



UBS & Company

Chartered Accountants

F-10, Manish Twin Plaza,
Plot No. 3, Sector-IV, Dwarka,
New Delhi - 110 078
Tel. : 011 - 45621780
E-mail : bhimca@hotmail.com

INDEPENDENT AUDITORS' REPORT

To the Members of

JINDAL OPERATION AND MAINTENANCE LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **JINDAL OPERATION AND MAINTENANCE LIMITED**, which comprise the Balance Sheet as at 31 March 2016, 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 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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



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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 financial statements.

Opinion

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

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, loss for the year ended on that date;
- 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, 2015 ("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 paragraphs 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, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company does not have any pending litigations which would impact its financial position.

(ii) The Company did not have any long term contracts including derivatives contracts, for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR UBS & COMPANY
Chartered Accountants
Firm Reg. No. 012351N



(BHIMRAJ AGARWAL)
PARTNER
Membership No. 090909

Place: New Delhi
Dated : 17/08/2016



“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) The Company has no fixed assets, hence clause 3(ia), (b) & (c) of the Order are not applicable to the Company.
- (ii) The Company has no inventories, hence, the provisions of clauses 3(ia) & (b) of the Order are not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (ii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- (v) As per explanations and information given to us, the Company has not accepted or renewed deposits from public during the year hence the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub-section (l) of section 148 Companies Act 2013 for the industries the Company belong to.
- (vii) According to the information and explanations given to us, in respect of statutory dues and other dues.
 - 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, Customs Duty, Excise Duty, Service Tax, cess and other material statutory dues applicable to it and there is no arrears as on 31, March 2016 for period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us, there are no disputed statutory dues, which have not been deposited.



- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) According to the information and explanation 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) Based upon the audit procedures performed and the information and explanations given by the management, the company has not paid or provided the managerial remuneration, therefore, the provisions of clause 3(xi) of the order are not applicable to the company.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR UBS & COMPANY
Chartered Accountants
Firm Reg. No. 012351N



(BHIMRAJ AGARWAL)
PARTNER
Membership No. 090909

Place: New Delhi

Dated : 17/08/2016



“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Jindal Operation And Maintenance Limited

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 Jindal Operation And Maintenance Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR UBS & COMPANY
Chartered Accountants
Firm Reg. No. 012351N

(BHIMRAJ AGARWAL)
PARTNER
Membership No. 090909



Place: New Delhi

Dated : 17/08/2016

**JINDAL OPERATION AND MAINTINANCE LTD.
BALANCE SHEET AS AT 31st MARCH 2016**

Particulars	Note No.	As at 31.03.2016	
		Rs.	Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	5,00,000	
(b) Reserves and Surplus	3	(63,950)	
			<u>4,36,050</u>
(2) Current Liabilities			
(a) Trade Payables	4	1,300	
(b) Short term Provisions	5	17,175	
			<u>18,475</u>
TOTAL			<u><u>4,54,525</u></u>
II. ASSETS			
(1) Current Assets			
(a) Trade receivables	6	38,964	
(b) Cash and cash equivalents	7	4,09,527	
(c) Short term loans and advances	8	6,034	
			<u>4,54,525</u>
TOTAL			<u><u>4,54,525</u></u>

The notes attached form an integral part of the Balance Sheet

As per our report of even date annexed
For UBS & Company
Chartered Accountants
FRN : 012351N

For and on behalf of the Board

(Bhimraj Agarwal)
Partner
Membership No.090909
Place: New Delhi
Date: 17.08.2016

Naveen Kumar Goel
Director
DIN NO.00006532

Arjun Singh
Director
DIN NO.00129695


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**JINDAL OPERATION AND MAINTINANCE LTD.
PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31st MARCH 2016**

Particulars	Note No.	for the Period ended 31.03.2016 Rs.
I Income From Operations	9	92,667
II Total revenue		<u>92,667</u>
III Expenses		
Employee Benefit Expense	10	84,240
Other expenses	11	72,377
Total Expenses		<u>1,56,617</u>
IV Profit Before Tax		(63,950)
V Tax expense:		
(1) Current tax		-
(2) Deferred tax		-
VI Profit/(Loss) for the period		(63,950)
VII Earning per equity share:		
(1) Basic	12	(1.28)
(2) Diluted		(1.28)

The notes attached form an integral part of the Statement of Profit and Loss

As per our report of even date annexed
For UBS & Company
Chartered Accountants
FRN : 012351N


(Bhimraj Agarwal)
Partner
Membership No.090909
Place: New Delhi
Date: 17.08.2016



For and on Behalf of the Board


Naveen Kumar Goel
Director
DIN NO.00006532


Arjun Singh
Director
DIN NO.00129695

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**JINDAL OPERATION AND MAINTINANCE LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

Particulars	For the year ended 31st March 2016 (Rs.)
Net Profit/(Loss) before Extraordinary Items and Tax	(63,950)
Adjustments for:-	
Interest income	-
Operating profit /(loss) before working capital changes	(63,950)
Changes in working capital :	
Adjustment for (increase)/decrease in Operating Assets	(43,144)
Adjustment for increase/(decrease) in Operating Liabilities	18,475
Net income tax(paid)/refunds	(1,854)
Net Cash flow from /(used in) operating activities(A)	(90,473)
<u>Cash Flow from Financing Activities</u>	
Proceeds from issue of equity shares	5,00,000
Net Cash Flow from /(used in) Financing Activities (B)	5,00,000
Net Increase /(decrease) in Cash and Cash Equivalents (A+B)	4,09,527
Cash and cash equivalents at the beginning of the year	-
Cash and cash equivalents at the end of the year	4,09,527

As per our report of even date annexed
For UBS & Company
Chartered Accountants
FRN:012351N


(Bhimraj Agarwal)
Partner
Membership No.090909
Place: New Delhi
Date: 17.08.2016



For and on Behalf of the Board


Naveen Kumar Goel
Director
DIN NO.00006532


Arjun Singh
Director
DIN NO.00129695



**JINDAL OPERATION AND MAINTINANCE LTD.
NOTES TO FINANCIAL STATEMENTS**

Note 1 Corporate Information

Jindal Operation and Maintenance Limited is a Public Limited company domiciled in India & incorporated under the provision of the Companies Act. The Company is engaged in all types of manpower related matters.

A) Basis of Preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis under the historical cost convention.

B) Significant Accounting Policies

a) Basis of Accounting

The financial statements are prepared under historical cost convention, on accrual basis of accounting in accordance with the provisions of Companies Act, 2013 and in compliance with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to in Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. of the Companies Act, 2013 and the Accounting Standard as referred to in sub-section (3C) of section 11 of the companies Act, 2013.

b) Revenue Recognition

All revenues, costs, duties, assets & liabilities are accounted for on accrual basis.

c) Taxation

The current tax payable in respect of taxable income for the year is charged to revenue. The deferred tax if any on timing differences between taxable income and accounting income subject to consideration of prudence has been provided/created.

d) Borrowing Cost

Borrowing Cost that are directly attributable to the acquisition of assets has been capitalised as part of the cost of the assets up to the date of such assets is ready for its intended use. All other borrowing cost is charged to revenue in the period when they are incurred.

e) Earning Per Share

Earning per share is calculated by dividing the net profit of the year attributable to equity share holders by the weighted average number of equity shares outstanding during the year.

f) Other accounting Policies are in accordance with generally accepted accounting principles.

Note 2 Share Capital:

Particulars	As at 31.03.2016	
	Nos. of Shares	Amount in Rs.
Authorized:		
Equity Share Rs. 10 Each		
At the Beginning of the Year	-	-
Add:-Addition During the Year	50,000	5,00,000
At the end of The Year	50,000	5,00,000
Issued, subscribed and fully paid up:		
Equity Share Rs. 10 Each		
At the Beginning of the Year	-	-
Add:-Addition During the Year	50,000	5,00,000
At the end of The Year	50,000	5,00,000



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**JINDAL OPERATION AND MAINTINANCE LTD.
NOTES TO FINANCIAL STATEMENTS**

RIGHT, PREFERENCES AND RESTRICTIONS ATTACHED TO SHARES

Equity Shares

The Company has one class of equity shares having a value of Rs.10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders 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.

Other Information:

i) **Particulars of equity share holders holding more than 5% of the total number of equity share**

Particulars	As at 31.03.2016	
	Nos. of Shares	% age
Jindal India Thermal Power Ltd.	50,000	100%

ii) **Shares held by holding company and its subsidiaries and associates**

Particulars	As at 31.03.2016	
	Nos. of Shares	% age
Jindal India Thermal Power Ltd.	50,000	100%

Note 3 Reserve & Surplus

Particulars	As at 31.03.2016
Profit & Loss A/c	
At the Begning of The Year	-
Add:-Addition During The Year	(63,950)
At the end of The Year	(63,950)

Note 4 Trade Payables:

Particulars	As at 31.03.2016
Trade Payables	1,300
Total	1,300

Note 5 Short Term Provisions

Particulars	As at 31.03.2016
Audit Fees Payable	17,175
Total	17,175

Note 6 Trade Receivables

Particulars	As at 31.03.2016
Trade Receivables	38,964
Total	38,964

Note 7 Cash and cash equivalents:

Particulars	As at 31.03.2016
i) Balances with banks with Current Account - in SBI accounts	4,09,527
ii) Cash on hand	-
Total	4,09,527



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**JINDAL OPERATION AND MAINTINANCE LTD.
NOTES TO FINANCIAL STATEMENTS**

Note 8 Short Term Loans & Advances

Particulars	As at 31.03.2016
Loans and advances to Others	4,180
TDS Receivables	1,854
Total	6,034

Note 9 Revenue From Operation

Particulars	For the Period ended on 31.03.2016
Income from Operation	92,667
Total	92,667

Note 10 Emplpyee Benefit Expense

Particulars	For the Period ended on 31.03.2016
Salary Expenses	84,240
Total	84,240

Note 11 Other Expenses

Particulars	For the Period ended on 31.03.2016
Payment to the auditors	
- as auditor	17,175
- for other services	-
Bank Charges	760
MISC Exp.	180
Preliminary Exp	50,513
Staff Welfare Exp.	3,749
Total	72,377

Note 12 Earnings per share

Particulars	For the Period ended on 31.03.2016
Profit for the year after tax expense	(63,950)
Weighted average number of equity shares	50,000
Earning per share-Basic/Dilluted	(1.28)



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**JINDAL OPERATION AND MAINTINANCE LTD.
NOTES TO FINANCIAL STATEMENTS**

Note 13 **Contingent Liabilities :** Nil

Note 14 There is no liability outstanding as on 31.03.2016 due to Small Scale and medium enterprises as defined under The Micro Small and Medium Enterprises Development Act 2006.

Note 15 **Deferred Tax**

As per the Prudential Policy of Accounting Standard 22 "Accounting of Taxes on Income" issued by The Institute of Chartered Accountant of India, the management is of the View of not create Deferred Tax Assets on Losses because there is no certainty for future income.

Note 16 Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as follows :

List of Related Parties

Holding Company

Jindal India Thermal Power Ltd.

Ultimate Holding Company

i. Jindal Photo Ltd.

Fellow Subsidiary Company

- i. Opus Propbuild Pvt. Ltd.
- ii. Opus Conbuild Pvt. Ltd.
- iii. Hindustan Powergen Ltd.
- iv. Consolidated Mining Ltd.
- v. Mandakini Exploration and Mining Ltd.
- vi. Jindal Imaging Ltd.
- vii. Cornet Venture Ltd.
- viii. Jindal Photo Imaging Ltd.
- ix. Edward Supply Pvt.Ltd.
- x. Jindal Solar Powertech Ltd.
- xi Xeta Properties Private Limited

Key Management Personnel

- i. Mr. Amit Jain
- ii. Mr. Naveen Kumar Goel
- iii. Mr. Arjun Singh



e) **Details of Transactions with related parties are as follows:**

Transactions	Referred to in (a) above	Referred to in (b) above	Total
	31.03.2016	31.03.2016	31.03.2016
Share Capital received	5,00,000	-	5,00,000
Trade Receivables	38,964	-	38,964

Note 17 Additional Information required under Part-II of Schedule VI of Companies Act, 2013 are not applicable, as the Company has not carried on any Commercial Activity.


Note 18 Figures have been rounded off to nearest rupee.

Note 19 The Company was incorporated on dated 06.04.2015,hence the current year financials are prepared for the period 06.04.2015 to 31.03.2016 and previous year figures are not available.

As per our report of even date annexed
For UBS & Company
Chartered Accountants
FRN:012351N

(Bhimraj Agarwal)
Partner
Membership No.090909


For and on Behalf of the Board


Naveen Kumar Goel
Director
DIN NO.00006532


Arjun Singh
Director
DIN NO.00129695

Place: New Delhi
Date: 17.08.2016