



RTS Power Corporation Limited

Regd. Office : 56, Netaji Subhas Road, Kolkata - 700 001, ☎ : 2242 6025, 2242-6054, Fax : 033 2242 6732

E-mail : H.O. : kolkata@rtspower.com, headoffice@rtspower.com, Works : dhulagori@rtspower.com / jaipur@rtspower.com

CIN No. L17232WB1947PLC016105, Website : www.rtspower.com

Works : Jaipur ☎ : (0141) 233 0405 ☐ Agra ☎ : (0562) 2641413 ☐ Kolkata ☎ : (033) 98300 70057 / 98300 70074

RTSPCL/BSE/16-17

30th May, 2016

BSE Limited
Floor 25,
P.J.Towers
Dalal Street,
MUMBAI – 400001

Dear Sir,

Kind Attn: **Mr. Rajesh**

Sub: Board Meeting held on 30th day of May, 2016

Further to our letter dated 20th May, 2016 on the above subject, we would like to appraise you that the Board of Directors of the Company has approved in its Meeting held this afternoon the audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2016 and audited Standalone and Consolidated Financial Results of the Company for the Financial Year ended on 31st March, 2016 all of which have been reviewed by the Audit Committee of the Board of Directors of the Company in its Meeting held this morning for submission to Stock Exchange.

Accordingly, we are sending to you for your kind perusal and record Statement of audited Standalone Financial Results along with audited Consolidated Financial Results of the Company for year ended on 31st March, 2016 and its Wholly-owned Subsidiary, Blue Nile Projects Limited, Hong Kong and its Step-down Subsidiary, ABAY Energy Private Limited Company, Ethiopia in your prescribed format pursuant to Regulation 33 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) which have been reviewed by the Audit Committee of the Board of Directors of the Company in its Meeting held in the morning on 30th May, 2016 and subsequently taken on record by the Board of Directors of the Company in its Meeting held in the afternoon on the same day i.e. 30th May, 2016

The Board has proposed to retain entire Profit in Reserves for expansion and further growth of the Company and therefore, has passed off Dividend i.e. has not recommended payment of any Dividend for the Financial Year ended on 31st March, 2016 in spite of Profit.

We are sending herewith the Audit Report of our statutory Auditors, M/s A.C. Bhuteria & Co, Chartered Accountants in respect of the abovesaid Results which has been placed before the Board in its abovesaid Meeting along with the Declaration as per SEBI Circular No SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No CIR/CFD/CMD/56/2016 dated May 27, 2016.



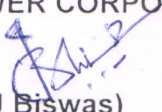
The abovesaid Results will be available at the Company's Website www.rtspower.com and BSE Website www.bseindia.com following our transmission of the same to BSE.

An extract of the abovesaid Results in the format prescribed under the Listing Regulations are being published in English in the Business Standard in its Kolkata Edition and in Bengali in Dainik Lipi, Kolkata. The Certified True Copies of the clippings of the abovesaid Newspapers will be sent to you after the abovesaid publications

Thanking you,

Yours faithfully

For RTS POWER CORPORATION LTD.


(J Biswas)
Company Secretary

Enclosure: As said above



RTS Power Corporation Limited

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PART 1

RS IN THRS

Statement of audited Standalone and Consolidated Results for the year ended 31st March, 2016

SI No	PARTICULARS	STANDALONE			CONSOLIDATED	
		QUARTER ENDED	YEAR ENDED		YEAR ENDED	
		31.03.2016	31.03.2016	31.03.2015	31.03.2016	31.03.2015
		Audited	Audited	Audited	Audited	Audited
1	Income from Operations					
	a) Net Sales / Income from Operations (Net of Excise Duty)	2945.76	13921.09	16713.65	14017.45	16876.82
	b) Other Operating income	60.45	319.44	371.07	319.44	443.88
	Total Income from Operations (Net)	3006.21	14240.53	17084.72	14336.89	17320.70
2	Expenses					
	a) Cost of Materials Consumed	2276.00	9684.83	12024.48	9732.10	12204.05
	b) Purchases of Stock in Trade	0.00	17.52	0.00	17.52	0.00
	c) Changes in Inventories of Finished Goods Work in Progress and Stock-in-Trade	440.37	496.12	1033.51	496.12	937.08
	d) Employee Benefit Expense	72.80	254.80	194.40	258.20	214.90
	e) Depreciation and Amortisation Expense	40.64	156.74	152.66	156.74	181.45
	f) Other expenses	299.71	3153.19	2566.16	3167.40	2607.41
	Total Expenses	3129.52	13763.20	15971.21	13828.08	16144.89
3	Profit/(Loss) from Operations before Other Income, Finance Costs and Exceptional Items (1-2)	-123.31	477.33	1113.51	508.81	1175.81
4	Other Income	25.50	292.10	132.36	294.35	129.60
5	Profit/(Loss) from ordinary activities before Finance Costs and Exceptional items (3+4)	-97.82	769.42	1245.87	803.17	1305.41
6	Finance Costs	126.75	736.54	1102.23	736.54	1102.23
7	Profit/(Loss) from ordinary activities after Finance Costs but before Exceptional Items (5-6)	-224.57	32.88	143.64	66.62	203.18
8	Exceptional items					
	Less:-Non Recurring Item : Transitional Provision For Depreciation as per Schedule II to the Companies Act 2013	0.00	0.00	18.82	0.00	18.82
	Add :- Profit on sale of land	0.00	150.24	0.00	150.24	0.00
	Add :- Profit on sale of other assets	7.22	19.29	0.00	19.29	0.00
	Add :- Profit on sale of investment in wholly owned Subsidiary	67.31	67.31	0.00	0.00	0.00
	Less :-loss on disposal of investment in wholly owned Subsidiary	0.00	0.00	0.00	(21.76)	0.00
9	Profit/(Loss) from Ordinary Activities Before Tax (7+8)	-150.04	269.72	124.82	214.39	184.36
10	Tax Expense	-51.85	58.35	62.12	58.35	62.12
11	Net Profit/(Loss) from Ordinary Activities After Tax (9-10)	-98.19	211.37	62.70	156.04	122.24
12	Extraordinary Items (Net of Tax Expense - Rs NIL)	0.00	0.00	0.00	0.00	0.00
13	Net Profit/(Loss) for the Period (11-12)	-98.19	211.37	62.70	156.04	122.24
14	Share of Profit/(Loss) of Associates	0.00	0.00	0.00	0.00	0.00
15	Minority Interest	0.00	0.00	0.00	0.00	-0.04
16	Net Profit/(Loss) after Taxes, Minority Interests and Share of Profit/(Loss) of Associates(13+14+15)	-98.19	211.37	62.70	156.04	122.20
17	Paid Up Equity Share Capital (Face Value Rs 10/- per Share fully paid up)	816.85	816.85	816.85	816.85	816.85
18	Reserves excluding Revaluation Reserves as per Balance Sheet	3855.30	3855.30	3643.92	3855.30	3696.34
19 i	Earnings Per Share (before Extraordinary Items) (of Rs 10/-each) (not annualised)					
	a) Basic	-1.20	2.59	0.77	1.91	1.50
	b) Diluted	-1.20	2.59	0.77	1.91	1.50
19 ii	Earnings Per Share (after Extraordinary Items) (of Rs 10/-each) (not annualised)					
	a) Basic	-1.20	2.59	0.77	1.91	1.50
	b) Diluted	-1.20	2.59	0.77	1.91	1.50



Statement of Assets and Liabilities		STANDALONE		CONSOLIDATED	
		Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
		AUDITED	AUDITED	AUDITED	AUDITED
Particulars					
A	EQUITY AND LIABILITIES				
1	<u>Shareholders' Funds</u>				
	(a) Share Capital	1566.85	816.85	1566.85	816.85
	(b) Reserves and Surplus	3855.30	3643.92	3855.30	3696.34
	Sub Total - Shareholders' Funds	5422.15	4460.77	5422.15	4513.19
2	Minority Interest	0.00	0.00	0.00	0.35
3	<u>Non -Current Liabilities</u>				
	(a) Long Term Borrowings	61.48	124.18	61.48	124.18
	(b) Deferred Tax Liabilities (Net)	95.94	106.29	95.94	106.29
	(c) Long Term Provisions	44.12	30.85	44.12	30.85
	Sub Total - Non -Current Liabilities	201.54	261.32	201.54	261.67
4	<u>Current Liabilities</u>				
	(a) Short Term Borrowings	2903.23	4381.62	2903.23	4381.62
	(b) Trade Payables	2998.93	7800.70	2998.93	7799.49
	(c) Other Current Liabilities	216.06	424.76	216.06	721.44
	(d) Short Term Provisions	31.28	33.37	31.28	33.37
	Sub Total - Current Liabilities	6149.50	12640.45	6149.50	12935.92
	TOTAL - EQUITY AND LIABILITIES	11773.19	17362.54	11773.19	17710.78
B	ASSETS				
1	<u>Non Current Assets</u>				
	(a) <u>Fixed Assets</u>				
	i) Tangible Assets	1304.81	1428.09	1304.81	1564.15
	ii) Intangible Assets - Goodwill	0.00	0.00	0.00	0.57
	(b) Non Current Investments - Long Term	0.22	176.87	0.22	3.71
	(c) Long Term Loans and Advances	56.83	58.92	56.83	58.92
	(d) Other Non Current Assets	190.94	94.43	190.94	94.43
	Sub Total - Non Current Assets	1552.80	1758.31	1552.80	1721.78
2	<u>Current Assets</u>				
	(a) Inventories	2945.74	3719.86	2945.74	3860.57
	(b) Trade Receivables	5678.97	9296.29	5678.97	9348.38
	(c) Cash and Bank Balances				
	(i) Cash and Cash Equivalents	143.11	894.29	143.11	1063.16
	(ii) Other Bank Balances	597.64	691.32	597.64	691.32
	(d) Short Term Loans and Advances	816.30	976.11	816.30	999.21
	(e) Other Current Assets	38.63	26.36	38.63	26.36
	Sub Total - Current Assets	10220.39	15604.23	10220.39	15989.00
	TOTAL ASSETS	11773.19	17362.54	11773.19	17710.78



(Rs in lakhs)

Audited Segmentwise Revenue, Results and Capital Employed for the year ended 31.03.2016

Sl No	PARTICULARS	STANDALONE			CONSOLIDATED	
		QUARTER ENDED	YEAR ENDED		YEAR ENDED	
		31.03.2016	31.03.2016	31.03.2015	31.03.2016	31.03.2015
		Audited	Audited	Audited	Audited	Audited
1	Segment Revenue					
	a) Transformers	2,757.11	13,539.91	15,221.02	13,636.27	15,457.00
	b) Cable Conductor	234.79	588.27	1,797.10	588.27	1,797.10
	c) Wind Energy	14.31	112.35	66.60	112.35	66.60
	d) Unallocated	-	-	-	-	-
	Total :-	3,006.21	14,240.53	17,084.72	14,336.89	17,320.70
	Less:- Inter Segment Revenue	-	-	-	-	-
	Net Sales/ Income from Operations :-	3,006.21	14,240.53	17,084.72	14,336.89	17,320.70
2	Segment Results					
	a) Transformers	20.00	866.79	1,296.93	910.26	1,367.62
	b) Cable Conductor	33.33	19.85	153.96	19.85	153.96
	c) Wind Energy	11.81	60.74	0.64	60.74	0.64
	d) Unallocated	-	-	-	-	-
	Total :-	65.14	947.38	1,450.25	990.85	1,520.94
	Less: (i) Interest Expense	- 123.22	- 733.01	- 1,102.23	- 733.01	- 1,102.23
	(ii) Other Unallocable Expenditure	- 86.84	- 368.44	- 289.60	- 378.17	- 301.45
	(iii) Interest Income	- 79.66	186.94	85.22	186.94	85.92
	Total Profit before Exceptional Items	- 224.57	32.88	143.64	66.62	203.18
	Exceptional items					
	Less :- Non Recurring Items Transitional provision for Depreciation as per Schedule II to the Companies Act, 2013	-	-	18.82	-	18.82
	Add :- Profit on sale of land	-	150.24	-	150.24	-
	Add :- Profit on sale of other assets	7.22	19.29	-	19.29	-
	Add :- Profit on sale of investment in wholly owned Subsidiary	67.31	67.31	-	-	-
	Less :- loss on disposal of investment in wholly owned Subsidiary	-	-	-	(21.76)	-
	Total Profit Before Tax :-	- 150.04	269.72	124.82	214.39	184.36
	Tax Expense :-	- 51.85	58.35	62.12	58.35	62.12
	Total Profit After Tax :-	- 98.19	211.37	62.70	156.04	122.24
	Less : Share of Minority	-	-	-	-	0.04
	Profit for the year	- 98.19	211.37	62.70	156.04	122.20
3	Capital Employed (Segment Assets - Segment Liabilities)					
	a) Transformers	6,196.94	6,196.94	5,544.62	6,196.94	5,574.72
	b) Cable Conductor	384.61	384.61	822.70	384.61	822.70
	c) Wind Energy	471.77	471.77	372.87	471.77	372.87
	d) Unallocated Corporate	- 1,631.17	- 1,631.17	- 2,279.42	- 1,631.17	- 2,257.10
	Total Capital Employed :-	5,422.15	5,422.15	4,460.77	5,422.15	4,513.19

Notes :

- The above audited Financial Results, Statement of Assets and Liabilities and Segmentwise Revenue, Results and Capital Employed for the year ended on 31st March, 2016 have been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company in the Board Meeting held on 30th May, 2016
- The Board of Directors has proposed to retain entire Profit in Reserves & Surplus for expansion and further growth of the Company and therefore, has not recommended payment of any Dividend for the Year 2015-2016 inspite of Profit.
- In the audited Standalone Results the figures for the last quarter ended on 31st March, 2016 are the balancing figures between the audited figures in respect of the full Financial Year ended on 31st March, 2016 and the published year to date figures up to the third quarter of the Financial Year ended on 31st December, 2015



4 As already informed while publishing Financial Results of the Company for the period ended 30th June, 2015 that as per approval accorded by the Shareholders in the Annual General Meeting of the Company held on 29th September, 2014 by passing a Special Resolution under Section 188 of the Companies Act, 2013 the Company has sold its wholly-owned Subsidiary Company, Blue Nile Projects Limited at Hong Kong to one of its Group entity on 27th July, 2015 and the sale proceeds have been utilized to reduce the Company's borrowings with the object to reduce its interest burden. Thus, Blue Nile Projects Limited has ceased to be a Subsidiary of the Company with effect from 27th July, 2015. ABAY Energy Private Limited Company was a step-down Subsidiary of the Company at Ethiopia. Almost 99% of its Paid up Share Capital was held by Blue Nile Projects Limited, Hong Kong. With the disposal of Blue Nile Projects Limited by the Company as said above on 27th July, 2015, ABAY Energy Private Limited Company, has simultaneously ceased to be the step down Subsidiary of the Company with effect from 27th July, 2015.

5 Accordingly, the consolidated Financial Results for the Financial Year ended on 31st March, 2016 have been prepared taking into account audited Standalone Financial Results of the Company for the entire Financial Year 2015-2016 and audited Financial Results of its Wholly-owned Subsidiary Company, Blue Nile Projects Limited and its Step-down Subsidiary, ABAY Energy Private Limited Company for the period from 1st April, 2015 to 27th July, 2015 only. Thus the Consolidated Financial Results for the Financial Year ended on 31st March, 2016 will not be fully comparable, i.e. like to like basis, with that of the year ended on 31st March, 2015 which consists of both the Standalone Financial Results of the Company as well as Financial Results of its Wholly owned Subsidiary, Blue Nile Projects Limited and its step down Subsidiary, ABAY Energy Private Limited Company for the entire Financial Year 2015-2016.

6 In continuation of what is stated in Column No 5 above, the Turnover and Profit Before Tax of Blue Nile Projects Limited (Blue Nile) and ABAY Energy Private Limited Company (ABAY) for the period from 1st April, 2015 to 27th July, 2015 taken in Consolidated Financial Statements for the Financial Year ended on 31st March, 2016 are as follows:

Items	Blue Nile	ABAY
1. Turnover	-	179.32
2. Profit / (Loss) Before Tax	(2.18)	37.23

7 Figures for the previous periods have been re-classified/re-arranged/ re-grouped, wherever necessary, to correspond with the current period's classification/disclosure

8. The abovesaid Results will be available at the Company's Website www.rtspower.com and BSE Website www.bseindia.com following our transmission of the same to BSE

PLACE : KOLKATA
DATE : 30th May, 2016



RTS Power Corporation Limited
Rajendra Bhutoria
Rajendra Bhutoria
Whole-time Director



RTS Power Corporation Limited

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RTSPCL/BSE/16-17

30th May, 2016

BSE Limited
Floor 25,
P.J.Towers
Dalal Street,
MUMBAI – 400001

Dear Sir,

Kind Attn: **Mr. Rajesh**
Sub: Declaration as per SEBI Circular

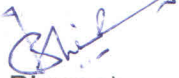
As per SEBI Circular No SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No CIR/CFD/CMD/56/2016 dated May 27, 2016 we hereby confirm that the Standalone and Consolidated Audit Reports issued by M/s A.C Bhuteria & Co., Chartered Accountants on the audited Standalone and Consolidated Financial results of the Company for the Financial Year ended 31st March, 2016 are with unmodified opinion.

Kindly take this on record.

Thanking you,

Yours faithfully

For **RTS POWER CORPORATION LTD.**


(J Biswas)
Company Secretary

Enclosure: As said above



Independent Auditor's Report
To the Members of RTS Power Corporation Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **RTS Power Corporation Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting 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 standalone 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 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 standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes

Ramesh Kumar

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 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 profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' 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:

- i. 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.
- ii. 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.
- iii. The Branch Auditor's report in respect of branches not visited by us, have been properly dealt with in preparing our report.
- iv. The Balance Sheet, the Statement of Profit and Loss and the Cash flow Statement dealt with this Report are in agreement with the books of account.
- v. 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.
- vi. 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.
- vii. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- viii. 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:

Rahul Kumar

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements as referred to in Note No. 33 to the standalone financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata

Dated:

30 MAY 2016

For A.C. Bhuteria & Co.
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia

(Rahul Sethia)

Partner

Membership No.: 303931

Annexure 'A' to the Independent Auditors Report referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" 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 fixed assets have been physically verified by the management in a phased manner, during the year which in our opinion is reasonable having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such verification.
 - (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. Physical verification of inventories has been conducted at reasonable intervals by the management. No material discrepancies were noticed on physical verification as compared to book record.
 - iii. The Company has not granted any loan, secured or unsecured to Companies / firms/ parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraphs 3(iii)(b) & 3(iii)(c) of the Order are not applicable to the Company.
 - iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan/guarantee/security to or on behalf of any party referred to in Section 185 of the Companies Act 2013. The Company has complied with Section 186 in respect of loans and investments made. The Company has not given any guarantee or provided any security in connection with a loan to any body corporate or any other person.
 - v. On the basis of our examination of books and records of the Company, in our opinion and according to the information and explanations given to us, the Company has not accepted deposits during the year and therefore the directives issued by the Reserve bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the rules framed there under are not applicable to the Company.
 - vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
 - vii.
 - a. According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state

Rajesh Sethi

insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and other statutory dues as applicable to it with appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the books and records of the Company, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Financial Year to which the amount relates
Rajasthan Tax on Entry of Goods in Local Area Act, 1999	Entry Tax	20,95,481	2014-2015

- b. According to the information & explanation give to us, there are no dues of Income tax and other applicable Statutory Dues which have not been deposited on account of any dispute except as under:

Name of the Statute	Nature of Dues	Amount (₹)	Period	Forum where dispute is pending
Rajasthan VAT/CST	VAT, CST, Interest, Penalty on Freight and insurance recovered	7,33,527 9,93,285 8,72,954 11,21,471 21,12,544	2007-08 2008-09 2009-10 2010-11 2011-12	Tax Board, Rajasthan
West Bengal VAT	VAT	40,46,172	2009-10	Appellate & Revision Board of Sales Tax
West Bengal VAT	VAT	2,04,21,568	2010-11	Joint Commissioner of Sales Tax
Central Sales Tax	CST	18,96,071	2010-11	Joint Commissioner of Sales Tax
Central Sales Tax	CST	15,00,753	2011-12	Joint Commissioner of Sales Tax

- viii. Based on our audit procedures and as per the information & explanation given by the management, the Company has not defaulted in repayment of loans or borrowings to financial Institution or Banks. The Company has not issued any debentures.
- 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, paragraph 3 (ix) of the

Rahul Kumar

Order is not applicable. The Company has not given any guarantee for loan taken by others from banks and financial institution.

- x. On the basis of our examination of books and records of the Company and according to the information and explanation provided to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) 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 Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations give to us and based on our examination of the records of the Company, the Company has complied with provisions of Section 42 of the Companies Act 2013 in respect of preferential allotment of Preference shares made during the year. The Company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year. The amount raised by preferential allotment of shares has been used for the purposes for which it was raised.
- xv. The company has not entered into any non cash transaction with directors or persons connected with him under section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: Kolkata

Dated:

30 MAY 2016

For A.C. Bhuteria & Co.
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia
(Rahul Sethia)
Partner

Membership No.: 303931

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **RTS Power Corporation Ltd** ("the Company") as of 31 March 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Rajesh Kumar

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. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it relates to 6 branches, is based on the corresponding reports of the branch auditors of such branches.

For A.C. Bhuteria & Co.
Chartered Accountants
Firm's Registration No. 303105E

Rahul Sethia

(RAHUL SETHIA)

Partner

Membership No.303931

Place: Kolkata

Dated: **30 MAY 2016**



Independent Auditor's Report
To the Members of RTS Power Corporation Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **RTS Power Corporation Limited** ('the Holding Company') and its subsidiaries (collectively referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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 Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit.

While conducting the 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 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial

Rakhee Chatterjee

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements / consolidated financial statements of subsidiaries, whose financial statements / consolidated financial statements reflect, total revenues of ₹ 98,61,687/- for the period upto disposal i.e. 27th July, 2015. These financial statements / consolidated financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion is not modified in respect of other matters.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- i. 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 of the aforesaid consolidated financial statements.
- ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
- iii. The Branch Auditor's report in respect of branches not visited by us, have been properly dealt with in preparing our report of the aforesaid consolidated financial statements.
- iv. The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

Paul Kumar

- v. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- vi. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, 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.
- vii. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- viii. 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements as referred to in Note No. 33 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring the amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata

Dated:

30 MAY 2016

For A.C. Bhuteria & Co.
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia

(Rahul Sethia)
Partner

Membership No.: 303931

Rahul Sethia

Annexure - A to the Auditors' Report

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We have audited the internal financial controls over financial reporting of **RTS Power Corporation Ltd** ("the Holding Company") as of 31st March, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company 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") issued by ICAI 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 issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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Rajesh Kumar

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. 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 Holding 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 31st March, 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 ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it relates to 6 branches, is based on the corresponding reports of the branch auditors of such branches.

Place: Kolkata

Dated: **30 MAY 2016**

For A.C. Bhuteria & Co.
Chartered Accountants
Firm Regn. No. 303105E

Rahul Sethia

(Rahul Sethia)
Partner

Membership No.: 303931