

VAJHARPADA ENERGY LIMITED

(CIN : U51909MH2002PLC136709)

Regd. Office : 26, Gobind Mahal, 86B, N. S. Road, Marine Drive, Mumbai – 400 002

Tel : 022-22817333, Fax : 22817982, email : contact@weizmann.co.in

DIRECTOR'S REPORT

To the members,

TO THE MEMBERS OF VAJHARPADA ENERGY LIMITED

The Directors are pleased to present this Annual Report and the Audited Statement of Accounts for the year ended March 31, 2017.

1. FINANCIAL RESULTS

Particulars	(Amount in Rs.)	
	2016-2017	2015-2016
Total Income	-	-
Profit / (Loss) Before Tax	(25,719)	(23,203)
Less : Income Tax	-	-
Profit / (Loss) after tax	(25,719)	(23,203)
Profit (Loss) brought forward from previous year	(3,33,804)	(3,10,601)
Balance Available for appropriation	(3,60,898)	(3,33,804)

2. NO CHANGE IN BUSINESS

There has not been any change in the business activities of the company during the year under review

3. DIVIDEND

Your Directors have not recommended any dividend (previous year Nil) for financial year 2016-17 on account of loss for the year. No amount has been transferred to reserves.

4. SUBSIDIARY OF GREENWEIZ PROJECTS LIMITED :

By virtue of Greenweiz Projects Ltd holding virtually 100% of the paid-up capital of your company, your company is a wholly owned subsidiary of Greenweiz Projects Ltd.

5. DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Shri Arun D. Mehra retires by rotation and, being eligible have offered himself for re-appointment.

6. EXTRACT OF ANNUAL RETURN AS PER SECTION 92(3) OF COMPANIES ACT, 2013

An extract of Annual Return as at 31.03.2017 pursuant to section 92(3) of the Companies Act, 2013 and forming part of this Report is attached as Annexure I to this Report.

VAJHARPADA ENERGY LIMITED

(CIN : U51909MH2002PLC136709)

Regd. Office : 26, Gobind Mahal, 86B, N. S. Road, Marine Drive, Mumbai – 400 002

Tel : 022-22817333, Fax : 22817982, email : contact@weizmann.co.in

-: 2 :-

7. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) of the Companies Act, 2013, your Directors confirm:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period ;
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities; and
- iv) that the Directors had prepared the annual accounts on a going concern basis.
- v) that the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively ;

8. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors had four meetings during financial year 2016-17.

9. PARTICULARS OF THE EMPLOYEES AND INFORMATION CALLED FOR UNDER SECTION 197 OF THE COMPANIES ACT, 2013 AND THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The Company does not have any employees drawing remuneration in excess of the limits prescribed under Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

VAJHARPADA ENERGY LIMITED

(CIN : U51909MH2002PLC136709)

Regd. Office : 26, Gobind Mahal, 86B, N. S. Road, Marine Drive, Mumbai – 400 002
Tel : 022-22817333, Fax : 22817982, email : contact@weizmann.co.in

- : 3 : -

10. DISCLOSURE OF PARTICULARS

Pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 the Report on the matters of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are as follows :

As the Company is in the field of wind power, the relevant provisions relating to conservation of technology absorption are not applicable. However as the Company is in the field of wind power and promoting green energy, it is directly contributing to reducing dependency on fossil fuel and thus conserving the fossil fuel.

The earnings and outgo in foreign exchange was nil during the year.

11. FIXED DEPOSITS

Your Company has not accepted any Fixed Deposits within the meaning of Section 73 of the Companies Act, 2013.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S.186 OF THE COMPANIES ACT, 2013

As the Company is in the business of wind Power Generation an infrastructure activity as per Schedule VI of the Companies Act, 2013, provisions of Section 186 is not applicable.

13. PARTICULARS OF CONTRACTS OR ARRANGEMNET WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

The Transactions with Related parties are at arm's length basis and there are no material contracts.

14. POLICY ON RELATED PARTY TRANSACTIONS

The Company has framed a policy on related party transactions. The policy includes the specific category of policies requiring prior approval of the Audit Committee, the Board of Directors, Special Resolution by members at General Meeting, determining the materiality of the related party contract both under Companies Act, and also the procedures to be followed in complying with the statutory provisions in respect of related party transaction, if any.

15. CORPORATE SOCIAL RESPONSIBILITY OF THE COMPANY

The statutory requirement of complying with Corporate Social Responsibility of the Companies Act, 2013 is not applicable to the company during F.Y. 2016-17.

VAJHARPADA ENERGY LIMITED

(CIN : U51909MH2002PLC136709)

Regd. Office : 26, Gobind Mahal, 86B, N. S. Road, Marine Drive, Mumbai – 400 002
Tel : 022-22817333, Fax : 22817982, email : contact@weizmann.co.in

- : 4 : -

16. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY FOR THE COMPANY

The Company has framed its Risk Management Policy detailing the identification of elements of risks, monitoring and mitigation of the risks. The company is also constituted a Risk Management Committee for the above purpose. The company has laid down detailed process in planning, decision making, organizing and controlling.

17. ESTABLISHMENT OF VIGIL MECHANISM

The company has in place a vigil mechanism pursuant to which a Whistle Blower Policy is also in vogue. The whistle blower policy covers all employees and directors of the company.

18. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

There are no material changes and commitments affecting the financial position of the company.

19. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

No significant or material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

20. ISSUE OF NEW EQUITY SHARES DURING THE YEAR

The company has not issued any new equity shares during the year.

21. AUDITORS

Messrs. Atul C. Kothari & Co. Chartered Accountants, had been appointed as Statutory Auditors at the AGM held in the year 2014 for a period of 5 years to hold office until the conclusion of the Annual General Meeting scheduled to be held in the year 2019. In terms of the provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the shareholders in every Annual General Meeting until the expiry of the period of the original appointment.

In view of the above, the Board of Directors recommends your ratification of the appointment of Messrs. Atul C. Kothari & Co. Chartered Accountants, as the statutory Auditors of the Company.

VAJHARPADA ENERGY LIMITED

(CIN : U51909MH2002PLC136709)

Regd. Office : 26, Gobind Mahal, 86B, N. S. Road, Marine Drive, Mumbai – 400 002

Tel : 022-22817333, Fax : 22817982, email : contact@weizmann.co.in

- : 5 : -

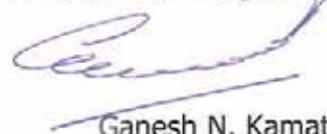
22. AUDITORS' REPORT

The observations of the Auditors in their report, read with notes annexed to the accounts, are self-explanatory.

23. ACKNOWLEDGEMENT

Your Directors express their grateful appreciation for the assistance and co-operation received from Government Authorities, Bankers, Lending Institutions, Suppliers and Customers during the year under review. Your Directors place on record their appreciation for the committed services of the executives and staff of the Company.

For and on behalf of the Board



Ganesh N. Kamath

Chairman

DIN : 00040805

Place : Mumbai

Date : 15th May, 2017

Sub-total (B)(2):-	0	50000	50000	100%	0	50000	50000	100%	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	0	50000	50000	100%	0	50000	50000	100%	0
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	0	50000	50000	100%	0	50000	50000	100%	0

ii) Shareholding of promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of 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	% change in share holding during the year
1.	Chetan Mehra	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1.	Greenweiz Projects Ltd	49930	99.86	49930	99.86
2.	Dharmendra G. Siraj – Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02
3.	Anju D. Siraj – Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02
4.	Chetan D. Mehra – – Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02
5.	Kirti N. Acharya – – Beneficial owner	10	0.02	10	0.02

	Greenweiz Projects Ltd				
6.	Pramod M. Sheth - – Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02
7.	Radhika C. Mehra– Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02
8.	Arun D. Mehra - – Beneficial owner Greenweiz Projects Ltd	10	0.02	10	0.02

v) Shareholding of Directors and Key Managerial Personnel :

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year				
1.	Arun D. Mehra	-	-	-	-
	Date Wise Increase / Decrease in share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-
2.	Vinesh N. Davda	-	-	-	-
	Date Wise Increase / Decrease in share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-

	At the end of the year	-	-	-	-
3.	Ganesh N. Kamath	-	-	-	-
	Date Wise Increase / Decrease in share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the end of the year	-	-	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
ii) Principal Amount	-	24,32,750	-	24,32,750
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	24,32,750	-	24,32,750
Change in Indebtedness during the financial year				
• Addition	-	3,10,000	-	3,10,000
• Reduction	-	2,25,000	-	2,25,000
Net Change	-	85,000	-	85,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	25,17,750	-	25,17,750
ii) Interest due but	-	2,23,241	-	2,23,241

not paid				
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	27,40,991	-	24,40,991

VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
	A. Remuneration to Managing Director, Whole-time Directors and / or Manager :

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
---------	-----------------------------	------------------------	--------------

		
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961					
	(b) Value of Perquisite u/s 17(2) Income Tax Act, 1961					
	(c) Profit 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 :

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
---------	-----------------------------	-------------------	--------------

		Ganesh N. Kamath	Arun D Mehra	Vinesh N. Davda	
3.	Independent Directors				
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	-	-	-	-
	Total (1)	-	-	-	-
4.	Other Non-Executive Directors	-	-	-	-
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary & CFO	Total
1.	Gross Salary	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-	-
	(b) Value of Perquisite u/s 17(2) Income Tax Act, 1961	-	-	-
	(c) Profit in lieu of	-	-	-

	salary under section 17(3) Income Tax Act, 1961			
	Stock Option	-	-	-
	Sweat Equity	-	-	-
	Commission - as % of profit - Others, specify.	-	-	-
	Others, please specify	-	-	-
	Total	-	-	-

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)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

*Atul C. Kothari & Co.**(Chartered Accountants)*

B/302, Sai Sumit, Mahavir Nagar, Kandivali (West), Mumbai – 400 067

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF
VAJHARPADA ENERGY LIMITED**

1. We have audited the accompanying standalone financial statements of **VAJHARPADA ENERGY LIMITED** which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and also the cash flow statement of the company 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 in section 134(5) of the Companies Act, 2013 with respect to preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standard specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the 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 the 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 standalone financial statements based on our audit.
4. 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.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable 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.

...2



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 control system over financial reporting and the operative 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 standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017, and its Profit and 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 (Auditors Report) Order, 2016", 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, 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:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

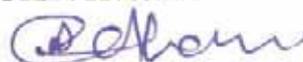


VAJHARPADA ENERGY LIMITED

::3 ::

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) 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 explanations given to us:
- i. There were no pending litigations against the company that impacts on its financial position as at March 31, 2017.
 - 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 had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 these disclosures are in accordance with the books of accounts maintained by the company.

**FOR ATUL C. KOTHARI & CO.,
CHARTERED ACCOUNTANTS
FRN : 117639W**



**PLACE: MUMBAI
DATE: 15 MAY 2017**

**ATUL C. KOTHARI
PROPRIETOR
MEMBERSHIP NO: 43614**



ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 9 of the Independent Auditors' Report of even date to the Shareholders of **VAJHARPADA ENERGY LIMITED** on the standalone financial statements as of and for the year ended on March 31, 2017)

- (i) (a) In our opinion the Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) Since Fixed assets of the Company comprises of "Capital Work in Process" physical verification by the management of the fixed assets provided in clause 3(i)(b) of CARO is not applicable to the company.
- (c) Since there are no immovable properties in the company clause 3(i)(c) of CARO is not applicable to the company.
- (ii) Since the company does not have inventories Clause 3(ii) of CARO in respect of inventories is not applicable to the company.
- (iii) The company has not granted loans during the year, to parties covered in the register maintained under section 189 of the Act. Therefore sub-clauses (a) to (c) of clause 3(iii) of CARO are not applicable.
- (iv) Based on the information provided to us, records as furnished to us, the company has not granted loans to persons nor made investments and given guarantees, securities as envisaged in provisions of section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted deposit from the public within meaning of Section 73 to 76 of the Act or any relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules 2015 with respect to the deposits accepted from the public.
- (vi) Maintenance of cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Act is not applicable to the company during the year under audit
- (vii) (a) As per the records examined by us, explanations provided to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us there are no dues of income tax, sales tax, excise duty and cess which have not been deposited on account of any dispute
- (viii) Since the company has not borrowed from financial institutions, banks neither issued any debentures clause 3 (viii) of CARO is not applicable.
- (ix) The company has not raised monies by way of Public issue/follow on offer, term loans and therefore clause 3 (ix) of CARO is not applicable.



- (x) During the course of our examination of 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.
- (xi) The company has not paid/provided managerial remuneration during the year and therefore clause (xi) of CARO is not applicable.
- (xii) The company is not a "Nidhi Company" and therefore clause (xii) of CARO is not applicable.
- (xiii) Based on information and explanations in respect of Related Parties provided to us, in our opinion the company has disclosed Related Party Transactions in accordance with the applicable accounting standard.
- (xiv) The company has not made any preferential allotment/private placement of shares nor issued fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR ATUL C. KOTHARI & CO.,
CHARTERED ACCOUNTANTS
FRN : 117639W



PLACE: MUMBAI
DATE: 15 MAY 2017

ATUL C. KOTHARI
PROPRIETOR
MEMBERSHIP NO: 43614



Annexure - B to the 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 **VAJHARPADA ENERGY LIMITED** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 was 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

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

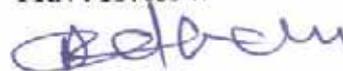
Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, 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 31 March 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 ATUL C. KOTHARI & CO.,
CHARTERED ACCOUNTANTS
FRN : 117639W



PLACE: MUMBAI
DATE: 15 MAY 2017

ATUL C. KOTHARI
PROPRIETOR
MEMBERSHIP NO: 43614



VAJHARPADA ENERGY LIMITED

Balance Sheet as at 31.03.2017

Figures in Rupees

Particulars	Note	As At 31.03.2017	As At 31.03.2016
I EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	5,00,000	5,00,000
Reserves and Surplus	2	(3,60,898)	(3,33,804)
Money received against share warrants		-	-
		1,39,102	1,66,196
Share application money pending allotment			
		-	-
Non-Current Liabilities			
Long term borrowings		-	-
Deferred tax liabilities (Net)		-	-
Other Long term Liabilities		-	-
Long term Provisions		-	-
Current Liabilities			
Short-term borrowings	3	27,48,391	24,32,750
Trade payables	4	10,000	20,000
Other current liabilities	5	27,424	27,409
Short-term provisions		-	-
		27,85,815	24,80,159
TOTAL		29,24,917	26,46,355
II ASSETS			
Non-current assets			
Fixed Assets			
Tangible assets		-	-
Intangible assets		-	-
Capital work in-progress		28,82,885	26,04,206
Intangible assets under development		-	-
Fixed assets held for sale		-	-
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-term loans and advances		-	-
Other non-current assets		-	-
		28,82,885	26,04,206
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables		-	-
Cash and cash equivalents	6	40,603	40,416
Short-term loans and advances	7	1,430	1,735
Other current assets		-	-
		42,033	42,151
TOTAL		29,24,917	26,46,357

See accompanying notes to the financial statements

9

As per our report of even date attached

For Atul C. Kothari & Co.

Chartered Accountants

Atul C. Kothari



Atul C. Kothari & Co.

Proprietor

Membership No: 43614

(Firm Reg No: 117639W)

Place : Mumbai,

Date : 15 MAY 2017



For and on Behalf of the Board

G.N. Kamath

Director
G.N.Kamath
DIN - 00040805

Director
A.D. Mehra
DIN - 00025888

VAJHARPADA ENERGY LIMITED

Statement of Profit & Loss for the year ended 31.03.2017

Figures in Rupees

Particulars	Note No.	Year Ended 31.03.2017	Year Ended 31.03.2016
I Revenue from Operations		-	-
II Other Income		-	-
III Total Revenue (I + II)		-	-
IV Expenses			
Cost of materials consumed		-	-
Purchases of stock-in-trade		-	-
Changes in inventories		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortization expense		-	-
Other expenses	8	25,719	23,203
Total Expenses		25,719	23,203
V Profit / (Loss) before exceptional & extraordinary items & tax (III - IV)		(25,719)	(23,203)
VI Exceptional Items		-	-
VII Profit / (Loss) before extraordinary items and tax (V - VI)		(25,719)	(23,203)
VIII Extraordinary Items		-	-
IX Profit / (Loss) before tax (VII - VIII)		(25,719)	(23,203)
X Tax Expense			
(1) Current tax		-	-
(2) Prior Year tax		(1,375)	-
(3) Deferred tax		-	-
(4) MAT Credit entitlement		-	-
XI Profit / (Loss) for the year from continuing operations (IX - X)		(27,094)	(23,203)
XII Profit / (Loss) from discontinuing operations		-	-
XIII Tax Expense of discontinuing operations		-	-
XIV Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit / (Loss) for the period (XI + XIV)		(27,094)	(23,203)
XVI Earnings per equity share:			
1. Basic		(0.54)	(0.46)
2. Diluted		(0.54)	(0.46)

See accompanying notes to the financial statements

9

As per our report of even date attached

For and on Behalf of the Board

For Atul C. Kothari & Co.

Chartered Accountants

Atul C. Kothari

Proprietor

Membership No: 43614

(Firm Reg No: 117639W)

Place : Mumbai, 15 MAY 2017



Director

G.N. Kamath

DIN - 00040805

Director

A.D. Mehra

DIN - 00025888

VAJHARPADA ENERGY LIMITED

Cash Flow Statement for the year ended 31.03.2017

	Figures in Rupees		Figures in Rupees	
	31.03.2017		31.03.2016	
Cash Flow from Operating Activities				
Net Profit / (Loss) before extraordinary items and tax		(25,719)		(23,203)
<i>Adjustments for:</i>				
Prior Year Taxation	(1,375)	(1,375)	-	-
Operating profit/(loss) before working capital changes		(27,094)		(23,203)
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets</i>				
Short-term loans and advances	(1,070)		480	
Bank Deposits	-	-	-	480
		(1,070)		480
		(28,164)		(22,723)
<i>Adjustments for increase / (decrease) in operating liabilities</i>				
Trade payables	(10,000)		10,000	
Other current liabilities	15		6,703	
		(9,985)		16,704
Cash generated from operations		(38,149)		(6,019)
Net Income Tax Paid / (Refund)		1,375.00		-
Investments in Fixed Assets				
Capital Work In Progress	(2,78,679)		(2,48,889)	
Net cash flow from Investing activities		(2,78,679)		(2,48,889)
		(3,15,453)		(2,54,908)
Financing				
Increase / (Decrease) in Unsecured Loans	3,15,641		2,72,439	
Net cash flow from Financing activities		3,15,641		2,72,439
Net Increase / (Decrease) in Cash and Cash Equivalents		187		17,531
Cash and Cash Equivalent at the Beginning of the year	40,416		22,885	
Cash and Cash Equivalent at the End of the year	40,603	187	40,416	17,531
Cash and Cash Equivalent at the end of the year comprises				
(a) Cash on Hand		-		-
(b) Balances with banks in Current Accounts		40,603		40,416

As per our Report of even date attached

For and on behalf of the Board

For Atul C. Kothari & Co.
Chartered Accountants



Atul C. Kothari
Proprietor
Membership No: 43614
(Firm Reg No: 117639W)

Date : 15 MAY 2017




Director
G.N. Kamath
DIN - 00040805



Director
A.D. Mehra
DIN - 00025888

VAJHARPADA ENERGY LIMITED

Notes forming part of the Financial Statement as on 31.03.2017

Particulars	Figures in Rupees			
	As at 31.03.2017	As at 31.03.2016		
NOTE [1] - SHARE CAPITAL				
Authorised Share Capital				
50000 (P.Y 50000) Equity Shares of Rs.10/- each	5,00,000	5,00,000		
Issued, Subscribed & Paid-up Share Capital				
50000 (P.Y 50000) Equity Shares of Rs.10/- each	5,00,000	5,00,000		
Total	5,00,000	5,00,000		
NOTE [1.1]				
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year	As at 31.03.2017		As at 31.03.2016	
	In Nos.	Rs.	In Nos.	Rs.
Equity Shares				
At the beginning of the Year	50000	5,00,000	50000	5,00,000
Issued during the Year	-	-	-	-
Outstanding at the end of the Year	50000	5,00,000	50000	5,00,000
NOTE [1.2]				
Terms / rights attached to equity shares				
The Company has only one class of shares having a par value of Rs.10/- per Share. Each holder of equity shares is entitled to one vote per share.				
NOTE [1.3]				
Details of shares held by each shareholder holding more than 5% shares: Equity shares of Rs.10/- fully paid up Greenweiz Projects Ltd	As at 31.03.2017		As at 31.03.2016	
	In Nos	Holding %	In Nos	Holding %
	50000	100	50000	100
NOTE [1.4]				
Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates Karma Energy Ltd			Equity Shares with voting rights (in nos)	
			31.03.2017	31.03.2016
		50000	50000	
NOTE [2] - RESERVES & SURPLUS				
Surplus / (Deficit) in the Statement of Profit & Loss				
Opening Balance		(3,33,804)	(3,10,601)	
Add : Profit / (Loss) for the Year		(27,094)	(23,203)	
Closing Balance		(3,60,898)	(3,33,804)	
Total		(3,60,898)	(3,33,804)	
NOTE [3] - SHORT TERM BORROWINGS				
Unsecured				
(a) From Corporates		27,48,391	24,32,750	
Total		27,48,391	24,32,750	



VAJHARPADA ENERGY LIMITED

Notes forming part of the Financial Statement as on 31.03.2017

Particulars	Figures in Rupees	
	As at 31.03.2017	As at 31.03.2016
NOTE [4] TRADE PAYABLES		
Due to Micro, small and medium enterprises	-	-
Others	10,000	20,000
	10,000	20,000
NOTE [5] - OTHER CURRENT LIABILITIES		
Statutory Obligations - TDS Payable	25,626	21,937
Others	1,798	5,472
Total	27,424	27,409
NOTE [6] - CASH AND CASH EQUIVALENTS		
Balance with banks :		
State Bank of India	40,603	40,416
Total	40,603	40,416
NOTE [7] - SHORT TERM LOANS AND ADVANCES		
Income Tax & TDS	-	1,375
Prepaid Expenses	1,430	360
Total	1,430	1,735

AK



VAJHARPADA ENERGY LIMITED

Notes forming part of the Financial Statement as on 31.03.2017

Figures in Rupees

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
NOTE [8] - OTHER EXPENSES		
Audit Fees	10,000	10,000
Bank Charges	779	730
Legal & Professional Charges	5,600	6,625
Miscellaneous Expenses	5,600	2,868
Rent, Rates & Taxes	3,740	2,980
Total	25719	23,203
NOTE [8.1]		
Payments to the Auditors		
For Audit	10,000	10,000
Total	10,000	10,000



VAJHARPADA ENERGY LIMITED

NOTE [9] - Notes forming part of Financial Statements as on 31.03.2017

1) **Significant Accounting Policies:**

a) **Accounting Convention :**

The accounts have been prepared under the historical cost convention and on accrual system based on the principle of going concern.

b) **Income & Expenditure:**

It is the policy of the company to provide for all income and expenses on accrual basis.

c) **Amortization of Miscellaneous Expenditure:**

Preliminary expenses are amortized equally in the year of incurrence of expenditure.

d) **Impairment of Assets**

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

e) **Taxation:**

Provision for income tax for current year is made on the basis of taxable income for the year as determined as per the provisions of the Income Tax Act, 1961. Deferred income tax is accounted by computing the tax effect on timing differences which arise during the year and capable of reversal in subsequent periods.

f) **Capital Work In Progress:**

All expenses including finance charges incurred for acquiring and erecting fixed assets are shown under capital work in progress.

2) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs Nil (Prev. Year Rs. NIL)

3) **Contingent Liabilities: Current year Rs Nil (Previous year Rs Nil)**

4) Expenditure in Foreign Currency : Rs Nil (PY NIL)

Expenditure in Foreign Exchange : Rs Nil (PY NIL)

5) Revenue Expenditure capitalised during the year included in the Capital work in Progress under Fixed Assets

	Year Ended 31.03.2017	Year Ended 31.03.2016
Site & other Expenses	20,615	29,512
Finance Cost	2,56,267	2,19,376
	2,76,882	2,48,888

6) Based on Information of status of suppliers to the extent received by the company there are no Small Scale Industrial undertakings included in Sundry Creditors to whom the payments are outstanding for a period more than 45 days. Further the company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the micro, Small and Medium Enterprises Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/payable to these parties during the year is Nil.

7) **Earnings per Share**

	31.03.2017	31.03.2016
A. Net Profit / (Loss) After Tax	(27,094)	(23,203)
B. Weighted Average Number of Equity Shares	50000	50000
C. Nominal Value per Ordinary Shares	10	10
D. Basic & Diluted Earning Per Share	(0.54)	(0.46)

8) **Deferred Tax**

The Company has not recorded net deferred tax assets as of 31.03.2017, in view of uncertainty of reversal of the same in immediate future.



VAJHARPADA ENERGY LIMITED

NOTE [9] - Notes forming part of Financial Statements as on 31.03.2017

9) Related Party Disclosure for the year ended 31.03.2017

In accordance with the "Accounting Standard 18 - Related Party Disclosure", the details of related parties as stated below:

A Related Party and their Relationship

Holding Company	Fellow Subsidiaries
Karma Energy Limited Greenweiz Projects Ltd	Almi Hydro Electric Projects Ltd* Baledh Energy Projects Ltd+ Batot Hydro Power Ltd Brahmanvel Energy Ltd Joiner Hydro Power Projects Ltd ** Khandesh Energy Projects Ltd

* Ceased to be subsidiary wef 10.06.2016

** Ceased to be subsidiary wef 28.06.2016

+ Ceased to be subsidiary wef 09.09.2016

B Transactions with Related Parties

There are no Transactions with Related Parties during the year.

10) Denomination statement for the period 08.11.2016 To 30.12.2016

	SBN	Other denomination	Total
Closing cash in hand as on 08.11.2016	-	-	-
(+) Permitted receipts		-	-
(-) Permitted payment			
(-) Amount deposited in Bank	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

11) Segment Information

The Primary Business activity of the Company is that of Generation of Power from Renewable Sources and hence there being only one reportable segment, segment reporting has not been furnished.

12) Previous year figures have been regrouped and / or reclassified wherever necessary.

Signatures to the Notes 1 to 9 forming part of the Financial Statement for the year ended 31.03.2017

As per our report of even date attached
For Atul C. Kothari & Co.
Chartered Accountants



Atul C. Kothari
Proprietor
Membership No: 43614
(Firm Reg No: 114075W)
Place : Mumbai,



For and on behalf of the Board



Director
G.N.Kamath
DIN - 00040805

Director
A.D. Mehra
DIN - 00025888

