendments to Ind AS 7 require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including changes arising both from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

## **3. Summary of significant accounting policies**

### **a) Overall consideration**

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

#### **Basis of preparation**

The financial statements have been prepared on going concern basis under the historical cost basis except for the following –

- Certain financial assets and liabilities which are measured at fair value;
- Defined benefit plans – liability of which is recognised as per actuarial valuation; and
- Share based payments which are measured at fair value of the options

### **b) Revenue recognition**

Revenue arises from the supply of power. Revenue is recognised when it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received/ receivable net of rebates and taxes. The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### *Service income*

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

### *Interest income*

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

### *Dividend income*

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

## **c) Borrowing costs**

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

## **d) Property, plant and equipment**

### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013:

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

### *De-recognition*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

### *Transition to Ind AS*

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2015 measured as per the provisions of Previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

## **e) Intangible assets**

### *Recognition and initial measurement*

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

## *Subsequent measurement (amortisation)*

The cost of capitalized software is amortized over a period in the range of three to five years from the date of its acquisition.

## *Transition to Ind AS*

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at 1 April 2015 measured as per the provisions of Previous GAAP and use that carrying value as the deemed cost of intangible assets.

### **f) Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication based on internal/ external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

### **g) Financial instruments**

#### *Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, unless the financial instrument is designated to be measured at fair value through profit or loss or fair value through other comprehensive income.

#### **Financial assets**

##### *Subsequent measurement*

**Financial assets at amortised cost** – The financial assets are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income or Fair value through profit and loss based on Company's business model. All investments in mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

##### *De-recognition of financial assets*

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

#### **Financial liabilities**

##### *Subsequent measurement*

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

##### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **h) Investments in subsidiaries, joint ventures associates**

The Company has accounted for investment in its subsidiaries and associates, joint ventures at cost in its financial statements in accordance with Ind AS- 27, Separate Financial Statements.

Profit/ loss on sale of investments is recognised on the date of the transaction of sale and is computed with reference to the original cost of the investment sold.

### **i) Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company considers –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *Other financial assets*

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

### **j) Inventories**

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

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated necessary costs to make the sale.

### **k) Income taxes**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in OCI or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.



## **l) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, demand deposits with banks/ corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

## **m) Post-employment, long term and short term employee benefits**

### *Defined contribution plans*

The Company makes contribution to the statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provision Act, 1952 which is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which the services are rendered.

### *Defined benefit plans*

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

### *Other long-term employee benefits*

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

### *Short-term employee benefits*

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

## **n) Provisions, contingent assets and contingent liabilities**

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- 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. However, when inflow of economic benefit is probable, related asset is disclosed.

## **o) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.



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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### p) **Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

#### *Significant management judgements*

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties under the relevant tax jurisdiction (see note 6).

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Recoverability of advances/ receivables** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Provisions** – At each balance sheet date on the basis of the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions. However the actual future outcome may be different from this judgement.

#### *Significant estimates*

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be different.

#### **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### **Useful lives of depreciable/ amortisable assets**

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## 4. Property, plant and equipment

(Amount in ₹ Lakhs)

Description	Gross carrying amount				Accumulated depreciation				Net carrying amount	
	As at 1 April 2016	Additions	Disposals/ Adjustments	As at 31 March 2017	As at 1 April 2016	For the Year	Disposals/ Adjustments	As at 31 March 2017	As at 31 March 2017	As at 31 March 2016
Land (Including cost of Development)										
-Freehold land	4.77	-	-	4.77	-	-	-	-	4.77	4.77
Furniture and Fixtures	1.86	-	-	1.86	0.78	0.22	-	1.00	0.86	1.08
Office Equipment	0.21	-	-	0.21	0.21	-	-	0.21	-	-
Computers	2.65	-	-	2.65	2.65	-	-	2.65	-	-
<b>Total</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>3.64</b>	<b>0.22</b>	<b>-</b>	<b>3.86</b>	<b>5.63</b>	<b>5.85</b>

(Amount in ₹ Lakhs)

Description	Gross carrying amount				Accumulated depreciation				Net carrying amount	
	As at 1 April 2015	Additions	Disposals/ Adjustments	As at 31 March 2016	As at 1 April 2015	For the Year	Disposals/ Adjustments	As at 31 March 2016	As at 31 March 2016	As at 1 April 2015 *
Land (Including cost of Development)										
-Freehold land	4.77	-	-	4.77	-	-	-	-	4.77	4.77
Furniture and Fixtures	1.86	-	-	1.86	0.57	0.21	-	0.78	1.08	1.29
Office Equipment	0.21	-	-	0.21	0.12	0.09	-	0.21	-	0.09
Computers	2.65	-	-	2.65	2.65	-	-	2.65	-	-
<b>Total</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>3.34</b>	<b>0.30</b>	<b>-</b>	<b>3.64</b>	<b>5.85</b>	<b>6.15</b>

\* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

		(Amount in ₹ in Lakhs)				
5.	Non-current investments	31 March 2017		31 March 2016		1 April 2015
		No. of shares	Amount	No. of shares	Amount	No. of shares Amount
	Investments in equity instruments					
	Associates					
	Quoted, In fully paid equity instruments of Associate Companies (At Cost)					
	RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	1,185,000,000	59,250.00	1,185,000,000	59,250.00	1,185,000,000 59,250.00
	<b>Total non-current investments</b>		<b>59,250.00</b>		<b>59,250.00</b>	<b>59,250.00</b>
	Aggregate amount of quoted investments and market value thereof		96,577.50		117,907.50	106,057.50
	Aggregate amount of quoted investments		59,250.00		59,250.00	59,250.00
	Aggregate amount of impairment in the value of investments		-		-	-

1,185,000,000 (31 March 2016: 1,185,000,000 and 1 April 2015: 1,185,000,000) equity shares of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) are pledged in favour of the Project Lenders of RattanIndia Power Limited.

6.	Deferred tax assets (net)	31 March 2017	31 March 2016	1 April 2015
			Non-current	
	Tax effect of items constituting deferred tax assets			
	Tax credit (minimum alternative tax)	20.32	15.24	-
		<b>20.32</b>	<b>15.24</b>	<b>-</b>

Movement in deferred tax assets		(Amount in ₹ Lakhs)			
	As at 1 April 2016	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2017	
Tax effect of items constituting deferred tax assets					
Tax credit (minimum alternative tax)	15.24	5.08	-	20.32	
<b>Deferred tax assets (net)</b>	<b>15.24</b>	<b>5.08</b>	<b>-</b>	<b>20.32</b>	

Movement in deferred tax assets		(Amount in ₹ Lakhs)			
	As at 1 April 2015	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2016	
Tax effect of items constituting deferred tax assets					
Tax credit (minimum alternative tax)	-	15.24	-	15.24	
<b>Deferred tax assets (net)</b>	<b>-</b>	<b>15.24</b>	<b>-</b>	<b>15.24</b>	

7.	Non current tax assets (net)	31 March 2017	31 March 2016	1 April 2015
	Advance income tax (net of provision)	55.87	101.26	66.67
		<b>55.87</b>	<b>101.26</b>	<b>66.67</b>

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

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

(Amount in ₹ Lakhs)						
8. Other assets (Unsecured, considered good)	31 March 2017	31 March 2016	1 April 2015	31 March 2017	31 March 2016	1 April 2015
		<b>Non-current</b>			<b>Current</b>	
Capital advances	8,705.00	9,054.50	-	-	-	-
Other advances	-	-	-	2.25	25.25	0.19
Prepaid expenses	-	-	-	0.78	0.43	-
	<b>8,705.00</b>	<b>9,054.50</b>	<b>-</b>	<b>3.03</b>	<b>25.68</b>	<b>0.19</b>

(Amount in ₹ Lakhs)			
9. Cash and cash equivalents	31 March 2017	31 March 2016	1 April 2015
Cash on hand	0.59	36.56	37.06
Balances with banks			
Current accounts	27.15	143.93	2,920.57
Deposits with original maturity of less than 3 months	-	-	3,000.52
	<b>27.74</b>	<b>180.49</b>	<b>5,958.15</b>

(Amount in ₹ Lakhs)			
10. Loans (Unsecured, considered good)	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
Loans to			
Related parties	-	-	57.37
Employees	0.51	0.17	0.62
	<b>0.51</b>	<b>0.17</b>	<b>57.99</b>

The carrying amount of financial assets is a reasonable approximation of their fair values

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

	(Amount in ₹ Lakhs)		
11. Equity share capital	31 March 2017	31 March 2016	1 April 2015
<b>Authorised capital</b>			
1,750,000,000 (31 March 2016: 1,750,000,000 and 1 April 2015: 1,525,000,000) equity shares of ₹ 2 each	35,000.00	35,000.00	30,500.00
	35,000.00	35,000.00	30,500.00
<b>Issued, subscribed and fully paid up capital</b>			
1,382,269,592 (31 March 2016: 1,382,269,592 and 1 April 2015: 1,326,457,760) equity shares of ₹ 2 each fully paid up	27,645.39	27,645.39	26,529.16
	27,645.39	27,645.39	26,529.16

## a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.

	31 March 2017		31 March 2016	
	No of shares	Amount in ₹ Lakhs	No of shares	Amount in ₹ Lakhs
Equity shares at the beginning of the year	1,382,269,592	27,645.39	1,326,457,760	26,529.16
Add : Issued during the year	-	-	55,811,832	1,116.23
<b>Equity shares at the end of the year</b>	<b>1,382,269,592</b>	<b>27,645.39</b>	<b>1,382,269,592</b>	<b>27,645.39</b>

## b) Rights/ restrictions 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) Details of shareholders holding more than 5% shares in the Company

	As on 31 March 2017		As on 31 March 2016		As on 1 April 2015	
	No of shares	% holding	No of shares	% holding	No of shares	% holding
<b>Equity shares of ₹ 2 each fully paid up</b>						
Laurel Energetics Private Limited	543,338,386	39.31%	543,338,386	39.31%	473,572,489	35.70%
Arbutus Consultancy LLP	233,605,412	16.90%	210,259,913	15.21%	-	-
Yantra Energetics Private Limited	104,765,484	7.58%	104,765,484	7.58%	82,180,147	6.20%
Rajasthan Global Securities Private Limited	45,621,950	3.30%	84,729,262	6.13%	-	-
Indiabulls Employee's Welfare Trust	-	-	-	-	80,615,775	6.08%

- d) 1,188,586,680 Shares out of the issued, subscribed and fully paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.  
84,370,000 Shares out of the issued, subscribed and partly paid up share capital were allotted in the last five years pursuant to the scheme of demerger without payment being received in cash.

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

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

	(Amount in ₹ Lakhs)		
	31 March 2017	31 March 2016	1 April 2015
<b>12. Other Equity</b>			
<b>Capital reserve</b>			
Opening balance	36,088.46	35,079.82	35,079.82
Add: Addition during the year*	-	1,008.64	-
<b>Closing balance</b>	<b>36,088.46</b>	<b>36,088.46</b>	<b>35,079.82</b>
<b>Securities premium account</b>			
Opening balance	3,296.34	2,626.60	1,984.59
Add: Addition during the year	-	669.74	642.01
<b>Closing balance</b>	<b>3,296.34</b>	<b>3,296.34</b>	<b>2,626.60</b>
<b>Money received against share warrants **</b>			
Opening balance	1,840.00	1,455.14	1,883.14
Add: Money received during the year	-	3,179.48	1,284.03
Less: Allotment made during the year	-	(1,785.98)	(1,712.03)
Less: Money forfeited and transferred to Capital Reserve	-	(1,008.64)	-
<b>Closing balance</b>	<b>1,840.00</b>	<b>1,840.00</b>	<b>1,455.14</b>
<b>Employee's stock options outstanding</b>			
Opening balance	0.22	-	-
Add: Employee's stock options adjustment	0.07	0.22	-
<b>Closing balance</b>	<b>0.29</b>	<b>0.22</b>	<b>-</b>
<b>Retained earnings</b>			
Opening balance	(392.52)	(453.85)	(511.37)
Add : Net profit/ (loss) for the year	(511.09)	61.33	59.62
Items of other comprehensive income recognised directly in retained earnings			
- Re-measurements of post-employment benefit obligation, net of tax	38.68	-	-
Less : Depreciation on transition to Schedule II of the Companies Act, 2013	-	-	(2.10)
<b>Closing balance</b>	<b>(864.93)</b>	<b>(392.52)</b>	<b>(453.85)</b>
	<b>40,360.16</b>	<b>40,832.50</b>	<b>38,707.71</b>

\* During the financial year 2015-16, an aggregate of 1,260.80 lakhs warrants held by certain non-promoter entities in the Company stood lapsed, as the holders thereof did not exercise the warrants. Consequently, an amount of ₹ 1,008.64 lakhs representing the upfront money paid on these warrants was forfeited and appropriated towards the Capital Reserve of the Company.

\*\* During the financial year 2015-16, the company has allotted 558.12 lakhs shares to warrant holders against share warrants held by them, upon receipt of balance 75% amounting ₹ 1,339.48 lakhs.

During the financial year 2015-16, the company, upon receipt of shareholders approval on 3 December 2015, issued and allotted 3,200 lakhs warrants to Yantra Energetics Private Limited, a promoter group entity. These warrants are convertible into an equivalent number of Equity shares of face value ₹ 2/- each at a conversion price of ₹ 2.30/- per Equity share. Twenty Five Percent (25%) of conversion amount i.e. ₹ 1,840 lakhs has been received upfront by the Company from the said allottee. Warrants will be converted into equity shares upon receipt of balance conversion amount, within a period of eighteen months from the date of allotment of warrants.

## Nature and purpose of other reserves

### Capital reserve

Capital reserve which is created out of the capital profit. It is created out of the profit earned from some specific transactions of capital nature. Capital reserve is not available for the distribution to the shareholders.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act.

## Employee's stock options reserve

The reserve account is used to recognise the grant date value of options issued to employees under Employee stock option plan.

(Amount in ₹ Lakhs)			
13 A. Provisions	31 March 2017	31 March 2016	1 April 2015
		<b>Non-current</b>	
<b>Provision for employee benefits (Refer Note 22)</b>			
Provision for Compensated Absences (unfunded)	6.07	22.08	19.44
Provision for Gratuity (unfunded)	23.64	60.71	42.89
	<b>29.71</b>	<b>82.79</b>	<b>62.33</b>

(Amount in ₹ Lakhs)			
13 B. Provisions	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
<b>Provision for employee benefits (Refer Note 22)</b>			
Provision for Compensated Absences (unfunded)	0.12	0.60	0.99
Provision for Gratuity (unfunded)	0.53	1.40	0.97
	<b>0.65</b>	<b>2.00</b>	<b>1.96</b>

(Amount in ₹ Lakhs)			
14. Other financial liabilities	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
Retention money	0.33	0.33	-
Expenses payable	16.64	48.44	21.83
Audit Fee payable	10.50	10.45	10.11
Due to employees	-	-	0.81
	<b>27.47</b>	<b>59.22</b>	<b>32.75</b>

(Amount in ₹ Lakhs)			
15. Other current liabilities	31 March 2017	31 March 2016	1 April 2015
Statutory dues	4.72	11.29	5.24
	<b>4.72</b>	<b>11.29</b>	<b>5.24</b>

The carrying amount of financial liabilities is a reasonable approximation of their fair values.

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

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

		(Amount in ₹ Lakhs)	
16. Other income		31 March 2017	31 March 2016
<b>Income from current investments</b>			
Dividend received		1.84	19.37
<b>Interest on</b>			
Bank deposits		-	3.45
Inter corporate deposits		-	653.21
Income Tax refund		4.46	4.25
<b>Other income</b>			
Miscellaneous income		15.67	-
		<b>21.97</b>	<b>680.28</b>
		(Amount in ₹ Lakhs)	
17. Employee benefit expense		31 March 2017	31 March 2016
Salaries and wages		471.06	463.24
Contribution to provident and other funds		2.36	0.08
Provision for gratuity/ compensated absences		7.28	37.66
Staff welfare expenses		0.27	0.40
		<b>480.97</b>	<b>501.38</b>
		(Amount in ₹ Lakhs)	
18. Finance costs		31 March 2017	31 March 2016
Interest on			
Others		-	0.03
		<b>-</b>	<b>0.03</b>
		(Amount in ₹ Lakhs)	
19. Depreciation and amortisation		31 March 2017	31 March 2016
Depreciation on			
Property, plant and equipment		0.22	0.30
		<b>0.22</b>	<b>0.30</b>
		(Amount in ₹ Lakhs)	
20. Other expenses		31 March 2017	31 March 2016
Rates and taxes		20.40	57.03
Legal and professional charges		9.27	27.50
Advertisement		1.46	4.54
Communication		1.11	1.06
Printing and stationery		5.19	5.01
Postage and telegram		2.81	4.65
Travelling and conveyance		0.09	8.39
Security expenses		4.40	3.93
Business promotion		-	1.08
Payments to statutory auditors			
for audit		11.50	11.45
Bank charges		0.01	0.02
Meeting Expenses		0.71	1.27
Miscellaneous expenses		-	0.17
		<b>56.95</b>	<b>126.10</b>



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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

21. As per Ind AS-24 "Related Party Disclosure", the related parties where control exist or where significant influence exists and with whom transactions have taken place are as below:

### Nature of relationship

#### I. Associate Company

### Related party

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

#### II. Key Management Personnel

Name	Designation
Rajiv Rattan	Whole Time Director and Chairman of the Company
Anjali Nashier	Director of the Company
Samir Taneja	Chief Financial Officer of the Company (upto 7 February 2017)
Arun Chopra	Chief Financial Officer of the Company (w.e.f. 8 February 2017)
Ram Kumar Agarwal	Company Secretary of the Company

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

(Amount in ₹ Lakhs)

Name	Relation	Year ended	Inter Corporate Deposits Given*	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	31 March 2017	-	-	30.08	-
		31 March 2016	8,731.50	653.21	36.93	-

\*Maximum Balance Outstanding at any time during the year

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

(Amount in ₹ Lakhs)

Name	Relation	As at ended	Inter Corporate Deposits Given	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	31 March 2017	-	-	-	-
		31 March 2016	-	-	-	-
		1 April 2015	-	-	-	25.19

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

## 22. Employee Benefits

### Defined contribution:

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 ₹ 2.36 lakhs (31 March 2016: ₹ 0.08 lakhs) towards employer's contribution towards Provident Fund.

### Defined benefits:

Provision for unfunded Gratuity payable to eligible employees on retirement/ separation is based upon an actuarial valuation as at the year ended 31 March 2017. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The commitments are actuarially determined using the 'Projected Unit Credit Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the other comprehensive income as identified by the Management of the Company.

## Other benefits:

Provision for unfunded compensated absences payable to eligible employees on availment/ retirement/ separation is based upon an actuarial valuation as at the year ended 31 March 2017. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The commitments are actuarially determined using the 'Projected Unit Credit Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss 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 31 March 2017:

(Amount in ₹ Lakhs)

Particulars	Gratuity		Compensated Absences	
	(Unfunded)		(Unfunded)	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
<b>Liability recognised in the Balance sheet:</b>				
Present value of obligation as at the beginning of the year	62.11	43.86	22.68	20.43
Current service cost	2.31	8.45	0.68	3.71
Interest cost	4.97	3.29	1.81	1.50
Benefits Paid	(6.54)	(11.46)	(0.82)	(5.70)
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Present Value of obligation at the end of the year (as per Actuarial valuation)</b>	<b>24.17</b>	<b>62.11</b>	<b>6.19</b>	<b>22.68</b>
<b>Expenses during the year</b>				
Current service cost	2.31	8.45	0.68	3.71
Interest Cost	4.97	3.29	1.81	1.50
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Component of defined benefit cost charged to statement of profit and loss</b>	<b>31.40</b>	<b>29.71</b>	<b>(15.67)</b>	<b>7.95</b>
<b>Re-measurement of post-employment benefit obligations:</b>				
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Component of defined benefit cost recognised in other comprehensive income</b>	<b>(38.68)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Actuarial (gains)/ losses on obligation</b>				
Actuarial (gain)/ loss on arising from change in demographic assumptions	-	-	-	-
Actuarial (gain)/ loss on arising from change in financial assumptions	1.03	(1.45)	0.28	(0.52)
Actuarial (gain)/ loss on arising from change in experience adjustments	39.71	21.50	(18.43)	4.49

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	31 March 2017	31 March 2016
	Discount rate	7.61%	8.00%
	Expected return on plan assets	-	-
	Expected rate of salary increase	5.00%	5.00%

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

(b)	Demographic Assumptions	31 March 2017	31 March 2016
	Retirement Age	60 Years	60 Years
	Mortality Table	IALM (2006-08)	IALM (2006-08)
	Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
	- Upto 30 Years	3.00	3.00
	- From 31 to 44 Years	2.00	2.00
	- Above 44 Years	1.00	1.00

The employer's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity and Compensated Absences is ₹ 4.28 lakhs (31 March 2016: ₹ 12.30 lakhs) and ₹ 1.29 lakhs (31 March 2016: ₹ 4.08 lakhs) respectively.

(a) Sensitivity analysis of defined benefit obligation

(Amount in ₹ Lakhs)

		31 March 2017	31 March 2016
a)	Impact of the change in discount rate		
i)	Impact due to increase of 0.50% (31 March 2016: 0.50%)	(1.66)	(3.75)
ii)	Impact due to decrease of 0.50% (31 March 2016: 0.50%)	1.79	4.00
b)	Impact of the change in salary increase		
i)	Impact due to increase of 0.50% (31 March 2016: 0.50%)	1.09	4.09
ii)	Impact due to decrease of 0.50% (31 March 2016: 0.50%)	(0.97)	(3.87)

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(b) Maturity profile of defined benefit obligation

(Amount in ₹ Lakhs)

	31 March 2017	31 March 2016	1 April 2015
Less than 1 year	0.65	2.00	1.96
Year 1 to 5	2.01	16.49	12.70
More than 5 years	27.70	66.30	49.64

### 23. Earnings Per Equity Share (EPS):

Amount in ₹ Lakhs except number of shares

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Profit/ (Loss) for the year	(472.41)	61.33
Weighted average number of Shares used in computing basic earnings per equity share (Number of Shares)	1,382,269,592	1,373,272,603
Add: Effect of number of equity shares on account of Share Warrants	85,797,577	17,758,667
Weighted average number of Shares used in computing diluted earnings per equity share (Number of Shares)	1,468,067,169	1,391,031,270
Basic Earnings per equity share (₹)	(0.0342)	0.0045
Diluted Earnings per equity share (₹)	(0.0342)	0.0044
Face Value per equity share (₹)	2	2

24. 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, the company has one reportable business segment i.e. "Power generation and allied activities" as per the requirements of Ind AS 108 – 'Operating Segments'.

25. There is neither any Contingent liability nor any Commitments to be reported as at 31 March 2017 (31 March 2016: ₹ Nil and 1 April 2015: ₹ Nil).

26. In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there are no delays in transfer of dues required to be credited to the Investor Education and Protection Fund as at 31 March 2017. There were no dues required to be credited to the Investor Education and Protection Fund as at 31 March 2016 and 1 April 2015.

**27. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006:**

Particulars	As at 31 March 2017	As at 31 March 2016
Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

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

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 as at 31 March 2017 (31 March 2016: ₹ Nil).
29. The disclosure as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Company by such parties is covered in the related party disclosures. (Refer Note 21).
30. The Company is covered under Section 135 of the Companies Act, 2013 and accordingly constituted a Corporate Social Responsibility Committee of the Board. While the average net profits of the company based on the immediately preceding three financial years works out to be a very meager profit, in terms of Section 198 of the Companies Act, 2013, in the financial year under review the company has suffered a loss, leaving it with no funds to spend on CSR. It may also be noted that profits of the past have got subsumed in meeting the business requirement of the company.
31. The Company considers its investment in associates as strategic and long term in nature and accordingly, in the view of the Management, there is no impairment loss that needs to be recorded for such investments.

**32. Disclosure on Specified Bank Notes (SBN)**

During the year, the Company had specified bank notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017, on the details of SBN held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Amount in ₹ Lakhs)

Particulars	SBNs	Other denomination notes	Total
Closing cash on hand as on 8 November 2016	1.25	0.00	1.25
Add:- Permitted receipts	-	0.60	0.60
Less :- Permitted payments	-	-	-
Less :- Amount deposited in banks	1.25	-	1.25
Closing cash on hand as on 30 December 2016	-	0.60	0.60

For the purpose of this clause 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November, 2016.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### 33. Effective tax reconciliation

(Amount in ₹ Lakhs)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Profit/ (Loss) before tax	(516.17)	52.47
Domestic tax rate	29.87%	30.90%
<b>Expected tax expense [A]</b>	<b>(154.18)</b>	<b>16.21</b>
Adjustment for exempt income	(0.55)	(5.99)
Deferred tax assets/ (liabilities) not recognized	154.73	(10.22)
<b>Total adjustments [B]</b>	<b>154.18</b>	<b>(16.21)</b>
<b>Actual tax expense [C=A+B]</b>	<b>-</b>	<b>-</b>
<b>Tax expense comprises:</b>		
Current tax expense	-	-
Deferred tax credit	-	-
<b>Tax expense recognized in Statement of profit and loss [D]</b>	<b>-</b>	<b>-</b>

### 34. Employees Stock Options Schemes:

#### Stock Option Schemes of RattanIndia Power Limited ("RPL") (Formerly known as Indiabulls Power Limited.):

The Company's associate company, RattanIndia Power Limited ("RPL") has formulated ESOS/ ESOP schemes for applicable/ eligible employees. The schemes so formulated are also applicable to the eligible employees of its subsidiaries and of other companies under common control with the Company. The Company has adopted the said schemes of RPL which are administered by a Compensation Committee constituted by the Board of Directors of RPL. RPL does not seek reimbursement of expenses from the Company for ESOP granted to employees of the Company.

#### Stock Option Schemes of RattanIndia Power Limited ("RPL"):

On 10 January 2008 the erstwhile Indiabulls Power Services Limited ("IPSL"), had established the IPSL ESOS Plan, under which, IPSL was authorised to issue upto 20,000,000 equity settled options at an exercise price of ₹ 10 per option to eligible employees. Employees covered by the plan were granted an option to purchase equity shares of IPSL subject to the requirements of vesting. A Compensation Committee constituted by the Board of Directors of IPSL administered the plan. All these options were outstanding as at 1 April 2008.

Pursuant to a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956, duly approved by the Hon'ble High Court of Delhi at New Delhi vide its order dated 1 September 2008, and during the year ended 31 March 2015, pursuant to the name change of the ultimate holding company to RattanIndia Power Limited, the name of the plan was changed to RattanIndia Power Limited Employees' Stock Option Plan 2008 ("RPL ESOP 2008"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

During the financial year ended 31 March 2010, RattanIndia Power Limited had established the "Indiabulls Power Limited Employees' Stock Option Scheme 2009" ("IPL ESOS 2009") under which, IPSL was authorised to issue equity settled options at an exercise price of ₹ 14 per option to eligible employees. During the year ended 31 March 2015, the name of the ESOS scheme IPL ESOS 2009 was changed to RattanIndia Power Limited Employees' Stock Option Scheme 2009 ("RPL ESOS 2009"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

During the Financial Year ended 31 March 2012, RattanIndia Power Limited has established the "Indiabulls Power Limited Employee Stock Option Scheme -2011" ("IPL ESOS -2011") under which, IPSL was authorised to issue equity settled options at an exercise price of ₹ 12 per option to eligible employees. During the year ended 31 March 2015, the name of the ESOS scheme IPL ESOS 2011 was changed to RattanIndia Power Limited Employees' Stock Option Scheme 2011 ("RPL ESOS 2011"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

### 35. Financial risk management

#### (i) Financial instruments by category

All Financial Instruments i.e. Cash & Cash Equivalent, Loans and Other Financial Liabilities are measured at amortised cost.

## (ii) Risk Management

The Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk and liquidity risk. The most significant financial risks to which the Company is exposed are described below:

### Credit risk

Credit risk is the risk that a counter party fails to discharge an obligation to the Company. Credit risk arises from cash and cash equivalents. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at 31 March, as summarised below:

(Amount in ₹ Lakhs)

Particulars	31 March 2017	31 March 2016	1 April 2015
Cash and cash equivalents	27.74	180.49	5,958.15
Loans	0.51	0.17	57.99

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Company's management considers that all of the above financial assets are not impaired and/ or past due for each of the above assets reporting dates under review are of good credit quality

### Liquidity Risk

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Amount in ₹ Lakhs)

31 March 2017	Less than 1 year	1-5 year	More than 5 years	Total
<b>Non-derivatives</b>				
Other financial liabilities	27.47	-	-	27.47
<b>31 March 2016</b>	<b>Less than 1 year</b>	<b>1-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivatives</b>				
Other financial liabilities	59.22	-	-	59.22
<b>01 April 2015</b>	<b>Less than 1 year</b>	<b>1-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivatives</b>				
Other financial liabilities	32.75	-	-	32.75

## 36. Capital management

The Company's capital management objective is to maintain a positive equity balance.

(Amount in ₹ Lakhs)

Particulars	31 March 2017	31 March 2016	1 April 2015
Total equity	68,005.55	68,477.89	65,236.87

Equity includes capital and all reserves of the Company that are managed as capital.

## 37. Deferred tax assets have not been recognised in respect of unabsorbed business loss amounting to ₹ 733.71 lakhs as at 31 March 2017 ; ₹ 261.74 lakhs as at 31 March 2016 ; ₹ 338.30 lakhs as at 1 April 2015.

These unabsorbed business losses will expire over a period of eight years from the end of respective reporting periods.

## 38 First time adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended 31 March 2017, the comparative information presented in these financial statements for the year ended 31 March 2016 and in the preparation of an opening Ind AS balance sheet at 1 April 2015 (the Company's date of transition). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## A Ind AS optional exemptions

### 1 Deemed cost for property, plant and equipment and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 for Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

### 2 Business combinations

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

## B Ind AS mandatory exceptions

### 1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP.

### 2 Classification and measurement of financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess elements of modified time value of money i.e. the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

Applying a requirement is impracticable when the entity cannot apply it after making every reasonable effort to do so. It is impracticable to apply the changes retrospectively if:

- a) The effects of the retrospective application or retrospective restatement are not determinable;
- b) The retrospective application or restatement requires assumptions about what management's intent would have been in that period;

The retrospective application or retrospective restatement requires significant estimates of amounts and it is impossible to distinguish objectively information about those estimates that existed at that time.

### 3 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

## C (i) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.



## 1 Reconciliation of total equity as at 31 March 2016 and 1 April 2015

(Amount in ₹ Lakhs)

	31 March 2016	1 April 2015
<b>Total equity (shareholder's funds) as per previous GAAP</b>	<b>68,477.89</b>	<b>65,236.87</b>
Adjustments:		
Financial assets and liabilities accounted for at fair value at inception, and subsequently at amortised cost	-	-
Others	-	-
<b>Total adjustments</b>	<b>-</b>	<b>-</b>
<b>Total equity as per Ind AS</b>	<b>68,477.89</b>	<b>65,236.87</b>

## 2 Reconciliation of total comprehensive income for the year ended 31 March 2016

(Amount in ₹ Lakhs)

	31 March 2016
<b>Profit after tax as per previous GAAP</b>	<b>61.55</b>
Adjustments:	
Financial assets and liabilities accounted for at fair value at inception, and subsequently at amortised cost	-
Re-measurement of post-employment benefit obligations- <b>Note-1</b>	(0.22)
Others	-
<b>Profit/ (Loss) after tax under Ind AS</b>	<b>61.33</b>
Other Comprehensive income (net of tax)	-
<b>Total comprehensive income for the year ended 31 March 2016</b>	<b>61.33</b>

## (ii) Reconciliation between previous GAAP and Ind AS for impact on balance sheet

(Amount in ₹ Lakhs)

Particulars	Previous GAAP as at 31 March 2016	Adjustments	Ind AS as at 31 March 2016	Previous GAAP as at 1 April 2015	Adjustments	Ind AS as at 1 April 2015
<b>ASSETS</b>						
<b>Non-current assets</b>						
Property, plant and equipment	5.85	-	5.85	6.15	-	6.15
Financial assets						
Investments	59,250.00	-	59,250.00	59,250.00	-	59,250.00
Deferred tax assets (net)	15.24	-	15.24	-	-	-
Non-current tax assets (net)	101.26	-	101.26	66.67	-	66.67
Other non-current assets	9,054.50	-	9,054.50	-	-	-
	<b>68,426.85</b>	<b>-</b>	<b>68,426.85</b>	<b>59,322.82</b>	<b>-</b>	<b>59,322.82</b>
<b>Current assets</b>						
Financial assets						
Cash and cash equivalents	180.49	-	180.49	5,958.15	-	5,958.15
Loans	0.17	-	0.17	57.99	-	57.99
Other current assets	25.68	-	25.68	0.19	-	0.19
	<b>206.34</b>	<b>-</b>	<b>206.34</b>	<b>6,016.33</b>	<b>-</b>	<b>6,016.33</b>
	<b>68,633.19</b>	<b>-</b>	<b>68,633.19</b>	<b>65,339.15</b>	<b>-</b>	<b>65,339.15</b>



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

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

(Amount in ₹ Lakhs)

Particulars	Previous GAAP as at 31 March 2016	Adjustments	Ind AS as at 31 March 2016	Previous GAAP as at 1 April 2015	Adjustments	Ind AS as at 1 April 2015
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
Equity share capital	27,645.39	-	27,645.39	26,529.16	-	26,529.16
Other equity	40,832.50	-	40,832.50	38,707.71	-	38,707.71
	<b>68,477.89</b>	-	<b>68,477.89</b>	<b>65,236.87</b>	-	<b>65,236.87</b>
<b>Non-current liabilities</b>						
Provisions	82.79	-	82.79	62.33	-	62.33
	<b>82.79</b>	-	<b>82.79</b>	<b>62.33</b>	-	<b>62.33</b>
<b>Current liabilities</b>						
Financial Liabilities						
Other financial liabilities	59.22	-	59.22	32.75	-	32.75
Other current liabilities	11.29	-	11.29	5.24	-	5.24
Provisions	2.00	-	2.00	1.96	-	1.96
	<b>72.51</b>	-	<b>72.51</b>	<b>39.95</b>	-	<b>39.95</b>
	<b>68,633.19</b>	-	<b>68,633.19</b>	<b>65,339.15</b>	-	<b>65,339.15</b>

## (iii) Reconciliation between previous GAAP and Ind AS for impact on Statement of profit and loss

(Amount in ₹ Lakhs)

Particulars	Previous GAAP For the year 31 March 2016	Adjustments	Ind AS For the year 31 March 2016
<b>Revenue</b>			
Other income	680.28	-	680.28
	<b>680.28</b>	-	<b>680.28</b>
<b>Expenses</b>			
Employee benefits expense - Note-1	501.16	0.22	501.38
Finance costs	0.03	-	0.03
Depreciation and amortisation expense	0.30	-	0.30
Other expenses	126.10	-	126.10
	<b>627.59</b>	<b>0.22</b>	<b>627.81</b>
<b>Profit/ (Loss) before tax</b>	<b>52.69</b>	<b>(0.22)</b>	<b>52.47</b>
<b>Tax expense</b>			
Current Tax	(8.86)	-	(8.86)
<b>Net profit/ (Loss) for the year</b>	<b>61.55</b>	<b>(0.22)</b>	<b>61.33</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations	-	-	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>Other Comprehensive Income for the year</b>	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>61.55</b>	<b>(0.22)</b>	<b>61.33</b>

## Note – 1

### Re-measurements of post-employment benefit obligations

Under Ind AS, re-measurements i.e. actuarial gains and losses, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year.

As per our report of even date attached.

**For Sharma Goel & Co. LLP**      **For and on behalf of the Board of Directors**

Chartered Accountants

FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

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

### **Report on the Consolidated Ind AS financial statements**

We have audited the accompanying Consolidated Ind AS financial statements of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ('the Company') and its associates (collectively referred to as 'Group') which comprise the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the consolidated Ind AS financial statement').

### **Management's Responsibility for the Consolidated Ind AS financial statements**

The Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in term of requirement of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the company, as aforesaid.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 including the Ind AS, of the Consolidated financial position of the Group, as at March 31, 2017 and its Consolidated financial performance including other comprehensive income, its Consolidated cash flows and the Consolidated changes in equity for the year then ended.

### **Other Matters**

The consolidated Ind AS financial statements include the share of net loss of Rs.27,266.35 Lakhs for the year ended March 31, 2017, as considered in the consolidated Ind AS financial statements, in respect of associate, whose financial statement/ financial

# Independent Auditors' Report *(contd.)*

information have not been audited by us. These financial statements/ financial information have been audited by other auditor whose report have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures include in respect of these associates is based solely on the report of the other auditor.

## Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
  - b) in our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
  - c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Statement of Cash Flows and the Consolidated statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of Consolidated Ind AS financial statements;
  - d) in our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued thereunder;
  - e) on the basis of the written representations received from the directors of the company as on March 31, 2017 taken on record by the Board of Directors of the company and the report of the statutory auditor of the associate company incorporated in India, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) with respect to adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such control, refer to our separate report in 'Annexure A'; and
  - g) with respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
    - iv. The Company has provided requisite disclosures in its consolidated Ind AS financial statement as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note 32 to the consolidated Ind AS financial statement.

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

**Amar Mittal**  
Partner

Membership No.: 017755

Place: New Delhi  
Date: May 22, 2017

# Annexure A to the Independent Auditors' Report

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

We have audited the internal financial controls over financial reporting of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) ('the Company') as of March 31, 2017 in conjunction with our audit of the consolidated Ind AS financial statements of the group for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

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

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

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

### Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company and its associate company, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

Place: New Delhi  
Date: May 22, 2017

# Consolidated Balance Sheet

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) as at 31 March 2017

Particulars	Note	(Amount in ₹ Lakhs)		
		As at 31 March 2017	As at 31 March 2016	As at 1 April 2015
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	5.63	5.85	6.15
Financial assets				
Investments	5	213,292.82	240,541.67	258,182.60
Deferred tax assets (net)	6	20.32	15.24	-
Non-current tax assets (net)	7	55.87	101.26	66.67
Other non-current assets	8	8,705.00	9,054.50	-
		<b>222,079.64</b>	<b>249,718.52</b>	<b>258,255.42</b>
<b>Current assets</b>				
Financial assets				
Cash and cash equivalents	9	27.74	180.49	5,958.15
Loans	10	0.51	0.17	57.99
Other current assets	8	3.03	25.68	0.19
		<b>31.28</b>	<b>206.34</b>	<b>6,016.33</b>
<b>TOTAL ASSETS</b>		<b>222,110.92</b>	<b>249,924.86</b>	<b>264,271.75</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	11	27,645.39	27,645.39	26,529.16
Other equity	12	194,402.98	222,124.17	237,640.31
		<b>222,048.37</b>	<b>249,769.56</b>	<b>264,169.47</b>
<b>Non-current liabilities</b>				
Provisions	13A	29.71	82.79	62.33
		<b>29.71</b>	<b>82.79</b>	<b>62.33</b>
<b>Current liabilities</b>				
Financial Liabilities				
Other financial liabilities	14	27.47	59.22	32.75
Other current liabilities	15	4.72	11.29	5.24
Provisions	13B	0.65	2.00	1.96
		<b>32.84</b>	<b>72.51</b>	<b>39.95</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>222,110.92</b>	<b>249,924.86</b>	<b>264,271.75</b>
<b>Summary of significant accounting policies</b>	3			
The accompanying notes are integral part of the financial statements.	1-39			

This is the balance sheet referred to in our report of even date.

**For Sharma Goel & Co. LLP**

Chartered Accountants

FRN : 000643N

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

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

# Consolidated Statement of Profit & Loss

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

		(Amount in ₹ Lakhs)	
Particulars	Note	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>Revenue</b>			
Other income	16	21.97	680.28
		<b>21.97</b>	<b>680.28</b>
<b>Expenses</b>			
Employee benefits expense	17	480.97	501.38
Finance costs	18	-	0.03
Depreciation and amortisation expense	19	0.22	0.30
Other expenses	20	56.95	126.10
		<b>538.14</b>	<b>627.81</b>
<b>Profit/ (Loss) before share of profit/ (loss) in associate</b>		<b>(516.17)</b>	<b>52.47</b>
Share of Profit/ (Loss) in Associate		(27,266.35)	(16,187.40)
<b>Profit/ (Loss) before tax</b>		<b>(27,782.52)</b>	<b>(16,134.93)</b>
<b>Tax expense</b>			
Current Tax		(5.08)	(8.86)
<b>Profit/ (Loss) for the year</b>		<b>(27,777.44)</b>	<b>(16,126.07)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations		38.68	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for the year</b>		<b>38.68</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(27,738.76)</b>	<b>(16,126.07)</b>
<b>Earnings per equity share (Face Value ₹2)</b>	23		
Basic (₹)		(2.0068)	(1.1743)
Diluted (₹)		(2.0068)	(1.1743)
<b>Summary of significant accounting policies</b>	3		
The accompanying notes are integral part of the financial statements.	1-39		

This is the statement of profit and loss referred to in our report of even date

**For Sharma Goel & Co. LLP**

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

Chartered Accountants

FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

# Consolidated Statement of Changes in Equity

of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

Equity Share Capital		(Amount in ₹ Lakhs)				
Particulars	Balance as at 1 April 2015	Movement during the year	Balance as at 31 March 2016	Movement during the year	Balance as at 31 March 2017	
Equity Share Capital	26,529.16	1,116.23	27,645.39	-	27,645.39	
Other Equity		(Amount in ₹ Lakhs)				
Particulars	Reserves and Surplus					Total
	Capital Reserve	Securities Premium Reserve	Money received against share warrants	Employee's stock options outstanding	Retained Earnings	
Balance as at 1 April 2015	203,124.19	2,626.60	1,455.14	-	30,434.38	237,640.31
Profit/ (loss) for the year	-	-	-	-	(16,126.07)	(16,126.07)
Other comprehensive income	-	-	-	-	-	-
Adjustment on account of consolidation of associate	-	-	-	-	(1,453.53)	(1,453.53)
Employee's stock options adjustment	-	-	-	0.22	-	0.22
Movement during the year	1,008.64	669.74	384.86	-	-	2,063.24
Balance as at 31 March 2016	204,132.83	3,296.34	1,840.00	0.22	12,854.78	222,124.17
Profit/ (loss) for the year	-	-	-	-	(27,777.44)	(27,777.44)
Other comprehensive income	-	-	-	-	38.68	38.68
Adjustment on account of consolidation of associate	-	-	-	-	17.50	17.50
Employee's stock options adjustment	-	-	-	0.07	-	0.07
Movement during the year	-	-	-	-	-	-
Balance as at 31 March 2017	204,132.83	3,296.34	1,840.00	0.29	(14,866.48)	194,402.98

The accompanying notes are integral part of the financial statements (refer note 1-39).

This is the statement of changes in equity referred to in our report of even date.

**For Sharma Goel & Co. LLP** For and on behalf of the Board of Directors

Chartered Accountants  
FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

Place: New Delhi

Date : 22 May 2017

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

# Consolidated Cash Flow Statement

**RattanIndia**

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

Particulars	(Amount in ₹ Lakhs)	
	For the year ended 31 March 2017	For the year ended 31 March 2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/ (Loss) before tax	(516.17)	52.47
Adjustment for:		
Provision for employee benefits and others	7.28	37.66
Interest Income on Intercompany Deposit	-	(653.21)
Dividends on Units of Mutual Fund - Non Trade	(1.84)	(19.38)
Interest on FDR	-	(3.45)
Ind AS adjustment for ESOPs	0.07	0.22
Depreciation/ Amortisation Expenses	0.22	0.30
<b>Operating Loss before Working Capital Changes</b>	<b>(510.44)</b>	<b>(585.39)</b>
Movement in Working Capital:		
Movement in other current assets	22.65	32.33
Movement in other non current assets	349.50	(9,054.50)
Movement in current financial assets	(0.34)	-
Movement in other financial liabilities	(31.75)	26.47
Movement in other current liabilities	(6.57)	6.05
Movement in employee benefit liabilities	(23.03)	(17.16)
<b>Cash flow used in operating activities post working capital changes</b>	<b>(199.98)</b>	<b>(9,592.20)</b>
Income tax refund/ (paid) (net)	45.39	(40.98)
<b>Net Cash Used in Operating Activities</b>	<b>(154.59)</b>	<b>(9,633.18)</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Dividends on Units of Mutual Fund - Non Trade	1.84	19.38
Interest Received on FDR	-	3.45
Interest Received on Intercompany Deposit	-	653.21
<b>Net Cash Generated from Investing Activities</b>	<b>1.84</b>	<b>676.04</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from Issue of Share Warrant	-	3,179.48
<b>Net Cash Generated from Financing Activities</b>	<b>-</b>	<b>3,179.48</b>
<b>D Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(152.75)</b>	<b>(5,777.66)</b>
<b>E Cash and Cash Equivalents at the beginning of the year</b>	<b>180.49</b>	<b>5,958.15</b>
<b>F Cash and Cash Equivalents at the end of the year (D+E) (refer note 9)</b>	<b>27.74</b>	<b>180.49</b>

The accompanying notes are integral part of the financial statements (refer note 1-39).

This is the cash flow statement referred to in our report of even date.

**For Sharma Goel & Co. LLP**

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

Chartered Accountants

FRN : 000643N

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017



# Notes forming part of the Consolidated Financial Statements

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## 1. Corporate Information

### Nature of Operations

RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) ("the Company") was incorporated on 09 November 2010 with an authorized share capital of ₹ 50 lakhs divided into 5 lakhs equity shares of face value of ₹ 10 each. During the financial year 2011-12, the face value of equity share was reduced to ₹ 2 per share. Pursuant to that, the authorized capital was increased by ₹ 29,950 lakhs and ₹ 500 lakhs during the financial year 2011-12 and 2013-14 respectively. It was further increased by ₹ 4,500 lakhs during the financial year 2015-16 resulting in total authorized capital of ₹ 35,000 lakhs. The Company's objects enable it to carry on the business of generating, developing, transmitting, distributing, trading and supplying all forms of the electrical power energy and to establish commission, set up, operate and maintain electric power generating stations and do all other related and ancillary objects.

Pursuant to and in terms of the Court approved Scheme of Arrangement under Section 391 to 394 of the Companies Act, 1956, by and among Indiabulls Real Estate Limited, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited), Indiabulls Builders Limited, RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (RPL), 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 17 October 2011 and came into effect on 25 November 2011, with effect from 01 April 2011 i.e. the Appointed Date, - (a) The Power business undertaking of Indiabulls Real Estate Limited (IBREL) which included the IBREL investment in the Company, stood demerged from IBREL and transferred to and vested in favor of RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) which had the effect of making RIL the Promoter Group/ holding company of the RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) :-

- a) Certain Assets comprising of Fixed Assets and Loans and Advances in the IBREL aggregating to ₹ 18.40 lakhs have been transferred to the Company, at their book values;
- b) The Equity Share Capital of the Company amounting to ₹ 5 lakhs was cancelled;
- c) The Investment in RPL amounting to ₹ 59,250 lakhs 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 ₹ 35,079.82 lakhs has been shown in the Capital Reserve Account;
- e) Pursuant to the Scheme on 25 November 2011, the Company has issued and allotted 11,885.87 lakhs Fully Paid up Equity Shares and 843.70 lakhs 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. 08 December 2011, in the ratio of 2.95:1.

Pursuant to the Scheme, the Authorized Share Capital of the Company has been reorganized to ₹ 30,000 lakhs divided into 15,000 lakhs Equity Shares Face Value of ₹ 2 each.

In terms of the Court approved Scheme of Arrangement which came into effect on 02 June 2012 (Effective Date), Indiabulls Infrastructure Development Limited (IIDL scheme 2012) was merged with RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) (the Holding Company) as a going concern with effect from 01 April 2012, the Appointed Date under the Scheme, upon which the entire undertaking and the entire assets and liabilities of IIDL stand transferred to and vested in RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) at their book values. Pursuant to the Scheme as aforesaid, an aggregate of 4,154.07 lakhs Equity Shares of face value ₹ 10 each in RPL were issued and allotted in favor of the IIDL shareholders as on the Effective Date, thereby increasing the paid up capital of RPL to ₹ 264,273 lakhs divided into 26,427.30 lakhs Equity Shares of face value ₹ 10 each. Consequent to issuance and allotment of Equity Shares to IIDL, RattanIndia Infrastructure Limited (formerly known as Indiabulls Infrastructure and Power Limited) (RIL) ceased to be the holding company of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) w.e.f 20 June 2012.

During the financial year 2014-15 pursuant to the announcements on restructuring of the promoters' inter-se roles, there have been declassifications in respect of certain Promoters/ Promoter Group Entities/ Persons Acting in Concert with Promoters (PACs) of the Company, as was intimated by the Company to NSE and BSE (the Stock Exchanges) on 18 July 2014 and 28 October 2014 respectively.

Pursuant to an understanding arrived at between the erstwhile promoters of the Indiabulls group namely, Mr. Sameer Gehlaut, Mr. Saurabh Mittal and Mr. Rajiv Rattan, during the financial year 2014-15, Mr. Sameer Gehlaut and Mr. Saurabh Mittal relinquished the ownership rights, management and control as also the supervision of the Power Business. Accordingly Mr. Sameer Gehlaut and Mr. Saurabh Mittal transferred their direct and indirect shareholding in power group entities to Mr. Rajiv Rattan and the entities owned and promoted by him pursuant to an inter-se transfer and subsequently resigned from their directorships and chairmanship/ vice chairmanship of the Power Business respectively. Thus the ownership,

management and control of the Power Business and its supervision rights came to vest with Mr. Rajiv Rattan who also assumed the Chairmanship of the Power Business.

During the financial year 2014-15, in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, company has received fresh certificate of incorporation consequent upon change of name, from the Registrar of Companies, National Capital Territory of Delhi & Haryana, dated 03 November 2014 in respect of the said change. Accordingly, the name of the Company was changed to 'RattanIndia Infrastructure Limited'.

#### **General information and statement of compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards ("Ind AS")) Rules 2015 (by Ministry of Corporate Affairs ('MCA')). The Company has uniformly applied the accounting policies during the periods presented.

For all periods up to and including the year ended 31 March 2016, the Company has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). These financial statements for the year ended 31 March 2017 are the first which the Company has prepared in accordance with Ind AS (see note 39 for explanation for transition to Ind AS). For the purpose of comparatives, financial statements for the year ended 31 March 2016 are also prepared under Ind AS.

The financial statements for the year ended 31 March 2017 were approved by the Board of Directors on 22 May 2017.

## **2. Recent accounting pronouncements**

### *Standards issued but not yet effective*

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendment to Ind AS 7, 'Statement of cash flows'. This amendment is in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendment is applicable to the Company from 1 April 2017.

### *Amendments to Ind AS 7*

The amendments to Ind AS 7 require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including changes arising both from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement.

## **3. Summary of significant accounting policies**

### **a) Overall consideration**

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

#### **Basis of preparation**

The consolidated financial statements have been prepared on going concern basis under the historical cost basis except for the following –

- Certain financial assets and liabilities which are measured at fair value;
- Defined benefit plans – liability of which is recognised as per actuarial valuation; and
- Share based payments which are measured at fair value of the options

### **b) Principles of Consolidation**

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

- The audited consolidated financial statements of the associate company used in the consolidation are drawn upto the same reporting date as that of the Company i.e. 31 March 2017.

# Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

- Investment in Associate is dealt with in accordance with Ind AS 28 'Investments in Associates and Joint Ventures'. Effect has been given to the carrying amount of investments in associates using the 'Equity method'. The Company's share of the post-acquisition profits or losses is included in the carrying cost of investments.
- The excess of share of equity in the associate company as on the date of investment in excess of cost of investments of the Group, is recognized as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements.
- Following Associate Company has been considered in the preparation of the consolidated financial statements:

Name of the Company	Country of Incorporation	% of Holding As at 31 March 2017
<b>Investment in Associate:</b>		
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	India	40.13%

## c) Revenue recognition

Revenue arises from the supply of power. Revenue is recognised when it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received/ receivable net of rebates and taxes. The Company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as set out below.

### *Service Income*

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

### *Interest Income*

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

### *Dividend Income*

Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

## d) Borrowing costs

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

## e) Property, plant and equipment

### *Recognition and initial measurement*

Properties plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives prescribed in Schedule II to the Companies Act, 2013:

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

*Transition to Ind AS*

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2015 measured as per the provisions of Previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

**f) Intangible assets***Recognition and initial measurement*

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

*Subsequent measurement (amortisation)*

The cost of capitalized software is amortized over a period in the range of three to five years from the date of its acquisition.

*Transition to Ind AS*

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at 1 April 2015 measured as per the provisions of Previous GAAP and use that carrying value as the deemed cost of intangible assets.

**g) Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication based on internal/ external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

**h) Financial instruments***Initial recognition and measurement*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, unless the financial instrument is designated to be measured at fair value through profit or loss or fair value through other comprehensive income.

**Financial assets***Subsequent measurement*

**Financial assets at amortised cost** – The financial assets are measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All other debt instruments are measured at Fair Value through other comprehensive income

# Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

or Fair value through profit and loss based on Company's business model. All investments in mutual funds in scope of Ind-AS 109 are measured at fair value through profit and loss (FVTPL).

## *De-recognition of financial assets*

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

## **Financial liabilities**

### *Subsequent measurement*

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings and deposits.

### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### **i) Investments in subsidiaries, joint ventures associates**

The Company has accounted for investment in its subsidiaries and associates, joint ventures at cost in its standalone financial statements in accordance with Ind AS- 27, Separate Financial Statements.

Profit/ loss on sale of investments is recognised on the date of the transaction of sale and is computed with reference to the original cost of the investment sold.

### **j) Impairment of financial assets**

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company considers –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

### *Other financial assets*

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, life time impairment loss is provided otherwise provides for 12 month expected credit losses.

### **k) Inventories**

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

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated necessary costs to make the sale.

**l) Income taxes**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in OCI or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss in OCI or equity depending upon the treatment of underlying item.

**m) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, demand deposits with banks/ corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**n) Post-employment, long term and short term employee benefits***Defined contribution plans*

The Company makes contribution to the statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provision Act, 1952 which is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which the services are rendered.

*Defined benefit plans*

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

*Other long-term employee benefits*

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

*Short-term employee benefits*

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

# Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

## o) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- 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. However, when inflow of economic benefit is probable, related asset is disclosed.

## p) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

### *Significant management judgements*

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

**Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties under the relevant tax jurisdiction (see note 6).

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Recoverability of advances/ receivables** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Provisions** – At each balance sheet date on the basis of the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions. However the actual future outcome may be different from this judgement.



*Significant estimates*

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be different.

**Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Useful lives of depreciable/ amortisable assets**

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.



## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### 4. Property, plant and equipment

(Amount in ₹ Lakhs)

Description	Gross carrying amount			Accumulated depreciation			Net carrying amount	
	As at 1 April 2016	Additions	Disposals/ Adjustments	As at 31 March 2017	As at 1 April 2016	For the Year	As at 31 March 2017	As at 31 March 2016
Land (Including cost of Development)								
-Freehold land	4.77	-	-	4.77	-	-	4.77	4.77
Furniture and Fixtures	1.86	-	-	1.86	0.78	0.22	0.86	1.08
Office Equipment	0.21	-	-	0.21	0.21	-	-	-
Computers	2.65	-	-	2.65	2.65	-	-	-
<b>Total</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>3.64</b>	<b>0.22</b>	<b>5.63</b>	<b>5.85</b>

(Amount in ₹ Lakhs)

Description	Gross carrying amount			Accumulated depreciation			Net carrying amount	
	As at 1 April 2015	Additions	Disposals/ Adjustments	As at 31 March 2016	As at 1 April 2015	For the Year	As at 31 March 2016	As at 1 April 2015*
Land (Including cost of Development)								
-Freehold land	4.77	-	-	4.77	-	-	4.77	4.77
Furniture and Fixtures	1.86	-	-	1.86	0.57	0.21	1.08	1.29
Office Equipment	0.21	-	-	0.21	0.12	0.09	-	0.09
Computers	2.65	-	-	2.65	2.65	-	-	-
<b>Total</b>	<b>9.49</b>	<b>-</b>	<b>-</b>	<b>9.49</b>	<b>3.34</b>	<b>0.30</b>	<b>5.85</b>	<b>6.15</b>

\* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

		(Amount in ₹ in Lakhs)			
5. Non-current investments	31 March 2017		31 March 2016		1 April 2015
	No. of shares	Amount	No. of shares	Amount	No. of shares Amount
<b>Investments in equity instruments</b>					
<b>Associates</b>					
<b>Quoted, In fully paid equity instruments of Associate Companies (At Cost)</b>					
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	1,185,000,000	213,292.82	1,185,000,000	240,541.67	1,185,000,000 258,182.60
<b>Total non-current investments</b>		<b>213,292.82</b>		<b>240,541.67</b>	<b>258,182.60</b>
Aggregate amount of quoted investments and market value thereof		96,577.50		117,907.50	106,057.50
Aggregate amount of quoted investments		213,292.82		240,541.67	258,182.60
Aggregate amount of impairment in the value of investments		-		-	-

1,185,000,000 (31 March 2016: 1,185,000,000 and 1 April 2015: 1,185,000,000) equity shares of RattanIndia Power Limited (formerly known as Indiabulls Power Limited.) are pledged in favour of the Project Lenders of RattanIndia Power Limited.

		(Amount in ₹ in Lakhs)		
6. Deferred tax assets (net)	31 March 2017	31 March 2016	1 April 2015	
<b>Non-current</b>				
<b>Tax effect of items constituting deferred tax assets</b>				
Tax credit (minimum alternative tax)	20.32	15.24	-	
	<b>20.32</b>	<b>15.24</b>	<b>-</b>	

		(Amount in ₹ in Lakhs)			
<b>Movement in deferred tax assets</b>		As at 1 April 2016	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2017
<b>Tax effect of items constituting deferred tax assets</b>					
Tax credit (minimum alternative tax)		15.24	5.08	-	20.32
<b>Deferred tax assets (net)</b>		<b>15.24</b>	<b>5.08</b>	<b>-</b>	<b>20.32</b>

		(Amount in ₹ in Lakhs)			
<b>Movement in deferred tax assets</b>		As at 1 April 2015	Recognized in profit or loss	Recognized in other comprehensive income	As at 31 March 2016
<b>Tax effect of items constituting deferred tax assets</b>					
Tax credit (minimum alternative tax)		-	15.24	-	15.24
<b>Deferred tax assets (net)</b>		<b>-</b>	<b>15.24</b>	<b>-</b>	<b>15.24</b>

		(Amount in ₹ Lakhs)		
7. Non current tax assets (net)	31 March 2017	31 March 2016	1 April 2015	
Advance income tax (net of provision)	55.87	101.26	66.67	
	<b>55.87</b>	<b>101.26</b>	<b>66.67</b>	

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

(Amount in ₹ Lakhs)						
8. Other assets (Unsecured, considered good)	31 March 2017	31 March 2016	1 April 2015	31 March 2017	31 March 2016	1 April 2015
		<b>Non-current</b>			<b>Current</b>	
Capital advances	8,705.00	9,054.50	-	-	-	-
Other advances	-	-	-	2.25	25.25	0.19
Prepaid expenses	-	-	-	0.78	0.43	-
	<b>8,705.00</b>	<b>9,054.50</b>	-	<b>3.03</b>	<b>25.68</b>	<b>0.19</b>

(Amount in ₹ Lakhs)			
9. Cash and cash equivalents	31 March 2017	31 March 2016	1 April 2015
Cash on hand	0.59	36.56	37.06
Balances with banks			
Current accounts	27.15	143.93	2,920.57
Deposits with original maturity of less than 3 months	-	-	3,000.52
	<b>27.74</b>	<b>180.49</b>	<b>5,958.15</b>

(Amount in ₹ Lakhs)			
10. Loans (Unsecured, considered good)	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
Loans to			
Related parties	-	-	57.37
Employees	0.51	0.17	0.62
	<b>0.51</b>	<b>0.17</b>	<b>57.99</b>

The carrying amount of financial assets is a reasonable approximation of their fair values.

(Amount in ₹ Lakhs)

11. Equity share capital	31 March 2017	31 March 2016	1 April 2015
<b>Authorised capital</b>			
1,750,000,000 (31 March 2016: 1,750,000,000 and 1 April 2015: 1,525,000,000) equity shares of ₹ 2 each	35,000.00	35,000.00	30,500.00
	35,000.00	35,000.00	30,500.00
<b>Issued, subscribed and fully paid up capital</b>			
1,382,269,592 (31 March 2016: 1,382,269,592 and 1 April 2015: 1,326,457,760) equity shares of ₹ 2 each fully paid up	27,645.39	27,645.39	26,529.16
	27,645.39	27,645.39	26,529.16

## a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.

	31 March 2017		31 March 2016	
	No of shares	Amount in ₹ Lakhs	No of shares	Amount in ₹ Lakhs
Equity shares at the beginning of the year	1,382,269,592	27,645.39	1,326,457,760	26,529.16
Add : Issued during the year	-	-	55,811,832	1,116.23
<b>Equity shares at the end of the year</b>	<b>1,382,269,592</b>	<b>27,645.39</b>	<b>1,382,269,592</b>	<b>27,645.39</b>

## b) Rights/ restrictions 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) Details of shareholders holding more than 5% shares in the Company

	As on 31 March 2017		As on 31 March 2016		As on 1 April 2015	
	No of shares	% holding	No of shares	% holding	No of shares	% holding
<b>Equity shares of ₹ 2 each fully paid up</b>						
Laurel Energetics Private Limited	543,338,386	39.31%	543,338,386	39.31%	473,572,489	35.70%
Arbutus Consultancy LLP	233,605,412	16.90%	210,259,913	15.21%	-	-
Yantra Energetics Private Limited	104,765,484	7.58%	104,765,484	7.58%	82,180,147	6.20%
Rajasthan Global Securities Private Limited	45,621,950	3.30%	84,729,262	6.13%	-	-
Indiabulls Employee's Welfare Trust	-	-	-	-	80,615,775	6.08%

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

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

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

	(Amount in ₹ Lakhs)		
12. Other Equity	31 March 2017	31 March 2016	1 April 2015
<b>Capital reserve</b>			
Opening balance	204,132.83	203,124.19	35,079.82
Add: Addition during the year*	-	1,008.64	-
Add: Adjustment on account of consolidation of associate	-	-	168,044.37
<b>Closing balance</b>	<b>204,132.83</b>	<b>204,132.83</b>	<b>203,124.19</b>
<b>Securities premium account</b>			
Opening balance	3,296.34	2,626.60	1,984.59
Add: Addition during the year	-	669.74	642.01
<b>Closing balance</b>	<b>3,296.34</b>	<b>3,296.34</b>	<b>2,626.60</b>
<b>Money received against share warrants **</b>			
Opening balance	1,840.00	1,455.14	1,883.14
Add: Money received during the year	-	3,179.48	1,284.03
Less: Allotment made during the year	-	(1,785.98)	(1,712.03)
Less: Money forfeited and transferred to Capital Reserve	-	(1,008.64)	-
<b>Closing balance</b>	<b>1,840.00</b>	<b>1,840.00</b>	<b>1,455.14</b>
<b>Employee's stock options outstanding</b>			
Opening balance	0.22	-	-
Add: Employee's stock options adjustment	0.07	0.22	-
<b>Closing balance</b>	<b>0.29</b>	<b>0.22</b>	-
<b>Retained earnings</b>			
Opening balance	12,854.78	30,434.38	30,376.86
Add : Net profit/ (loss) for the year	(27,777.44)	(16,126.07)	59.62
Items of other comprehensive income recognised directly in retained earnings			
- Re-measurements of post-employment benefit obligation, net of tax	38.68	-	-
Adjustment on account of consolidation of associate	17.50	(1,453.53)	-
Less : Depreciation on transition to Schedule II of the Companies Act, 2013	-	-	(2.10)
<b>Closing balance</b>	<b>(14,866.48)</b>	<b>12,854.78</b>	<b>30,434.38</b>
	<b>194,402.98</b>	<b>222,124.17</b>	<b>237,640.31</b>

\* During the financial year 2015-16, an aggregate of 1,260.80 lakhs warrants held by certain non-promoter entities in the Company stood lapsed, as the holders thereof did not exercise the warrants. Consequently, an amount of ₹ 1,008.64 lakhs representing the upfront money paid on these warrants was forfeited and appropriated towards the Capital Reserve of the Company.

\*\* During the financial year 2015-16, the company has allotted 558.12 lakhs shares to warrant holders against share warrants held by them, upon receipt of balance 75% amounting ₹ 1,339.48 lakhs.

During the financial year 2015-16, the company, upon receipt of shareholders approval on 3 December 2015, issued and allotted 3,200 lakhs warrants to Yantra Energetics Private Limited, a promoter group entity. These warrants are convertible into an equivalent number of Equity shares of face value ₹ 2/- each at a conversion price of ₹ 2.30/- per Equity share. Twenty Five Percent (25%) of conversion amount i.e. ₹ 1,840 lakhs has been received upfront by the Company from the said allottee. Warrants will be converted into equity shares upon receipt of balance conversion amount, within a period of eighteen months from the date of allotment of warrants.

### Nature and purpose of other reserves

#### Capital reserve

Capital reserve which is created out of the capital profit. It is created out of the profit earned from some specific transactions of capital nature. Capital reserve is not available for the distribution to the shareholders.

**Securities premium reserve**

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act.

**Employee's stock options reserve**

The reserve account is used to recognise the grant date value of options issued to employees under Employee stock option plan.

(Amount in ₹ Lakhs)			
13 A. Provisions	31 March 2017	31 March 2016	1 April 2015
		<b>Non-current</b>	
<b>Provision for employee benefits (Refer Note 22)</b>			
Provision for Compensated Absences (unfunded)	6.07	22.08	19.44
Provision for Gratuity (unfunded)	23.64	60.71	42.89
	<b>29.71</b>	<b>82.79</b>	<b>62.33</b>

(Amount in ₹ Lakhs)			
13 B. Provisions	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
<b>Provision for employee benefits (Refer Note 22)</b>			
Provision for Compensated Absences (unfunded)	0.12	0.60	0.99
Provision for Gratuity (unfunded)	0.53	1.40	0.97
	<b>0.65</b>	<b>2.00</b>	<b>1.96</b>

(Amount in ₹ Lakhs)			
14. Other financial liabilities	31 March 2017	31 March 2016	1 April 2015
		<b>Current</b>	
Retention money	0.33	0.33	-
Expenses payable	16.64	48.44	21.83
Audit Fee payable	10.50	10.45	10.11
Due to employees	-	-	0.81
	<b>27.47</b>	<b>59.22</b>	<b>32.75</b>

(Amount in ₹ Lakhs)			
15. Other current liabilities	31 March 2017	31 March 2016	1 April 2015
Statutory dues	4.72	11.29	5.24
	<b>4.72</b>	<b>11.29</b>	<b>5.24</b>

The carrying amount of financial liabilities is a reasonable approximation of their fair values.

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

	(Amount in ₹ Lakhs)	
	31 March 2017	31 March 2016
<b>16. Other income</b>		
<b>Income from current investments</b>		
Dividend received	1.84	19.37
<b>Interest on</b>		
Bank deposits	-	3.45
Inter corporate deposits	-	653.21
Income Tax refund	4.46	4.25
<b>Other income</b>		
Miscellaneous income	15.67	-
	<b>21.97</b>	<b>680.28</b>

	(Amount in ₹ Lakhs)	
	31 March 2017	31 March 2016
<b>17. Employee benefit expense</b>		
Salaries and wages	471.06	463.24
Contribution to provident and other funds	2.36	0.08
Provision for gratuity/ compensated absences	7.28	37.66
Staff welfare expenses	0.27	0.40
	<b>480.97</b>	<b>501.38</b>

	(Amount in ₹ Lakhs)	
	31 March 2017	31 March 2016
<b>18. Finance costs</b>		
Interest on		
Others	-	0.03
	<b>-</b>	<b>0.03</b>

	(Amount in ₹ Lakhs)	
	31 March 2017	31 March 2016
<b>19. Depreciation and amortisation</b>		
Depreciation on		
Property, plant and equipment	0.22	0.30
	<b>0.22</b>	<b>0.30</b>

	(Amount in ₹ Lakhs)	
	31 March 2017	31 March 2016
<b>20. Other expenses</b>		
Rates and taxes	20.40	57.03
Legal and professional charges	9.27	27.50
Advertisement	1.46	4.54
Communication	1.11	1.06
Printing and stationery	5.19	5.01
Postage and telegram	2.81	4.65
Travelling and conveyance	0.09	8.39
Security expenses	4.40	3.93
Business promotion	-	1.08
Payments to statutory auditors for audit	11.50	11.45
Bank charges	0.01	0.02
Meeting Expenses	0.71	1.27
Miscellaneous expenses	-	0.17
	<b>56.95</b>	<b>126.10</b>

21. As per Ind AS-24 "Related Party Disclosure", the related parties where control exist or where significant influence exists and with whom transactions have taken place are as below:

Nature of relationshipRelated party

## I. Associate Company

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

## II. Key Management Personnel

Name	Designation
Rajiv Rattan	Whole Time Director and Chairman of the Company
Anjali Nashier	Director of the Company
Samir Taneja	Chief Financial Officer of the Company (upto 7 February 2017)
Arun Chopra	Chief Financial Officer of the Company (w.e.f. 8 February 2017)
Ram Kumar Agarwal	Company Secretary of the Company

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

(Amount in ₹ Lakhs)

Name	Relation	Year ended	Inter Corporate Deposits Given*	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	31 March 2017	-	-	30.08	-
		31 March 2016	8,731.50	653.21	36.93	-

\*Maximum Balance Outstanding at any time during the year

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

(Amount in ₹ Lakhs)

Name	Relation	As at ended	Inter Corporate Deposits Given	Interest Income on Inter- Corporate Deposits	Reimbursement of Expenses made	Reimbursement Receivable of employee benefit liability
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	Associate	31 March 2017	-	-	-	-
		31 March 2016	-	-	-	-
		1 April 2015	-	-	-	25.19

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

## 22. Employee Benefits

## Defined contribution:

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 ₹ 2.36 lakhs (31 March 2016: ₹ 0.08 lakhs) towards employer's contribution towards Provident Fund.



## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### Defined benefits:

Provision for unfunded Gratuity payable to eligible employees on retirement/ separation is based upon an actuarial valuation as at the year ended 31 March 2017. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The commitments are actuarially determined using the 'Projected Unit Credit Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the other comprehensive income as identified by the Management of the Company.

### Other benefits:

Provision for unfunded compensated absences payable to eligible employees on avilment/ retirement/ separation is based upon an actuarial valuation as at the year ended 31 March 2017. Major drivers in actuarial assumptions, typically, are years of service and employee compensation. The commitments are actuarially determined using the 'Projected Unit Credit Method' as at the year end. Gains/ losses on changes in actuarial assumptions are accounted for in the Statement of Profit and Loss 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 31 March 2017:

(Amount in ₹ Lakhs)

Particulars	Gratuity		Compensated Absences	
	(Unfunded)		(Unfunded)	
	31 March 2017	31 March 2016	31 March 2017	31 March 2016
<b>Liability recognised in the Balance sheet:</b>				
Present value of obligation as at the beginning of the year	62.11	43.86	22.68	20.43
Current service cost	2.31	8.45	0.68	3.71
Interest cost	4.97	3.29	1.81	1.50
Benefits Paid	(6.54)	(11.46)	(0.82)	(5.70)
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Present Value of obligation at the end of the year (as per Actuarial valuation)</b>	<b>24.17</b>	<b>62.11</b>	<b>6.19</b>	<b>22.68</b>
<b>Expenses during the year</b>				
Current service cost	2.31	8.45	0.68	3.71
Interest Cost	4.97	3.29	1.81	1.50
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Component of defined benefit cost charged to statement of profit and loss</b>	<b>31.40</b>	<b>29.71</b>	<b>(15.67)</b>	<b>7.95</b>
<b>Re-measurement of post-employment benefit obligations:</b>				
Actuarial (gains)/ losses	(38.68)	17.97	(18.16)	2.74
<b>Component of defined benefit cost recognised in other comprehensive income</b>	<b>(38.68)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Actuarial (gains)/ losses on obligation</b>				
Actuarial (gain)/ loss on arising from change in demographic assumptions	-	-	-	-
Actuarial (gain)/ loss on arising from change in financial assumptions	1.03	(1.45)	0.28	(0.52)
Actuarial (gain)/ loss on arising from change in experience adjustments	39.71	21.50	(18.43)	4.49

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	31 March 2017	31 March 2016
	Discount rate	7.61%	8.00%
	Expected return on plan assets	-	-
	Expected rate of salary increase	5.00%	5.00%

(b)	Demographic Assumptions	31 March 2017	31 March 2016
	Retirement Age	60 Years	60 Years
	Mortality Table	IALM (2006-08)	IALM (2006-08)
	Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
	- Upto 30 Years	3.00	3.00
	- From 31 to 44 Years	2.00	2.00
	- Above 44 Years	1.00	1.00

The employer's best estimate of contributions expected to be paid during the annual period beginning after the Balance Sheet date, towards Gratuity and Compensated Absences is ₹ 4.28 lakhs (31 March 2016: ₹ 12.30 lakhs) and ₹ 1.29 lakhs (31 March 2016: ₹ 4.08 lakhs) respectively.

(a) Sensitivity analysis of defined benefit obligation

(Amount in ₹ Lakhs)

		31 March 2017	31 March 2016
a)	Impact of the change in discount rate		
	i) Impact due to increase of 0.50% (31 March 2016: 0.50%)	(1.66)	(3.75)
	ii) Impact due to decrease of 0.50% (31 March 2016: 0.50%)	1.79	4.00
b)	Impact of the change in salary increase		
	i) Impact due to increase of 0.50% (31 March 2016: 0.50%)	1.09	4.09
	ii) Impact due to decrease of 0.50% (31 March 2016: 0.50%)	(0.97)	(3.87)

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(b) Maturity profile of defined benefit obligation

(Amount in ₹ Lakhs)

	31 March 2017	31 March 2016	1 April 2015
Less than 1 year	0.65	2.00	1.96
Year 1 to 5	2.01	16.49	12.70
More than 5 years	27.70	66.30	49.64

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### 23. Earnings Per Equity Share (EPS):

Amount in ₹ Lakhs except number of shares

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Profit/ (Loss) for the year	(27,738.76)	(16,126.07)
Weighted average number of Shares used in computing basic earnings per equity share (Number of Shares)	1,382,269,592	1,373,272,603
Add: Effect of number of equity shares on account of Share Warrants	85,797,577	17,758,667
Weighted average number of Shares used in computing diluted earnings per equity share (Number of Shares)	1,468,067,169	1,391,031,270
Basic Earnings per equity share (₹)	(2.0068)	(1.1743)
Diluted Earnings per equity share (₹)	(2.0068)	(1.1743)
Face Value per equity share (₹)	2	2

24. 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, the company has one reportable business segment i.e. "Power generation and allied activities" as per the requirements of Ind AS 108 – 'Operating Segments'.

25. There is neither any Contingent liability nor any Commitments to be reported as at 31 March 2017 (31 March 2016: ₹ Nil and 1 April 2015: ₹ Nil).

26. In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there are no delays in transfer of dues required to be credited to the Investor Education and Protection Fund as at 31 March 2017. There were no dues required to be credited to the Investor Education and Protection Fund as at 31 March 2016 and 1 April 2015.

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

Particulars	As at 31 March 2017	As at 31 March 2016
Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
the amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

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

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 as at 31 March 2017 (31 March 2016: ₹ Nil).

29. The disclosure as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Loans and advances in the nature of loans given to subsidiaries, associates and others and investments in shares of the Company by such parties is covered in the related party disclosures. (Refer Note 21).

30. The Company is covered under Section 135 of the Companies Act, 2013 and accordingly constituted a Corporate Social Responsibility Committee of the Board. While the average net profits of the company based on the immediately preceding three financial years works out to be a very meager profit, in terms of Section 198 of the Companies Act, 2013, in the Financial year under review the company has suffered a loss, leaving it with no funds to spend on CSR. It may also be noted that profits of the past have got subsumed in meeting the business requirement of the company.
31. The Company considers its investment in associates as strategic and long term in nature and accordingly, in the view of the Management, there is no impairment loss that needs to be recorded for such investments.
32. **Disclosure on Specified Bank Notes (SBN)**

During the year, the Company had specified bank notes (SBNs) and other denomination notes as defined in the MCA notification G.S.R. 308(E) dated 31 March 2017, on the details of SBN held and transacted during the period from 8 November 2016 to 30 December 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Amount in ₹ Lakhs)

Particulars	SBNs	Other denomination notes	Total
Closing cash on hand as on 8 November 2016	1.25	0.00	1.25
Add:- Permitted receipts	-	0.60	0.60
Less :- Permitted payments	-	-	-
Less :- Amount deposited in banks	1.25	-	1.25
Closing cash on hand as on 30 December 2016	-	0.60	0.60

For the purpose of this clause 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

33. **Effective tax reconciliation**

(Amount in ₹ Lakhs)

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Profit/ (Loss) before tax	(27,782.52)	(16,134.93)
Domestic tax rate	29.87%	30.90%
<b>Expected tax expense [A]</b>	(8,298.64)	(4,985.69)
Adjustment for exempt income	(0.55)	(5.99)
Deferred tax assets not recognized	8,299.19	4,991.68
<b>Total adjustments [B]</b>	8,298.64	4,985.69
<b>Actual tax expense [C=A+B]</b>	-	-
Tax expense comprises:		
Current tax expense	-	-
Deferred tax credit	-	-
<b>Tax expense recognized in Statement of profit and loss [D]</b>	-	-

34. **Employees Stock Options Schemes:**

**Stock Option Schemes of RattanIndia Power Limited ("RPL") (Formerly known as Indiabulls Power Limited.):**

The Company's associate company, RattanIndia Power Limited ("RPL") has formulated ESOS/ ESOP schemes for applicable/ eligible employees. The schemes so formulated are also applicable to the eligible employees of its subsidiaries and of other companies under common control with the Company. The Company has adopted the said schemes of RPL which are administered by a Compensation Committee constituted by the Board of Directors of RPL. RPL does not seek reimbursement of expenses from the Company for ESOP granted to employees of the Company.

**Stock Option Schemes of RattanIndia Power Limited ("RPL"):**

On 10 January 2008 the erstwhile Indiabulls Power Services Limited ("IPSL"), had established the IPSL ESOS Plan, under which, IPSL was authorised to issue upto 20,000,000 equity settled options at an exercise price of ₹ 10 per option to eligible employees. Employees covered by the plan were granted an option to purchase equity shares of IPSL subject to the requirements of vesting. A Compensation Committee constituted by the Board of Directors of IPSL administered the plan. All these options were outstanding as at 1 April 2008.

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

Pursuant to a Scheme of Amalgamation under Sections 391 to 394 of the Companies Act, 1956, duly approved by the Hon'ble High Court of Delhi at New Delhi vide its order dated 1 September 2008, and during the year ended 31 March 2015, pursuant to the name change of the ultimate holding company to RattanIndia Power Limited, the name of the plan was changed to RattanIndia Power Limited Employees' Stock Option Plan 2008 ("RPL ESOP 2008"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

During the financial year ended 31 March 2010, RattanIndia Power Limited had established the "Indiabulls Power Limited Employees' Stock Option Scheme 2009" ("IPL ESOS 2009") under which, IPL was authorised to issue equity settled options at an exercise price of ₹ 14 per option to eligible employees. During the year ended 31 March 2015, the name of the ESOS scheme IPL ESOS 2009 was changed to RattanIndia Power Limited Employees' Stock Option Scheme 2009 ("RPL ESOS 2009"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

During the Financial Year ended 31 March 2012, RattanIndia Power Limited has established the "Indiabulls Power Limited Employee Stock Option Scheme -2011" ("IPL ESOS -2011") under which, IPL was authorised to issue equity settled options at an exercise price of ₹ 12 per option to eligible employees. During the year ended 31 March 2015, the name of the ESOS scheme IPL ESOS 2011 was changed to RattanIndia Power Limited Employees' Stock Option Scheme 2011 ("RPL ESOS 2011"). These options vest uniformly over a period of 10 years commencing one year after the date of grant.

### 35. Financial risk management

#### (i) Financial instruments by category

All Financial Instruments i.e. Cash & Cash Equivalent, Loans and Other Financial Liabilities are measured at amortised cost.

#### (ii) Risk Management

The Company is exposed to various risks in relation to financial instruments. The main types of risks are credit risk and liquidity risk. The most significant financial risks to which the Company is exposed are described below:

##### Credit risk

Credit risk is the risk that a counter party fails to discharge an obligation to the Company. Credit risk arises from cash and cash equivalents. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at 31 March, as summarised below:

(Amount in ₹ Lakhs)

Particulars	31 March 2017	31 March 2016	1 April 2015
Cash and cash equivalents	27.74	180.49	5,958.15
Loans	0.51	0.17	57.99

The credit risk for cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Company's management considers that all of the above financial assets are not impaired and/ or past due for each of the above assets reporting dates under review are of good credit quality

##### Liquidity Risk

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(Amount in ₹ Lakhs)

31 March 2017	Less than 1 year	1-5 year	More than 5 years	Total
<b>Non-derivatives</b>				
Other financial liabilities	27.47	-	-	27.47
<b>31 March 2016</b>	<b>Less than 1 year</b>	<b>1-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivatives</b>				
Other financial liabilities	59.22	-	-	59.22
<b>1 April 2015</b>	<b>Less than 1 year</b>	<b>1-5 year</b>	<b>More than 5 years</b>	<b>Total</b>
<b>Non-derivatives</b>				
Other financial liabilities	32.75	-	-	32.75

**36. Capital management**

The Company's capital management objective is to maintain a positive equity balance.

(Amount in ₹ Lakhs)

Particulars	31 March 2017	31 March 2016	1 April 2015
Total equity	222,048.37	249,769.56	264,169.47

Equity includes capital and all reserves of the Company that are managed as capital.

- 37.** Deferred tax assets have not been recognised in respect of unabsorbed business loss amounting to ₹ 733.71 lakhs as at 31 March 2017 ; ₹ 261.74 lakhs as at 31 March 2016 ; ₹ 338.30 lakhs as at 1 April 2015.

These unabsorbed business losses will expire over a period of eight years from the end of respective reporting periods.

**38. Breakup of Investment in Associate Company is as under:**

(Amount in ₹ Lakhs)

Name of the company	Cost of Acquisition	Capital Reserve created on acquisition	Share in Profits/ (Loss) of Associates Post Acquisition	Provision for Diminution in the Value of Investments	Carrying Cost of Investments
RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)	59,250.00	168,044.37	(14,001.55)	-	213,292.82

**39 First time adoption of Ind AS**

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended 31 March 2017, the comparative information presented in these financial statements for the year ended 31 March 2016 and in the preparation of an opening Ind AS balance sheet at 1 April 2015 (the Company's date of transition). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

**A Ind AS optional exemptions****1 Deemed cost for property, plant and equipment and intangible assets**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 for Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

**2 Business combinations**

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

**B Ind AS mandatory exceptions****1 Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP.

## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### 2 Classification and measurement of financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess elements of modified time value of money i.e. the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

Applying a requirement is impracticable when the entity cannot apply it after making every reasonable effort to do so. It is impracticable to apply the changes retrospectively if:

- The effects of the retrospective application or retrospective restatement are not determinable;
- The retrospective application or restatement requires assumptions about what management's intent would have been in that period;

The retrospective application or retrospective restatement requires significant estimates of amounts and it is impossible to distinguish objectively information about those estimates that existed at that time.

### 3 De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

#### C (i) Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

##### 1 Reconciliation of total equity as at 31 March 2016 and 1 April 2015

(Amount in ₹ Lakhs)

	31 March 2016	1 April 2015
<b>Total equity (shareholder's funds) as per previous GAAP</b>	<b>249,769.56</b>	<b>264,169.47</b>
Adjustments:		
Financial assets and liabilities accounted for at fair value at inception, and subsequently at amortised cost	-	-
Others	-	-
<b>Total adjustments</b>	<b>-</b>	<b>-</b>
<b>Total equity as per Ind AS</b>	<b>249,769.56</b>	<b>264,169.47</b>

##### 2 Reconciliation of total comprehensive income for the year ended 31 March 2016

(Amount in ₹ Lakhs)

	31 March 2016
<b>Profit/ (Loss) after tax as per previous GAAP</b>	<b>(7,600.50)</b>
Adjustments:	
Financial assets and liabilities accounted for at fair value at inception, and subsequently at amortised cost	-
Re-measurement of post-employment benefit obligations - <b>Note-1</b>	(0.22)
Others (share of profit/ (loss) in associate)	(8,525.35)
<b>Profit/ (Loss) after tax under Ind AS</b>	<b>(16,126.07)</b>
Other comprehensive income (net of tax)	-
<b>Total comprehensive income for the year ended 31 March 2016</b>	<b>(16,126.07)</b>



## (ii) Reconciliation between previous GAAP and Ind AS for impact on balance sheet

(Amount in ₹ Lakhs)

Particulars	Previous GAAP as at 31 March 2016	Adjustments	Ind AS as at 31 March 2016	Previous GAAP as at 1 April 2015	Adjustments	Ind AS as at 1 April 2015
<b>ASSETS</b>						
<b>Non-current assets</b>						
Property, plant and equipment	5.85	-	5.85	6.15	-	6.15
Financial assets						
Investments	240,541.67	-	240,541.67	258,182.60	-	258,182.60
Deferred tax assets (net)	15.24	-	15.24	-	-	-
Non-current tax assets (net)	101.26	-	101.26	66.67	-	66.67
Other non-current assets	9,054.50	-	9,054.50	-	-	-
	<b>249,718.52</b>	-	<b>249,718.52</b>	<b>258,255.42</b>	-	<b>258,255.42</b>
<b>Current assets</b>						
Financial assets						
Cash and cash equivalents	180.49	-	180.49	5,958.15	-	5,958.15
Loans	0.17	-	0.17	57.99	-	57.99
Other current assets	25.68	-	25.68	0.19	-	0.19
	<b>206.34</b>	-	<b>206.34</b>	<b>6,016.33</b>	-	<b>6,016.33</b>
	<b>249,924.86</b>	-	<b>249,924.86</b>	<b>264,271.75</b>	-	<b>264,271.75</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
Equity share capital	27,645.39	-	27,645.39	26,529.16	-	26,529.16
Other equity	222,124.17	-	222,124.17	237,640.31	-	237,640.31
	<b>249,769.56</b>	-	<b>249,769.56</b>	<b>264,169.47</b>	-	<b>264,169.47</b>
<b>Non-current liabilities</b>						
Provisions	82.79	-	82.79	62.33	-	62.33
	<b>82.79</b>	-	<b>82.79</b>	<b>62.33</b>	-	<b>62.33</b>
<b>Current liabilities</b>						
Financial Liabilities						
Other financial liabilities	59.22	-	59.22	32.75	-	32.75
Other current liabilities	11.29	-	11.29	5.24	-	5.24
Provisions	2.00	-	2.00	1.96	-	1.96
	<b>72.51</b>	-	<b>72.51</b>	<b>39.95</b>	-	<b>39.95</b>
	<b>249,924.86</b>	-	<b>249,924.86</b>	<b>264,271.75</b>	-	<b>264,271.75</b>



## Notes forming part of the Consolidated Financial Statements (contd.)

of RattanIndia Infrastructure Limited (Formerly known as Indiabulls Infrastructure and Power Limited) for the year ended 31 March 2017

### (iii) Reconciliation between previous GAAP and Ind AS for impact on Statement of profit and loss

(Amount in ₹ Lakhs)

Particulars	Previous GAAP For the year 31 March 2016	Adjustments	Ind AS For the year 31 March 2016
<b>Revenue</b>			
Other income	680.28	-	680.28
	<b>680.28</b>	-	<b>680.28</b>
<b>Expenses</b>			
Employee benefits expense - Note-1	501.16	0.22	501.38
Finance costs	0.03	-	0.03
Depreciation and amortisation expense	0.30	-	0.30
Other expenses	126.10	-	126.10
	<b>627.59</b>	<b>0.22</b>	<b>627.81</b>
<b>Profit/ (Loss) before share of loss in associate</b>	<b>52.69</b>	<b>(0.22)</b>	<b>52.47</b>
Share of Profit/ (Loss) in Associate	(7,662.05)	(8,525.35)	(16,187.40)
<b>Profit/ (Loss) before tax</b>	<b>(7,609.36)</b>	<b>(8,525.57)</b>	<b>(16,134.93)</b>
<b>Tax expenses</b>			
Current Tax	(8.86)	-	(8.86)
<b>Profit/ (Loss) for the year</b>	<b>(7,600.50)</b>	<b>(8,525.57)</b>	<b>(16,126.07)</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit and loss			
Re-measurement of post-employment benefit obligations	-	-	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>Other Comprehensive Income for the year</b>	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>(7,600.50)</b>	<b>(8,525.57)</b>	<b>(16,126.07)</b>

#### Note – 1

##### Re-measurements of post-employment benefit obligations

Under Ind AS, re-measurements i.e. actuarial gains and losses, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year.

As per our report of even date attached.

**For Sharma Goel & Co. LLP**

Chartered Accountants

FRN : 000643N

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

**Amar Mittal**

Partner

Membership No. 017755

**Rajiv Rattan**

Chairman

[DIN: 00010849]

**Narayanasany Jeevagan**

Director

[DIN: 02393291]

**Arun Chopra**

Chief Financial Officer

**R.K. Agarwal**

Company Secretary

Place: New Delhi

Date : 22 May 2017

# Form AOC-1

(Pursuant to first proviso to sub-section(3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

## Statement Containing Salient features of the financial statement of subsidiaries/associates companies/ joint ventures

### Part "A": Subsidiaries

S.No.	Name of Subsidiary	Date of Acquisition	Reporting Period	Reporting Currency	Exchange rate	Share capital	Other Equity	Total Assets	Total Liability	Total Investments	Revenue from operations	Profit/(loss) before tax	Tax Expense	Profit/(loss) after Tax	Total Comprehensive Income	Proposed Dividend	% Shareholding
N.A.																	

Additional Disclosures :

1. Subsidiaries which have been sold during the year  
N.A.
2. Subsidiaries which are yet to commence operation  
N.A.

## Form AOC-1 (contd.)

(Pursuant to first proviso to sub-section(3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part “B”: Associates and Joint Ventures

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

(Amount in ₹ Lakhs except number of shares)

S. No.	Name of Associates/ Joint Ventures	RattanIndia Power Limited (formerly known as Indiabulls Power Limited.)
1	Latest audited Balance Sheet Date	31 March 2017
2	Date on which the Associate or Joint Venture was associated or acquired	25 November 2011
3	Shares of Associate/Joint Ventures held by the company on the year end	
	Number of shares	1,185,000,000
	Amount of Investment in Associates/Joint Venture	59,250.00
	Extend of Holding %	40.13
4	Description of how there is significant influence	By Shares
5	Reason why the associate/joint venture is not consolidated	Consolidated
6	Networth attributable to Shareholding as per latest audited Balance Sheet	213,292.82
7	Profit / Loss for the year	(67,945.76)
	i Considered in Consolidation	(27,266.35)
	ii Not Considered in Consolidation	(40,679.41)

#### Additional Disclosures:

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

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

**Rajiv Rattan**  
Chairman  
[DIN: 00010849]

**Narayanasany Jeevagan**  
Director  
[DIN: 02393291]

**Arun Chopra**  
Chief Financial Officer

**R.K. Agarwal**  
Company Secretary

Place: New Delhi  
Date : 22 May 2017

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[illegible]



RattanIndia Infrastructure Limited

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Worldmark 1, Aerocity,  
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