

DHARMESH PARIKH & CO.

CHARTERED ACCOUNTANTS

303/304, "Milestone", Nr. Drive-in-Cinema, Opp. T.V. Tower, Thaltej,
Ahmedabad-380 054. Phone: 91-79-27474466 Fax: 91-79-27479955

Independent Auditor's Report

To the Members of Talabira (Odisha) Mining Private Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS Financial Statements of Talabira (Odisha) Mining Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

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 and presentation of these Ind AS Financial Statements that give a true and fair view of the financial position, 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 applicable Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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 Ind AS 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 Ind AS 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.

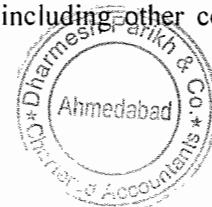
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS 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 Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 the Ind AS, of the financial position of the Company as at 31st March, 2018 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.



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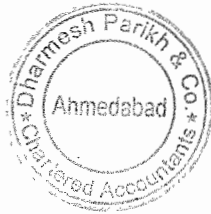
Independent Auditor's Report

To the Members of Talabira (Odisha) Mining Private Limited (Continue)

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss, the Statement Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) on the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Ahmedabad
Date : 02-May-2018



For, **DHARMESH PARIKH & CO.**
Chartered Accountants
Firm Reg. No. 112054W

D. A. Parikh
Partner
Membership No. 045501

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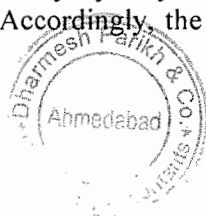
Annexure – A to the Independent Auditor's Report

RE: Talabira (Odisha) Mining Private Limited

(Referred to in Paragraph 1 of our Report of even date)

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31st March, 2018, we report that:

- (i) The company does not have any Fixed Assets. Accordingly, the provisions of paragraph 3 (i) (a) to (c) of the Order are not applicable.
- (ii) The Company has not carried out any commercial activities during the year ended on 31st March, 2018 and hence it does not carry any Inventory. Accordingly the provisions of paragraph 3 (ii) (a) & (b) of the Order are not applicable.
- (iii) According to the information and explanation given to us and the records produced to us for our verification, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the provisions of paragraph 3 (iii) (a) to (c) of the Order are not applicable.
- (iv) According to the information and explanations given to us and representations made by the Management, the Company has complied with the provisions of section 185 and 186 of the Act in respect of the loans provided by it. The Company has not done any transactions covered under section 185 and 186 in respect of investments, guarantees and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The company has not done any commercial activity during the year under review. Accordingly, the maintenance of cost records under section 148(1) of the Act as prescribed by the Central Government is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income tax and other material statutory dues have generally been deposited regularly during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance, sales tax, service tax, duty of customs, value added tax, cess, provident fund and duty of excise.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of above referred statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
(c) According to the records of the Company and representations made by the Management, there are no statutory dues as mentioned in paragraph 3(vii)(a) which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loan either from banks, financial institutions or from the government and has not issued any debentures. Accordingly the provisions of paragraph 3 (viii) of the Order are not applicable.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable.



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Annexure to the Independent Auditor's Report (Continue)

RE: Talabira (Odisha) Mining Private Limited

(Referred to in Paragraph 1 of our Report of even date)

- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, managerial remuneration has not been paid/ provided. Accordingly the provisions of Clauses 3(xi) of the Order are not applicable.
- (xii) In our opinion, the Company is not a nidhi Company. Accordingly the provisions of Clauses 3 (xii) of the Order are not applicable.
- (xiii) As per information and explanation given to us and on the basis of our examination of the records of the Company, all the transaction with related parties are in compliance with section 177 and 188 of Companies Act 2013 and all the details have been disclosed in Ind AS Financial Statements as required by the applicable Accounting Standards.
- (xiv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any preferential allotment or private placement or not issued any debenture during the year under review. Accordingly the provisions of paragraph 3(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us and on the basis of our examination of the records, Company has not entered into any non-cash transactions with any director or any person connected with him. Accordingly the provisions of Clauses 3(xv) of the Order are not applicable to the Company.
- (xvi) Though the company's financial assets constitute more than 50 percent of its total assets and its income from financial assets exceeds 50 percent of the total income, in our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 considering the fact that the company is neither predominantly engaged nor its principal business is to engage in financial activities. It has only made temporary investment of surplus funds.

Place : Ahmedabad
Date : 02-May-2018



For, **DHARMESH PARIKH & CO.**
Chartered Accountants
Firm Reg. No. 112054W

D. A. Parikh
Partner
Membership No. 045501

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Annexure – B to the Independent Auditor's Report RE: Talabira (Odisha) Mining Private Limited

(Referred to in paragraph 2 (f) of our Report of even date)

Report on the Internal Financial Controls under Clause i of sub-section 3 of section 143 of the Companies Act 2013 (the Act).

We have audited the internal financial controls over financial reporting of the Company as of 31st March, 2018 in conjunction with our audit of the Ind AS Financial Statements of the company for the year ended on that date.

Management's Responsibilities for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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Annexure – B to the Independent Auditor's Report (Continue)

RE: Talabira (Odisha) Mining Private Limited

(Referred to in paragraph 2 (f) of our Report of even date)

(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, 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.

Place : Ahmedabad
Date : 02-May-2018



For, **DHARMESH PARIKH & CO.**
Chartered Accountants
Firm Reg. No. 112054W

A handwritten signature in black ink, appearing to read "D. A. Parikh", written over a circular stamp.

D. A. Parikh
Partner
Membership No. 045501

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Balance Sheet as at 31 March 2018

		(Amt in Rupees)	
	Notes	As at 31-Mar-2018	As at 31-Mar-2017
ASSETS			
(I) Non-Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Capital Work-In-Progress		-	-
(c) Other Intangible Assets		-	-
(d) Financial Assets		-	-
(e) Deferred Tax Asset		-	-
(f) Income Tax Assets (net)		3,03,372	1,24,747
(g) Other Non-Current Assets	3	1,080	1,16,580
		3,04,452	2,41,327
(II) Current Assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Cash & Cash Equivalents	4	2,05,228	74,935
(ii) Other Financial Assets	5	1,95,48,554	5,06,60,852
(c) Other Current Assets		-	-
		1,97,53,782	5,07,35,787
Total		2,00,58,234	5,09,77,114
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	6	1,96,07,840	1,96,07,840
(b) Other Equity		(11,13,983)	(10,32,784)
		1,84,93,857	1,85,75,056
LIABILITIES			
(I) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	7	-	3,06,58,359
(b) Provisions		-	-
(c) Other Long Term Liabilities		-	-
		-	3,06,58,359
(II) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables	8	15,64,377	16,18,120
(b) Provisions		-	-
(c) Other Current Liabilities	9	-	1,25,579
		15,64,377	17,43,699
Total		2,00,58,234	5,09,77,114
Summary of significant accounting policies	2		

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date : 02-May-2018

For and on behalf of the board of directors of
Talabira (Odisha) Mining Private Limited


Ram Avtar Patodia
Director
DIN : 00227074


Rajesh Kumar Agrawal
Director
DIN : 07482925

Place : Gurgaon
Date : 01-May-2018

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Statement of Profit and Loss for the year ended on 31 March 2018

(Amt in Rupees)

	Notes	For the year ended 31-Mar-2018	For the period from 26-Feb-2016 to 31-Mar-2017
a) Revenue			
Revenue from Operations		-	-
Other Income	10	17,88,099	12,47,455
Total Revenue		17,88,099	12,47,455
b) Expenses			
Operating Expenses		-	-
Employee Benefits Expense		-	-
Finance Costs	11	17,11,668	6,24,791
Depreciation and Amortisation Expense		-	-
Other Expenses	12	1,57,630	16,55,448
Total Expenses		18,69,298	22,80,239
c) Profit / (Loss) Before Tax		(81,199)	(10,32,784)
d) Tax Expense		-	-
e) Profit / (Loss) For The Year		(81,199)	(10,32,784)
f) Other Comprehensive Income			
- Item that will be reclassified to Profit & Loss		-	-
- Item that will not be reclassified to Profit & Loss		-	-
Total Other Comprehensive Income		-	-
g) Total Comprehensive Income for the Year		(81,199)	(10,32,784)
h) Earning per Equity Share (Face value of Rs.10 each)	19		
Basic		(0.04)	(0.93)
Diluted		(0.04)	(0.93)
Summary of significant accounting policies	2		

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date : 02-May-2018

For and on behalf of the board of directors of
Talabira (Odisha) Mining Private Limited

Ram Avtar Patodia
Director
DIN : 00227074

Place : Gurgaon
Date : 01-May-2018

Rajesh Kumar Agrawal
Director
DIN : 07482925

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Statement of Changes in Equity for the year ended on 31 March 2018

A. Equity Share Capital

Particulars	Numbers	Amt in Rupees
As at 1 st April 2016	-	-
Issued during the year	19,60,784	1,96,07,840
As at 31 st March 2017	19,60,784	1,96,07,840
Issued during the year	-	-
As at 31 st March 2018	19,60,784	1,96,07,840

B. Other Equity

(Amt in Rupees)

Particulars	Retained Earnings
Balance as at 1 st April 2016	-
Add : Total Comprehensive Income for the year	(10,32,784)
As at 31 st March 2017	(10,32,784)
Add : Total Comprehensive Income for the year	(81,199)
As at 31 st March 2018	(11,13,983)

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W


D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date : 02-May-2018

For and on behalf of the board of directors of
Talabira (Odisha) Mining Private Limited


Ram Avtar Patodia
Director
DIN : 00227074

Place : Gurgaon
Date : 01-May-2018


Rajesh Kumar Agrawal
Director
DIN : 07482925

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Cash Flow Statement for the year ended on 31 March 2018

	(Amt in Rupees)	
	For the year ended 31-Mar-2018	For the period from 26-Feb-2016 to 31-Mar-2017
I. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) Before Tax	(81,199)	(10,32,784)
Adjustment on account of :		
Interest Expense	17,09,308	4,55,794
Interest Income	(17,88,099)	(12,47,455)
Operating Profit / (Loss) Before Working Capital Changes	(1,59,990)	(18,24,445)
Movements in Working Capital :		
(Increase) / Decrease in Other Non-Current Assets	1,15,500	(1,16,580)
(Increase) / Decrease in Other Current Financial Assets	(50,00,000)	-
Increase / (Decrease) in Trade Payables	(53,743)	16,18,120
Increase / (Decrease) in Other Current Liabilities	(1,25,579)	1,25,579
Cash Flow from Operations	(52,23,812)	(1,97,326)
Less : Direct Taxes Paid	1,78,625	1,24,747
Net Cash Flow From Operating Activities	(54,02,437)	(3,22,073)
II. CASH FLOW FROM INVESTING ACTIVITIES		
Interest Income Received	21,58,951	8,76,603
Inter Corporate Loans Given	(1,38,10,997)	-
Redemption of / (Investment) in Bank Deposits	4,95,52,443	(5,02,90,000)
Net Cash Flow From Investing Activities	3,79,00,397	(4,94,13,397)
III. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Issuance of Share Capital	-	1,96,07,840
Proceeds from / (Repayment) of Borrowings	(3,06,58,359)	3,06,58,359
Interest Paid	(17,09,308)	(4,55,794)
Net Cash Flow From Financing Activities	(3,23,67,667)	4,98,10,405
Net Increase / (Decrease) in Cash & Cash Equivalents	1,30,293	74,935
Cash & Cash Equivalents at the beginning of the year	74,935	-
Cash & Cash Equivalents at the end of the year	2,05,228	74,935

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W

D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date : 02-May-2018

For and on behalf of the board of directors of
Talabira (Odisha) Mining Private Limited

Ram Avtar Patodia
Director
DIN : 00227074

Place : Gurgaon
Date : 01-May-2018

Rajesh Kumar Agrawal
Director
DIN : 07482925

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Notes to Financial Statements for the year ended 31 March 2018

1 Corporate Information

Talabira (Odisha) Mining Private Limited is a private limited company domiciled in India and was incorporated under the Companies Act, 2013. The registered office of the Company is located at Adani House, Near Mithakhali Six Roads, Navrangpura, Ahmedabad, Gujarat. The company was incorporated in order to spearhead all mining projects in the state of Odisha. Originally the company was incorporated with the name Korba Clean Coal Private Limited which was changed to Talabira (Odisha) Mining Private Limited in the previous year.

2 Summary of Significant Accounting Policies

a) Basis of Preparation and Presentation of Financial Statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

These Financial Statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The financial statements are presented in INR except when otherwise stated.

b) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and the estimates are recognised in the periods in which the results are known / materialized.

Estimates and assumptions are required in particular for:

i) Recognition of deferred tax assets:

A deferred tax asset is recognised for all the deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. The management assumes that taxable profits will be available while recognising deferred tax assets.

ii) Recognition and measurement of other provisions:

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in other provisions.

c) Current & Non-Current Classification

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of activities and time between the activities performed and their subsequent realisation in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

d) Cash And Cash Equivalents (for purposes of Cash Flow Statement)

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

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e) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

f) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. 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.

g) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities 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 or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

For purposes of subsequent measurement, financial assets and liabilities are classified in various categories as under.

- > at amortised cost
- > fair value through other comprehensive income
- > fair value through profit and loss account

Financial instruments are subsequently measured and accounted based on their category. All financial instruments of the Company are covered under Amortised Cost. After initial measurement, such financial assets and liabilities are subsequently measured using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- a) The rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement

Impairment of Financial Assets

The Company applies simplified approach model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

Under the simplified approach the Company does not track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses (ECL) at each reporting date, right from its initial recognition.

Derecognition of Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

h) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

TALABIRA (ODISHA) MINING PRIVATE LIMITED
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Notes to Financial Statements for the year ended 31 March 2018

i) Related Party Transactions

Disclosure of transactions with Related Parties, as required by Ind AS 24 "Related Party disclosures" has been set out in a separate note. Related Parties as defined under clause 9 of the Ind AS 24 have been identified on the basis of representation made by management and information available with the Company.

j) Earnings Per Share

The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The Diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

k) Taxes on Income

Tax expense comprises of current income tax and deferred tax.

i) Current Taxation

In the absence of any taxable income, provision for taxation has not been made in accordance with the income tax laws prevailing for the relevant assessment year.

ii) Deferred Taxation

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent it is probable that these assets can be realised in future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset where a legally enforceable right exists to offset current tax assets and liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax includes MAT tax credit. The Company reviews such tax credit asset at each reporting date to assess its recoverability.

l) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are not recognised in the financial statements. The nature of such assets and an estimate of its financial effect are disclosed in notes to the Financial Statements.

3 Other Non-Current Assets

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Balances with Government Authorities	1,080	1,16,580
	1,080	1,16,580

4 Cash & Cash Equivalents

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Balances with banks		
- In Current Account	2,05,228	74,935
	2,05,228	74,935

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Notes to Financial Statements for the year ended 31 March 2018

5 Other Current Financial Assets

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Inter Corporate Loans	1,38,10,997	-
Earnest Money Deposit	50,00,000	-
Margin Deposit against Bank Guarantee	-	4,00,00,000
Bank Deposits	7,37,557	1,02,90,000
Interest accrued	-	3,70,852
	1,95,48,554	5,06,60,852

6 Equity Share Capital

	As at 31-Mar-2018		As at 31-Mar-2017	
	Numbers	Amt in Rupees	Numbers	Amt in Rupees
Authorised shares				
Equity Shares of Rs. 10/- each	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Issued, subscribed fully paid-up shares				
Equity shares of Rs. 10/- each fully paid up	19,60,784	1,96,07,840	19,60,784	1,96,07,840
	19,60,784	1,96,07,840	19,60,784	1,96,07,840

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	As at 31-Mar-2018		As at 31-Mar-2017	
	Numbers	Amt in Rupees	Numbers	Amt in Rupees
Equity shares				
At the beginning of the year	19,60,784	1,96,07,840	-	-
Issued during the year	-	-	19,60,784	1,96,07,840
Outstanding at the end of the year	19,60,784	1,96,07,840	19,60,784	1,96,07,840

b. Terms / rights attached to equity shares

Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the liquidator may divide amongst the members, in piece or kind, the whole or any part of the assets of the company, after distribution of all preferential amounts.

c. Shares held by holding company and/or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company together with its nominees are as below :

	As at 31-Mar-2018		As at 31-Mar-2017	
	Numbers	Amt in Rupees	Numbers	Amt in Rupees
Equity Shares				
Adani Enterprises Limited	10,00,000	1,00,00,000	10,00,000	1,00,00,000
(Holding Company with its nominees)	10,00,000	1,00,00,000	10,00,000	1,00,00,000

d. Details of shareholders holding more than 5% shares in the company

	As at 31-Mar-2018		As at 31-Mar-2017	
	Numbers	% holding	Numbers	% holding
Equity Shares				
Adani Enterprises Limited	10,00,000	51%	10,00,000	51%
(Holding Company with its nominees)				
Kunal Cornerstone Private Limited	9,60,784	49%	9,60,784	49%
	19,60,784	100%	19,60,784	100%

TALABIRA (ODISHA) MINING PRIVATE LIMITED
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Notes to Financial Statements for the year ended 31 March 2018

7 Long Term Borrowings

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Unsecured Loan from Holding Company	-	3,06,58,359
	-	3,06,58,359

Note :

Unsecured Corporate Loan received from the holding company has been repaid during the year. It carried an interest rate in the range of 10-11% p.a..

8 Trade Payables

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Trade payables		
- Micro, small and medium enterprise (Refer note 17)	-	-
- Others	15,64,377	16,18,120
	15,64,377	16,18,120

9 Other Current Liabilities

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Statutory Dues Payable (includes TDS payable)	-	1,25,579
	-	1,25,579

10 Other Income

	Amt in Rupees	
	For the year ended 31-Mar-2018	For the period from 26-Feb-16 to 31-Mar-2017
Interest Income		
Bank Deposits	12,66,593	4,12,058
on ICD	5,21,506	8,35,397
	17,88,099	12,47,455

11 Finance Costs

	Amt in Rupees	
	For the year ended 31-Mar-2018	For the period from 26-Feb-16 to 31-Mar-2017
Bank Charges	2,360	1,68,997
Interest on ICD	17,09,308	4,55,794
	17,11,668	6,24,791

12 Other Expenses

	Amt in Rupees	
	For the year ended 31-Mar-2018	For the period from 26-Feb-16 to 31-Mar-2017
Legal & Professional Fees	1,27,380	8,26,050
Tender Fees	-	15,000
Payment to Auditors		
Statutory Audit Fees	17,250	15,000
Other Attestation Services	11,000	4,020
Office Expenses	2,000	36,858
Preliminary Expenses	-	7,58,520
	1,57,630	16,55,448

TALABIRA (ODISHA) MINING PRIVATE LIMITED
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Notes to Financial Statements for the year ended 31 March 2018

13 Income Tax Expense

a. Calculation of Deferred Tax Liability / Asset (net)

	Amt in Rupees	
	As at 31-Mar-2018	As at 31-Mar-2017
Deferred Tax Liabilities	-	-
Deferred Tax Assets		
Carried Forward Losses & Allowances	2,89,636	3,19,130
	2,89,636	3,19,130

b. Reconciliation of Income Tax Expense and the Accounting Profit multiplied by India's tax rate :

This note presents the reconciliation of Income Tax charged as per the Tax Rate specified in Income Tax Act, 1961 & the actual provision made in the Financial Statements as at 31st March 2018 & 31st March 2017 with breakup of differences in Profit as per the Financial Statements & as per Income Tax Act, 1961.

	Amt in Rupees	
	31-Mar-2018	31-Mar-2017
Profit Before Tax	(81,199)	(10,32,784)
Tax Rate for Corporate Entity as per Income Tax Act, 1961	25.75%	30.90%
Tax Expense as per Income Tax Act, 1961.	(20,909)	(3,19,130)
Current year losses for which no deferred tax asset is recognised	20,909	3,19,130
Income tax recognised in profit and loss account at effective rate	-	-

14 Fair Value Measurement and Hierarchy

Since the Company does not have any financial asset or liability measured at fair value, disclosure of fair value hierarchy and disclosure of category-wise assets and liabilities is not relevant. All financial assets and liabilities of the Company have been valued at amortised cost and their values are not expected to be different than those presented in financial statements.

15 Financial Instruments and Risk Review

The Company's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations / projects. The Company's principal financial assets include mainly cash and cash equivalents and other assets. In the ordinary course of business, the Company is mainly exposed to risks resulting from interest risk, credit risk and liquidity risk.

Interest risk

The Company is exposed to changes in interest rates due to its financing and cash management activities. The Company's risk management activities are subject to the management, direction and control of Central Treasury Team of the Adani Group under the framework of Risk Management Policy for interest rate risk.

The risks arising from interest rate movements arise from borrowings with variable interest rates. For sensitivity analysis, the amount of the liability outstanding at the end of the year is assumed to be outstanding for the whole year. A 50 basis point increase or decrease is used for analysis, which represents management's assessment of the reasonably possible change in interest rate.

Particulars	(Amt in Rupees)	
	As at 31st March 2018	As at 31st March 2017
Total Borrowings at the year end	-	3,06,58,359

In case of fluctuation in interest rates by 50 basis points and all other variables were held constant, the Company's profit for the year would increase or decrease as follows :

Particulars	(Amt in Rupees)	
	As at 31st March 2018	As at 31st March 2017
Impact on profit for the year	-	1,53,292

(Signature)
(Name)

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Notes to Financial Statements for the year ended 31 March 2018

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a loss to the company. The company has adopted the policy of only dealing with creditworthy counter parties as a means of mitigating the risk of financial losses from default. The carrying amount of financial assets recorded in the financial statements represents the company's maximum exposure to credit risk. Cash are held with creditworthy financial institutions.

Liquidity risk

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of its financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

16 Contingent Liabilities & Commitments

	Amt in Rupees.	
	As at 31-Mar-2018	As at 31-Mar-2017
Contingent Liabilities, to the extent not provided for	-	-
Commitments		
Estimated amount of contracts remaining to be executed	-	-
on capital accounts (net of advances)	-	-

17 Disclosures under MSMED Act

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

18 Related Parties

Holding Company	:	Adani Enterprises Limited
Subsidiary Company & Associates	:	Nil
Fellow Subsidiary Company	:	Nil
(with transactions during the year)		
Key Management Personnel	:	Ram Patodia Kandarp Suryakant Patel Rajesh Kumar Agrawal

Information in respect of Related Parties	Amt in Rs. 31-Mar-2018	Amt in Rs. 31-Mar-2017
<u>Borrowing Received</u>		
Holding Company : Adani Enterprises Limited	-	4,08,00,000
<u>Borrowing Repaid</u>		
Holding Company : Adani Enterprises Limited	3,06,58,359	1,05,51,856
<u>Loan Given</u>		
Holding Company : Adani Enterprises Limited	1,88,10,996	1,00,00,000
<u>Loan Received Back</u>		
Holding Company : Adani Enterprises Limited	5,00,000	1,00,00,000
<u>Interest Expense</u>		
Holding Company : Adani Enterprises Limited	17,09,308	4,55,794
<u>Interest Income</u>		
Holding Company : Adani Enterprises Limited	5,21,506	8,35,397

TALABIRA (ODISHA) MINING PRIVATE LIMITED

(Formerly known as Korba Clean Coal Private Limited)

Notes to Financial Statements for the year ended 31 March 2018

Information in respect of Related Parties	Amt in Rs. 31-Mar-2018	Amt in Rs. 31-Mar-2017
<u>Share Capital Received</u>		
Holding Company : Adani Enterprises Limited	-	1,00,00,000
<u>Reimbursement of Preliminary Expenses :</u>		
Holding Company : Adani Enterprises Limited	-	7,58,520
<u>Dues payables outstanding at the period end</u>		
Holding Company : Adani Enterprises Limited	15,38,377	7,58,520
<u>Unsecured Loan Receivable / (Payable)</u>		
Holding Company : Adani Enterprises Limited	1,38,10,997	(3,06,58,359)

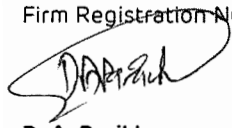
19 Earning Per Share (EPS)

	Amt in Rs.	
	For the year ended 31-Mar-2018	For the period from 26-Feb-16 to 31-Mar-2017
Profit / (Loss) for calculation of basic and diluted EPS	(81,199)	(10,32,784)
Weighted average number of equity shares for calculating Basic EPS	19,60,784	11,08,088
Weighted average number of equity shares for calculating Diluted EPS	19,60,784	11,08,088
Face value of equity shares	10	10
Basic Earning Per Share (in Rupees)	(0.04)	(0.93)
Diluted Earning Per Share (in Rupees)	(0.04)	(0.93)

20 Other Disclosures

- (a) The financial statements were approved for issue by the board of directors on 1st May, 2018.
- (b) Figures of the current year are not comparative with those of the previous period being of 12 months-35 days. Figures for the previous period have been regrouped and reclassified, wherever considered necessary. Further, the figures have been rounded off to the nearest rupee.

As per our report of even date
For **Dharmesh Parikh & Co.**
Chartered Accountants
Firm Registration Number : 112054W


D. A. Parikh
Partner
Membership No. 045501

Place : Ahmedabad
Date : 02-May-2018

For and on behalf of the board of directors of
Talabira (Odisha) Mining Private Limited


Ram Avtar Patodia
Director
DIN : 00227074

Place : Gurgaon
Date : 01-May-2018


Rajesh Kumar Agrawal
Director
DIN : 07482925