

**NDPL INFRA LIMITED**

# Walker Chandiook & Co LLP

## Independent Auditor's Report

To the Members of NDPL Infra Limited

## Report on the Financial Statements

**Walker Chandiook & Co LLP**  
L-41 Connaught Circus  
New Delhi 110001  
India

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1. We have audited the accompanying financial statements of NDPL Infra Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

2. 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 state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. 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 these financial statements are free from material misstatement.



# Walker Chandiook & Co LLP

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

## Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order.
10. Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) the financial statements dealt with by this report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
  - e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164(2) of the Act;
  - f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 23 April 2018 as per Annexure B expressing our unmodified opinion on adequacy and operating effectiveness of the internal financial controls over financial reporting;



# Walker Chandiok & Co LLP

- g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations which would impact its financial position;
  - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

*Walker Chandiok & Co LLP*

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

*Neeraj Goel*

per Neeraj Goel

Partner

Membership No.: 99514



Place: New Delhi

Date: 23 April 2018

# Walker Chandiook & Co LLP

## Annexure A to the Independent Auditor's Report of even date to the Members of NDPL Infra Limited, on the financial statements for the year ended 31 March 2018

### Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company does not have any fixed assets. Accordingly, the provisions of clause 3(i) of the Order are not applicable.
- (ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii)(a) The Company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.
- (x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) The Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.



# Walker Chandiook & Co LLP

## Annexure A to the Independent Auditor's Report of even date to the members of NDPL Infra Limited, on the financial statements for the year ended 31 March 2018 (Continued)

- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

*Walker Chandiook & Co LLP*

For Walker Chandiook & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

*Neeraj Goel*

per Neeraj Goel

Partner

Membership No.: 99514



Place: New Delhi

Date: 23 April 2018

# Walker Chandiook & Co LLP

## Annexure B to the Independent Auditor's Report of even date to the Members of NDPL Infra Limited, on the financial statements for the year ended 31 March 2018

### Annexure B

#### Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the financial statements of NDPL Infra Limited ("the Company") as of and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company of as of that date.

#### Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's 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 Act.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India (ICAI) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.
5. 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 IFCoFR.

#### Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR 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 IFCoFR 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.



# Walker Chandiook & Co LLP

**Annexure B to the Independent Auditor's Report of even date to the Members of NDPL Infra Limited, on the financial statements for the year ended 31 March 2018**

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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.

*Walker Chandiook & Co LLP*

For Walker Chandiook & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

*Neeraj*

Per Neeraj Goel

Partner

Membership No.: 99514



Place: New Delhi

Date: 23 April 2018

**NDPL INFRA LIMITED**  
**BALANCE SHEET AS AT 31 MARCH, 2018**

|                                      | Notes | As at<br>31.03.2018<br>Rs.'000s | As at<br>31.03.2017<br>Rs.'000s |
|--------------------------------------|-------|---------------------------------|---------------------------------|
| <b>ASSETS</b>                        |       |                                 |                                 |
| <b>(1) Non-current assets</b>        |       |                                 |                                 |
| (a) Non-current tax assets (net)     | 18.3  | 13,548.77                       | 6,363.66                        |
| (b) Other non-current assets         | 4     | 14,754.76                       | 10,214.51                       |
| <b>Total non-current assets</b>      |       | <b>28,303.53</b>                | <b>16,578.17</b>                |
| <b>(2) Current assets</b>            |       |                                 |                                 |
| <b>(a) Financial assets</b>          |       |                                 |                                 |
| (i) Investments                      | 5     | 1,25,472.47                     | 97,585.86                       |
| (ii) Trade receivables               | 6     | 13,850.22                       | -                               |
| (iii) Cash and cash equivalents      | 7     | 19.79                           | 58.22                           |
| (iv) Other financial assets          | 8     | -                               | 8,106.25                        |
| <b>(b) Other current assets</b>      | 9     | <b>708.77</b>                   | <b>53.88</b>                    |
| <b>Total current assets</b>          |       | <b>1,40,051.25</b>              | <b>1,05,804.21</b>              |
| <b>TOTAL ASSETS</b>                  |       | <b>1,68,354.78</b>              | <b>1,22,382.38</b>              |
| <b>EQUITY AND LIABILITIES</b>        |       |                                 |                                 |
| <b>EQUITY</b>                        |       |                                 |                                 |
| (a) Equity share capital             | 10    | 500.00                          | 500.00                          |
| (b) Other equity                     | 11    | 1,55,492.57                     | 1,12,705.54                     |
| <b>Total equity</b>                  |       | <b>1,55,992.57</b>              | <b>1,13,205.54</b>              |
| <b>LIABILITIES</b>                   |       |                                 |                                 |
| <b>(1) Non-current liabilities</b>   |       |                                 |                                 |
| (a) Deferred tax liabilities (net)   | 12    | 1,328.97                        | 363.65                          |
| <b>Total non-current liabilities</b> |       | <b>1,328.97</b>                 | <b>363.65</b>                   |
| <b>(2) Current liabilities</b>       |       |                                 |                                 |
| <b>(a) Financial liabilities</b>     |       |                                 |                                 |
| (i) Trade payables                   | 13    | 9,957.65                        | 7,538.55                        |
| (b) Other current liabilities        | 14    | 1,075.59                        | 915.89                          |
| (c) Current tax liabilities (net)    | 18.3  | -                               | 358.75                          |
| <b>Total current liabilities</b>     |       | <b>11,033.24</b>                | <b>8,813.19</b>                 |
| <b>Total liabilities</b>             |       | <b>12,362.21</b>                | <b>9,176.84</b>                 |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |       | <b>1,68,354.78</b>              | <b>1,22,382.38</b>              |

See accompanying notes forming part of the financial statements 1 to 25

In terms of our report attached  
Walker Chandiook & Co LLP  
For Walker Chandiook & Co LLP  
Chartered Accountants

*Neeraj Goel*

per Neeraj Goel  
Partner



For and on behalf of the Board of Directors

*Ajay Kapoor*

Ajay Kapoor  
Director  
DIN: 00466631

*Puneet Munjal*

Puneet Munjal  
Director  
DIN: 06710641

Place : New Delhi  
Date : 23 April, 2018

Place : New Delhi  
Date : 23 April, 2018

**NDPL INFRA LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2018**

|  | Notes | Year ended<br>31.03.2018<br>Rs.'000s | Year ended<br>31.03.2017<br>Rs.'000s |
|--|-------|--------------------------------------|--------------------------------------|
| <b>I</b> Revenue from operations<br>- Sale of services         |       | 96,738.60                            | 1,00,404.90                          |
| <b>II</b> Other income   | 15    | 7,264.44                             | 5,331.97                             |
| <b>III Total income (I + II)</b>                               |       | <b>1,04,003.04</b>                   | <b>1,05,736.87</b>                   |
| <b>IV Expenses</b>   |       |                                      |                                      |
| (1) Cost of outsourced services                                |       | 34,790.89                            | 34,600.83                            |
| (2) Finance costs  | 16    | 655.42                               | 605.08                               |
| (3) Other expenses   | 17    | 8,813.42                             | 10,588.51                            |
| <b>Total expenses (IV)</b>                                     |       | <b>44,259.73</b>                     | <b>45,794.42</b>                     |
| <b>V Profit before tax (III - IV)</b>                          |       | <b>59,743.31</b>                     | <b>59,942.45</b>                     |
| <b>VI Tax expense:</b>   | 18.1  |                                      |                                      |
| (1) Current tax  |       | 15,990.96                            | 27,886.52                            |
| (2) Deferred tax   |       | 965.32                               | 338.75                               |
|  |       | <b>16,956.28</b>                     | <b>28,225.27</b>                     |
| <b>VII Profit for the year (V - VI)</b>                        |       | <b>42,787.03</b>                     | <b>31,717.18</b>                     |
| <b>VIII Other comprehensive income</b>                         |       | -                                    | -                                    |
| <b>IX Total comprehensive income for the year (VII + VIII)</b> |       | <b>42,787.03</b>                     | <b>31,717.18</b>                     |
| <b>Earnings per equity share (face value of Rs. 10/- each)</b> | 21    |                                      |                                      |
| (1) Basic (Rs. / share)  |       | 855.74                               | 634.34                               |
| (2) Diluted (Rs. / share)                                      |       | 855.74                               | 634.34                               |

See accompanying notes forming part of the financial statements

1 to 25

In terms of our report attached

*Walker Chandiook & Co LLP*  
For Walker Chandiook & Co LLP

Chartered Accountants

*Neeraj Goel*

per Neeraj Goel  
Partner



For and on behalf of the Board of Directors

*Ajay Kapoor*  
Ajay Kapoor  
Director  
DIN: 00466631

*Puneet Munja*  
Puneet Munja  
Director  
DIN: 06710641

Place : New Delhi  
Date : 23 April, 2018

Place : New Delhi  
Date : 23 April, 2018

**NDPL INFRA LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2018**

**A. Equity share capital**

| Balance at the beginning of<br>1 April, 2016 | Changes in equity share capital<br>during the year | Rs.'000s<br>Balance at the end of<br>31 March, 2017 |
|--|--|---|
| 500.00                                       | -  | 500.00  |

| Balance at the beginning of<br>1 April, 2017 | Changes in equity share capital<br>during the year | Rs.'000s<br>Balance at the end of<br>31 March, 2018 |
|--|--|---|
| 500.00                                       | -  | 500.00  |

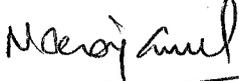
**B. Other equity**

| Particulars                                 | Rs.'000s                                  |                    |
|---|---|--------------------|
|   | Reserves and surplus<br>Retained earnings | Total              |
| <b>Balance as at 1 April, 2016</b>          | <b>80,988.36</b>                          | <b>80,988.36</b>   |
| Total comprehensive income for the year     | 31,717.18                                 | 31,717.18          |
| <b>Balance at the end of 31 March, 2017</b> | <b>1,12,705.54</b>                        | <b>1,12,705.54</b> |

| Particulars                                 | Rs.'000s                                  |                    |
|---|---|--------------------|
|   | Reserves and surplus<br>Retained earnings | Total              |
| <b>Balance as at 1 April, 2017</b>          | <b>1,12,705.54</b>                        | <b>1,12,705.54</b> |
| Total comprehensive income for the year     | 42,787.03                                 | 42,787.03          |
| <b>Balance at the end of 31 March, 2018</b> | <b>1,55,492.57</b>                        | <b>1,55,492.57</b> |

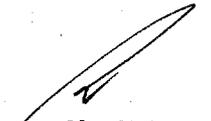
See accompanying notes forming part of the financial statements 1 to 25

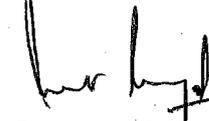
In terms of our report attached  
Walker Chandiook & Co LLP  
For Walker Chandiook & Co LLP  
Chartered Accountants

  
per Neeraj Goel  
Partner



For and on behalf of the Board of Directors

  
Ajay Kapoor  
Director  
DIN: 00466631

  
Puneet Munjal  
Director  
DIN: 06710641

Place : New Delhi  
Date : 23 April, 2018

Place : New Delhi  
Date : 23 April, 2018

**NDPL INFRA LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH, 2018**

| Notes  | Year ended<br>31.03.2018<br>Rs.'000s | Year ended<br>31.03.2017<br>Rs.'000s |
|--|--------------------------------------|--------------------------------------|
| <b>A. Cash flows from operating activities</b>                         |                                      |                                      |
| Profit for the year  | 42,787.03                            | 31,717.18                            |
| <b>Adjustments for :</b>   |                                      |                                      |
| Tax expense  | 16,956.28                            | 28,225.27                            |
| Interest income on demand deposits                                     | -                                    | (840.98)                             |
| Gain on current investments in mutual funds                            | (7,264.44)                           | (4,490.99)                           |
| Interest on delayed payment of current tax                             | 655.42                               | 605.08                               |
| Net unrealised foreign exchange (gain) / loss                          | (32.61)                              | -                                    |
|  | <u>53,101.68</u>                     | <u>55,215.56</u>                     |
| <b>Movements in working capital :</b>                                  |                                      |                                      |
| Adjustments for (increase) / decrease in assets:                       |                                      |                                      |
| Other non-current assets   | (4,540.25)                           | (259.80)                             |
| Trade receivables  | (13,817.61)                          | 7,452.84                             |
| Other financial assets   | 8,106.25                             | 174.69                               |
| Other current assets   | (654.89)                             | (1.57)                               |
| Adjustments for increase / (decrease) in liabilities:                  |                                      |                                      |
| Trade payables   | 2,419.10                             | (689.09)                             |
| Other current liabilities  | 159.70                               | 45.03                                |
| Cash generated from operations   | <u>44,773.98</u>                     | <u>61,937.66</u>                     |
| Income taxes paid  | (24,190.24)                          | (30,795.22)                          |
| <b>Net cash generated by operating activities</b>                      | <b>(A) <u>20,583.74</u></b>          | <b><u>31,142.44</u></b>              |
| <b>B. Cash flows from investing activities</b>                         |                                      |                                      |
| Purchase of current investments in mutual funds                        | (1,71,740.44)                        | (2,83,876.43)                        |
| Proceeds from sale of current investments in mutual funds              | 1,51,118.27                          | 2,01,777.40                          |
| Interest received on demand deposits                                   | -                                    | 985.34                               |
| <b>Net cash generated used in investing activities</b>                 | <b>(B) <u>(20,622.17)</u></b>        | <b><u>(81,113.69)</u></b>            |
| <b>Net increase / (decrease) in cash and cash equivalents</b>          | <b>(A+B) (38.43)</b>                 | <b>(49,971.25)</b>                   |
| Cash and cash equivalents at the beginning of the year                 | 58.22                                | 50,029.47                            |
| <b>Cash and cash equivalents at the end of the year (Refer Note 7)</b> | <b><u>19.79</u></b>                  | <b><u>58.22</u></b>                  |

See accompanying notes forming part of the financial statements

1 to 25

In terms of our report attached  
*Walker Chandiook & Co LLP*  
 For **Walker Chandiook & Co LLP**  
 Chartered Accountants

*Neeraj Goel*

per **Neeraj Goel**  
 Partner



For and on behalf of the Board of Directors

*Ajay Kapoor*  
**Ajay Kapoor**  
 Director  
 DIN: 00466631

*Puneet Munjal*  
**Puneet Munjal**  
 Director  
 DIN: 06710641

Place : New Delhi  
 Date : 23 April, 2018

Place : New Delhi  
 Date : 23 April, 2018

**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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**NOTE 1**

**GENERAL INFORMATION**

NDPL INFRA LIMITED (herein after referred to as "the Company") is primarily engaged in the business of providing consultancy and other services in the infrastructure and power sector.

The Company is a public limited company incorporated on 23 August, 2011 and domiciled in India. The address of its registered office is Jeevan Bharati Tower #1, 10th Floor, 124, Connaught Circus, New Delhi - 110001, India. As at 31 March, 2018, the Company's 100% equity share capital is held by its parent, Tata Power Delhi Distribution Limited and its ultimate holding company is The Tata Power Company Limited.

**NOTE 2**

**APPLICATION OF NEW AND REVISED INDIAN ACCOUNTING STANDARDS (Ind AS)**

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorised for issue have been considered in preparing these financial statements.

**2.1 Standards issued but not yet effective**

On March 28, 2018, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115, 'Revenue from Contracts with Customers' and Appendix B, Foreign Currency Transactions and Advance Consideration to Ind AS 21, 'The Effects of Changes in Foreign Exchange Rates'. The effective date for adoption is financial periods beginning on or after April 1, 2018.

**2.1.1 Ind AS 115- Revenue from Contract with Customers:**

Ind AS 115 establish the principles whereby an entity shall recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The entity shall be required to report useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

The standard permits two possible methods of transition:

- (A) Retrospective approach - The standard shall be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- (B) Retrospectively with cumulative effect of initial application of the standard recognized at the date of initial application (Cumulative catch-up transition method).

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

**2.1.2 Appendix B, Foreign currency transactions and advance consideration to Ind AS 21:**

Appendix B to Ind AS 21 clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will be effective on financial periods beginning on or after April 1, 2018. The Company has evaluated the impact of the amendment and the effects are expected to be insignificant.

**NOTE 3**

**SIGNIFICANT ACCOUNTING POLICIES**

**3.1 Statement of compliance**

In accordance with the notification dated 16 February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from 1 April, 2016.

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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### **3.2 Basis of preparation and presentation**

The financial statements have been prepared on historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

### **3.3 Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable.

#### **3.3.1 Sale of services**

Revenue from a contract to provide consultancy services is recognised by reference to the stage of the completion of the contract. Revenue from time and material contracts is recognised at the contractual rates as labour hours and direct expenses are incurred. Foreseeable losses on such contracts are recognised when probable.

#### **3.3.2 Interest income**

Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **3.4 Foreign currency**

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates. These financial statements are presented in Indian Rupees.

#### **3.4.1 Transactions and balances**

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the exchange rates prevailing on the date of the transaction. Gains or losses realised upon settlement of foreign currency transactions are recognised in the Statement of Profit and Loss for the period in which the transaction is settled.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are re-translated at the exchange rates prevailing at that date and resultant gains / losses are recognised in the Statement of Profit and Loss.

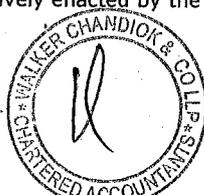
Non-monetary assets and liabilities denominated in foreign currencies are not restated at period-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

### **3.5 Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### **3.5.1 Current tax**

The tax currently payable is based on taxable profit for the reporting period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates (applicable tax laws) that have been enacted or substantively enacted by the end of the reporting period.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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### **3.5.2 Deferred taxes**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### **3.5.3 Current and deferred tax for the reporting period**

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the taxes are also recognised in other comprehensive income or directly in equity respectively.

### **3.6 Provisions, contingent liability and contingent asset**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

A contingent liability is disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote. A contingent asset is disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

### **3.7 Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Except for trade receivables, financial assets and financial liabilities are initially measured at fair value. Trade receivables are measured at the transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

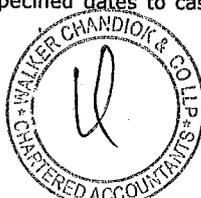
### **3.8 Financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### **3.8.1 Amortised cost**

A financial asset shall be measured at amortised cost using effective interest rates if both of the following conditions are met:

- financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

**3.8.2 Financial assets at fair value through profit or loss (FVTPL)**

Financial assets at FVTPL include financial assets that either do not meet the criteria for amortised cost classification or are equity instruments held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. All derivative financial instruments also fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements may apply. Assets in this category are measured at fair value with gains or losses recognised in the Statement of Profit and Loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

**3.8.3 Financial assets at fair value through other comprehensive income (FVTOCI)**

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to the Statement of Profit and Loss on disposal of the investments.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Dividends on these investments in equity instruments are recognised in the Statement of Profit and Loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in the Statement of Profit and Loss are included in the 'Other income' line item.

**3.8.4 Impairment of financial assets**

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses using the simplified approach permitted under Ind AS 109.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

**3.8.5 Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

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### **3.9 Financial liabilities and equity instruments**

#### **3.9.1 Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **3.9.2 Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

#### **3.9.3 Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### **3.9.3.1 Financial liabilities subsequently measured at amortised cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent reporting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant reporting period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

##### **3.9.3.2 Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

### **3.10 Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments (three months or less from the date of acquisition) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### **3.11 Earnings per share**

Basic earnings per equity share has been computed by dividing the net profit or loss for the reporting period attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period.

Diluted earnings per equity share is computed by dividing the net profit or loss for the period attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares by the weighted average number of equity shares outstanding during the reporting period as adjusted to the effects of all dilutive potential equity shares, except where results are anti-dilutive.

### **3.12 Operating cycle**

The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

### **3.13 Use of estimates and judgements**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the application of accounting policies and the reported balances of assets and liabilities including disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of revenue and expenses during the period presented.

Contingent liability is recorded when it is probable that a liability may be incurred, and the amount can be reasonably estimated.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

|  | <u>As at</u><br><u>31.03.2018</u><br>Rs.'000s | <u>As at</u><br><u>31.03.2017</u><br>Rs.'000s |
|--|---|---|
| <b>NOTE 4</b>                                      |   |   |
| <b>OTHER NON-CURRENT ASSETS</b>                    |   |   |
| Unsecured, considered good                         |   |   |
| - Balances with government authorities             |   |   |
| (a) Service tax input credit receivable            | -   | 6,670.54                                      |
| (b) Goods and services tax input credit receivable | 8,197.98                                      | -   |
| (c) Service tax refund receivable                  | 6,556.78                                      | 3,543.97                                      |
|  | <u>14,754.76</u>                              | <u>10,214.51</u>                              |

**NOTE 5**  
**INVESTMENTS**

Financial assets measured at fair value through profit or loss

|   |                    |                  |
|---|--------------------|------------------|
| - Investments in mutual funds (unquoted)  |                    |                  |
| (a) Invesco India Liquid Fund - Direct Plan - Growth<br>(21.08 thousand units (as at 31 March, 2017 - 8.99 thousand units) at face value of Rs. 1,000 each) | 50,421.58          | 20,119.80        |
| (b) JM High Liquidity Fund (Direct) - Growth Option<br>(Nil units (as at 31 March, 2017 - 1,129.89 thousand units at face value of Rs. 10 each))            | -                  | 50,295.87        |
| (c) LIC MF Liquid Fund - Direct - Growth Plan - LICLF<br>(Nil units (as at 31 March, 2017 - 9.21 thousand units at face value of Rs. 1,000 each))           | -                  | 27,170.19        |
| (d) Invesco India Credit Opportunities Fund - Direct Plan Growth<br>(16.03 thousand units (as at 31 March, 2017 - Nil) at face value of Rs. 1,000 each)     | 32,207.53          | -                |
| (e) DSP BlackRock Low Duration Fund - Direct Plan - Growth<br>(3,360.21 thousand units (as at 31 March, 2017 - Nil) at face value of Rs. 10 each)           | 42,843.36          | -                |
|   | <u>1,25,472.47</u> | <u>97,585.86</u> |
| Aggregate purchase price of unquoted investments  | 1,20,695.44        | 96,266.02        |
| Aggregate carrying value of unquoted investments  | 1,25,472.47        | 97,585.86        |

**NOTE 6**  
**TRADE RECEIVABLES**

**Current**

Financial assets measured at amortised cost

|   |                  |   |
|---|------------------|---|
| - Unsecured, Considered Good (Refer Note 6.1 and Note 6.2 ) | <u>13,850.22</u> | - |
|---|------------------|---|

**Note 6.1**

The entire trade receivable balance comprises of receivables in foreign currency (United States Dollars - USD) from a single customer - VIPL Global Services Limited in the region of Nigeria. The credit period on sale of services is 10 days. Based on historical credit loss experience for the Company and considering forward looking information, there is no expected credit loss allowance on trade receivables.

**Note 6.2**

**Age of receivables**

|                                 |          |   |
|---------------------------------|----------|---|
| (i) Within the credit period    | 7,332.47 | - |
| (ii) 1-30 days past due         | 6,517.75 | - |
| (iii) 31-90 days past due       | -        | - |
| (iv) More than 90 days past due | -        | - |



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

|                                  | As at<br><b>31.03.2018</b><br>Rs.'000s | As at<br><b>31.03.2017</b><br>Rs.'000s |
|----------------------------------|--|--|
| <b>NOTE 7</b>                    |  |  |
| <b>CASH AND CASH EQUIVALENTS</b> |  |  |
| (a) Balances with Banks:         |  |  |
| - In current accounts            | 19.79                                  | 58.22                                  |

**NOTE 8**  
**OTHER FINANCIAL ASSETS**

|   |   |          |
|---|---|----------|
| Financial assets measured at amortised cost |   |          |
| - Unbilled revenue                          | - | 8,106.25 |

**NOTE 9**  
**OTHER CURRENT ASSETS**

|                                   |               |              |
|-----------------------------------|---------------|--------------|
| (a) Prepaid expenses              | 15.02         | 53.88        |
| (b) Service tax refund receivable | 693.75        | -            |
|                                   | <u>708.77</u> | <u>53.88</u> |

**NOTE 10**  
**EQUITY SHARE CAPITAL**

**(a) Authorised share capital**

|   |           |           |
|---|-----------|-----------|
| 1,000 thousand equity shares of Rs. 10 each with voting rights (As at 31 March, 2017: 1,000 thousand) | 10,000.00 | 10,000.00 |
|---|-----------|-----------|

**(b) Issued, subscribed and fully paid up**

|   |        |        |
|---|--------|--------|
| 50 thousand equity shares of Rs. 10 each fully paid up with voting rights (As at 31 March, 2017: 50 thousand) | 500.00 | 500.00 |
|---|--------|--------|

- 10.1 50 thousand i.e. 100% (As at 31 March, 2017: 100%) equity shares of Rs. 10 each with voting rights are held by Tata Power Delhi Distribution Limited, the holding company.
- 10.2 The Company has one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share held.
- 10.3 The Company, during the preceding 5 years, has not allotted shares pursuant to contracts without payment received in cash, issued shares by way of bonus shares or bought back any shares.
- 10.4 The Company has not reserved any shares for issue under options and contracts or commitments for the sale of shares or disinvestments.
- 10.5 The Company has not issued any securities convertible into equity shares.
- 10.6 In the event of liquidation, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.
- 10.7 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of 31 March, 2018:

|                              | Number of<br>shares<br>In '000s | Amount<br>Rs.'000s |
|------------------------------|---------------------------------|--------------------|
| Balance as at 1 April, 2017  | 50.00                           | 500.00             |
| Movement during the year     | -                               | -                  |
| Balance as at 31 March, 2018 | <u>50.00</u>                    | <u>500.00</u>      |



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

|   | <b>As at<br/>31.03.2018<br/>Rs.'000s</b> | <b>As at<br/>31.03.2017<br/>Rs.'000s</b> |
|---|--|--|
| <b>NOTE 11</b>  |  |  |
| <b>OTHER EQUITY</b>   |  |  |
| Retained earnings (Refer Note 11.1)   | 1,55,492.57                              | 1,12,705.54                              |
| <b>Note 11.1</b>  |  |  |
| Movement in retained earnings:  |  |  |
| (a) Opening balance   | 1,12,705.54                              | 80,988.36                                |
| (b) Add: Total comprehensive income for the year  | 42,787.03                                | 31,717.18                                |
| (c) Closing balance   | 1,55,492.57                              | 1,12,705.54                              |
| <b>NOTE 12</b>  |  |  |
| <b>DEFERRED TAX</b>   |  |  |
| The analysis of deferred tax assets / (liabilities) is as follows -   |  |  |
| - Deferred tax liabilities (net)  | (1,328.97)                               | (363.65)                                 |
|   | <b>Opening<br/>balance</b>               | <b>Recognised in<br/>profit or loss</b>  |
|   | <b>Rs.'000s</b>                          | <b>Rs.'000s</b>                          |
| <b>Year ended 31 March, 2017</b>  |  | <b>Closing<br/>balance</b>               |
|   |  | <b>Rs.'000s</b>                          |
| Deferred tax assets / (liabilities) in relation to :  |  |  |
| - Investments in mutual funds   | (24.90)                                  | (363.65)                                 |
| <b>Year ended 31 March, 2018</b>  |  |  |
| Deferred tax assets / (liabilities) in relation to :  |  |  |
| - Investments in mutual funds   | (363.65)                                 | (1,328.97)                               |
|   | <b>As at<br/>31.03.2018<br/>Rs.'000s</b> | <b>As at<br/>31.03.2017<br/>Rs.'000s</b> |
| <b>NOTE 13</b>  |  |  |
| <b>TRADE PAYABLES</b>   |  |  |
| <b>Current</b>  |  |  |
| Financial liabilities measured at amortised cost (Refer Note 13.1 and Note 13.2)  |  |  |
| (a) total outstanding dues of micro enterprises and small enterprises   | -  | -  |
| (b) total outstanding dues of creditors other than micro enterprises and small enterprises  | 9,957.65                                 | 7,538.55                                 |
|   | 9,957.65                                 | 7,538.55                                 |
| <b>Note 13.1</b>  |  |  |
| Based on the information available with the Company, no amount is due to Micro and Small Enterprise as defined under the MSMED Act, 2006, and no interest during the year has been paid or payable under the terms of the MSMED Act, 2006 or otherwise.   |  |  |
| <b>Note 13.2</b>  |  |  |
| The Company has significant transactions with its holding company and the Company obtains manpower and technical services from its holding company for various consultancy projects undertaken by the Company in the field of power distribution. The credit period for such services is 30 days. |  |  |
| <b>NOTE 14</b>  |  |  |
| <b>OTHER CURRENT LIABILITIES</b>  |  |  |
| Statutory Liabilities   |  |  |
| (a) Tax deducted at source  | 1,064.79                                 | 915.89                                   |
| (b) Goods and services tax payable  | 10.80                                    | -  |
|   | 1,075.59                                 | 915.89                                   |



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

|  | Year ended<br>31.03.2018<br>Rs.'000s | Year ended<br>31.03.2017<br>Rs.'000s |
|--|--------------------------------------|--------------------------------------|
| <b>NOTE 15</b>   |                                      |                                      |
| <b>OTHER INCOME</b>  |                                      |                                      |
| (a) Interest income on financial assets measured at amortised cost<br>- Demand deposits with banks | -                                    | 840.98                               |
| (b) Other non-operating income<br>- Gain on current investments in mutual funds                    | 7,264.44                             | 4,490.99                             |
|  | <u>7,264.44</u>                      | <u>5,331.97</u>                      |

**NOTE 16**  
**FINANCE COSTS**

|  |        |        |
|--|--------|--------|
| Interest on delayed payment of current tax | 655.42 | 605.08 |
|--|--------|--------|

**NOTE 17**  
**OTHER EXPENSES**

|  |                 |                  |
|--|-----------------|------------------|
| (a) Professional charges   | 930.64          | 966.14           |
| (b) Travelling and conveyance  | 4,448.46        | 7,593.34         |
| (c) Rates and taxes  | 2.45            | 2.52             |
| (d) Bank charges   | 35.22           | 112.64           |
| (e) Insurance  | 437.84          | 508.38           |
| (f) Net loss on foreign currency transactions  | 1,101.11        | 573.02           |
| (g) Corporate social responsibility expense<br>(excluding 5% administrative expense) (Refer Note 23) | 1,216.31        | -                |
| (h) Payment to statutory auditor (Refer Note 17.1)   | 617.22          | 717.57           |
| (i) Miscellaneous expenses   | 24.17           | 114.90           |
|  | <u>8,813.42</u> | <u>10,588.51</u> |

**Note 17.1**

Payment to statutory auditor (net of service tax/GST input credit) include:

| Particulars                             | Year ended<br>31.03.2018<br>Rs.'000s | Year ended<br>31.03.2017<br>Rs.'000s |
|---|--------------------------------------|--------------------------------------|
| Audit fee                               | 325.00                               | 422.10                               |
| Tax audit                               | 157.50                               | 158.29                               |
| Other services                          | 115.15                               | 120.60                               |
| Reimbursement of out-of-pocket expenses | 19.57                                | 16.58                                |
| <b>Total</b>                            | <b>617.22</b>                        | <b>717.57</b>                        |

**Note 17.1.1**

Deloitte Haskins & Sells held the office of auditor upto 11 October, 2017. Upon resignation of Deloitte Haskins & Sells vide letter dated 12 October, 2017, Walker Chandio & Co LLP were appointed as statutory auditors vide board resolution dated 24 October, 2017 and extraordinary general meeting resolution dated 17 January, 2018 to hold the office upto the conclusion of next general meeting.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 18**  
**INCOME TAXES**

**18.1 Income tax expense**

Income tax expense recognised in the Statement of Profit and Loss consists of :

|                                  | <b>Year ended<br/>31.03.2018<br/>Rs.'000s</b> | <b>Year ended<br/>31.03.2017<br/>Rs.'000s</b> |
|----------------------------------|---|---|
| <b>Current tax relating to:</b>  |   |   |
| - Current year                   | 16,023.94                                     | 24,143.76                                     |
| - Earlier years                  | (32.98)                                       | 3,742.76                                      |
|                                  | <u>15,990.96</u>                              | <u>27,886.52</u>                              |
| <b>Deferred tax relating to:</b> |   |   |
| - Current year                   | 965.32  | 338.75  |
| <b>Total income tax expense</b>  | <u><b>16,956.28</b></u>                       | <u><b>28,225.27</b></u>                       |

**18.2 The income tax expense for the year can be reconciled to the accounting profit as follows:**

|  | <b>Year ended<br/>31.03.2018<br/>Rs.'000s</b> | <b>Year ended<br/>31.03.2017<br/>Rs.'000s</b> |
|--|---|---|
| Profit before tax  | 59,743.31                                     | 59,942.45                                     |
| Enacted income tax rate in India   | 27.5525%                                      | 33.063%                                       |
| Income tax expense calculated at 27.5525% (2016-17: 33.063%)                             | 16,460.78                                     | 19,818.77                                     |
| Effect of expenses not deductible in determining taxable profits                         | 515.70  | 200.06  |
| Effect of overseas taxes   | -   | 4,536.40                                      |
| Effect on deferred tax balances due to change in income tax rate from 27.5525% to 27.82% | 12.78   | (72.72)                                       |
|  | <u>16,989.26</u>                              | <u>24,482.51</u>                              |
| Adjustment recognised in the current year in relation to taxes of prior years            | (32.98)                                       | 3,742.76                                      |
| <b>Income tax expense recognised in Statement of Profit and Loss (Refer Note 18.2.1)</b> | <u><b>16,956.28</b></u>                       | <u><b>28,225.27</b></u>                       |

**Note 18.2.1**

The tax rate used for the financial year 2017-18 and 2016-17 reconciliations above is the corporate tax rate of 27.5525% & 33.063% respectively, payable by corporate entities in India on taxable profits under the Indian tax law.

Overseas taxes include taxes paid in foreign jurisdiction, principally in Nigeria. 10% tax is deducted at source at the time of remittance received from customer located in Nigeria. The portion of tax not admissible as relief under Indian tax laws is included in current tax.

**18.3 Details of non-current tax assets and current tax liabilities**

The following table provides the details of non-current tax assets and current tax liabilities as at 31 March, 2018 and 31 March, 2017:

|                               | <b>As at<br/>31.03.2018<br/>Rs.'000s</b> | <b>As at<br/>31.03.2017<br/>Rs.'000s</b> |
|-------------------------------|--|--|
| Non-current tax assets (net)  | 13,548.77                                | 6,363.66                                 |
| Current tax liabilities (net) | -  | 358.75                                   |



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 19**

**FINANCIAL INSTRUMENTS**

**19.1 Capital Management**

The Company's objectives for managing capital comprise safeguarding the business as a going concern, creating value for stakeholders and supporting the development of the Company.

The capital structure of the Company consist of equity share capital and other equity. The Company has no external borrowings. Accordingly, the Company has zero gearing ratio.

The management reviews the capital structure on a quarterly basis. As part of this review, the management considers risks associated with the Company that could result in erosion of its total equity.

**19.2 Categories of financial instruments**

| Particulars   | As at<br>31.03.2018<br>Rs.'000s | As at<br>31.03.2017<br>Rs.'000s |
|---|---------------------------------|---------------------------------|
| <b>Financial assets</b>                                   |                                 |                                 |
| (A) Measured at fair value through profit or loss (FVTPL) |                                 |                                 |
| - Mandatorily measured                                    |                                 |                                 |
| (a) Investments in mutual funds                           | 1,25,472.47                     | 97,585.86                       |
| (B) Measured at amortised cost                            |                                 |                                 |
| (a) Trade receivables                                     | 13,850.22                       | -                               |
| (b) Cash and cash equivalents                             | 19.79                           | 58.22                           |
| (c) Other financial assets                                |                                 |                                 |
| - Unbilled revenue  | -                               | 8,106.25                        |
| <b>Total</b>  | <b><u>1,39,342.48</u></b>       | <b><u>1,05,750.33</u></b>       |
| <b>Financial liabilities</b>                              |                                 |                                 |
| (A) Measured at amortised cost                            |                                 |                                 |
| (a) Trade payables  | <b><u>9,957.65</u></b>          | <b><u>7,538.55</u></b>          |

**19.3 Financial risk management**

The Company's activities expose it to a variety of financial risk notably credit risk, market risks (including foreign exchange risk and other price risk) and liquidity risk.

The Company's focus is to ensure liquidity which is sufficient to meet Company's operational requirements. The Company monitors and manages key financial risks so as to minimize potential adverse effects on its financial performance. The policies for managing each of these risks are summarised below:

**19.3.1 Credit risk**

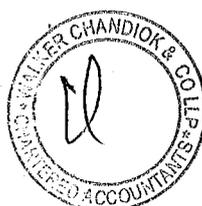
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Financial assets that potentially expose the Company to credit risks are listed below:

The maximum exposure to the credit risk at the reporting date is from trade receivables (including unbilled revenue) amounting to Rs. 13,850.22 thousand as at 31 March, 2018 and Rs. 8,106.25 thousand as at 31 March, 2017. Trade receivables and unbilled revenue are unsecured and are derived from revenue earned from a single customer- VIPL Global Services Ltd. located in the region of Nigeria. The Company believes exposure to credit risk to be minimal.

Bank balances are held with reputed and creditworthy banking institutions.

Investments primarily include investment in liquid debt based mutual fund units with high credit-ratings assigned by credit-rating agencies and are managed by asset management companies.

The carrying amount reflected above represents the Company's maximum exposure to credit risk for such financial assets.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**19.3.2 Market risk**

Market risk is the risk that the expected cash flows or fair value of a financial instrument could change owing to changes in market prices. Market risks are primarily composed of foreign exchange risk and price risk.

**Foreign exchange risk**

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in exchange rates.

The Company operates internationally and undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Company is exposed to foreign exchange risk through its consultancy services in Nigeria, services being billed in United States Dollar (USD).

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

| Particulars                                       | Currency | As at 31.03.2018 |                  | As at 31.03.2017 |        |
|---|----------|------------------|------------------|------------------|--------|
|   |          | Rs.              | Foreign Currency | Rs.              | In USD |
|   |          | '000s            | '000s            | '000s            | '000s  |
| (a) Trade receivables (includes unbilled revenue) | USD      | 13,850.22        | 212.50           | 8,106.25         | 125.00 |
| (b) Trade payables                                | USD      | -                | -                | -                | -      |

**Foreign currency sensitivity analysis**

For the year ended 31 March, 2018 and 31 March, 2017, every rupee 1 depreciation / appreciation in the exchange rate between the Indian rupee and USD, will affect the Company's profit before tax as given in below table:

| Particulars                                      | As at 31.03.2018                      |                                       | As at 31.03.2017                      |                                       |
|--|---------------------------------------|---------------------------------------|---------------------------------------|---------------------------------------|
|  | Rupee depreciate by INR 1 against USD | Rupee appreciate by INR 1 against USD | Rupee depreciate by INR 1 against USD | Rupee appreciate by INR 1 against USD |
|  | Rs.'000s                              | Rs.'000s                              | Rs.'000s                              | Rs.'000s                              |
| On trade receivables (includes unbilled revenue) | (212.50)                              | 212.50                                | (125.00)                              | 125.00                                |

**Price risk**

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in net asset value (NAV) of the financial instruments held.

The Company's price risk is mainly generated with fair value in respect of the investments held in mutual funds. Investments primarily include investment in liquid debt based mutual fund units with high credit-ratings assigned by credit-rating agencies and are managed by asset management companies.

The carrying amount of the Company's investments designated as at fair value through profit or loss at the end of the reporting period are as follows:

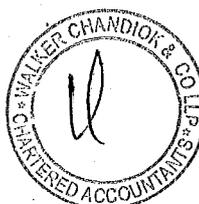
| Particulars                 | As at       | As at      |
|-----------------------------|-------------|------------|
|                             | 31.03.2018  | 31.03.2017 |
|                             | Rs.'000s    | Rs.'000s   |
| Investments in mutual funds | 1,25,472.47 | 97,585.86  |

**Other price sensitivity analysis**

For the year ended 31 March, 2018 and 31 March, 2017, every rupee 1 increase / decrease in the NAV of investments, will affect the Company's profit before tax as given in below table:

| Particulars                 | As at 31.03.2018        |                         | As at 31.03.2017        |                         |
|-----------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                             | NAV depreciate by INR 1 | NAV appreciate by INR 1 | NAV depreciate by INR 1 | NAV appreciate by INR 1 |
|                             | Rs.'000s                | Rs.'000s                | Rs.'000s                | Rs.'000s                |
| Investments in mutual funds | (3,397.32)              | 3,397.32                | (1,148.09)              | (1,148.09)              |

In Company's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk and price risk because the exposure at the end of the reporting period does not reflect the exposure during the year.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**19.3.3 Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The Company's principal sources of liquidity are cash and cash equivalents, liquid mutual fund investments and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements.

The following table details the Company's remaining contractual maturity for its financial liabilities with agreed repayment and realisation periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay and realise.

| Particulars                 | Up to 1 year | 1 to 5 years | 5+ years | Total    |
|-----------------------------|--------------|--------------|----------|----------|
|                             | Rs.'000s     | Rs.'000s     | Rs.'000s | Rs.'000s |
| <b>As at 31 March, 2018</b> |              |              |          |          |
| Trade payables              | 9,957.65     | -            | -        | 9,957.65 |
| <b>As at 31 March, 2017</b> |              |              |          |          |
| Trade payables              | 7,538.55     | -            | -        | 7,538.55 |

**19.4 Fair value measurements**

The Company's investments are measured at fair value at the end of each reporting period. The following table gives information on determination of its fair value, the valuation technique and inputs used.

| Particulars   | Fair Value       |                  | Fair Value hierarchy |
|---|------------------|------------------|----------------------|
|   | As at 31.03.2018 | As at 31.03.2017 |                      |
|   | Rs.'000s         | Rs.'000s         |                      |
| Investment in mutual funds mandatorily measured as at fair value through profit or loss | 1,25,472.47      | 97,585.86        | Level 1              |

**NOTE 19.4.1**

**Valuation technique and key inputs**

- Net asset value of mutual fund investments at reporting date

**19.5 Fair value of financial assets and financial liabilities that are not measured at fair value**

The Company consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 20**  
**SEGMENT REPORTING**

The Company is mainly engaged in the business of providing consultancy and other services in the infrastructure and power sector in the region of Nigeria. Based on the information reported to the chief operating decision maker (CODM) for the purpose of resource allocation and assessment of performance, there are no reportable segments.

The Company derives its entire revenue from operations by rendering consultancy services to its only customer- VIPL Global Services Limited located in Nigeria.

**NOTE 21**  
**EARNINGS PER SHARE (EPS)**

The earnings considered in ascertaining the Company's EPS comprises the profit attributable to equity shareholders. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

| Particulars  | Unit      | Year ended<br>31.03.2018 | Year ended<br>31.03.2017 |
|--|-----------|--------------------------|--------------------------|
| <b>Basic and diluted earnings per share</b>          |           |                          |                          |
| Profit for the year                                  | Rs.'000s  | 42,787.03                | 31,717.18                |
| Amount available for equity shareholders             | Rs.'000s  | 42,787.03                | 31,717.18                |
| Weighted average number of equity shares outstanding | Nos./000s | 50.00                    | 50.00                    |
| Basic and diluted earnings per equity share          | Rs.       | 855.74                   | 634.34                   |
| Face value per equity share                          | Rs.       | 10.00                    | 10.00                    |

Note: The Company does not have any potential equity shares.

**NOTE 22**  
**RELATED PARTY TRANSACTIONS**

**22.1 List of related parties and description of relationship:**

**(i) Ultimate holding company**

- Tata Power Company Limited

**(ii) Holding company**

- Tata Power Delhi Distribution Limited (Tata Power-DDL)

**(iii) Associate of ultimate holding company**

- Tata Projects Limited (TPL)

**(iv) Key managerial personnel**

- Directors

(a) Mr. Praveer Sinha

(b) Mr. Ajay Kapoor

(c) Mr. Arun Kumar Srivastava (ceased w.e.f. 24 October, 2016)

(d) Mr. Puneet Munjal (appointed w.e.f. 24 October, 2016)

**22.2 Transactions during the year**

| Particulars / Nature of transaction         | Year ended<br>31.03.2018<br>Rs.'000s | Year ended<br>31.03.2017<br>Rs.'000s |
|---|--------------------------------------|--------------------------------------|
| - Tata Power-DDL (Holding Company)          |                                      |                                      |
| (a) Cost of outsourced services             | 34,790.89                            | 34,600.83                            |
| (b) Reimbursement of expenses paid          | 4,966.81                             | 8,214.18                             |
| (c) Reimbursement of expenses received      | 95.33                                | 132.97                               |
| - TPL                                       |                                      |                                      |
| (a) Corporate social responsibility expense | 637.29                               | -                                    |

**22.3 Balance outstanding**

| Particulars        | As at<br>31.03.2018<br>Rs.'000s | As at<br>31.03.2017<br>Rs.'000s |
|--------------------|---------------------------------|---------------------------------|
| - Tata Power-DDL   |                                 |                                 |
| (a) Trade payables | 9,507.65                        | 7,066.89                        |

The amount outstanding with the related party is unsecured and will be settled in cash. No guarantees have been given or received.



**NDPL INFRA LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**NOTE 23**

**CORPORATE SOCIAL RESPONSIBILITY**

As per the Companies Act, 2013 ('the Act'), a company meeting the eligibility criteria as stated in Section 135 (1) of the Act is required to spend in every financial year at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities.

- (a) Gross amount required to be spent by the Company during the year is Rs. 1,216.43 thousand.  
(b) Amount spent during the year on CSR (excluding 5% administrative expenses)

| S.No. Particulars                           | In Cash  | Yet to be paid in cash | Total    |
|---|----------|------------------------|----------|
|   | Rs.'000s | Rs.'000s               | Rs.'000s |
| (i) Construction / acquisition of any asset | -        | -                      | -        |
| (ii) On purposes other than (i) above       | 1,216.31 | -                      | 1,216.31 |

**NOTE 24**

**EVENTS AFTER REPORTING PERIOD**

In preparing these financial statements, the directors have evaluated that there are no material subsequent events that occur between the end of the reporting period and the date when the financials statements are approved by the Board of Directors, which require any adjustment or disclosure in the financial statements.

**NOTE 25**

The financial statements were authorised and approved for issue by the Board of Directors on 23 April, 2018.

In terms of our report attached  
*Walker Chandio & Co*  
For **Walker Chandio & Co LLP**  
Chartered Accountants

*Neeraj Goel*

per **Neeraj Goel**  
Partner



Place : New Delhi  
Date : 23 April, 2018

For and on behalf of the Board of Directors

*Ajay Kapoor*  
**Ajay Kapoor**  
Director  
DIN: 00466631

Place : New Delhi  
Date : 23 April, 2018

*Puneet Munjal*  
**Puneet Munjal**  
Director  
DIN: 06710641