

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF DHARIWAL INFRASTRUCTURE LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



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


Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March, 31, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 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.
 - The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - On the basis of the written representations received from the directors as on March, 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March, 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - The Company does not have any pending litigations as at March, 31, 2015 which would impact its financial position.
 - The Company has made provisions as at March, 31, 2015, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March, 31, 2015.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number: 303086E


(CA P J Bhide)
Partner
Membership Number 004714

Kolkata

Dated: 18th May 2015



Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Dhariwal Infrastructure Limited on the financial statements for the year ended March, 31, 2015

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- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noted on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales tax, wealth tax, service tax, duty of customs, value added tax or cess which have not been deposited on account of any dispute.

(c) There are no amounts required to be transferred by the Company to the Investor Education And Protection Fund in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has accumulated losses exceeding fifty percent of its net worth as at the end of the financial year and it has also incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.



Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Dhariwal Infrastructure Limited on the financial statements for the year ended March, 31, 2015
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- ix. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. In our opinion, and according to the information and explanations given to us, the Term Loans were applied for the purpose for which they were obtained.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Batliboi, Purohit & Darbari
Chartered Accountants
Firm Registration Number: 303086E

P. J. Bhide

(CA P J Bhide)

Partner

Membership Number 004714

Kolkata

Dated: 18/5/2015



Dhariwal Infrastructure Limited

Registered Office: CESC House, Chowringhee Square, Kolkata -700001

Balance Sheet as at 31st March, 2015

Particulars	Note No	As at 31st March, 2015	As at 31st March, 2014
		₹	₹
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share capital	2.1	10,557,689,540	10,357,689,540
Reserves and surplus	2.2	(5,421,415,007)	(843,195,134)
Non-Current Liabilities			
Long-term borrowings	2.3	29,657,378,393	22,799,084,666
Long term provisions	2.4	11,963,902	6,111,154
Current Liabilities			
Trade payables	2.33	14,889,123	248,143,218
Short-term borrowings	2.5	1,687,897,260	-
Other current liabilities	2.6	3,360,688,980	6,657,021,421
Short-term provisions	2.7	1,185,221	56,994
Total		39,870,277,412	39,224,911,859
II. ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.8	38,106,426,503	26,076,565,138
Capital work-in-progress	2.9	128,649,974	11,153,199,446
Non Current Investments	2.10	83,000	-
Long term loans and advances	2.11	411,318,574	1,183,312,653
Current assets			
Inventories	2.12	247,906,264	509,269,895
Trade receivables	2.13	-	131,538,587
Cash and bank balances	2.14	925,746,265	156,116,696
Short-term loans and advances	2.15	47,873,998	12,570,284
Other current assets	2.16	2,272,834	2,339,160
Total		39,870,277,412	39,224,911,859
Significant Accounting Policies	1		
Notes 1 - 2.34 form an integral part of the Accounts			

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

For Batlibol, Purohit & Darbari
Firm Registration Number - 303086E
Chartered Accountants

CA P.J. Bhide
Partner
Membership Number 004714

Place: Kolkata
Date: 18/05/15



For and on behalf of the Board of Directors

Vinod Kumar
Director

S. Gupta
Managing Director

Kalyankumar Ghose
Company Secretary

S. Gupta
Chief Financial Officer

Dhariwal Infrastructure Limited

Registered Office: CESC House, Chowringhee Square, Kolkata -700001

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Note No	2014 - 15 ₹	2013 - 14 ₹
Revenue from operations	2.18	1,266,100,470	477,873,642
Other income	2.19	49,182,398	214,789,593
Total Revenue		1,315,282,868	692,663,235
Expenses			
Cost of fuel	2.20	1,302,513,896	631,022,354
Employee benefit expenses	2.21	185,628,417	55,849,815
Finance costs	2.22	3,007,534,085	275,055,401
Depreciation and amortisation expenses	2.23	930,678,945	171,206,306
Other expenses	2.24	463,986,620	128,629,636
Total Expenses		5,890,341,963	1,261,763,512
Profit/(loss) before tax		(4,575,059,095)	(569,100,277)
Tax expenses:			
Current		-	-
Deferred (net)	2.32	-	-
Profit/(loss) for the year		(4,575,059,095)	(569,100,277)
Earnings per equity share: (Face value of ₹ 10 per share)			
Basic & Diluted	2.27	(4.42)	(0.83)
Significant Accounting Policies	1		
Notes 1 - 2.34 form an integral part of the Accounts			

This is the Statement of Profit and Loss referred to in our Report of even date.

For Batliboi, Purohit & Darbari
Firm Registration Number - 303086E
Chartered Accountants

CA P.J. Bhide
Partner
Membership Number 004714

Place: Kolkata
Date: 18/05/2015



For and on behalf of the Board of Directors

Vinod Kumar
Director

Managing Director

Kalyan Kumar Ghosh
Company Secretary

S. Gupta,
Chief Financial Officer

Dhariwal Infrastructure Limited

Registered Office: CESC House, Chowringhee Square, Kolkata-700001

Cash Flow Statement for the year ended on 31st March, 2015

Particulars	2014-15		2013-14	
	₹	₹	₹	₹
Cash Flow from operating activities				
Net Profit/(Loss) before taxation	(4,575,059,095)		(569,100,277)	
Adjustment for :				
Depreciation	930,678,945		171,206,306	
Interest expense	3,007,534,085		275,055,401	
Foreign exchange rate variation	207,592,644		(214,789,593)	
Loss on sale of fixed assets	-		194,303	
Interest Income	(171,512)		-	
Gain on Sale of Investments	(24,920,123)		-	
Operating profit/(loss) before working capital changes	(454,345,056)		(337,433,860)	
Receivables	1,129,705,286		(929,342,661)	
Payables	(927,276,968)		(590,630,962)	
Net cash from operating activities		(251,916,738)		(1,857,407,483)
Cash flow from Investing activities				
Purchase of fixed assets	(41,258,562)		(84,748,333)	
Purchase of capital work in progress	(1,897,893,054)		(2,887,231,152)	
Purchase of Investment	(83,000)		-	
Income from investment	24,920,123		26,273,176	
Interest received	125,135		9,999,463	
Net cash from Investing activities		(1,914,189,358)		(2,935,706,846)
Cash flow from financing activities				
Issue of share capital	200,000,000		3,490,000,000	
Proceeds from secured loan	5,316,600,420		3,960,133,872	
Interest paid	(2,580,864,755)		(2,870,004,085)	
Proceeds from unsecured loan	-		-	
Net cash from financing activities		2,935,735,665		4,580,129,787
Net Increase/(decrease) of cash & cash equivalents		769,629,569		(212,984,542)
Cash & cash equivalents - opening balance		156,116,696		369,101,238
Cash & cash equivalents - closing balance		925,746,265		156,116,696

Notes:

- The cash flow statement has been prepared under the indirect method as given in the Accounting Standard on Cash Flow Statement (AS-3) as per Companies Accounting Standard Rules, 2006.
- Previous year's figures have been rearranged and/or regrouped wherever necessary.

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

For Batlibol, Purohit & Darbari
Firm Registration Number - 303086E
Chartered Accountants

CA P.J. Bhide
Partner
Membership Number 004714

Place: Kolkata
Date: 18/05/2015



For and on behalf of the Board of Directors

Vinod Kumar
Director

S. Gupta
Managing Director

Kalyankumar Ghose
Company Secretary

S. Gupta
Chief Financial Officer

NOTE-1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Accounting Convention

The financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C) [Companies (Accounting Standard) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

The assets and liabilities have been classified as current and non-current as per the Company's operating cycle and other criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non-current classification of assets and liabilities.

1.2 Basis of Accounting

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

1.3 Expenditure During Construction

The Company had commissioned a 2x300 MW Thermal Power Plant in Chandrapur near Nagpur in the state of Maharashtra. Unit 1 of the Project had commenced commercial production from 11th February, 2014 (FY 2013-14). Unit 2 had also commenced commercial production from 2nd August, 2014. Accordingly project expenses together with incidental expenses incurred till 1st August 2014 pertaining to Unit 2 of the Project along with common facilities have been capitalized.

Indirect Expenses for sundry infrastructural work are disclosed as "Miscellaneous Project Expenses" under Capital Work – in – Progress and are to be capitalized subsequently.

Indirect expenses, which are not directly related to the Project, have been charged off to the Statement of Profit and Loss.

1.4

a) Tangible Fixed Assets

Tangible Assets are stated at cost of acquisition together with any incidental expenses related to acquisition and appropriate borrowing costs. The cost also includes pre-operative expenses and where applicable, expenses during trial run after netting off income arising from temporary use of funds pending utilization.

Machinery spares which can be used only in connection with an item of fixed asset and whose use is expected to be irregular are capitalized and depreciated over the useful life of the principal item of the relevant assets.

In case of assets put to use, where final settlement of bills with contractors is yet to be effected, capitalization is done on provisional basis subject to necessary adjustment in the year of final settlement.

b) Depreciation/Amortisation:

Depreciation on tangible assets is provided on straight line method based on useful life as prescribed under Schedule II of the Companies Act, 2013.

Leasehold Land is amortized on a straight-line basis over the unexpired period of the lease.



c) Impairment

An impairment loss is recognized where applicable, when the carrying value of assets of cash generating unit exceeds its market value or value in use, whichever is higher.

1.5 Leasing

Lease rentals in respect of assets taken under operating lease are charged to revenue.

1.6 Investments

Current investments are stated at lower of cost and fair value and Non-Current Investments are stated at cost. Provision is made where there is a decline, other than temporary, in the value of Non-Current Investment.

1.7 Inventories

Inventories of stores and spares and fuel are valued at lower of cost and net realizable value. Cost is calculated on weighted average basis and comprises expenditure incurred in the normal course of business in bringing such inventories to their location and condition. Obsolete, slow moving and defective inventories are identified at the time of physical verification of inventories and where necessary, adjustment is made for such items.

1.8 Revenue Recognition

The Company generally follows mercantile system of accounting and recognizes revenue as per AS-9 on "Revenue Recognition" issued by The Institute of Chartered Accountants of India.

Revenue from sale of electricity are net of discount for prompt payment of bills and are accounted for on the basis of billings to the procurer.

Other income from investments and deposits etc. is accounted for on accrual basis inclusive of related tax deducted at source, where applicable.

1.9 Taxes on Income

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

Deferred tax is recognized for all the timing differences subject to consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re assesses unrecognized deferred tax assets, if any.

1.10 Foreign Exchange Transactions

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions. Transactions remaining unsettled are translated at the exchange rate prevailing at the end of the financial year. Exchange gain or loss on settlement/translation is recognized in Statement of Profit and Loss. The outstanding loans repayable in Foreign Currency are restated at year end exchange rate. Exchange gain or loss arising in respect of such restatement and the impact of the contracts entered into for managing risks there under is accounted as an income or expense.

1.11 Employee Benefits

Contribution to Provident Fund is accounted for on accrual basis and contribution to the fund is maintained with the Regional Provident Fund Commissioner, West Bengal. Provisions for Gratuity liability and Leave Encashment liability are made on the basis of actuarial valuation done at the end of the year by independent actuary.



1.12 Finance Costs

Finance Costs comprise interest expenses, applicable gain/loss on foreign currency borrowings in appropriate cases and other borrowing costs. Such Finance Costs attributable to acquisition and/or construction of qualifying assets are capitalized as a part of costs of such assets upto the date when such assets are ready for their intended use. The balance Finance Costs are charged off to revenue. Finance costs in case of foreign currency borrowings are accounted for as appropriate, duly considering the impact of the contracts entered into for managing risks thereof.



Dhariwal Infrastructure Limited

Registered Office: CESC House, Chowringhee Square, Kolkata -700001

Note - 2.1**SHARE CAPITAL**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Authorised Share Capital		
1,500,000,000 (Previous Year: 1,500,000,000) Equity Shares of ₹ 10 each	15,000,000,000	15,000,000,000
Issued, Subscribed and Paid - up Capital		
1,055,768,954 (Previous Year : 1,035,768,954) Equity Shares of ₹ 10 each, fully paid	10,557,689,540	10,357,689,540

(a) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share. The Company has not declared any dividend to its shareholders since inception. 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.

(b) Reconciliation of shares outstanding at the beginning and at the end of reporting period

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	Amount (₹)	No. of shares	Amount (₹)
Shares outstanding at the beginning of the year	1,035,768,954	10,357,689,540	686,768,954	6,867,689,540
Add: Equity Shares issued during the year	20,000,000	200,000,000	349,000,000	3,490,000,000
Shares outstanding at the end of the year	1,055,768,954	10,557,689,540	1,035,768,954	10,357,689,540

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

Name of shareholders	As at 31st March, 2015		As at 31st March, 2014	
	No. of shares	%	No. of shares	%
CESC Infrastructure Limited	1,055,768,954	100	1,035,768,954	100

CESC Infrastructure Limited is the holding company of Dhariwal Infrastructure Limited and percentage of shares held is stated above. CESC Limited is the Ultimate Holding Company of Dhariwal Infrastructure Limited.

Note - 2.2**RESERVES & SURPLUS**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Surplus/Deficit		
Debit Balance in the Profit and Loss Statement at the beginning of the year	(843,195,134)	(274,094,857)
Adjustment for depreciation (Refer Note - 2.8)	(3,160,778)	-
Add: Net Profit/(Loss) for the year	(4,575,059,095)	(569,100,277)
Debit Balance in the Profit and Loss Statement at the end of the year	(5,421,415,007)	(843,195,134)



Dhariwal Infrastructure Limited

Registered Office: CESC House, Chowringhee Square, Kolkata -700001

Note - 2.3

LONG TERM BORROWINGS

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
(A) Secured		
Term Loans		
(1) Rupee Loans:		
(i) Banks	22,488,903,361	16,015,100,000
(2) Foreign currency loans from banks	9,243,271,452	11,777,925,346
	31,732,174,813	27,793,025,346
(B) Unsecured	-	-
	31,732,174,813	27,793,025,346
Less: Current maturities of long term borrowings transferred to other current liabilities (Refer Note - 2.6)	2,074,796,420	4,993,940,680
	29,657,378,393	22,799,084,666

- (1) The Rupee Term Loans in (A) above are secured with first charge by way of mortgage/hypothecation of the fixed assets of the company including its land, buildings, the construction thereon where exists, plant and machinery etc, and hypothecation of Company's current assets.
- (2) Out of the total Foreign Currency Loans in (A) above, loans amounting to ₹ 5,338,061,491/- are secured with first charge by way of mortgage/hypothecation of the fixed assets of the company including its land, buildings, the construction thereon where exists, plant and machinery etc, and hypothecation of Company's current assets, loan amounting ₹ 1,891,800,000/- is secured with second charge by way of hypothecation of movable fixed assets and current assets of the Company and loan amounting to ₹ 2,013,409,961/- is secured by subsevient charge on all Current Assets and Moveable Fixed Assets of the borrower(both present and future) to be executed by way of hypothecation only.
- (3) Major terms of repayment of long term loans disclosed in (A) & (B) above are given below.

Amount (₹)

Maturity Profile	Balance Outstanding as on 31.03.2015	
	Rupee Term Loan from Banks	Foreign Currency Loans
Loans with residual maturity of upto 1 year	-	-
Loans with residual maturity between 1 and 3 years	-	2,013,409,961
Loans with residual maturity between 3 and 5 years	1,000,000,000	1,891,800,000
Loans with residual maturity between 5 and 10 years	-	-
Loans with residual maturity beyond 10 years	21,488,903,361	5,338,061,491
Total	22,488,903,361	9,243,271,452
Interest on Rupee Term Loan from banks are based on spread over Lenders' benchmark rates and that of foreign currency loans are based on spread over LIBOR.		



Note - 2.4**LONG -TERM PROVISIONS**

Particulars	As at	As at
	31st March, 2015	31st March, 2014
	₹	₹
Provision for employee benefits		
Gratuity	5,143,504	2,368,265
Leave encashment	6,820,398	3,742,889
	11,963,902	6,111,154

Note - 2.5**SHORT TERM BORROWINGS**

Particulars	As at 31st March, 2015			As at 31st March, 2014		
	Secured (₹)	Unsecured (₹)	Total (₹)	Secured (₹)	Unsecured (₹)	Total (₹)
Secured						
Loans repayable on demand						
Overdraft from Banks	1,687,897,260	-	1,687,897,260	-	-	-
	1,687,897,260	-	1,687,897,260	-	-	-

(1) The above loans are secured with first charge by way of hypothecation of Company's current assets.

Note - 2.6**OTHER CURRENT LIABILITIES**

Particulars	As at	As at
	31st March, 2015	31st March, 2014
	₹	₹
Current maturities of long term borrowings transferred (Refer Note - 2.3)	2,074,796,420	4,993,940,680
Interest Accrued but not due	115,695,178	165,147,215
Other borrowing costs accrued	527,846	741,802
Liability on capital account	846,080,309	1,486,693,736
Other liabilities	323,589,227	10,497,988
	3,360,688,980	6,657,021,421

Note - 2.7**SHORT TERM PROVISIONS**

Particulars	As at	As at
	31st March, 2015	31st March, 2014
	₹	₹
Provision for employee benefits		
Gratuity	40,737	24,175
Leave encashment	1,144,484	32,819
	1,185,221	56,994



Note - 2.8

TANGIBLE ASSETS:

PARTICULARS	GROSS BLOCK AT COST OR VALUATION				DEPRECIATION/AMORTIZATION				NET BLOCK		
	As at 1st April, 2014 ₹	Additions /Adjustments ₹	Withdrawals/ Adjustments ₹	As at 31st March, 2015 ₹	As at 1st April, 2014 ₹	Opening Adjustment ₹	Additions /Adjustments ₹	Withdrawals/ Adjustments * ₹	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹	
Land - Leasehold	351,576,609	-	-	351,576,609	16,201,100	-	3,700,806	-	19,901,906	331,674,703	335,375,509
Land - Freehold	199,705,928	31,649,630	-	231,355,558	-	-	-	-	-	231,355,558	199,705,928
Buildings and structures											
Plant building	3,527,879,665	-	-	3,527,879,665	15,818,432	-	111,606,797	-	127,425,229	3,400,454,436	3,512,061,233
Non plant building and Other civil structures	456,130,627	184,061,045	-	640,191,672	14,325,372	-	54,316,485	-	68,641,857	571,549,815	441,805,255
Plant and machinery	21,044,327,338	12,738,381,481	-	33,782,708,819	149,166,805	-	698,818,334	-	847,985,139	32,934,723,680	20,895,160,533
Railway sidings	634,293,118	-	-	634,293,118	4,044,705	-	40,240,343	-	44,285,048	590,008,070	630,248,413
Furniture & fixtures	24,471,071	1,758,826	-	26,229,897	3,741,897	-	3,088,134	-	6,830,031	19,399,866	20,729,174
Vehicles	4,790,003	-	-	4,790,003	430,037	-	700,433	-	1,130,470	3,659,533	4,359,966
Office equipment	45,672,950	7,850,106	-	53,523,056	8,553,823	3,160,778	18,207,613	-	29,922,214	23,600,842	37,119,127
Previous Year	555,019,016	25,734,510,698	682,405	26,288,847,309	212,282,171	3,160,778	930,678,945	-	1,146,121,894	38,106,426,503	26,076,565,138
					42,676,780	-	178,993,295	9,387,904	212,282,171	26,076,565,138	512,342,236

Note: Effective from April 1, 2014 the Company has charged depreciation based on revised useful life of the assets as per the requirement of Schedule II of Companies Act, 2013. Due to the above, depreciation charge for the year ended March 31, 2015 is lower by ₹ 554,329,120/- Further, based on transitional provision provided in note 7(b) of Schedule II, an amount of ₹ 3,160,778/- has been adjusted with retained earnings (Refer Note - 2.2)



Dhariwal Infrastructure Limited

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Note - 2.9

CAPITAL WORK-IN-PROGRESS

	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
CAPITAL WORK - IN - PROGRESS PENDING ALLOCATION AS UNDER		
Plant & equipment	-	7,737,624,197
Buildings and structures	16,930,985	7,923,756
Railway siding	91,444,045	88,144,891
Intake water system	17,765,633	-
Power evacuation	-	703,301,322
Bed ash disposal system	-	70,428,855
Commissioning cost	-	63,956,647
Finance charges (net)	-	1,963,304,575
Consultancy services	-	35,650,785
Miscellaneous project expenses	2,509,311	482,864,418
	128,649,974	11,153,199,446
Previous Year	11,153,199,446	29,900,607,853



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Note - 2.10**NON CURRENT INVESTMENTS**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Other Investments - Unquoted		
Investment in Equity Instruments of Wigeon Commotrade Pvt Ltd	33,000	-
Investment in Equity Instruments of Sheesham Commercial Pvt. Ltd.	50,000	-
	83,000	-

Note - 2.11**LONG TERM LOANS AND ADVANCES**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
(Unsecured, Considered good)		
Capital advances	289,035,674	871,015,754
Security deposits	51,702,868	50,730,288
Other advances	70,580,032	261,566,611
	411,318,574	1,183,312,653

Note - 2.12**INVENTORIES**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
(a) Fuel	55,444,989	477,162,678
(b) Stores & spares	192,461,275	32,107,217
	247,906,264	509,269,895

Note - 2.13**TRADE RECEIVABLES**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Secured, considered good		
Outstanding for a period less than 6 months	-	131,538,587
	-	131,538,587



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Note - 2.14**CASH AND BANK BALANCES**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
(a) Cash and cash equivalents		
- Balances with banks in current account	925,056,610	156,055,213
- Cash on hand	49,655	21,483
(b) Other bank balances		
- Bank deposits with original maturity more than 3 months (Refer note (c) below)	640,000	40,000
	925,746,265	156,116,696

(c) Bank deposit with original maturity more than 3 months under Other bank balances includes ₹ 40,000 (31.03.2014 : ₹ 40,000) having original maturity of more than 12 months as on reporting date.

Note - 2.15**SHORT TERM LOANS & ADVANCES**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Advance tax	12,264,392	12,236,711
Other advances (Unsecured, Considered good)	35,609,606	333,573
	47,873,998	12,570,284

Note - 2.16**OTHER CURRENT ASSETS**

Particulars	As at 31st March, 2015 ₹	As at 31st March, 2014 ₹
Receivable towards claims and services rendered	190,849	290,360
Interest accrued on deposits	2,081,985	2,048,800
	2,272,834	2,339,160

Note - 2.17**Contingent Liability and Commitment(to the extent not provided for)**

Estimated amount of contract remaining to be executed on Capital Account: ₹ 202,407,227 /-(Previous Year - ₹ 877,989,456/-)



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Note - 2.18**REVENUE FROM OPERATIONS**

Particulars	2014-15 ₹	2013-14 ₹
Earnings from sale of electricity	1,264,374,544	476,397,617
Other operating revenue	1,725,926	1,476,025
	<u>1,266,100,470</u>	<u>477,873,642</u>

Note - 2.19**OTHER INCOME**

Particulars	2014-15 ₹	2013-14 ₹
Interest Income	171,512	11,110,515
Gain on sale of current investments (Net)	24,920,123	26,273,176
Others	24,562,123	-
Foreign exchange restatement gain	-	214,789,593
	<u>49,653,758</u>	<u>252,173,284</u>
Less: Allocated to capital account	(471,360)	(37,383,691)
	<u>49,182,398</u>	<u>214,789,593</u>

Note - 2.20**COST OF FUEL**

Particulars	2014-15 ₹	2013-14 ₹
Consumption of coal		
Quantity	Tonnes	295,085
Value		1,268,245,539
		616,956,383
Consumption of oil		
Quantity	Kilolitres	537
Value		34,268,357
		14,065,971
	<u>1,302,513,896</u>	<u>631,022,354</u>

Cost of fuel includes freight ₹ 228,559,672/- (Previous year : ₹ 9,88,13,376)

Note - 2.21**EMPLOYEE BENEFIT EXPENSES**

Particulars	2014-15 ₹	2013-14 ₹
Salaries ,wages and bonus	208,845,117	174,270,695
Contribution to provident and other funds	10,101,552	6,423,160
Staff welfare expenses	4,391,035	5,042,712
	<u>223,337,704</u>	<u>185,736,567</u>
Less: Allocated to capital account	(37,709,287)	(129,886,752)
	<u>185,628,417</u>	<u>55,849,815</u>

Employee Benefits:-

The Company maintains a Provident Fund with the Regional Provident Fund authorities where the employees make their subscription and the Company makes its contribution.

The Company also provides for gratuity and leave encashment benefit to the employees. Annual actuarial valuations at the end of the each year are carried out by independent actuary in compliance with Accounting Standard 15 (Revised 2005) on "Employee Benefits" as per Projected Unit Credit Method.



Amount recognised in the Balance Sheet are as follows:

	Gratuity (Unfunded)					Leave Encashment (Unfunded)						
	31st March, 2015	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010	31st March, 2015	31st March, 2014	31st March, 2013	31st March, 2012	31st March, 2011	31st March, 2010
Present value of un-funded obligation	5,184,241	2,392,440	1,884,209	1,127,838	353,421	275,043	7,964,882	3,775,708	3,100,740	2,147,909	1,592,596	949,589
Net Liability	5,184,241	2,392,440	1,884,209	1,127,838	353,421	275,043	7,964,882	3,775,708	3,100,740	2,147,909	1,592,596	949,589
Amount recognised in the Profit and Loss Statement and charged to Salaries, Wages and Bonus as follows:												
Current Service cost	1,203,034	965,449	598,362	498,250	207,701	275,043	369,519	265,867	163,352	146,798	714,645	81,698
Interest cost	220,104	154,505	67,305	28,274	22,003	-	332,836	227,122	154,163	121,885	68,403	-
Net actuarial (gain)/loss recognised during the year	1,368,663	(611,723)	807,978	247,893	(151,326)	-	3,802,659	843,902	1,407,397	424,695	49,059	867,891
Total	2,791,801	508,231	1,473,645	774,417	78,378	275,043	4,505,014	1,336,891	1,724,912	693,378	832,107	949,589
Reconciliation of opening and closing balances of the present value of the obligations:												
Opening defined benefit obligation	2,392,440	1,884,209	1,127,838	353,421	275,043	-	3,775,708	3,100,740	2,147,909	1,592,596	949,589	-
Current Service cost	1,203,034	965,449	598,362	498,250	207,701	275,043	369,519	265,867	163,352	146,798	714,645	81,698
Interest cost	220,104	154,505	67,305	28,274	22,003	-	332,836	227,122	154,163	121,885	68,403	-
Actuarial (gain)/loss	1,368,663	(611,723)	807,978	247,893	(151,326)	-	3,802,659	843,902	1,407,397	424,695	49,059	867,891
Benefits paid	-	-	(717,274)	-	-	-	(315,840)	(661,923)	(772,081)	(138,065)	(189,100)	-
Closing Defined Benefit Obligation	5,184,241	2,392,440	1,884,209	1,127,838	353,421	275,043	7,964,882	3,775,708	3,100,740	2,147,909	1,592,596	949,589
Principal Actuarial Assumption Used:												
Discount Rates	7.95%	9.20%	8.20%	8.75%	8.00%	8.00%	7.95%	9.20%	8.20%	8.75%	8.00%	8.00%
Expected Salary increase rates	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
Mortality Rates												

The estimates of future salary increase considered in the actuarial valuation takes into account factors like inflation, seniority, promotion and other relevant factors. The above benefits are non-funded.

The contribution expected to be made by the Company for the year ending 31 March 2016 cannot be readily ascertainable and therefore not disclosed.



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Note - 2.22**FINANCE COSTS**

Particulars	2014-15	2013-14
	₹	₹
Interest expenses	2,999,247,866	2,889,720,642
Other borrowing costs	84,762,146	146,172,460
Applicable net loss on foreign currency transactions & translation	310,446,307	1,077,992,016
	<u>3,394,456,319</u>	<u>4,113,885,118</u>
Less: Allocated to capital account	(386,922,234)	(3,838,829,717)
	<u>3,007,534,085</u>	<u>275,055,401</u>

Note - 2.23**DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	2014-15	2013-14
	₹	₹
Depreciation/amortisation on tangible assets	930,678,945	178,993,295
	<u>930,678,945</u>	<u>178,993,295</u>
Less: Allocated to capital account	-	(7,786,989)
	<u>930,678,945</u>	<u>171,206,306</u>

Note - 2.24**OTHER EXPENSES**

Particulars	2014-15	2013-14
	₹	₹
Consumption of stores and spares	35,045,834	18,587,141
Repairs		
- Plant and machinery	160,386,617	55,743,809
- Others	5,644,538	788,453
Rent	4,247,509	7,376,024
Power and fuel	112,397,330	22,534,369
Travelling and conveyance expenses	25,111,155	22,983,612
Communication expenses	4,933,801	2,538,117
CSR expenses	4,460,608	9,182,619
Legal and professional charges	36,562,086	5,140,539
Insurance charges	68,423,293	5,167,108
Fees/charges to other authorities	31,540,271	14,929,042
Remuneration to auditors		
- Statutory audit	168,540	140,450
- Tax audit	56,180	33,708
- Other charges	75,278	11,236
Safety and security charges	13,262,178	8,753,979
Guest house maintenance	9,991,425	11,483,073
Foreign Exchange Restatement	207,592,644	-
General charges	7,334,636	31,763,806
Loss on sale of fixed assets	-	194,303
	<u>727,233,923</u>	<u>217,351,388</u>
Less: Allocated to capital account	(263,247,303)	(88,721,752)
	<u>463,986,620</u>	<u>128,629,636</u>



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i) Values of raw materials and stores and spare parts consumed (excluding on capital account)

Particulars	2014-15		2013-14	
	₹	%	₹	%
Raw Material				
Imported	405,419,901	32	91,148,829	15
Indigenous	897,093,995	68	539,873,525	85
	1,302,513,896	100	631,022,354	100
Stores and spare parts				
Imported	-	-	-	-
Indigenous	35,045,834	100	18,587,141	100
	35,045,834	100	18,587,141	100



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Note - 2.25 C.I.F VALUE OF IMPORTS

Particulars	2014-15 Amount (₹)	2013-14 Amount (₹)
Fuel	196,575,799	210,949,218
Capital Goods	-	9,047,111
Spares	30,108,532	-

Note - 2.26 EXPENDITURE IN FOREIGN CURRENCY

Particulars	2014-15 Amount (₹)	2013-14 Amount (₹)
Travelling	328,946	515,587
Finance Costs	382,670,706	411,962,155
Milestone/Stages for Equipment Supply	307,409,140	295,033,873
Technical Services	117,248,122	52,286,151

Note - 2.27 EARNINGS PER SHARE:**Computation of earnings per share**

Particulars	2014-15	2013-14
Profit /(Loss) After Tax (₹) (A)	(4,575,059,095)	(569,100,277)
Weighted Average No. of Equity Shares for Earnings per Share (B)	1,035,823,749	687,725,118
Basic and Diluted Earnings Per Share of ₹10/- [(A)/(B)]	(4.42)	(0.83)

Note - 2.28**DISCLOSURE IN RESPECT OF RELATED PARTIES:**

	Nature of Relationships	Name of Related Parties
i)	CESC Infrastructure Limited	Direct Holding Company
ii)	CESC Limited	Ultimate Holding Company
iii)	Spencer's Retail Limited, Music World Retail Limited, Au Bon Pain Café India Limited, Nalanda Power Company Limited, Haldia Energy Ltd, Surya Vidyut Limited, CESC Properties Limited, CESC Projects Ltd, Metromark Green Commodities Pvt. Ltd, Bantal Singapore Pte.Ltd , Papu Hydropower Projects Limited, Pachi Hydropower Projects Limited, Spen Liq Private Limited, Firstsource Solutions Limited, Firstsource Group USA, Inc., Firstsource BPO Ireland Ltd., Firstsource Solutions UK Ltd., Anunta Tech Infrastructure Services Ltd., Firstsource-Dialog Solutions Pvt. Ltd., MedAssist Holding, Inc., Firstsource Business Process Services, LLC, Firstsource Solutions USA, LLC, Firstsource Advantage, LLC, Firstsource Transaction Services, LLC, First Source Solutions S.A. (Argentina), One Advantage LLC, USA, Ranchi Power Distribution Company Pvt Ltd, Sheesham Commercial Private Limited, Wigeon Commotrade Private Limited, Water Hyacinth Commosale Private Limited, Crescent Power Limited.	Fellow Subsidiary Company



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iv)	Mr. Madan Gopal Gupta	Key Management personnel
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Details of transaction between the company and related parties are given under:

Type of Transaction	Ultimate Holding Company		Direct Holding Company		Subsidiaries/Fellow Subsidiaries		Key Management Personnel	
	31.03.15 (₹)	31.03.14 (₹)	31.03.15 (₹)	31.03.14 (₹)	31.03.15 (₹)	31.03.14 (₹)	31.03.15 (₹)	31.03.14 (₹)
Advance against Equity shares received.	-	-	200,000,000	3,490,000,000	-	-	-	-
Issue of fully paid up Equity shares.	-	-	200,000,000	3,490,000,000	-	-	-	-
Advance against equity	-	-	-	-	1,200,000	-	-	-
Contractual Remuneration	14,591,815	16,075,466	21,039,580	18,760,070	981,437	-	-	-
Other expenses.	49,282	29,020	2,955,603	461,752	-	-	-	-
Expenses Recoverable	-	107,100	-	183,260	-	-	-	-
Expenses Recovered	-	-	183,260	-	-	-	-	-
Expenses Paid off	49,282	-	2,000,000	-	-	-	-	-
Salary Paid- Madan Gopal Gupta	-	-	-	-	-	-	17,511,033	20,938,001
Balance								
Debit:	-	-	-	-	218563	-	-	-
Credit:	52,302,995	37,711,180	41,217,005	19,038,562	-	-	-	-

Note - 2.29

Out of the outstanding Foreign currency loans of ₹ 9,243,271,452/- (Previous year: ₹ 11,777,925,346) disclosed in Note: 2.3, loan balance amounting to ₹ 8,983,798,996/- (Previous Year: ₹ 11,527,253,044/-) stands hedged in Indian Rupee and ₹ 261,322,456/- (Previous Year: ₹ 250,672,302) representing payable in United States Dollar which has not been hedged.

Note - 2.30

QUANTITATIVE INFORMATION

		Million kWh	
		2014-15	2013-14
1	Total number of units generated during the year	429	189
2	Total number of units consumed in Generating Stations	49	22
3	Total number of units sent out	380	167



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Note - 2.31

The Company has set up a 2x300 MW power plant. Unit 1 of the project has commenced commercial production from 11th February, 2014 and Unit 2 from 02nd August, 2014. The Company does not operate in any other segment.

Note - 2.32**DEFERRED TAX**

Particulars	As at 31st March,2015 ₹	As at 31st March,2014 ₹
Deferred Tax Liabilities		
Excess of tax depreciation over book depreciation	3,077,260,229	555,257,860
Deferred Tax Assets		
Unabsorbed business Loss (to the extent of deferred tax liability)	3,077,260,229	555,257,860
Net	-	-

Note - 2.33

Trade payables include ₹ Nil (31.03.2014: ₹ Nil) due to Micro and Small Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006, based on information available with the Company.

Note - 2.34

Previous year figures have been re-classified/regrouped wherever necessary.

For Batliboi, Purohit & Darbari
Firm Registration Number - 303086E
Chartered Accountants

CA P.J. Bhide
Partner
Membership Number 004714

Place: Kolkata
Date: 18/05/2015



For and on behalf of the Board of Directors

Director
Managing Director
Secretary
Chief Financial Officer