

Confidential

FAL POWER
VENTURES PRIVATE
LIMITED



ELVENTH
ANNUAL REPORT
2015-16

FAL POWER VENTURES PRIVATE LIMITED

FAL POWER VENTURES PRIVATE LIMITED

U04010CT2004PTC017193

Regd. Office : 39/2, Nehru Nagar (E), Bhilai, Durg (Chhattisgarh) 490 020

Board of Directors

R K Saraf

Vinod Saraf

Yogesh Saraf

Bankers

State Bank of India

Auditors

**Salve & Co.
Chartered Accountants**

FAL POWER VENTURES PRIVATE LIMITED

CIN U04010CT2004PTC017193

Regd. Office : 39/2, Nehru Nagar (E), Bhilai, Durg (Chhattisgarh) 490 020

NOTICE TO MEMBERS

Notice is hereby given that the ELEVENTH ANNUAL GENERAL MEETING of the Members of the FAL POWER VENTURES PRIVATE LIMITED will be held at the Registered Office of the Company at 39/2, Nehru Nagar (E), Bhilai, Durg (Chhattisgarh) 490 020 on Friday, the 23rd September, 2016 at 11.30 AM to transact, with or without modifications as may be permissible, the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr Yogesh Saraf (DIN00963740) who retires from office by rotation and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Messrs Salve & Co., Chartered Accountants (Regn.No.109003W), be and are hereby re-appointed as auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the 14th consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration plus service tax as applicable and reimbursement of expenses incurred by them incidental to their functions as the Board of Directors may fix in that behalf in consultation with the said Auditors."

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company by a new set of Articles of Association.

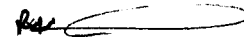
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No.4 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Members are requested to notify the change in their address to the Company and always quote their Folio Numbers in all correspondence with the Company.
4. Any query relating to Accounts must be sent to Company's Registered Office at Bhilai, Durg at least 10 days before the date of the meeting.
5. Members are requested to bring their copy of Annual Report with them at the meeting.

By order of the Board,

Registered Office:
39/2, Nehru Nagar (E),
Bhilai, Durg (Chhattisgarh) 490 020
CIN U04010CT2004PTC017193
Tel. No. +91 8952 282029
Fax No. +91 8952 282188
E-Mail address facorallloys@facorgroup.in


R. K. Saraf
Director
(DIN 00006102)

Dated, 04th May, 2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.4 of the accompanying Notice dated 04th May, 2016.

Item No. 4:

The existing Articles of Association ("AOA") of the Company presently in force were framed under the relevant provisions of the Companies Act, 1956 and no longer in conformity with the new Companies Act, 2013 ("2013 Act"). Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

Therefore, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/ incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association.

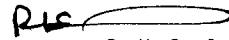
None of the Directors of the Company including their relatives are concerned or interested, financially or otherwise in the resolution.

The Special Resolution set out at Item No. 4 of the Notice is recommended for approval by the shareholders.

Registered Office:
39/2, Nehru Nagar (E),
Bhilai, Durg (Chhattisgarh) 490 020
CIN U04010CT2004PTC017193
Tel. No. +91 8952 282029
Fax No. +91 8952 282188
E-Mail address facoralloys@facorgroup.in

Dated, 04th May, 2016

By order of the Board,



R. K. Saraf
Director
(DIN 00006102)

FAL POWER VENTURES PRIVATE LIMITED

DIRECTORS' REPORT TO THE MEMBERS

The Directors present herewith the Eleventh Annual Report of the company alongwith the Audited Statement of Accounts for the year ended 31st March 2016.

WORKING RESULTS:

The Company has not commenced its business activities during the year ended 31.03.2016 and has, therefore, not prepared Statement of Profit & Loss for the said year.

DIVIDEND:

Since Company is yet to commence its business activities, the Directors regret their inability to recommend any dividend for the financial year ended 31st March 2016 on Equity Shares of the company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Yogesh Saraf, Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

The Company is managed by Board of Directors comprising three directors and there is no change in the composition of the board of the Directors during the year.

SHARE CAPITAL:

The Company's Authorised, share capital is Rs.50,00,000/- divided into 5,00,000 Equity Shares of Rs.10/- each. The Subscribed, Issued and paid up share capital is Rs.1,00,000/- The company has not issued any shares during the financial year 2015-16.

NUMBER OF MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board met four times in FY 2015-16 viz. on 07th April, 2015, 28th July, 2015, 27th October, 2015, and 19th January, 2016. The maximum interval between any two meetings did not exceed 120 days.

Details of Directors as on March 31, 2016 and their attendance at the Board meetings and Annual General Meeting ("AGM") during the financial year ended March 31, 2016 are given below:

Name of the Director	No. of Meetings held	No. of Meetings attended	Attendance at the AGM
Mr. R. K. Saraf	4	4	Yes
Mr. Vinod Saraf	4	3	No
Mr. Yogesh Saraf	4	4	Yes

There are no separate Board Committees constituted during the year.

COMMENTS ON AUDITORS' REPORT:

There are no observations (including any qualification, reservation or adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditors' Report are self-explanatory.

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has not given any loans or guarantees or made any investments pursuant to Section 134 (3) (g) of the Companies Act, 2013, during the year under review and hence the said provisions are not applicable.

EXTRACT OF THE ANNUAL RETURN:

An extract of annual return for the financial year ended on 31st March, 2016 in Form MGT-9 pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached as Annexure-1.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions under Section 134 (5) of the Companies Act, 2013, your Directors hereby confirm:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards read with requirements set out under schedule III of the Companies Act, 2013 have been followed and there are no material departures from the same;
- (ii) that they have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 for the year under consideration;
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- (iv) that they have prepared the annual accounts of the Company for the financial year ended 31st March, 2016 on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) that they had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

During the year under review there were no employees receiving remuneration of or in excess of Rs. 60,00,000/- per annum or Rs. 5,00,000/- per month requiring disclosure as per the provisions of Section 197 (12) of the Companies Act, 2013 read with Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

There are no contracts/arrangements/transactions which are not at arm's length basis and there are no material contracts/arrangements/transactions which are at arm's length basis.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There are no employees including women in the Company. As and when they are employed, steps will be taken to set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

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

There have been no material changes and commitments if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statement relate and the date of this report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (VIII) OF COMPANIES (ACCOUNTS) RULES, 2014



The company is constantly endeavoring to improve the standards of internal control in various areas. The existing set up of internal control system is commensurate with the size of the company's operations and nature of its business.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

CORPORATE SOCIAL RESPONSIBILITY (CSR INITIATIVES)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

VIGIL MECHANISM

The provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 are not applicable to company.

FINANCE

The Company has not invited any deposit from public during the year attracting the provisions of Chapter V of the Companies Act, 2013.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with the provisions of Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not given as the Company has no manufacturing activities. There were no foreign exchange earnings and outgo during the year under review.

AUDITORS:

M/s Salve & Company, Chartered Accountants (Registration No.109003W) the existing Auditors, will retire at the ensuing Annual General Meeting and are eligible for re-appointment. M/s Salve & Company, Chartered Accountants (Registration No.109003W) are proposed to be appointed as the Auditors of the Company from the conclusion of the ensuing Annual General Meeting to hold the office till the conclusion of the fourteenth consecutive AGM. M/s Salve & Company, have expressed their willingness to act as Auditors of the Company, if appointed. The Company has received a letter from M/s Salve & Company to the effect that their appointment, if made, would be in accordance with Section 139 of the Companies Act, 2013 and that, they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013. You are requested to confirm the appointment of M/s Salve & Company as Statutory Auditors and to fix their remuneration.

ACKNOWLEDGEMENT:

Your Directors place on record their gratitude for the confidence reposed in the management by all the shareholders of the Company.

On behalf of the Board of Directors



R.K. SARAF
DIRECTOR

(DIN: 00006102)



YOGESH SARAF
DIRECTOR

(DIN: 00963740)

Place : Noida

Dated : 4th May, 2016

Annexure I

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule12(1) of the Companies (Management and Administration)Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U04010CT2004PTC017193
ii.	Registration Date	24-12-2004
iii.	Name of the Company	FAL POWER VENTURES PRIVATE LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company
v.	Address of the Registered office and contact details	FAL POWER VENTURES PRIVATE LIMITED 39/2, NEHRU NAGAR (E), BHILAI DURG, CHHATTISGARH-490020 Ph: 08952-282029 Email Id: facoralloys@facorgroup.in
vi.	Whether listed company	Yes/No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1			

#The Company has not commenced its commercial operations during the year.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Facor Alloys Limited	L27101AP2004PLC043252	Holding	100.00	2 (46)

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

i. *Category-wise Share Holding*

share capital in excess of Rs 1 lakh									
c) Others(Specify)	-	-	-	-	-	-	-	-	-
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)	-	2	10000	100.00	-	2	10000	100.00	NIL

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Facor Alloys Limited	9999	99.99	--	9999	0.9999	--	--
2.	Ramkisan Durgaprasadji Saraf	1	0.01	--	1	0.01	--	--
	Total	10000	100.00	--	10000	100.00	--	--

iii. Change in Promoters' Shareholding (please specify, if there is no change - **NO CHANGE**)

Sr. no		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	10000	100.00	10000	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	10000	100.00	10000	100.00

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) - **NOT APPLICABLE**

Sr. no		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
	For Each of the Top 10 Shareholders				
	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	N.A.	N.A.	N.A.	N.A.
	At the End of the year	N.A.	N.A.	N.A.	N.A.

v. Shareholding of Directors & KMP

Sr. no	Shareholding of Directors & KMP #	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shri Ramkisan Durgaprasadji Saraf				
	At the beginning of the year	1	0.01	1	0.01
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	1	0.01	1	0.01

The Company has not appointed any KMP's during the year as per Section 203 of the Company's Act 2013.

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total(i+ii+iii)	-	-	-	-

Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	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	-	-	-	-	NIL
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total(A)	-	-	-	-	NIL
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	<u>Independent Directors</u> · Fee for attending board, committee meetings · Commission · Others, please specify	-	-	-	-	-
	Total(1)	-	-	-	-	-
	<u>Other Non-Executive Directors</u> · Fee for attending board, committee meetings · Commission	-	-	-	-	-

	·Others, please specify					
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	NIL
	Over all Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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 inlieu of salary under section 17(3) Income-tax Act,1961	N.A.	N.A.	N.A.	N.A.
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	N.A.	N.A.	N.A.	N.A.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

SALVE & CO.

CHARTERED ACCOUNTANTS
PLOT NO.G-3,YASHODHAN, GOREPETH,NAGPUR-440010
TEL:(O)0712-2532354
Email ID:salve_co@hotmail.com

K.P.SAHASRABUDHE M 9422101354
S.D.PARANJPE M 9422101171

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF FAL POWER VENTURES PRIVATE LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **FAL Power Ventures Private Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2016, and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information. The statement of Profit and Loss has not been prepared as the company is yet to commence its commercial operation.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the 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 judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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.

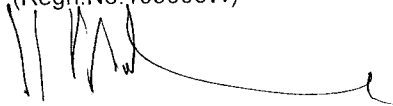
SALVE & CO.

CHARTERED ACCOUNTANTS
PLOT NO.G-3,YASHODHAN, GOREPETH,NAGPUR-440010
TEL:(O)0712-2532354
Email ID:salve_co@hotmail.com

K.P.SAHASRABUDHE M 9422101354
S.D.PARANJPE M 9422101171

- (d) In our opinion, the Balance Sheet and Cash Flow statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 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 internal financial controls over financial reporting of the Company and the operating effectiveness of such control, 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 the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- I. The company has disclosed the impact of pending litigation on its financial position in its financial statement.
 - II. The Company did not have any long-term contracts including the derivative contracts for which there were any material foreseeable losses.
 - III. There is no amount required to be transferred, to the investor's education and protection fund by the company.

For SALVE & CO.
Chartered Accountants,
(Regn.No.109003W)


C.A. K.P. SAHASRABUDHE
Partner
(Membership No. 007021)

Place : Noida (UP)
Date : 04-05-2016

SALVE & CO.

CHARTERED ACCOUNTANTS
PLOT NO.G-3, YASHODHAN, GOREPETH, NAGPUR-440 010
TEL:(O) 0712-2532354
Email ID: salve_co@hotmail.com

K.P.SAHASRABUDHE M 9422101354
S.D. PARANJPE M 9422101171

Annexure-A to the Independent Auditors' Report:

The Annexure referred to in our report to the members of **FAL Power Ventures Pvt. Ltd.** ('the Company'), for the year ended 31st March, 2016.

We report that:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) All the fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) The title deeds of immovable properties are held in the former name of the company, i.e. BEC Power Pvt. Ltd.
- ii) Since the company is not carrying on any operations and does not have any inventory during the year, clause 3 (ii) of the Order is not applicable.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013 ('the Act').
- iv) In our opinion and according to information and explanations given to us, the Company has not given any loan, made any investment, given any guarantee, or provided any securities covered under section 185 and 186 of the Act during the year.
- v) The Company has not accepted any deposits from the public.
- vi) The maintenance of cost records under Section 148(1) of the Act is not applicable as Company is not in operation.
- vii) a) According to the information and explanations given to us, the Company is regular in depositing the 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.
- b) There has been no pending disputed statutory dues to be deposited.
- viii) The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or Government.

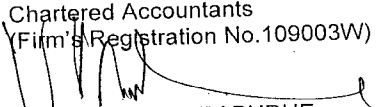
SALVE & CO.

CHARTERED ACCOUNTANTS
PLOT NO.G-3, YASHODHAN, GOREPETH, NAGPUR-440 010
TEL:(O) 0712-2532354
Email ID: salve_co@hotmail.com

K.P.SAHASRABUDHE M 9422101354
S.D. PARANJPE M 9422101171

- ix) The Company has not raised money by way of initial public offer or further public offer (including debt instrument) or term loan.
- x) Based upon the audit procedure performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) The Company has not paid or provided managerial remuneration during the year.
- xii) To the best of our knowledge and according to the information and explanations given to us, company is not a Nidhi Company.
- xiii) To the best of our knowledge and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- xiv) The Company has not made any preferential allotment or private placement of share or fully or partly convertible debenture during the year.
- xv) The Company has not entered into any non-cash transaction with directors or persons connected with them.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SALVE & Co.
Chartered Accountants
(Firm's Registration No.109003W)


C.A. K.P. SAHASRABUDHE
Partner
(Membership No. 007021)

Place: Noida (UP)
Date: 04-05-2016

SALVE & CO.

CHARTERED ACCOUNTANTS
PLOT NO.G-3, YASHODHAN, GOREPETH, NAGPUR-440 010
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Annexure-B to the Independent Auditors' Report

Report on the Internal Financial controls under clause (l) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over financial Reporting issued by the Institute of Chartered Accountants of India (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 ICAI. 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 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.

SALVE & CO.

CHARTERED ACCOUNTANTS
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Email ID: salve_co@hotmail.com

K.P.SAHASRABUDHE M 9422101354
S.D. PARANJPE M 9422101171

Meaning of Internal Financial Controls over Financial Reporting

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


Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on 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.

For SALVE & Co.
Chartered Accountants
(Firm's Registration No.109003W)


C.A. K.P. SAHASRABUDHE
Partner
(Membership No. 007021)

Place: Noida, UP
Date: 4-05-2016

FAL POWER VENTURES PRIVATE LIMITED
Balance Sheet as at 31st March, 2016

11 11th Annual Report
 2015-16

	Note Nos.	As at 31st March, 2016	(₹) As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	100,000	100,000
		<u>100,000</u>	<u>100,000</u>
Current Liabilities			
Short-Term Borrowings	3	120,358,194	120,287,783
Other Current Liabilities	4	33,304	74,290
		<u>120,391,498</u>	<u>120,362,073</u>
TOTAL		<u><u>120,491,498</u></u>	<u><u>120,462,073</u></u>
ASSETS			
Non-Current Assets			
Fixed Assets - Tangible Assets	5	4,679,959	4,679,959
Other Non Current Assets	6	115,786,012	115,755,957
		<u>120,465,971</u>	<u>120,435,916</u>
Current Assets			
Cash and Cash Equivalents	7	25,527	26,157
TOTAL		<u><u>120,491,498</u></u>	<u><u>120,462,073</u></u>
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 14		

As per our Report of even date attached,
 For SALVE & CO.
 Chartered Accountants
 (Regn.No.109003W)

C.A. K.P. SAHASRABUDHE
 Partner
 Membership No. 007021

Place : Noida, UP
 Date : 4 MAY 2016

For and on behalf of the Board,


 Director


 Director

Place : Noida, UP
 Date : 4 MAY 2016

FAL POWER VENTURES PRIVATE LIMITED
Cash Flow Statement for the year ended March 31, 2016

11 11th Annual Report
2015-16

(Amount in Rs.)

	2015-16	2014-15
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
PRE OPERATIVE EXPENDITURE DURING THE YEAR	(30,055)	(35,496)
Adjustment for :		
Depreciation	-	6,424
Operating profit before working capital changes	(30,055)	(29,072)
Adjustment for:		
Trade and Other Payables	(40,986)	11,236
Cash generated from operations	(71,041)	(17,836)
Direct taxes paid/adjusted	-	-
Cash Flow before extraordinary items	(71,041)	(17,836)
Extraordinary items	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(71,041)	(17,836)
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	-	-
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	-	-
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of Share Capital (Net)	-	-
Proceeds from Long and Short Term Borrowings	70,411	16,668
NET CASH USED IN FINANCING ACTIVITIES (C)	70,411	16,668
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(630)	(1,168)
Opening Balance of Cash and Cash Equivalents	26,157	27,325
Closing Balance of Cash and Cash Equivalents	25,527	26,157
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(630)	(1,168)

As per our Report of even date attached,

For SALVE & CO.
Chartered Accountants
(Regn.No.109003W)

CIA. K.P. SAHASRABUDHE
Partner
Membership No. 7021

Place : Noida, UP

Date : - 4 MAY 2016

For and on behalf of the Board,

Director

Director

Place : Noida, UP

Date : 4 MAY 2016

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Corporate Information

FAL Power Ventures Private Limited is a Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company was incorporated with the object of generation of power. The Company has not commenced its commercial operations till the date of the Balance Sheet.

(b) Basis of Preparation of Financial Statements

These accounts have been prepared under the historical cost convention on accrual basis of accounting in accordance with the generally accepted accounting principles and provisions of the Companies Act, 2013 and adopted consistently by the company.

(c) Use of Estimates

The preparation of financial statements is in conformity with the generally accepted accounting principles, which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the year in which the results are known /materialized.

(d) Fixed Assets

All fixed assets are valued at cost net of recoverable taxes less depreciation. Roll-over charges on forward exchanges contracts and loss or gain on conversion of foreign currency liabilities for acquisition of fixed assets are added to or deducted from the cost of fixed assets.

(e) Depreciation

The Company has not provided any depreciation on free hold land as no rate of depreciation has been prescribed in Schedule II to the Companies Act, 2013. However, the depreciation on tangible fixed assets is provided as per the said Act.

(f) Revenue Recognition

The Company has not started its operation (i.e. generation of power) and therefore, company has not prepared profit & loss account. And has not received and recognized any revenue.

(g) Contingent liabilities

There are no contingent liabilities as at 31st March, 2016 (Previous Year- Nil).

Notes on Financial Statements for the Year ended 31st March, 2016

2 SHARE CAPITAL	As at	(₹)
	31st March, 2016	As at 31st March, 2015
Authorised		
5,00,000 (Previous Year - 5,00,000) Equity Shares of Rs. 10/- each	<u>5,00,000</u>	<u>5,00,000</u>
Issued, Subscribed and Paid up:		
10,000 (Previous Year - 10,000) Equity Shares of Rs. 10/- each	<u>100,000</u>	<u>100,000</u>
fully paid-up	<u>100,000</u>	<u>100,000</u>

2.1 The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	% held	No. of Shares	% held
Facor Alloys Limited	10,000	100%	10,000	100%

2.2 The reconciliation of number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at	As at
	31-Mar-2016	31-Mar-2015
	No. of Shares	No. of Shares
Shares Outstanding at the beginning of the Year	10,000	10,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares Outstanding at the end of the Year	<u>10,000</u>	<u>10,000</u>

2.3 Terms / Rights attached to Equity Shares

The Company has only one class of Equity shares having a par value of Rs. 10/- per share. The Equity Shares have equal rights and restrictions which are in accordance with the provisions of law, in particular the Companies Act, 2013.

3 SHORT-TERM BORROWINGS

	As at	(₹)
	31st March, 2016	As at 31st March, 2015
Unsecured Loans from Related Party		
Facor Alloys Limited (Holding Company)	<u>120,358,194</u>	<u>120,287,783</u>
	<u>120,358,194</u>	<u>120,287,783</u>

4 OTHER CURRENT LIABILITIES

	As at	(₹)
	31st March, 2016	As at 31st March, 2015
Expenses Payable	<u>33,304</u>	<u>33,090</u>
Other Creditors	<u>33,304</u>	<u>41,200</u>
	<u>33,304</u>	<u>74,290</u>

FAL POWER VENTURES PRIVATE LIMITED

Notes on Financial Statements for the Year ended 31st March, 2016

5: FIXED ASSETS

Assets	GROSS BLOCK AT COST				DEPRECIATION			NET BLOCK		
	As at 01.04.2015	Addition during the year	Deduction / Adjustment	As at 31.03.2016	As at 01.04.2015	For the Year	Deduction / Adjustment	Upto 31.03.2016	As at 31.03.2016	As at 31.03.2015
	-	-	-	-	-	-	-	-	-	-
Tangible assets										
Land Freehold	4,678,099	-	-	4,678,099	-	-	-	-	4,678,099	4,678,099
Computer and Accessories	37,200	-	-	37,200	35,340	-	-	35,340	1,860	1,860
Office Equipments	6,040	-	-	6,040	6,040	-	-	6,040	-	-
Furniture and Fixture	8,500	-	-	8,500	8,500	-	-	8,500	-	-
TOTAL	4,729,839	-	-	4,729,839	49,880	-	-	49,880	4,679,959	4,679,959
Previous Year	4,729,839	-	-	4,729,839	43,456	6,424	-	49,880	4,679,959	-

Notes on Financial Statements for the Year ended 31st March, 2016

6 OTHER NON CURRENT ASSETS	As at 31st March, 2016	(₹) As at 31st March, 2015
Pre Operative Expenditure		
Opening Balance	115,755,957	115,720,461
Add: Incurred during the year		
Auditor's Remuneration	11,450	11,236
Legal and Professional Charges	17,975	16,618
Depreciation	-	6,424
Bank Charges	630	1,218
	<u>115,786,012</u>	<u>115,755,957</u>
7 CASH AND CASH EQUIVALENTS		
Cash in hand	340	340
Balances with Scheduled Banks In Current Accounts:		
- State Bank of India - Kharsia	25,187	25,817
	<u>25,527</u>	<u>26,157</u>

Notes on Financial Statements for the Year ended 31st March, 2016

8. Estimated amount of contracts remaining to be executed on Capital Account (Net of advances) and not provided for Rs. NIL (Previous Year – Rs. NIL).
9. Based on the information available with the Company, no balances are due to Micro & Small Enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2016. Further during the year no interest has been paid or payable under the terms of the said Act.
10. Auditor's Remuneration (Excluding Service Tax and Cess) Paid / Payable for the year Rs.10,000/- (Previous Year Rs.10,000/-)
11. The company is yet to commence its activities. Hence, no Statement of Profit and Loss has been prepared.

12. Related Party Disclosures

I List of related parties:

A Name and nature of relationship with the related party where control exists:
Facor Alloys Limited - 100% Holding Company

B Directors:

Mr. R.K.Saraf - Director
Mr. Vinod Saraf - Director
Mr. Yogesh Saraf - Director

II Transactions with Related Parties during the year ended 31-03-2016 in the ordinary course of business.

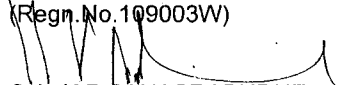
Particulars	Holding Company	
	2015-16	2014-15
i) Unsecured loan taken	70,411	16,668
ii) Balance outstanding at the year end : Short Term Borrowing	120,358,194	12,02,87,783

13. All financial figures have been rounded off to the nearest rupee.

14. Previous Year's figures have been re-grouped wherever necessary.


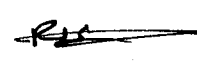
As per our report of even date attached,

For SALVE & CO.
Chartered Accountants
(Regn. No. 109003W)


C.A. K.P. SAHASRABUDHE
Partner
Membership No. 007021

Place: Noida, UP
Date: 4 MAY 2016

For and on behalf of the Board

 
Director Director

Place: Noida, UP
Date: 4 MAY 2016