

JSW NANDGAON PORT PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2016



NANDGAON PORT PVT. LTD.

Regd. Office: JSW Centre,
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051.
Phone : 022-4286 1000
Fax : 022-4286 3000
CIN: U93030MH2011PTC224380

NOTICE

Notice is hereby given that the **Fifth Annual General Meeting** of the Shareholders of **JSW Nandgaon Port Private Limited** will be held on **July 22, 2016, Friday** at **10.50 am** 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, 2016 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint the Director in place of Capt. BVJK Sharma (DIN: 00017758), 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 fixed at remuneration as may be fixed by the Board of Directors of the Company.

“RESOLVED THAT pursuant to the first proviso to section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Shah Gupta & Co., Chartered Accountants Mumbai (Firm Registration Number 109574W), as the Auditors of the Company to hold office from the conclusion of the 5th Annual General Meeting until the conclusion of 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 **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the Company hereby



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approves the appointment of Mr. P C Jhanji (DIN: 06952215) as a Whole-time Director (WTD) of the Company, without any remuneration for a period of five years with effect from October 31, 2015.”

By order of the Board of Directors
For **JSW Nandgaon Port Private Limited.**

Place : **Mumbai**
Dated : **April 28, 2016**


P.C Jhanji
Director
(DIN: 06952215)



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

ITEM NO. 4

Mr. P C Jhanji was appointed as a Whole-Time Director (WTD) without remuneration for a period of five years by the Board with effect from October 31, 2015, subject to the approval of the members.

Mr. P C Jhanji is associated with JSW Group since 1987. He is a mechanical engineer (with a first class) and has an experience of over 29 years across various aspects of an enterprise in the steel industry with specialisation in projects and commercials, and primarily in setting up of steel plants and captive ports from concept to commissioning. He has worked as Project Coordinator in Essar Steel Hazira Ltd at Hazira and also as Vice President – Project Procurement in JSW Ispat Steel Ltd. He holds Directorship in Masad Marine Services Private Limited and JSW Salav Port Private Limited.

In view of his rich, varied & vast experience and distinguished career, the appointment of Mr. Mr. P C Jhanji as a WTD of the Company, would be in the best interest of the Company.

Except Mr. P C Jhanji, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 4.

Your Directors recommend the resolution as at item no. 4 for your approval.

By order of the Board of Directors
For **JSW Nandgaon Port Private Limited.**

Place : **Mumbai**
Dated : **April 28, 2016**


P C Jhanji
Director
(DIN: 06952215)



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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.
12. Shareholders/Proxies are requested to bring the attendance slip duly filled in.

Directors' Report

To the Members of JSW NANDGAON PORT PRIVATE LIMITED,

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

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. 3.72 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 0.37 Million 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, 2016, 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, 2016 (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 standalone financial statement (Please refer to Note 7, 7.1 and 13.2 to the 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, your Company has appointed Mr. P C Jhanji (DIN: 06952215) has resigned from the position of Manager and have been appointed as an Additional cum Whole-time Director of the Company by the Board of Directors on October 31, 2015 to hold office for a period of 5 years from the date of appointment subject to the shareholders approval at the ensuing General Meeting.

In accordance with the provisions of the Companies Act, 2013, Capt. BVJK Sharma (DIN: 00017758) retires by rotation at the ensuing AGM and being eligible offers himself for reappointment.

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.

During the year under review, Mr. Manoj Mohta (DIN: 02339000) has resigned from the Directorship of the Company, your Directors place on record the deep sense of appreciation for the valuable support by him as the Director of the Company.

The Company has received notice from a shareholder along with requisite deposits proposing the candidature of Mr. P C Jhanji as a Whole-time Director.

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

Name of Director	Designation
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, 2016 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

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

Sr. No	Date of Board Meeting
1.	April 28, 2015
2.	August 06, 2015
3.	October 31, 2015
4.	January 30, 2016

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, 2016 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark.

M/s. Shah Gupta & Co., Chartered Accountants, the Auditors of the Company, have been appointed by the shareholders at the previous Annual General Meeting dated September 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, 2016 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


BVJK Sharma
(DIN: 00017758)
Director


N K Jain
(DIN: 00019442)
Director

Place: Mumbai

Date : April 28, 2016

*A
Cases*

ANNEXURE A
REMUNERATION POLICY

PREFACE

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

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.

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

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	JSW Infrastructure Limited	3,63,66,400	100	-	3,63,66,400	100	-	-
	Total	3,63,66,400	100	-	3,63,66,400	100	-	-

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

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	JSW Infrastructure Limited				
	At the beginning of the year	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

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	-	-	-	-
	Purchase/Transfer with the Company	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

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

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

Note: The shareholding if any 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
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change In Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

Sl. No.	Particulars of Remuneration	*Mr. P C Jhanji (Whole-Time Director)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	59,65,369
	(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	2,10,984
	Total (A)	61,76,353
	Ceiling as per the Act	*NA

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	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,86,874	10,86,874
	(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	47,448	47,448
	Total	11,34,322	11,34,322

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, 2016.

Shah Gupta & Co.

Chartered Accountants

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JSW NANDGAON PORT PRIVATE LIMITED

Report on the standalone financial statements

We have audited the accompanying standalone financial statements of **JSW NANDGAON PORT PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the standalone financial statements

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

Auditor's responsibility

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

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

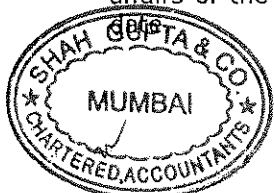
We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance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

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

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

Opinion

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



Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the Internal financial controls over financial reporting of the Company and operative effectiveness of such controls, refer to our separate report in "Annexure B" to this report; and
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements – Refer to note 13.5 to the financial statements;
 - ii. The Company did not have any outstanding long-term contracts including derivative contracts as at March 31, 2016 for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

naresh

Naresh Bhuta
Partner
M. No.135823



Place: Mumbai
Date : April 26, 2016

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

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

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

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

- (viii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any loans or borrowings from any bank, financial institution, government or debenture holders during the year. Accordingly, clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- (x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid managerial remuneration during the year. Accordingly, clause (xi) of paragraph 3 of the Order is not applicable.

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.



- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18. Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

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

naresh



Naresh Bhuta
Partner
M. No.135823

Place: Mumbai
Date : April 26, 2016

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **JSW NANDGAON PORT PRIVATE LIMITED** ("the Company") as at March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



Inherent Limitations of Internal Financial Controls over Financial Reporting

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

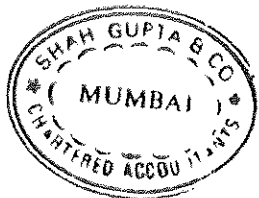
Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

naresh

Naresh Bhuta
Partner
M. No.135823



Place: Mumbai
Date : April 26, 2016

JSW NANDGAON PORT PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note	Amount in Rs.	
		As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	363,664,000	363,664,000
Reserves and Surplus	3	(16,304,089)	(16,676,597)
		<u>347,359,911</u>	<u>346,987,403</u>
CURRENT LIABILITIES			
Other Current Liabilities	4	18,095,537	7,678,218
Provisions	5	166,577	-
		<u>18,262,114</u>	<u>7,678,218</u>
TOTAL		<u>365,622,025</u>	<u>354,665,621</u>
ASSETS			
NON- CURRENT ASSETS			
FIXED ASSETS			
Tangible Assets	6	257,111,444	257,219,538
Intangible Assets	6	5,976	14,380
Capital Work- In- Progress	6	80,808,094	64,208,888
Long- Term Loans and Advances	7	30,000	30,000
		<u>337,955,514</u>	<u>321,472,806</u>
CURRENT ASSETS			
Cash and Bank Balance	8	580,483	10,506,179
Short- Term Loans and Advances	7	12,732,629	11,505,184
Other Current Asset	9	6,212,144	5,068,611
		<u>27,666,511</u>	<u>33,192,815</u>
TOTAL		<u>365,622,025</u>	<u>354,665,621</u>
Summary of significant accounting policies and other notes	1- 13		
The accompanying notes are an integral part of financial statements			

As per our attached report of even date

FOR SHAH GUPTA & CO.

Chartered Accountants

Firm Registration No : 109574W

navesh
NARESH BHUTA

Partner

M.No. 135823

Date: 28th April 2016

Place: Mumbai

For and on behalf of the Board of Directors

B. V. J. K. Sharma
BVIK SHARMA
 Director
 DIN : 00017758

N K Jain

N K JAIN

Director

DIN : 00019442

Jyoti Sahu
JYOTI SAHU
 Chief Finance Officer



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JSW NANDGAON PORT PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Note	Amount in Rs.	
		Year Ended 31st March, 2016	Year Ended 31st March, 2015
INCOME			
Other Income	10	2,008,996	1,893,657
Total Income		2,008,996	1,893,657
EXPENSES			
Other Expenses	11	1,432,103	3,405,528
Total Expenses		1,432,103	3,405,528
Earning before interest tax, depreciation and amortisation (EBITDA)		576,892	(1,511,871)
Finance Costs	12	37,808	-
Depreciation and Amortizations		-	-
PROFIT/(LOSS) BEFORE TAX		539,084	(1,511,871)
Tax Expense:			
Current Tax		166,577	-
Profit/(Loss) After Tax		372,507	(1,511,871)
Earnings Per Equity Share of par value of Rs. 10/- each	13.1		
Basic and diluted	(In Rs.)	0.01	(0.04)
Summary of significant accounting policies and other notes	1- 13		
The accompanying notes are an integral part of financial statements			

As per our attached report of even date
FOR SHAH GUPTA & CO.
Chartered Accountants
Firm Registration No : 1095/4W

naresh

NARESH BHUTA
Partner
M.No. 135823

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

For and on behalf of the Board of Directors

N K Jain

N K JAIN
Director
DIN : 00019442

Date: 28th April 2016
Place: Mumbai

Jyoti Sahu
JYOTI SAHU
Chief Finance Officer



Handwritten initials

JSW NANDGAON PORT PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Amount in Rs

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) Before Tax	539,084	(1,511,871)
Adjustments for :		
Gain on sale of Current Investments	(640,841)	(336,230)
Interest Income	(1,368,155)	(1,557,427)
Operating Profit before Working Capital Changes	(1,469,911)	(3,405,528)
Adjustments for :		
Increase/(Decrease) in current liabilities	10,417,319	(1,415,034)
(Increase)/Decrease in loans and advances	(2,370,978)	(725,584)
Cash flow before Taxation	6,576,430	(5,546,146)
Direct Taxes paid	-	(155,699)
NET CASH GENERATED FROM OPERATING ACTIVITIES	6,576,430	(5,701,845)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Increase in Capital work in progress	(16,482,708)	(5,246,789)
Loans to Related parties	-	(1,401,290)
Interest Received	1,368,155	1,557,427
Proceeds from sale of Current Investments (net)	640,841	336,230
NET CASH USED IN INVESTING ACTIVITIES	(14,473,712)	(4,754,422)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Shares	-	26,500,000
Advance against equity (net)	-	(1,713)
NET CASH GENERATED FROM FINANCING ACTIVITIES	-	26,498,287
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENT (A+B+C)	(7,897,282)	16,042,020
CASH AND CASH EQUIVALENTS - AT THE BEGINNING OF THE YEAR	16,619,020	577,000
CASH AND CASH EQUIVALENTS - AT THE END OF THE YEAR	8,721,740	16,619,020

As per our attached report of even date

For **SHAH GUPTA & CO.**

Chartered Accountants

FRN : 109574W

narish
NARESH BHUTA

Partner

M.No. 135823

Date: 28th April 2016

Place: Mumbai

For and on behalf of the Board of Directors

B. V. J. & Sharma
BVJK SHARMA

Director

DIN : 00017758

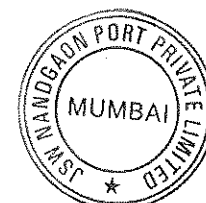
N K Jain
N K JAIN

Director

DIN : 00019442

Jyoti Sahu
JYOTI SAHU

Chief Finance Officer



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1. COMPANY OVERVIEW

(I) The Company is primarily engaged in "Construction and Operation of Port Business".

(II) Summary of Significant accounting policies

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

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

(B) **Use of Estimates**

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

(C) **Fixed Assets**

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

(D) **Investments**

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



(E) Revenue Recognition

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

(F) Inventories

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

(G) Borrowing Costs

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

(H) Foreign Currency Transactions

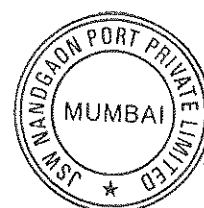
Foreign currency transactions are recorded at the exchange rates prevailing on the date of the transaction. Monetary foreign currency assets and liabilities are translated into Rupees at the exchange rate prevailing at the balance sheet date. All exchange differences, are dealt with in the profit and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

(I) Provision, Contingent Liabilities and Contingent Assets

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

(J) Provision for Current and Deferred Tax

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



(K) Earnings Per Share

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

(L) Cash Flow Statement

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



JSW NANDGAON PORT PRIVATE LIMITED
Notes to financial statements for the year ended 31st March, 2016

2 **SHARE CAPITAL**

Particulars	Year Ended	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	
Authorised		
5,00,00,000 Equity Shares (Previous year 3,50,00,000) of Rs. 10/- each	500,000,000	500,000,000
TOTAL	500,000,000	500,000,000
Issued, Subscribed and Fully Paid Up Capital		
3,63,66,400 Equity Shares (Previous year 3,37,16,400) of Rs. 10/- each, fully paid up	363,664,000	363,664,000
TOTAL	363,664,000	363,664,000

a) **Reconciliation of number of shares outstanding and the amount of share capital that the beginning and at the end of the year**

Particulars	As At		As At	
	31st March, 2016		31st March, 2015	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Equity Shares				
Shares at the beginning of the year	36,366,400	363,664,000	33,716,400	337,164,000
Add: Shares Issued during the year			2,650,000	26,500,000
Shares at the end of the year	36,366,400	363,664,000	36,366,400	363,664,000

b) **Terms/Right attached to Equity Shares**

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

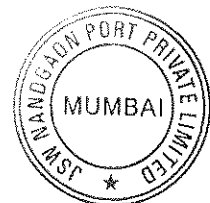
c) **Shares held by Holding Company**

Particulars	As at		As at	
	31st March, 2016		31st March, 2015	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
JSW Infrastructure Limited, the Holding Company	36,366,400	363,664,000	36,366,400	363,664,000
Shares at the end of the year	36,366,400	363,664,000	36,366,400	363,664,000

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

Particulars	As at		As at	
	31st March, 2016		31st March, 2015	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs. 10 each, fully paid up				
JSW Infrastructure Limited, the Holding Company	36,366,400	100%	36,366,400	100%
Shares at the end of the year	36,366,400	100%	36,366,400	100%

As per records of the Company, including its Shareholder/members and other declaration received from Shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial interest ownership of shares.



3 **RESERVES AND SURPLUS**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Surplus/(Deficit) in the statement of Profit and Loss		
Balance as at the beginning of the year	(16,676,596)	(15,164,726)
Add: Profit/(Loss) for the year	372,507	(1,511,871)
Balance outstanding at the end of the year	(16,304,089)	(16,676,597)
TOTAL	(16,304,089)	(16,676,597)

4 **OTHER CURRENT LIABILITIES**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Statutory Dues	167,863	61,080
Reimbursement of Expenses (Including Related Party)	15,446,915	7,165,004
Other Payables (Creditors)	2,449,259	422,134
Provision for Audit Fees	31,500	30,000
TOTAL	18,095,537	7,678,218

5 **PROVISIONS**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Income Tax Provisions	166,577	-
TOTAL	166,577	-

7 **LOANS AND ADVANCES**

Particulars	31st March, 2016		As at 31st March, 2015	
	Non Current	Current	Non Current	Current
	Amount in Rs.		Amount in Rs.	
<i>(Unsecured, considered good)</i>				
Advance Given	30,000	-	30,000	-
Security deposits	-	100,000	-	100,000
<u>Other Loans and Advances</u>				
Loans to related parties (Refer note 13B)	-	12,632,629	-	11,401,290
Prepaid expenses	-	-	-	3,895
Others	-	-	-	-
TOTAL	30,000	12,732,629	30,000	11,505,185

7.1 **CURRENT INVESTMENTS**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
<i>(Other than trade)</i>		
1,851.661 (Previous year Nil) Units of Reliance Liquid Fund Treasury Plan	8,141,256	6,112,841
Growth plan of Rs. 10/- each	-	-
Less: Shown under cash and bank balances (Refer note 8)	-	-
TOTAL	8,141,256	6,112,841

7.2 **Aggregate amount of investments**

At book value	8,141,256	6,112,841
At market value	8,787,850	6,306,045

7.3 **Basis of valuation**

Refer Note no. 1(D)



Particulars	Tangible						Intangible				Total
	Land	Plant & Machinery	Furniture & Fixtures	Office equipment	Computer	Software	Intangible		Total		
							Amount in Rs	Amount in Rs			
As at 1st April, 2015	255,315,005	2,012,183	134,757	137,689	46,725	119,512			257,765,871		
Additions	-	-	97,933	-	-	-	-	-	97,933		
Disposals	-	-	-	-	-	-	-	-	-		
Adjustments	-	-	-	-	-	-	-	-	-		
Exchange Difference	-	-	-	-	-	-	-	-	-		
As at March 31, 2016	255,315,005	2,012,183	232,690	137,689	46,725	119,512			257,863,804		
Depreciation											
As at 1st April, 2015	-	338,192	23,224	43,697	21,708	105,132			531,954		
Charge for the year	-	132,739	20,676	32,808	19,804	8,404			214,432		
Disposals	-	-	-	-	-	-			-		
Adjustments	-	-	-	-	-	-			-		
As at March 31, 2016	-	470,932	43,900	76,506	41,512	113,536			746,385		
Net Block											
As at March 31, 2016	255,315,005	1,541,252	188,790	61,183	5,213	5,976			257,117,420		
As at 1st April, 2015	255,315,005	1,673,991	209,465	93,992	25,016	14,380			257,331,848		

Particulars	Amount in Rs	
	31st March 2016	31st March 2015
Pre-operative Expenses	118.04	64,208,888
TOTAL	701.03	225.62

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.

Particulars	Amount in Rs	
	31st March 2016	31st March 2015
Lease Rent	5,614,451	1,596,920
Legal, professional & consultancy charges	9,984,581	9,740,165
Employee Benefits Expense	35,990	1,080,000
Survey, Feasibility Study Expenses	698,047	-
General office expenses and overheads	51,705	111,956
Depreciation and Amortizations	214,432	248,974
Net Pre-operative Expenses for the year	16,599,206	12,778,015
Add: Pre-operative Expenses upto previous year	64,208,888	51,430,873
Closing Balance of Pre-operative Expenses	80,808,094	64,208,888



8 **CASH AND BANK BALANCE**

Particulars	31st March, 2016	31st March, 2015
	Current	Current
	Amount in Rs.	Amount in Rs.
Cash and cash equivalents		
Cash on hand	32,150	-
Balance with banks in current account	548,333	10,506,179
TOTAL	580,483	10,506,179

9 **Other Current Assets**

Particulars	As at	As at
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Service Tax Receivable	5,919,629	4,912,912
TDS Receivable	292,515	155,699
TOTAL	6,212,144	5,068,611

10 **OTHER INCOME**

Particulars	Year Ended	Year Ended
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Interest Income	1,368,155	1,557,427
Gain on sale of current investments (net)	640,841	336,230
TOTAL	2,008,996	1,893,657

11 **FINANCE COSTS**

Particulars	Year Ended	Year Ended
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Interest Expenses	37,808	-
TOTAL	37,808	-

12 **OTHER EXPENSES**

Particulars	Year Ended	Year Ended
	31st March, 2016	31st March, 2015
	Amount in Rs.	Amount in Rs.
Rent	455,000	-
Guest House Maint Charges	215,856	-
Rates and Taxes	-	1,473,279
Legal and Consultancy Expenses	30,615	8,000
Audit Fees	35,000	30,000
CSR Expenses	-	348,055
Vehicle hiring and maintenance charges	589,931	762,535
Printing & Stationery	16,790	-
Telephone	20,108	-
General Administrative Expenses	52,694	782,567
Bank Charges	16,109	1,092
TOTAL	1,432,103	3,405,528



13.1 **EARNINGS PER SHARE**

Particulars		Year Ended 31st March, 2016	Year Ended 31st March, 2015
Basic Earnings Per Share			
Net Profit/Loss After Tax		372,507	(1,511,871)
Amount available for Equity Shareholders	(A)	372,507	(1,511,871)
Weighted Average Number of Shares	(B)	36,366,400	34,878,181
Basic Earnings Per Share of Rs. 10/- Each	(A)/(B)	0.01	(0.04)
Diluted Earnings Per Share			
Net Profit/Loss After Tax		372,507	(1,511,871)
Amount available for Equity Shareholders	(A)	372,507	(1,511,871)
Weighted Average Number of Shares	(B)	36,366,400	34,878,181
Add: Potential Equity shares		-	-
Number of shares for calculation of Diluted Earning Per Share	(C)	36,366,400	34,878,181
Diluted Earnings Per Share of Rs. 10/- Each*	(A)/(C)	0.01	(0.04)

* The effect of potential equity shares on earning per share are anti dilutive hence not considered for the purpose of diluted earning per share.

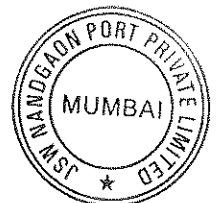
13.2 **DISCLOSURE OF RELATED PARTY TRANSACTIONS**

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

- I. **Ultimate Holding Company**
JSW Infrastructure Fintrade Private Limited
- I. **Holding Company**
JSW Infrastructure Limited
- II. **Fellow Subsidiary**
JSW Jaigarh Port Limited
- III. **Others**
Avani Spaces Private Limited

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

Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Loans & Advance to Related Party		
Avani Spaces Private Limited	12,632,629	11,401,290
Other Payable(Including Reimbursement of expenses)		
JSW Infrastructure Limited	15,446,917	6,975,172
JSW Jaigarh Port Limited	-	186,682



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

Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Loans & Advances to Related Party		
Avani Spaces Private Limited	1,231,339	1,401,290
Other Payable(Including Reimbursement of expenses)		
JSW Infrastructure Limited	8,471,745	6,975,172
JSW Jalgarh Port Limited	-	186,682
Interest Income		
Avani Spaces Private Limited	1,368,155	1,556,989
Repayment of Loan		
JSW Jalgarh Port Limited	186,682	-
Professional & Consultancy fees		
Avani Spaces Private Limited	900,000	

13.3 Payment to Auditors

Particulars	31st March, 2016 Amount in Rs.	31st March, 2015 Amount in Rs.
Statutory Audit Fees	35000	30,000
Total	35,000	30,000

13.4 There are no Contingent liabilities.

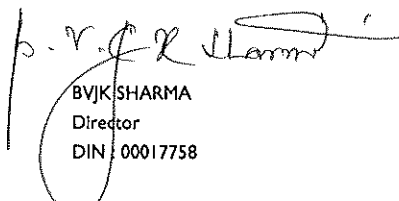
13.5 Chaucer Capital Ltd. has filed a Writ Petition no.1051 of 2015 in the High Court of Bombay against the Maharashtra Maritime Board, the Minister of Ports and JSW Infrastructure Ltd. seeking to cancel the LOI, Lease Deed and modifications thereto executed between the MMB and JSWIL with respect to allotting water front for the purpose of development of an all-weather captive port / jetty at Nandgaon Tal. Palghar, Maharashtra. JSW and the 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 requirements of industries. JSW has also obtained requisite permissions Inter alia from the Mah. Coastal Zone Management Authority, environmental clearances etc. for the proposed jetty. Considering the merits of the case management is positive about the outcome of the matter.

13.6 In the opinion of the management the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

13.7 Considering the nature of business and operations, there are no separate reportable segments (business and/or geographical) in accordance with the requirements of Accounting Standard 17- "Segment Reporting".

13.8 The additional information pursuant to the Schedule III of Companies Act, 2013 is either Nil or Not Applicable.

13.9 The previous year figures have been reclassified/ regrouped to conform to current year's classification wherever required.


BVJK SHARMA
Director
DIN : 00017758

For and on behalf of the Board of Directors



N K JAIN
Director
DIN : 00019442


JYOTI SAHU
Chief Finance Officer

Date: 28th April 2016
Place: Mumbai

