

K.P. Energy Limited
(A KP Group Company)



KPEL/AR/SEP/2017/074

September 28, 2017

To,
Listing Department,
The Bombay Stock Exchange Limited,
P.J. Towers, Dalal Street,
Fort, Mumbai – 400 001

Scrip Code: 539686

Sub: Submission of 8th Annual Report of the Company pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we submit herewith the soft copy of Annual Report for the financial year 2016-17 duly approved and adopted by the shareholders of the Company at 8th Annual General Meeting held on Saturday, September 23, 2017.

Kindly acknowledge the receipt and take the same on record.

Thanking you,
Yours faithfully,
For K.P. Energy Limited



Farukhbhai Gulambhai Patel
Managing Director
(DIN: 00414045)

Encl: as above



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CIN Number : L40100GJ2010PLC059169



ANNUAL 8th REPORT

2016-17

CIN: L40100GJ2010PLC059169

KP ENERGY LIMITED





Glimpse of Execution Excellence







Message from Managing Director

Dear Partners,

मिल सके आसानी से, उसकी खाइसे किसे है ?

जिद तो उसकी है, जो मुक्कदर में लिखा ही नहीं ।

Presenting the annual results and plans in 8th Annual Report, I would again wish to continue from where we stopped last year on *khwaise* – wishes we are pursuing relentlessly. Financial year 2016-17 have broken all the historic records of Indian Wind Industry with about 5.4GW of capacity addition.

Winds have virtually blown the numbers of Gujarat alone as a State adding 1392 MW, higher than sum total of last 04 years! It was certainly an exponential growth for industry as this spree was specifically driven because of removal of GBI benefits for non-balance sheet investors, reduction of accelerated depreciation benefits from 80 to 40% for balance sheet investors and probable input price increase due to ensuing GST regime from new financial year.

On 31st March, 2017, Team KP Energy too had to cheer about 112 crores top line, ~ 81MW wind assets energised and profits higher than turnover of first five years ! And for you, the bonus issue of 3:2 multiplied your wealth. This year was also a year for maiden dividend of ~ 12% (Re 1 as interim, ratified in EGM and now Re. 0.20 added to aggregate as final dividend) began new innings of sharing cash profits as well. We would devise a dividend distribution policy in coming times to encourage our journey together for long term.

We want to convert those *khwaise* into reality. As a team also, we grew by leap & bounds. From 48 in beginning of the year, we are now 106 when I am writing this report slogging to harness as much wind possible. Team building exercise certainly is quite organic to keep pace with growth in business; so was need of addition of execution capabilities – addition of large scale construction machineries, special erection tools, management practices, everything armoured to paint on large canvass now.

We indeed welcome the move of Government of India to introduce the Auctions in deriving tariff as a long term sustaining measure to bring transparency, balance costs, infrastructure needs, and expectations of common man buying electricity. While there is disruption in wind industry from 1st April, 2017 on the order book continuity, consistency and viability perspectives, I am happy that; team KP Energy is quite flexible and tuned to these regulatory changes because of its unique model of operations.

आँधियाँ हसरत से अपना सर पटकती रह गई,

बच गए वो पेड़ जिनमें हुनर झुकने का था ।

What Hon'ble Prime Minister told on 14th August, 1947 – “At the stroke of the midnight hour, when the world sleeps, India will awake to life and freedom” we cheered. Freedom from “Fit” is such turning point which will rejuvenate Indian wind industry to full blossom in long run, KP Energy is geared up to magnify its reach to propel in New India initiatives of PM Modi.

Faithfully yours, Faruk Patel



Message from CEO

Dear Stakeholders,

Namaste.

We are grateful to Almighty for empowering us to deliver what we had committed last year. It was indeed a wonderful year for all of us to display trailer of full screen capabilities & skill sets, Team KP Energy will offer in coming times.

On behalf of Board, I thank all of our team members, channel partners, customers, consultants & our families to help us prove our mettle and personify that our growth is neither spontaneous nor sporadic. Some of the numbers would incarnate consistency, continuity & committed performance of KP Energy:



Parameter	Unit	2013-14	2014-15	2015-16	2016-17
No. of WTGs Energized (End-to-end BoP services by KPE)	Nos	--	11	14	39
Megawatts	Nos	--	23.10	29.40	81.90
Short term borrowings at year end	Rs Lacs	141.83	218.09	116.33	243.01
Total Annual Turnover	Rs Lacs	944.29	2,692.52	4145.25	11298.36
Long term borrowings at year end	Rs Lacs	352.00	19.76	769.20	1513.92
Net Cumulative Fixed Assets	Rs Lacs	87.92	985.09	2,541.11	5028.46

All of the above will tell you, loud and clear – there is something inimitable in working of your Company. And it is its unique business model. It is structured so painstakingly that it absorbs shocks & breaks from Regulators, it captivates growth opportunities during adversities, and it sustains economic viability challenges, exudes cosmic distracters and easily shrink or swell during thick & thins of Wind Industry!

Completion of 50.4MW projects for GIPCL, 14.7MW for GACL, 8.4MW for AS&SPL along with other clients within agreed timelines reflected our astute execution skills & managing depraved unrest from locals. Amicable conclusion of iniquitous opposition in name of “gauchar” at Matalpar Site, quashing of court cases raked up to earn ransom by some of the locals through conscientious legal battle, CRZ approval from State Government and successful presentation/node from CRZ Committee, Ministry of Environment, Forest & Climate Change, Government of India, Investment grade rating of stable outlook by CARE Ratings for debt plan of about 50 Crores, Historic plantation drive of sawing about 17000 trees on single day at Karmadia/Matalpar/Shevdivadar villages of Bhavnagar by hands of villagers and kids of all most 10 villages proximate to Matalpar Site were some of the most gratifying achievements of team KP Energy last year.

On 25th February, 2016 when stock was listed on BSE, the market capitalisation was Rs. 24 Crores and has today crossed Rs. 200 Crores, thanks to your trust, tireless efforts by ground team executing projects and mentors like Suzlon Energy directing us to destiny.

Business volume envisaged by Team KP Energy in State Sponsored Feed-in-tariff regime was **291.9MW** by 2019 year end in Red Herring Prospectus of its maiden IPO. It is now expanded to business plan of about **1000MW** in near-about same span by adding the entirely new sites of **800MW** proximate to Central Transmission Utility (Power Grid) built Green Corridor specially developed by Government of India to promote Renewable Energy & decongest Local Network of Windy States.



This will empower KP Energy to now cater both State business as well as ISTS (Inter State Transmission System) bids organised by SECI (Solar Energy Corporation of India), a Government of India Undertaking.

Certainly, 60GW wind power capacity target of Central Government would not have been absorbed by current eight windy states by all means and it was necessary to add participation from non-windy states through ISTS network. Aggressive bid prices of wind energy have already woken-up Discoms who were hitherto reluctant to consider RE so far. This has now given hope to wind industry to add 5-7 GW year over year and not just once in a decade!

Again, **FiT** (Feed in Tariff) is gone! It was comfortable for all and sundry. And now in Auction Driven Tariff regime, only **fit** (competent) players will remain! Year-end economics will now soon change to Bid specified dates. Economies to Scale will play a vital role to deliver projects at prices, very competitive, time specific and quality matching to international standards.

An old Jungle saying; “Tough One Rules” applies with us as well. Our USP has been windy site identification, in time acquisition, right partner proposition. Our 100% stake in India’s highest windy State Gujarat (potential capacity higher than sum aggregate of much of Europe’s windy countries) has given us ample business stability and recognition to overwhelm aspirant Multinational IPPs eying investments in India.

Cart follows, when Bullock is in Order! Once we had only land bank and a unique business model. Today, we have glittering track record, competent team, and 360 degree exposure in end-to-end Balance of Plant development solutions including most complex activities like wind turbine erection under one roof. Today we have our own 8.4 MW wind assets in generation. About 150MW assets under maintenance and ambitions to be sky high on performance.

We are quite certain; you will accompany us in our journey from 100s to 1000s of MW in coming years. We are also pursuing our equity capital addition program to ascertain migration to main board of BSE and write new rules to be successful in wind industry as independent wind farm developer.

I cannot stop myself to remember golden words of Gujarati poet Shri Anil Chavda;

અધીરો છે તને ઈશ્વર બધુંયે આપવા માટે,
તું ચમચી લઈને ઊભો છે દરિયો માંગવા માટે?

Jay Hind, Gratefully yours, Ashish A Mithani



ABOUT K.P. ENERGY LIMITED

K.P. Energy Limited provides complete solutions from concept till completion of the project life-cycle of a Wind Project. It develops wind power projects of utility scale right from siting, land acquisition, permits, power evacuation facilities like sub-stations, transmission lines, foundation works for wind turbines & electrical network as well as erection & installation of wind turbines. It also provides Operation and Maintenance services for internal 33kv lines and substation. It facilitates Power Sale Arrangement between investors and Power Utilities as well. KP Energy receives payment as Balance of Plant (BoP) for all of above implementation & services. Hence the Wind Farm Development project has two parts – BoP (K P Energy) and WTG (Any manufacturer of Wind Turbine Generator).

The Business model of development of Wind Projects by K.P. Energy Limited is as explained below:



The goal of the company is to bring together all the key stakeholders of a wind power project and ensure efficiencies of time, cost, quality and resources. Team KP Energy has successfully completed commissioning of all 32 Wind turbine Generators (WTGs) at Kuchhdi Site in Porbander Gujarat, including its own Suzlon make S97_120 WTG of 2.10 Megawatts.

Team KP Energy has the composite exposure of 64 WTGs of 2.10 Megawatts each aggregating 134.40 Megawatts so far. In Financial year 2016-17, company have contributed from concept to commissioning of 81.9MW which is nearly three times of last year's performance.

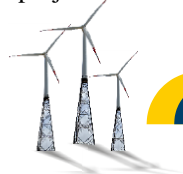
Further total asset in Maintenance preview of the Company is 130.20 Megawatts (MW) as at the year under review.

In addition to the Wind Power Project Development business, Company became an Independent Power Producer in Wind Energy with own generating asset of 2.10 MW commissioned in FY 2016. Total installed Capacity of wind farm projects owned by the company stands at 4.20 Megawatts, double than previous year.

Further, Company has commissioned one more WTG of 2.10 Megawatts in its own wind vertical at Porbandar. Also one WTG of 2.10 Megawatts has been erected at Mahuva site at Bhavnagar in Gujarat.

So far, in the Feed in Tariff (FIT) regime, the business plan was scheduled in terms of execution capabilities with available resources (including man, machinery & money). However, in the Auction Driven Tariff (ADT) regime, the economies to scale play crucial role to adjust lower tariffs. The Financial Year End economics would change into bid determined delivery dates.

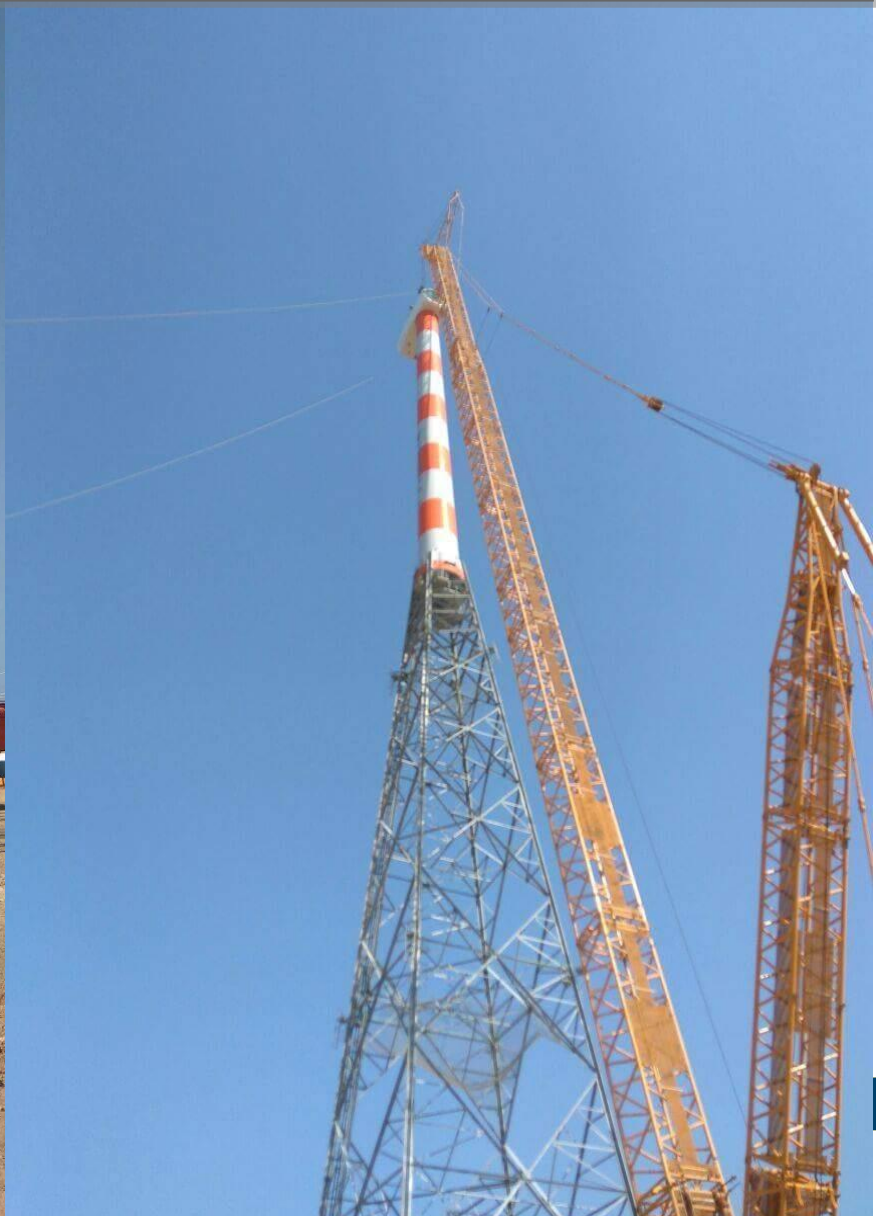
K.P. Energy have developed all the projects and sited its future projects with STU (State Transmission Utility) connectivity for offering to State Discoms. However, now with ISTS (Inter State Transmission System) bids initiated by GoI backed Utilities, there was an immediate need to site wind projects proximate to CTU (Central Transmission Utility). Such bids are viable of size around 250MW. Hence, Company is exploring and applied with CTU for connectivity for future projects.







Cultivating Execution Excellence to the Core at its best!





CONTENTS	PAGES
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STATUTORY REPORTS

Corporate Information	1
Financial Highlights: Key Trends: Standalone & Consolidated	3
Notice of Annual General Meeting	4
Directors' Report and Annexure	18
I. Extract of Annual Return	26
II. Declaration of Independence by Independent Directors	37
III. Secretarial Audit Report	41
IV. Annual Return on CSR Activities	44
V. Statement containing salient features of the financial statement of subsidiaries/associate companies/joint Ventures	48
VI. Disclosure of particulars of contracts/arrangements entered into by the company with Related parties	50
VII. Details for Remuneration paid to Employees and related Disclosures	51
Corporate Governance Report	53
Management Discussion and Analysis	65
Auditors Certificate on Corporate Governance Report	69

FINANCIAL STATEMENT

Independent Auditor's Report on Consolidated Financial Statement	70
Consolidated Balance Sheet	75
Consolidated Statement of Profit & Loss Account	76
Consolidated Cash Flow Statements	82
Notes to Accounts	83
Independent Auditor's Report on Standalone Financial Statement	100
Standalone Balance Sheet	105
Standalone Statement of Profit & Loss Account	106
Standalone Cash Flow Statements	111
Notes to Accounts	112

SHAREHOLDERS INFORMATION

Attendance Slip & Proxy Form	129
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CORPORATE INFORMATION

BOARD OF DIRECTORS

(Standing from Left to Right)

Name	Designation	Director's Identification No.
Mr. Bhupendra Vadilal Shah	Non-Executive Non Independent Director	06359909
Mr. Ashish Ashwin Mithani	Whole Time Director	00152771
Mrs. Bhadrabala Dhimantrai Joshi	Non-Executive Non Independent Director and Chairperson	07244587
Mr. Farukbhai Gulambhai Patel	Managing Director	00414045
Mr. Raghavendra Rao Bondada	Non-Executive Independent Director	01883766
Mr. Sajesh Bhaskar Kolte	Non-Executive Independent Director	07277524

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Karmit H. Sheth

CHIEF FINANCIAL OFFICER:

Mr. Pravin R. Singh



STATUTORY AUDITORS

M/s K A Sanghavi & Co.
1001/02/03, Rajhans Bonista,
Ram Chowk, Ghod dod Road, Surat.

REGISTERED OFFICE

A-1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat-395 009
Gujarat, India
Tel.: +91-261-2764757
Fax :+91-261-2764757
Email: info@kpenergy.in
Website: www.kpenergy.in

SECRETARIAL AUDITOR

M/s SJV & Associates
Prop. Ms Janki Shah

BANKER TO THE COMPANY

State Bank of India
Specialised Commercial Branch
1st Floor, Kiran Chambers,
Opp. J K Tower,
Ring Road, Surat-395002.

REGISTRAR & SHARE TRANSFER AGENT

M/s Big Share Services Pvt. Ltd
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai-400059,
Maharashtra, India
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com.

INTERNAL AUDITOR

Mr. Harsh Shaileshkumar Shah
Chartered Accountant

COMMITTEES OF BOARD**AUDIT COMMITTEE**

Mr. Sajesh Bhaskar Kolte, Chairman
Mr. Raghavendra Rao Bondada, Member
Mr. Farukbhai Gulambhai Patel, Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Sajesh Bhaskar Kolte, Chairman
Mr. Raghavendra Rao Bondada, Member
Mrs. Bhadrabala Dhimantrai Joshi, Member

STAKEHOLDER RELATIONSHIP COMMITTEE

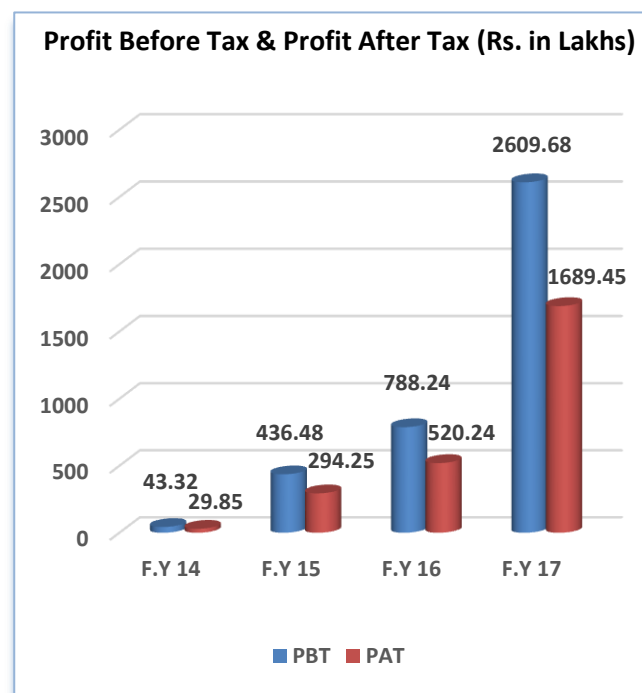
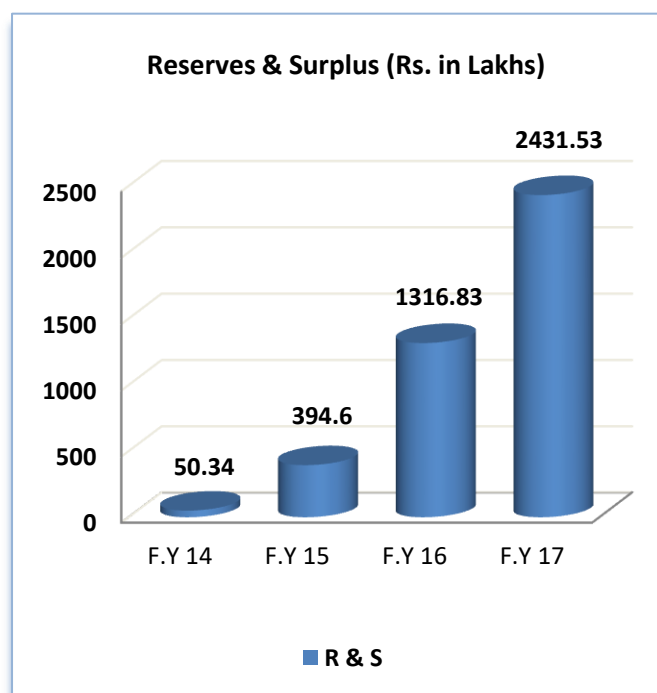
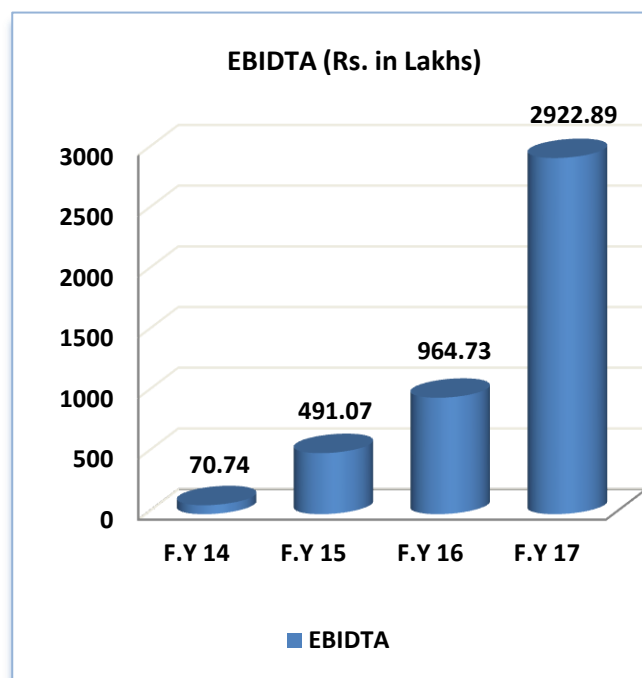
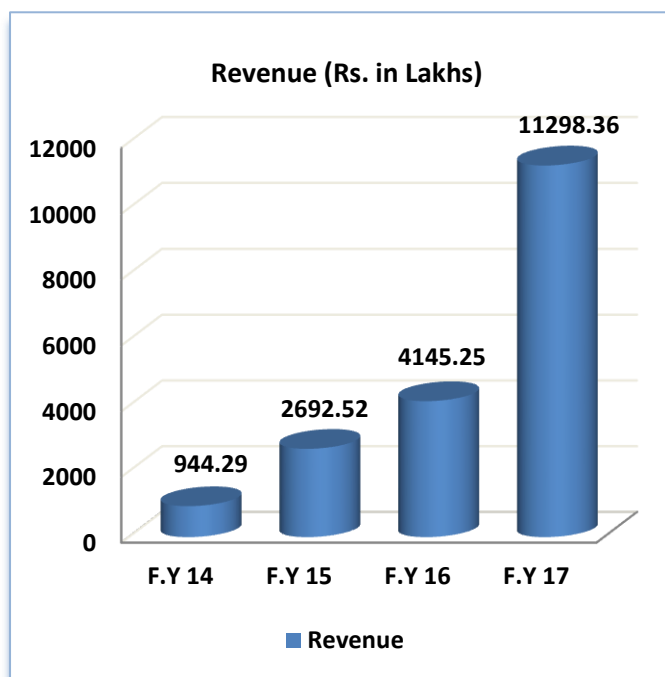
Mr. Raghavendra Rao Bondada, Chairman
Mr. Sajesh Bhaskar Kolte, Member
Mr. Ashish Ashwin Mithani, Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Sajesh Bhaskar Kolte, Chairman
Mr. Farukbhai Gulambhai Patel, Member
Mr. Ashish Ashwin Mithani, Member



Key Trends ~ Financials Standalone and Consolidated



NOTICE

Notice is hereby given that the **8th Annual General Meeting** of the Members of K.P. Energy Limited will be held on **Saturday, 23rd September, 2017** at **11.00 a.m.** at Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat, Gujarat – 395003 to transact following business:

ORDINARY BUSINESS:

1. To consider and adopt audited financial statement (both standalone and consolidated) of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend on equity shares for the year ended 31st March, 2017.
3. To appoint Mr. Bhupendra Vadilal Shah (DIN: 06359909), who retires by rotation and being eligible offers himself for re-appointment.:

“RESOLVED THAT pursuant to the provisions of section 152(6) of the Companies Act, 2013 and the rules made there under, Mr. Bhupendra Vadilal Shah (DIN: 06359909) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.”

4. To ratify the appointment of the statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. **K A SANGHAVI & CO.**, Chartered Accountants (ICAI Firm Registration No. **120846W**) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to examine and audit the accounts of the Company for the financial year 2017-18, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

SPECIAL BUSINESS:

5. **Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.**

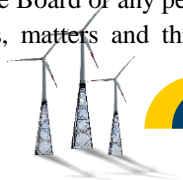
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed, the consent of the members of the Company be and is hereby granted for increase in the authorised Share Capital of the Company from the existing Rs. 10,50,00,000/- (Rupees ten crores fifty lacs only) divided into 1,05,00,000 (one crore five lacs) Equity Shares of Rs. 10/- (Rupees ten only) each to Rs. 10,60,00,000/- (Rupees ten crores sixty Lacs only) divided into 1,06,00,000 (one crore six lacs) Equity Shares of Rs. 10/- (Rupees ten only) each, by creation of additional 1,00,000 (One lac) Equity Shares of Rs. 10/- (Rupees ten only) each ranking pari passu in all respect with existing equity shares of the company.

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place following Clause V be substituted”.

“The Authorised share capital of the Company is Rs. 10,60,00,000/- (Rupees Ten Crores Sixty Lacs Only) divided into 1,06,00,000 (One Crore Six Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard) be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the



appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

6. Approval of ‘K.P. Energy Limited Employee Stock Option Plan Tranche – I’

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), the listing agreements entered into by the Company with the Stock Exchanges and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of ‘K.P. Energy Limited Employee Stock Option Plan Tranche - I’ (hereinafter referred to as the “Scheme”) authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 1,00,000 options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) exercisable into 1,00,000 Equity Shares of Rs. 10/- each of the company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to or for the benefit of permanent employees of the Company including the present and future Subsidiaries, whether working in India or outside India; Directors of the Company and its Subsidiaries (Present and Future), whether a Whole-time Director or not but not an Independent Director, or an employee who is a promoter or a person belonging to the Promoter Group or a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

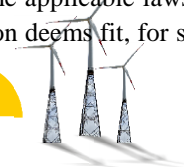
RESOLVED FURTHER THAT the equity shares to be issued and allotted under the scheme shall rank pari passu with the existing Equity Shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of Right issues, Bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organisation, change in capital and others, the ceiling as aforesaid of 1,00,000 options / shares of Rs. 10/- each, shall be deemed to be increased/decreased, as may be determined by the Board / Committee, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP Scheme subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also



to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is here by authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate Authorities, for their requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard.”

7. Issue of Equity shares to the employees of the subsidiary companies under K.P. Energy Limited Employees Stock Option Plan Tranche - I:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 read with the Rule 12 of Chapter IV and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force), Regulation 6 (3)(c) of the SEBI (Share Based Employee Benefit) Regulations, 2014 and other relevant provisions therein, the relevant provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into by the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), and which may be agreed to or accepted by the Board of Directors of the Company, the consent of the Member(s) of the Company be and is hereby accorded to extend the benefits of the ‘K.P. Energy Limited Employee Stock Option Plan Tranche - I’, including the issuance of shares there under, within the overall ceiling of 1,00,000 Equity Shares (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) to or for the benefit of such present and/or future permanent employees and/or directors whether executive or non-executive, whether working in India or abroad & whether they are shareholders of the Company or not, of the present and future subsidiaries of the company, as may, from time to time, be allowed under prevailing laws, rules & regulations and /or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board in accordance with SEBI (SBEB) Regulations 2014.”

RESOLVED FURTHER THAT subject to the terms stated herein, the Equity shares to be allotted pursuant to the K.P. Energy Limited Employee Stock Option Plan Tranche - I shall in all respects rank pari-passu inter se and shall also in all respects rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI (Share Based Employee Benefit) Regulations, 2014 and any other law and regulations to the extent relevant and applicable to the scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to vary, amend, modify, revise or alter the terms of K.P. Energy Limited Employee Stock Option Plan Tranche – I unless such variation, amendment, modification, revision or alteration is detrimental to the interests of the employees, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

8. Approval under Section 180(1)(a) of Companies Act, 2013

To consider and if thought fit, to pass, with or without modification(s) the following resolutions as Special Resolutions:



“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgage and/or charge by the Board of Directors of the Company, by way of Negative lien on the immovable and movable properties of the Company under the conditions of term loan in favour of the Small Industries Development Bank of India (SIDBI), to secure the term loan not exceeding 995.00 lakh (Rupees Nine crore ninety five lakh only) sanctioned by SIDBI to the Company under the scheme of SMILE together with interest, further interest, penal interest, commitment charges, costs, charges, expenses and all other monies payable by the Company to SIDBI on the terms and conditions contained in the Letter of Intent Ref: : L41052124/ KPEL dated July 06, 2017, duly accepted by the Company in respect of the said loan and further for the loan equals to the similar amount under process with SIDBI.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with SIDBI the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution”.

9. Revision in Remuneration payable to Mr. Farukbhai Gulambhai Patel (DIN: 00414045), Managing Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mr. Farukbhai Gulambhai Patel (DIN: 00414045), Managing Director of the Company for the remainder of his term of office, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from April 01, 2017, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, Remuneration and Governance Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution.”

10. Revision in Remuneration payable to Mr. Ashish Ashwin Mithani (DIN: 00152771), Whole Time Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to Sections 197 and 198 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for revision of remuneration of Mr. Ashish Ashwin Mithani (DIN: 00152771), Whole-Time Director of the Company for the remainder of his term of office, as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from April 01, 2017, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time based on the recommendations of the Nomination, Remuneration and Governance Committee.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution.”.

11. Any other Business with the permission of the Chair.



Registered Office:

A-1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat-395 009
Gujarat, India
Tel.: +91-261-2764757
Fax : +91-261-2764757
Email: info@kpenenergy.in
Website: www.kpenenergy.in
Date: 28/08/2017
Place: Surat

By Order of the Board
For, **K.P. ENERGY LIMITED**

sd/-
Farukhbhai Gulambhai Patel
(Managing Director)
DIN: 00414045

Notes:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON POLL INSTEAD OF HIM AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members, not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

1. Corporate members intending to send their authorised representatives to attend the meeting pursuant to section 113 of Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with Specimen signatures of those representative(s) authorised under said resolution to attend and vote on their behalf at the Meeting.
2. Members are requested to:
 - a. bring the copy of the notice of this Extra Ordinary General Meeting and Attendance Slip with them at the meeting.
 - b. quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Notice is being sent to all the shareholders, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as at close of business hours on Friday 25th August, 2017. All the shareholders, whose name appears in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL) as on 16th September, 2017, i.e. day of the Meeting shall be entitled to vote at the Meeting.
5. Notice of this 8th Annual General Meeting is available at website of the Company at www.kpenenergy.in
6. Relevant documents referred to in the accompanying Notice and the statement is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
8. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.



9. The notice of the meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. The route map showing directions to reach the Meeting is annexed.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meetings so that the information required may be made available at the meeting.
12. Voting through electronic means:
 - I. In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).
 - II. The e-voting period begins on **20th September, 2017 at 10:00 am** and ends on **22nd September, 2017 at 5.00 pm**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of **16th September, 2017**, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - III. Ms. Janki Shah Proprietor of M/s. SJV & Associates, Practicing Company Secretaries (Membership No. ACS 29657, CP No. 10836), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - IV. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
 - V. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

Instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September, 2017 at 10:00 a.m. and ends 22nd February, 2017 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for K.P. ENERGY LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



Important Communications to Members

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY

Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number

All queries relating to Share Transfer and allied subjects should be addressed to:

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai-400059
Maharashtra, India

Registered Office:

A-1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat-395 009
Gujarat, India
Tel.: +91-261-2764757
Fax : +91-261-2764757
Email: info@kpenenergy.in
Website: www.kpenenergy.in

**By Order of the Board
For, K.P. ENERGY LIMITED**

sd/-
Farukhbhai Gulambhai Patel
(Managing Director)
DIN: 00414045

**Date: 28/08/2017
Place: Surat**

ANNEXURE TO NOTICE

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

FOR ITEM NO.: 5

ITEM No. 5

The Company, to accommodate the issue of share through Employee Stock Option Purchase scheme and also to pave it's way, to meet the criteria of requisite paid up capital for migration to main Board from SME segment of BSE Limited, it is required to increase the authorize capital of the Company.

The current Authorised Share Capital of your Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Only) divided into 1,05,00,000/- (One Crore Five Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The issue of shares under Employee Stock Purchase Scheme and future issue of Shares would require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board of Directors in their meeting held on August 28, 2017, has proposed to increase the Authorised Share Capital to Rs. 10,60,00,000 (Rupees Ten Crores Sixty Lacs Only) divided into 1,06,00,000/- (One Crore Six Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

It is proposed to authorize to the Board to take all necessary actions and to complete all the regulatory formalities in this regard. Pursuant to the provisions of Section 13, 61, 63 and all other applicable provisions of the Companies Act, 2013, the increase in the Authorised Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require approval of the members.

Accordingly the Board recommends the resolution set forth in Item No. 5 to be passed as an Ordinary Resolution by the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 5 of this Notice except to the extent of their shareholding in the Company.



FOR ITEM NO.:- 6 & 7

In the present competitive scenario, the Board of Directors of the Company (hereinafter referred to as the “Board”) has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated a draft of the **K.P. Energy Limited Employee Stock Option Plan Tranche - I** (hereinafter referred to as ‘Scheme’) for the present and/or future permanent employees of the Company and its subsidiary(s) (hereinafter referred to as ‘employees’ or ‘said employees’) in accordance with the applicable laws.

Hence, in terms of the provisions of SEBI (SBEB) Regulations, 2014 and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 6 & 7 seeks your approval for the issue of further Equity Shares under the ‘**K.P. Energy Limited Employee Stock Option Plan Tranche - I**’, to the employees of the Company and its subsidiaries as may be determined by the Board.

Further, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6(3)(c) of SEBI (Share Based Employee Benefit) Regulations, 2014, issuance of options and conversion thereof into equity Shares of the company, to the Employees of subsidiary companies requires an approval of the existing Members by way of a Separate Resolution and accordingly, the Special Resolution at Item No. 6 and 7 seeks your approval.

The **K.P. Energy Limited Employee Stock Option Plan Tranche - I** will be administered by Nomination & Remuneration Committee of the company.

The main features and other details of the Scheme as per Regulation 6(2) of SEBI (SBEB) Regulations, 2014, are as under:

1. Brief description of the Scheme

The Scheme shall be called as the ‘**K.P. Energy Limited Employee Stock Option Plan Tranche - I**’ and shall extend its benefits to the present and/or future permanent employees of the Company including its subsidiaries, in accordance with the applicable laws.

The scheme will be implemented via Direct Route wherein the Company will directly allot fresh Equity Shares of the Company, to the Employees who successfully exercised their vested options.

2. Total number of Options to be granted under the Scheme.

The maximum number of options to be granted under Scheme shall not exceed 1,00,000 options convertible into equal number of Equity Shares of the Company.

3. Identification of classes of employees entitled to participate and be beneficiaries in Scheme.

Employee means:

- i. A permanent Employee of the Company who has been working in India or outside India; or
- ii. A Director of the Company, whether a whole time director or not but excluding an independent director; or
- iii. An employee or director as per (i) and (ii) above, of subsidiary(s) of the company;

But does not include:

- An Employee who is a promoter or a person belonging to the promoter group; or
- A director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting

The options granted under Scheme shall vest based upon the performance of the Employee, subject to completion of minimum 1 (One) year from the date of Grant and over a period of 5 (Five) years as per the Scheme, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of other conditions as stipulated under the Scheme.

5. Maximum period within which the options shall be vested

All the options will get vested within maximum period of 5 (Five) years.

6. Exercise Price or Pricing Formula:



Exercise Price will be based upon the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options of that particular year will be approved.

Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the Committee for the finalization of the Exercise Price.

However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.

7. Exercise period and process of Exercise:

The Exercise Period will be one year from date of respective vesting. For exercising the vested options a written Application along with the payment towards the Exercise Price need to be submitted with the Company within the prescribed time.

8. Appraisal process for determining the eligibility of the Employees to Scheme:

The appraisal process for determining the eligibility of the employees will be in accordance with the Scheme or as may be determined by the Committee at its sole discretion.

The employees would be granted options under the Scheme based on various parameters including but not limited to:

- i. Loyalty: It will be determined on the basis of tenure of employment of an Employee in the Company.
- ii. Performance: Employee's performance during the financial year on the basis of the parameters decided by the management.
- iii. Designation: Employee's designation in the Career Group as per the HR Policy of the Company.
- iv. The present and potential contribution of the Employee to the success of the Company,
- v. High market value/difficulty in replacing the Employee and
- vi. High risk of losing the Employee to competition,
- vii. Value addition by the new entrant if any

9. The Maximum number of Options to be granted per employee and in aggregate

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

10. The Maximum quantum of benefits to be provided per Employee under the scheme

The maximum quantum of benefit that will be provided to every eligible Employee under the scheme will be the difference between the Exercise Price paid by the Employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of options.

11. Implementation and administration of the scheme

The scheme shall be implemented and administered by the Nomination & Remuneration Committee of the Company through Direct Route.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both

New issue of Shares by the Company directly to the Employees

13. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc.;

N.A.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme.

N.A.

15. Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options.

Fair Value Method



17. Statement with regard to Disclosure in Director's Report

As the company is adopting fair value method, therefore it is not required to give any declaration.

In terms of Section 62 of the Companies Act, 2013 and SEBI (SBEB) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval of the **'K.P. Energy Limited Employee Stock Option Plan Tranche - I'** and issuance of shares under this Scheme.

Therefore, your Directors recommend the Resolutions as set out at item no. 6 and 7 for your approval.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

FOR ITEM NO.:- 8

The Company has approached Small Industries Development Bank of India (SIDBI) for financial assistance in the form of term loan in connection with setting up of a 2.10 MW windmill through Suzlon Energy Limited and its associate/group concerns at R.S. No.90/3, Paikee 1, Village Rinavada, Porbandar-360575, Gujarat which is already disbursed and for the loan under process for setting up of a 2.10 MW windmill through Suzlon Energy Limited and its associate/group concerns at R.S. 173 Paikee 5, Village Sathra, Mahuva, Bhavnagar, Gujarat. Company has received Letter of Intent for The financial assistance from SIDBI for one windmill at Porbandar. The financial assistance has to be secured by a mortgage/ charge of the immovable and movable properties of the Company under the conditions of term loan, under the above project of the Company being set up with financial assistance from SIDBI under SMILE (scheme).

Section 180(1)(a) of the Companies Act, 2013 provides, inter alia, that the Board of Directors of a company shall exercise powers of sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings only with the consent of the company by a special resolution. Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of SIDBI may be regarded as disposal of the Company's properties/ undertakings, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said mortgage/ charges.

Copy of the Letter of Intent dated July 06, 2017 received from SIDBI and copies of the relevant documents/ correspondence between the Company and SIDBI are open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on any working day prior to the date of the meeting.

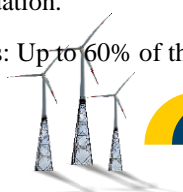
None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 8 of this Notice.

The Board recommends the Resolution at Item No. 8 for approval of the Members.

FOR ITEM NO.:- 9

Mr. Farukbhai Gulambhai Patel (DIN: 00414045) was appointed as a Managing Director of the Company vide a Special resolution passed in the Extra Ordinary General Meeting held on July 15, 2015. Mr. Patel oversees the overall management and functioning of the Company. His responsibilities in the Company encompass project execution, technology advancements, quality control and enhancement, process and information technology and customer satisfaction. He supervises the functioning of various departments in the organisation such as Sales & Marketing, Estimation, Customer Relationship Management, Value Engineering, Landscaping, Human Resources, QST, Purchase, Corporate Communications, and Process & IT etc. Mr. Patel has contributed extensively towards the growth of the Company and has been actively responsible for the attainment of highest standards of quality. He has significantly strengthened the foundation of the Company. Mr. Patel is Promoter and member of the Board of Directors since inception of the Company. He is a member of the Audit Committee of the Company. Based on the recommendation received from the Nomination, Remuneration and Governance Committee and in view of the contributions made by him, it is proposed to revise the remuneration payable to Mr. Patel for the remainder of his term as set-out below.

- A. Basic salary: Rs. 2,50,000 (Rupees Two Lakhs Fifty thousand) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs.5,00,000 (Rupees Five Lakhs) per month.
- B. Accommodation: Rent-free furnished accommodation or up to 40% of the basic salary as House Rent Allowance in lieu of accommodation.
- C. Other Allowances: Up to 60% of the basic salary and as determined by the Board from time to time.



- D. Performance Incentives: As determined by the Board of Directors, which shall not exceed 2% of the Consolidated Net Profits of the Company.
- E. Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance and any other perquisites as per the policy of the Company in force or as may be approved by the Board from time to time.
- F. In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force, such as:
- Company maintained car with driver.
 - Company's contribution to Provident Fund
 - Payment of gratuity and other retirement benefits
 - Encashment of leave
 - Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

It is proposed that the Performance Incentives payable to Mr. Patel be revised and such incentives shall not exceed 2% of the Consolidated Net Profits of the Company. The other terms and conditions of his appointment remain unchanged.

Mr. Patel is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company. Mr. Patel holds 4156250 equity shares of Rs. 10 each in the Company is interested in passing of this resolution to the extent of his shareholding.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The above may also be treated as an abstract of the terms of contract for revision of remuneration payable to Mr. Farukbhai Gulambhai Patel (DIN: 00414045), Managing Director of the Company and a memorandum as to the nature of concern and interest of the Directors in the said revision, as required under Section 190 of the Act.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 9 for approval by the Members. The Board of Directors based on the recommendation of the Nomination, Remuneration Committee recommends the Special Resolution set out in Item No. 9 for approval by the Members.

FOR ITEM NO.:- 10

Mr. Ashish Ashwin Mithani (DIN: 00152771) was appointed as a Whole-Time Director of the Company vide a Special resolution passed in the Extra Ordinary General Meeting held on July 15, 2015. Mr. Mithani oversees the overall management and functioning of the Company. His responsibilities in the Company encompass project execution, technology advancements, quality control and enhancement, process and information technology and customer satisfaction. He supervises the functioning of various departments in the organisation such as Sales & Marketing, Estimation, Customer Relationship Management, Value Engineering, Landscaping, Human Resources, QST, Purchase, Corporate Communications, Architects and Process & IT etc. In his term of office, Mr. Mithani has contributed extensively towards the growth of the Company and has been actively responsible for the attainment of highest standards of quality. He has significantly strengthened the foundation of the Company. Mr. Mithani is a Promoter and a member of the Board of Directors since inception of the Company. He is a member of the Stakeholders Relationship Committee, Risk Management Committee and Share Transfer Committee of the Company. Based on the recommendation received from the Nomination, Remuneration and Governance Committee and in view of the contributions made by him, it is proposed to revise the remuneration payable to Mr. Mithani for the remainder of his term as set-out below.

- Basic salary: Rs.2,50,000 (Rupees Two Lakhs Fifty thousand) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 5,00,000 (Rupees Five Lakhs) per month.
- Accommodation: Rent-free furnished accommodation or up to 40% of the basic salary as House Rent Allowance in lieu of accommodation.
- Other Allowances: Up to 60% of the basic salary and as determined by the Board from time to time.
- Performance Incentives: As determined by the Board of Directors, which shall not exceed 2% of the Consolidated Net Profits of the Company.



- E. Perquisites: He shall be entitled to perquisites, allowances, benefits, facilities and amenities (collectively called Perquisites) such as medical reimbursement, leave travel assistance and any other perquisites as per the policy of the Company in force or as may be approved by the Board from time to time.
- F. In addition to the above, he shall be entitled to the allowance and benefits as per the policy of the Company in force, such as:
- Company maintained car with driver.
 - Company's contribution to Provident Fund
 - Payment of gratuity and other retirement benefits
 - Encashment of leave
 - Personal Accident, Mediclaim and Life Insurance under Employer – Employee scheme

It is proposed that the Performance Incentives payable to Mr. Mithani be revised and such incentives shall not exceed 2% of the Consolidated Net Profits of the Company. The other terms and conditions of his appointment remain unchanged.

Mr. Mithani is interested in passing of this resolution by virtue of his directorship and to the extent of his shareholding in the Company. Mr. Mithani holds 1140646 equity shares of ₹ 10 each in the Company. The relatives of Mr. Mithani hold 640625 equity shares in the Company and are interested in passing of this resolution to the extent of their shareholding.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The above may also be treated as an abstract of the terms of contract for revision of remuneration payable to Mr. Ashish Ashwin Mithani (DIN: 00152771), Whole-Time Director of the Company and a memorandum as to the nature of concern and interest of the Directors in the said revision, as required under Section 190 of the Act.

The Board of Directors based on the recommendation of the Nomination, Remuneration and Governance Committee recommends the Special Resolution set out in Item No. 10 for approval by the Members.

Registered Office:

A-1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat-395 009
Gujarat, India
Tel.: +91-261-2764757
Fax: +91-261-2764757
Email: info@kpenenergy.in
Website: www.kpenenergy.in

Date: 28/08/2017
Place: Surat

By Order of the Board

For, K.P. Energy Limited

Farukhbhai Gulambhai Patel
(Managing Director)
DIN: 00414045



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY

Mr. Bhupendra Vadilal Shah - Non Executive Director

Name of Director	Mr. Bhupendra Vadilal Shah (DIN: 06359909)
Date of Birth	17/01/1950
Date of Appointment	30/07/2016*
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	Mr. Shah is a Civil engineer and has vast experience in business management of more than 45 years. He possesses sound technical and financial knowledge.
Qualification	B.E.(Civil)
No. of Equity Shares held in the Company	5000 equity shares
List of other Companies in which Directorships are held	Nil
List of committees of Board of Directors (across all other Companies) in which Chairmanship/Membership is held	Nil

***Note: Mr. Shah was appointed as Additional Director in the Board meeting held on July 30, 2016, subsequently regularised as Non-Executive Director, liable to retirement by rotation, in the 7th Annual General Meeting of the Company held on September 19, 2016.**



DIRECTOR'S REPORT TO THE MEMBERS

To,
The Members,
K.P. Energy Limited

Your Directors present hereunder the 8th Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended March 31, 2017. The financial results are summarized as under:

1. FINANCIAL PERFORMANCE OF THE COMPANY:

Particulars	Standalone		Consolidated	
	2017	2016	2017	2016
Revenue from operations	1,129,836,366	414,525,000	1,129,836,366	414,525,000
Other Income	415,977	500,971	415,977	500,971
Less: Expenditure	837,962,579	318,552,890	837,962,579	318,552,890
Earnings before interest, tax, depreciation and amortization (EBITDA)	292,289,764	96,473,081	292,289,764	96,473,081
Finance Cost	19,980,388	10,120,233	19,980,388	10,120,233
Depreciation	12,351,323	7,529,116	12,351,323	7,529,116
Prior Period Items	(1,009,858)	-	(1,009,858)	-
Profit Before Taxation	260,967,911	78,823,732	260,967,911	78,823,732
Provision For Taxation	47,160,962	7,585,210	47,160,962	7,585,210
Deferred I-Tax Liability	44,862,464	19,215,246	44,862,464	19,215,246
Net Profit	168,944,485	52,023,276	168,944,485	52,023,276

(Previous period/year figures have been re-grouped/re-classified wherever required)

FINANCIAL HIGHLIGHTS & OPERATIONS:

The Key highlights pertaining to the business of the company for the year 2016-17 and period subsequent there to have been given hereunder:

- On a standalone & Consolidated basis, the Company achieved revenue from operations of Rs. 1,129,836,366 and EBT of Rs. 260,967,911 as against Rs 414,525,000 and Rs. 78,823,732 respectively in the previous year.
- The Net profit of the company during the year under review has increased to Rs. 168,944,485 as compared to net profit of Rs 52,023,276 in the previous year.
- The Directors trust that shareholders will find the performance of the company for the financial year 2016-17 to be satisfactory. The Earning per share (EPS) of the company is Rs. 19.76 per share.
- Paid up share capital of the company increased to Rs. 85,500,000 from Rs. 34,200,000 Pursuant to Bonus issue of 51,30,000 (Fifty-One lac Thirty Thousand) Equity shares of face value of Rs. 10/- each dated March 18, 2017.

Your Company has adapted to the new market reality & shift from Feed in Tariff regime to Auction Driven Tariff regime is commendable. In new reality standalone EPCC in Wind Power sector will have meagre negotiation power. As the critical mass for Viable Auction is 250 MW, the business model for Wind Energy participants has transformed structurally.



2. APPROPRIATIONS:

• DIVIDEND:

The Board, in its Meeting held on January 28, 2017, declared an interim dividend of Rs. 1 per equity share. Further the Board, in its meeting held on May 16, 2017, has recommended a final dividend of Rs. 0.20/- (Twenty paise only) per equity share for the financial year ended March 31, 2017. The proposal is subject to the approval of shareholders at the ensuing 8th Annual General Meeting (AGM).

The total dividend declared for the year under review is 12% i.e. Rs.1.20/- per Equity share of Rs. 10/- each.

• TRANSFER TO RESERVE:

The company has transferred the whole amount of Profit to Reserve and surplus account as per attached audited Balance sheet for the year ended on 31st March, 2017.

• BONUS SHARES

The Company has allotted 51,30,000 (Fifty-one lac Thirty Thousand) fully-paid-up bonus equity shares of face value of Rs. 10/- each dated March 18, 2017 to shareholders of company in proportion of 3:2 and consequently the paid up share capital increased to Rs. 85,50,000 (Eight crores fifty five lacs) divided into 8,550,000 equity shares of Rs. 10/- each.

3. CLASSES OF SHARES:

As on date, the Company has only one class of share capital i.e. Equity Shares of Rs. 10/- each.

4. EXTRACT OF ANNUAL RETURN:

The extract of the annual return in Form MGT-9 in terms of Section 92(3) of the Companies Act, 2013 for the financial year under review has been provided in an Annexure-I which forms part of the Directors' Report.

5. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the Companies Act, 2013 and Accounting Standard AS-21 on Consolidated Financial Statements, the audited Consolidated Financial Statements are provided in the Annual Report.

6. NUMBER OF BOARD MEETING HELD:

The Board of Directors met 12(Twelve) times in the year 2016-17. The details pertaining to number of Board Meetings held during the financial year under review and attendance of Directors have been provided in the Corporate Governance Report.

7. CAPITAL STRUCTURE:

Your Company has made allotments of Equity Shares from time to time. The following is the paid up Equity Share Capital Build-up of Company since incorporation& during the year under review:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (Rs.)
Upon Incorporation	10,000	10	10	Subscription to MOA	Cash	10,000	1,00,000
March 31, 2013	4,90,000	10	10	Further Allotment	Cash	5,00,000	50,00,000
March 20, 2015	75,000	10	20	Further Allotment	Cash	5,75,000	57,50,000
March 23, 2015	2,00,000	10	20	Further Allotment	Cash	7,75,000	77,50,000
March 31, 2015	2,25,000	10	20	Further Allotment	Cash	10,00,000	1,00,00,000
April 10, 2015	15,00,000	10	Nil	Bonus Allotment	Other than Cash	25,00,000	2,50,00,000
February 23, 2016	9,20,000	10	70	Initial Public Offer	Cash	34,20,000	3,42,00,000
March 18, 2017	51,30,000	10	Nil	Bonus Allotment	Other than Cash	85,50,000	8,55,00,000



CHANGES IN AUTHORIZED SHARE CAPITAL:

- (i) The initial authorized share capital of Rs. 1,00,000 divided into 10,000 Equity Shares Rs. 10/- each was increased to Rs.50,00,000 divided into 5,00,000 Equity Shares of Rs. 10/- each pursuant to a resolution of our shareholders dated December 15, 2012.
- (ii) The authorized share capital of Rs. 50,00,000 divided into 5,00,000 Equity Shares of Rs. 10/- each was increased to Rs.1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10/- each pursuant to a resolution of our shareholders dated September 30, 2014.
- (iii) The authorized share capital of Rs. 1,50,00,000 divided into 15,00,000 Equity Shares of Rs. 10/- each was increased to Rs.5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each pursuant to a resolution of our shareholders dated April 10, 2015.
- (iv) The authorized share capital of Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 10,50,00,000 divided into 1,50,00,000 Equity Shares of Rs. 10/- each pursuant to a resolution of our shareholders dated February 25, 2017.

8. CREDIT RATING :

During the year under review, for enhancement of credit exposure of Rs. 15.08/- Crores to 49.98/- Crore, your Company has received credit rating from M/s CREDIT ANALYSIS & RESEARCH LIMITED (CARE). CARE has assigned rating of Triple B minus (Stable Outlook) for long term Bank facilities of Rs. 49.98/- Crores and Triple B minus/A three for Long term/Short Term bank facilities of Rs. 9.00/- Crores.

9. DEPOSITES:

The Company has neither accepted/invited any deposits u/s 73 of the Companies Act, 2013 during the period, nor there any outstanding deposit of earlier years within the meaning of Section 58A of the Companies Act, 1956.

10. MEETING OF INDEPENDENT DIRECTORS:

The independent directors of company met one time during the year on Monday, 27th March, 2017 under the requirement of Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. BOARD EVALUATION:

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report section in this Annual Report.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, details of Appointment and resignation of Directors and KMPs are as under:

Sr. No	Name, DIN, Current Designation, Occupation, Term	Nationality	Age
1	Mr. Farukbhai Gulambhai Patel (DIN: 00414045) <i>Managing Director</i> Date of appointment as Director: January 08, 2010 Date of appointment as Managing Director: July 15, 2015 Term: Five Years beginning on July 15, 2015 up to July 14, 2020 Occupation: Business	Indian	45 years
2	Mr. Ashish Ashwin Mithani (DIN:00152771) <i>Whole-Time Director</i> Date of appointment as Director: January 08, 2010 Date of appointment as Whole Time Director: July 15, 2015 Term: Five Years beginning on July 15, 2015 up to July 14, 2020 Occupation: Business	Indian	43 years



3	Mr. Raghavendra Rao Bondada (DIN:01883766) <i>Non-Executive Independent Director</i> Date of appointment as Non-Executive Independent Director: August 17, 2015 Term: Five Years beginning on August 17, 2015 up to August 17, 2020 Occupation: Business	Indian	43 years
4	Mr. Sajesh Bhaskar Kolte (DIN: 07277524) <i>Non-Executive Independent Director</i> Date of appointment as Non-Executive Independent Director: September 3, 2015 Term: Five Years beginning on September 3, 2015 up to September 3, 2020 Occupation: Business	Indian	43years
5	Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587) <i>Non-Executive Non-Independent Director & Chairperson</i> Date of appointment as Non-Executive Non-Independent Director: August 17, 2015 Term: Liable to Retire by Rotation Occupation: Senior Advocate	Indian	59 years
6	Mr. Bhupendra Vadilal Shah (DIN: 06359909) <i>Non-Executive Non-Independent Director</i> Date of appointment as Additional Director: July 30, 2016 Date of Appointment as Non-Executive Non-Independent Director: September 19, 2016 Term: Liable to Retire by Rotation Occupation: Business	Indian	67 years

The Board of Directors in their meeting held on April 08, 2015 appointed Mr. Pravin Radhekant Singh as Chief Financial Officer (CFO) of the Company.

Mr. Karmit Sheth was appointed as company secretary & compliance officer and key managerial personnel under section 203 of Companies Act 2013 by the Board of Directors of the Company in their meeting held on July 30th, 2016.

13. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There were no material changes except as already intimated on stock exchange and commitments affecting the financial position of the Company.

14. DECLARATION BY AN INDEPENDENT DIRECTOR(S):

A declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been taken by the company.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. It has been provided in an Annexure-II which forms part of the Directors' Report.

15. CONSTITUTION OF COMITTEES:



AUDIT COMMITTEE:

The Company has constituted an Audit Committee in accordance with Section 177(1) of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report. There has been no instance where the Board of Directors had not accepted any recommendation of the Audit Committee.

- **NOMINATION & REMUNARATION COMMITTEE:**

The Company has constituted Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report.

- **STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Company has constituted Stakeholder Relationship Committee in accordance with Section 178 of the Companies Act, 2013, the details of which have been provided in the Corporate Governance Report forming part of this Annual Report.

- **CSR COMMITTEE:**

The Company has constituted Corporate Social Responsibility (CSR) Committee in accordance with section 135 of the Companies Act, 2013, the details of which have been provided in Annexure IV forming part of this Annual Report.

16. AWARDS AND RECOGNITIONS:

During the year under review, your company has been felicitated as one of the top performers in SME Segment (FY 15-16) by the Bombay Stock Exchange Limited.

17. AUDITORS:

- **STATUTORY AUDITORS:**

pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. **K A SANGHAVI & CO.**, Chartered Accountants, bearing Registration No. **120846W**, were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 7th Annual general Meeting until the conclusion of the 12th Annual General Meeting of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors of the Company on a year to year basis.

- **STATUTORY AUDITORS' OBSERVATIONS IN AUDIT REPORT:**

The notes on financial statement referred to in the auditor's report are self-explanatory. There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board.

- **SECRETARIAL AUDITOR:**

Pursuant to provision of Section 204 of Companies Act, 2013 and Rules made thereunder, M/s SJV & Associates, Company Secretaries has been appointed as a Secretarial Auditor of the Company for the "Financial Year 2016-17" in Meeting of Board of Directors held on March 18, 2017. A Secretarial Audit Report in Form MR-3 given by M/s. SJV & Associates, Company Secretaries has been provided in an Annexure-III which forms part of the Directors Report.

- **SECRETARIAL AUDITORS' OBSERVATIONS IN SECRETARIAL AUDIT REPORT:**

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board.

- **INTERNAL AUDITOR:**

In terms of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Company has appointed Mr. Harsh Shah, Chartered Accountant (Membership no. 165448) as an Internal Auditor of the Company.



18. INTERNAL AUDIT & CONTROLS:

The Company has engaged Mr. Harsh Shah, Chartered Accountant as Internal Auditor of Company. During the year, the Company continued to implement his suggestions and recommendations to improve the control environment. His scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditor's findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

19. VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company, the link provided below:

(<http://www.kpenergy.in/Download/Code%20&%20Policies/Vigil%20Mechanism.pdf>)

20. CORPORATE SOCIAL RESPONSIBILITY POLICY:

The Company has constituted the CSR Committee in accordance with Section 135(1) of the Companies Act, 2013, for financial year 2016-2017 the details of CSR expenditure has been appended in Annexure IV of this Annual Report. Approved CSR policy is available on the Company's website.

(<http://www.kpenergy.in/Download/Code%20&%20Policies/Corporate%20Social%20Responsibility%20Policy.pdf>).

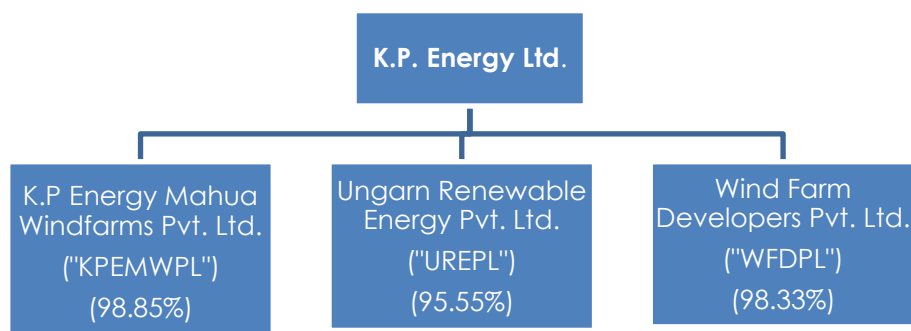
21. HEALTH, SAFETY & ENVIRONMENT POLICY:

The Company has recognized, health management, occupational safety and environment protection (HSE) as one of the most important elements in the organization's sustainable growth and has closely linked it to its cultural values. Company continually strives to create a safe working environment by being responsive, caring and committed to the various needs governing the security and well-being of employees. The HSE policy of the company is available on the Company's website at link provided below:

(<http://www.kpenergy.in/Download/Code%20&%20Policies/Health,%20Safety%20&%20Environment%20policy.pdf>)

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has acquired controlling interest as on July 01, 2015 in three of its group companies, thereby making them our subsidiaries. The statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries is given as Annexure V.



As on March 2017, there are no joint ventures of the Company.

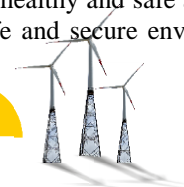
- The Company has formed three LLPs as Project specific Special Purpose Vehicle (SPV) in February, 2017 namely Mahuva Power Infra LLP, Manar Power Infra LLP & Miyani Power Infra LLP.

23. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report on the operations of the Company has been provided in a separate section which forms part of this Annual Report.

24. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There was no case filled during the year, under the sexual harassment of women at workplace (Prevention, Prohibition & Redresser) Act, 2013. Further Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women



employee. The Sexual Harassment Policy of the company has been reviewed at the Meeting of Independent Directors of the company held on March 31, 2017.

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

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, is to be regarded as Nil. The Company has not entered into any technology transfer agreement.

26. CORPORATE GOVERNANCE:

As per Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, a separate section on corporate governance practices followed by the company, together with a certificate from the Company's Auditors confirming compliances forms an integral part of this report.

27. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY:

The particulars of contracts / arrangements with related parties referred to in Section 188(1) entered into during the financial year under review as required to be given in Form AOC-2, have been provided in an Annexure-VI which forms part of the Directors' Report.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant and material orders except as disclosed to the stock exchange, passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations during the year under review.

29. HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or made investments covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2016-17.

31. DISCLOSURE OF REMUNERATION OF EMPLOYEES COVERED UNDER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees has received remuneration above the limits specified in the rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2016-17. Further, the disclosures pertaining to remuneration and other details as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed in Annexure VII.

32. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the Section 134(3)(c) of the Companies Act, 2013:

- I. That in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- II. That such accounting policies, as mentioned in the Financial Statements as 'Significant Accounting Policies' have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- III. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. That the annual financial statements have been prepared on a going concern basis;
- V. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;



VI. Those proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

33. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

36. LISTING WITH STOCK EXCHANGE:

K.P. Energy Limited got its shares listed on SME Platform of the BSE Limited on February 25, 2016. It has paid Annual Listing Fees for the year 2016 – 2017 to BSE Limited.

37. OTHER DISCLOSURES:

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

38. ACKNOWLEDGEMENT:

The Directors wish to place on record their appreciation for the co-operation and support received from the government of India, all state level nodal agencies and all state electricity boards.

The Directors are thankful to all the Bankers, Financial Institutions and the Investor Group for their support to the Company. The Board places on record its appreciation for continued support provided by the esteemed customers, suppliers, bankers, financial institutions, consultants and shareholders.

Your Directors also wish to place on record their deep sense of appreciation for the committed services, hard work and dedication by the Company's executives, staff and workers.

**For and on behalf of the Board of Directors
K.P. ENERGY LIMITED**

**Place: Surat
Date: 28/08/2017**

**Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045**

**Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771**



ANNEXURE-I**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31st March, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]**I. REGISTRATION & OTHER DETAILS:**

i	CIN	L40100GJ2010PLC059169
ii	Registration Date	08.01.2010
iii	Name of the Company	K.P. ENERGY LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat-395009, Gujarat Phone No.: +91-261-2764757
vi	Whether listed company	Yes (Scrip Code: 539686)
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059, Maharashtra, India Tel: +91 22 40430200 Fax: +91 22 28475207 Email : ipo@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Windmill Infrastructure Developer	432- Electrical, plumbing and other construction installation activities	98.49%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES AS ON 31ST MARCH, 2017

Sr. No	Name & Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	K.P Energy Mahua Windfarm Pvt. Ltd. A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat Gujarat 395009	U40105GJ2012PTC071287	Subsidiary	98.85%	2(87)
2	Wind Farm Developers Pvt. Ltd. A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat Gujarat 395009	U40101GJ2012PTC072081	Subsidiary	98.33%	2(87)
3	Ungarn Renewable Energy Pvt. Ltd. J-1, Nishat Society, B/H Shalimar Society, Adajan Patia, Surat Gujarat 395009.	U40106GJ2014PTC079542	Subsidiary	95.55%	2(87)



IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as % to total Equity)

(i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2016)				No. of Shares held at the end of the year (31-03-2017)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2375000	0	2375000	69.44	5937521	0	5937521	69.44	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	2375000	0	2375000	69.44	5937521	0	5937521	69.44	0
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2375000	0	2375000	69.44	5937521	0	5937521	69.44	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0



(2) Non Institutions									
a) Bodies corporate									
i) Indian	630116	0	630116	18.42	549000	0	549000	6.42	-12.003
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	160776	74108	234884	6.87	498685	33858	532543	6.23	-0.639
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	168000	0	168000	4.912	1269686	18750	1288436	15.069	10.157
c) Others (specify)	12000	0	12000	0.351	242500	0	242500	2.836	2.485
SUB TOTAL (B)(2):	970892	74108	1045000	30.555	2559871	52608	2612479	30.555	0.000
Total Public Shareholding (B)= (B)(1)+(B)(2)	970892	74108	1045000	30.555	2559871	52608	2612479	30.555	0.000
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3345892	74108	3420000	100	8497392	52608	8550000	100	0



(ii) SHARE HOLDING OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	FARUKBHAI GULAMBHAI PATEL	1662500	48.61	0	4156250	48.61	0	0
2	ASHISH ASHWIN MITHANI	456250	13.34	0	1140646	13.34	0	0
3	JOLLY ASHISH MITHANI	156250	4.57	0	390625	4.57	0	0
4	BHAVNABEN ASHWINBHAI MITHANI	75000	2.19	0	187500	2.19	0	0
5	JAGRUTI NIRAJ MITHANI	25000	0.73	0	62500	0.73	0	0
	Total	2375000	69.44	0	5937521	69.44	0	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Particulars	Share holding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	2375000	69.44	-	-
	Increase in Promoters shareholding due to Bonus Share Issue as on March 18, 2017 in ratio of 3:2	3562521	-	5937521	69.44
	Decrease in Promoters shareholding	-	-	5937521	69.44%
	At the end of the year	-	-	5937521	69.44%



(v) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)								
Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning/end of the year			Cumulative Shareholding during the year			
		No. of Shares		% of total shares of the company	No of shares		% of total shares of the company	
1	Veer Value Ventures LLP							
	At the Beginning of the year	308000		9.0058%	308000		9.0058%	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		13.05.2016	(56000)	Sale of Shares		(56000)	252000	
		1.7.2016	(2000)	Sale of Shares		(2000)	250000	
		15.7.2016	(50000)	Sale of Shares		(50000)	200000	
		18.3.2017	300000	Bonus Allotment		300000	500000	
	At the end of the year	500000		5.848%	500000		5.848%	
2	Manish Kantilal Haria							
	At the Beginning of the year	0		0	0		0	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		15.7.2016	108000	Purchase of Shares		108000	108000	
		18.3.2017	162000	Bonus Allotment		162000	270000	
	At the end of the year	270000		3.1579%	270000		3.1579%	
3	Ashit Mehta							
	At the Beginning of the year	0		0	0		0	
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		17.06.2016	74000	Purchase of Shares		74000	74000	
		18.03.2017	111000	Bonus Allotment		111000	185000	
	At the end of the year	185000		2.1637%	185000		2.1637%	
4	Hemali Arvindkumar Dagli							
	At the Beginning of the year	0		0	0		0	



	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<table><tr><th>Date</th><th>Shares</th><th>Reason</th></tr><tr><td>03.06.2016</td><td>56000</td><td>Purchase of Shares</td></tr><tr><td>18.03.2017</td><td>84000</td><td>Bonus Allotment</td></tr></table>	Date	Shares	Reason	03.06.2016	56000	Purchase of Shares	18.03.2017	84000	Bonus Allotment		<table><tr><th>Shares</th><th>Cumulative Shares</th></tr><tr><td>56000</td><td>56000</td></tr><tr><td>84000</td><td>140000</td></tr></table>	Shares	Cumulative Shares	56000	56000	84000	140000	
Date	Shares	Reason																		
03.06.2016	56000	Purchase of Shares																		
18.03.2017	84000	Bonus Allotment																		
Shares	Cumulative Shares																			
56000	56000																			
84000	140000																			
	At the end of the year	140000	1.6374	140000	1.6374															
5	Saurabh Nareshkumar Shah																			
	At the Beginning of the year	52000	1.5205%	52000	1.5205%															
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<table><tr><th>Date</th><th>Shares</th><th>Reason</th></tr><tr><td>18.03.2017</td><td>78000</td><td>Bonus Allotment</td></tr></table>	Date	Shares	Reason	18.03.2017	78000	Bonus Allotment		<table><tr><th>Shares</th><th>Cumulative Shares</th></tr><tr><td>78000</td><td>130000</td></tr></table>	Shares	Cumulative Shares	78000	130000						
Date	Shares	Reason																		
18.03.2017	78000	Bonus Allotment																		
Shares	Cumulative Shares																			
78000	130000																			
	At the end of the year	130000	1.5205%	130000	1.5205%															
6	Sanjay M Sanghavi																			
	At the Beginning of the year	40000	1.1696%	40000	1.1696%															
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<table><tr><th>Date</th><th>Shares</th><th>Reason</th></tr><tr><td>18.03.2017</td><td>60000</td><td>Bonus Allotment</td></tr></table>	Date	Shares	Reason	18.03.2017	60000	Bonus Allotment		<table><tr><th>Shares</th><th>Cumulative Shares</th></tr><tr><td>60000</td><td>100000</td></tr></table>	Shares	Cumulative Shares	60000	100000						
Date	Shares	Reason																		
18.03.2017	60000	Bonus Allotment																		
Shares	Cumulative Shares																			
60000	100000																			
	At the end of the year	100000	1.1696%	100000	1.1696 %															
7	Sunita Bansal																			
	At the Beginning of the year	0	0	0	0															
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	<table><tr><th>Date</th><th>Shares</th><th>Reason</th></tr><tr><td>23.09.2016</td><td>36000</td><td>Purchase of Shares</td></tr><tr><td>18.03.2017</td><td>54000</td><td>Bonus Allotment</td></tr></table>	Date	Shares	Reason	23.09.2016	36000	Purchase of Shares	18.03.2017	54000	Bonus Allotment		<table><tr><th>Shares</th><th>Cumulative Shares</th></tr><tr><td>36000</td><td>36000</td></tr><tr><td>54000</td><td>90000</td></tr></table>	Shares	Cumulative Shares	36000	36000	54000	90000	
Date	Shares	Reason																		
23.09.2016	36000	Purchase of Shares																		
18.03.2017	54000	Bonus Allotment																		
Shares	Cumulative Shares																			
36000	36000																			
54000	90000																			
	At the end of the year	90000	1.0526%	90000	1.0526%															
8	Atul Mansukhlal Shah																			



	At the Beginning of the year	20000			0.5848	20000		0.5848
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		18.03.2017	30000	Bonus Allotment		30000	50000	
	At the end of the year	50000			0.5848%	20000		0.5848%
9	Manish Hiralal Vora							
	At the Beginning of the year	30000			0.8772%	30000		0.8772%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		21.10.2016	(2000)	Sale of Shares		(2000)	28000	
		04.11.2016	(2000)	Sale of Shares		(2000)	26000	
		11.11.2016	(3000)	Sale of Shares		(3000)	23000	
		06.01.2017	(2000)	Sale of Shares		(2000)	21000	
		17.02.2017	(1000)	Sale of Shares		(1000)	20000	
		03.03.2017	(1000)	Sale of Shares		(1000)	19000	
		18.03.2017	28500	Bonus Allotment		28500	47500	
		31.03.2017	(2500)	Sale of Shares		(2500)	45000	
	At the end of the year	45000			0.5263%	45000		0.5263%
10	Karan Sundeep Karna							
	At the Beginning of the year	0			0	0		0
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Date	Shares	Reason		Shares	Cumulative Shares	
		26.08.2016	18000	Purchase of Shares		18000	18000	
		06.01.2017	(1000)	Sale of Shares		(1000)	17000	
		18.03.2017	25500	Bonus Allotment		25500	42500	
	At the end of the year	42500			0.4971%	42500		0.4971%



(v) Shareholding of Directors and KMP

Sl. No	For Each of the Directors & KMP	Shareholding		Date	Increase/Decrease in share-holding	Reasons	Cumulative Shareholding during the year (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01-04-16) / end of the year (31-03-17)	% of total shares of the company				No of shares	% of total shares of the company
1	Farukbhai Gulambhai Patel Managing Director	1662500	48.61%	01.04.2016	-	-	-	-
		-	-	18.03.2017	2493750	Bonus share issue	4156250	48.61%
		4156250	48.61%	31.03.2017	-	*	4156250	48.61%
2	Ashish Ashwin Mithani Whole Time Director	456250	13.34%	01.04.2016	-	-	-	-
		-	-	18.03.2017	684375	Bonus share issue	1140625	13.34%
				18.03.2017	21	Fractional Shares	1140646	13.34%
		1140646	13.34%	31.03.2017	-	*	1140646	13.34%
3	Bhadrabala Dhimantrai Joshi Non-Executive Non Independent Director	0	0.00	01.04.2016	0	No change	-	-
		0	0.00	31.03.2017	-		-	-
4	Sajesh Bhaskar Kolte Independent Director	0	0.00	01.04.2016	0	No change	-	-
		0	0.00	31.03.2017	-		-	-
5	Raghavendra Rao Bondada Independent Director	0	0.00	01.04.2016	0	No change	-	-
		0	0.00	31.03.2017	-		-	-
6	Bhupendra Vadilal Shah Non-Executive Non-Independent Director	2000	0.06%	01.04.2016	-	-	-	-
		-	-	18.03.2017	3000	Bonus share issue	5000	0.06%
		5000	0.06%	31.03.2017	-	*	5000	0.06%
7	Pravin Radhekant Singh Chief Financial Officer	3750	0.11%	01.04.2016	-	-	-	-
		-	-	18.03.2017	5625	Bonus share issue	9375	0.11%
		9375	0.11%	31.03.2017	-	*	9375	0.11%
8	Karmit Haribhadra Sheth Company Secretary	0	0.00	01.04.2016	-	No change	-	-
		0	0.00	31.03.2017	-	-	-	-



(vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	88553852	24658525	0	113212377
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1190792	0	0	1190792
Total (i+ii+iii)	89744644	24658525	0	114403169
Change in Indebtedness during the financial year				
Additions	94205419	4151583	0	98357002
Reduction	11216631	24658525	0	35875156
Net Change	82988788	-20506942	0	62481846
Indebtedness at the end of the financial year				
i) Principal Amount	172733432	4151583	0	176885015
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	172733432	4151583	0	176885015



(vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:				
Sr. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Farukhbhai G. Patel MD	Ashish A. Mithani WTD	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1200000	1200000	2400000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	600000	514479	1114479
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission as % of profit others (specify)	0	0	0
5	Others, please specify (Other Benefits)	151700	0	151700
	Total (A)	1951700	1714479	3666179
	Ceiling as per the Act	As per the provisions of section 197 of Companies Act, 2013		

B. Remuneration to other directors:						
Sr. No.	Particulars of Remuneration	Name of the Directors				Total Amount
	3. Independent Directors	Mrs. Bhadrabala Joshi	Mr. Bhupendra Shah	Mr. Sajesh Kolte	Mr. Raghavendra Rao Bondada	0
	(a) Fee for attending board committee meetings	0	0	45000	42500	87500
	(b) Commission	0	0	0	0	0
	(c) Others, please specify	0	0	0	0	0
	Total (1)	0	0	45000	42500	87500
	4. Other Non-Executive Directors					
	(a) Fee for attending board committee meetings	35000	20000	0	0	55000
	(b) Commission	0		0	0	0
	(c) Others, please specify.	0		0	0	0
	Total (2)	35000	20000	0	0	55000
	Total (B)=(1+2)	35000	20000	45000	42500	142500
	Total Managerial Remuneration	-		-	-	-
	Overall Ceiling as per the Act.	One Lac per board/Committee Meeting				



C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
1	Gross Salary	CEO	Company Secretary		CFO	Total
			Ms. Nita Mishra*	Mr. Karmit Sheth**	Mr. Pravin Singh	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0	30000	247217	363850	641067
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission as % of profit others (specify)	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total	0	30000	247217	363850	641067

*Ms. Nita Mishra, Former Company Secretary and Compliance Officer of the Company has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. July 30, 2016.

**Mr. Karmit Sheth has been appointed as Company Secretary and Compliance officer of the Company w.e.f. July 30, 2017.

(viii) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



DECLARATION OF INDEPENDENCE

01st April, 2017

To,
The Board of Directors
K.P. ENERGY LIMITED
 A-1/2, Firdos Tower,
 Behind Fazal Shopping Centre,
 Adajan Patia, Surat- 395009

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Mr. Sajesh Bhaskar Kolte (DIN:07277524)**, hereby certify that I am a Non-Executive Independent Director of **K.P. Energy Limited**, Surat and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or
 - is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.



Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship /transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,
Yours faithfully,**

**Mr. Sajesh Bhaskar Kolte
Non-Executive & Independent Director
(DIN: 07277524)**

**Date: 01/04/2017
Place: Surat**



DECLARATION OF INDEPENDENCE

To,
The Board of Directors
K.P. ENERGY LIMITED
A-1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat- 395009

01st April, 2017

Sub: Declaration of independence under sub-section (6) of section 149 of the Companies Act, 2013 and the Regulation 16 of SEBI (LODR), Regulation, 2015

I, **Mr. Raghavendra Rao Bondada (DIN: 01883766)**, hereby certify that I am a Non-Executive Independent Director of **K.P. Energy Limited**, Surat and comply with all the criteria of independent director as envisaged in the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013.

I certify that:

1. I possess relevant expertise and experience to be an independent director in the Company;
2. I am/was not a promoter of the company or its holding, subsidiary or associate company;
3. I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
4. Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
5. Not any of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
6. Neither me nor any of my relatives:
 - holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - holds together with my relatives 2% or more of the total voting power of the company; or
 - is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
7. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
8. I am not less than 21 years of age.



Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship /transactions.

Further, I do hereby declare and confirm that the above said information are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

**Thanking you,
Yours faithfully,**

**Mr. Raghavendra Rao Bondada
Non-Executive & Independent Director
(DIN: 01883766)**

**Date: 01/04/2017
Place: Surat**



FORM No. MR-3

Secretarial Audit Report for the Financial Year Ended 31st March 2017

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
K.P. Energy Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by K.P. Energy Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the K.P. Energy Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit and the representations made by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by K.P. Energy Limited for the Financial Year ended on 31st March, 2016 according to the provisions of:

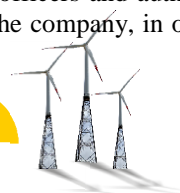
- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. The Securities and Exchange Board of India (The Listing Obligations and Disclosure requirements) Regulations, 2015;
- VII. Other laws applicable to the Company as per the representations made by legal representative of the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards of The Institute of Company Secretaries of India,
- ii. The Listing Agreements entered into by the Company with BSE-SME Stock Exchange.

During The year under review, the company has complied with the provisions of the act, rules, regulations and guidelines mentioned above.

We further report that based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CEO of the company, in our opinion, adequate



systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable general laws.

We further report that the compliance by the company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

We further report that during the audit period, the company has issued Bonus share of 51,30,000 Equity Shares in the ratio of 1.5:1 on 18.03.2017 having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Our examination was limited to the verification of procedures on test basis and the report provides not absolute but, reasonable assurance.

For SJV & Associates,
Company Secretaries

Place: Ahmedabad
Date:- 18/08/2017

Proprietor
CS Janki Shah
Membership No.: **ACS-29657**
COP No:- **10836**

*This report is to be read with our letter of even date which is annexed as **"Annexure A"** and forms an integral part of this report.*



“Annexure - A”

**To
The Members
K.P. Energy Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For SJV & Associates,
Company Secretaries

Place: Ahmedabad
Date:- 18/08/2017

Proprietor
CS Janki Shah
Membership No.: **ACS-29657**
COP No:- **10836**



ANNEXURE IV

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013]

The Companies Act, 2013 has introduced the idea of CSR recently but your Company is voluntarily following it since last many years. Our Company believes the policy which is more and more beneficial to the society at large by promoting and encouraging economic, social and educational development and also giving active support to local initiatives around its area of operation thereby promoting upliftment of people in varied arenas of life.

Pursuant to the Section 135 of the Companies Act, 2013 (hereinafter refer as "the Act") read with the Companies (Corporate Social Responsibility Policy) Rule, 2014, the Company is required to adopt the Corporate Social Responsibility (CSR) policy in the organization to add sense of responsibility and contribution among corporate which is expected to be Beneficial to different class of people such as children, women, uneducated, unemployed etc. towards which such CSR activities may be focused.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR Committee of the Board is responsible for overseeing the execution of the Company's CSR Policy. The CSR Committee comprises Independent director as chairman and MD and WTD as below

Sr. No.	Name of the Person	Position
1	Sajesh Bhaskar Kolte	Chairman
2	Farukbhai Gulambhai Patel	Member
3	Ashish Ashwin Mithani	member

The CSR Committee is responsible for:

- To Recommend the amount of expenditure to be incurred on the activities herein before.
- To monitor the implementation of Corporate Social Responsibility Policy of the Company from time to time.
- The CSR Committee shall arrange to provide all required inputs to undertake CSR activities and shall review all Social initiatives. The CSR committee shall update the Board of Directors on periodically.
- The Board of Directors shall include an Annual Report on CSR activities in their report.

FINANCIAL DETAILS:

Section 135 of the Companies Act, 2013 and Rules made under it prescribe that every company having a net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more or net profit of Rs. 5 Crore or more during any financial year shall ensure that it spends, in every financial year, at least 2% of the average net profit made during the three immediately preceding financial year, in pursuance of CSR policy. The provision pertaining to CSR as prescribed under the Companies Act, 2013 are applicable to K.P. Energy Limited.

Financial Details as sought by the Companies Act, 2013, for fiscal 2017 are as follows:

Particulars	Amount Rs.
Average Net Profit of the Company for the last three financial year	37922400.33
Prescribed CSR Expenditure (2% of the average net profit as computed above)	758448
Total amount to be spent for the financial year	758448
Amount Spent	2510292
Amount Unspent	Nil
Manner in which amount spent during the financial year	Detail specified as under:



Sr. No	CSR Project or Activities identified	Sectors in which project is covered	Projects or Programs in Area or Name of District	Amount Outlay (budget) project or program wise	Amount Spent on the Project or Programs (in Lakhs.)	Amount Spent: Direct/through Implementation Agency
1	Distribution of Education Kits.	Education	Gujarat (Bhavnagar, Porbandar)	2.00	2.30	Direct
2	Mass Tree Plantation Drive	Environment care & Protection.	Gujarat (Matalpar, Bhavnagar)	10.00	13.25	Direct
3	infrastructure aids to villages	Public Infrastructure Development	Gujarat (Matalpar, Bhavnagar)	8.00	9.55	Direct

OBLIGATION UNDER CSR ACTIVITIES

Team KP Energy has independently taken few most influential steps in CSR initiatives:

- Distribution of education kits:** Almost in 50 villages in the districts of Bhavnagar & Porbandar, kids taking admission in school for the first time in government schools are welcomed with Exemplary Education Kit. This consists of an all-weather school bag along with necessary accessories for learning. This initiative has been well appreciated by schools since it becomes a big motivation for pursuing to bring children to enrol and get educated from remotely located & down trodden families. This initiative started few years back with only 500 kits which has now grown to about 5000 kits every year.

The touching of lives of rural India is one of the most encouraging aspects in wind farm development. And while developing infrastructure, team KP Energy, keeps eye on the existing infrastructure of the schools and keeps contributing in this space without making any noise. Providing computers, printers, rectification of boundary walls, construction of classrooms, providing infrastructure for potable drinking water are few of such initiatives which have facilitated enriching education in enlightening the rural India.



- **Common Infrastructure – otherwise uncommon!** Remote villages are not in limelight. We are hardly aware, what is the life mantra of these aloof areas where basic amenities are completely absent and it calls for a lot of patience to keep life humming!

Team KP Energy always choose to provide infrastructure aids to villages which is otherwise extremely difficult for them to manage, either by collective contribution or government aids. For example, building pavements or all-weather roads which will enable farmers and commuters to access even in worst monsoon or floods, strengthening existing roads, constructing cross drainages, bridges, walk-ways to mitigate flood impacts is quite a normal phenomenon for construction teams of KP Energy. Temples, public places, community halls, village society infrastructure are such other areas where company have contributed more than Rs 100 lacs in current year alone!

- **Safety, Security & Wellbeing of all:** Projects, when run into crores of rupees in capital investments, are usually designed to optimise productivity and longevity. However, at KP Energy, environment care is also a vital parameter in design, engineering, execution & operations of project. It has developed a versatile design for its overhead transmission lines to mitigate bird fatality even for long tailed birds. It ensures guards, protection measures for any accidental injury to flora or fauna during construction or operation of wind projects. And company also enjoys being first in the country to obtain environmental permission to develop a specific wind project in coastal regulation zone from Ministry of Environment, Forests & Climate Change, Government of India.
- **Mass Plantation Drive:** One of the largest campaigns for plantation was initiated by KP Energy team at Matalpar and Karmadia villages of Bhavnagar, where at a time; about 10,000 saplings were planted by school students of all

nearby villages (approximately 3500 in numbers) along with villagers, staff, workers, associated contractors and activists of green revolution in the vicinity.

Company has set the target of planting and growing 1,00,000 trees by 2022. And it has, so far planted 17,600 saplings successfully in the barren waste lands mostly on road sides. It spends substantial fund in regular watering and tendering these plants too to ensure that plantation is not limited to sowing alone but translates into actual afforestation.



- **Local Development via Employment & Enrolment:** Human Capital is the most expensive and scarce resource! And instead of considering head counts, if we develop them as skill sets, no big number or no difficult project can meet time or cost overrun! With this ideology, team KP Energy imparts free training and working opportunities for unemployed youths, develops specific construction or engineering expertise and makes them align with today's much needed vocational skills. Also, all such jobs which are possible and serviceable by local people are entrusted to them only. This has given so huge acceptability and turnaround for economically backward people shadowed only due to dearth of business opportunities.

OUR CSR RESPONSIBILITIES: We hereby affirm that CSR policy, as approved by the Board, has been implemented and activities undertaken are in compliance with CSR Policy

**For and on behalf of the Board of Directors
K.P. ENERGY LIMITED**

**Place: Surat
Date: 28/08/2017**

**Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045**

**Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771**



ANNEXURE- V

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

Sr. No.	Particulars	Details		
1	Name of the subsidiary	K.P Energy Mahua Windfarms Private Limited	Wind Farm Developers Private Limited	Ungarn Renewable Energy Private Limited
2	Reporting currency	INR	INR	INR
3	Share capital	42,50,000	29,30,000	11,00,000
4	Reserves & surplus	NIL	NIL	NIL
5	Total assets	47,19,000	32,39,000	13,84,000
7	Total Liabilities	47,19,000	32,39,000	13,84,000
8	Investments	NIL	NIL	NIL
9	Turnover	NIL	NIL	NIL
10	Profit before taxation	NIL	NIL	NIL
11	Provision for taxation	NIL	NIL	NIL
12	Profit after taxation	NIL	NIL	NIL
13	Proposed Dividend	NIL	NIL	NIL
14	% of shareholding	98.85%	98.33%	95.55%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: **-NIL**
- Names of subsidiaries which have been liquidated or sold during the year.: **-NIL**



PART “B”: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. no.	Name of Associates/Joint Ventures	NIL
1.	Latest audited Balance Sheet Date	NIL
2.	Shares of Associate/Joint Ventures held by the company on the year end	NIL
	No.	NIL
	Amount of Investment in Associates/Joint Venture	NIL
	Extend of Holding %	NIL
3.	Description of how there is significant influence	NIL
4.	Reason why the associate/joint venture is not Consolidated	NIL
5.	Networth attributable to Shareholding as per latest audited Balance Sheet.	NIL
6.	Profit / Loss for the year	NIL
6(i).	Considered in Consolidation	NIL
6(ii.)	Not Considered in Consolidation	NIL

1. Names of associates or joint ventures which are yet to commence operations: **NIL**

2. Names of associates or joint ventures which have been liquidated or sold during the year: **-NIL**

**For and on behalf of the Board of Directors
K.P. ENERGY LIMITED**

Place: Surat
Date: 28/08/2017

Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045

Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771



ANNEXURE- VI

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	NIL
b.	Nature of contracts/arrangements/transaction	NIL
c.	Duration of the contracts/arrangements/transaction	NIL
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e.	Justification for entering into such contracts or arrangements or transactions'	NIL
f.	Date of approval by the Board	NIL
g.	Amount paid as advances, if any	NIL
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	K P BUILDCON PRIVATE LIMITED (Group co)
b.	Nature of contracts/arrangements/transaction	Purchase of material and availing services at site.
c.	Duration of the contracts/arrangements/transaction	Financial year 2016-2017
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	RS. 3,63,50,030.96/-
e.	Justification for entering into such contracts or arrangements or transactions'	In ordinary course of business availing galvanizing and fabrication services along with supply of materials and Services
f.	Date of approval by the Board	15.06.2016
g.	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors
K.P. ENERGY LIMITED

Place: Surat
Date: 28/08/2017

Farukhbhai Gulambhai Patel
Managing Director
DIN: 00414045

Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771



ANNEXURE VII

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Name	Ratio
Farukbhai Gulambhai Patel (Managing Director)	9.64:1
Ashish Ashwin Mithani (Whole Time Director)	8.47:1

- (ii) For this purpose, sitting fees paid to the directors has not been considered as remuneration. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year.

Name	Designation	% Increase
Mr. Farukbhai Gulambhai Patel	Managing Director	39.40
Mr. Ashish Ashwin Mithani	Whole Time Director	49.08
Mr. Pravin Radhekant Singh	Chief Financial Officer	3.66
Ms. Nita Suni Mishra	Company Secretary (Former)	-*
Mr. Karmit Haribhadra Sheth	Company Secretary	174.68**

*Ms. Nita Mishra, Former Company Secretary and Compliance Officer of the Company has resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. July 30, 2016.

**Mr. Karmit Sheth has been appointed as Company Secretary and Compliance officer of the Company w.e.f. July 30, 2017 on terms of appointment and remuneration decided by the board and hence % increase is the comparison of remuneration paid to company secretary erstwhile.

- (iv) The percentage increase in the median remuneration of employees in the financial year: 29.81%
- (v) The number of permanent employees on the rolls of company: 62
- (vi) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:**

The average percentage increase already made in the salary of the employees other than managerial personnel in the financial year 2016-17 is 18.094% whereas Remuneration of managerial personnel is increased by 66.71%.

- (vii) If remuneration is as per the remuneration policy of the company: Yes

For and on behalf of the Board of Directors
K.P. ENERGY LIMITED

Place: Surat
Date: 28/08/2017

Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045

Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771



REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
2. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
3. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Remuneration to Executive Directors and Key Managerial Personnel

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include Basic Pay, Perquisites and Allowances and Annual Performance Bonus.

Remuneration to Non-Executive Directors

The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to conveyance/sitting fees for attending the meetings of the Board and the Committees thereof.

Remuneration to other employees

Employee's remuneration shall be based on their individual qualifications and work experience, competencies as well as their roles and responsibilities in the organization, job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.



CORPORATE GOVERNANCE REPORT

COMPANY PHILOSOPHY ON CODE OF GOVERNANCE:

A brief statement on company's philosophy on code of Governance:

The company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as fair and transparent business practices, effective management controls at all levels, adequate representation of promoter, executive and independent director on the board, accountability of performance at all levels, monitoring of executive performance by the Board and transparent and timely disclosure of financial and management information.

BOARD OF DIRECTORS

As on 31st March 2017, the Company's board consists of six members. The chairperson of the board is a non-executive director. The Company has an optimum combination of executive and non-executive directors in accordance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The board has two executive directors and four non-executive directors, of whom two are independent directors. The composition of Board is given in Table 1.

None of the Directors hold directorship in more than 20 public limited Companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

TABLE 1: COMPOSITION OF BOARD

Sr. no.	Name of Director	Category of Director	No. of Other Directorship		No. of Other Committees including K.P. Energy Limited	
			Public	Private	Member	Chairman
1	Mr. Farukbhai Gulambhai Patel* (DIN: 00414045)	Managing Director	2	*7	1	-
2	Mr. Ashish Ashwin Mithani (DIN: 00152771)	Whole Time Director	-	3	1	-
3	Mrs. Bhadrabala Dhimantra Joshi (DIN: 07244587)	Non-Executive-Non Independent Director & Chairperson	-	-	1	-
4	Mr. Sajesh Bhaskar Kolte (DIN: 07277524)	Independent Director	-	-	1	2
5	Mr. Raghavendra Rao Bondada (DIN: 01883766)	Independent Director	-	1	2	1
6	Mr. Bhupendra Vadilal Shah (DIN: 06359909)	Non-Executive Non-Independent Director	-	-	-	-

* The Directorship includes directorship in a company with charitable object as per section 8 of Companies Act, 2013.



BRIEF BIOGRAPHIES OF OUR DIRECTORS

Farukbhai G. Patel

Mr. Farukbhai Patel, aged 44 years, is the Managing Director of our Company. He is also the founding promoter of the company. He has a vast business experience of over 20 years. He has been instrumental in ushering in the growth in operations of the company. He began his business career in the year 1994 by starting a venture engaged mainly in logistics and construction of residential buildings. From 2001 onwards, Mr. Farukbhai Patel incorporated various companies in order to diversify and run various businesses like Renewable Energy (Solar and Wind), Dredging, manufacturing and galvanizing of telecom towers, manufacturing of textiles and FMCG. Under the leadership of Mr. Farukbhai Patel, the KP Group has worked for several Corporate Giants such as Vodafone, Tata, Indus, Reliance, Airtel, Lanco, Moserbear, etc. He has also been awarded winner “Highest RFAI” (Ready for active installation) by Indus Tower.

Ashish A. Mithani

Mr. Ashish A Mithani, aged 42 years, is the Whole-time Director & Chief Executive Officer (CEO) of the Company. He is also the founding promoter of our company. He holds a BBA degree from Shri N. R. Vekaria Institute of Business Management Studies and has business experience of over 20 years. He began his professional career in the year 1994 as an Executive at Reliance Industries where he dealt with commercial and legal matters. In 1998, Mr. Mithani joined M/s Harsh Distributors, a Company providing logistics supporting services to CEAT Limited. In 2006, he joined VSM Projects Pvt. Ltd., an Auto LPG infrastructure and distribution company, as a Partner Director. In 2010, Mr. Mithani incorporated your Company along with Mr. Farukbhai Patel.

Bhadrabala D. Joshi

Mrs. Bhadrabala Joshi, aged, 58 years, is a Non-Executive Non-Independent Director & Chairperson of the company. She is a B. Pharm (from Gujarat University) and LL.B. (from South Gujarat University) by qualification. She has over 25 years of professional experience in legal fields. She has worked with the office of Senior Advocate – Shri K.C. Desai at Surat for her training. She is currently a practicing advocate having experience in Title Clearance Certificate, Search Reports, Execution of Decree in Effective manners, any kind of Conveyance, Matters Regarding Revenue, Tenancy, City Survey, Taluka Panchayat, U.L.C. Department, Civil criminal Cases, Matters regarding Board of Nominee etc, Motor Accident case Tribunal matters. Further, she is currently working on panel of approved advocates of large Institutions such as State Bank of India, Bank of India, Dena Bank, ICICI Home Finance Company Limited, Kotak Mahindra Bank Ltd and IDBI Bank Ltd.

Raghavendra Rao Bondada

Mr. Raghavendra Rao Bondada, aged 42 years, is the Non-Executive Independent Director of the Company. He holds a degree in Civil Engineering. He has business and professional experience of over 15 years. He has worked for Aster Group where he began as a “Site Engineer” and has graduated to the post of COO & Executive Director. He has an experience of managing complex projects in varied sectors such as telecom, power, renewable energy, Pre-Engineering Buildings and Industrial Infrastructure including international experience of operating in various South Asian Countries, Gulf Countries and the African Continent. He has also received a personal appreciation letter from CEA (Govt. of India) for completion of 400kv transmission line between Kottagudem and Khammam ahead of schedule. In 2012, he has founded his own business – “BEPL” wherein he undertakes engineering projects of various sectors.

Sajesh B. Kolte

Mr. Sajesh Kolte, aged, 43 years, is a Non-Executive Independent Director of the Company. He is a Bachelor of Science (B.Sc.) in Physics from Gujarat University and holds a degree in Master of Management Studies in Marketing from University of Mumbai. Further he has completed certification programme of Portfolio and Investment Management from IIM, Bangalore. He has professional experience of over 16 years. He has worked for Ceat Limited, Goodlass Nerolac Paints, Berger Paints and ICICI Bank. He has worked with Kotak Mahindra Bank as Principal Banker and Product Manager from 2004 to December 2013. From January 2014, he has been an entrepreneur and trainer in Private Wealth Management and Financial Planning, developing structured products in financial derivative instruments.



Bhupendra V. Shah

Mr. Bhupendra Vadilal Shah, aged, 67 years, is a Non-Executive Non-Independent Director of the Company. He has pursued Bachelor of Engineering (Civil) from Maharaja Sayajirao University of Baroda. He has vast experience in business management of more than 45 years. He possesses sound technical and financial knowledge.

BORROWING POWERS OF THE BOARD OF DIRECTORS

The Company at its Annual General Meeting held on September 19, 2016 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed Rs.100.00 crores.

BOARD MEETINGS

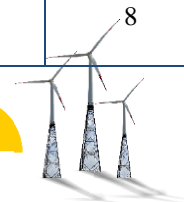
The board met twelve times during the year under review. The board meets at least four times a year with a maximum gap of one hundred and twenty days between any two meetings. Additional meetings are held, due to necessity of the company which are as follows:

S. No.	Date of Meeting	Total no. of Directors associated as on the date of meeting	No. of Directors Attended
1	27/05/2016	5	5
2	15/06/2016	5	5
3	30/07/2016	5	5
4	03/09/2016	6	6
5	19/10/2016	6	6
6	27/10/2016	6	6
7	19/11/2016	6	6
8	28/01/2017	6	5
9	11/02/2017	6	5
10	04/03/2017	6	4
11	18/03/2017	6	6
12	27/03/2017	6	6

Further Table 3 gives the attendance record of the directors at the board meetings as well as the last annual general meeting (AGM).

TABLE 3: BOARD MEETING AND AGM RECORD OF THE DIRECTORS IN YEAR 2016-2017

Sr. no.	Name of Director	Category of Director	Meetings held during the tenure of Directors	Meetings Attended	Whether attended last AGM
1	Mr. Farukbhai Gulambhai Patel (DIN: 00414045)	Managing Director	12	12	Yes
2	Mr. Ashish Ashwin Mithani (DIN: 00152771)	Whole Time Director	12	12	Yes
3	Mrs. Bhadrabala Dhimantrai Joshi (DIN: 07244587)	Non-Executive Director	12	12	Yes
4	Mr. Sajesh Bhaskar Kolte (DIN: 07277524)	Independent Director	11	11	Yes
5	Mr. Raghavendra Rao Bondada (DIN: 01883766)	Independent Director	10	10	No
6	Mr. Bhupendra Vadilal Shah (DIN: 06359909)	Non-Executive Director	8	8	Yes



EQUITY SHAREHOLDING OF THE NON-EXECUTIVE DIRECTORS IN THE COMPANY AS ON 31ST MARCH, 2017:

Sr. No	Name of Non Executive Director	No. of Shares held
1	Mrs. Bhadrabala Dhimantrai Joshi	NIL
2	Mr. Sajesh Bhaskar Kolte	NIL
3	Mr. Raghavendra Rao Bondada	NIL
4	Mr. Bhupendra Vadilal Shah	5000

BOARD PROCEDURES:

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

PERFORMANCE EVALUATION:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI (LODR) Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. A structured mechanism was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

INDEPENDENT DIRECTORS' MEETING:

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Regulations) Requirement, 2015; the Independent Directors Meeting of the Company was held on 31st March, 2017.

Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non- Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

ATTENDANCE OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS MEETING:

Name of Director	Meeting held during the year	Meeting attended during the year
Mr. Sajesh Bhaskar Kolte	1	1
Mr. Raghavendra Rao Bondada	1	1



COMMITTEES OF THE BOARD

The Board of directors of the company has constituted following committees of our Board of Directors for compliance with Corporate Governance requirements. The terms of reference of these committees have determined by the board from time to time.

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

1. AUDIT COMMITTEE

The Audit Committee of Board was constituted by our Directors by a board resolution dated **September 03, 2015** pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sajesh Bhaskar Kolte	Non- Executive Independent Director	Chairman
Mr. Raghavendra Rao Bondada	Non-Executive Independent Director	Member
Mr. Farukbhai Gulambhai Patel	Managing Director	Member

THE SCOPE OF AUDIT COMMITTEE SHALL INCLUDE BUT SHALL NOT BE RESTRICTED TO THE FOLLOWING:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.



- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

THE AUDIT COMMITTEE ENJOYS FOLLOWING POWERS:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

QUORUM AND MEETINGS

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. The Company Secretary of the Company acts as the Secretary to the Committee.

Name of Director	Meeting held during the year	Meeting attended during The year
Mr. Sajesh Bhaskar Kolte	4	4
Mr. Raghavendra Rao Bondada	4	4
Mr. Farukbhai Gulambhai Patel	4	4

2. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Shareholder Relationship Committee of Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated **September 03, 2015**. The Shareholder Relationship Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Raghavendra Rao Bondada	Non- Executive Independent Director	Chairman
Mr. Ashish Ashwin Mithani	Whole Time Director	Member
Mr. Sajesh Bhaskar Kolte	Non- Executive Independent Director	Member



This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

QUORUM AND MEETINGS

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee.

Name of Director	Meeting held during the year	Meeting attended during The year
Mr. Raghavendra Rao Bondada	1	1
Mr. Ashish Ashwin Mithani	1	1
Mr. Sajesh Bhaskar Kolte	1	1

Details of Shareholders' complaints

Details of complaints received	Nos.
Number of Shareholders' Complaints received during the year under review	NIL
Number of Complaints not solved to the satisfaction of the shareholder	NIL
Number of Pending Complaints on 31.03.2017	NIL

3. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of our Board was reconstituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated **September 03, 2015**. The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sajesh Bhaskar Kolte	Non- Executive Independent Director	Chairman
Mrs Bhadrabala Dhimantrai Joshi	Non- Executive Non-Independent Director & Chairman	Member
Mr. Raghavendra Rao Bondada	Non- Executive Independent Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

QUORUM AND MEETINGS

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee. The Committee is required to meet at least once a year.



Name of Director	Meeting held during the year	Meeting attended during the year
Mr. Sajesh Bhaskar Kolte	2	2
Mrs Bhadrabala Dhimantrai Joshi	2	2
Mr. Raghavendra Rao Bondada	2	2

REMUNERATION TO DIRECTORS:

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure V to the Directors' Report. The remuneration policy is in consonance with the existing industry practice.

• REMUNERATION OF EXECUTIVE DIRECTORS

The remuneration paid to Farukbhai Patel and Ashish A. Mithani in the Financial Year 2016-17 is Rs.19.5 lakhs and Rs.17.14 lakhs respectively. Further pursuant to a Shareholders resolution dated July 15, 2015, Farukbhai Patel was re-appointed as the Managing Director and Ashish A Mithani was re-appointed as the whole-time Director of our Company for a period of 5 years with effect from July 15, 2015 and both are entitled to a remuneration (excluding gratuity and compensated absences) that shall not exceed the limit of Rs. 30 lakhs each per annum, as provided under the provisions of The Companies Act, 2013 unless otherwise approved by the Central Government.

• REMUNERATION OF NON-EXECUTIVE DIRECTORS

The Board of Directors have accorded their approval for payment of sitting fee, in their meeting held on September 03, 2015, whereby the Non-Executive Directors of our Company would be entitled to a sitting fee of Rs. 2,500, for attending every meeting of Board or its committee thereof. The company has paid the sitting fees to its Non-Executive Directors for the year under review.

There is no separate provision for payment of severance fees. During the year, only conveyance/sitting fees were paid to Non-Executive Directors. There were no other pecuniary relationships or transactions of Non-Executive Independent Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors.

4. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Company has constituted a Corporate Social Responsibility Committee (hereinafter referred as "the CSR Committee") as per the provision of Section 135 of the said Act; to do the work as mentioned herein after.

The said Committee will consist of following members:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sajesh Bhaskar Kolte	Non- Executive Independent Director	Chairman
Mr. Farukbhai Gulambhai Patel	Managing Director	Member
Mr. Ashish Ashwin Mithani	Whole Time Director	Member

The scope of CSR Committee shall include but shall not be restricted to the following:

- To Recommend the amount of expenditure to be incurred on the activities herein before.
- To monitor the implementation of Corporate Social Responsibility Policy of the Company from time to time.
- The CSR Committee shall arrange to provide all required inputs to undertake CSR activities and shall review all Social initiatives. The CSR committee shall update the Board of Directors on periodically.
- The Board of Directors shall include an Annual Report on CSR activities in their report.

QUORUM AND MEETINGS

The quorum necessary for a meeting of the CSR Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee. The Committee is required to meet at least once a year.

Name of Director	Meeting held during the year	Meeting attended during the year
Mr. Sajesh Bhaskar Kolte	1	1
Mr. Farukbhai Gulambhai Patel	1	1
Mr. Ashish Ashwin Mithani	1	1



GENERAL BODY MEETINGS:

PARTICULARS OF LAST THREE ANNUAL GENERAL MEETING:

AGM	YEAR	DATE AND TIME OF AGM	VENUE	SPECIAL RESOLUTION PASSED
7 th	2015-16	Monday, 19 th September, 2016 11.15 a.m.	Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat- 395003 Gujarat	I. Increase in borrowing power of the company. II. Increase in limits of providing Guarantee to any Body Corporate, Bank and Financial Institutions. III. Appointment of Mr. Bhupendra Vadilal Shah as Non-Executive Director of the company. IV. Appointment of Statutory Auditor to fill casual vacancy.
6 th	2014-15	Wednesday, 30 th September, 2015 11.00 a.m.	A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat- 395009	No Special Resolution was passed in the meeting
5 th	2013-14	Monday, 30 th September, 2014 11.00 a.m.	A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat- 395009	For increase in authorized share capital of the company from Rs 50,00,000 to Rs. 1,50,00,000

No resolution is proposed to be passed through postal ballot during the ensuing meeting.

PARTICULARS OF EXTRA ORDINARY GENERAL MEETINGS (EGM):

No.	DATE AND TIME OF EGM	VENUE	SPECIAL RESOLUTION PASSED
1	Saturday, 25 th February, 2017 10.00 a.m.	Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat- 395003 Gujarat	<ul style="list-style-type: none">• Increase in authorized share capital of the company and consequent alteration in MOA of company• Issue of Bonus Equity shares

DISCLOSURES:

- None of the transactions with any of related parties were in conflict with the Company's interest. All related party transactions are negotiated on arm's length basis and are intended to further the Company's interests.
- There were no instances of non-compliances or penalty imposed on the company by Stock Exchanges or SEBI or any other statutory authority or any matter related to capital markets, during the last three years.
- The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and in conformity, in all material respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statement are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- The Company has formulated Whistle Blower Policy to establish a Vigil Mechanism for directors and employees of the Company and the same is posted on the website of the Company.



- The Company is complying with all mandatory requirements of SEBI (Listing and Disclosure Requirements), Regulation, 2015.

MEANS OF COMMUNICATION:

HALF YEARLY RESULTS

During the year, the six monthly results for the financial year ended as on 31st March, 2017 of the company were submitted to Stock Exchange immediately after the meeting of the Board held on 16th May, 2017. The Company has also published its Financial Results on its website.

WEBSITE

The Company's website (www.kpenenergy.in) contains a separate dedicated section 'Investor Relations' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

GENERAL SHAREHOLDER INFORMATION:

COMPANY REGISTRATION DETAILS:

The Company is registered in the State of Gujarat, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L40100GJ2010PLC059169.

ANNUAL GENERAL MEETING:

The ensuing 8th Annual General Meeting ("the AGM") of the company will be held on Saturday, 23rd September, 2017 at 11.00 am, at Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat, Gujarat - 395003.

FINANCIAL CALENDAR:

The Financial year of the company is for period of 12 months from 1st April to 31st March. The financial result of the company is scheduled to be published as under:

DATES OF BOOK CLOSURE:

The Register of Members and Share Transfer Books of the company will remain closed from Saturday, the 16th September, 2017 to Saturday, the 23rd September, 2017 (both days inclusive).

DIVIDEND PAYMENT:

The Board, in its Meeting held on January 28, 2017, declared an interim dividend of Rs. 1 per equity share. Further the Board, in its meeting held on May 16, 2017, has recommended a final dividend of Rs. 0.20/- (Twenty paise only) per equity share for the financial year ended March 31, 2017. Total dividend declared for the year 2016-17 is 12% i.e Rs. 1.20/- per equity share of Rs. 10/- each.

LISTING ON STOCK EXCHANGES:

BSE Limited (BSE) Scrip Code: 539686 (KPEL)
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
Ph: 022-2272 1233 Fax: 022-2272 1919..

PAYMENT OF LISTING FEES:

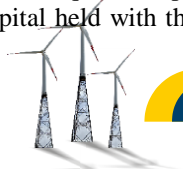
The Company has paid Listing Fees for the year 2016-17 to BSE within due date.

PAYMENT OF DEPOSITORY FEES:

Annual Custody/Issuer fee for the year 2016-17 has been paid by the Company to NSDL and CDSL on receipt of the invoices.

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Security Depository Limited (NSDL) and Central Depository Services



(India) Limited (CDSL) and the total issued and listed capital. The Audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The report, inter alia, confirms that the total listed and paid-up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in physical mode.

DEMATERIALIZATION OF SHARES

As on March 31, 2017, all except 52608 Equity Shares of the Company are held in dematerialised form, the breakup of the equity shares held in dematerialised and physical form as on March 31, 2017 is as follows:

PARTICULARS	NO. OF SHARE HOLDERS	NO. OF SHARES	% OF TOTAL ISSUED CAPITAL
NSDL	105	7202079	84.23
CDSL	50	1295313	15.15
PHYSICAL	12	52608	0.62
Total	167	8550000	100

The ISIN No. for Equity Shares of the Company-**NE127T01013**

SHARE HOLDING PATTERN AND DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2017.

• SHAREHOLDING PATTERN:

Category	No. of Shares held	% of Shareholding
1.Promoters	5937521	69.4444
2.Mutual Funds	Nil	Nil
3.Banks, FIs, Insurance companies	Nil	Nil
4.Private Bodies Corporate	549000	6.42
5.Clearing Members	57500	0.67
6.Non-Resident Indians	185000	2.16
7.Indian Public	1820979	21.3
TOTAL	8550000	100.00

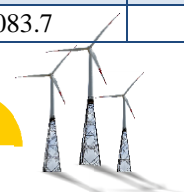
• DISTRIBUTION OF SHAREHOLDINGS:

Shareholding of nominal value	No. of shareholders	% of Shareholders	Share Amount Rs.	% of Shareholding
1-5000	0	0	0	0
5001-10000	3	1.77	15610	0.018
10001-20000	17	10	264920	0.31
20001-30000	33	19.41	821870	0.96
30001-40000	14	8.24	468740	0.55
40001-50000	40	23.53	1981220	2.32
50001-100000	26	15.29	2143070	2.51
100001 and Above	37	21.76	79804570	93.34
TOTAL	170	100	85500000	100

Market price data for the financial year 2016-17:

- High and Low Prices of Shares and its composition with BSE Sensex:

Month & Year	Bombay Stock Exchange- K.P. Energy Limited		S & P BSE SME IPO	
	High (Rs)	Low (Rs)	High	Low
April, 2016	37.52	32	808.02	771.08
May, 2016	41.4	36	854.94	817.39
June, 2016	43.2	40	886.7	857.73
July, 2016	42	40	925.32	884.34
August, 2016	58	40	959.21	923.22
September, 2016	71.38	50	1012.07	947.22
October, 2016	99.02	69.6	1083.7	997.13



November, 2016	108.82	93.5	1118.89	1001.67
December, 2016	112.8	92	1070.8	1001.53
January, 2017	146.64	124.08	1250.3	1080.61
February, 2017	168	144	1280.57	1237.77
March, 2017	148.8	128	1292.26	1249.44

Demat requests are normally confirmed within 21 days from the date of receipt of requests by Registrar and share transfer agent.

Registered Office: A- 1/2, Firdos Tower,
Behind Fazal Shopping Centre,
Adajan Patia, Surat – 395009, Gujarat

Registrar and Transfer Agents: 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai-400059,
Maharashtra, India

Investors / Shareholders Correspondence:

Investors / Shareholders may Correspondence with the company at the register Office of the company at A- 1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat – 395009, Gujarat.

Phone: +91 261 2764757 Email Id: info@kpenergy.in

For and on behalf of the Board of Directors
K.P. ENERGY LIMITED

Place: Surat
Date: 28/08/2017

Farukhbhai Gulambhai Patel
Managing Director
DIN: 00414045

Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771

DECLARATION REGARDING CODE OF CONDUCT

This is to certify that the Company had laid down code of conduct for all the board members and senior management personnel of the Company and the same is uploaded on the website of the Company www.kpenergy.in

Further certified that the members of the board of directors and senior management personnel have affirmed the compliance with the code applicable to them during the year ended 31st March, 2017.

For and on behalf of the Board of Directors
K.P. ENERGY LIMITED

Place: Surat
Date: 28/08/2017

Farukhbhai Gulambhai Patel
Managing Director
DIN: 00414045

Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771



MANAGEMENT DISCUSSION AND ANALYSIS

A. INDUSTRY STRUCTURE AND DEVELOPMENT:

1. Economy:

India is the third largest producer and fourth largest consumer of electricity in the world, with the installed power capacity reaching 330.3 GW by June 2017. The country also has the fifth largest installed capacity in the world. Wind energy is the largest renewable energy source in India. India has emerged as the fastest growing major economy in the world. Indian power sector is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country.

India ranks third among 40 countries in EY's Renewable Energy Country Attractiveness Index, on back of strong focus by the government on promoting renewable energy and implementation of projects in a time bound manner. India has moved up 73 spots to rank 26th in the World Bank's list of electricity accessibility in 2017, according to Government of India, Minister of State (Independent Charge) for Power, Coal, Renewable Energy and Mines, Government of India. At the same time, the competitive intensity is increasing at both the market and supply sides (fuel, logistics, finances, and manpower).

Renewable energy could generate 49% of electricity in India by 2040 because more efficient batteries—to store electricity when the sun does not shine—will provide flexibility of use and boost the reach of renewables, cutting the cost of solar energy by a further 66% over current costs, according to the Bloomberg New Energy Outlook 2017 report. Taking into accounts the natural resources constraints such as coal and raw crude and high price and high cost of Electricity power generation, as an alternative source of natural energy from renewable sources, in order to achieve the sustainable growth and to meet the emerging demands of electricity power from residential, industrial, commercial and agriculture use. Government of India came out with reform policy on renewable energy and more focusing to develop this sector through various incentive and scheme in order to achieve India's ambitious renewable energy targets of adding 175 GW of renewable energy, including addition of Wind Power, by the year 2022. The government has also sought to restart the stalled hydro power projects and increase the wind energy production target to 60 GW by 2022 from the current 20 GW. The annual growth rate in renewable energy generation has been estimated to be 27 per cent and 18 per cent for conventional energy. The government's immediate goal is to generate two trillion units (kilowatt hours) of energy by 2019.

Renewable Energy Sector:

Renewable energy continues to remain high on Government's agenda keeping in mind India's global commitment towards climate change obligations and its ambitious target of achieving 175 GW of renewable capacity addition by the year 2022. Further, the Government intends to achieve 40% of power capacity from renewable energy sources by the year 2030. The capacity addition at 14.5 GW in FY 2016-17 from renewable sources for the first time exceeded that from conventional sources; by more than 4 GW. Despite such huge capacity additions, 25 states (including Union territories) have lagged behind on their fulfilment of Renewable Purchase Obligations (RPO) for FY 2016-17. As on 31st March 2017, the installed renewable energy capacity in the country stood at 57 GW with Wind and Solar being the major contributors.

Wind Energy: A total of 5.4 GW of capacity addition was made during FY 2016-17, surpassing the targeted capacity addition and taking the total installed capacity of wind to 32 GW as on 31st March 2017. Recent technological advancements, decline in domestic interest rates and the structure of the auction process have led to aggressive bidding and decline in tariffs with the lowest tariff being ₹ 3.46/kWh. Further, cessation of generation based incentive post March 2017 creates uncertainty on the future of Wind energy. Nevertheless, Ministry of New and Renewable Energy's (MNRE) various policy initiatives in the wind energy sector including introduction of bidding, Re-powering Policy and new Guidelines for development of Wind Power Projects are likely to keep the momentum going.

Inordinate delays in signing of power purchase agreements, delayed payments and weak financial health of discoms are some of the issues plaguing the renewable energy segment. However, in the short run, grid management is the most important aspect to be taken care of due to the intermittent nature of renewable power. Though the significant push to renewable energy would definitely lead to change in the power mix, thermal power would continue to be the backbone of the Indian power sector for some more time.



B. Opportunity and Threats:

Opportunities: -

- Demand for electricity is expected to increase at a CAGR of 7 per cent to 1,894.7 TWh over the next few years.
- Current production levels are not enough to meet demand; annual demand outstrips supply by about 7.5 per cent.
- All India per capita consumption of electricity is expected to reach 1348 TWh by FY17.
- Various reforms being undertaken by the government are positively impacting India's power sector. In wake of the surging domestic coal production, the country's power sector is becoming increasingly stable.
- Liberalized the reformed policy on renewable energy and FDI Policy.

Threats:

- Change in Policy and Regulations.
- New entrants in the market and intense competition by existing players
- Technology may become obsolete due to Innovation in Technology

C. Segment- Wise or Product Wise Performance:

Your Company has its outstanding performance in EPC business during the year 16-17. Also with total four Wind Turbine Generators (WTGs) of 2.1 MW each has been added into its own power generating vertical, so far. Further your company has started generating revenues from Operation and maintenance of the WTGs commissioned apart from the EPC business and the Sale of power generated from its own wind vertical.

D. Outlook:

Renewable energy sources have the potential to provide 3078 times the current global energy needs. Wind and Solar energy sectors will lead the growth in the Indian renewable energy sectors. Wind and solar technologies have the largest growth potential among all the renewable energy technologies and therefore are the most scalable technologies.

Looking forward, with strong operating performance, a solid expert quality management team, innovative and excellent technology tie-ups and Government thrust on renewables, the company is on a robust growth footing. The management is confident of maintaining, sustaining and challenging a high robust growth in the renewable energy sector. Continuous and Growing demand reflect our order inflows and customer confidence and satisfaction through our superior service and product quality and project delivery capabilities. We expect our robust growth and health order book to translate into incremental revenue, providing good visibility and driving earnings growth. We foresee wind energy capacity additions to witness a faster pace compared to other conventional segments, such as thermal or hydro, over the next couple of years further improving the industry prospectus. What lends significant confidence to the business is that we provide turnkey solutions and control large project site inventories.

Power Generation has grown rapidly with electricity production of 1,107.8 BU in India in FY16, the country witnessed growth of around 5.64 per cent over the previous fiscal year. Over FY10–16, electricity production expanded at a CAGR of 6.21 per cent. During April–September 2016, electricity production in India reached 584.22 BU. The 12th Five Year Plan projects that, by 2016–17, total domestic energy production would reach 669.6 million tonnes of oil equivalent (MTOE) and would further increase to 844 MTOE by 2021–22.

Around 293 global and domestic companies have committed to generate 266 GW of solar, wind, mini-hydel and biomass-based power in India over the next 5–10 years, providing immense opportunities in power generation, distribution, transmission and equipment.

The initiative would entail an investment of about US\$ 310–350 billion. Between April 2000 and March 2017, the industry attracted US\$ 11.59 billion in Foreign Direct Investment (FDI), providing immense opportunities in power generation, distribution, transmission and equipment.

As on 30 June, the total installed renewable power capacity across India is 58,303.35MW.



The government targets capacity addition of 88.5 GW under the 12th Five-Year Plan (2012–17) and around 100 GW under the 13th Five-Year Plan (2017–22). Investments of around US\$ 250 billion are planned for the power sector during the 12th Plan Five-Year Plan. In June 2017, the government announced intentions to set up an asset reconstruction company for handling the stressed assets in power sector. This would also help in the transfer of stressed power generation assets of stalled power projects, which would then be auctioned.

Wind energy is estimated to contribute 60 GW, followed by solar power at 100 GW by 2022. The target for renewable energy has been increased to 175 GW by 2022. 100 per cent FDI is allowed under the automatic route in the power segment and renewable energy.

E. Risk Management and Concerns

Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. Board of Director of the Company oversee the risk management Process.

F. Internal Control System and their Adequacy

Internal controls encompass a set of rules, policies and procedures to provide reasonable assurance for achievement of the organizational objectives in operational effectiveness and efficiency, reliable financial reporting and compliance with laws, regulations and policies. Your Company's internal control systems are commensurate with the size and nature of its operations, which records transactions and operations; ensures protection against misuse or loss of the Company's assets; ensures efficiency in operations of the plant and facilitates transparency and accuracy of financial reporting. Under the system, the Internal Audit department monitors the effectiveness of the internal control systems and to review the existing financial and operating controls. These reports are placed before the Audit committee.

G. Discussion on financial performance with respect to Operational Performance:

The performance of your Company's operations was outstanding during the year 2016-17. However, the gross turnover for the year 2016-17 was Rs. 113 crores as against Rs. 41.50 crores of the 2015-16. The net profit for the year is Rs. 16.89 crores against Rs. 5.20 crores of the previous year.

H. Material developments in Human Resources / Industrial relations front:

Company has undertaken employee's development initiatives, which have very positive impact on the morale and team spirit of the employees. The company has continued to give special attention to human resources and overall development.

I. Cautionary Statement:

Certain statements in the Management Discussion and Analysis, describing the Company's analysis and interpretations are forward-looking. Actual results may vary from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

**For and on behalf of the Board of Directors
K.P. ENERGY LIMITED**

**Place: Surat
Date: 28/08/2017**

**Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045**

**Ashish Ashwin Mithani
Whole Time Director
DIN: 00152771**



MD/CFO CERTIFICATION

To,
The Board of Directors
K.P. ENERGY LIMITED

Certificate by Managing Director/Chief Financial Officer (CFO) under Corporate Governance pursuant to the Regulation 33(1)(e) and Schedule IV of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

I, Faruk Gulam Patel, the Managing Director (MD) of the Company and I, Pravin Radhekant Singh, the Chief Financial Officer (CFO) of the Company do hereby certify to the Board that:

1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2017 and that to the best of their knowledge and belief :
 - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - II. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee
 - I. significant changes in internal control over financial reporting during the year;
 - II. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Surat
Date: 28/08/2017

Farukbhai Gulambhai Patel
Managing Director
DIN: 00414045

Pravin R. Singh
Chief Financial Officer



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
K.P. ENERGY LIMITED
Surat

We have examined the compliance of conditions on Corporate Governance by K.P. Energy Limited, for the financial year ended 31st March, 2017, as per SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the Procedures and implementation thereof adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.

As required by the guidance note issued by the institute of chartered Accountants of India, we state that there were no investors grievances pending against the company for a period exceeding one month as at 31st March, 2017 as per the records maintained by the company.

For, **K A Sanghavi & Co.**
Chartered Accountants

Date: 16/05/2017
Place: Surat

Amish Sanghavi
(Partner)
M.No.: 101413
FRN No.: 120846W



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF K.P. ENERGY LIMITED

Report on the Consolidated Financial Statements

We K A SANGHAVI & CO. have audited the accompanying Consolidated Financial Statements of K.P. ENERGY LIMITED (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company, its subsidiaries together referred as "the Group") and its associates which comprise the Consolidated Balance Sheet as at 31 March 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as 'the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of the Associates are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the Consolidated Financial Statements by the directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated 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 consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group and its associates as at March 31, 2017;



- b) In the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

The Consolidated Financial Statements include the results of following entities:

- 1. K.P. Energy Limited
- 2. K P Energy Mahuva Windfarms Private Limited
- 3. Ungarn Renewable Energy Private Limited
- 4. Windfarm Developers Private Limited
- 5. Miyani Power Infra LLP
- 6. Manar Power Infra LLP
- 7. Mahuva Power Infra LLP

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group and its associates so far as appears from our examination of those books.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors of the Holding Company as on 31 March, 2017, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of Group Companies are disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Group, refer to our separate report in "Annexure A"; and
 - g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - i. The Group has no pending litigations, which would impact its financial position.
 - ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection fund by the Group and



- iv. The Holding Company and the subsidiary companies and associates have provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from 8TH November, 2016 to 30TH December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note No. 18 to the standalone financial statements.

for **K A SANGHAVI AND CO**
Chartered Accountants
FRN: 120846W

Place: **SURAT**
Date : **16/05/2017**

AMISH ASHVINBHAI SANGHAVI
M. NO. 101413
1001, 1002, 1003, RAJHANS BONISTA, RAM CHOWK,
GHOD DOD ROAD, SURAT-395007 GUJARAT



ANNEXURE - A TO THE AUDITORS' REPORT

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

In conjunction with our audit of the consolidated financial statements of K P ENERGY LIMITED as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of K P Energy Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies and associates which are companies and associates incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 the respective 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.

Auditor's 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies and associates which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Holding 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. However, we are of the opinion that the company can make the Internal Controls on Financial Reporting more adequate and more effective considering the inherent risk and nature and size of the business activities carried out by the company.

for **K A SANGHAVI AND CO**
Chartered Accountants
FRN: 120846W

Place: **SURAT**
Date : **16/05/2017**

AMISH ASHVINBHAI SANGHAVI
M. NO. 101413
1001, 1002, 1003, RAJHANS BONISTA, RAM CHOWK,
GHOD DOD ROAD, SURAT-395007 GUJARAT



K.P. ENERGY LIMITED
CIN : L40100GJ2010PLC059169
CONSOLIDATED BALANCE SHEET AS AT 31/03/2017

Particulars	Note	31/03/2017	31/03/2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	85500000.00	34200000.00
Reserves and surplus	4	243153471.34	131683351.97
Money received against share warrants		-	-
		328653471.34	165883351.97
Share application money pending allotment		-	-
Minority Interest		150000.00	147000.00
Non-current liabilities			
Long-term borrowings	5	151577939.27	77105621.00
Deferred tax liabilities (Net)	6	66362798.00	21500334.00
Other Long term liabilities	7	176044609.69	24658525.00
Long-term provisions		-	-
		393985346.96	123264480.00
Current liabilities			
Short-term borrowings	8	24301285.24	11633231.92
Trade payables	9	193253425.92	105702071.80
Other current liabilities	10	80843787.54	23564236.56
Short-term provisions	11	19604272.00	-
		318002770.70	140899540.28
TOTAL		1040791589.00	430194372.25
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	502846407.00	254110829.42
Intangible assets		-	-
Capital work-in-progress	13	178500000.00	-
Intangible assets under development		-	-
		681346407.00	254110829.42
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-term loans and advances	14	1846518.00	1767381.00
Other non-current assets		-	-
		683192925.00	255878210.42
Current assets			
Current investments		-	-
Inventories	15	45490110.00	54033188.00
Trade receivables	16	256266503.01	77248892.73
Cash and cash equivalents	17	19665263.32	15026260.23
Short-term loans and advances	18	29308523.70	20561870.87
Other current assets	19	6868263.97	7445950.00
		357598664.00	174316161.83
TOTAL		1040791589.00	430194372.25

In terms of our attached report of even date

For K A SANGHAVI AND CO

CHARTERED ACCOUNTANTS

FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)

M. NO. : 101413

FARUKBHAI

GULAMBHAI

PATEL

(MANAGING

DIRECTOR)

(DIN :
00414045)

ASHISH

ASHWIN

MITHANI

(WHOLE TIME

DIRECTOR)

(DIN : 00152771)

KARMIT

HARIBHADRA

SHETH

(COMPANY

SECRETARY)

PRAVIN

RADHEKANT

SINGH

(CHIEF

FINANCIAL

OFFICER)

Place : SURAT

Date : 16/05/2017



K.P. ENERGY LIMITED
CIN : L40100GJ2010PLC059169
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2017

In ₹

Particulars	Note	31/03/2017	31/03/2016
Revenue from operations	20	1129836365.50	414525000.00
Other income	21	415977.50	500971.00
Total Revenue		1130252343.00	415025971.00
Expenses			
Cost of materials consumed	22	647370828.23	227579683.11
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	23	36542747.00	25001923.00
Finance costs	24	19980387.56	10120233.38
Depreciation and amortization expense	25	12351323.00	7529116.00
Other expenses	26	154049003.92	65971283.02
Total expenses		870294289.71	336202238.51
Profit before exceptional, extraordinary and prior period items and tax		259958053.29	78823732.49
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		259958053.29	78823732.49
Extraordinary Items		-	-
Profit before prior period items and tax		259958053.29	78823732.49
Prior Period Items	27	1009858.08	-
Profit before tax		260967911.37	78823732.49
Tax expense:	28		
Current tax		47160962.00	7585210.00
Deferred tax		44862464.00	19215246.00
Profit/(loss) for the period from continuing operations		168944485.37	52023276.49
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Share of loss of minority		-	-
Profit/(loss) for the period		168944485.37	52023276.49
Earnings per equity share:	29		
Basic		19.76	20.42
Diluted		19.76	20.42

In terms of our attached report of even date
For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. NO. : 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN :
00414045)

ASHISH
ASHWIN
MITHANI
(WHOLE TIME
DIRECTOR)

(DIN :
00152771)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

Place : SURAT
Date : 16/05/2017



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017:

1 CORPORATE INFORMATION:

K.P. Energy Limited ("the Company") was incorporated on 08/01/2010 as a private Limited company and later on converted in Public Limited company domiciled in India. Its shares are listed on BSE SME platform. The company is primarily engaged in Wind Farm development, development of Wind Mills and allied services related to it along with generation of electricity through wind mill.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

(i) Basis of preparation of Financial Statements:

The consolidated financial statements comprise the financial statements of K P Energy Limited and its subsidiaries (together referred to as the Group) and its associates. The consolidated financial statements are prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except in case of assets for which provision for impairment for certain financial instruments which are measured at fair value. All amounts included in the financial statements are reported in absolute figures of Indian Rupees.

(ii) Presentation and disclosure of consolidated financial statements:

During the year end 31ST March 2017, the Group has presented the consolidated financial statements as per the Schedule III notified under the Companies Act, 2013. The Group has also reclassified the previous figures in accordance with the requirements applicable in the current year.

(iii) Principles of consolidation:

The consolidated financial statements of the Group are prepared in accordance with Accounting Standard 21 – 'Consolidated Financial Statements', Accounting Standard 23 – 'Accounting for Investments in Associates in Consolidated Financial Statements' as notified by the Rules.

The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the Company for its standalone financial statements.

Subsidiaries

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra group balances and intra group transactions. The unrealised profits or losses resulting from the intra group transactions and intra group balances have been eliminated.

The excess of the cost to the Company of its investment in the subsidiaries over the Company's portion of equity on the acquisition date is recognised in the financial statements as goodwill and is tested for impairment annually. The excess of Company's portion of equity of the subsidiary over the cost of investment therein is treated as capital reserve.

The Company's portion of the equity in the subsidiaries at the date of acquisition is determined after realigning the material accounting policies of the subsidiaries to that of the parent and the charge/(reversal) on account of realignment is adjusted to the accumulated reserves and surplus of the subsidiaries at the date of acquisition.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and events in similar circumstances and necessary adjustments required for deviations, if any to the extent possible unless otherwise stated, are made in the consolidated financial statements and are presented in the same manner as the Company's standalone financial statements.

Share of minority interest in the net profit is adjusted against the income to arrive at the net income attributable to shareholders of the parent Company. Minority interest's share of net assets is presented separately in the balance sheet.

If the losses attributable to the minority in a consolidated subsidiary exceed the minority's share in equity of the subsidiary, then the excess, and any further losses applicable to the minority, are adjusted against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make good the losses. If the subsidiary subsequently reports profits, all such profits are allocated to the Group's interest until the minority's share of losses previously absorbed by the Group has been adjusted.

A change in the ownership interest of a subsidiary, without a loss of control is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it:

- a) derecognises the assets (including goodwill) and liabilities of the subsidiary;
- b) derecognises the carrying amount of any minority interest;



- c) derecognises the cumulative translation differences, recorded in foreign currency translation reserve;
- d) recognises the value of the consideration received;
- e) recognises the value of any investment retained;
- f) recognises any surplus or deficit in profit or loss;

Associates

The Group's investment in its associate is accounted for using the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in the associate is carried in the balance sheet at cost plus post acquisition changes in the Group's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. The statement of profit and loss reflects the share of the results of operations of the associate. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

After application of the equity method, the Group determines whether it is necessary to recognise decline, other than temporary, in the value of the Group's investment in its associates. The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case the Group calculates the amount of provision for diminution as the difference between the recoverable amount of the associate and its carrying value and recognises the amount in the statement of profit and loss.

(iv) Use of estimates :

The preparation of financial statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, if any at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(v) Tangible Fixed Assets (AS 10) :

Tangible Fixed assets are carried at cost of acquisition and other applicable costs less accumulated depreciation and accumulated impairment loss, if any. The cost of fixed assets includes cost of acquisition plus, any freight, taxes, duties and other incidental expenses that are directly attributable to bring the assets to their working conditions for their intended use. Borrowing costs directly attributable to the qualifying assets are capitalized as part of the cost. The costs of internally generated assets comprise direct costs attributed to the generation of the assets.

Capital work in progress comprises of the cost of fixed assets that are not yet ready for their intended use at the balance sheet date. Assets held for disposal, if any are stated at the lower of net book value and the estimated net realisable value.

When parts of the items of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to the property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Gain / loss arising from de-recognition / sale / disposal of fixed assets are measured as the difference between the net disposal / sale proceeds and the carrying amount of the assets and are recognised in the statement of profit or loss when the asset is derecognised / disposed off.

Advances paid towards the acquisition of fixed assets, if any outstanding as of balance sheet date is disclosed under long term loans and advances.

No assets have been revalued during the year.

(vi) Intangible Assets :

Intangible assets are stated at the consideration paid for acquisition less accumulated amortization and accumulated impairment losses, if any.

Intangible assets, if any are amortised on a straight line basis over the estimated useful economic life.

(vii) Borrowing Costs (AS 16):



Loan processing charges paid to Bank for Bank CC facilities and Mortgage Loan have been charged to revenue account since the same are not attributable to the acquisition of qualifying assets as per the requirements of AS 16.

Borrowing cost primarily includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an 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 respective asset.

(viii) Depreciation / Amortization (AS 6):

Depreciation on tangible fixed assets is calculated on the Straight Line Method (SLM) based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. During earlier years, while adopting the useful life as per Schedule II of The Companies Act, 2013 for the first time, the mistake was committed and useful lives of some of the assets was wrongly taken which has been rectified in the current year and accordingly there is a reversal of excess depreciation claimed in earlier years which resulted in credit of Rs. 14,45,408.08 which has been shown as Prior Period Income under the head "Prior Period Items". No assets have been revalued during the year.

(ix) Impairment of tangible and Intangible Assets (AS 28):

As per the estimates made by the management and as per the various assessments made by the management, there were no indicators whether internal or external (as provided in para 8 of AS 28) which has led to the impairment loss to any assets. Since there are no such indicators which suggest that the net value of the assets would fall significantly by passage of time and normal use, the company has not provided for any impairment loss for any assets during the current financial period. The company has chosen the "value in use" technic and as per the measurement of future cash flow, the management is of the opinion that the future cash flow and the terminal value of the assets would not be significantly less than the carrying value and hence no impairment for any assets has been provided for in the financial statements.

No reversal of impairment loss has been recognized in the Profit & loss Account.

Since the company has not carried out the activities in segments, the impairment loss or reversal of the impairment loss has not been provided for the segments.

In the opinion of the Board of Directors and to the best of their knowledge and belief the aggregate value of the current assets, loans and advances on realization in the ordinary course of business, will not be less than the amount at which they are stated in the Balance Sheet.

(x) Investments (AS 13):

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value, if any is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, if any, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(xi) Government grants and subsidies (AS 12):

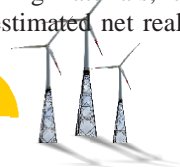
Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

During the year, the Group has not applied for any Grants / subsidies related to the Revenue or specific Fixed Assets nor the Group has received any such Grants / subsidies during the year.

(xii) Inventories (AS 2):

Inventories of materials including stores and spares and consumables, packing materials, components, work-in-progress, project work-in-progress are valued at the lower of cost and estimated net realisable value. Cost in



case of work in progress is determined on the basis of the actual expenditure attributable to the said work till the end of the reporting period.

(xiii) Revenue recognition (AS 9):

Revenue comprises sale of materials, sale of power generated by the Group, service income; interest. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Group and that the revenue can be reliably measured. The Group collects sales taxes, service tax, value added taxes (VAT) as applicable on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue.

Sales :

Revenue from sale of goods is recognised in the statement of profit and loss when the significant risks and rewards in respect of ownership of goods has been transferred to the buyer as per the terms of the respective sales order, and the income can be measured reliably and is expected to be received.

Revenue from Infrastructure Development and Work Contract Income :

Contracts to deliver wind power systems (turnkey and projects involving installation and / or commissioning apart from supply) are recognised in revenue based on the stage of completion of the individual contract using the percentage completion method and accordingly the customers are billed after taking into account the conditions of Work Order provided the order outcome as well as expected total costs can be reliably estimated.

Interest income :

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of interest on Income tax refund which is recognized when the same is received from the IT Department after the return of earlier year has been processed or the income has been assessed.

(xiv) Retirement and other Employee benefits (AS 15) :

Defined contributions to Provident Fund are charged to the statement of Profit & Loss of the year, when the employee renders the related service. There are no other obligations other than the contribution payable to the respective statutory authorities.

No retirement benefits have been paid to any employee during the year by the Group. Retirement benefits in the form of Gratuity and other long term / short term employee benefits have not been provided in the financial statements.

(xv) Foreign Exchange Transactions (AS 11):

The Group has not entered into any Foreign Exchange Transactions during the year under consideration.

The Group has not entered into any forward exchange contracts during the year.

(xvi) Taxation (AS 22):

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are

enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be



realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT credit entitlement." The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period in future. Separate and detailed calculation of Deferred tax is appended in Annexure A to these notes. During the F.Y. 2016-2017, the provisions of ICDS under the Income Tax Act, 1961 have been applicable to the Group and hence the provisions of Current tax have been made after considering the effects of ICDS wherever applicable. ICDS are not to be considered for maintaining the books of accounts and preparation of Financial statements.

(xvii) Provisions and contingent liabilities, Contingent assets (AS 29):

A provision is recognised when the Group has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions of various expenses are recognized in the financial statements since there exists present obligations as a result of event and the expenses are accrued and incurred during the year.

The opening balance of provisions is used during the year against the payments during the year. The closing balances of provisions are the expenses accrued during the year and provided.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Group does not recognise a contingent liability but discloses its existence in the financial statements unless the possibility of an outflow is remote.

A contingent asset is not recognized in the Financial statements and hence not disclosed.

(xviii) Earning / (loss) per share (AS 20) :

Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors for the purpose of calculating diluted earnings / (loss) per share. The net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

(xix) Cash and Cash Equivalents :

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments with an original maturity of three months or less.

(xx) Operating leases :

Where the Group is a lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on the basis of the lease (rent agreements). Initial direct costs such as legal costs, brokerage costs, etc. if any, are recognised immediately in the statement of profit and loss

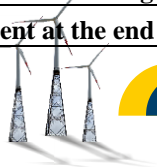


K.P. ENERGY LIMITED
CIN : L40100GJ2010PLC059169

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED

31ST MARCH 2017

PARTICULARS	31 ST MARCH 2017	31 ST MARCH 2016
Cash flow from operating activities		
Profit / (loss) before tax and exceptional items	260,967,911.37	78,823,734.00
Adjustments for :		
Depreciation	12,351,323.00	7,529,118.00
Bad debts written off	368,650.00	-
Preliminary and pre-operative expenses written off	1,944,920.00	-
Loss on sale of Fixed Assets	355,304.00	-
Depreciation (prior period)	(1,445,507.58)	-
Bank Fd interest (accrued)	(491,466.00)	(243,621.00)
Operating profit / (loss) before working capital change	274,051,134.79	86,109,231.00
Movements in working capital		
(Increase) / decrease in inventories	8,543,078.00	(820,928.00)
(Increase) / decrease in sundry Debtors	(179,386,260.28)	(58,307,252.00)
(Increase) / decrease in short term advances and loans	(492,256.80)	(3,338,014.77)
(Increase) / decrease in long term Loan and advances	(79,137.00)	(15,579,715.00)
(decrease) / Increase in trade payables	87,551,354.12	62,073,008.00
(decrease) / increase in other current liabilities	57,279,550.98	(4,765,394.00)
(decrease) / increase in other long term liabilities	151,386,084.69	(18,200,000.00)
Cash (used in) / generated from operating activities	398,853,548.50	47,170,935.23
Direct tax paid, net	(39,441,220.00)	(7,585,210.00)
Net cash (used in) / generated from operating activities (A)	359,412,328.50	39,585,725.23
Cash flow from investing activities		
Payment for purchase of fixed asset including capital work in progress	(439,678,197.00)	(165,672,234.00)
Proceeds from sale of fixed assets	1,181,500.00	2,541,000.00
Investments in subsidiaries / associates	-	-
Loans repaid by / (granted to) subsidiaries, net	-	-
Net cash (used in) / generated from investing activities (B)	(438,496,697.00)	(163,131,234.00)
Cash flow from financing activities		
Proceeds from issuance of share capital	-	9,200,000.00
Addition in Security Premium	-	55,200,000.00
Minority interest	3,000.00	147,000.00
Proceeds / (repayment) from short term borrowings, net	12,668,053.32	(9,990,376.00)
Proceeds / (repayment) from long term borrowings, net	74,472,318.27	74,944,258.00
Dividend Paid	(3,420,000.00)	-
Net cash (used in) / generated from financing activities (C)	83,723,371.59	129,500,882.00
Net Increase / (decrease) in cash and cash equivalent (A+B+C)	4,639,003.09	5,955,373.23
Cash and cash equivalent at the beginning of the year	15,026,260.23	9,070,887.00
Cash and cash equivalent at the end of the year	19,665,263.32	15,026,260.23



Notes :

1. The figures in brackets represent outflows.
2. Previous period's figures have been regrouped / reclassified, wherever necessary, to confirm to current year presentation.

In terms of our attached report of even date

For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors
of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)

M. NO. : 101413

DATE : 16/05/2017

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN : 00414045)

ASHISH ASHWIN
MITHANI

(WHOLE TIME
DIRECTOR)

(DIN : 00152771)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

3 Share Capital

In ₹

Particulars	31/03/2017	31/03/2016
Authorised		
10500000 (5000000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	105000000.00	50000000.00
	105000000.00	50000000.00
Issued		
8550000 (5000000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	85500000.00	50000000.00
	85500000.00	50000000.00
Subscribed		
8550000 (5000000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	85500000.00	50000000.00
	85500000.00	50000000.00
Paidup		
8550000 (3420000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value Fully Paidup	85500000.00	34200000.00
	85500000.00	34200000.00



Note:

The figures in brackets represent the figures of immediately preceding year.

TERMS / RIGHTS ATTACHED TO EQUITY SHARES

The Company has only 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.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Holding More Than 5%

Particulars	31/03/2017		31/03/2016	
	Number of Share	% Held	Number of Share	% Held
ASHISH ASHWIN MITHANI	1140646	13.34	456250	13.34
FARUKBHAI GULAMBHAI PATEL	4156250	48.61	1662500	48.61
VEER VALUE VENTURES LLP	500000	5.85	308000	9.01

SHARE HOLDERS HOLDING MORE THAN 5 % EQUITY SHARES IN THE COMPANY

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Details Of Shares For Preceding Five Years

Particulars	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Number Of Equity Shares Bought Back	0	0	0	0	0
Number Of Preference Shares Redeemed	0	0	0	0	0
Number of Equity Share Issue as Bonus Share	5130000	1500000	0	0	0
Number of Preference Share Issue as Bonus Share	0	0	0	0	0
Number of Equity Shares Allotted For Contracts	0	0	0	0	0
Without Payment Received In Cash					
Number of Preference Shares Allotted For Contracts	0	0	0	0	0
Without Payment Received In Cash					

Reconciliation

Particulars	31/03/2017		31/03/2016	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	3420000	34200000	1000000	10000000
Add : Issue				
BONUS ISSUE	5130000	51300000	1500000	15000000
INITIAL PUBLIC OFFER	0	0	920000	9200000
	5130000	51300000	2420000	24200000
Less : Bought Back	0	0	0	0
Others	0	0	0	0
Number of shares at the end	8550000	85500000	3420000	34200000

4 Reserve and Surplus

Particulars	31/03/2017	31/03/2016
Securities Premium Opening	60200000.00	5000000.00
Additions	0.00	55200000.00
Adjusted Bonus Shares	(51300000.00)	(0.00)
	8900000.00	60200000.00
Profit and Loss Opening	71483351.97	34460075.48

In ₹



Amount Transferred From Statement of P&L	168944485.37	52023276.49
Appropriation and Allocation		
Interim Dividend	3420000.00	0.00
Final Dividend	1710000.00	0.00
Equity Dividend Distribution Tax	1044366.00	0.00
Issue of Bonus Shares	0.00	15000000.00
	(6174366.00)	(15000000.00)
	234253471.34	71483351.97
	243153471.34	131683351.97

5 Long Term Borrowings

In ₹

Particulars	31/03/2017	31/03/2016
Term Loan		
Banks		
Secured		
Rupee		
AXIS BANK BATCHING PLANT LOAN	2141377.00	893043.00
SBI TERM LOAN	63606210.00	73231958.00
AXIS BANK CONCRETE PUMP LOAN.	746170.00	1960829.00
SBI TERM LOAN(NEW)	79417425.00	0.00
STATE BANK OF INDIA CAR LOAN	1330174.00	458567.00
Unsecured		
ICICI BANK LOAN	0.00	376224.00
Financial Institution		
Unsecured		
Rupee		
CAPITAL FIRST LTD	2451575.47	0.00
MAGMA FINCORP LTD	770344.80	0.00
TATA CAPITAL FINANCE SERVICES LTD	929663.00	0.00
Loan and Advances From Related Parties		
Unsecured		
Director		
ASHISH MITHANI	80000.00	80000.00
FARUK PATEL	105000.00	105000.00
	151577939.27	77105621.00

LONG TERM BORROWINGS :

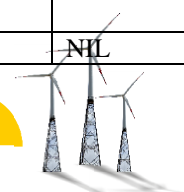
The company has taken term loan from SBI ₹ 16.45 Crores (7.45 Crores) and Axis Bank ₹90 lakhs (₹ 56 Lakhs) which are secured by first pari passu charge on all fixed assets created out of Bank finance. The same is further secured by collateral securities of various flats of KPI Global Infrastructure Ltd., and immovable properties of the director and family members of the Directors, Other fixed assets of the Company including Plant and machineries, lands situated at various places and bank FD. The borrowings are further secured by personal guarantee of Directors and family members of directors along with corporate guarantee of KPI Global infrastructure Ltd.

Other long term loans from ICICI Bank, Capital First Ltd., Magma Fincorp Ltd., Tata Capital Finance Services Ltd. are unsecured loans.

Vehicle loan of ₹ 13,30,174 (₹ 4,58,567) of which ₹ 514093/- (₹ 419589) classified as Current maturities of long term debt is secured against vehicle under hire purchase contract.

(Amounts are in Lakhs)

Loan Details	Principal Loan Amount	Rate of Interest	Tenure (months)	Monthly instalment	Security offered
ICICI Bank	19.00	16.99%	36	0.68	NIL
Capital First Limited	75.19	19.00%	36	4.57	NIL
Magma Fincorp Ltd.	50.00	19.18	24	3.37	NIL
Tata Capital	35.00	18.05	36	1.96	NIL



Finance services Ltd.					
State Bank of India (Car Loan)	7.00	9.85	60	0.16	Hypothecation of car
State Bank of India (Car Loan)	7.48	9.55	36	0.25	Hypothecation of car
State Bank of India (Car Loan)	15.00	9.65	60	0.32	Hypothecation of car
State bank of India	825.00	10.00	96	7.00	Hypothecation of wind turbine.
State Bank of India	900.00	10.00	69	13.00	Hypothecation of Wind turbine
Axis Bank Ltd.	16.00	10.16	36	0.52	Hypothecation of Concrete Pump
Axis Bank Ltd.	19.00	10.15	36	0.61	Hypothecation of Concrete Pump
Axis Bank Ltd.	21.00	10.15	36	0.68	Hypothecation of Batching Plant
Axis Bank Ltd.	34.00	9.50	36	1.09	Hypothecation of Batching Plant

6 Deferred Taxes

In ₹

Particulars	31/03/2017	31/03/2016
Deferred Tax Liabilities		
Depreciation	66362798.00	21500334.00
	66362798.00	21500334.00

7 Other Long Term Liabilities

In ₹

Particulars	31/03/2017	31/03/2016
Others		
INDO RAMA RENEWABLES LTD	0.00	3658525.00
SIMMS ENGINEERING PVT LTD	49717569.00	0.00
SUZLON ENERGY LTD	126327040.69	21000000.00
	176044609.69	24658525.00

8 Short Term Borrowings

In ₹

Particulars	31/03/2017	31/03/2016
Loans repayable on demand		
Banks		
Secured		
STATE BANK OF INDIA CC A/C.	24301285.24	11633231.92
	24301285.24	11633231.92

SHORT TERM BORROWINGS

The company has taken the Cash credit facilities from SBI for ₹ 4.00 Crores (2.50 Crores) which is secured by first pari passu charge on all current assets primarily Stock and Book debts. The said working capital facility has been reviewed during the year and the same has been enhanced to ₹ 4.00 Crores in the end of March 2017. However, the company has not utilised the same to the full extent. The rate of interest on the working capital facility from bank is 10 % p.a.(12.05% p.a.) calculated on daily products on monthly rests. Till the renewal of the working capital facility by the bank during March, 2017, the rate of interest was 12.05% p.a. and thereafter the rate of interest is 10% p.a.

The same is further secured by collateral securities of various flats of KPI Global Infrastructure Ltd., and immovable properties of the director and family members of the Directors, Other fixed assets of the Company including Plant and machineries, lands situated at various places and bank FD. The borrowings are further secured by personal guarantee of Directors and family members of directors along with corporate guarantee of KPI Global infrastructure Ltd.



9 Trade Payables

In ₹

Particulars	31/03/2017	31/03/2016
Creditors Due others		
SUNDRY CREDITOR	193253425.92	105702071.80
	193253425.92	105702071.80

TRADE PAYABLES

As certified and confirmed by the management that there are no entities of trade payables which are Micro Enterprises and small enterprises.

10 Other Current Liabilities

In ₹

Particulars	31/03/2017	31/03/2016
Current maturities of long-term debt		
CURRENT MATURITIES OF LONG TERM DEBT	32485869.00	9887675.00
Other payables		
Employee Related		
Accrued Salary Payable		
PF PAYABLE	94082.00	49430.00
SALARY PAYABLE	1142287.00	890504.00
WAGES FOR SITE PAYABLE	364165.00	0.00
Tax Payable		
TDS		
TDS PAYABLE	2848095.00	2948420.08
Service Tax		
SERVICE TAX PAYABLE	42833259.54	5009487.48
Other		
PROFESSION TAX PAYABLE	12530.00	7430.00
TCS PAYABLE	3500.00	0.00
Other Accrued Expenses		
AUDIT FEE PAYABLE	0.00	48000.00
EXPENSES PAYABLE	0.00	8290.00
LAND RENT PAYABLE	1050000.00	1050000.00
OFFICE RENT PAYABLE	10000.00	0.00
Other Current Liabilities		
AMRIK SINGH & SONS CRANE SERVICE PVT LTD	0.00	3665000.00
	80843787.54	23564236.56

11 Short Term Provisions

In ₹

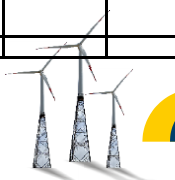
Particulars	31/03/2017	31/03/2016
Dividend		
Dividend on Equity Shares		
PROPOSED DIVIDEND	1710000.00	0.00
Dividend on Distribution Tax		
Dividend on Distribution Tax Equity Shares		
TAX ON PROPOSED DIVIDEND	348116.00	0.00
Tax Provision		
Current Tax		
INCOME TAX PAYABLE	17546156.00	0.00
	19604272.00	0.00



12 Tangible assets

In ₹

	Particulars			Gross			Depreciation			Impairment				Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduction	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Closing	Opening
Land															
Free Hold Land															
LAND AT BARADIYA	3575925.00			3575925.00										3575925.00	3575925.00
LAND AT BEDA	1732525.00	1171895.00		2904420.00										2904420.00	1732525.00
LAND AT DEGAM KUCCHDI SITE	3678584.00			3678584.00										3678584.00	3678584.00
LAND AT KHARI MAHUA		472000.00		472000.00										472000.00	
LAND AT KIKARIYA	374663.00			374663.00										374663.00	374663.00
LAND AT MADHIYA		967614.00		967614.00										967614.00	
LAND AT MAHUA		2519500.00		2519500.00										2519500.00	
LAND AT RINAWADA PORBANDRA		2324100.00		2324100.00										2324100.00	
LAND AT SATHARA MAHUA		2629887.00		2629887.00										2629887.00	
LAND AT TALAJA		111111.00		111111.00										111111.00	
LAND AT VAGNAGAR	3322250.00			3322250.00										3322250.00	3322250.00
LAND AT VATALIYA BHAVNAGAR		51000.00		51000.00										51000.00	
LAND AT MATALPAR		1675991.00		1675991.00										1675991.00	
Total	12683947.00	11923098.00		24607045.00										24607045.00	12683947.00
Building															
Other Building															
CIVIL WORK AT PHITHALPUR	125000.00			125000.00	464.00	1975.00			2439.00					122561.00	124536.00
CIVIL WORK AT SHETRANA	115000.00			115000.00	1013.00	1817.00			2830.00					112170.00	113987.00
CIVIL WORK AT TARSAI	120000.00			120000.00	456.00	1896.00			2352.00					117648.00	119544.00
CONSTRUCTION AT SUB STATION DEGAM	479570.00			479570.00		7577.00			7577.00					471993.00	479570.00
CONSTRUCTION AT SUB STATION MATALPAR	8279009.00			8279009.00	123914.00	130806.00			254720.00					8024289.00	8155095.00
CONSTRUCTION AT SUB STATION RATDI	151479.00			151479.00	14395.00	6676.00			21071.00					130408.00	137084.00
CONSTRUCTION AT SUB STATION RATDI	10621376.00			10621376.00	235972.00	167818.00			403790.00					10217586.00	10385404.00
CONSTRUCTION AT SUB STATION VAGNAGAR	606450.00			606450.00		9582.00			9582.00					596868.00	606450.00
Total	20497884.00			20497884.00	376214.00	328147.00			704361.00					19793523.00	20121670.00
Plant and Machinery															
ANNEMOMETER	10000.00			10000.00	2878.00	676.00			3554.00					6446.00	7122.00
ANNEMOMETER	9078.00			9078.00	2918.00	625.00			3543.00					5535.00	6160.00
ANNEMOMETER	18700.00	72318.00		91018.00	1596.00	2261.00			3857.00					87161.00	17104.00
BATCHING PLANT	4204736.00	3825453.00	1211856.00	6818333.00	240467.00	270023.00	188774.00		321716.00					6496617.00	3964269.00
DIESEL GENERATOR	1113875.00	405000.00		1518875.00	30384.00	73969.00			104353.00					1414522.00	1083491.00
GENERAL MACHINERY	7052416.00	3606261.00		10658677.00	241240.00	477634.00			718874.00					9939803.00	6811176.00
GENERAL MACHINERY	190995.00			190995.00	59430.00	13074.00			72504.00					118491.00	131565.00
GENERAL MACHINERY	190990.00			190990.00	25025.00	12115.00			37140.00					153850.00	165965.00
MET MAST	1478014.00	56476.00		1534490.00	68606.00	94818.00			163424.00					1371066.00	1409408.00
MOTOR PUMP SET	3395.00			3395.00	958.00	229.00			1187.00					2208.00	2437.00
MOTOR PUMP	20500.00			20500.00	5888.00	1386.00			7274.00					13226.00	14612.00



SET															
MOTOR PUMP SET	10032.00			10032.00	2870.00	678.00			3548.00					6484.00	7162.00
SOKKIA AUTO LEVEL	34650.00			34650.00	2767.00	2193.00			4960.00					29690.00	31883.00
SWITCH YARD AND TRANSFORMER	41944978.00			41944978.00	2236229.00	1594298.00			3830527.00					38114451.00	39708749.00
SWITCH YARD AND TRANSFORMER	38500756.00	91580972.00		130081728.00	979672.00	2428425.00			3408097.00					126673631.00	37521084.00
WIND POWER GENERATION PLANT	127500000.00	137700000.00		265200000.00	2152033.00	5524298.00			7676331.00					257523669.00	125347967.00
Total	222283115.00	237246480.00	1211856.00	458317739.00	6052961.00	10496702.00	188774.00		16360889.00					441956850.00	216230154.00
Equipments															
Office Equipments															
MOBILE PHONES	8950.00			8950.00	8502.00				8502.00					448.00	448.00
MOBILE PHONES	8800.00			8800.00	8360.00				8360.00					440.00	440.00
MOBILE PHONES	7050.00			7050.00	6697.00				6697.00					353.00	353.00
MOBILE PHONES	28000.00			28000.00	26600.00				26600.00					1400.00	1400.00
MOBILE PHONES	30494.00			30494.00	27503.00	1466.00			28969.00					1525.00	2991.00
MOBILE PHONES	34994.00			34994.00	30885.00	2359.00			33244.00					1750.00	4109.00
MOBILE PHONES	6000.00			6000.00	5272.00	428.00			5700.00					300.00	728.00
MOBILE PHONES	12100.00			12100.00	10486.00	1009.00			11495.00					605.00	1614.00
MOBILE PHONES	7200.00			7200.00	6213.00	627.00			6840.00					360.00	987.00
MOBILE PHONES	5950.00			5950.00	5092.00	560.00			5652.00					298.00	858.00
MOBILE PHONES	3000.00			3000.00	2437.00	413.00			2850.00					150.00	563.00
MOBILE PHONES	9850.00			9850.00	6612.00	2745.00			9357.00					493.00	3238.00
MOBILE PHONES	1200.00			1200.00	659.00	291.00			950.00					250.00	541.00
MOBILE PHONES	66495.00	85406.00		151901.00	7131.00	19585.00			26716.00					125185.00	59364.00
Total	230083.00	85406.00		315489.00	152449.00	29483.00			181932.00					133557.00	77634.00
Computer Equipments															
COMPUTER AND ACCESSORIES	529299.00	379763.00		909062.00	145458.00	236703.00			382161.00					526901.00	383841.00
COMPUTER AND ACCESSORIES	212148.00			212148.00	201539.00				201539.00					10609.00	10609.00
COMPUTER AND ACCESSORIES	6300.00			6300.00	5985.00				5985.00					315.00	315.00
COMPUTER AND ACCESSORIES	29920.00			29920.00	28424.00				28424.00					1496.00	1496.00
COMPUTER AND ACCESSORIES	45000.00			45000.00	42750.00				42750.00					2250.00	2250.00
COMPUTER AND ACCESSORIES	4050.00			4050.00	3847.00				3847.00					203.00	203.00
COMPUTER AND ACCESSORIES	1800.00			1800.00	1710.00				1710.00					90.00	90.00
COMPUTER AND ACCESSORIES	28400.00			28400.00	26980.00				26980.00					1420.00	1420.00
COMPUTER AND ACCESSORIES	15770.00			15770.00	10762.00	4219.00			14981.00					789.00	5008.00
COMPUTER AND ACCESSORIES	25750.00			25750.00	19397.00	5065.00			24462.00					1288.00	6353.00
COMPUTER AND ACCESSORIES	19500.00			19500.00	12650.00	5875.00			18525.00					975.00	6850.00
GPS SYSTEM	21000.00	12285.00		33285.00	8326.00	8697.00			17023.00					16262.00	12674.00
Total	938937.00	392048.00		1330985.00	507828.00	260559.00			768387.00					562598.00	431109.00
Other Equipments															
AIR CONDITIONER	238600.00			238600.00	80328.00	26322.00			106650.00					131950.00	158272.00
AIR CONDITIONER	219750.00	336557.00		556307.00	29359.00	36252.00			65611.00					490696.00	190391.00
ELECTRICAL INSTALLATION AND EQUIPMENT	705518.00	1311076.00		2016594.00	23167.00	112211.00			135378.00					1881216.00	682351.00
REFRIGERATOR	40880.00	23800.00		64680.00	4388.00	5687.00			10075.00					54605.00	36492.00
TELEVISION	15011.00			15011.00	6656.00	1902.00			8558.00					6453.00	8355.00
TELEVISION	30500.00	13500.00		44000.00	3246.00	3920.00			7166.00					36834.00	27254.00

TOOLS AND EQUIPMENTS	253241.00			253241.00	32220.00	24058.00			56278.00				196963.00	221021.00
Total	1503500.00	1684933.00		3188433.00	179364.00	210352.00			389716.00				2798717.00	1324136.00
Furniture and Fixtures														
FURNITURE AND FIXTURES	19435.00			19435.00	7986.00	2117.00			10103.00				9332.00	11449.00
FURNITURE AND FIXTURES	10900.00			10900.00	4223.00	1166.00			5389.00				5511.00	6677.00
FURNITURE AND FIXTURES	458983.00			458983.00	148176.00	46945.00			195121.00				263862.00	310807.00
FURNITURE AND FIXTURES	71990.00			71990.00	23210.00	7360.00			30570.00				41420.00	48780.00
FURNITURE AND FIXTURES	52240.00			52240.00	16804.00	5340.00			22144.00				30096.00	35436.00
FURNITURE AND FIXTURES	133755.00			133755.00	42617.00	13642.00			56259.00				77496.00	91138.00
FURNITURE AND FIXTURES	43124.00			43124.00	13383.00	4377.00			17760.00				25364.00	29741.00
FURNITURE AND FIXTURES	23290.00			23290.00	7143.00	2358.00			9501.00				13789.00	16147.00
FURNITURE AND FIXTURES	3500.00			3500.00	712.00	335.00			1047.00				2453.00	2788.00
FURNITURE AND FIXTURES	3045.00			3045.00	614.00	291.00			905.00				2140.00	2431.00
FURNITURE AND FIXTURES	2211147.00	4421175.00		6632322.00	202734.00	499056.00			701790.00				5930532.00	2008413.00
Total	3031409.00	4421175.00		7452584.00	467602.00	582987.00			1050589.00				6401995.00	2563807.00
Vehicles														
Motor Vehicles														
DISCOVER BIKE	53134.00			53134.00	24784.00	5048.00			29832.00				23302.00	28350.00
DISCOVER BIKE	51729.00			51729.00	23550.00	4914.00			28464.00				23265.00	28179.00
HERO HONDA (SPLENDER)	164748.00	333915.00		498663.00	4394.00	31433.00			35827.00				462836.00	160354.00
HERO HONDA CB SHINE	108464.00	330188.00		438652.00	11914.00	23564.00			35478.00				403174.00	96550.00
HERO MESTRO	40000.00			40000.00	3364.00	3800.00			7164.00				32836.00	36636.00
MOTOR CAR	2093944.00	4096680.00	624500.00	5566124.00	320133.00	370779.00	110778.00		580134.00				4985990.00	1773811.00
HEAVY VEHICLES		610549.00		610549.00		199.00			199.00				610350.00	
TWO WHEELER		53725.00		53725.00		3356.00			3356.00				50369.00	
Total	2512019.00	5425057.00	624500.00	7312576.00	388139.00	443093.00	110778.00		720454.00				6592122.00	2123880.00
Grand Total	263680894.00	261178197.00	1836356.00	523022735.00	8124557.00	12351323.00	299552.00	0.00	20176328.00	0.00	0.00	0.00	502846407.00	255556337.00
Previous	100549662.42	165672234.00	2541000.00	263680896.42	2040951.00	7529116.00	0.00	0.00	9570067.00	0.00	0.00	0.00	254110829.42	98508711.42

FIXED ASSETS :

- a) As per requirements of Schedule II to the Companies Act 2013 in case of assets, where the useful life has expired on April 01, 2014, carrying amount of asset needs to be charged to opening balance of retained earnings. Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all the assets which has resulted in credit of ₹ 1445508/- 1 (NIL) in the Profit & Loss Account as prior period items. .
- b) Buildings include the civil work carried out on free hold land at various places where the project is being carried out.
- c) There is no intent to sale any of the assets held by the company and hence there is no fixed assets held for disposal.

13 Capital work-in-progress

In ₹

Particulars	31/03/2017	31/03/2016
Tangible Assets Work in Progress		
CAPITAL WORK IN PROGRESS	178500000.00	0.00
	178500000.00	0.00

CAPITAL WORK IN PROGRESS

The company has acquired wind turbines during the year and the same were not put to use since the same are not erected till the end of March 31, 2017 and therefore the wind turbines are included in Capital work in progress. The amount payable for this wind turbines are include under the head “Other Long Term Liabilities”.

14 Long-term loans and advances

In ₹

Particulars	31/03/2017	31/03/2016
Security Deposits		
Unsecured, considered good		
AMRUT GANGA WATER	4500.00	0.00



BSE DEPOSIT	650000.00	650000.00
DEPOSIT (RENT)	300000.00	300000.00
FEDERATION OF GUJARAT INDUSTRIES(SWITCH)	109250.00	0.00
ILA DHIREN PARIKH (RENT DEPOSIT)	30000.00	30000.00
PASCHIM GUJARAT VIJ COMPANY LIMITED	492768.00	527381.00
RENT DEPOSIT (H.O.)	250000.00	250000.00
VAT DEPOSIT	10000.00	10000.00
Loans and advances to others		
	1846518.00	1767381.00

15 Inventories

In ₹

Particulars	31/03/2017	31/03/2016
Work in Progress		
WORK IN PROGRESS	45490110.00	54033188.00
	45490110.00	54033188.00

INVENTORIES :

Inventories are valued at cost or net realisable value whichever is lower by following FIFO method.
Inventories of leasehold lands are valued at Cost.

16 Trade receivables

In ₹

Particulars	31/03/2017	31/03/2016
Trade Receivable		
Unsecured considered good		
Within Six Months		
SUNDRY DEBTORS	252016391.01	77248892.73
Exceeding Six Months		
SUNDRY DEBTORS	4250112.00	0.00
	256266503.01	77248892.73

TRADE RECEIVABLES :

Sundry debtors are trade receivables which are due in respect of goods sold in the normal course of the business. the debtors outstanding for more than 6 months are those debtors which are outstanding for more than 6 months as on the date of balance sheet but all of them are good as reviewed by the management.

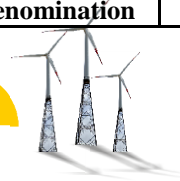
17 Cash and cash equivalents

In ₹

Particulars	31/03/2017	31/03/2016
Cash in Hand	1878238.09	2851994.77
Balances With Banks		
Balance With Scheduled Banks		
Current Account		
AXIS BANK	80406.81	65406.81
AXIS BANK PUBLIC ISSUE ACCOUNT	0.00	5200000.00
BANK OF BARODA - 1473	62541.00	9304.00
ICICI BANK	805389.89	15534.65
KOTAK MAHINDRA BANK	42812.39	24943.00
STATE BANK OF INDIA	45875.14	109077.00
Deposit Account		
FIXED DEPOSIT WITH SBI	16750000.00	6750000.00
	19665263.32	15026260.23

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:-

	SBNs	Other Denomination	Total
--	------	--------------------	-------



		Notes	
Closing cash in hand as on 08-11-2016	3576500.00	1273893.00	4850393.00
(+) Permitted receipts		1633000.00	1633000.00
(-) Permitted payments		1657381.00	1657381.00
(-) Amount deposited in Banks	3576500.00		3576500.00
Closing cash in hand as on 30-12-2016		1249512.00	1249512.00

Explanation: For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

18 Short-term loans and advances

In ₹

Particulars	31/03/2017	31/03/2016
Security Deposits		
Loans and advances to others		
Unsecured, considered good		
PRE PAID INTERNET CHARGES	3555.00	0.00
PRE PAID METMAST SECURITY	0.00	21498.00
PRE PAID RENT	448177.00	21403.00
PREPAID INSURANCE	622554.00	243535.00
ADVANCE FOR PROPERTY	0.00	4000000.00
HANUMANT PHARMA	22443.00	0.00
LOAN TO EMPLOYEE	257500.00	182860.00
MERCY GLOBAL	974747.00	0.00
WE ASSOCIATE	500000.00	0.00
EXCISE DUTY CREDIT RECEIVABLE	3481007.00	1298356.00
INCOME TAX REFUND A.Y. 2015 - 2016	0.00	1437384.00
INCOME TAX REFUND A.Y. 2016 - 2017	0.00	1836081.00
MAT CREDIT ENTITLEMENT	17617114.00	8486950.00
SERVICE TAX CREDIT RECEIVABLE	4057123.19	0.00
TDS RECEIVABLE A.Y. 2012 - 2013	0.00	412600.00
TDS RECEIVABLE A.Y. 2013 - 2014	0.00	2406378.00
VAT CREDIT RECEIVABLE	1324303.51	214825.87
	29308523.70	20561870.87

19 Other current assets

In ₹

Particulars	31/03/2017	31/03/2016
PRELIMINARY AND PREOPERATIVE EXPENSE	6376797.97	7286653.00
FD INTEREST RECEIVABLE	491466.00	159297.00
	6868263.97	7445950.00

20 Revenue from operations

In ₹

Particulars	31/03/2017	31/03/2016
Sale of Products		
Other Goods		
REVENUE FROM SALE OF POWER	16532698.50	0.00
SALES	106325000.00	51825000.00
Sale of Services		
REVENUE FROM INFRASTRUCTURE DEVELOPMENT	715608667.00	262400000.00
REVENUE FROM OPERATION AND MAINTENANCE	420000.00	300000.00
SERVICES		
WORK CONTRACT INCOME	290950000.00	100000000.00
	1129836365.50	414525000.00

21 Other income

In ₹

Particulars	31/03/2017	31/03/2016
Interest		
INTEREST ON FIXED DEPOSIT	547098.00	204722.00
INTEREST ON IT REFUND	152586.00	38899.00



Profit(Loss) on Redemption / Sale of Investment & Fixed Assets (Net)		
PROFIT ON SALE OF FIXED ASSETS	0.00	50000.00
LOSS ON SALE OF FIXED ASSETS	(355304.00)	0.00
Miscellaneous		
DISCOUNT (NET)	44980.50	0.00
OTHER INCOME	0.00	93488.00
SCRAPE SALE INCOME	26617.00	113862.00
	415977.50	500971.00

22 Cost of materials consumed

In ₹

Particulars	31/03/2017	31/03/2016
Raw Material		
Opening	54033188.00	53394287.00
Purchase	639989530.23	228218584.11
Adjustment	(1161780.00)	0.00
Closing	45490110.00	54033188.00
	647370828.23	227579683.11
	647370828.23	227579683.11

Details of Raw Material

Particulars	31/03/2017	31/03/2016
WORK IN PROGRESS	647370828.23	227579683.11
	647370828.23	227579683.11

23 Employee benefits expense

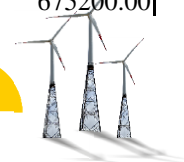
In ₹

Particulars	31/03/2017	31/03/2016
Salary, Wages & Bonus		
WAGES TO WORKERS	19322389.00	15468457.00
BONUS TO STAFF	1042225.00	456490.00
SALARY	15268046.00	8453834.00
Contribution to Provident Fund		
CONTRIBUTION TO PF	425931.00	248221.00
Staff Welfare Expenses		
STAFF WELFARE EXPENSES	428646.00	192510.00
Other Employee Related Expenses		
RENT FOR EMPLOYEE ACCOMODATION	55510.00	182411.00
	36542747.00	25001923.00

24 Finance costs

In ₹

Particulars	31/03/2017	31/03/2016
Interest Expenses		
Interest Expenses		
INTEREST ON LOAN	13315304.27	5578312.00
Bank Charges		
BANK CHARGES	106335.29	53293.17
Other Interest Charges		
INTEREST ON INCOME TAX	119301.00	171262.00
INTEREST ON SERVICE TAX	1876488.00	189879.00
INTEREST ON TDS	373202.00	67518.21
INTEREST ON VAT	34059.00	8649.00
Finance Charges		
Guarantee Charges		
BANK GUARANTEE CHARGES	1102138.00	787263.00
Other Finance Charges		
EXTERNAL RATING EXPENSE	0.00	45850.00
FRANKING EXPENSES	675200.00	1691100.00



INSPECTION CHARGES	6570.00	34350.00
PROCESSING FEES	2371790.00	1492757.00
	19980387.56	10120233.38

25 Depreciation and amortisation expense

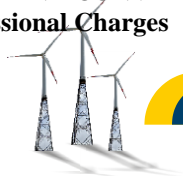
In ₹

Particulars	31/03/2017	31/03/2016
Depreciation & Amortisation		
Depreciation Tangible Assets	12351323.00	7529116.00
	12351323.00	7529116.00

26 Other expenses

In ₹

Particulars	31/03/2017	31/03/2016
Manufacturing Service Costs Expenses		
Power and Fuel		
PETROL AND DIESEL EXPENSES	22191930.64	4758595.26
Freight And Forwarding Charges		
TRANSPORTATION EXPENSES	11467610.00	3120531.50
Lease Rentals		
LEASE RENT ON LAND	10640716.00	14010339.00
Cost of Taxes and Others Levies By Government, Local Authorities		
CST EXPENSES	951107.88	51340.25
EXCISE DUTY EXPENSE	10018063.86	2423.10
VAT EXPENSES	15019612.19	7189258.02
Other Manufacturing Costs		
DUMP YARD RENT	110000.00	0.00
ELECTRICAL EXPENSES	1931767.00	313360.00
LABOUR EXPENSES	1941674.00	1934938.90
MISCELLANEOUS PURCHASE FOR SITE	3350968.45	1695616.00
PROCESSING FEES FOR GEDA	2593000.00	625000.00
SITE EXPENSES	37881054.00	2647843.00
TRANSFER FEES EXPENSE OF GEDA	302500.00	944410.00
TRANSMISSION CHARGES	1593601.00	10593082.72
CERTIFICATION CHARGES	0.00	12250.00
GRID CONNECTION CHARGES	0.00	10000.00
OPERATION AND MAINTENANCE EXPENSES	0.00	485000.00
SLDC CHARGES	0.00	161345.00
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	500170.00	296824.00
COURIER CHARGES	261027.00	133736.16
Printing Stationery		
STATIONERY AND PRINTING EXPENSES	495427.00	182784.00
Rent Rates And taxes		
INCOME TAX	284238.00	43694.00
MUNICIPAL TAX	10425.00	0.00
PROFESSION TAX	2400.00	2400.00
RENT EXPENSES	1049823.00	315400.00
SERVICE TAX EXPENSES	3401720.17	421273.62
Auditors Remuneration		
Audit Fees	360000.00	50000.00
Managerial Remuneration		
DIRECTOR REMUNERATION	4190500.00	2550000.00
Repairs Maintenance Expenses		
REPAIRING AND MAINTENANCE EXP	91062.00	72335.00
Electricity Expenses		
ELECTRICITY EXPENSES	187804.00	145380.00
Travelling Conveyance		
TRAVELLING AND CONVEYANCE EXPENSES	745623.00	957321.09
Legal and Professional Charges		



LEGAL AND PROFESSIONAL FEES	4828773.50	1962971.00
Insurance Expenses		
INSURANCE EXPENSES	2494895.00	824586.00
Vehicle Running Expenses		
VEHICLE REPAIRING EXPENSES	663379.00	426736.00
Donations Subscriptions		
CSR EXPENSES	2510292.00	0.00
DONATION EXPENSES	553501.00	1830000.00
Catering Canteen Expenses		
CANTEEN EXPENSES	5051330.00	1557438.00
Information Technology Expenses		
SOFTWARE EXPENSES	17200.00	17460.00
Registration and Filing Fees		
ROC EXPENSES	232750.00	501450.00
Other Administrative and General Expenses		
HOUSE KEEPING EXPENSES	3000.00	7970.00
INTERNET EXPENSES	75847.00	94296.84
MISCELLANEOUS EXPS	480352.23	315633.56
OFFICE EXPENSES	693675.00	437067.00
APPLICATION FEE EXP	0.00	5000.00
ELECTRICAL EXPENSES	0.00	30220.00
Selling Distribution Expenses		
Advertising Promotional Expenses		
ADVERTISEMENT EXPENSES	87558.00	508635.00
Other Selling Distribution Expenses		
BUSINESS PROMOTION EXPENSES	1874553.00	391300.00
Write off Assets and Liabilities		
Sundry Expenses Written Off		
PRELIMINARY AND PREOPERATIVE EXPENSE	1812420.00	1788270.00
Other Write Offs		
BED DEBTS	368650.00	0.00
Research and Development Expenses		
R & D EXPENSES	572600.00	1545519.00
Other Expenses		
PENALTY ON SERVICE TAX	19000.00	0.00
REBATE EXPENSES	135404.00	0.00
LATE PAYMENT CHARGES	0.00	250.00
	154049003.92	65971283.02

27 Prior Period items

In ₹

Particulars	31/03/2017	31/03/2016
Prior Period Income		
DEPRECIATION	1445508.08	0.00
Prior Period Expenses		
MISCELLANEOUS PURCHASE FOR SITE	(23100.00)	(0.00)
REPAIRING AND MAINTENANCE EXP	(42680.00)	(0.00)
SITE EXPENSES	(68500.00)	(0.00)
TRANSPORTATION EXPENSES	(115000.00)	(0.00)
VEHICLE EXPENSES	(16370.00)	(0.00)
LEGAL AND PROFESSIONAL FEES	(170000.00)	(0.00)
	1009858.08	0.00

PRIOR PERIOD ITEMS

Prior Period Incomes :

During earlier years, while adopting the useful life as per Schedule II of The Companies Act, 2013 for the first time, the mistake was committed and useful lives of some of the assets was wrongly taken which has been rectified in the current year and accordingly there is a reversal of excess depreciation claimed in earlier years which resulted in credit of ₹14,45,408.08 which has been shown as Prior Period Income under the head “Prior Period Items”.

28 Tax expense



In ₹

Particulars	31/03/2017	31/03/2016
Current tax		
PROVISION FOR INCOME TAX	47160962.00	7585210.00
Deferred tax		
DEFERRED TAX	44862464.00	19215246.00
	92023426.00	26800456.00

29 Earnings per equity share

In ₹

Particulars	31/03/2017	31/03/2016
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	19.76	20.42
Diluted		
Diluted EPS Before Extra Ordinary Item	19.76	20.42
Weighted Average Number of shares		
Number of Shares for basic EPS calculation		
Number of Shares Issued During Current Year	0.00	920000.00
Number of Bonus Shares Issued	5130000.00	1500000.00
Number of shares at the beginning of the year	3420000.00	1000000.00

30. Additional information pursuant to the provisions of Schedule III of The Companies Act, 2013 in respect of Consolidation :

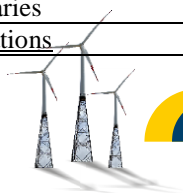
A) List of Subsidiaries which are included in the consolidation and the Company's effective holdings therein are as under :

Name of the subsidiary	Country of Incorporation	Effective ownership in subsidiaries as at March 31,	
		2017	2016
Wind farm Developers Private Limited	India	98.33 %	51.00 %
K P Energy Mahuva Wind Farms Private Limited	India	98.85 %	51.00 %
Ungarn Renewable Energy Private Limited	India	95.55 %	51.00 %
Mahuva Power Infra LLP	India	99.00 %	0.00 %
Miyani Power Infra LLP	India	99.00 %	0.00 %
Manar Power Infra LLP	India	99.00 %	0.00 %

B) Additional information, as required under Schedule III of the Act for the entities consolidated as subsidiaries.

(Amount in Lakhs Rs.)

Name of the subsidiary	Net Assets (total assets – total liabilities)		Share in profit or loss	
	As % of consolidated Net assets	Amount	As % of Consolidated profit or loss	Amount
<u>Parent</u>				
K P Energy Limited	1.00	3286.53	1.00	1689.44
<u>Indian Subsidiaries</u>				
Wind farm Developers Private Limited	0.01	29.30	0.00	Nil
K P Energy Mahuva Wind Farms Private Limited	0.01	42.50	0.00	Nil
Ungarn Renewable Energy Private Limited	0.00	11.00	0.00	Nil
Mahuva Power Infra LLP	0.00	1.00	0.00	Nil
Miyani Power Infra LLP	0.00	1.00	0.00	Nil
Manar Power Infra LLP	0.00	1.00	0.00	Nil
<u>Foreign Subsidiaries</u>	0.00	Nil	0.00	Nil
Minority Interest in all subsidiaries	0.00	(1.50)	0.00	Nil
<u>Eliminations</u>	(0.02)	(84.30)	0.00	Nil



TOTAL	1.00	3286.53	1.00	1689.44
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31. Operating leases :

Premises

The Group has taken certain premises under cancellable operating leases. However there is no escalation clause. Each renewal is at the option of lessee. There are no restrictions placed upon the company by entering into these leases. The total rental expense under cancellable operating leases during the period was Rs 1049823 (Rs. 315400).

32. Earning / (loss) per share :

Basic and Dilutive Earnings per Share ("EPS") computed in accordance with Accounting Standard (AS) 20 'Earnings per Share'.

Particulars		2016-2017	2015-2016
<u>Basic :</u>			
Profit after tax as per P & L Account before exceptional item	A	168944486	52023276
Weighted Number of Equity shares outstanding during the period	B	8550000	2547123
Basic EPS (Rupees)	A/B	19.76	20.42
Diluted EPS (Rupees)	A/B	19.76	20.42

Since the Group has not issued any convertible preference shares or convertible debentures, the diluted EPS is same as that of Basic EPS.

33. Segment Reporting (AS 17):

The Group has disclosed business segment as the primary segment. Segments have been identified taking into account the nature of the products, the differing risks and returns, the organisation structure and internal reporting system.

The Group's operations predominantly relate to sale of power generated from wind mills, revenue from infrastructure development and revenue from Operations and maintenance services.

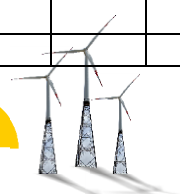
Segment revenue, segment results, segment assets and segment liabilities include the respective amounts identifiable to each of the segments allocated on a reasonable basis. Inter segment transfers have not been made and hence not recognised and disclosed.

The accounting principles consistently used in the preparation of the financial statements are also consistently applied to record income and expenditure of individual segments. These are set out in the notes on significant accounting policies.

A. Primary Business Segment :

(Amount in Crores Rs.)

Particulars	March 31, 2017					March 31, 2016				
	Sale of power	Infra dev.	O&M	Total	Grand Total	Sale of power	Infra dev.	O&M	Total	Grand Total
Total external sales	1.65	111.29	0.04	112.98	112.98	0.00	41.42	0.03	41.45	41.45
+ Inter segment sales	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Segment revenue	1.65	111.29	0.04	112.98	112.98	0.00	41.42	0.03	41.45	41.45
Segment results before exceptional items	1.10	26.96	0.04	28.10	28.10	0.00	8.86	0.03	8.89	8.89
+ / (-) Items to reconcile with profit as per statement of profit and loss					(2.00)					(1.01)
Finance cost										
Profit before tax and exceptional items					26.10					7.88
+ / (-) exceptional items					0.00					0.00
Profit before tax					26.10					7.88
(-) provision for current tax					(4.72)					(0.76)
Deferred tax					(4.49)					(1.92)



Total tax					(9.21)					(2.68)
Profit after tax					16.89					5.20
(-) share of loss / profit of minority					NIL					NIL
Net profit for the year					16.89					5.20
Segment Assets	26.52	23.82	0.00	50.34	50.34	12.75	12.80	0.00	25.55	25.55
Common Assets					1.96					0.82
Enterprise Assets					52.30					26.37
Segment liability	14.30	3.13	0.00	17.43	17.43	7.32	1.49	0.00	8.81	8.81
Common Liabilities					0.16					0.06
Enterprise liability					17.59					8.87
Capital Expenditure during the year	17.85	0.00	0.00	17.85	17.85	0.00	0.00	0.00	0.00	0.00
Segment Depreciation	0.77	0.94	0.00	1.71	1.71	0.22	0.43	0.00	0.65	0.65

B. Geographical business segment

The group is mainly engaged in the activities in India only and there is no operations outside India and hence there is no reportable secondary segment i.e. geographical segment and therefore, no segment reporting for the secondary segment are made.

34. Related Party Disclosures :

a. Related parties with whom transactions have taken place during the year :

i) Entities where Key Management Personnel (KMP) / relatives of key management personnel (RKMP) have significant influence :

Faaiz Money Changer Private Limited, KP Sor-Urja Limited, KP Human Development Foundation, KPI Global Infrastructure Limited, KP Buildcon Pvt. Ltd.

ii) Key Management Personnel :

Faruk Gulambhai Patel - Managing Director, Ashish Ashwin Mithani- Whole time director, Pravin Singh – CFO, Nita Mishra, Karmit Sheth – Company Secretary

iii) Relatives of key management personnel :

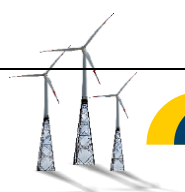
Vahidabanu Faruk Patel, Aayesha Faruk Patel, Jolly Ashish Mithani

b. Transactions between the company and related parties and the status of outstanding balances as at March 31, 2017

Particulars	Subsidiaries	Entities where KMP / RKMP has significant influence	KMP	RKMP
Managerial remuneration	Nil (Nil)	Nil (Nil)	4805917 (2991000)	Nil (Nil)
Collaterals provided by	Nil (Nil)	14200000 (14200000)	Nil (Nil)	4500000 (4500000)
Loans taken	Nil (Nil)	Nil (Nil)	185000 (185000)	Nil (Nil)

c. Disclosure of significant transactions with related parties :

Type of Transaction	Type of relationship	Name of the entity / person	Year ended on March 31, 2017	Year ended on March 31, 2016
Managerial remuneration	KMP	Faruk Gulambhai Patel	2026500	1400000
	KMP	Ashish Ashwin Mithani	2164000	1150000
	KMP	Pravin Singh	366250	351000
	KMP	Karmit Sheth	249167	Nil
	KMP	Nita Mishra	Nil	90000
Collaterals Provided by	Entities where KMP / RKMP has significant influence	KPI Global Infrastructure Ltd.	14200000	14200000



	RKMP	Vahidabanu Faruk Patel	2700000	2700000
	RKMP	Aayesha Faruk patel	1800000	1800000

35. Cash Flow Statement :

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

36. Based on the information available with the company, there are no dues to Micro & Small Enterprises under the Micro, Small and medium Enterprises Development Act, 2006.

37. Disclosure required U/S. 186(4) of The Companies Act, 2013 :

For details of loans and guarantees given to and given by related parties , refer Note no. 34.

For details of securities provided by the related parties, refer Note No. 5 & 34.

38. Additional information pursuant to the provisions of Schedule III of The Companies Act, 2013

a. Value of imports calculated on CIF basis

Particulars	March 31, 2017	March 31, 2016
Raw Materials & Components	NIL	NIL
Stores and Spares	NIL	NIL
Capital Goods	NIL	NIL

b. Expenditure in Foreign Currency (Accrual Basis)

Particulars	March 31, 2017	March 31, 2016
Expenses debited in the statement of Profit & Loss	NIL	NIL

c. Imported and Indigenous raw materials, components and spare parts consumed :

(Amount in Lakhs Rupees)

Particulars	March 31, 2017		March 31, 2016	
	Amount	%	Amount	%
Imported	NIL	0.00	NIL	0.00
Indigenous	6487.70	100.00	2340.63	100.00

d. Earning in Foreign Currency (accrual basis) :

Particulars	March 31, 2017	March 31, 2016
FOB value of exports	NIL	NIL

39. Accounting policies not specifically referred to otherwise are consistent and in consonance with the generally accepted accounting policies. (GAAP)

40. The previous year's figures have been regrouped or reclassified wherever necessary to confirm with the current year's presentation.

In terms of our attached report of even date
For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. NO. : 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN :
00414045)

ASHISH
ASHWIN
MITHANI
(WHOLE TIME
DIRECTOR)

(DIN : 00152771)

KARMIT
HARIBHADR
A SHETH
(COMPANY
SECRETARY

)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

Place : SURAT
Date : 16/05/2017



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF K.P. ENERGY LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of K.P. ENERGY LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone Financial Statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the Standalone 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 Standalone Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Standalone Financial Statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A**, 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 appears from our examination of those books.
- c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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**"; and
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations, which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to Investor Education and Protection fund by the Company and
 - iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from 8TH November, 2016 to 30TH December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer to Note No. 18 to the standalone financial statements.

for **K A SANGHAVI AND CO**
Chartered Accountants
FRN : 120846W

Place : SURAT
Date : 16/05/2017

AMISH ASHVINBHAI SANGHAVI
M. NO. 101413
1001, 1002, 1003, RAJHANS BONISTA,
RAM CHOWK, GHOD DOD ROAD,
SURAT-395007 GUJARAT



Annexure A referred to in paragraph 1 under the heading Report on other legal and regulatory requirements of our report of even date

Re: K P ENERGY LIMITED

- I.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - c. According to the information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- II.
 - a. The management has conducted physical verification of inventory except goods-in-transit at reasonable intervals during the year.
 - b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- III. According to the information and explanations given to us, the Company has granted loans to three bodies corporate (which are subsidiary companies) covered in the register maintained under section 189 of the Companies Act, 2013.
 - (a) In our opinion, the terms and conditions of the grant of such loans to the bodies corporate listed in the register maintained under section 189 of the Companies Act, 2013, are not prejudicial to the interest of the Company except the interest on such loans which has not been charged from these bodies corporate since there is no business activities in these companies during the year and the bodies corporate are the subsidiaries of the Company.
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of principal as stipulated.
 - (c) There are no overdue amounts in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- IV. In our opinion and according to the information and explanations given to us, the company does not have any transactions to which the provisions of Section 185 apply. The company has complied with the provisions of Section 186 of the Act, with respect to the loans, investments, guarantees and security.
- V. The Company has not accepted any deposits from the public. Hence, the provisions of Sections 73 to 76 or any other relevant provisions of The Companies Act and rules framed there under are not applicable. The provisions of clause 3(v) of the Order are not applicable to the Company and hence not commented upon.
- VI. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of the cost records U/S. 148(1) of the Companies Act, 2013, related to the activities carried out by the Company, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- VII.
 - a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it, though there has been a slight delay in few cases.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- VIII. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks and Financial Institution. The Company had no Debentures issued or outstanding during the year.
- IX. The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loan, bank CC facilities and Mortgage loan taken by the Company have been applied for the purposes for which they were raised.
- X. According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.



- XI. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- XII. In our opinion and according to the information and explanations given to us, the company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the notes to the standalone financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- XV. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly the provisions of clause 3(xv) of the Order are not applicable and hence not commented upon.
- XVI. According to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and hence not commented upon.

for **K A SANGHAVI AND CO**
Chartered Accountants
FRN : 120846W

Place : **SURAT**
Date : 16/05/2017

AMISH ASHVINBHAI SANGHAVI
M. NO. : 101413
1001, 1002, 1003, RAJHANS BONISTA, GHOD DOD ROAD, SURAT-395007 GUJARAT

ANNEXURE - B TO THE AUDITORS' REPORT

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

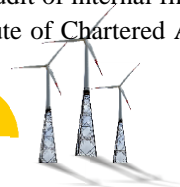
We have audited the internal financial controls over financial reporting of **K P ENERGY LIMITED** ("The Company") as of 31 March 2017 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.



Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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. However, we are of the opinion that the company can make the Internal Controls on Financial Reporting more adequate and more effective considering the inherent risk and nature and size of the business activities carried out by the company.

for **K A SANGHAVI AND CO**
Chartered Accountants
FRN : 120846W

Place : **SURAT**
Date : **16/05/2017**

AMISH ASHVINBHAI SANGHAVI
M. NO. 101413
1001, 1002, 1003, RAJHANS BONISTA, RAM CHOWK,
GHOD DOD ROAD, SURAT-395007 GUJARAT



K.P. ENERGY LIMITED
CIN : L40100GJ2010PLC059169
BALANCE SHEET AS AT 31/03/2017

In ₹

Particulars	Note	31/03/2017	31/03/2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	85500000.00	34200000.00
Reserves and surplus	4	243153471.34	131683351.97
Money received against share warrants		-	-
		328653471.34	165883351.97
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	5	151392939.27	76920621.00
Deferred tax liabilities (Net)	6	66362798.00	21500334.00
Other Long term liabilities	7	176044609.69	24658525.00
Long-term provisions		-	-
		393800346.96	123079480.00
Current liabilities			
Short-term borrowings	8	24301285.24	11633231.92
Trade payables	9	193253425.92	105702071.80
Other current liabilities	10	80843787.54	23556236.56
Short-term provisions	11	19604272.00	-
		318002770.70	140891540.28
TOTAL		1040456589.00	429854372.25
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	502846407.00	254110829.42
Intangible assets		-	-
Capital work-in-progress	13	178500000.00	-
Intangible assets under development		-	-
		681346407.00	254110829.42
Non-current investments	14	8430000.00	153000.00
Deferred tax assets (net)		-	-
Long-term loans and advances	15	1846518.00	1767381.00
Other non-current assets		-	-
		691622925.00	256031210.42
Current assets			
Current investments		-	-
Inventories	16	37425820.00	47368198.00
Trade receivables	17	256266503.01	77248892.73
Cash and cash equivalents	18	18641987.29	14803669.23
Short-term loans and advances	19	30185523.70	27138320.87
Other current assets	20	6313830.00	7264081.00
		348833664.00	173823161.83
TOTAL		1040456589.00	429854372.25

In terms of our attached report of even date
For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. No. 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

ASHISH ASHWIN
MITHANI
(WHOLE TIME
DIRECTOR)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

(DIN : 00414045)

(DIN : 00152771)

Place : SURAT
Date : 16/05/2017



K.P. ENERGY LIMITED
CIN : L40100GJ2010PLC059169
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2017

In ₹

Particulars	Note	31/03/2017	31/03/2016
Revenue from operations	21	1129836365.50	414525000.00
Other income	22	415977.50	500971.00
Total Revenue		1130252343.00	415025971.00
Expenses			
Cost of materials consumed	23	648770128.23	234063333.11
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods		-	-
work-in-progress and Stock-in-Trade			
Employee benefits expense	24	36542747.00	25001923.00
Finance costs	25	19980387.56	10120233.38
Depreciation and amortization expense	26	12351323.00	7529116.00
Other expenses	27	152649703.92	59487633.02
Total expenses		870294289.71	336202238.51
Profit before exceptional, extraordinary and prior period items and tax		259958053.29	78823732.49
Exceptional items		-	-
Profit before extraordinary and prior period items and tax		259958053.29	78823732.49
Extraordinary Items		-	-
Profit before prior period items and tax		259958053.29	78823732.49
Prior Period Items	28	1009858.08	-
Profit before tax		260967911.37	78823732.49
Tax expense:	29		
Current tax		47160962.00	7585210.00
Deferred tax		44862464.00	19215246.00
Profit/(loss) for the period from continuing operations		168944485.37	52023276.49
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		168944485.37	52023276.49
Earnings per equity share:	30		
Basic		19.76	20.42
Diluted		19.76	20.42

In terms of our attached report of even date
For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. No. 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN : 00414045)

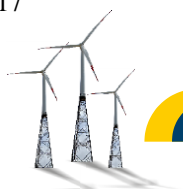
ASHISH
ASHWIN
MITHANI
(WHOLE TIME
DIRECTOR)

(DIN :
00152771)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

Place : SURAT
Date : 16/05/2017



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1 CORPORATE INFORMATION :

K.P. Energy Limited ("the Company") was incorporated on 08/01/2010 as a Private Limited company and later on converted in Public Limited company domiciled in India. Its shares are listed on BSE SME platform. The company is primarily engaged in Wind Farm development, development of Wind Mills and allied services related to it along with generation of electricity through wind mill.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

(xxi) **Basis of preparation of Financial Statements :**

These financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis, except in case of assets for which provision for impairment for certain financial instruments which are measured at fair value.

All amounts included in the financial statements are reported in absolute figures of Indian Rupees.

(xxii) **Presentation and disclosure of financial statements :**

During the year end 31ST March 2017, the company has presented the financial statements as per the Schedule III notified under the Companies Act, 2013. The company has also reclassified the previous figures in accordance with the requirements applicable in the current year.

(xxiii) **Use of estimates :**

The preparation of financial statements in conformity with Indian GAAP requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, if any at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(xxiv) **Tangible Fixed Assets (AS 10) :**

Tangible Fixed assets are carried at cost of acquisition and other applicable costs less accumulated depreciation and accumulated impairment loss, if any. The cost of fixed assets includes cost of acquisition plus, any freight, taxes, duties and other incidental expenses that are directly attributable to bring the assets to their working conditions for their intended use. Borrowing costs directly attributable to the qualifying assets are capitalized as part of the cost. The costs of internally generated assets comprise direct costs attributed to the generation of the assets.

Capital work in progress comprises of the cost of Fixed assets that are not yet ready for their intended use at the balance sheet date. Assets held for disposal, if any are stated at the lower of net book value and the estimated net realisable value.

When parts of the items of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to the property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Gain / loss arising from de-recognition / sale / disposal of fixed assets are measured as the difference between the net disposal / sale proceeds and the carrying amount of the assets and are recognised in the statement of profit or loss when the asset is derecognised / disposed off.

Advances paid towards the acquisition of fixed assets, if any outstanding as of balance sheet date is disclosed under long term loans and advances.

No assets have been revalued during the year.

(xxv) **Intangible Assets :**

Intangible assets are stated at the consideration paid for acquisition less accumulated amortization and accumulated impairment losses, if any.

Intangible assets, if any are amortised on a straight line basis over the estimated useful economic life.

(xxvi) **Borrowing Costs (AS 16):**

Loan processing charges paid to Bank for Bank CC facilities and Mortgage Loan have been charged to revenue account since the same are not attributable to the acquisition of qualifying assets as per the requirements of AS 16.

Borrowing cost primarily includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.



Borrowing costs directly attributable to the acquisition, construction or production of an 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 respective asset.

(xxvii) Depreciation / Amortization (AS 6):

Depreciation on tangible fixed assets is calculated on the Straight Line Method (SLM) based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013. The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. During earlier years, while adopting the useful life as per Schedule II of The Companies Act, 2013 for the first time, the mistake was committed and useful lives of some of the assets was wrongly taken which has been rectified in the current year and accordingly there is a reversal of excess depreciation claimed in earlier years which resulted in credit of Rs. 14,45,408.08 which has been shown as Prior Period Income under the head "Prior Period Items". No assets have been revalued during the year.

(xxviii) Impairment of tangible and Intangible Assets (AS 28):

As per the estimates made by the management and as per the various assessments made by the management, there were no indicators whether internal or external (as provided in para 8 of AS 28) which has led to the impairment loss to any assets. Since there are no such indicators which suggest that the net value of the assets would fall significantly by passage of time and normal use, the company has not provided for any impairment loss for any assets during the current financial period. The company has chosen the "value in use" technic and as per the measurement of future cash flow, the management is of the opinion that the future cash flow and the terminal value of the assets would not be significantly less than the carrying value and hence no impairment for any assets has been provided for in the financial statements.

No reversal of impairment loss has been recognized in the Profit & loss Account.

Since the company has not carried out the activities in segments, the impairment loss or reversal of the impairment loss has not been provided for the segments.

In the opinion of the Board of Directors and to the best of their knowledge and belief the aggregate value of the current assets, loans and advances on realization in the ordinary course of business, will not be less than the amount at which they are stated in the Balance Sheet.

(xxix) Investments (AS 13):

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value, if any is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, if any, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(xxx) Government grants and subsidies (AS 12):

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

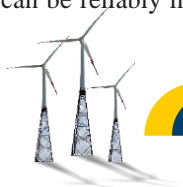
During the year, the Company has not applied for any Grants / subsidies related to the Revenue or specific Fixed Assets nor the Company has received any such Grants / subsidies during the year.

(xxxi) Inventories (AS 2):

Inventories of materials including stores and spares and consumables, packing materials, components, work-in-progress, project work-in-progress are valued at the lower of cost and estimated net realisable value. Cost in case of work in progress is determined on the basis of the actual expenditure attributable to the said work till the end of the reporting period.

(xxxii) Revenue recognition (AS 9):

Revenue comprises sale of materials, sale of power generated by the Company, service income; interest. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and that the revenue can be reliably measured. The Company collects sales taxes, service tax, value added taxes (VAT)



as applicable on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

Sales :

Revenue from sale of goods is recognised in the statement of profit and loss when the significant risks and rewards in respect of ownership of goods has been transferred to the buyer as per the terms of the respective sales order, and the income can be measured reliably and is expected to be received.

Revenue from Infrastructure Development and Work Contract Income :

Contracts to deliver wind power systems (turnkey and projects involving installation and / or commissioning apart from supply) are recognised in revenue based on the stage of completion of the individual contract using the percentage completion method and accordingly the customers are billed after taking into account the conditions of Work Order provided the order outcome as well as expected total costs can be reliably estimated.

Interest income :

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of interest on Income tax refund which is recognized when the same is received from the IT Department after the return of earlier year has been processed or the income has been assessed.

(xxxiii) Retirement and other Employee benefits (AS 15) :

Defined contributions to Provident Fund are charged to the statement of Profit & Loss of the year, when the employee renders the related service. There are no other obligations other than the contribution payable to the respective statutory authorities.

No retirement benefits have been paid to any employee during the year by the company. Retirement benefits in the form of Gratuity and other long term / short term employee benefits have not been provided in the financial statements.

(xxxiv) Foreign Exchange Transactions (AS 11):

The Company has not entered into any Foreign Exchange Transactions during the year under consideration.

The company has not entered into any forward exchange contracts during the year.

(xxxv) Taxation (AS 22):

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are

enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the



year in which the Company recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT credit entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period in future. Separate and detailed calculation of Deferred tax is appended in Annexure A to these notes. During the F.Y. 2016-2017, the provisions of ICDS under the Income Tax Act, 1961 have been applicable to the Company and hence the provisions of Current tax has been made after considering the effects of ICDS wherever applicable. ICDS are not to be considered for maintaining the books of accounts and preparation of Financial statements.

(xxxvi) Provisions and contingent liabilities, Contingent assets (AS 29):

A provision is recognised when the Company has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These estimates are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions of various expenses are recognized in the financial statements since there exists present obligations as a result of event and the expenses are accrued and incurred during the year.

The opening balance of provisions are used during the year against the payments during the year. The closing balances of provisions are the expenses accrued during the year and provided.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the financial statements unless the possibility of an outflow is remote.

A contingent asset is not recognized in the Financial statements and hence not disclosed.

(xxxvii) Earning / (loss) per share (AS 20) :

Basic earnings / (loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the board of directors for the purpose of calculating diluted earnings / (loss) per share. The net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares as appropriate. The dilutive potential equity shares are adjusted for the proceeds receivable, had the shares been issued at fair value. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date.

(xxxviii) Cash and Cash Equivalents :

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand, cheques on hand and short-term investments with an original maturity of three months or less.

(xxxix) Operating leases :

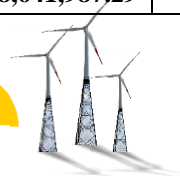
Where the Company is a lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on the basis of the lease (rent agreements) .Initial direct costs such as legal costs, brokerage costs, etc. if any, are recognised immediately in the statement of profit and loss.



K.P. ENERGY LIMITED**CIN : L40100GJ2010PLC059169****STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED****31ST MARCH 2017**

PARTICULARS	31ST MARCH 2017	31ST MARCH 2016
Cash flow from operating activities		
Profit / (loss) before tax and exceptional items	260,967,911.37	78,823,734.00
Adjustments for :		
Depreciation	12,351,323.00	7,529,118.00
Bad debts written off	368,650.00	-
Preliminary and pre operative expenses written off	1,944,920.00	-
Loss on sale of Fixed Assets	355,304.00	-
Depreciation (prior period)	(1,445,507.58)	-
Bank Fd interest (accrued)	(491,466.00)	(243,621.00)
Operating profit / (loss) before working capital change	274,051,134.79	86,109,231.00
Movements in working capital		
(Increase) / decrease in inventories	9,942,378.00	5,844,749.00
(Increase) / decrease in sundry Debtors	(179,386,260.28)	(58,307,252.00)
(Increase) / decrease in short term advances and loans	(119,691.83)	(3,338,014.77)
(Increase) / decrease in long term Loan and advances	(79,137.00)	(15,398,533.00)
(decrease) / Increase in trade payables	87,551,354.12	62,073,008.00
(decrease) / increase in other current liabilities	57,287,550.98	(4,773,394.00)
(decrease) / increase in other long term liabilities	151,386,084.69	(18,200,000.00)
Cash (used in) / generated from operating activities	400,633,413.47	54,009,794.23
Direct tax paid, net	(39,441,220.00)	(7,585,210.00)
Net cash (used in) / generated from operating activities (A)	361,192,193.47	46,424,584.23
Cash flow from investing activities		
Payment for purchase of fixed asset including capital work in progress	(439,678,197.00)	(165,672,234.00)
Proceeds from sale of fixed assets	1,181,500.00	2,541,000.00
Investments in subsidiaries / associates	(8,277,000.00)	(153,000.00)
Loans repaid by / (granted to) subsidiaries, net	5,699,450.00	(6,576,450.00)
Net cash (used in) / generated from investing activities (B)	(441,074,247.00)	(169,860,684.00)
Cash flow from financing activities		
Proceeds from issuance of share capital	-	9,200,000.00
Addition in Security Premium	-	55,200,000.00
Proceeds / (repayment) from short term borrowings, net	12,668,053.32	(10,175,376.00)
Proceeds / (repayment) from long term borrowings, net	74,472,318.27	74,944,258.00
Dividend Paid	(3,420,000.00)	-
Net cash (used in) / generated from financing activities (C)	83,720,371.59	129,168,882.00
Net Increase / (decrease) in cash and cash equivalent (A+B+C)	3,838,318.06	5,732,782.23
Cash and cash equivalent at the beginning of the year	14,803,669.23	9,070,887.00
Cash and cash equivalent at the end of the year	18,641,987.29	14,803,669.23



Notes :

1. The figures in brackets represent outflows.
2. Previous period's figures have been regrouped / reclassified, wherever necessary, to confirm to current year presentation.

In terms of our attached report of even date

For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors
of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. No. 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN : 00414045)

ASHISH ASHWIN
MITHANI

(WHOLE TIME
DIRECTOR)

(DIN : 00152771)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

3 Share Capital

In ₹

Particulars	31/03/2017	31/03/2016
Authorised		
10500000 (5000000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	105000000.00	50000000.00
	105000000.00	50000000.00
Issued		
8550000 (3420000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	85500000.00	34200000.00
	85500000.00	34200000.00
Subscribed		
8550000 (3420000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value	85500000.00	34200000.00
	85500000.00	34200000.00
Paidup		
8550000 (3420000) Equity Shares FULLY PAID UP of ₹ 10/- Par Value Fully Paidup	85500000.00	34200000.00
	85500000.00	34200000.00

Note:

The figures in brackets represent the figures of immediately preceding year.

TERMS / RIGHTS ATTACHED TO EQUITY SHARES

The Company has only 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.



The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Holding More Than 5%

Particulars	31/03/2017		31/03/2016	
	Number of Share	% Held	Number of Share	% Held
ASHISH ASHWIN MITHANI	1140646	13.34	456250	13.34
FARUKBHAI GULAMBHAI PATEL	4156250	48.61	1662500	48.61
VEER VALUE VENTURES LLP	500000	5.85	308000	9.01

SHARE HOLDERS HOLDING MORE THAN 5 % EQUITY SHARES IN THE COMPANY

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Details Of Shares For Preceding Five Years

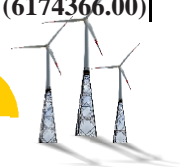
Particulars	31/03/2017	31/03/2016	31/03/2015	31/03/2014	31/03/2013
Number Of Equity Shares Bought Back	0	0	0	0	0
Number Of Preference Shares Redeemed	0	0	0	0	0
Number of Equity Share Issue as Bonus Share	5130000	1500000	0	0	0
Number of Preference Share Issue as Bonus Share	0	0	0	0	0
Number of Equity Shares Allotted For Contracts Without Payment Received In Cash	0	0	0	0	0
Number of Preference Shares Allotted For Contracts Without Payment Received In Cash	0	0	0	0	0

Reconciliation

Particulars	31/03/2017		31/03/2016	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	3420000	34200000	1000000	10000000
Add : Issue				
BONUS ISSUE	5130000	51300000	1500000	15000000
INITIAL PUBLIC OFFER	0	0	920000	9200000
	5130000	51300000	2420000	24200000
Less : Bought Back	0	0	0	0
Others	0	0	0	0
Number of shares at the end	8550000	85500000	3420000	34200000

4 Reserve and Surplus

Particulars	In ₹	
	31/03/2017	31/03/2016
Securities Premium Opening	60200000.00	5000000.00
Additions	0.00	55200000.00
Adjusted Bonus Shares	(51300000.00)	(0.00)
	8900000.00	60200000.00
Profit and Loss Opening	71483351.97	34460075.48
Amount Transferred From Statement of P&L	168944485.37	52023276.49
Appropriation and Allocation		
Interim Dividend	3420000.00	0.00
Final Dividend	1710000.00	0.00
Equity Dividend Distribution Tax	1044366.00	0.00
Issue of Bonus Shares	0.00	15000000.00
	(6174366.00)	(15000000.00)



	234253471.34	71483351.97
	243153471.34	131683351.97

5 Long Term Borrowings

In ₹

Particulars	31/03/2017	31/03/2016
Term Loan		
Banks		
Secured		
Rupee		
AXIS BANK BATCHING PLANT LOAN	2141377.00	893043.00
AXIS BANK CONCRETE PUMP LOAN.	746170.00	1960829.00
SBI TERM LOAN	63606210.00	73231958.00
SBI TERM LOAN(NEW)	79417425.00	0.00
STATE BANK OF INDIA CAR LOAN	1330174.00	458567.00
Unsecured		
ICICI BANK LOAN	0.00	376224.00
Financial Institution		
Unsecured		
Rupee		
CAPITAL FIRST LTD	2451575.47	0.00
MAGMA FINCORP LTD	770344.80	0.00
TATA CAPITAL FINANCE SERVICES LTD	929663.00	0.00
	151392939.27	76920621.00

LONG TERM BORROWINGS :

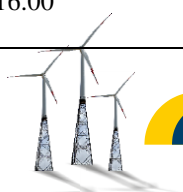
The company has taken term loan from SBI ₹ 16.45 Crores (7.45 Crores) and Axis Bank ₹90 lakhs (₹ 56 Lakhs) which are secured by first pari passu charge on all fixed assets created out of Bank finance. The same is further secured by collateral securities of various flats of KPI Global Infrastructure Ltd., and immovable properties of the director and family members of the Directors, Other fixed assets of the Company including Plant and machineries, lands situated at various places and bank FD. The borrowings are further secured by personal guarantee of Directors and family members of directors along with corporate guarantee of KPI Global infrastructure Ltd.

Other long term loans from ICICI Bank, Capital First Ltd., Magma Fincorp Ltd., Tata Capital Finance Services Ltd. are unsecured loans.

Vehicle loan of ₹ 13,30,174 (₹ 4,58,567) of which ₹ 514093/- (₹ 419589) classified as Current maturities of long term debt is secured against vehicle under hire purchase contract.

(Amounts are in Lakhs)

Loan Details	Principal Amount	Loan Rate of Interest	Tenure (months)	Monthly instalment	Security offered
ICICI Bank	19.00	16.99%	36	0.68	NIL
Capital First Limited	75.19	19.00%	36	4.57	NIL
Magma Fincorp Ltd.	50.00	19.18	24	3.37	NIL
Tata Capital Finance services Ltd.	35.00	18.05	36	1.96	NIL
State Bank of India (Car Loan)	7.00	9.85	60	0.16	Hypothecation of car
State Bank of India (Car Loan)	7.48	9.55	36	0.25	Hypothecation of car
State Bank of India (Car Loan)	15.00	9.65	60	0.32	Hypothecation of car
State bank of India	825.00	10.00	96	7.00	Hypothecation of wind turbine.
State Bank of India	900.00	10.00	69	13.00	Hypothecation of Wind turbine
Axis Bank Ltd.	16.00	10.16	36	0.52	Hypothecation of Concrete Pump



Axis Bank Ltd.	19.00	10.15	36	0.61	Hypothecation of Concrete Pump
Axis Bank Ltd.	21.00	10.15	36	0.68	Hypothecation of Batching Plant
Axis Bank Ltd.	34.00	9.50	36	1.09	Hypothecation of Batching Plant

6 Deferred Taxes

In ₹

Particulars	31/03/2017	31/03/2016
Deferred Tax Liabilities		
Depreciation	66362798.00	21500334.00
	66362798.00	21500334.00

7 Other Long Term Liabilities

In ₹

Particulars	31/03/2017	31/03/2016
Trade Payables		
Others		
SUZLON ENERGY LTD	126327040.69	21000000.00
INDO RAMA RENEWABLES LTD	0.00	3658525.00
SIMMS ENGINEERING PVT LTD	49717569.00	0.00
	176044609.69	24658525.00

8 Short Term Borrowings

In ₹

Particulars	31/03/2017	31/03/2016
Loans repayable on demand		
Banks		
Secured		
STATE BANK OF INDIA CC A/C	24301285.24	11633231.92
	24301285.24	11633231.92

SHORT TERM BORROWINGS

The company has taken the Cash credit facilities from SBI for ₹ 4.00 Crores (2.50 Crores) which is secured by first pari passu charge on all current assets primarily Stock and Book debts. The said working capital facility has been reviewed during the year and the same has been enhanced to ₹ 4.00 Crores in the end of March 2017. However, the company has not utilised the same to the full extent. The rate of interest on the working capital facility from bank is 10 % p.a.(12.05% p.a.) calculated on daily products on monthly rests. Till the renewal of the working capital facility by the bank during March, 2017, the rate of interest was 12.05% p.a. and thereafter the rate of interest is 10% p.a.

The same is further secured by collateral securities of various flats of KPI Global Infrastructure Ltd., and immovable properties of the director and family members of the Directors, Other fixed assets of the Company including Plant and machineries, lands situated at various places and bank FD. The borrowings are further secured by personal guarantee of Directors and family members of directors along with corporate guarantee of KPI Global infrastructure Ltd.

9 Trade Payables

In ₹

Particulars	31/03/2017	31/03/2016
Creditors Due others		
SUNDRY CREDITOR	193253425.92	105702071.80
	193253425.92	105702071.80

TRADE PAYABLES

As certified and confirmed by the management that there are no entities of trade payables which are Micro Enterprises and small enterprises.

10 Other Current Liabilities

In ₹

Particulars	31/03/2017	31/03/2016
-------------	------------	------------



Current maturities of long-term debt		
CURRENT MATURITIES OF LONG TERM DEBT	32485869.00	9887675.00
Other payables		
Employee Related		
Accrued Salary Payable		
SALARY PAYABLE	1142287.00	890504.00
WAGES FOR SITE PAYABLE	364165.00	0.00
PF PAYABLE	94082.00	49430.00
Tax Payable		
TDS		
TDS PAYABLE	2848095.00	2948420.08
Service Tax		
SERVICE TAX PAYABLE	42833259.54	5009487.48
Other		
PROFESSION TAX PAYABLE	12530.00	7430.00
Income Tax		
TCS PAYABLE	3500.00	0.00
Other Accrued Expenses		
AUDIT FEE PAYABLE	0.00	40000.00
EXPENSES PAYABLE	0.00	8290.00
LAND RENT PAYABLE	1050000.00	1050000.00
OFFICE RENT PAYABLE	10000.00	0.00
Other Current Liabilities		
AMRIK SINGH & SONS CRANE SERVICE PVT LTD	0.00	3665000.00
	80843787.54	23556236.56

11 Short Term Provisions

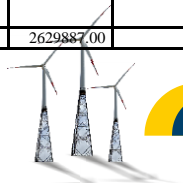
In ₹

Particulars	31/03/2017	31/03/2016
Dividend		
Dividend on Equity Shares		
PROPOSED DIVIDEND	1710000.00	0.00
Dividend on Distribution Tax		
Dividend on Distribution Tax Equity Shares		
TAX ON PROPOSED DIVIDEND	348116.00	0.00
Tax Provision		
Current Tax		
INCOME TAX PAYABLE	17546156.00	0.00
	19604272.00	0.00

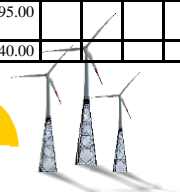
12 Tangible assets

In ₹

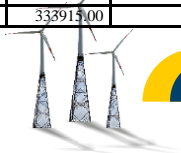
Particulars	Gross				Depreciation					Impairment				Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduction	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Closing	Opening
Land															
Free Hold Land															
LAND AT BARADIYA	3575925.00			3575925.00										3575925.00	3575925.00
LAND AT BEDA	1732525.00	1171895.00		2904420.00										2904420.00	1732525.00
LAND AT DEGAM KUCCHDI SITE	3678584.00			3678584.00										3678584.00	3678584.00
LAND AT KHARI MAHUA		472000.00		472000.00										472000.00	
LAND AT KIKARIYA	374663.00			374663.00										374663.00	374663.00
LAND AT MADHIYA		967614.00		967614.00										967614.00	
LAND AT MAHUA		2519500.00		2519500.00										2519500.00	
LAND AT RINAWADA PORBANDAR		2324100.00		2324100.00										2324100.00	
LAND AT		2629887.00		2629887.00										2629887.00	



SATHARA MAHUA																	
LAND AT TALAJA		111111.00		111111.00											111111.00		
LAND AT VAGNAGAR	3322250.00			3322250.00											3322250.00	3322250.00	
LAND AT VATALIYA BHAVNAGAR		51000.00		51000.00											51000.00		
LAND AT MATALPAR		1675991.00		1675991.00											1675991.00		
Total	12683947.00	11923098.00		24607045.00											24607045.00	12683947.00	
Building																	
Other Building																	
CIVIL WORK AT PHITHALPUR	125000.00			125000.00	464.00	1975.00				2439.00					122561.00	124536.00	
CIVIL WORK AT SHETRANA	115000.00			115000.00	1013.00	1817.00				2830.00					112170.00	113987.00	
CIVIL WORK AT TARSAI	120000.00			120000.00	456.00	1896.00				2352.00					117648.00	119544.00	
CONSTRUCTIO N AT SUB STATION DEGAM	479570.00			479570.00		7577.00				7577.00					471993.00	479570.00	
CONSTRUCTIO N AT SUB STATION MATALPAR	8279009.00			8279009.00	123914.00	130806.00				254720.00					8024289.00	8155095.00	
CONSTRUCTIO N AT SUB STATION RATDI	151479.00			151479.00	14395.00	6676.00				21071.00					130408.00	137084.00	
CONSTRUCTIO N AT SUB STATION RATDI	10621376.00			10621376.00	235972.00	167818.00				403790.00					10217586.00	10385404.00	
CONSTRUCTIO N AT SUB STATION VAGNAGAR	606450.00			606450.00		9582.00				9582.00					596868.00	606450.00	
Total	20497884.00			20497884.00	376214.00	328147.00				704361.00					19793523.00	20121670.00	
Plant and Machinery																	
ANNEMOMETE R	10000.00			10000.00	2878.00	676.00				3554.00					6446.00	7122.00	
ANNEMOMETE R	9078.00			9078.00	2918.00	625.00				3543.00					5535.00	6160.00	
ANNEMOMETE R	18700.00	72318.00		91018.00	1596.00	2261.00				3857.00					87161.00	17104.00	
BATCHING PLANT	4204736.00	3825453.00	1211856.00	6818333.00	240467.00	270023.00	188774.00			321716.00					6496617.00	3964269.00	
DIESEL GENERATOR	1113875.00	405000.00		1518875.00	30384.00	73969.00				104353.00					1414522.00	1083491.00	
GENERAL MACHINERY	7052416.00	3606261.00		10658677.00	241240.00	477634.00				718874.00					9939803.00	6811176.00	
GENERAL MACHINERY	190995.00			190995.00	59430.00	13074.00				72504.00					118491.00	131565.00	
GENERAL MACHINERY	190990.00			190990.00	25025.00	12115.00				37140.00					153850.00	165965.00	
MET MAST	1478014.00	56476.00		1534490.00	68606.00	94818.00				163424.00					1371066.00	1409408.00	
MOTOR PUMP SET	3395.00			3395.00	958.00	229.00				1187.00					2208.00	2437.00	
MOTOR PUMP SET	20500.00			20500.00	5888.00	1386.00				7274.00					13226.00	14612.00	
MOTOR PUMP SET	10032.00			10032.00	2870.00	678.00				3548.00					6484.00	7162.00	
SOKKIA AUTO LEVEL	34650.00			34650.00	2767.00	2193.00				4960.00					29690.00	31883.00	
SWITCH YARD AND TRANSFORMER	41944978.00			41944978.00	2236229.00	1594298.00				3830527.00					38114451.00	39708749.00	
SWITCH YARD AND TRANSFORMER	38500756.00	91580972.00		130081728.00	979672.00	2428425.00				3408097.00					126673631.00	37521084.00	
WIND POWER GENERATION PLANT	127500000.00	137700000.00		265200000.00	2152033.00	5524298.00				7676331.00					257523669.00	125347967.00	
Total	222283115.00	237246480.00	1211856.00	458317739.00	6052961.00	10496702.00	188774.00			16360889.00					441956850.00	216230154.00	
Equipments																	
Office Equipments																	
MOBILE PHONES	8950.00			8950.00	8502.00					8502.00					448.00	448.00	
MOBILE PHONES	8800.00			8800.00	8360.00					8360.00					440.00	440.00	
MOBILE PHONES	7050.00			7050.00	6697.00					6697.00					353.00	353.00	
MOBILE PHONES	28000.00			28000.00	26600.00					26600.00					1400.00	1400.00	
MOBILE PHONES	30494.00			30494.00	27503.00	1466.00				28969.00					1525.00	2991.00	
MOBILE PHONES	34994.00			34994.00	30885.00	2359.00				33244.00					1750.00	4109.00	
MOBILE PHONES	6000.00			6000.00	5272.00	428.00				5700.00					300.00	728.00	
MOBILE PHONES	12100.00			12100.00	10486.00	1009.00				11495.00					605.00	1614.00	
MOBILE	7200.00			7200.00	6213.00	627.00				6840.00					360.00	987.00	



PHONES															
MOBILE PHONES	5950.00			5950.00	5092.00	560.00			5652.00					298.00	858.00
MOBILE PHONES	3000.00			3000.00	2437.00	413.00			2850.00					150.00	563.00
MOBILE PHONES	9850.00			9850.00	6612.00	2745.00			9357.00					493.00	3238.00
MOBILE PHONES	1200.00			1200.00	659.00	291.00			950.00					250.00	541.00
MOBILE PHONES	66495.00	85406.00		151901.00	7131.00	19585.00			26716.00					125185.00	59364.00
Total	230083.00	85406.00		315489.00	152449.00	29483.00			181932.00					133557.00	77634.00
Computer Equipments															
COMPUTER AND ACCESSORIES	529299.00	379763.00		909062.00	145458.00	236703.00			382161.00					526901.00	383841.00
COMPUTER AND ACCESSORIES	212148.00			212148.00	201539.00				201539.00					10609.00	10609.00
COMPUTER AND ACCESSORIES	6300.00			6300.00	5985.00				5985.00					315.00	315.00
COMPUTER AND ACCESSORIES	29920.00			29920.00	28424.00				28424.00					1496.00	1496.00
COMPUTER AND ACCESSORIES	45000.00			45000.00	42750.00				42750.00					2250.00	2250.00
COMPUTER AND ACCESSORIES	4050.00			4050.00	3847.00				3847.00					203.00	203.00
COMPUTER AND ACCESSORIES	1800.00			1800.00	1710.00				1710.00					90.00	90.00
COMPUTER AND ACCESSORIES	28400.00			28400.00	26980.00				26980.00					1420.00	1420.00
COMPUTER AND ACCESSORIES	15770.00			15770.00	10762.00	4219.00			14981.00					789.00	5008.00
COMPUTER AND ACCESSORIES	25750.00			25750.00	19397.00	5065.00			24462.00					1288.00	6353.00
COMPUTER AND ACCESSORIES	19500.00			19500.00	12650.00	5875.00			18525.00					975.00	6850.00
GPS SYSTEM	21000.00	12285.00		33285.00	8326.00	8697.00			17023.00					16262.00	12674.00
Total	938937.00	392048.00		1330985.00	507828.00	260559.00			768387.00					562598.00	431109.00
Other Equipments															
AIR CONDITIONER	238600.00			238600.00	80328.00	26322.00			106650.00					131950.00	158272.00
AIR CONDITIONER	219750.00	336557.00		556307.00	29359.00	36252.00			65611.00					490696.00	190391.00
ELECTRICAL INSTALLATION AND EQUIPMENT	705518.00	1311076.00		2016594.00	23167.00	112211.00			135378.00					1881216.00	682351.00
REFRIGERATOR	40880.00	23800.00		64680.00	4388.00	5687.00			10075.00					54605.00	36492.00
TELEVISION	15011.00			15011.00	6656.00	1902.00			8558.00					6453.00	8355.00
TELEVISION	30500.00	13500.00		44000.00	3246.00	3920.00			7166.00					36834.00	27254.00
TOOLS AND EQUIPMENTS	253241.00			253241.00	32220.00	24058.00			56278.00					196963.00	221021.00
Total	1503500.00	1684933.00		3188433.00	179364.00	210352.00			389716.00					2798717.00	1324136.00
Furniture and Fixtures															
FURNITURE AND FIXTURES	19435.00			19435.00	7986.00	2117.00			10103.00					9332.00	11449.00
FURNITURE AND FIXTURES	10900.00			10900.00	4223.00	1166.00			5389.00					5511.00	6677.00
FURNITURE AND FIXTURES	458983.00			458983.00	148176.00	46945.00			195121.00					263862.00	310807.00
FURNITURE AND FIXTURES	71990.00			71990.00	23210.00	7360.00			30570.00					41420.00	48780.00
FURNITURE AND FIXTURES	52240.00			52240.00	16804.00	5340.00			22144.00					30096.00	35436.00
FURNITURE AND FIXTURES	133755.00			133755.00	42617.00	13642.00			56259.00					77496.00	91138.00
FURNITURE AND FIXTURES	43124.00			43124.00	13383.00	4377.00			17760.00					25364.00	29741.00
FURNITURE AND FIXTURES	23290.00			23290.00	7143.00	2358.00			9501.00					13789.00	16147.00
FURNITURE AND FIXTURES	3500.00			3500.00	712.00	335.00			1047.00					2453.00	2788.00
FURNITURE AND FIXTURES	3045.00			3045.00	614.00	291.00			905.00					2140.00	2431.00
FURNITURE AND FIXTURES	2211147.00	4421175.00		6632322.00	202734.00	499056.00			701790.00					5930532.00	2008413.00
Total	3031409.00	4421175.00		7452584.00	467602.00	582987.00			1050589.00					6401995.00	2563807.00
Vehicles															
Motor Vehicles															
DISCOVER BIKE	53134.00			53134.00	24784.00	5048.00			29832.00					23302.00	28350.00
DISCOVER BIKE	51729.00			51729.00	23550.00	4914.00			28464.00					23265.00	28179.00
HEAVY VEHICLES		610549.00		610549.00		199.00			199.00					610350.00	
HERO HONDA	164748.00	333915.00		498663.00	4394.00	31433.00			35827.00					462836.00	160354.00



(SPLENDER)																	
HERO HONDA CB SHINE	108464.00	330188.00		438652.00	11914.00	23564.00			35478.00					403174.00	96550.00		
HERO MESTRO	40000.00			40000.00	3364.00	3800.00			7164.00					32836.00	36636.00		
MOTOR CAR	2093944.00	4096680.00	624500.00	5566124.00	320133.00	370779.00	110778.00		580134.00					4985990.00	1773811.00		
TWO WHEELER		53725.00		53725.00		3356.00			3356.00					50369.00			
Total	2512019.00	5425057.00	624500.00	7312576.00	388139.00	443093.00	110778.00		720454.00					6592122.00	2123880.00		
Grand Total	263680894.00	261178197.00	1836356.00	523022735.00	8124557.00	12351323.00	299552.00	0.00	20176328.00	0.00	0.00	0.00	0.00	502846407.00	255556337.00		
Previous	100549662.42	165672234.00	2541000.00	263680896.42	2040951.00	7529116.00	0.00	0.00	9570067.00	0.00	0.00	0.00	0.00	254110829.42	98508711.42		

FIXED ASSETS:

- a) As per requirements of Schedule II to the Companies Act 2013 in case of assets, where the useful life has expired on April 01, 2014, carrying amount of asset needs to be charged to opening balance of retained earnings. Considering the applicability of Schedule II, the management has re-estimated useful lives and residual values of all the assets which has resulted in credit of ₹ 1445508/- (NIL) in the Profit & Loss Account as prior period items.
- b) Buildings include the civil work carried out on free hold land at various places where the project is being carried out.
- c) There is no intent to sale any of the assets held by the company and hence there is no fixed assets held for disposal

13 Capital work-in-progress

In ₹

Particulars	31/03/2017	31/03/2016
Tangible Assets Work in Progress		
CAPITAL WORK IN PROGRESS	178500000.00	0.00
	178500000.00	0.00

CAPITAL WORK IN PROGRESS

The company has acquired wind turbines during the year and the same were not put to use since the same are not erected till the end of March 31, 2017 and therefore the wind turbines are included in Capital work in progress. The amount payable for this wind turbines are include under the head “Other Long Term Liabilities”.

14 Non-current investments

In ₹

Particulars	31/03/2017	31/03/2016
Investments in Equity Instruments		
NonTrade, Unquoted		
Investment in Subsidiary		
288100 (31/03/2016 : 5100) EQUITY SHARES of ₹ 10 Each Fully Paidup in WIND FARM DEVELOPERS PRIVATE LIMITED	2881000.00	51000.00
420100 (31/03/2016 : 5100) EQUITY SHARES of ₹ 10 Each Fully Paidup in K P ENERGY MAHUA WINDFARMS PRIVATE LIMITED	4201000.00	51000.00
105100 (31/03/2016 : 5100) EQUITY SHARES of ₹ 10 Each Fully Paidup in UNGARN RENEWABLE ENERGY PRIVATE LIMITED	1051000.00	51000.00
Investments in partnership firms		
MAHUA POWER INFRA LLP	99000.00	0.00
MIYANI POWER INFRA LLP	99000.00	0.00
MANAR POWER INFRA LLP	99000.00	0.00
	8430000.00	153000.00

NON CURRENT INVESTMENTS

During the year the company has acquired further shares of the subsidiary companies and accordingly the total percentage of holding of the Company in the subsidiary companies is as follows :

KP Energy Mahuva Windfarms Pvt. Ltd. 98.85 % (51%)

Ungarn Renewable Energy Pvt. Ltd. 95.55 % (51%)

Windfarm Developers Pvt.Ltd. 98.33 % (51%)

During the year the company has entered into LLP as partner and appointed Mr. Faruk Patel to act as Designated Partner on behalf of the Company. Another Director Mr. Ashish Mithani is also a designated partner in these LLPs and the Company hold 99% stake in all the LLPs whereas Mr. Ashish Mithani holds 1% stake in these LLPs.

Refer Note No. 34



Firms/Partners Detail

Firms/Partners	Capital	Percentage
MAHUVA POWER INFRA LLP		
ASHISH A MITHANI	1000	1
K P ENERGY LTD	99000	99
MANAR POWER INFRA LLP		
ASHISH A MITHANI	1000	1
K P ENERGY LIMITED	99000	99
MIYANI POWER INFRA LLP		
ASHISH A MITHANI	1000	1
K P ENERGY LIMITED	99000	99

15 Long-term loans and advances

In ₹

Particulars	31/03/2017	31/03/2016
Security Deposits		
Unsecured, considered good		
AMRUT GANGA WATER	4500.00	0.00
BSE DEPOSIT	650000.00	650000.00
DEPOSIT (RENT)	300000.00	300000.00
FEDERATION OF GUJARAT INDUSTRIES(SWITCH)	109250.00	0.00
ILA DHIREN PARIKH (RENT DEPOSIT)	30000.00	30000.00
PASCHIM GUJARAT VIJ COMPANY LIMITED	492768.00	527381.00
RENT DEPOSIT (H.O.)	250000.00	250000.00
VAT DEPOSIT	10000.00	10000.00
Loans and advances to related parties		
Loans and advances to others		
	1846518.00	1767381.00

16 Inventories

In ₹

Particulars	31/03/2017	31/03/2016
Work in Progress		
CLOSING STOCK	37425820.00	47368198.00
	37425820.00	47368198.00

INVENTORIES :

Inventories are valued at cost or net realisable value whichever is lower by following FIFO method.

Inventories of leasehold lands are valued at cost.

17 Trade receivables

In ₹

Particulars	31/03/2017	31/03/2016
Trade Receivable		
Unsecured considered good		
Within Six Months		
SUNDRY DEBTORS	252016391.01	77248892.73
Exceeding Six Months		
SUNDRY DEBTORS	4250112.00	0.00
	256266503.01	77248892.73

TRADE RECEIVABLES :

Sundry debtors are trade receivables which are due in respect of goods sold in the normal course of the business. the debtors outstanding for more than 6 months are those debtors which are outstanding for more than 6 months as on the date of balance sheet but all of them are good as reviewed by the management.

18 Cash and cash equivalents

In ₹



Particulars	31/03/2017	31/03/2016
Cash in Hand	918376.09	2693502.77
Balances With Banks		
Balance With Scheduled Banks		
Current Account		
AXIS BANK	80406.81	65406.81
AXIS BANK PUBLIC ISSUE ACCOUNT	0.00	5200000.00
BANK OF BARODA - 1473	62541.00	9304.00
ICICI BANK	805389.89	15534.65
STATE BANK OF INDIA	25273.50	69921.00
Deposit Account		
FIXED DEPOSIT WITH SBI	16750000.00	6750000.00
	18641987.29	14803669.23

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:-

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08-11-2016	3576500.00	1126401.00	4702901.00
(+) Permitted receipts		1333000.00	1333000.00
(-) Permitted payments		1649381.00	1649381.00
(-) Amount deposited in Banks	3576500.00		3576500.00
Closing cash in hand as on 30-12-2016		810020.00	810020.00

Explanation : For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

19 Short-term loans and advances

In ₹

Particulars	31/03/2017	31/03/2016
Security Deposits		
Loans and advances to related parties		
Unsecured, considered good		
K P ENERGY MAHUVA WINDFARM PVT LTD	309000.00	3369315.00
UNGARN RENEWABLE ENERGY PVT LTD	259000.00	869410.00
WIND FARM DEVELOPERS PVT LTD	309000.00	2337725.00
Loans and advances to others		
Unsecured, considered good		
PRE PAID INTERNET CHARGES	3555.00	0.00
PRE PAID METMAST SECURITY	0.00	21498.00
PRE PAID RENT	448177.00	21403.00
PREPAID INSURANCE	622554.00	243535.00
ADVANCE FOR PROPERTY	0.00	4000000.00
HANUMANT PHARMA	22443.00	0.00
LOAN TO EMPLOYEE	257500.00	182860.00
MERCY GLOBAL	974747.00	0.00
WE ASSOCIATE	500000.00	0.00
EXCISE DUTY CREDIT RECEIVABLE	3481007.00	1298356.00
INCOME TAX REFUND A.Y. 2015 - 2016	0.00	1437384.00
INCOME TAX REFUND A.Y. 2016 - 2017	0.00	1836081.00
MAT CREDIT ENTITLEMENT	17617114.00	8486950.00
SERVICE TAX CREDIT RECEIVABLE	4057123.19	0.00
TDS RECEIVABLE A.Y. 2012 - 2013	0.00	412600.00
TDS RECEIVABLE A.Y. 2013 - 2014	0.00	2406378.00
VAT CREDIT RECEIVABLE	1324303.51	214825.87
	30185523.70	27138320.87



SHORT TERM LOANS AND ADVANCES

Loans and advances shown under the head “Loans and advances to Related Parties” are the advances given to subsidiaries and the same are interest free.

20 Other current assets

In ₹

Particulars	31/03/2017	31/03/2016
PRELIMINARY AND PREOPERATIVE EXPENSE	5822364.00	7104784.00
FD INTEREST RECEIVABLE	491466.00	159297.00
	6313830.00	7264081.00

21 Revenue from operations

In ₹

Particulars	31/03/2017	31/03/2016
Sale of Products		
Other Goods		
REVENUE FROM SALE OF POWER	16532698.50	0.00
SALES	106325000.00	51825000.00
Sale of Services		
REVENUE FROM INFRASTRUCTURE DEVELOPMENT	715608667.00	262400000.00
REVENUE FROM OPERATION AND MAINTENANCE SERVICES	420000.00	300000.00
WORK CONTRACT INCOME	290950000.00	100000000.00
	1129836365.50	414525000.00

22 Other income

In ₹

Particulars	31/03/2017	31/03/2016
Interest		
INTEREST ON FIXED DEPOSIT	547098.00	204722.00
INTEREST ON IT REFUND	152586.00	38899.00
Profit(Loss) on Redemption / Sale of Investment & Fixed Assets (Net)		
PROFIT ON SALE OF FIXED ASSETS	0.00	50000.00
LOSS ON SALE OF FIXED ASSETS	(355304.00)	0.00
Miscellaneous		
DISCOUNT (NET)	44980.50	0.00
OTHER INCOME	0.00	93488.00
SCRAPE SALE INCOME	26617.00	113862.00
	415977.50	500971.00

23 Cost of materials consumed

In ₹

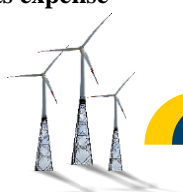
Particulars	31/03/2017	31/03/2016
Raw Material		
Opening	47368198.00	53212947.00
Purchase	639989530.23	228218584.11
Adjustment	(1161780.00)	0.00
Closing	37425820.00	47368198.00
	648770128.23	234063333.11
	648770128.23	234063333.11

Details of Raw Material

Particulars	31/03/2017	31/03/2016
WORK IN PROGRESS	648770128.23	234063333.11
	648770128.23	234063333.11

24 Employee benefits expense

In ₹



Particulars	31/03/2017	31/03/2016
Salary, Wages & Bonus		
BONUS TO STAFF	1042225.00	456490.00
SALARY	15268046.00	8453834.00
WAGES TO WORKERS	19322389.00	15468457.00
Contribution to Provident Fund		
CONTRIBUTION TO PF	425931.00	248221.00
Staff Welfare Expenses		
STAFF WELFARE EXPENSES	428646.00	192510.00
Other Employee Related Expenses		
RENT FOR EMPLOYEE ACCOMODATION	55510.00	182411.00
	36542747.00	25001923.00

25 Finance costs

In ₹

Particulars	31/03/2017	31/03/2016
Interest Expenses		
Interest Expenses		
INTEREST ON LOAN	13315304.27	5578312.00
Bank Charges		
BANK CHARGES	106335.29	53293.17
Other Interest Charges		
INTEREST ON INCOME TAX	119301.00	171262.00
INTEREST ON SERVICE TAX	1876488.00	189879.00
INTEREST ON TDS	373202.00	67518.21
INTEREST ON VAT	34059.00	8649.00
Finance Charges		
Guarantee Charges		
BANK GUARANTEE CHARGES	1102138.00	787263.00
Other Finance Charges		
EXTERNAL RATTING EXPENSE	0.00	45850.00
FRANKING EXPENSES	675200.00	1691100.00
INSPECTION CHARGES	6570.00	34350.00
PROCESSING FEES	2371790.00	1492757.00
	19980387.56	10120233.38

26 Depreciation and amortisation expense

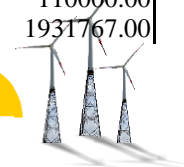
In ₹

Particulars	31/03/2017	31/03/2016
Depreciation & Amortisation		
Depreciation Tangible Assets	12351323.00	7529116.00
	12351323.00	7529116.00

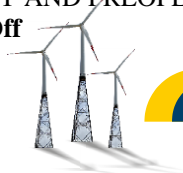
27 Other expenses

In ₹

Particulars	31/03/2017	31/03/2016
Manufacturing Service Costs Expenses		
Power and Fuel		
PETROL AND DIESEL EXPENSES	22191930.64	4758595.26
Freight And Forwarding Charges		
TRANSPORTATION EXPENSES	11467610.00	3120531.50
Lease Rentals		
LEASE RENT ON LAND	9241416.00	7526689.00
Cost of Taxes and Others Levies By Government, Local Authorities		
CST EXPENSES	951107.88	51340.25
EXCISE DUTY EXPENSE	10018063.86	2423.10
VAT EXPENSES	15019612.19	7189258.02
Other Manufacturing Costs		
DUMP YARD RENT	110000.00	0.00
ELECTRICAL EXPENSES	1931767.00	313360.00



LABOUR EXPENSES	1941674.00	1934938.90
MISCELLANEOUS PURCHASE FOR SITE	3350968.45	1695616.00
PROCESSING FEES FOR GEDA	2593000.00	625000.00
SITE EXPENSES	37881054.00	2647843.00
TRANSFER FEES EXPENSE OF GEDA	302500.00	944410.00
TRANSMISSION CHARGES	1593601.00	10593082.72
CERTIFICATION CHARGES	0.00	12250.00
GRID CONNECTION CHARGES	0.00	10000.00
OPERATION AND MAINTENANCE EXPENSES	0.00	485000.00
SLDC CHARGES	0.00	161345.00
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	500170.00	296824.00
COURIER CHARGES	261027.00	133736.16
Printing Stationery		
STATIONERY AND PRINTING EXPENSES	495427.00	182784.00
Rent Rates And taxes		
INCOME TAX	284238.00	43694.00
MUNICIPAL TAX	10425.00	0.00
PROFESSION TAX	2400.00	2400.00
RENT EXPENSES	1049823.00	315400.00
SERVICE TAX EXPENSES	3401720.17	421273.62
Auditors Remuneration		
Audit Fees	360000.00	50000.00
Managerial Remuneration		
DIRECTOR REMUNERATION	4190500.00	2550000.00
Repairs Maintenance Expenses		
REPAIRING AND MAINTENANCE EXP	91062.00	72335.00
Electricity Expenses		
ELECTRICITY EXPENSES	187804.00	145380.00
Travelling Conveyance		
TRAVELLING AND CONVEYANCE EXPENSES	745623.00	957321.09
Legal and Professional Charges		
LEGAL AND PROFESSIONAL FEES	4828773.50	1962971.00
Insurance Expenses		
INSURANCE EXPENSES	2494895.00	824586.00
Vehicle Running Expenses		
VEHICLE REPAIRING EXPENSES	663379.00	426736.00
Donations Subscriptions		
DONATION EXPENSES	553501.00	1830000.00
CSR EXPENSES	2510292.00	0.00
Catering Canteen Expenses		
CANTEEN EXPENSES	5051330.00	1557438.00
Information Technology Expenses		
SOFTWARE EXPENSES	17200.00	17460.00
Registration and Filing Fees		
ROC EXPENSES	232750.00	501450.00
Other Administrative and General Expenses		
HOUSE KEEPING EXPENSES	3000.00	7970.00
INTERNET EXPENSES	75847.00	94296.84
MISCELLANEOUS EXPS	480352.23	315633.56
OFFICE EXPENSES	693675.00	437067.00
APPLICATION FEE EXP	0.00	5000.00
ELECTRICAL EXPENSES	0.00	30220.00
Selling Distribution Expenses		
Advertising Promotional Expenses		
ADVERTISEMENT EXPENSES	87558.00	508635.00
Other Selling Distribution Expenses		
BUSINESS PROMOTION EXPENSES	1874553.00	391300.00
Write off Assets and Liabilities		
Sundry Expenses Written Off		
PRELIMINARY AND PREOPERATIVE EXPENSE	1812420.00	1788270.00
Assets Written Off		



BED DEBTS	368650.00	0.00
Research and Development Expenses		
R & D EXPENSES	572600.00	1545519.00
Other Expenses		
PENALTY ON SERVICE TAX	19000.00	0.00
REBATE EXPENSES	135404.00	0.00
LATE PAYMENT CHARGES	0.00	250.00
	152649703.92	59487633.02

28 Prior Period items

	In ₹	
Particulars	31/03/2017	31/03/2016
Prior Period Income		
DEPRECIATION	1445508.08	0.00
Prior Period Expenses		
MISCELLANEOUS PURCHASE FOR SITE	(23100.00)	(0.00)
REPAIRING AND MAINTENANCE EXP	(42680.00)	(0.00)
SITE EXPENSES	(68500.00)	(0.00)
TRANSPORTATION EXPENSES	(115000.00)	(0.00)
VEHICLE EXPENSES	(16370.00)	(0.00)
LEGAL AND PROFESSIONAL FEES	(170000.00)	(0.00)
	1009858.08	0.00

PRIOR PERIOD ITEMS

Prior Period Incomes :

During earlier years, while adopting the useful life as per Schedule II of The Companies Act, 2013 for the first time, the mistake was committed and useful lives of some of the assets was wrongly taken which has been rectified in the current year and accordingly there is a reversal of excess depreciation claimed in earlier years which resulted in credit of ₹ 14,45,408.08 which has been shown as Prior Period Income under the head “Prior Period Items”.

29 Tax expense

	In ₹	
Particulars	31/03/2017	31/03/2016
Current tax		
PROVISION FOR INCOME TAX	47160962.00	7585210.00
Deferred tax	44862464.00	19215246.00
	92023426.00	26800456.00

30 Earnings per equity share

	In ₹	
Particulars	31/03/2017	31/03/2016
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	19.76	20.42
Diluted		
Diluted EPS Before Extra Ordinary Item	19.76	20.42
Weighted Average Number of shares		
Number of Shares for basic EPS calculation		
Number of Shares Issued During Current Year	0.00	920000.00
Number of Bonus Shares Issued	5130000.00	1500000.00
Number of Shares at Beginning of the year	3420000.00	1000000.00

31. Operating leases :

Premises

The Company has taken certain premises under cancellable operating leases. However there is no escalation clause. Each renewal is at the option of lessee. There are no restrictions placed upon the company by entering into these leases. The total rental expense under cancellable operating leases during the period was Rs 1049823 (Rs. 315400).

32. Earning / (loss) per share :



Basic and Dilutive Earnings per Share (“EPS”) computed in accordance with Accounting Standard (AS) 20 ‘Earnings per Share’.

Particulars		2016-2017	2015-2016
Basic :			
Profit after tax as per P & L Account before exceptional item	A	168944486	52023276
Weighted Number of Equity shares outstanding during the period	B	8550000	2547123
Basic EPS (Rupees)	A/B	19.76	20.42
Diluted EPS (Rupees)	A/B	19.76	20.42

Since the company has not issued any convertible preference shares or convertible debentures, the diluted EPS is same as that of Basic EPS.

33. Segmental Reporting (AS 17):

As permitted by paragraph 4 of Accounting Standard-17 (AS - 17), 'Segment Reporting', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need be presented only on the basis of the consolidated financial statements. Thus, disclosures required by AS 17 are given in consolidated financial statements.

34. Related Party Disclosures as per AS 18:

d. List of related parties and nature of relationships where control exists :

S.No.	Name of the related party	Nature of relationship
1	Wind farm Developers Private Limited	Subsidiary company
2	K P Energy Mahuva Wind Farms Private Limited	Subsidiary company
3	Ungarn Renewable Energy Private Limited	Subsidiary Company
4	Mahuva Power Infra LLP	Subsidiary LLP
5	Miyani Power Infra LLP	Subsidiary LLP
6	Manar Power Infra LLP	Subsidiary LLP

e. Other related parties with whom transactions have taken place during the year :

iv) Entities where Key Management Personnel (KMP) / relatives of key management personnel (RKMP) have significant influence :

Faaiz Money Changer Private Limited, KP Sor-Urja Limited, KP Human Development Foundation, KPI Global Infrastructure Limited, KP Buildcon Pvt. Ltd.

v) Key Management Personnel :

Faruk Gulambhai Patel - Managing Director, Ashish Ashwin Mithani- Whole time director, Pravin Singh – CFO, Nita Mishra, Karmit Sheth – Company Secretary

vi) Relatives of key management personnel :

Vahidabanu Faruk Patel, Aayesha Faruk Patel, Jolly Ashish Mithani

f. Transactions between the company and related parties and the status of outstanding balances as at March 31, 2017

Particulars	Subsidiaries	Entities where KMP / RKMP has significant influence	KMP	RKMP
Subscription to / purchase of equity shares / Capital Contribution to LLPs	82,78,000 (1,53,000)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Loans Given	8,77,000 (65,76,450)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Managerial remuneration	Nil (Nil)	Nil (Nil)	4805917 (2991000)	Nil (Nil)
Collaterals provided by	Nil (Nil)	14200000 (14200000)	Nil (Nil)	4500000 (4500000)
Loans Taken				

Loans given to related parties are repayable on demand. The loans given to related parties are interest free. These loans have been utilized by these related parties for funding their business operations.

g. Disclosure of significant transactions with related parties :



Type of Transaction	Type of relationship	Name of the entity / person	Year ended on March 31, 2017	Year ended on March 31, 2016
Subscription to / purchase of equity shares / Capital Contribution to LLPs	Subsidiary	Wind farm Developers Private Limited	2831000	51000
	Subsidiary	K P Energy Mahuva Wind Farms Private Limited	4150000	51000
	Subsidiary	Ungarn Renewable Energy Private Limited	1000000	51000
	Subsidiary	Mahuva Power Infra LLP	99000	Nil
	Subsidiary	Miyani Power Infra LLP	99000	Nil
	Subsidiary	Manar Power Infra LLP	99000	Nil
Loans Given	Subsidiary	Wind farm Developers Private Limited	309000	2337725
	Subsidiary	K P Energy Mahuva Wind Farms Private Limited	309000	3369315
	Subsidiary	Ungarn Renewable Energy Private Limited	259000	869410
Managerial remuneration	KMP	Faruk Gulambhai Patel	2026500	1400000
	KMP	Ashish Ashwin Mithani	2164000	1150000
	KMP	Pravin Singh	366250	351000
	KMP	Karmit Sheth	249167	Nil
	KMP	Nita Mishra	Nil	90000
Collaterals Provided by	Entities where KMP / RKMP has significant influence	KPI Global Infrastructure Ltd.	14200000	14200000
	RKMP	Vahidabanu Faruk Patel	2700000	2700000
	RKMP	Aayesha Faruk patel	1800000	1800000

Disclosures as required by Regulation 34(3) read with para A of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Type of relationship	Name	Amount Outstanding as at March 31, 2017	Maximum Amount outstanding during the year
Subsidiaries	Wind farm Developers Private Limited	309000	2337725
	K P Energy Mahuva Wind Farms Private Limited	309000	3369315
	Ungarn Renewable Energy Private Limited	259000	869410

Note : No loans have been granted by the Company to any person for the purpose of investing in the shares of K P Energy Limited or any of its subsidiaries.

35. Cash Flow Statement :

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

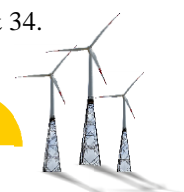
36. Based on the information available with the company, there are no dues to Micro & Small Enterprises under the Micro, Small and medium Enterprises Development Act, 2006.

37. Disclosure required U/S. 186(4) of The Companies Act, 2013 :

For details of loans and guarantees given to and given by related parties , refer Note no. 34.

For details of securities provided by the related parties, refer Note No. 5 & 34.

For details of Investments made refer Note No. 14



38. Additional information pursuant to the provisions of Schedule III of The Companies Act, 2013

e. Value of imports calculated on CIF basis

Particulars	March 31, 2017	March 31, 2016
Raw Materials & Components	NIL	NIL
Stores and Spares	NIL	NIL
Capital Goods	NIL	NIL

f. Expenditure in Foreign Currency (Accrual Basis)

Particulars	March 31, 2017	March 31, 2016
Expenses debited in the statement of Profit & Loss	NIL	NIL

g. Imported and Indigenous raw materials, components and spare parts consumed :

(Amount in Lakhs Rupees)

Particulars	March 31, 2017		March 31, 2016	
	Amount	%	Amount	%
Imported	NIL	0.00	NIL	0.00
Indigenous	6487.70	100.00	2340.63	100.00

h. Earning in Foreign Currency (accrual basis) :

Particulars	March 31, 2017	March 31, 2016
FOB value of exports	NIL	NIL

39. Accounting policies not specifically referred to otherwise are consistent and in consonance with the generally accepted accounting policies. (GAAP)

40. The previous year's figures have been regrouped or reclassified wherever necessary to confirm with the current year's presentation.

In terms of our attached report of even date
For K A SANGHAVI AND CO
CHARTERED ACCOUNTANTS
FRN : 120846W

For and on behalf of the Board of Directors of K.P. Energy Limited

AMISH ASHVINBHAI SANGHAVI

(PARTNER)
M. No. 101413

FARUKBHAI
GULAMBHAI
PATEL
(MANAGING
DIRECTOR)

(DIN : 00414045)

ASHISH
ASHWIN
MITHANI
(WHOLE TIME
DIRECTOR)

(DIN :
00152771)

KARMIT
HARIBHADRA
SHETH
(COMPANY
SECRETARY)

PRAVIN
RADHEKANT
SINGH
(CHIEF
FINANCIAL
OFFICER)

Place : SURAT

Date : 16/05/2017



K.P. ENERGY LIMITED

CIN: L40100GJ2010PLC059169

A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat- 395009
 Phone No: 0261 2764757 Email Id: info@kpenenergy.in Website: www.kpenenergy.in

8th Annual General Meeting on Saturday, 23rd September 2017 at 11:00 AM

ATTENDANCE SLIP

I/We hereby record my/our presence at the 8th Annual General Meeting of the Company held at Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat, Gujarat - 395003 on Saturday, 23rd September, 2017 at 11:00 A.M.

Folio No. / Client ID/DPID No.

Full Name of the Shareholder:

Signature:

Full Name of Proxy:

Signature:

(To be filled in if the Proxy attends instead of the Member)



K.P. ENERGY LIMITED

CIN: L40100GJ2010PLC059169

A-1/2, Firdos Tower, Behind Fazal Shopping Centre, Adajan Patia, Surat- 395009
 Phone No: 0261 2764757 Email Id: info@kpenergy.in Website: www.kpenergy.in

8th Annual General Meeting on Saturday, 23rd September 2017 at 11:00 AM

**PROXY FORM
 (Form: MGT 11)**

[Pursuant to section 105(6) of Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the members(s) : _____

Registered Address : _____

Email ID : _____

Folio No. / Client ID : _____

DP ID : _____

I / We, being the member(s) of _____ shares of the above named Company hereby appoint:

1. Name : _____ Email ID : _____
 Address : _____

Signature : _____

Or failing him/her

2. Name : _____ Email ID : _____
 Address : _____

Signature : _____

Or failing him/her

3. Name : _____ Email ID : _____
 Address : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighth Annual General Meeting of the Company, to be held on Saturday, September 23, 2017 at 11 a.m. at Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat, Gujarat - 395003 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars	Vote: Refer Note No. 4		
		For	Against	Abstain
1	To consider and adopt audited financial statement (both standalone and consolidated) of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.			
2	To declare final dividend on equity shares for the year ended 31 st March, 2017.			
3	To appoint Mr. Bhupendra Vadilal Shah (DIN: 06359909), who retires by rotation and being eligible offers himself for reappointment. (Ordinary resolution).			
4	To ratify the appointment of Auditors of the company to hold office from the conclusion of 8th AGM until the conclusion of next AGM and to fix their remuneration and to pass the following resolution thereof (Ordinary resolution).			
Special Business:				
5	To Increase in Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company (Ordinary Resolution)			
6	To Approve of 'K.P. Energy Limited Employee Stock Exchange Plan, Tranche – I' (Special Resolution)			
7	To Issue of Equity shares to the employees of the subsidiary companies under 'K.P. Energy Limited Employees Stock Option Plan, Tranche – I' (Special resolution)			
8	To accord approval under Section 180(1)(a) of Companies Act, 2013 (Special Resolution)			
9	To approve Revision in Remuneration payable to Mr. Farukbhai Gulambhai Patel (DIN: 00414045), Managing Director of the Company (Special Resolution)			
10	To approve Revision in Remuneration payable to Mr. Ashish Ashwin Mithani (DIN:00152771), Managing Director of the Company (Special Resolution)			

Signed this _____ day of _____, 2017.

Signature of Member(s) _____ Signature of Proxy holder (s) _____

Affix
Revenue
Stamp of not
less than Rs.
1/-

NOTES:

1. For the Resolutions, Explanatory Statements and Notes, please refer to the notice of the 8th Annual General Meeting.
2. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional. To indicate your preference please put 'X' in appropriate column. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip / Proxy.





Safe Harbor:

The Report contains forward looking statements which may be identified by the use of words like “plans”, “expects”, “will”, “anticipates”, “believes”, “intends”, “projects”, “estimated”, or other words of similar meaning. All statements that address expectations or projections about the future including but not limited to statements about the company’s strategy for growth, product, development, market position, expenditures and financial results are forward looking statements. Forward looking statements are based on certain assumption and expectation of future events. The Company cannot guarantee that these assumptions expectations are accurate or will be realized.

The company’s actual results, performance and achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publically amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Route Map to the venue of 8th Annual General Meeting

Venue: Hotel Lords Plaza, Ring Road, Near Delhi Gate, Surat, Gujarat - 395003



BOOK POST

If undelivered please return to:

K.P. ENERGY LIMITED

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