

NALWA FINTRADE PRIVATE LIMITED

JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai 400 051

Tel : 022 42861000 Fax : 022 42863000

CIN: U74999MH2010PTC203103

NOTICE

Notice is hereby given that the **Sixth Annual General Meeting** of the Shareholders of **Nalwa Fintrade Private Limited** will be held on **September 29, 2016, Thursday at 11 a.m.** at **JSW Centre, Bandra Kurla Complex, Bandra, East Mumbai - 400 051** to transact the following businesses:


ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint the Director in place of Mr. Naveen Kumar (DIN: 07099121), who retires by rotation and being eligible, offers himself for re-appointment.
1. To ratify the appointment of M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Registration Number 109574W) as Auditors of the Company and their remuneration as may be fixed by the Board of Directors of the Company.

"RESOLVED THAT pursuant to the first proviso to section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Shah Gupta & Co., Chartered Accountants Mumbai (Firm Registration Number 109574W), as the Auditors of the Company to hold office from the conclusion of the 5th Annual General Meeting until the conclusion of 9th Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company"

By order of the Board of Directors
Nalwa Fintrade Private Limited.

Place: Mumbai
Dated : 26.04.2016


Sudip Mishra
Director
(03428213)



NALWA FINTRADE PRIVATE LIMITED

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NOTES:

1. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.
2. Shareholders / Proxies should bring their attendance slip duly filled in for attending the meeting.
3. Copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.
4. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold Shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
7. The instrument(s) appointing the Proxy, if any, shall be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting and in default, the instrument of Proxy shall be treated as invalid. Proxies shall not have any right to speak at the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, be issued by the Shareholder organization.
8. Shareholders are requested to intimate the Company at its registered office, immediately of any change in their mailing address or email address in respect of equity shares held.
9. Shareholders desirous of having any information regarding Accounts are requested to address their queries to the Accounts Officer at the Registered Office of the Company at least seven days before the date of the Annual General Meeting, so that the requisite information can be made available at the Annual General Meeting.
10. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days if the Company, during office hours, up to the date of the Annual General Meeting.
11. Shareholders/Proxies are requested to bring the attendance slip duly filled in.

Director's Report

To the Members of
NALWA FINTRADE PRIVATE LIMITED

Your Directors have pleasure in presenting the Sixth Annual Report together with the Standalone Audited Statement of Financial Accounts for the year ended March 31, 2016.

1. **Principal Activities & Finance**

The Company is engaged in providing Management & Consultancy Services. Company had a profit of Rs 0.24 lakhs.

2. **Transfer to Reserves**

The Company proposes to transfer NIL amount to the General Reserve and a profit of Rs 0.24 lakh is transferred to the surplus in the statement of profit and loss.

3. **Dividend**

Your Directors have deemed it prudent not to recommend any dividend on equity shares for the year ended March 31, 2016, in order to conserve the resources for future growth.

4. **Change in Capital Structure**

Share Capital

During the financial year under review, the Company has not issued further share capital in any mode. The equity share capital of the Company stands at Rs 5.00 lakh (Previous Year Rs 5.00 lakh).

5. **Report on Performance of Subsidiaries, Associates and Joint Venture Companies**

There are no subsidiaries, associates and joint venture companies of the Company.

6. **Deposits**

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

7. **Material Changes and Commitments**

In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

8. **Significant and Material Orders passed by Regulators or Courts or Tribunal**

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

9. **Particulars of Loans, Guarantees, Investments and Securities**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 4 and 7 to the Standalone Financial Statement).

10. **Particulars of Contracts or Arrangement with Related Parties**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and hence provisions of Section 188 of the Companies Act, 2013 are not applicable.

The details of transactions / contracts / arrangements entered by the Company with related parties are set out in the Notes to the Financial Statements.

11. **Disclosure under Section 67(3) of the Companies Act, 2013**

During the year under review, there were no special resolution passed pursuant to the provisions of Section 67(3) of the Companies Act, 2013 and hence no information as required pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

12. **Board of Directors**

During the year under review, Mr. Naveen Kumar (DIN: 07099121) was appointed as a Director of the Company on September 29, 2015 and in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year under review, Mr. Balwant Ranka (DIN: 00672052) has resigned from the Company, your Directors place on record the deep sense of appreciation for the valuable support and guidance extended by him as the Director of the Company.

As disclosed above, there was no other change in the Directorship of the Company during the year.

13. **Disclosures related to Board, Committees and Policies, if any.**

Board Meetings

The Board of Directors comprised of the following members:

Name of Director	Designation
Mr. Sudip Mishra	Non-Executive Director
Mr. Naveen Kumar	Non-Executive Director

The Board of Directors met four times during the financial year ended March 31, 2016 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

The dates on which the Board of Directors met during the financial year under review are as under:

Sr. No	Date of Board Meeting
1.	April 27, 2015
2.	August 12, 2015
3.	December 07, 2015
4.	March 15, 2016

14. Directors' Responsibility Statement

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) that in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the directors had prepared the annual accounts for the year under review, on a 'going concern' basis
- (e) that 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.

15. Auditors

The observations made by the Statutory Auditors in their report for the financial year ended March 31, 2016 read with the explanatory notes therein are self-explanatory

and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

M/s. Shah Gupta & Co., Chartered Accountants, the Auditors of the Company, have been appointed by the shareholders at the previous Annual General Meeting dated September 29, 2015 until the conclusion of 9th Annual general Meeting and require to be ratified at every Annual General Meeting of the Company. They have confirmed their eligibility to the effect that their appointment would be within the prescribed limits under the Act and that they are not disqualified for the continuance of their appointment.

16. Extract of Annual Return

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2016 made under the provisions of Section 92(3) of the Act is attached as Annexure A which forms part of this Report.

17. Particulars regarding sexual harassment of women at workplace

During the year under review, there were no cases filed pursuant to The Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013.

18. Conservation of Energy, Technology Absorption & Innovation and Foreign Exchange Earnings and Outgo

The Company does not have any manufacturing operations. It is engaged in Management & Consultancy Services. All these activities are not energy/technology intensive. The Foreign Exchange earnings and outflow of the Company under review amounted to Nil.


19. Appreciation and Acknowledgement


Your directors would like to express their appreciation for the co-operation and assistance received from banks and the shareholders.

Your Directors take this opportunity to place on record their appreciation for the valuable contribution made by the employees and officers at all levels for the progress of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Dated : 26.04.2016


Naveen Kumar
Director (07099121)


Sudip Mishra
Director (03428213)

ANNEXURE A

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	U74999MH2010PTC203103
Registration Date	:	May 12, 2010
Name of the Company	:	Nalwa Fintrade Private Limited
Category / Sub-Category of the Company	:	Private Limited
Address of the Registered office and contact details	:	JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai 400051
Whether listed company	:	No
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the product/service	% to total turnover of the company
1	Management and Consultancy Services	702 – Management Consultancy activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1.	JSW Infrastructure Limited	U45200MH2006PLC161268	Holding Company	100.00	Section 2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

[illegible]

Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	50,000	50,000	100	-	50,000	50,000	100	-
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (Trust)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2):	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	50,000	50,000	100	-	50,000	50,000	100	-

Notes: 1) Bodies Corporate under the head "Promoter" holds shares along with its nominee.

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	JSW Infrastructure Limited	50,000	100	-	50,000	100	-	-
	Total	50,000	100	-	50,000	100	-	-

iii. **CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):**

Sl. No.	Name of the Shareholder	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
1.	JSW Infrastructure Limited				
	At the beginning of the year	50,000	100	50,000	100
	Purchase/Transfer on January 30, 2015	-	-	-	-
	At the End of the year	50,000	100	50,000	100

v. **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	-	-	-	-
	Purchase/Transfer with the Company	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	For each of the Directors and KMP	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	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	-	-	-	-

Note: The shareholding if any, is in a capacity of nominee and the director/key managerial personnel have no beneficial interest.

v. **INDEBTEDNESS:**

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

(in millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	45.30	-	45.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	45.30	-	45.30
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

No remuneration being paid to the Directors.

B. *Remuneration to other Directors:*

No remuneration and sitting fees being paid to the Directors.

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

There is no Key Managerial Personnel appointed in the Company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties/ Punishment/ Compounding of Offences during the year ended March 31, 2016.

Shah Gupta & Co.

Chartered Accountants

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NALWA FINTRADE PRIVATE LIMITED

Report on the standalone financial statements

We have audited the accompanying standalone financial statements of **NALWA FINTRADE PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, 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 standalone financial statements

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

Auditor's responsibility

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

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

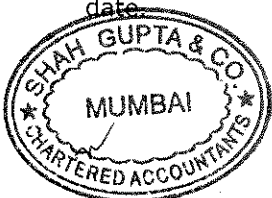
We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.



Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (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;
 - (d) 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 March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 operative effectiveness of such controls, refer to our separate report in "Annexure B" to this report; and
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigation having impacts on its financial position;
 - ii. The Company did not have any outstanding long-term contracts including derivative contracts as at March 31, 2016 for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **SHAH GUPTA & CO.,**
Chartered Accountants
Firm Registration No.: 109574W

naresh
Naresh Bhuta
Partner
M. No.135823



Place: Mumbai
Date : April 26, 2016

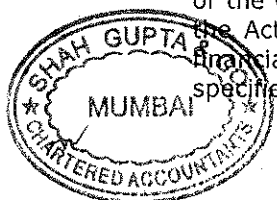
ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) According to the information and explanations provided by the Management, the Company does not have any fixed asset. Accordingly, sub-clause (a), (b) and (c) are not applicable to the Company.
- (ii) As the Company does not have any inventory. Accordingly, Clause (ii) of paragraph 3 of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the investments made.
- (v) The Company has not accepted any deposits from the public in accordance with the provision of section 73 to 76 of the Act and the rules framed thereunder. Accordingly, clause (v) of paragraph 3 of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- (vii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the Information and explanation given to us, no undisputed amounts payable in respect of provident fund, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues were in arrear as at March 31, 2016 for a period of more than six months from the date they became payable.

- (viii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any loans or borrowings from any bank, financial institution, government or debenture holders during the year. Accordingly, clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration during the year. Accordingly, clause (xi) of paragraph 3 of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18. Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For **SHAH GUPTA & CO**
Chartered Accountants
FRN - 109574W

naresh

Naresh Bhuta
Partner
M. No.135823



Place: Mumbai
Date : April 26, 2016

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NALWA FINTRADE PRIVATE LIMITED** ("the Company") as at March 31, 2016 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 auditors' 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 March 31, 2016, 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 **SHAH GUPTA & CO**
Chartered Accountants
FRN - 109574W

naresh

Naresh Bhuta
Partner
M. No.135823



Place: Mumbai
Date : April 26, 2016

NALWA FINTRADE PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016

NALWA FINTRADE PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2016

		Amount in Rs.	
Particulars	Note	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	500,000	500,000
Reserves and Surplus	3	188,408	164,027
		688,408	664,027
NON- CURRENT LIABILITIES			
Long- term Borrowings	4	45,300,000	45,300,000
		45,300,000	45,300,000
CURRENT LIABILITIES			
Other Current Liabilities	5	71,980	47,870
Short- term Provisions	6	18,935	8,032
		90,915	55,902
TOTAL		46,079,323	46,019,929
ASSETS			
NON-CURRENT ASSETS			
Non- Current Investments	7	45,249,380	45,249,380
		45,249,380	45,249,380
CURRENT ASSETS			
Cash and Bank Balance	8	815,770	764,553
Other Current Assets	9	14,173	5,996
		829,943	770,549
TOTAL		46,079,323	46,019,929
Summary of significant accounting policies and other notes	1- 13		
The accompanying notes are an integral part of financial statements			

As per our attached report of even date
For SHAH GUPTA & CO.
Chartered Accountants
Firm Registration No : 109574W

For and on behalf of the Board of Directors

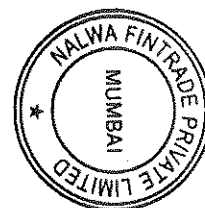
narish
NARESH BHUTA
Partner
M.No. 135823



Date: 26th April, 2016
Place: Mumbai

Nauman
NAVEEN KUMAR
Director
DIN : 07099121

Sudip
SUDIP MISHRA
Director
DIN : 03428213



NALWA FINTRADE PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note	Amount in Rs.	
		Year Ended 31st March, 2016	Year Ended 31st March, 2015
INCOME			
Other Income	10	61,928	59,956
Total Income		61,928	59,956
Expenses			
Other Expenses	11	26,644	33,805
Total Expenses		26,644	33,805
Earning before interest, tax, depreciation and amortization (EBITDA)		35,284	26,151
Finance Costs	12	-	157
Profit/(Loss) Before Tax		35,284	25,994
Tax Expense:			
Current Tax		10,903	8,032
Deferred Tax		-	-
Profit/(Loss) for the year		24,381	20,353
Equity Share of Face value of Rs. 10/- each Basic and Diluted	13.1 (In Rs.)	0.49	0.41
Summary of significant accounting policies and other notes	1- 13		
The accompanying notes are an integral part of financial statements			

As per our attached report of even date
For SHAH GUPTA & CO.
Chartered Accountants
Firm Registration No : 109574W

naresh
NARESH BHUTA
Partner
M.No. 135823

Date: 26th April, 2016
Place: Mumbai



For and on behalf of the Board of Directors

NAVEEN
NAVEEN KUMAR
Director
DIN : 07099121

SUDIP
SUDIP MISHRA
Director
DIN : 03428213



NALWA FINTRADE PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	Amount in Rs	
	Year ended 31.03.2016	Year ended 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT/ (LOSS) BEFORE TAX	35,284	25,994
Adjustments for-		
Interest income	(61,928)	(59,956)
Operating profit before working capital changes	(26,644)	(33,962)
Adjustments for-		
Increase/ (Decrease) in current liabilities	24,110	33,805
(Increase)/Decrease in current assets	(8,177)	(5,996)
Cash flow before taxation	(10,711)	(6,153)
Direct tax paid	-	(3,138)
NET CASH USED IN OPERATING ACTIVITIES	(10,711)	(9,291)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	61,928	59,956
NET CASH GENERATED FROM INVESTING ACTIVITIES	61,928	59,956
C. CASH FLOW FROM FINANCING ACTIVITIES		
NET CASH FLOW FROM FINANCING ACTIVITIES	-	-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	51,217	50,665
CASH AND CASH EQUIVALENTS - AT THE BEGINNING OF THE YEAR	764,553	713,888
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	815,770	764,553

As per our attached report of even date

For **SHAH GUPTA & CO.**

Chartered Accountants

FRN :109574W

navesh
NARESH BHUTA
 Partner
 M.No. 135823



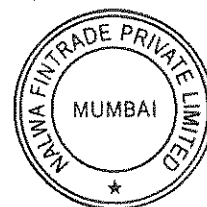
Navan
NAVEEN KUMAR
 Director
 DIN : 07099121

For and on behalf of Board of Directors

Sudip
SUDIP MISHRA
 Director
 DIN : 03428213

Date: 26th April, 2016

Place: Mumbai



1. COMPANY OVERVIEW

(I) The Company is primarily engaged in "Management Consultancy Services".

(II) Summary of Significant accounting policies

(A) **Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respect with the accounting standards notified under Section 133 of the Companies Act 2013 ('the Act') read together with Rule 7 of the Companies (Accounts) Rule 2014. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. The statements have been prepared on an accrual basis and under the historical cost convention.

(B) **Use of Estimates**

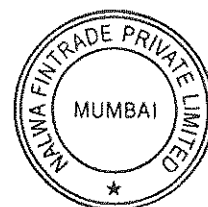
The preparation of financial statements in conformity with Generally Accepted Accounting Principles require estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/ materialize.

(C) **Fixed Assets**

Fixed Assets are stated at their cost of acquisition or construction less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to use. Expenditure incurred during construction period: Apart from costs related directly to the construction of an asset, indirect expenses incurred up to the date of commencement of commercial production which are incidental and related to construction are capitalized as part of the construction cost. Income, if any, earned during the construction period is deducted from the indirect costs. Depreciation on assets is provided, pro-rata for the period of use, by the Straight Line Method (SLM) as prescribed in Schedule II to the Act. An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets, when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the profit and loss account.

(D) **Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made , are classified as Current Investments. All other investments are classified as long term investment. On disposal of an investment, the difference between the carrying amount and the net disposal proceeds is recognised in the Statement of Profit & Loss.



(E) Revenue Recognition

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from services rendered is recognized at the time of completion of the services rendered, when all significant contractual obligations have been satisfied and the service is duly completed. Revenue excludes service tax, wherever recovered.

(F) Inventories

Consumables and stores and spares are valued at lower of cost computed on 'Weighted Average Cost' basis and net realizable value. Obsolete, defective, unserviceable and slow / non-moving stocks are duly provided for.

(G) Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets, as defined in Accounting Standard 16 on Borrowing Costs are capitalized as part of the cost of such asset up to the date when the asset is ready for its intended use. Other borrowing costs are expensed as incurred.

(H) Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the balance sheet date. All exchange differences, are dealt with in the profit and loss account, except to the extent that they are regarded as an adjustment to interest costs are capitalized to fixed assets. Non-monetary items such as investments are carried at historical cost using the exchange rates on the date of the transaction.

(I) Provision, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Accounting Standard 29 on Provisions, Contingent Liabilities and Contingent Assets are disclosed by way of notes to the accounts. Provision is made if it is probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

(J) Provision for Current and Deferred Tax

Income taxes are accounted for in accordance with Accounting Standard 22 on Accounting for Taxes on Income. Taxes comprise both current and deferred tax. Current tax is measured at the amount expected to be paid/ recovered from the revenue authorities, using the applicable tax rates and laws. The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing differences. They are measured using the substantively enacted tax rates and tax regulations. The carrying amount of deferred tax assets at each balance sheet date is reduced to the extent that it is no longer reasonably certain that sufficient future taxable income will be available against which the deferred tax asset can be realized. Tax on distributed profits payable in accordance with the provisions of section 115O of the Income Tax Act, 1961 is in accordance with the Guidance Note on Accounting for Corporate Dividend Tax regarded as a tax on distribution of profits and is not considered in determination of profits for the year.



(K) Earnings Per Share

The Company reports Basic and Diluted Earnings per share (EPS) in accordance with Accounting Standard 20 on Earning Per Share. Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to Equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

(L) Cash Flow Statement

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company. Cash and Cash equivalents presented in the Cash Flow Statement consist of cash on hand and demand deposits with banks.



NALWA FINTRADE PRIVATE LIMITED

Notes to financial statements for the year ended 31st March, 2016

2 SHARE CAPITAL

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Authorised Capital		
50,000 Equity Shares (Previous year 50,000) of Rs. 10/- each	500,000	500,000
TOTAL	500,000	500,000
Issued, Subscribed and Fully Paid Up Capital		
50,000 Equity Shares (Previous year 50,000) of Rs. 10/- each, fully paid up	500,000	500,000
TOTAL	500,000	500,000

- a) Reconciliation of number of shares outstanding and the amount of share capital as at 31st March, 2015 and 31st March, 2016 is set out below:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares				
Shares at the beginning of the year	50,000	500,000	50,000	500,000
Add: Shares issued during the year	-	-	-	-
Shares at the end of the year	50,000	500,000	50,000	500,000

- b) Terms/Right attached to Equity Shares

- i. The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- Each holder of equity shares is entitled to one vote per share.
- ii. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of

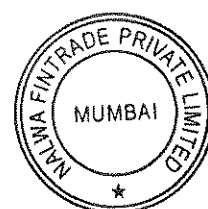
- c) Shares held by Holding Company

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	In Rs.	No. of Shares	In Rs.
JSW Infrastructure Limited	50,000	500,000	50,000	500,000
Shares at the end of the year	50,000	500,000	50,000	500,000

- d) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs. 10 each, fully paid up				
JSW Infrastructure Limited, 'the Holding Company'	50,000	100%	50,000	100%
Shares at the end of the year	50,000	100%	50,000	100%

As per records of the Company, including its Shareholder/members and other declaration received from Shareholders regarding beneficial interest, the



3 RESERVES AND SURPLUS

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Surplus/(Deficit) in the statement of Profit and Loss		
Balance as at the beginning of the year	164,027	143,674
Add: Profit/(Loss) for the year	24,381	20,353
Balance outstanding at the end of the year	188,408	164,027
TOTAL	188,408	164,027

4 LONG TERM BORROWINGS

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Unsecured		
Unsecured loan from Related Parties (Refer note no 13.2)*	45,300,000	45,300,000
TOTAL	45,300,000	45,300,000

* The above loan is Interest Free and repayable on demand at any time after 25th May, 2020.

5 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Other Payables (includes related parties) (Refer note no 13.2)	60,530	39,443
Provision for Audit Fees	11,450	8,427
TOTAL	71,980	47,870

6 PROVISIONS

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Income Tax Provisions (Net)	18,935	8,032
TOTAL	18,935	8,032

7 NON CURRENT INVESTMENTS

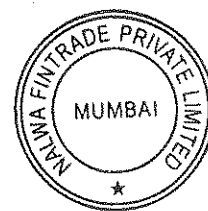
Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Trade Investments (Long-term)		
Unquoted, fully paid up Equity shares (valued at cost unless stated 45,24,938 (Previous year 45,24,938) Equity shares of Rs. 10/- each of		
South West Port Limited	45,249,380	45,249,380
TOTAL	45,249,380	45,249,380

7.1 Aggregate amount of investments
At book value

45,249,380

45,249,380

7.2 Basis of valuation
Refer Note no. 13(D)



8 CASH AND BANK BALANCE

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
Cash and cash equivalents		
Balance with Banks in Current Account	15,662	17,698
Other Bank Balances		
Fixed Deposits (having maturity more than 3 month but less than 12 month)	800,108	746,855
TOTAL	815,770	764,553

9 Other Current Assets

Particulars	As at 31st March, 2016 Amount in Rs.	As at 31st March, 2015 Amount in Rs.
TDS Receivable	13,949	5,996
Prepaid Expenses	224	-
TOTAL	14,173	5,996

10 Other Income

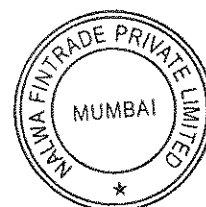
Particulars	Year Ended 31st March, 2016 Amount in Rs.	Year Ended 31st March, 2015 Amount in Rs.
Interest Income	59,170	59,956
Balance Written back	2,758	-
TOTAL	61,928	59,956

11 OTHER EXPENSES

Particulars	Year Ended 31st March, 2016 Amount in Rs.	Year Ended 31st March, 2015 Amount in Rs.
Other Expenses		
Rates and Taxes	-	20,378
Legal and Consultancy Expenses	8,310	5,000
Audit Fees	11,450	8,427
Other Expenses	6,884	-
TOTAL	26,644	33,805

12 FINANCE COSTS

Particulars	Year Ended 31st March, 2016 Amount in Rs.	Year Ended 31st March, 2015 Amount in Rs.
Bank Charges	-	157
TOTAL	-	157



13 NOTES TO ACCOUNTS

13.1 Earnings Per Share

Particulars	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Basic and Diluted Earning Per Share	24,381	20,353
Profit/(Loss) After Tax	24,381	20,353
Amount available for Equity Shareholders (A)	50,000	50,000
Weighted Average Number of Shares (B)	0.49	0.41
Basic & Diluted Earnings Per Share of Rs. 10/- Each (A)/(B)		

13.2 Disclosure of Related Party Transactions

(A) List of Related Parties where control exists and related parties with whom transactions have taken place and relationship:

I. Holding Company
JSW Infrastructure Limited

II Others
South West Port Limited

(B) Disclosure of Related Party Transactions as at Balance sheet date

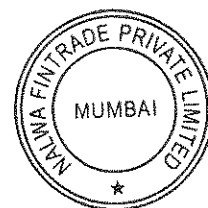
Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Investment South West Port Limited	45,249,380	45,249,380
Unsecured Loan taken JSW Infrastructure Limited	45,300,000	45,300,000
Other Payable JSW Infrastructure Limited(reimbursement of expenses)	60,530	29,185

(C) Details of transactions with Related Parties during the year

Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Other Payable JSW Infrastructure Limited(reimbursement of expenses)	31,345	29,185

13.3 Payment to Auditors

Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Statutory Audit Fees	11,450	8,427
Total	11,450	8,427



- 13.4 There are no Contingent liabilities.
- 13.5 In the opinion of the management the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 13.6 Considering the nature of business and operations, there are no separate reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17- "Segment Reporting".
- 13.7 The additional information pursuant to the Schedule III of Companies Act, 2013 are either Nil or Not Applicable.
- 13.8 The previous year figures have been reclassified/ regrouped wherever necessary to conform to current year's classification.

For and on behalf of the Board of Directors



NAVEEN KUMAR
Director
DIN : 07099121



SUDIP MISHRA
Director
DIN : 03428213

Date: 26th April, 2016
Place: Mumbai

