

## NOTICE

Notice is hereby given that the **Sixth Annual General Meeting** of the Shareholders of **JSW Nandgaon Port Private Limited** will be held on **July 31, 2017, Monday at 03.00 pm** at JSW Centre, Bandra Kurla Complex, Bandra, East, Mumbai- 400051 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 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. N K Jain (DIN: 00019442), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 decided 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 6th Annual General Meeting until the conclusion of 8th Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company"

### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Arun Bongirwar who was appointed as an Independent Director of the Company for a period of 2 years with effect from March 30, 2015 and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a period of one year."

**Registered Office – JSW Centre,  
Bandra Kurla Complex, Bandra  
East, Mumbai 400 051  
CIN: U93030MH2012PTC236083**

**Place:** Mumbai  
**Dated :** May 15, 2017

By order of the Board of Directors  
**JSW Nandgaon Port Pvt. Ltd.**



**Praveen Chand Jhanji**  
**Whole-time Director**  
(DIN: 06952215)

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Mr. Arun Bongirwar being eligible and offering himself for reappointment as an Independent Director under Section 149 and all other applicable provisions of the Companies Act, 2013 to hold office upto the conclusion of the 6<sup>th</sup> Annual General Meeting of the Company in the calendar year 2017.

The Company has received notice in writing from a member proposing the candidature of Mr. Arun Bongirwar for the office of Director of the Company.

The Company has also received declaration from Mr. Arun Bongirwar that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Arun Bongirwar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Arun Bongirwar does not hold any equity shares of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Arun Bongirwar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Arun Bongirwar as an Independent Director, for approval by the members of the Company.

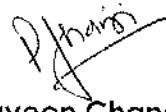
Except Mr. Arun Bongirwar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Your Directors recommend the resolution set out at Item No. 4 of the Notice for your approval.

**Registered Office** – JSW Centre,  
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East, Mumbai 400 051  
**CIN:** U93030MH2012PTC236083

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**JSW Nandgaon Port Pvt. Ltd.**

  
**Praveen Chand Jhanji**  
**Whole-time Director**  
(DIN: 06952215)

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business under item no. 4 set out above with reasons proposing the Resolution as stated in the Notice is annexed hereto.
2. A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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.
3. Shareholders / Proxies should bring their attendance slip duly filled in for attending the meeting.
4. Copies of Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting.
5. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
6. 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.
7. 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.
8. 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.
9. 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.
10. Shareholders desirous of having any information regarding Accounts are requested to address their queries to the Chief Financial 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.
11. 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, upto the date of the Annual General Meeting.

## Directors' Report

To the Members of  
**JSW NANDGAON PORT PRIVATE LIMITED,**

Your Directors take pleasure in presenting the Sixth Annual Report of the Company, together with the Standalone Audited Financial Statement for the year ended March 31, 2017.

### **1. Principal Activities & Company Affairs**

The Company has signed a Deed of Lease with Maharashtra Maritime Board (MMB) for setting up a Captive Jetty at a Green field location in Northern Maharashtra on Built, Own, Operate, Share & Transfer (BOOST) basis. The Company intends to build a Captive Jetty deep water port with state-of-the art cargo handling facility. The port will handle LNG, bulk, liquid and container cargo. The port holds tremendous economic potential on account of its proximity to industrial estates.

### **2. Project Review & Finance**

During the year, for the development of Captive Jetty at Nandgaon, Maharashtra, the state level CRZ recommendation from Maharashtra Coastal Zone Management Authority (MCZMA) is already obtained and forwarded the same to the Ministry of Environment, Forest & Climate Change (MoEFCC), New Delhi for Environmental and CRZ Clearance.

The Expert Appraisal Committee (EAC) of MoEFCC has recommended the project for CRZ & Environmental clearance (EC) and the EC letter is issued from MoEFCC for its development. For the year under review, the Company had a profit of Rs. 3.95 Lakhs.

### **3. Transfer to Reserves**

The Company for the year under review proposes to transfer NIL amount to the General Reserve and a profit of Rs 3.95 Lakhs is transferred to the Surplus in the statement of profit and loss.

**4. Dividend**

Your Directors have deemed it prudent not to recommend any dividend on equity shares for the year ended March 31, 2017, in order to conserve the resources for future growth.

**5. Change In Capital Structure**

**Share Capital**

The paid up equity share capital of the Company is 3,63,66,400 equity shares of Rs 10 (Rupees Ten only) each aggregating to Rs. 363.66 Million as on March 31, 2017 (Previous Year : Rs 363.66 Million).

During the year under review, your Company has not issued any:

- a. shares with differential rights
- b. further issue of shares
- c. sweat equity shares
- d. preference shares

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

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

**7. 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.

**8. 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.

**9. 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.

**10. 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 notes to standalone financial statement.

**11. 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.

All related party transactions which are in the ordinary course of business and on arm's length basis, of repetitive nature and proposed to be entered during the financial year are placed before the Audit Committee and the Board for prior approval at the commencement of the financial year.

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

**12. 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.

### **13. Directors and Key Managerial Personnel**

During the year under review, there was no change in the Directors of the Company.

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed.

In accordance with the provisions of the Companies Act, 2013, Mr. N K Jain (DIN: 00019442) retires by rotation at the ensuing AGM and being eligible offers himself for reappointment.

As disclosed above, there was no other change in the Directors and Key Managerial Personnel of the Company during the year.

### **14. Disclosures related to Board, Committees and Policies**

#### **a) Board Meetings**

<b>Name of Director</b>	<b>Designation</b>
Mr. N K Jain	Non-Executive Director
Capt. BVJK Sharma	Non-Executive Director
Mr. P C Jhanji	Whole-Time Director
Mr. Arun Bongirwar	Independent Director
Ms. Ameeta Chatterjee	Independent Director

The Board of Directors met Four times during the financial year ended March 31, 2017 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 28, 2016
2.	July 23, 2016
3.	November 14, 2016
4.	January 17, 2017

**b) Committees and Policies**

**1. Audit Committee**

The Audit Committee of Directors was reconstituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

Name	Designation
Mr. N K Jain	Chairman
Mr. Arun Bongirwar	Member
Ms. Ameeta Chatterjee	Member

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

**2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee (NRC) of Directors was constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

Name	Designation
Mr. N K Jain	Chairman
Mr. Arun Bongirwar	Member
Ms. Ameeta Chatterjee	Member

Your Company has devised the Nomination Policy for the appointment of persons to serve as Directors on the Board of your Company and for the appointment of Key Managerial Personnel (KMP) of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

Your Company has also devised a Policy for Performance Evaluation of Independent Directors, Board, Committees and other Individual Directors which includes criteria for Performance Evaluation of the Non-Executive Directors and Executive Directors. On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

Your Company has devised a Policy relating to the remuneration of Directors, Key Managerial Personnel and other Employees with following broad objectives:

- i. Remuneration is reasonable and sufficient to attract, retain and motivate Directors;
- ii. Motivate KMP and other employees and to stimulate excellence in their performance;
- iii. Remuneration is linked to performance;
- iv. Remuneration Policy balances Fixed & Variable Pay and reflects short & long-term performance objectives.

The Remuneration policy of the Company is attached herewith marked as Annexure A.

#### **15. Annual Evaluation of Directors, Committee and Board**

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The questionnaire for Board evaluation was prepared taking into consideration various aspects of the Board's functioning such as understanding of Board members of their roles and responsibilities, time devoted by the Board to Company's long term strategic issues, quality and transparency of Board discussions, quality, quantity and timeliness of the information flow between Board members and management, Board's effectiveness in disseminating information to shareholders and in representing shareholder interests, Board information on industry trends and regulatory developments and discharge of fiduciary duties by the Board.

Committee performance was evaluated on the basis of their effectiveness in carrying out respective mandates.

The performance evaluation of the Non-Independent Directors, the Board as a whole and Chairman of the Company was carried out by the Independent Directors at a separate meeting of the Independent Directors.

#### **16. 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.

**17. Auditors and Auditors Reports**

**a. Statutory Auditors**

The observations made by the Statutory Auditors in their report for the financial year ended March 31, 2017 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 28, 2015 until the conclusion of 8th 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.

**18. 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, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure B which forms part of this Report.

**19. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The Company is in its operation stage and has not commenced any operations. The Foreign Exchange earnings and outflow of the Company under review amounted to Rs. Nil.

**20. 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.

**21. Internal Control Systems**

Adequate internal control systems that commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

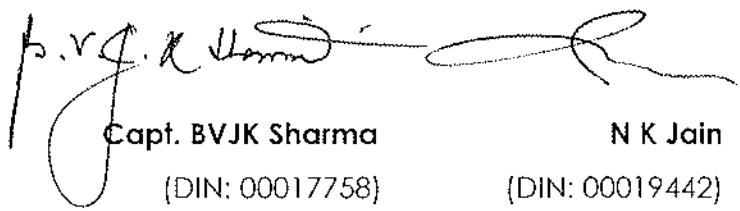
**22. Appreciation and Acknowledgements**

Your Directors would like to express their appreciation for the co-operation and assistance received from banks, financial institutions, vendors and the shareholders.

Your Directors also wish to place on record their gratitude for the co-operation and guidance provided by the Governments of Maharashtra and other regulatory authorities.

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

For and on behalf of the Board of Directors



Capt. BVJK Sharma  
(DIN: 00017758)

N K Jain  
(DIN: 00019442)

**Place:** Mumbai

**Date :** May 15, 2017

Director

Director



**ANNEXURE A**  
**REMUNERATION POLICY**

**PREFACE**

<b>Title</b>	<b>REMUNERATION POLICY</b>
<b>Version Number</b>	<b>1.00</b>
<b>Effective Date</b>	<b>31.03.2015</b>
<b>Authorised by</b>	<b>Board of Directors</b>
<b>Number of Revisions</b>	<b>None</b>
<b>Last revised date</b>	<b>-</b>

The Company regards its employees across organisational hierarchy as its most valuable and strategic resource and seeks to ensure a high performance work culture through a fair compensation structure, which is linked to Company and individual performance. At JSW Nandgaon Port Private Limited (NPPL), the compensation is linked to the nature of job, skill and knowledge required to perform the given job in order to achieve Company's overall directive.

In terms of Section 178 of the Companies Act, 2013, as amended from time to time, the Nomination and Remuneration committee shall recommend to the Board a policy relating to the remuneration of Directors, Key Managerial Personnel and other Employees and accordingly this policy has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

**I. OBJECTIVES OF REMUNERATION POLICY:**

The remuneration for Directors, Key Managerial Personnel (KMP) and other employees of the Company is framed with the following broad objectives:

- i. Remuneration is reasonable and sufficient to attract, retain and motivate directors;
- ii. Motivate KMP and other employees and to stimulate excellence in their performance;
- iii. Remuneration is linked to performance;
- iv. Remuneration Policy balances Fixed & Variable Pay and reflects short & long term performance objectives.

**II. APPLICABILITY:**

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Other employees

### **III. KEY DEFINITIONS:**

- "Board" means Board of Directors of the Company.
- "Directors" mean Directors of the Company
- "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- "Company" means JSW Nandgaon Port Private Limited
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel (KMP)" means-
  - the Chief Executive Officer or the managing director or the manager
  - the Company Secretary
  - the Whole-Time Director
  - the Chief Financial Officer
  - Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- "Remuneration" means remuneration as defined under Section 2(78) of the Companies Act, 2013 including any amendment thereof.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **IV. REMUNERATION COMPONENTS:**

The remuneration includes fixed and variable pay and retirement benefits, wherever applicable. The compensation is linked to factors such as Company's performance, individual performance and such other factors considered relevant from time to time. Compensation system provides for evaluation & revision of remuneration each year which depends upon individual performance and Company's overall performance.

Eligible employees including Whole-time Directors and KMPs of the Company as permitted by applicable laws may be granted Stock Options.

### **V. POLICY:**

#### **General:**

1. The remuneration / compensation / commission etc. to the Whole-time Director and Managing Director, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. to the Directors shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Managing Director/Whole-time Director/Executive Director shall be in accordance with the overall limits as percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the Schedule V and other applicable rules made thereunder.

3. Where any insurance is taken by the Company on behalf of its Managing Director/Whole-time Director/Executive Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **Remuneration to Whole-time / Executive / Managing Director**

##### **1. Fixed pay:**

The Managing Director/Whole-time Director/Executive Director shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The break-up of the pay scale (fixed) and quantum of perquisites including, employer's contribution to P.F, pension scheme, Gratuity medical expenses, LTA, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee. The remuneration paid shall be approved by the shareholders and Central Government, wherever required.

##### **2. Performance Based Remuneration**

In addition to fixed remuneration, the Company may implement a system of performance linked incentives/Variable Pay designed to create a strong relationship between performance and remuneration.

The Company may conduct annual performance appraisals for Managing/Whole Time Director/Executive Director and the Nomination and Remuneration Committee shall recommend to the Board for any variation in the salary within the limits approved/may be approved by the shareholders.

##### **3. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director/Whole-time Director/Executive Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the approval of the Central Government.

##### **4. Provisions for excess remuneration:**

If any Managing Director/Whole-time Director/Executive Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non- Executive / Independent Directors:**

**1. Remuneration / Commission:**

The remuneration / commission shall be fixed within the slabs and as per the conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

**2. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the amount approved by the Board of Directors subject to the provisions of the Companies Act, 2013

**3. Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limits computed as per the applicable provisions of the Companies Act, 2013.

**4. Stock Options:**

Independent Directors, Promoter Directors and Nominee Directors shall not be entitled to any stock option of the Company.

**Remuneration to KMP and other employees:**

The KMP and other employees of the Company shall be paid remuneration as per the approved policies.

**Amendments to the Policy**

The Nomination & Remuneration Committee is responsible for monitoring, implementation and review of this policy. The Nomination & Remuneration Committee shall provide recommendations as and when it deems necessary to the Board as to how to effectively structure and make recommendation as and when required to facilitate a remuneration strategy which will meet the needs of the Company.

In case of any amendments / clarifications etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then this Policy shall stand amended accordingly from the effective date as laid down thereunder.

The compensation for KMP & other employees will be governed by policies implemented by the Company from time to time.

## ANNEXURE B

EXTRACT OF ANNUAL RETURN

**EXTRACT OF ANNUAL REPORT**

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

#### REGISTRATION AND OTHER DETAILS:

CIN	:	U93030MH2011PTC224380
Registration Date	:	November 25, 2011
Name of the Company	:	JSW Nandgaon Port 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 products/services	Description of main	NIC Code of the product/service	% to total turnover of the company
1	Port Services		501 – Sea and coastal water transport	100%

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

Sr. No.	Name and address of the Company	CIN / GIN	Holding / subsidiary / associate	% of shares held	Applicable section
1	JSW Infrastructure Limited	U45200MH2006PLC161268	Holding	100	2(46)

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

i. Category-wise Share Holding:

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 upto 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)	-	3,63,66,400	3,63,66,400	100	-	3,63,66,400	3,63,66,400	100	-

Notes: i) 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	3,63,66,400	100	-	3,63,66,400	100	-	-	-
	Total	3,63,66,400	100	-	3,63,66,400	100	-	-	-

ii. 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	3,63,66,400	100	3,63,66,400	100
	Purchase/Transfer during the year	-	-	-	-
	At the End of the year	3,63,66,400	100	3,63,66,400	100

ii. 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)	-	-	-	-

7. 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 in a capacity of nominee is not included.

V. INDEBTEDNESS:

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of Remuneration	*Mr. P C Jhanji (Whole-Time Director)
1	<b>Gross salary</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	66,25,300
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	- others, specify	-
5	Employers contribution towards PF	2,28,324
	<b>Total (A)</b>	<b>68,53,624</b>
	<b>Ceiling as per the Act</b>	<b>*NA</b>

Note: Mr. P C Jhanji is in receipt of remuneration from South West Port Limited (subsidiary company of the Company's holding company). As there is no remuneration paid from the Company, ceiling as per the Act is not applicable

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**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO (Ms. Jyoti Sahu)	Total
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,89,116	12,89,116
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,25,050	3,25,050
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-
2	<b>Stock Option</b>	-	-
3	<b>Sweat Equity</b>	-	-
4	<b>Commission</b>	-	-
	- as % of profit	-	-
	- others, specify	-	-
5	<b>Employers contribution towards PF</b>	55,476	55,476
	<b>Total</b>	<b>16,69,642</b>	<b>16,69,642</b>

**Note:** Ms. Jyoti Sahu is in receipt of remuneration from holding company, she is holding a position in finance and accounts department.

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

There were no Penalties/ Punishment/ Compounding of Offences during the year ended March 31, 2017.

38, Bombay Mutual Building,  
2<sup>nd</sup> Floor, Dr. D. N. Road, Fort,  
Mumbai - 400 001.

Tel. : +91(22) 2262 3000  
Email : [contact@shahgupta.com](mailto:contact@shahgupta.com)  
Web : [www.shahgupta.com](http://www.shahgupta.com)

# **Shah Gupta & Co.**

## **Chartered Accountants**

### **INDEPENDENT AUDITORS' REPORT**

#### **TO THE MEMBERS OF JSW NANDGAON PORT PRIVATE LIMITED**

##### **Report on the IND AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **JSW NANDGAON PORT PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

##### **Management's Responsibility for the Ind AS Financial Statements**

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

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

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

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



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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit, its cash flows and the changes in equity for the year ended on that date.

### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure A**' a statement on the matters specified in paragraphs 3 and 4 of the Order, 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, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the Internal financial controls over financial reporting the Company and operative effectiveness of such controls, refer to our separate report in '**Annexure B**', our report expresses an unmodified opinion on adequacy and operative effectiveness of the Company's internal financial controls over financial reporting.
  - (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 has disclosed the impact of pending litigations on its financial position in its financial statement.
    - ii. The Company did not have any long-term contracts including derivative contracts as at 31<sup>st</sup> March, 2017 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. As mentioned in Note 19 of the financial statements, the disclosure requirement of specified bank notes as envisaged in notification G.S.R 308(E) dated 30<sup>th</sup> March, 2017 is not applicable to the Company.

For **SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

*Naresh*

**Naresh Bhuta**

Partner

M.No. 135823



Place : Mumbai

Date : May 15, 2017

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company at the balance sheet date.
- ii. Company does not have inventory. Accordingly, the provision of clause 3(ii) of the Order is not applicable to the Company.
- iii. The Company has granted loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
  - (a) In respect of the aforesaid loan the terms and conditions under which the loans were granted are not prejudicial to the interest of the Company.
  - (b) In the case of the aforesaid loans the schedule of repayment of the principal and interest has been stipulated, and the parties are regular in repayment of the principal amount and interest as stipulated.
  - (c) In respect of aforesaid loans, there is no amount which is overdue for more than ninety days.
- iv. According to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the books of account and 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.  
(b) According to the information and explanations given to us no undisputed amount 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 31<sup>st</sup> March, 2017 for a period of more than six months from date they become payable.



- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted during the year in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provision of clause 3(ix) of the Order is not applicable to the Company.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company have not paid managerial remuneration during the year. Accordingly, the provision of clause 3(xi) of the Order is not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provision of the clause 3(xii) of the Order is not applicable to the Company
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provision of clause 3(xiv) of the Order is 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 non-cash transactions with directors or persons connected with him and hence provisions of section 192 of the Act, are not applicable. Accordingly, the provision of clause 3(xv) of the Order is not applicable to the Company.
- xvi. In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of Clause 3(xvi) of the Order is not applicable to the Company.

For **SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

*Naresh*

**Naresh Bhuta**

Partner

M.No. 135823



Place : Mumbai

Date : May 15, 2017

## **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Nandgaon Port Private Limited** ("the Company") as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the 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 (The "Guidance Note"). 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 ("the Act").

### **Auditors' Responsibility**

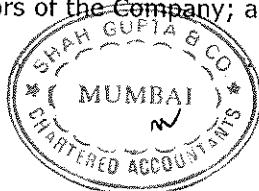
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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**

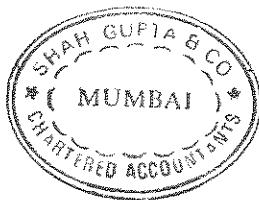
In our opinion, to the best our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> 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 issued by the Institute of Chartered Accountants of India.

For **SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

*Naresh*  
**Naresh Bhuta**  
Partner  
M.No. 135823



Place : Mumbai  
Date : May 15, 2017

JSW NANDGAON PORT PRIVATE LIMITED

Balance Sheet as at 31st March, 2017

CIN : U93030MH2011PTC224380

Particulars	Note no.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	2	2,569.22	2,571.12	2,572.20
Capital work-in-progress	2	1,036.26	808.08	642.09
Other Intangible Assets	2	-	0.06	0.15
<b>Total Non-Current Assets</b>		<b>3,605.48</b>	<b>3,379.26</b>	<b>3,214.44</b>
<b>Current Assets</b>				
Financial Assets				
Investments	3	46.23	81.41	61.13
Cash and cash equivalents	4	0.56	5.48	105.06
Loans	5	139.97	126.33	114.01
Other financial assets	6	1.80	1.62	1.34
Current Tax Assets (Net)	11	0.07	-	-
Other Current Assets	7	85.83	60.75	50.69
<b>Total Current Assets</b>		<b>274.46</b>	<b>275.59</b>	<b>332.23</b>
<b>TOTAL ASSETS</b>		<b>3,879.94</b>	<b>3,654.85</b>	<b>3,546.67</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	8A	3,636.64	3,636.64	3,636.64
Other Equity	8B	(159.09)	(163.04)	(166.77)
<b>Total Equity</b>		<b>3,477.55</b>	<b>3,473.60</b>	<b>3,469.87</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
Deferred Tax Liability (Net)	11	0.31	-	-
<b>Total Non-Current Liability</b>		<b>0.31</b>	<b>-</b>	<b>-</b>
<b>Current Liabilities</b>				
Financial Liabilities				
Other financial liabilities	9	400.69	179.27	76.19
Other current liabilities	10	1.39	1.68	0.61
Current Tax Liabilities (Net)	11	-	0.30	-
<b>Total Current Liabilities</b>		<b>402.08</b>	<b>181.25</b>	<b>76.80</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,879.94</b>	<b>3,654.85</b>	<b>3,546.67</b>
Significant accounting policies & key accounting estimates and Judgements	1			

The accompanying notes form an integral part of financial statements.

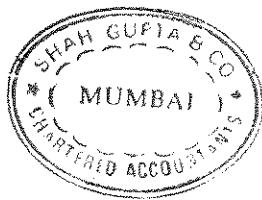
As per our attached report of even date

For Shah Gupta & Co.

Chartered Accountants

Firm's Registration No : 109574W

*naresh*  
NARESH BHUTA  
Partner  
M.No. 135823



Date: 15th May, 2017  
Place: Mumbai

For and on behalf of the Board of Directors

*B. V. J. ll. Sharma*  
BVJ SHARMA  
Director  
DIN : 00017758

*N K Jain*  
N K JAIN  
Director  
DIN : 00019442

*Jyoti Sahu*  
JYOTI SAHU  
Chief Finance Officer

**JSW NANDGAON PORT PRIVATE LIMITED**  
**Statement of Profit and Loss for the year ended 31st March, 2017**

Particulars	Note no.	INR in Lakhs (except EPS)	
		For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>INCOME</b>			
Other Income	12	25.45	20.09
<b>Total Income (1)</b>		<b>25.45</b>	<b>20.09</b>
<b>EXPENSES</b>			
Other Expenses	13	19.74	14.69
<b>Total Expenses (2)</b>		<b>19.74</b>	<b>14.69</b>
<b>Profit Before Tax (1-2)</b>		<b>5.71</b>	<b>5.40</b>
<b>Tax Expense</b>			
Current tax	11	1.45	1.67
Deferred tax	11	0.31	-
<b>Profit for the Year (3)</b>		<b>3.95</b>	<b>3.73</b>
<b>Other Comprehensive Income for the year (4)</b>		<b>3.95</b>	<b>3.73</b>
<b>Total Comprehensive Income for the year (3+4)</b>		<b>3.95</b>	<b>3.73</b>
<b>Earnings per equity share</b>			
(Face value of equity share of Rs. 10 each)			
Basic (Rs.)		0.01	0.01
Diluted (Rs.)		0.01	0.01
<b>Significant accounting policies &amp; key accounting estimates and judgements</b>	1		

The accompanying notes form an integral part of financial statements.

As per our attached report of even date

For Shah Gupta & Co.

Chartered Accountants

Firm's Registration No : 109574W

*narush*

**NARESH BHUTA**  
 Partner  
 M.No. 135823



For and on behalf of the Board of Directors

*B. V. J. R. Sharma*  
**BVK SHARMA**  
 Director  
 DIN : 00017758

*N K Jain*  
**N K JAIN**  
 Director  
 DIN : 00019442

*Jyoti Sahu*  
**JYOTI SAHU**  
 Chief Finance Officer

Date: 15th May, 2017  
 Place: Mumbai

*X*

**JSW NANDGAON PORT PRIVATE LIMITED**  
**Statement of Changes in Equity For The Year Ended 31st March, 2017**

**A) EQUITY SHARE CAPITAL**

		INR in Lakhs
Balance as at 1st April, 2016	Changes in equity share capital during the year	Balance as at 31st March, 2017
3,636.64		3,636.64

		INR in Lakhs
Balance as at 1st April, 2015	Changes in equity share capital during the year	Balance as at 31st March, 2016
3,636.64		3,636.64

**B) OTHER EQUITY**

Particulars	Retained Earnings	INR in Lakhs
Balance as at 1st April, 2016	(163.04)	(163.04)
Profit for the year	3.95	3.95
Balance as at 31st March, 2017	(159.09)	(159.09)

Particulars	Retained Earnings	INR in Lakhs
Balance as at 1st April, 2015	(166.77)	(166.77)
Profit for the year	3.73	3.73
Balance as at 31st March, 2016	(163.04)	(163.04)

As per our attached report of even date

For and on behalf of the Board of Directors

For Shah Gupta & Co.  
Chartered Accountants  
Firm Registration No: 109574W

*NARESH BHUTA*

NARESH BHUTA  
Partner  
M.No. 135823

Date: 15th May, 2017  
Place : Mumbai



*B. V. J. 2017*  
BV K SHARMA  
Director  
DIN : 00017758

*N K JAIN*  
N K JAIN  
Director  
DIN : 00019442

*Jyoti Sahu*  
JYOTI SAHU  
Chief Finance Officer

*X*

**JSW NANDGAON PORT PRIVATE LIMITED**  
**Statement of Cash Flows for the year ended 31st March, 2017**

Particulars	INR in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>[A] Cash Flows from Operating Activities</b>		
Profit before tax	5.71	5.40
Interest received	(15.16)	(13.68)
Operating loss before working capital changes	(9.45)	(8.28)
(Increase)/ Decrease in trade and other receivables	(3.78)	(30.63)
Increase/ (Decrease) in trade and other payables	219.37	102.79
Cash generated from operating activities	215.59	72.16
Direct taxes paid (net of refunds)	-	-
Net cash generated from operating activities [A]	206.14	63.88
<b>[B] Cash Flows from Investing Activities</b>		
Interest received	15.16	13.68
Purchase of property, plant and equipment	(226.28)	(164.91)
Net cash used in investing activities [B]	(211.12)	(151.23)
<b>[C] Cash Flows from Financing Activities</b>		
Proceeds from unsecured Loan	0.06	(12.23)
Net cash (used in) /generated from financing activities [C]	0.06	(12.23)
<b>Net Decrease in Cash and Bank Balances [A+B+C]</b>	(4.92)	(99.58)
Cash and cash equivalents at beginning of the year	5.48	105.06
Cash and cash equivalents at end of the year	0.56	5.48

As per our attached report of even date

For and on behalf of the Board of Directors

For Shah Gupta & Co.  
Chartered Accountants  
Firm's Registration No: 109574W

*Naresh*  
NARESH BHUTA  
Partner  
M.No. 135823



Date: 15th May, 2017  
Place : Mumbai

*B.V.J. Sharma* *N K Jain*  
BVJK SHARMA N K JAIN  
Director Director  
DIN : 00017758 DIN : 00019442

*Jyoti Sahu*  
JYOTI SAHU  
Chief Finance Officer

*A*

# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

### COMPANY OVERVIEW

JSW Nandgaon Port Private Limited is a private limited company, domiciled in India and incorporated in under the provision of Companies Act applicable in India.

The Company is engaged in developing and operating mechanized modern ports to support JSW Group. Apart from this, the Company is also planning to undertake various logistic related activities like Shipping, Roads, Railways, Marine Infrastructures, etc.

### 1. SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

#### 1.1 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) under the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements are the first financial statements of the Company under Ind AS. Refer first time adoption note for an explanation of how the transition from the previously applicable Indian GAAP (hereinafter referred to as 'IGAAP') to Ind AS has affected the financial position, financial performance and cash flows.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 "First-time Adoption of Indian Accounting Standards". The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 1.2 Significant Accounting Policies

##### 1. Property, Plant and Equipment

Property, plant and equipment are measured at acquisition cost less accumulated depreciation and accumulated impairment losses. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method as prescribed under Part C of schedule II of the Companies Act, 2013 except for the assets mentioned below for which useful life



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

estimated by the management. The Identified components of fixed assets are depreciated over their useful lives and the remaining components are depreciated over the life of the principal assets.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

Freehold land is not depreciated and Leasehold land is amortized over the period of lease.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the de-recognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the Statement of Profit and Loss when the item is derecognized.

### 2. Intangible Assets

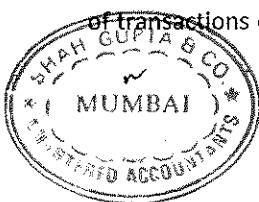
Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful lives of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

### 3. Cash and Cash Equivalents

Cash and short-term deposits in the Balance Sheet comprise cash at banks, cheque on hand, short-term deposits with a maturity of three months or less from the date of acquisition, which are subject to an insignificant risk of changes in value.

### 4. Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements for the year ended March 31, 2017

payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

#### 5. Leases

Assets given/taken on lease in which a significant portion of the risks and rewards of ownership are not transferred to the lessee are classified as operating leases. Lease payment/Income made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the Payments/Receipts are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

##### Company as lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risk and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance cost in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognized as expenses in the period in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the assets is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

##### Company as a lessor

Leases in which the Company does not transfer substantially all the risk and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased assets and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Lease are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

#### 6. Fair Value Measurement

The Company measures financial instruments at fair value in accordance with accounting policies at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of asset or a liability is measured using the assumptions that market participants would use in pricing the asset or liability, assuming that market participant act in their economic best interest.

A fair value measurement of a non-financing asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the Balance Sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### 7. Financial instruments

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a) Investments and other financial assets:

##### Classification

The Company classifies its financial assets in the following measurement categories:

- i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- ii) those measured at amortized cost.



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements for the year ended March 31, 2017

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

#### Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

#### Subsequent measurement

After initial recognition, financial assets are measured at:

- i) fair value (either through other comprehensive income or through profit or loss) or,
- ii) amortized cost

#### Debt instruments

Subsequent measurement of debt instruments depends on the business model of the Company for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Measured at amortized cost:** Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any, the amortization of EIR and loss arising from impairment, if any is recognized in the Statement of Profit and Loss.

**Measured at fair value through other comprehensive income (FVTOCI):** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss.

#### Gains or losses on De-recognition

In case of investment in equity instrument classified as the FVTOCI, the gains or losses in de recognition are reclassified to retained earnings.

In the case of investment in debt instrument classified as the FVTOCI, the gains or losses in de recognition are reclassified to Statement of Profit and Loss.



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements for the year ended March 31, 2017

**Measured at fair value through profit or loss (FVTPL):** A financial asset not classified as either amortized cost or FVTOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss.

#### Equity Instruments

The Company subsequently measures all investments in equity instruments at fair value. The Management of the Company has elected to present fair value gains and losses on its investment equity instruments in other comprehensive income, and there is no subsequent reclassification of these fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments continue to be recognized in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

#### Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortized cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivable only, the Company applies the simplified approach permitted by Ind AS - 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of such receivables.

#### De-recognition:

A financial asset is de-recognized only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

#### Income recognition:

##### Interest Income



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

### **Dividends**

Dividends are recognized in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

### **b) Financial liabilities**

#### **Financial liabilities:**

Classification as debt or equity Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Initial recognition and measurement** Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at fair value.

**Subsequent measurement** Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

#### **De-recognition:**

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

#### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty

### **8. Provisions, Contingent liabilities, Contingent assets and Commitments**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements for the year ended March 31, 2017

Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible
- a possible obligation arising from past events, when the probability of outflow of resources is remote.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each Balance Sheet date.

#### 9. Earnings per Equity Share

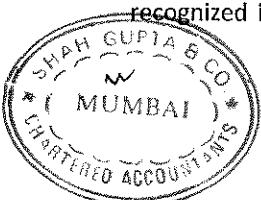
Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

#### 10. Taxes

Tax expense comprises current and deferred income tax.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current income tax [including Minimum Alternate Tax (MAT)] is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted at the reporting date.

Current income tax relating to items recognize outside the statement of profit and loss is recognized outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underline transaction either in OCI or directly in equity. Management



## **JSW NANDGAON PORT PRIVATE LIMITED**

### **Notes to the Financial Statements for the year ended March 31, 2017**

periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and established provisions where appropriate.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred tax relating to items recognized outside the statement of profit and loss are recognized in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred income taxes are not provided on the undistributed earnings of Company where it is expected that the earnings of the Company will not be distributed in the foreseeable future. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Tax benefits of deductions earned on exercise of employee share options in excess of compensation charged to income are credited to share premium.



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

### 11. Foreign Currency Translation

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency. Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. Foreign currency borrowing is a long-term foreign currency monetary item which is re-measured at each period end date at the exchange rate.

### 12. Current and Non-Current Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

### 13. Employee Benefits

#### Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

#### Post-Employment Benefits

Payments to defined contribution schemes are recognized as an expense when employees have rendered the service entitling them to the contribution. The cost of providing benefits under the defined benefit scheme is determined using the projected unit credit method with actuarial valuations being carried out at each Balance Sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The parent Company and its Indian subsidiaries operate defined contribution plans pertaining to Employee State Insurance Scheme for all applicable employees.

#### Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each Balance Sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in net profit in the Statement of Profit and Loss.

### Provident fund

Eligible employees of Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

### Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

### Stock based compensation

The compensation cost of the stock options granted to employees is calculated using the Fair value of the stock options. The compensation expense is amortized uniformly over the vesting period of the options.

## 14. Revenue Recognition

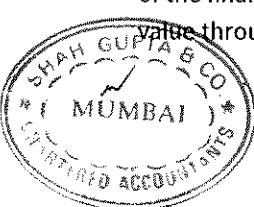
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of the when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Revenue from port operations services/ multi-modal service including cargo handling and storage are recognized on proportionate completion method basis based on services completed till reporting date. Revenue on take-or-pay charges are recognized for the quantity that is difference between annual agreed tonnage and actual quantity of cargo handled.

Income from fixed price contract – Revenue from infrastructure development project/ services under fixed price contract. Where there is no uncertainty as to measurement or collectability of consideration is recognized based on milestones reached under the contract.

## 15. Other Income

Other income is comprised primarily of interest income, mutual fund income, exchange gain/ loss. All debts instrument measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate exactly discounts the estimated cash payments or receipt over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of financial liability. When calculating the EIR, the Company estimates the expected cash flow by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Mutual fund is recognized at fair value through Profit and Loss.



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements for the year ended March 31, 2017

#### 16. Inventory

Consumables, construction materials and stores and spares are valued at lower of cost and net realizable value. Obsolete, defective, unserviceable and slow/ non-moving stocks are duly provided for. Cost is determined by the weighted average cost method.

#### 17. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets. 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. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other cost that an entity incurs in connection with the borrowing of funds. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### 18. Segment Reporting

The Company is primary engaged in the segment of "Port Services" and there are no reportable segments as per IND AS 108 – Operating Segments.

#### 19. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### 1.3 Recent Accounting Pronouncements

##### Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.'

##### Amendment to Ind AS 7

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

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

##### Amendment to Ind AS 102

The amendment to Ind AS 102 provides specific guidance for the measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity-settled awards. Market-based performance conditions and non-vesting conditions are reflected in the



# JSW NANDGAON PORT PRIVATE LIMITED

## Notes to the Financial Statements for the year ended March 31, 2017

'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled, share based payment transaction, the transaction is accounted for as such from the date of modification. Further, the amendment requires the award that includes a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the authority is treated as if it was part of an equity settlement.

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

### 1.4 Key accounting estimates and Judgments

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

#### Property, plant and equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful lives and the expected residual value at the end of its lives. The useful lives and residual values of Company's assets are determined by Management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

#### Taxes

The Company has tax jurisdiction at India, significant judgements are involved in determining the provision for income taxes.

#### Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.



**JSW NANDGAON PORT PRIVATE LIMITED**

Notes to the Financial Statements as at 31st March, 2017

**NOTE 2:- PROPERTY, PLANT AND EQUIPMENT**

Particulars	Freehold Land	Plant and machinery	Furniture and fittings	Office equipments	Computers	Total	INR in Lakhs Capital work-in-progress
<b>Cost</b>							
As at 1st April, 2015							
( Deemed Cost)	2,553.15	16.74	1.12	0.94	0.25	2,572.20	642.09
Additions	-	-	0.98	-	-	0.98	165.99
As at 31st March, 2016	2,553.15	16.74	2.10	0.94	0.25	2,573.18	808.08
Additions	-	-	-	-	-	-	228.18
As at 31st March, 2017	2,553.15	16.74	2.10	0.94	0.25	2,573.18	1,036.26
<b>Accumulated Depreciation</b>							
As at 1st April, 2015	-	-	-	-	-	-	-
Depreciation charge for the year	-	1.33	0.21	0.33	0.20	2.06	-
As at 31st March, 2016	-	1.33	0.21	0.33	0.20	2.06	-
Depreciation charge for the year	-	1.34	0.23	0.28	0.05	1.90	-
As at 31st March, 2017	-	2.67	0.44	0.61	0.25	3.96	-
<b>Net book value</b>							
As at 1st April, 2015	2,553.15	16.74	1.12	0.94	0.25	2,572.20	642.09
As at 31st March, 2016	2,553.15	15.41	1.90	0.61	0.05	2,571.12	808.08
As at 31st March, 2017	2,553.15	14.07	1.67	0.33	0.00	2,569.22	1,036.26

**OTHER INTANGIBLE ASSETS**

Particulars	INR in Lakhs Softwares
<b>Cost</b>	
As at 1st April, 2015 ( Deemed Cost)	0.15
Additions	-
As at 31st March, 2016	0.15
Additions	-
As at 31st March, 2017	0.15
<b>Accumulated amortisation</b>	
As at 1 April 2015	-
Amortisation charge for the year	0.08
As at 31st March, 2016	0.08
Amortisation charge for the year	0.07
As at 31st March, 2017	0.15
<b>Net book value</b>	
As at 1st April, 2015	0.15
As at 31st March, 2016	0.06
As at 31st March, 2017	-

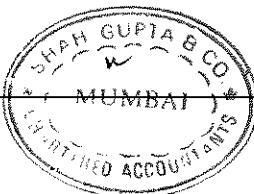
**Capital Work In Progress includes**

Particulars	As at 31st March 2017	As at 31st March 2016
Pre-operative Expenses	*	1,036.25

The company is in process of Development of Port at Nandgaon, Maharashtra. Since the project is under construction stage, the expenditure incurred towards construction of project has been considered as Preoperative Expenditure, the details of which are as under.

**PRE-OPERATIVE EXPENSES IN CAPITAL WORK IN PROGRESS**

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1st April, 2015
Lease Rent	53.31	56.14	15.97
Legal, professional & consultancy charges	168.04	99.85	97.4
Employee Benefits Expense	-	0.36	10.8
Survey, Feasibility Study Expenses	-	6.98	-
General office expenses and overheads	4.85	0.52	1.12
Depreciation and Amortizations	1.97	2.14	2.49
Net Pre-operative Expenses for the year	228.17	165.99	127.78
Add: Pre-operative Expenses upto previous year	808.08	642.09	514.31
Closing Balance of Pre-operative Expenses	1,036.25	808.08	642.09



**JSW NANDGAON PORT PRIVATE LIMITED**

Notes to the Financial Statements as at 31st March, 2017

**NOTE 3:- INVESTMENTS**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Investment in Mutual Fund			
Quoted			
Investment carried at fair value			
JM Financial Liquid Mutual Fund	46.23	81.41	61.13
	46.23	81.41	61.13

**NOTE 4:- CASH AND CASH EQUIVALENTS**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Balances with Banks			
In current accounts with Axis Bank	0.56	5.48	105.06
	0.56	5.48	105.06

**NOTE 5:- CURRENT ASSETS-LOANS**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, considered good			
Loan to Related party (refer Note 15)	139.97	126.33	114.01
	139.97	126.33	114.01

Above loan is given to Avani Spaces Private Limited bearing interest @ 12% and repayable on demand.

**NOTE 6:- CURRENT FINANCIAL ASSETS - OTHERS**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Advance to Staff	0.50	0.32	0.04
Advance to Other	1.30	1.30	1.30
	1.80	1.62	1.34

**NOTE 7:- OTHER CURRENT ASSETS**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Statutory and other receivables	85.83	60.75	50.69
	85.83	60.75	50.69

**NOTE 8A:- EQUITY SHARE CAPITAL**

Particulars	INR in Lakhs		
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Authorised			
5,00,00,000 Equity Shares of Rs. 10/- each	5,000.00	5,000.00	5,000.00
Issued, Subscribed and Paid-up			
3,63,66,400 Equity Shares of Rs.10 each, fully paid-up	3,636.64	3,636.64	3,636.64
	3,636.64	3,636.64	3,636.64

**(a) Reconciliation of the number of the shares outstanding at the beginning and at the end of the year**

Authorised share capital	INR in Lakhs			
	As at 31st March, 2017	As at 31st March, 2016	No. of Shares	Amounts
Balance at the beginning of the year			5,00,00,000	5,000.00
Movement during the year			-	-
Balance at the end of the year			5,00,00,000	5,000.00

Issued, Subscribed and paid up share capital	INR in Lakhs			
	As at 31st March, 2017	As at 31st March, 2016	No. of Shares	Amounts
Balance at the beginning of the year			3,63,66,400	3,636.64
Movement during the year			-	-
Balance at the end of the year			3,63,66,400	3,636.64



**JSW NANDGAON PORT PRIVATE LIMITED**

**Notes to the Financial Statements as at 31st March, 2017**

**(b) Terms / rights attached to equity shares**

The Company has one class of share capital, i.e., equity shares having face value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

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

Name of the Shareholders	As at 31st March, 2017			As at 31st March, 2016			INR in Lakhs
	No. of Shares	Amount	% holding in the class	No. of Shares	Amount	% holding in the class	INR in Lakhs
JSW Infrastructure Limited	3,63,66,400	3,636.64	100	3,63,66,400	3,636.64	100	100
	3,63,66,400	3,637	100	3,63,66,400	3,637	100	100

**NOTE 8B:- OTHER EQUITY**

Particulars	Retained Earnings	Total equity attributable to equity holders of the Company	INR in Lakhs
Balance as at 1st April, 2016	(163.04)	(163.04)	
Profit for the year	3.95	3.95	
Balance as at 31st March, 2017	(159.09)	(159.09)	

Particulars	Retained Earnings	Total equity attributable to equity holders of the Company	INR in Lakhs
Balance as at 1st April, 2015	(166.77)	(166.77)	
Profit for the year	3.73	3.73	
Balance as at 31st March, 2016	(163.04)	(163.04)	

**NOTE 9. CURRENT FINANCIAL LIABILITIES - OTHERS PAYABLES**

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015	INR in Lakhs
Due to others	26.22	24.80	4.57	
Due to related parties (refer Note 15)	374.47	154.47	71.62	
	400.69	179.27	76.19	

**NOTE 10:- OTHER CURRENT LIABILITIES**

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015	INR in Lakhs
Statutory dues	1.39	1.68	0.61	
	1.39	1.68	0.61	

**NOTE 11:- INCOME TAXES**

Income tax related to items charged or credited directly to profit or loss account during the year

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	INR in Lakhs
Current income tax (a)	1.45	1.67	
Deferred tax expense (b)	0.31	-	
Total expense reported in the statement of profit and loss (a+b)	1.76	1.67	

**Income Tax expense**

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016	INR in Lakhs
Reconciliation			
Profit before tax	5.71	5.39	
Accounting profit before income tax	5.71	5.39	
Applicable tax rate	30.90%	30.90%	
Computed tax expense	1.76	1.67	
Other temporary differences	(0.31)	-	
	1.45	1.67	



**JSW NANDGAON PORT PRIVATE LIMITED**

**Notes to the Financial Statements as at 31st March, 2017**

The following table provides the details of income tax assets and income tax liabilities as of March 31, 2017 and March 31, 2016

Particulars	INR in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Income Tax Assets	1.52	1.37
Income Tax Liabilities	1.45	1.67
	0.07	(0.30)

**Reconciliation of Deferred Tax Assets / (Liabilities) Net**

Particulars	INR in Lakhs	
	As at 31st March, 2017	As at 31st March, 2016
Deferred Income tax liabilities		
Mark to Market Gain on Mutual Fund	(0.31)	-
Tax income / (expense) during the period recognised in profit or loss	(0.31)	-

Deferred Tax of Rs. 31,083 recognised during the year related to timing difference due to Mark to Market gain on Mutual Fund.



## JSW NANDGAON PORT PRIVATE LIMITED

Notes to the Financial Statements as at 31st March, 2017

### NOTE 12. OTHER INCOME

Particulars	INR in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest income	15.16	13.68
Gain on sale of investments	10.29	6.41
	25.45	20.09

### NOTE 13:- OTHER EXPENSES

Particulars	INR in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Legal, professional & consultancy charges	4.06	0.31
Telephone & Mobile Expense	0.20	0.20
Vehicle hiring & maintenance	5.91	5.90
Remuneration to auditors (refer Note 21)	0.40	0.35
Guest House Maintenance Charges	6.46	6.97
General office expenses and overheads	2.71	0.96
	19.74	14.69

### NOTE 14 : CONTINGENT LIABILITIES AND COMMITMENTS

#### A. Contingent Liabilities

There is no Contingent Liability as at 31st March, 2017.

Chaucer Capital Ltd. has filed a Writ petition no. 1051 of 2015 in the High Court of Bombay against the Maharashtra Maritime Board, the Minister of Ports and JSW Infrastructures Ltd. Seeking to cancel the LOI, Lease Deed and modifications thereto executed between the MMB and JSWIL with respect to allotting water front for the purpose of development of an all weather captive port/ jetty at Nandgaon Tal, Palghar, Maharashtra. JSW and MMB have filed suitable replies in the matter before the High Court. JSW has stated that the allotment of Jetty is in accordance to the government policies and the permission to construct a jetty/ captive port has been awarded as a part of the State's policy to support the infrastructural requirement of the industries. JSW has also obtained requisite permissions inter alia from the Mah. Coastal Zone Management Authority, environmental clearances etc. for the proposed

#### B. Commitments

The company has no commitment for any contract remaining to be executed.

### NOTE 15:- DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 24 RELATED PARTY DISCLOSURES

#### List of Related Parties

Name	Nature of Relation
JSW Infrastructure Fintrade Private Limited	Ultimate Holding
JSW Infrastructure Limited	Holding Company
JSW Jaigarh Port Limited	Fellow Subsidiary
Avani Spaces Private Limited	Related Party
Capt BVJK Sharma	Non executive director
P C Jhanji	Whole Time Director
Arun Bongirwar	Independent Director
Ameeta Chatterjee	Independent Director
NK Jain	Non executive director

#### Key Managerial Personnel

Name	Nature of Relation
Jyoti Sahu	Chief Financial Officer
P C Jhanji	Whole Time Director

Note :- Remuneration to key managerial personnel paid by JSW Infrastructure Limited, the Holding Company.

The following transactions were carried out with the related parties in the ordinary course of business

Nature of transaction	INR in Lakhs	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Avani Spaces Private Limited		
Interest on Loan	15.16	13.68
Consultancy Charges	-	9.00
JSW Infrastructure Limited		
Reimbursement of Expenses	220.01	84.72
JSW Jaigarh Port Limited		
Repayment of Loan	-	1.87



## JSW NANDGAON PORT PRIVATE LIMITED

Notes to the Financial Statements as at 31st March, 2017

Amount due to / from related parties

Nature of transaction	As at 31st March, 2017	INR in Lakhs As at 31st March, 2016
Others payable ( for reimbursement of expenses) JSW Infrastructure Limited	374.47	154.47
Others Receivable Avani Spaces Private Limited	139.97	126.33

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

### NOTE 16:- FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

INR in Lakhs

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Carrying amount	Fair Value	Carrying amount	Fair Value
<b>Financial assets at amortised cost</b>				
Cash and bank balances	0.56	0.56	5.48	5.48
Loans	139.97	139.97	126.33	126.33
Other Financial assets- current	1.80	1.80	1.62	1.62
	<b>142.33</b>	<b>142.33</b>	<b>133.43</b>	<b>133.43</b>
<b>Financial liabilities at amortised cost</b>				
Other financial liabilities- current	400.69	400.69	179.27	179.27
	<b>400.69</b>	<b>400.69</b>	<b>179.27</b>	<b>179.27</b>

### NOTE 17:- FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### Financial risk factors

The Company's activities expose it to a variety of financial risks, market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The management is optimistic of improving the cash flows by way of contribution from promoters. These measures are expected to result in suitable cash flows in future.

#### Market risk

The Company operates only in domestic market accordingly no market risk is perceived.

#### Credit risk

The Company has not started its operations hence no credit risk is perceived.

#### Liquidity risk

The Company's principal source of liquidity are cash and cash equivalent i.e. contributed by promoters. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirement, accordingly no liquidity risk is perceived.

The Company had a working capital of Rs. (127.61) lakhs (previous year Rs.94.34 lakhs ) which mainly includes current liability for dues to promoters'.

The below table provides details regarding the ageing of significant financial liabilities as of 31st March, 2017

INR in Lakhs

Particulars	Less than 1 year	1-2 years	2-4 years	Total
Other liabilities (refer note 9,10 & 11)	220.82	104.45	76.80	402.08

### NOTE 18:- DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 33 EARNINGS PER SHARE

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Face value of equity share (Rs.)	10.00	10.00
Weighted average number of equity shares outstanding	3,63,66,400	3,63,66,400
Profit for the year (INR in Lakhs)	3.95	3.73
Weighted average earnings per share (Basic and Diluted) ( Rs.)	0.01	0.01



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statements as at 31st March, 2017

#### NOTE 19:- DISCLOSURE OF SPECIFIED BANK NOTES (SBNs)

The Company does not have cash, also the Company has not transacted in specified bank notes as defined in the MCA notification G.S.R. 308 (E) dated 30th March 2017 from period 8th November, 2016 to 30th December, 2016.

#### NOTE 20:- SEGMENT REPORTING

Considering the nature of business and operations, there are no separate reportable segments in accordance with the requirements of Ind AS - 108 Operating Segments.

#### NOTE 21:- PAYMENT TO AUDITORS

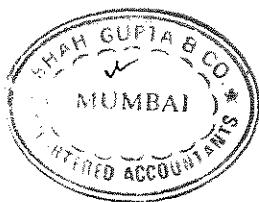
Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Statutory Audit Fees	0.40	0.35

#### NOTE 22:- REALISATION VALUE OF CURRENT ASSETS

In the opinion of Management, the Current Assets comprising of Advances and other receivables, have value on realisation in the ordinary course of business at least equal to the amount to which they are stated.

NOTE 23:- The additional information pursuant to Schedule III of the Companies Act, 2013 is either Nil, or not applicable.

NOTE 24:- The financial statements are approved for issue by the Audit Committee at its meeting held on 15th May, 2017 and by the Board of Directors on 15th May, 2017.



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statement for the year ended March 31, 2017

#### 25. First-time adoption of Ind AS

These are the Company's first Financial Statements prepared in accordance with Ind AS. The significant accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended March 31, 2017.

The comparative information presented in these Financial Statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS balance sheet at April 01, 2015 (date of transition of the Company). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in Financial Statements prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act, (hereinafter referred to as 'IGAAP'). An explanation of how the transition from IGAAP to Ind AS has affected the financial position, financial performance and cash flows of the Company is set out in the following tables and notes.

The Company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 01, 2016, with a transition date of April 01, 2015. For all periods up to and including the year ended March 31, 2016, the Company prepared its Financial Statements in accordance with the previously applicable IGAAP.

The adoption of Ind AS has been carried out in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards (Ind AS 101). Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS Financial Statements be applied retrospectively and consistently for all financial years presented. Accordingly, the Company has prepared Financial Statements which comply with Ind AS for year ended March 31, 2017, together with the comparative information as at and for the year ended March 31, 2016.

The Company has prepared opening Ind AS balance sheet as at April 01, 2015, the date of transition to Ind AS. In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in Financial Statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected the financial position, financial performance and cash flows of the Company is set out in the following tables and notes:

#### Exemptions and exceptions Availed

In preparing these Ind AS Financial Statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the Financial Statements as at the transition date under Ind AS and IGAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This note explains the adjustments made by the Company in restating its IGAAP Financial Statements, including the Balance Sheet as at April 01, 2015 and the Financial Statements as at and for the year ended March 31, 2016

#### Ind AS optional exemptions

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous IGAAP to Ind AS.

#### Deemed cost

Ind AS 101 permits a first-time adopter to elect to fair value all of its property, plant and equipment as recognized in the Financial Statements as at the date of transition as its deemed cost. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible asset. Accordingly, the Company has elected to measure all of its property, plant



## JSW NANDGAON PORT PRIVATE LIMITED

### Notes to the Financial Statement for the year ended March 31, 2017

and equipment, intangible assets at their fair value on date of transition as deemed cost (Option to FV is not for Investment properties).

#### **Investments in subsidiary companies, associate and joint venture**

Ind AS 101 permits a first time adopter to measure its investment in subsidiary companies, associate companies and joint venture companies at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost. The deemed cost of such investment shall either be its fair value at date of transition to Ind AS of the Company, or IGAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary companies, associate and joint venture at IGAAP carrying amount as its deemed cost on the transition date.

#### **Long-term foreign currency monetary items**

Ind AS 101 provides an exemption to continue the accounting policy option of recognizing the exchange difference on translation of such long-term foreign currency items as per IGAAP, para 46A of AS 11 'The Effects of Changes in Foreign Exchange Rates', provided an alternative accounting treatment to companies with respect to exchange differences arising on restatement of long term foreign currency monetary items. Exchange differences on account of depreciable assets could be added/deducted from the cost of the depreciable asset, which would then be depreciated over the balance life of the asset, can be continued under Ind AS for items outstanding as on March 31, 2016. The Company has opted to apply this exemption.

#### **i) Ind AS mandatory exceptions**

The Company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101.

##### **i) Estimates**

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

Ind AS estimates as at April 01, 2015 are consistent with the estimates as at the same date made in conformity with IGAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under IGAAP:

- Impairment of financial assets based on expected credit loss model.

##### **ii) Non-controlling interests**

Ind AS 110 requires entities to attribute the profit or loss and each component of other comprehensive income to the owners of the parent and to the non-controlling interests. This requirement needs to be followed even if this results in the non-controlling interests having a deficit balance. Ind AS 101 requires the above requirement to be followed prospectively from the date of transition.

Consequently, the Company has applied the above requirement prospectively.

##### **iii) De-recognition of financial assets and liabilities**

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



## **JSW NANDGAON PORT PRIVATE LIMITED**

### **Notes to the Financial Statement for the year ended March 31, 2017**

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

#### **iv) Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

#### **v) Impairment of financial assets**

Ind AS 101 requires guidance's for impairment as per Ind AS 109 to be applied post-transition date.

#### **V) Share-based Payment**

The Company has availed the exemption of not applying Ind AS 102 – Share-based Payment (Ind AS 102) to equity instruments that vested before date of transition to Ind AS.

#### **1. Transition to Ind AS - Reconciliations**

For all periods up to and including the year ended 31st March, 2016, the Company had prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). There is no impact of Ind AS on Total equity and total comprehensive loss, hence reconciliation for the same is not presented. This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP for the following:

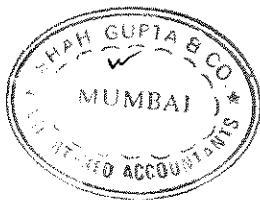
- I. Reconciliation of Balance sheet as at April 1, 2015 (Transition Date) and as at March 31, 2016
- II. Reconciliation of Statement of Profit and Loss for the year ended March 31, 2016



**JSW NANDGAON PORT PRIVATE LIMITED**  
**I. Reconciliation of Balance Sheet as at 01st April, 2015 and 31st March, 2016**

INR in Lakhs

Particulars	As at 1st April, 2015			As at 31st March, 2016		
	I GAAP	Adjustment	Ind AS	I GAAP	Adjustment	Ind AS
<b>ASSETS</b>						
<b>Non-Current Assets</b>						
Property, Plant and Equipment	2,572.20	-	2,572.20	2,571.12	-	2,571.12
Capital work-in-progress	642.09	-	642.09	808.08	-	808.08
Other Intangible Assets	0.15	-	0.15	0.06	-	0.06
<b>Total Non-Current Assets</b>	<b>3,214.44</b>	<b>-</b>	<b>3,214.44</b>	<b>3,379.26</b>	<b>-</b>	<b>3,379.26</b>
<b>Current Assets</b>						
Financial Assets						
Investments	61.13	-	61.13	81.41	-	81.41
Cash and cash equivalents	105.06	-	105.06	5.48	-	5.48
Loans	114.01	-	114.01	126.33	-	126.33
Others	1.34	-	1.34	1.62	-	1.62
Other Current Assets	50.69	-	50.69	60.75	-	60.75
<b>Total Current Assets</b>	<b>332.23</b>	<b>-</b>	<b>332.23</b>	<b>275.59</b>	<b>-</b>	<b>275.59</b>
<b>TOTAL ASSETS</b>	<b>3,546.67</b>	<b>-</b>	<b>3,546.67</b>	<b>3,654.85</b>	<b>-</b>	<b>3,654.85</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
Equity Share Capital	3,636.64	-	3,636.64	3,636.64	-	3,636.64
Other Equity	(166.77)	-	(166.77)	(163.04)	-	(163.04)
<b>Total Equity</b>	<b>3,469.87</b>	<b>-</b>	<b>3,469.87</b>	<b>3,473.60</b>	<b>-</b>	<b>3,473.60</b>
<b>Liabilities</b>						
<b>Current Liabilities</b>						
Financial Liabilities						
Others payables	76.19	-	76.19	179.27	-	179.27
Other Current Liabilities	0.61	-	0.61	1.68	-	1.68
Current Tax Liabilities (Net)			-	0.30	-	0.30
<b>Total Current Liabilities</b>	<b>76.80</b>	<b>-</b>	<b>76.80</b>	<b>181.25</b>	<b>-</b>	<b>181.25</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,546.67</b>	<b>-</b>	<b>3,546.67</b>	<b>3,654.85</b>	<b>-</b>	<b>3,654.85</b>



**JSW NANDGAON PORT PRIVATE LIMITED**  
**II. Reconciliation of Statement of profit and loss for the year ended 31st March, 2016**

Particulars	INR in Lakhs		
	I GAAP	As at	Ind AS
<b>INCOME</b>			
Other Income	20.09	-	20.09
<b>Total Income (1)</b>	<b>20.09</b>	<b>-</b>	<b>20.09</b>
<b>EXPENSES</b>			
Other Expenses	14.69	-	14.69
<b>Total Expenses (2)</b>	<b>14.69</b>	<b>-</b>	<b>14.69</b>
<b>Profit Before Tax (1-2)</b>	<b>5.40</b>	<b>-</b>	<b>5.40</b>
<b>Tax Expense</b>			
Current tax	1.67	-	1.67
<b>Profit for the Year (3)</b>	<b>3.73</b>	<b>-</b>	<b>3.73</b>
<b>Other Comprehensive Income for the year (4)</b>			
<b>Total Comprehensive Income for the year (3+4)</b>	<b>3.73</b>	<b>-</b>	<b>3.73</b>

Note: The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirement for the purpose of this note.

As per our attached report of even date

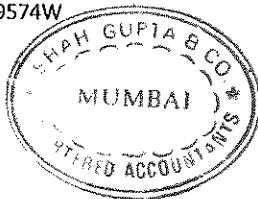
For Shah Gupta & Co.

Chartered Accountants

Firm's Registration No : 109574W

*narush*

NARESH BHUTA  
 Partner  
 M.No. 135823



For and on behalf of the Board of Directors

*B. V. J. Sharma*  
 BVJK SHARMA  
 Director  
 DIN : 00017758

*N K Jain*  
 N K JAIN  
 Director  
 DIN : 00019442

*Jyoti Sahu*  
 JYOTI SAHU  
 Chief Finance Officer

Date: 15th May, 2017  
 Place: Mumbai