

DIRECTORS' REPORT

Dear Shareholders,

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

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

(Amount in Rupees)

| PARTICULARS | For the Year ended 31.03.2016 | For the Year ended 31.03.2015 |
|--|--------------------------------------|--------------------------------------|
| Net Sales /Income from: Business Operations | - | - |
| Other Income | - | - |
| Total Income | - | - |
| Earnings before Interest, Depreciation & Tax | (11,817) | (11,816) |
| Less: Interest | - | - |
| Depreciation | - | - |
| Profit before Tax | (11,817) | (11,816) |
| Less: Current Income Tax | - | - |
| Less: Previous year adjustment of Income Tax | - | - |
| Less: Deferred Tax | - | - |
| Net Profit after Tax | (11,817) | (11,816) |
| Dividend (including Interim if any and final) | - | - |
| Transfer to Statutory Reserves | NIL | NIL |
| Balance carried to Balance Sheet | (11,817) | (11,816) |
| Earning per share (Basic & Diluted) | (0.24) | (0.24) |

2. DIVIDEND AND TRANSFER TO RESERVES

In view of losses incurred by the Company, your Directors do not recommend any dividend for the period under review.

And the Company has not transferred any amount to reserves.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared.

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year under review, the Company did not have any operating revenues. The Net Loss for the year under review amounted to Rs. 11,817 in the current year as compared to Rs. 11,816 in the previous year.

The Company will continue working on new business developments.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company as it is not a manufacturing company. There was no foreign exchange inflow or Outflow during the year under review.

7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Board of Directors is responsible for identifying, evaluating and managing all significant risks faced by the Company. The Company follows well-established and detailed risk assessment and minimization procedures, which are periodically reviewed by the Board. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. In the opinion of the Board, none of the risks faced by the Company threaten its existence.

8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not advanced any loans or provided any guarantees or investment covered under section 186 of the Companies Act, 2013 during the period under review.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no contracts or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

11. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

13. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure I and is attached to this Report.

14. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board met four times during the year under review on 26.05.2015, 11.08.2015, 11.11.2015 and 10.02.2016.

15. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:-

(a) in the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards had been followed and there are no material departures in adoption of these standards;

(b) 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 loss of the company for the period ended on that date;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) 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.

16. SUBSIDIARIES

The Company does not have Subsidiary as on 31st March 2016 or during the year ended on that date.

17. INTERNAL FINANCIAL CONTROL SYSTEM

The Management is responsible for establishing and maintaining internal controls for financial reporting and the Statutory Auditors periodically reviews the effectiveness of the internal control systems of the Company pertaining to financial reporting of the Company to ensure Financial Statements of the Company present a true and fair view of the state of affairs of the Company.

18. DEPOSITS

The Company has not accepted any deposits from the public or its employees during the year under review. There were no other deposits falling under Rule 2(i)(c) of the Companies (Acceptance of Deposits) Rules, 2014 during the year under review. There are no deposits which are not in compliance with the requirement of Chapter V of the Companies Act, 2013 during the year under review.

19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

20. DIRECTORS

Mr. P Arulsundaram and Mrs. A Nithya are the directors of the Company. None of the Directors liable to retire by rotation as per Articles of Association of the Company.

21. DECLARATION OF INDEPENDENT DIRECTORS

The provisions of Section 149 pertaining to the appointment of Independent Directors do not apply to our Company.

22. STATUTORY AUDITORS

The Statutory Auditors M/s. Karthikeyan & Jayaram, Chartered Accountants, Erode retire at the ensuing Annual General Meeting, are eligible for re-appointment and have given their consent for re-appointment. The Shareholders would be required to ratify the appoint of Auditors from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and fix their remuneration.

As required under the provisions of Sections 139(1) read with 141 of the Companies Act, 2013, the Company has obtained a written certificate from the Chartered Accountants, proposed to be re-appointed to the effect that their reappointment, if made, would be in conformity with the criteria specified in the said sections.

23. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

24. SHARES

A. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

B. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

C. BONUS SHARES

No Bonus Shares were issued during the year under review.

D. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

25. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/ events on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.

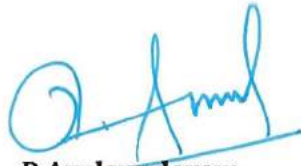
R.P.P. ENERGY SYSTEMS PRIVATE LIMITED
U72200TZ2010PTC016441

- There were no Shares having voting rights not exercised directly by the employees and for the purchase of which or subscription to which loan was given by the Company.
- There are no employees in the Company and hence during the period under review the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- There are no employees in the Company and hence during the period under review and hence the details of remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable.
- Change in the nature of business carried out by the Company during the year under review.

26.ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors



P.Arulsundaram
DIN 00125403
Director



A.Nithya
DIN 00125357
Director

Place: Erode
Date: 24.05.2016

ANNEXURE - 1 TO THE DIRECTORS REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

For the financial year ended on 31.03.2016

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

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|---|---|
| i) | CIN | U72200TZ2010PTC016441 |
| ii) | Registration Date | 14.10.2010 |
| iii) | Name of the Company | R.P.P. Energy Systems Private Limited |
| iv) | Category / Sub-Category of the Company | Private Limited Company by shares |
| v) | Address of the Registered office and contact details | S F No. 454, Raghupathynaiken Palayam, Railway Colony Post, Poondurai Road, Erode - 638002. |
| vi) | Whether listed company | NO |
| vii) | 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:-

| S. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|---|----------------------------------|------------------------------------|
| 1 | Generation and transmission of electric energy and Distribution of electric energy. | 4001, 4002, 4004, 4005 & 4010 | NIL |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---------------------------------|-----------------------|--------------------------------|------------------|--------------------|
| 1 | RPP Infra Projects Limited | L45201TZ1995PLC006113 | Holding Company | 100% | Sec 2(46) |

| | | | | | | | | | |
|--|---|-------|-------|-----|---|-------|-------|-----|---|
| f) Insurance Companies | | | | | | | | | |
| g) FIIs | | | | | | | | | |
| 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 (specify) | | | | | | | | | |
| Non Resident Indians | | | | | | | | | |
| Overseas Corporate Bodies | | | | | | | | | |
| Foreign Nationals | | | | | | | | | |
| Clearing Members | | | | | | | | | |
| Trusts | | | | | | | | | |
| Foreign Bodies - D R | | | | | | | | | |
| 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) | - | 50000 | 50000 | 100 | - | 50000 | 50000 | 100 | - |

B) Shareholding of Promoter-

| S. 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 | Mr. P .Arulsundaram jointly with R.P.P Infra Projects Limited | 1 | 0.01 | - | 1 | 0.01 | - | - |
| 2 | R.P.P Infra Projects Limited | 49999 | 99.99 | - | 49999 | 99.99 | - | - |

C) Change in Promoters' Shareholding (please specify, if there is no change)

| S. No. | Particulars | 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 | 50000 | 100 | 50000 | 100 |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): | - | - | - | - |
| | At the end of the year | 50000 | 100 | 50000 | 100 |

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S. 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 | - | - | - | - |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the end of the year | - | - | - | - |

E) Shareholding of Directors and Key Managerial Personnel:

| S. No. | Shareholding of each Directors and each Key Managerial Personnel | 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 Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | - | - | - | - |
| At the end of the year | - | - | - | - |

V. INDEBTEDNESS

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

| Particulars | 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 | | | | |
| 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 | | | | |
| Total (i+ii+iii) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| S. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|--------|--|----------------------------|---|---|-----------------|
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of 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) | - | - | - | - |
| 5. | Others | - | - | - | - |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Compaiaes Act | Brief Description | Details of Penalty/ Punishment/ Compounding Fees imposed | Authority (RD/NCLT/ Court) | Appeal made, if any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| B. Directors | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |
| C. Other officers in default | | | | | |
| Penalty | | | NONE | | |
| Punishment | | | | | |
| Compounding | | | | | |

For and on behalf of the Board of Directors


P.Arulsundaram
DIN 00125403
Director


A.Nithya
DIN 00125357
Director

Place: Erode
 Date: 24.05.2016



KARTHIKEYAN & JAYARAM

Chartered Accountants

Sri Tower, 30, Bharathidasan Street,

Teachers colony, Erode -638011.

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF R.P.P. ENERGY SYSTEMS PRIVATE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of R.P.P. Energy Systems Private Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss 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 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 there under.

We conducted our audit 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 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.

Branch Offices:
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The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 31st March, 2016, and its loss 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 the paragraph 3 and 4 of the order.
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 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.





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- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **KARTHIKEYAN & JAYARAM**

Chartered Accountants

Firm's Registration Number: 007570S

CA G.N. JAYARAM FCA.,DISA.,

Partner

Membership Number: 200 – 027291

Erode

24/05/2016



Branch Offices:

Coimbatore Chennai Hyderabad



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ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

1. The company has no Fixed Assets and therefore Paragraph 3(1a), 3(1b) and 3(1c) of CARO is not applicable to this company.
2. The Company has no Inventory hence Paragraph 3(2) of CARO is not applicable to this company.
3. 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 during the year. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the company has not granted any loans, made investments, provide guarantees or securities as per the provisions of section 185 and 186 of the Companies Act, 2013 during the year under review.
5. The Company has not accepted any deposits 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.
6. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records u/s 148 of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



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7. a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

b)According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. Based on our audit procedures, we are of the opinion that the company has not defaulted in repayment of dues to its bank, financial institution, and Government or Debenture holders.
9. The Company did not raise any money by way of initial public offer or further public offer (Including debt instruments). In our opinion, the term loans have been applied for the purposes for which they were raised.
10. 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.
11. The Managerial Remuneration in accordance with the requisite approvals mandated by Sec. 197 read with Schedule V to the Act is not applicable to the Company.
12. The Company is not a Nidhi Company. Therefore clause 3(12) of the Order is not applicable.
13. In our opinion, the Company has not entered into any Related Party Transactions within the meaning of Section 188 of the Act during the year. Para 3(13) of the order is therefore not applicable to the Company.
14. The Company has not made any preferential allotment / private placement of shares during the year and therefore this clause is not applicable to the Company.





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15. The Company has not entered into any non-cash transactions with directors / persons connected with him as stipulated u/s. 192 of the Act. Clause 3(15) of the Order is therefore not applicable to the Company.
16. In our opinion, the Company is not required to be registered u/s 45-IA of the Reserve Bank of India Act, 1934.

For **KARTHIKEYAN & JAYARAM**

Chartered Accountants

Firm's Registration Number: 007570S

CA G.N. JAYARAM FCA.,DISA.,

Partner

Membership Number: 200 – 027291



Erode

24/05/2016

Branch Offices:

Coimbatore Chennai Hyderabad



KARTHIKEYAN & JAYARAM

Chartered Accountants

Sri Tower, 30, Bharathidasan Street,

Teachers colony, Erode -638011.

Ph.:(0424)2277101, 2277102

Mob.: 90950-75000 E-mail: tax.erode@gmail.com

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 R.P.P. Energy Systems Private Limited as of 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. 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.

Branch Offices:

Coimbatore Chennai Hyderabad





KARTHKEYAN & JAYARAM

Chartered Accountants

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Teachers colony, Erode -638011.

Ph.:(0424)2277101, 2277102

Mob.: 90950-75000 E-mail: tax.erode@gmail.com

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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.

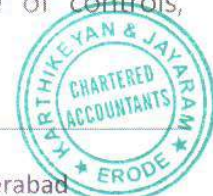
Meaning of Internal Financial Controls over Financial Reporting

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 authorisations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorised 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.





KARTHIKEYAN & JAYARAM

Chartered Accountants

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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 **KARTHIKEYAN & JAYARAM**

Chartered Accountants

Firm's Registration Number: 007570S

CA G.N. JAYARAM FCA.,DISA.,

Partner

Membership Number: 200 – 027291

Erode

24/05/2016



Branch Offices:

Coimbatore Chennai Hyderabad

R.P.P ENERGY SYSTEMS PRIVATE LIMITED
CIN : U72200TZ2010PTC016441
S.F.No: 454 , RAGHUPATHYNAICKENPALAYAM, RAILWAY COLONY POST, POONDURAI ROAD,
ERODE, TAMILNADU 638002

Balance Sheet as at 31st March, 2016

| Particulars | Note No. | Current Year | Previous Year |
|--|----------|------------------|------------------|
| | | 31st March 2016 | 31st March 2015 |
| | | Rs | Rs |
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| (a) Share capital | 1 | 500,000 | 500,000 |
| (b) Reserves and surplus | 2 | 301,095 | -209,278 |
| (c) Money received against share warrants | | | |
| 2 Share application money pending allotment | | | |
| 2 Non-current liabilities | | | |
| (a) Long-term borrowings | | | |
| (b) Other Long term liabilities | 3 | 7,383,887 | 7,383,887 |
| (c) Long-term provisions | | | |
| 3 Current liabilities | | | |
| (a) Short-term borrowings | 4 | - | - |
| (b) Trade payables | 5 | - | - |
| (c) Other current liabilities | 6 | 23,472 | 11,736 |
| (d) Short-term provisions | 7 | - | - |
| TOTAL | | 7,606,264 | 7,606,315 |
| II. ASSETS | | | |
| Non-current assets | | | |
| 1 (a) Fixed assets | | | |
| (i) Tangible assets | | - | - |
| (ii) Intangible assets | 8 | - | - |
| (iii) Capital work-in-progress | | | |
| (iv) Intangible assets under development | | | |
| (b) Non-current investments | | | |
| (c) Deferred tax assets (net) | | | |
| (c) Long-term loans and advances | | | |
| (d) Other non-current assets | | | |
| 2 Current assets | | | |
| (a) Current investments | | | |
| (a) Inventories | | | |
| (b) Trade receivables | 9 | - | - |
| (c) Cash and cash equivalents | 10 | 106,264 | 106,345 |
| (d) Short-term loans and advances | 11 | 7,500,000 | 7,500,000 |
| (e) Other current assets | | | |
| TOTAL | | 7,606,264 | 7,606,345 |

Significant Accounting policies

20

The accompanying notes including other explanatory information form an integral part of the financial statement

As per our Report of even date

For and on behalf of the Board

M/s. Karthikeyan & Jayaram
Chartered Accountants
F.R. No.007570S

CA G.N. JAYARAM F.C.A
Partner
M.No.027291



Place: Erode
Date : 24/05/2016


P. ARUL SUNDARAM
DIRECTOR
DIN 00125403


A.NITHYA
DIRECTOR
DIN 00125357

R.P.P ENERGY SYSTEMS PRIVATE LIMITED
CIN : U72200TZ2010PTC016441
S.F.No: 454 , RAGHUPATHYNAICKENPALAYAM , RAILYWAY COLONY POST , POONDURAI ROAD ,
ERODE , TAMILNADU 638002

Statement of Profit and loss statement for the year ended 31st March, 2016

| Particulars | Note No. | Current Year 31st | Previous Year 31st |
|--|----------|-------------------|--------------------|
| | | March 2016 | March 2015 |
| | | Rs | Rs |
| I. Revenue from operations | 12 | | - |
| II. Other income | 13 | - | - |
| III. Total Revenue (I + II) | | - | - |
| IV. Expenses: | | | |
| Cost of materials consumed | 14 | | - |
| Changes in inventories of finished goods work-in-progress and | | | |
| Direct Operating Cost | 15 | | - |
| Employee benefits expenses | 16 | - | - |
| Finance cost | 17 | 81 | 80 |
| Depreciation and amortization expenses | 8 | - | - |
| Other expenses | 18 | 11,736 | 11,736 |
| Total expenses | | 11,817 | 11,816 |
| V. Profit before exceptional and extraordinary items and tax | | -11,817 | -11,816 |
| VI. Exceptional items | | | |
| VII. Profit before extraordinary items and tax (V - VI) | | -11,817 | -11,816 |
| VIII. Extraordinary Items | | | |
| IX. Profit before tax (VII- VIII) | | -11,817 | -11,816 |
| X Tax expense: | | | |
| (1) Current tax | | | - |
| (2) Prior Period Tax | | | |
| (2) Deferred tax | | | |
| XI Profit (Loss) for the period from continuing operations (IX - | | -11,817 | -11,816 |
| XII Profit/(loss) from discontinuing operations | | | |
| XIII Tax expense of discontinuing operations | | | |
| XIV Profit/(loss) from Discontinuing operations (after tax) (XII- | | | |
| XV Profit (Loss) for the period (XI + XIV) | | -11,817 | -11,816 |
| XVI Earnings per equity share: | 19 | | |
| (1) Basic | | -0.24 | -0.24 |
| (2) Diluted | | -0.24 | -0.24 |

Significant Accounting policies

20

The accompanying notes including other explanatory information form an integral part of the financial statement

As per our Report of even date

For and on behalf of the Board

M/s. Karthikeyan & Jayaram
Chartered Accountants
F.R. No.007570S

CA G.N. JAYARAM F.C.A.
Partner
M.No.027291




P. ARUL SUNDARAM
DIRECTOR
DIN 00125403


A.NITHYA
DIRECTOR
DIN 00125357

Place: Erode
Date : 24/05/2016

R.P.P ENERGY SYSTEMS PRIVATE LIMITED
CIN : U72200TZ2010PTC016441
S.F.No: 454 , RAGHUPATHYNAICKENPALAYAM , RAILYWAY COLONY POST , POONDURAI ROAD , ERODE , TAMILNADU
638002

Cash Flow Statement for the year ended 31st March, 2016

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|--|---------------------------------|----------------------------------|
| | Rs | Rs |
| Cash Flows From Operating Activities | | |
| Profit Before Tax | -11,817 | -11,816 |
| Add: Depreciation | - | - |
| Add: Interest | 81 | 80 |
| Less: Unrealised Forex (Gain /Loss - NET) | - | - |
| Less: Interest Received | - | - |
| Operating Profit Before Working Capital Changes | -11,736 | -11,736 |
| (Increase) /Decrease in Current Assets | - | - |
| Increase /(Decrease) in Current Liability | 11,736 | 11,736 |
| Operating Profit After Working Capital Changes | 11,736 | 11,736 |
| Less: Tax Paid Including Dividend Tax | - | - |
| Less: Income Tax adjustment for prior Period | - | - |
| Net Cash Flow From Operating Activities | - | - |
| Net Cash Flow From Investing Activities | - | - |
| Cash Flow From Financing Activities | | |
| Interest Paid | -81 | -80 |
| Public Issue Expenses | - | - |
| Increase/(Decrease) in Secured Long-Term Loan | - | - |
| Increase/(Decrease) in Secured working Capital Loan | - | - |
| Increase/(Decrease) in Unsecured Loan | - | - |
| (Increase)/Decrease in Deferred Tax Liability | - | - |
| Net Cash Flow From Financing Activities | -81 | -80 |
| Net Increase/(Decrease) in Cash And Cash Equivalent | -81 | -80 |
| Cash and Cash Equivalent at beginning of the period | 106,345 | 106,425 |
| Cash and Cash Equivalents at ending of the period | 106,264 | 106,345 |

Notes :

Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3. "Cash Flow Statements" as specified in the Companies (Accounting Standard) Rule, 2006

Previous year's figures have been regrouped/reclassified wherever applicable

Significant Accounting policies

20

The accompanying notes including other explanatory information form an integral part of the financial statement

As per our Report of even date

For and on behalf of the Board

M/s. Karthikeyan & Jayaram
Chartered Accountants
F.R. No.007570S

C.A.G.N. JAYARAM F.C.A
Partner
M.No.027291



Place: Erode
Date : 24/05/2016

P. ARUL SUNDARAM
DIRECTOR
DIN 00125403

A.NITHYA
DIRECTOR
DIN 00125357

R.P.P ENERGY SYSTEMS PRIVATE LIMITED

CIN : U72200TZ2010PTC016441

S.F.No: 454 , RAGHUPATHYNAICKENPALAYAM , RAILYWAY COLONY POST , POONDURAI ROAD ,
ERODE , TAMILNADU 638002

Notes forming part of the Balance Sheet

Note No. 1 - Share Capital

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|--|---------------------------------|----------------------------------|
| | INR | INR |
| Authorised 50000 Equity Shares of Rs. 10 each | 500,000 | 500,000 |
| Issued 50000 Equity Shares of Rs. 10 each | 500,000 | 500,000 |
| Subscribed & Paid up 50000 Equity Shares of Rs. 10 each fully paid | 500,000 | 500,000 |
| Total | 500,000 | 500,000 |

The Company has only one class of equity shares having a par value of ` 10/- per share
Each holder of equity share is entitles to one vote per share.

Note No.2 - Reserves and Surplus

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|---|---------------------------------|----------------------------------|
| | INR | INR |
| Surplus | | |
| Opening balance | -289,278 | -277,462 |
| (+) Net Profit/(Net Loss) For the current year | -11,817 | -11,816 |
| (-) Income Tax adjustment pertaining to prior periods | | - |
| Total | -301,095 | -289,278 |

Note No.3 - Other Long Term Liabilities

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|---|---------------------------------|----------------------------------|
| | INR | INR |
| Others R.P.Pinfra Projects Ltd, India | 7,383,887 | 7,383,887 |
| Total | 7,383,887 | 7,383,887 |

Note No.4 - Short Term Borrowings

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|-------------------------------|---------------------------------|----------------------------------|
| | INR | INR |
| Secured | | |
| (a) Loans repayable on demand | | |
| Total | - | - |

Note No.4.1

Fund Based Limit Enjoyed by the Company

| Name of Lending institutions | Utilised (2015- 2016) | Utilised (2014- 2015) |
|---------------------------------|--------------------------|--------------------------|
| Indian Overseas Bank, Sri Lanka | - | - |
| Total | - | - |

Note No.5 - Trade Payable

| Particulars | Current Year 31st | Previous Year 31st |
|--|-------------------|--------------------|
| | March 2016 | March 2015 |
| | INR | INR |
| Payable towards Goods Purchased and Services Received during normal course of Business | | |
| (ii) Others | - | - |
| Total | - | - |

Note No.6 - Other Current Liabilities

| Particulars | Current Year 31st | Previous Year 31st |
|-----------------------------------|-------------------|--------------------|
| | March 2016 | March 2015 |
| | INR | INR |
| Retention Money - Sub Contractors | | |
| Retention Money - Others | | - |
| Expenses Payable | 23,472 | 11,736 |
| Advances Received | | - |
| Total | 23,472 | 11,736 |

Note No.7 - Short Term Provisions

| Particulars | Current Year 31st | Previous Year 31st |
|--------------------------|-------------------|--------------------|
| | March 2016 | March 2015 |
| | INR | INR |
| (b) Others | | |
| Provision for Income Tax | | - |
| Total | | - |

Note No. 9 - Trade Receivables

| Particulars | Current Year 31st | Previous Year 31st |
|--|-------------------|--------------------|
| | March 2016 | March 2015 |
| | INR | INR |
| Trade receivables outstanding for a period less than six months from the date they are due for payment | | |
| Secured, considered good | | |
| Unsecured, considered good | | |
| Unsecured, considered doubtful | | |
| Less: Provision for doubtful debts | | |
| | - | - |
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment | | |
| Secured, considered good | | |
| Unsecured, considered good | - | - |
| Unsecured, considered doubtful | | |
| Less: Provision for doubtful debts | | |
| | - | - |
| Total | - | - |

Note No.10 - Cash and Cash Equivalents

| Particulars | Current Year 31st | Previous Year 31st |
|------------------------|-------------------|--------------------|
| | March 2016 | March 2015 |
| | INR | INR |
| a. Balances with banks | 6,264 | 6,345 |
| b. Cash on hand | 100,000 | 100,000 |
| Total | 106,264 | 106,345 |

Note No.11 - Short Term Loans and Advances

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|--|---|--|
| | INR | INR |
| Unsecured, considered good- Advance to Suppliers Bondon Software Advance to Employees | 7,500,000 | 7,500,000 0 |
| Total | 7,500,000 | 7,500,000 |

R.P.P ENERGY SYSTEMS PRIVATE LIMITED

CIN : U72200TZ2010PTC016441

S.F.No: 454 , RAGHUPATHYNAICKENPALAYAM , RAILYWAY COLONY POST , POONDURAI ROAD , ERODE ,
TAMILNADU 638002

Notes forming part of the Profit and Loss Account

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|--|---------------------------------|----------------------------------|
| | INR | INR |
| Note No.12 - Revenue from Operations | | |
| Contract Revenue | - | - |
| Total Revenue from Operation | - | - |
| Note No.13 - Other Income | | |
| Miscellaneous Income | - | - |
| Total Other Income | - | - |
| Note No.14 - Cost of materials consumed | | |
| Opening Stock | - | - |
| ADD : Purchase | | - |
| LESS : Closing Stock | - | - |
| Net Consumption of Raw Materials | - | - |
| Note No.15 - Direct Cost | | |
| Labour Cost | - | - |
| Other Operating Cost | - | - |
| Total Direct Cost | - | - |
| Note No.15.1 | | |
| Labour Wages | | - |
| Freight Charges | | - |
| Temporary Shed Erection, Maintenance and Purchase of Materials for Temporary and aiding works | | - |
| | - | - |
| Note No.16 - Employee benefits expenses | | |
| Salary Expenses | - | - |
| Total Employee Cost | - | - |

| Particulars | Current Year 31st March 2016 | Previous Year 31st March 2015 |
|---|---------------------------------|----------------------------------|
| | INR | INR |
| Note No.17 - Finance cost | | |
| Bank Charges and Bank Guarantee Commission | 81 | 80 |
| Interest on Delayed payment of Statutory Dues | - | - |
| Total Finance Cost | 81 | 80 |
| Note No.18 - Other expenses | | |
| Business Development Expenses | - | - |
| Miscellaneous Expense | - | - |
| Repairs & Maintenance - Machinery | - | - |
| Postage & Telegraph | - | - |
| Professional Charges | - | - |
| Printing and Stationery | - | - |
| Rent & Electricity | - | - |
| Audit Fee | 11,736 | 11,736 |
| Telephone Expenses | - | - |
| Travelling Expenses | - | - |
| Total Other Expenses | 11,736 | 11,736 |

Note No: 20 – SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Presentation

The Financial statements are prepared as per historical cost convention, on an accrual basis and in accordance with the generally accepted accounting principles in India, the provisions of the Companies Act, 2013, and the applicable Accounting Standards. The accounting is on the basis of a going concern concept.

2. Method of Accounting

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

3. Revenue Recognition

The Company recognizes income on accrual basis. During the year there was no revenue accrued.

NOTES ON ACCOUNTS

1. Share Capital

The Company has only one class of Equity shares having a par value of Rs.10/-per share. Each holder of equity share is entitled to one vote per share. There was no changes in shareholding pattern during the year.

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

3. On the basis of the information available to the Directors of the Company, which has been relied upon by the auditors, there was no transaction during the year with suppliers falling under MSMED Act.

4. Balances in accounts of third parties are subject to confirmation by the parties concerned.

5. Auditors' remuneration (excluding service tax)

| Particulars | 31.03.2016 | 31.03.2015 |
|-------------|------------|------------|
| Audit Fees | 10,250 | 10,000 |

As per our Report of even date

For and on behalf of the Board

M/s. Karthikeyan & Jayaram
Chartered Accountants
F.R. No.007570S



CA G.N. JAYARAM F.C.A
Partner

M.No.027291

Place: Erode

Date : 24/05/2016



P. ARULSUNDARAM
DIRECTOR

DIN 00125403



A.NITHYA
DIRECTOR

DIN 00125357