

BOOK-POST

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VAKHARIA POWER INFRASTRUCTURE LIMITED

Registered Office :

67, Regent Chambers,

208, Nariman Point,

Mumbai - 400 021.

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*3rd
Annual Report
2013-2014*

**Vakharia
Power
Infrastructure
Ltd.**

(CIN: U40102MH2011PLC221715)

ACCOUNTING YEAR ENDED 31st MARCH 2014

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VAKHARIA POWER INFRASTRUCTURE LIMITED
(CIN: U40102MH2011PLC221715)

BOARD OF DIRECTORS

SHRI JITENDRA K. VAKHARIA (DIN 00047777)	DIRECTOR
SMT VARSHA J. VAKHARIA (DIN00052361)	DIRECTOR
SHRI KAMLESH C. SANGHAVI (DIN00644642)	INDEPENDENT DIRECTOR
SHRI DINESH P. TURAKHIA (DIN00063927)	INDEPENDENT DIRECTOR

AUDITORS

M/s. POLADIA & COMPANY
(Chartered Accountants)

C-81, Anant Chhaya, 353/3 R B Mehta Marg
Ghatkopar (E), MUMBAI – 400 077.

BANKERS

INDIAN OVERSEAS BANK

REGISTERED OFFICE

67, Regent Chambers,
208, Nariman Point, Mumbai – 400 021.
E-Mail: info@vakharia.in
Web Site: - www.vakharia.in

REGISTRAR & SHARE TRANSFER AGENTS

SHAREX DYNAMIC (INDIA) PVT. LTD.
Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai – 400 072.
Tel: 2851 5606/ 2851 5644 • Fax: 2851 2885
E-mail: sharexindia@vsnl.com

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Shareholders of VAKHARIA POWER INFRASTRUCTURE LIMITED will be held on Thursday, 21st August, 2014, at Kilachand Conference Room, 3rd Floor, Indian Merchants Chambers, Churchgate, Mumbai - 400 020 at 4.30 p. m. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Audited Statement of Profit and Loss Account for the year ended 31st March, 2014 and the Report of the Directors and the Auditors thereon.
- To appoint a Director in place of Mrs. Varsha J. Vakharia who retires by rotation and being eligible, offers herself for re-appointment.
- To appoint M/s. POLADIA & CO., (ICAI Regn.No.128274W), Chartered Accountants as Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS

- To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT in accordance with the provisions of Section 61 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from Rs. 3,25,00,000/- (Rupee Three Crores Twenty Five Lacs Only) divided into 3,25,00,000 (Three Crores Twenty Five Lacs) Equity Shares of Rs. 1/- each to Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 1/- each”.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to pursue the matter and to perform all necessary acts, deeds and things to give effect to above resolution.”

- To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT in accordance with the provisions of Section 16, 61 and all other applicable provisions, if any, of the Companies Act, 2013, Capital Clause V(a) of the Memorandum of Association of the Company be deleted and in its place the following clause be substituted:

Clause V (a)

The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs. 1/- each”.

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to pursue the matter and to perform all necessary acts, deeds and things to give effect to above resolution.”

6. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and the rules there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dinesh P. Turakhia (DIN: 00063927) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years.”

7. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and the rules there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Kamlesh Sanghavi (DIN: 00644642) be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years”.

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

“RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ 'A' Ordinary Shares and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 100 Crores or the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, whichever is higher”.

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby

authorised, subject to requisite approvals, if any, as may be required from any of the concerned authorities to borrow money, from time to time, at its discretion either from the Company's bankers or any other bank, financial institution or any other lending institutions or persons (including Foreign Institutional Investors, Non Resident

Individuals, Associations and Corporate Bodies) on such terms and conditions as may be considered suitable by the Board upto a limit not exceeding in the aggregate Rs.100 Crores (Rupees One Hundred Crores only) notwithstanding that the money to be borrowed together with the money's already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit”.

**By order of the Board of Directors
For Vakharia Power Infrastructure Limited**

— sd —

(Jitendra K. Vakharia)

Director

Din :- 00047777

Place :- Mumbai

Date :- 30th May 2014

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at the meeting except on a poll.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 wherever applicable is attached and forms part of this Notice.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday 13th August, 2014 to Thursday 21st August, 2014 (both days inclusive).
- 5) The Members are requested to:
 - i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai – 400 072. Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
 - ii) Quote their Folio No. /Client ID No. in their correspondence with the Company/ Registrar and Share Transfer Agents.
 - iii) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
 - iv) Bring their copies of Annual Report and Attendance slip with them at the meeting.
 - v) Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of their folios, in case they are having more than one folio.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

The following explanatory statement sets out the material facts referring to Item No.4 to 9 of the Notice.

ITEM NO. 4 AND 5

Your Board has decided to increase the Authorised Share Capital from the existing Rs. 3.25 Crores to Rs 10 Crores divided in to 10,00,00,000 Equity Shares of Rs.1/- each. The necessary special resolution is proposed at item No. 4 of the Notice for your approval

Consequent to increase in Authorised Share Capital of the Company the Capital clause V (1) as appearing in the Memorandum of Association of the Company will also get changed and hence the necessary resolution is proposed at item No. 5 of the Notice for your approval.

The Members are requested to pass these resolutions in the best interests of the Company.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in these resolutions.

ITEM NO. 6 & 7

Mr. Dinesh Turakhia and Mr. Kamlesh Sanghavi are Independent Directors of the Company. They hold the vast experience and **experts** in their respective fields. They are also the committee Members of Audit committee and Remuneration Committee and Shareholders Grievances Committee.

In the opinion of the Board these Directors fulfill the conditions of Companies Act, 2013 and rules there under for their appointment as Independent Directors of the Company and are independent of the Promoter Group of the Company. Copy of the draft of Letter of appointment issued to them is available at the registered office of the Company without any fee to Members of the Company.

The Board recommends these resolutions as mentioned at item No. 6 & 7 of the Notice.

Except Mr. Dinesh Turakhia and Mr. Kamlesh Sanghavi none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested in these resolutions. The Explanatory Statement may be regarded as disclosure under Clause 49 of the Listing Agreement with the stock exchange.

ITEM NO. 8 & 9

As per the new provisions of the Companies Act, 2013 every Company is required to pass the resolutions under Section 180 of the Companies Act, 2013 for creation of charge on the assets of the Company and also for borrowing in excess of paid up capital and free reserves of the Company. The resolutions passed under the erstwhile provisions of Companies Act, 1956 are valid till 12th September, 2014. In view of the same the your Directors propose the resolutions under Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013. It was felt necessary to authorize the Board of Directors to borrow further sums of money thereby raising the total borrowing limit to Rs. 100/- Crores (Rupees One Hundred Crores Only).

The Resolutions under Item Nos. 8 & 9 is to obtain the consent of the shareholders for this purpose. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within a reasonable limit.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in these resolutions.

**By order of the Board of Directors
For Vakharia Power Infrastructure Limited**

— sd —

(Jitendra K. Vakharia)
Director

Din No:- 00047777

Place :- Mumbai
Date :- 30th May 2014

6

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting

(As per clause 49 (IV) (G) of the Listing Agreement)

A.	Name of Director	Smt. Varsha J. Vakharia (DIN NO: - 00052361)
B.	Date of Birth	25/08/1958
C.	Date of Appointment	09/09/2011
D.	Expertise in specific Functional areas	General Administration since last 10 yeats
E.	Qualifications	M.A.
F.	Name of Companies in which Directorship held as on 31 st March'14	1) Everlon Synthetics Ltd., 2) Vakharia Synthetics Pvt.Ltd., 3) Omkar Texolene Pvt.Ltd., 4) Everlon Solar Energy Pvt.Ltd., 5) Everest Yarn Agency Pvt.Ltd., 6) Everlon Power Ltd., 7) Vakharia Financial Services Ltd.,
G.	Chairman/Member Of the Committees of the Board of the other Companies on which he is a Director as on 31 st March 2014.	---- NIL ----
H.	No. of equity shares of Rs.1/- each of the company held as on 31 st March 2014	1639920
I.	Inter-se Relations Among Directors	She is related to Shri Jitendra K. Vakharia, Director of the company

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CORPORATE GOVERNANCE REPORT

In compliance with Clause 49 of the Listing Agreement with the Stock Exchanges, the Company submits the following report on the matters mentioned in the said clause.

1. Company's Philosophy on Code of Governance

The company is committed to good Corporate Governance.

2. Board of Directors

During the Financial year 2013-2014, 4 (Four) Board Meetings were held on 20th June 2013, 10th August 2013, 10th October 2013 and 4th January 2014.

Details of composition of the Board, category, attendance of Directors at Board Meetings and last Annual General Meeting, number of other Directorships and other committee Membership are given below:

Sr. No.	Name of the Director	Category of Directorship	No. of Board Meetings Attended	Attendance at last A.G.M.	No of other Directorship (As on 31st March, '14) in other * companies	No of other Committees Membership	No of other Committees Chairmanship
1	Shri Jitendra K. Vakharia (Din :- 00047777)	ED (P)	4	Yes	7	----	----
2	Smt. Varsha J. Vakharia (Din :- 00052361)	NED (P)	4	Yes	7	----	----
3	Shri Dinesh P. Turakhia (Din :- 00063927)	NED (I)	4	Yes	1	----	----
4	Shri Kamlesh Sanghavi (Din :- 00644642)	NED (I)	4	Yes	3	----	----

ED(P) - Executive Director, Promoter, NED (P) - Non Executive Director, Promoter, NED (I) -- Non Executive Director, Independent Including Directorships in Private Limited Companies Shri Jitendra K. Vakharia and Smt. Varsha J. Vakharia are related to each other

3. Audit Committee

During the Financial Year 2013-2014, 4 meeting of the committee were held as under:- 20th June 2013, 10th August 2013, 10th October 2013 and 4th January 2014.

Details of composition of the committee and attendance of the members are given below:-

Sr. No.	Name	Designation	Category	No. of meetings attended
1	Shri Dinesh P Turakhia	Chairman	NED (I)	4
2	Shri Jitendra K. Vakharia	Member	ED(P)	4
3	Shri Kamlesh C.Sanghavi.	Member	NED (I)	4

The powers and terms of reference of the committee are as specified in Clause 49 of the Listing Agreement with the Stock Exchanges and Section 292A of the Companies Act, 1956. The companies composition meets requirements of section 177 of the Coampany's Act 2013 and clause 49 of the Listing Agreement.

4. Remuneration of Directors:-

There is no remuneration paid to the Directors of the Company for the year ending 31st March, 2014.

The number of equity shares of the company held by non-executive Directors as on 31st March 2014 are as follows:-

Shri D.P. Turakhia 3000 equity shares, Shri K.C. Sanghavi - NIL and Smt. Vasha J. Vakharia 1639920 equity shares.

5. Shareholders/Investors Grievances Committee

During the year 12 meetings of the shareholders/Investors Grievances Committee were held during the year. The Composition of the Committee is as under:-

Sr. No.	Name	Designation	Category
1	Shri Dinesh P Turakhia	Chairman	NED (I)
2	Shri Jitendra K. Vakharia	Member	ED(P)
3	Shri Kamlesh C.Sanghavi.	Member	NED (I)

Committee has the power to look into the redressal of shareholders/investors complaints such as non receipt of shares sent for transfer, non receipt of dividend/Annual Reports etc.

The Secretarial Department of the Company, under the supervision of Shri Kalpesh K. Sanghavi, who is also Nominated as the compliance officer as required by SEBI/Listing Agreement and M/s. Sharex Dynamic (India) Pvt. Ltd., Registrar & Share Transfer Agents, attends to all shareholders / Investors Grievances received directly or through SEBI, Stock Exchanges, Department of Corporate Affairs and Registrar of Companies

SEBI Complaints Redress Systems (SCORES)

The investors complaints are processed in a centralized web based complaints redress systems. The salient features of these systems are: centralized database of all complaints, online upload of Actions Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status

The total numbers of complaints received from the Shareholders were nil. There were no requests pending for dematerialisation as on 31st March 2014. The Committee has been renamed as Stakeholders

Relationship Committee, U/s 178 of the Companies Act 2013. its terms of reference fulfils the requirement of Clause 49 of listing Agreement and provisions of the companies Act 2013.

6. General Body Meetings

Details of Location, Date and Time of the Annual General Meetings held during the last three years

Financial Year	Venue	Date & Time
2011-2012	67, Regent Chambers 208, Nariman Point Mumbai – 400 021.	25th August 2012 at 3.00 P.M.
2012-2013	67, Regent Chambers 208, Nariman Point Mumbai – 400 021.	24th August 2013 at 5.00 P.M.

At the ensuing Annual General Meeting there is no Resolution proposed to be passed through postal ballot.

7. Disclosures

There were no materially significant related party transactions which has potential conflict with the interests of the Company at large.

The Company has complied with most of the requirements of the Listing Agreements with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchanges or any other statutory authority on any matter relating to capital markets during last 2 year.

8. Means of Communication

The results will be displayed on Company's website at www.vakharia.in.

9. General Shareholder Information

Detailed Information in this regard is provided in the "Information for Shareholders" section, appearing in the Annual Report.

10. Information on Directors

Information relating to Director seeking reappointment as required under clause 49(I V) (G) of the Listing Agreement is given in the notice of Annual General Meeting.

11. Declaration by the Director

Declaration by the Director under clause 49(1) (D) (ii) of the Listing Agreement is given below:-

"Pursuant to Clause 49 (1) (D) (ii) of the listing agreement with the Stock Exchanges, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the code of conduct for the year ended 31st March 2014."

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Vakharia Power Infrastructure Limited
67, Regent Chambers,
Nariman Point,
Mumbai – 400 021.

We have examined the compliance of conditions of corporate governance by Vakharia Power Infrastructure Limited, for the year ended 31st March 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination, conducted in the manner described in the 'Guidance Note on Certification of Corporate Governance' issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 the Corporate Governance as stipulated in clause 49 of the listing agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For POLADIA & CO.
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)**

— sd —

**P.T. POLADIA
PARTNER
M.NO. 38757**

**Place: Mumbai
Dated: 30th May, 2014**

Information for Shareholders**1. Annual General Meeting:-**

Day, Date & Time: Thursday, 21st August 2014 at 4.30 p.m.

Venue: Kilachand Conference Room, 3rd Floor, Indian Merchant Chamber, IMC Marg, Churchgate, Mumbai - 400 020.

2. Financial Year: 1st April 2013 to 31st March 2014.**3. Book Closure Dates on account of Annual General Meeting:**

Wednesday, 13th August 2014 to Thursday 21st August 2014 (Both days inclusive)

4. Listing of Shares on Stock Exchange

The equity shares of Face Value of Rs. 1/- each of the company is listed on The Bombay Stock Exchange Ltd., Bombay. Our BSE Stock Code No. is 536709 w.e.f 28th October, 2013.

5. Market Price Data

Share prices at Bombay Stock Exchange Ltd., during the year 2013-14 for one equity share of Rs.1/- each are as under:-

Month	Share Price (Rs.)	
	High	Low
October 2013	25.00	21.55
November 2013	20.50	6.30
December 2013	5.99	3.48
January 2014	3.42	2.34
February 2014	2.38	2.10
March 2014	2.18	1.95

6. REGISTRAR AND SHARE TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind. Premises, Safed Pool,
Andheri Kurla Road, Andheri (E),
Mumbai – 400 072.
Tel: 2851 5606/ 2851 5644
Fax: 2851 2885 E-mail: sharexindia@vsnl.com

7. Share Transfer System

The Company has appointed M/s. Sharex Dynamic (India) Pvt.Ltd. as its Registrar and Share Transfer Agent. Presently the share transfers which are received in physical forms are processed and the share certificates duly transferred are returned generally within 15 days from the date of the receipt, subject to the documents being valid and complete in all respects.

8. Insider Trading Regulations:

The Company has framed a Code of Internal procedures and conduct for prevention of Insider Trading on the lines of model code specified by SEBI.

9. Distribution of Shareholding as on 31st March 2014

Size of Holidays	No of Holders	% of Holders	No. of Shares	No. of Shares
Upto 100	86	2.97	2749	0.01
101 to 200	21	0.73	3020	0.01
201 to 500	47	1.63	16189	0.05
501 to 1000	477	16.49	290832	0.96
1001 to 5000	2020	69.85	3415172	11.28
5001 to 10000	113	3.91	755472	2.50
10001 to 100000	105	3.63	2737523	9.04
100001 and Above	23	0.80	23052643	76.15
Total	2892	100%	30273600	100%

Shareholding Pattern As on 31st March 2014

Category	No. of Shares held	% of Shareholding
Indian Promoters	17482273	57.748
Private Corporate Bodies	409426	1.352
Indian Public	9831919	32.477
NRI's / OCB's	2549982	8.423
Total	30273600	100%

10. Dematerialisation of Shares & liquidity

As at 31st March, 2014, 89.33% of total equity shares of the company were held in dematerialized form with National Securities Depository Ltd., (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Company's equity shares are required to be compulsorily traded in the dematerialization form. The shares are available for dematerialisation under ISIN INE138O01011. The request for dematerialisation of shares are processed and generally confirmed within 15 days of receipt.

11. Outstanding GDRs/ ADRs/Warrants/Convertible Instruments:

Company has no outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

12. Address for correspondence

Registered Office :
67, Regent Chambers,
208, Nariman Point,
Mumbai – 400 021.
Tel: 2204 9233, 2204 2788
Fax: (022) 2287 0540
Email: vakinvst@gmail.com
Website: - www.vakharia.in

VAKHARIA POWER INFRASTRUCTURE LIMITED

DIRECTOR'S REPORT

To,
The Members,
The Board of Directors present the 3rd Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2014 along with the cash flow statements

1. OPERATIONS AND FINANCIAL RESULTS

	Year Ended 31/03/2014 (Rupees)	Year Ended 31/03/2013 (Rupees)
Sales	-----	-----
Other income	1139407	1006997
Exceptional Items	0	0
Profit for the year before depreciations & tax	(2438826)	181906
Less :- Depreciation	591395	0
Profit Before Tax	(3030221)	181906
Less :- Provision for tax	0	9862
Profit after tax	(3030221)	172044
	-----	-----
Profit / (Loss) Carried to Balance Sheet	<u>(3030221)</u>	<u>172044</u>

2. OUTLOOK

The company is in the process of exploring and identifying projects for conventional & non conventional energy. Till such time the company has continued its investments in shares and securities

3. DIVIDEND

Directors do not recommend any dividend for the year due to the losses suffered.

4. DIRECTORS

Smt. Varsha J. Vakharia retires by rotation and being eligible, offers herself for reappointment.

5. AUDITORS

M/s. Poladia & Co. Chartered Accountants have given their consent for re-appointment for F. Y. 2014-2015. Also they have furnished the Certificate to the effect that the if their appointment is made at the ensuing Annual General Meeting the same will be within the limits of Section 139 (1) of the Companies Act, 2013. Read with companies (Audit and Auditors) Rule 2014. Members are requested to re-appoint them and fix their remuneration.

6.. COMPLIANCE CERTIFICATE

In terms of subsection (1) of section 383A read with The Companies (Compliance Certificate) Rules, 2001, the Company has obtained the Compliance Certificate received from M/s. Sanjay Dholakia & Associates, Practising Company Secretary and is attached to this Report and marked as Annexure I.

7. PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

8. DIRECTORS RESPONSIBILITY STATEMENT U/S. 211 (3C)

It is hereby confirmed that in respect of Financial Year ended on 31/03/2014.

- In the preparation of annual accounts, the applicable accounting standards have been followed.
- The Directors have selected such accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31/03/2014 and of the profit of the company for that period.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the Annual Accounts on a going concern basis.

9. CORPORATE GOVERNANCE

Pursuant to clause 49 of The Listing Agreement with the Bombay Stock Exchange, Management Discussion and Analysis Report, Corporate Governance Report and Auditors Certificate regarding compliance of Corporate Governance are made a part of the Annual Report.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

In view of non-commencement of any commercial project during the year, the company has not attached any particulars of conservation of energy, Technology Absorption, Foreign Earning and out go as required under Section 217(1)(e) read with companies (Disclosures of particulars in the Report of Board of Directors) Rules, 1988.

11. DEPOSITS

The Company has not accepted any Deposits from the Public.

12. ACKNOWLEDGEMENT

The Directors wish to place on record appreciation for the efforts put in by all the employees and its shareholders.

For and on Behalf of the Board of Directors

Place :- Mumbai

Date :- 30th May 2014

— sd —
J.K. Vakharia
Director
Din :- 00047777

— sd —
V. J. Vakharia
Director
Din :- 00052361

FORM
[SEE RULE 3]
COMPLIANCE CERTIFICATE

To The Members, VAKHARIA POWER INFRASTRUCTURE LIMITED
CIN: U40102MH2011PLC221715

We have examined the registers, records, books and papers of VAKHARIA POWER INFRASTRUCTURE LIMITED, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company is a Public Limited Company and the restrictions mentioned in section 3(1)(iii) of the Act is not applicable to Public Limited Companies.
4. The Board of Directors duly met 4 (Four) times on 20th June, 2013, 10th August, 2013, and 10th October 2013 and 4th January, 2014 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed.
5. The Company closed its Register of Members, from 16th August, 2013 to 24th August, 2013 during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 24th August, 2013 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose
7. No Extra ordinary general meeting of the Company was held during the year under review,.
8. The Company has not advanced any loans to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) Not made any transmission / Allotment of securities during the financial year.
However, in respect of shares held in dematerialized form the shares are transferred through depositaries and in respect of physical shares the same has been transferred by the Company's Transfer Agent of the Company.
 - (ii) Not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) Not posted warrants to any member of the company, as no dividend was declared during the financial year.
 - (iv) no unpaid dividend, application money due for refund, matured deposits, matured debentures and

the interest accrued thereon which have remained unclaimed or unpaid and as are required to be transferred to Investor Education and Protection Fund.

- (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no change in the composition of Directors during the year under review.
15. No Managing Director or Manager was appointed during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other applicable authorities as may be prescribed in the Act during the year under review.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any securities during the financial year.
20. The Company has not bought back any of its equity shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted inter-corporate deposits during the financial year.
24. The company has not made any borrowings during the financial year.
25. The company has made investments in shares of other bodies corporate and consequently necessary entries have been made in the register kept for the purpose during the year. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose during the year
26. The Company has not altered the provisions of the memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the Company during the year.
28. The Company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association with respect to the provisions of share capital of the company during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under certification as per provisions of section 417(1) of the Act.
33. The company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated in Section 418 of the Act.

For SANJAY DHOLAKIA & ASSOCIATES

— sd —

(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor

Place : Mumbai
Date : 30th May 2014

Annexure A
Registers/ Record as maintained by the Company

Sr. No.	Particulars	Section of the Act
1	Index of Members	151
2	Registers of Director	303
3	Registers of Director's shareholding.	307
4	Register of Contracts	301
5	Register of share transfer	
6	Filing records of ROC documents	
7	Books of accounts	209
8	Minutes books Board of Directors/AGM/EGOM	193
9	Register of Nomination of shareholders	
10	Register Investments	372/372A
11	Register of charges	143

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014.

- Form 23AC XBRL for Balance Sheet as at 31st March, 2013 and Form 23ACA XBRL for Profit & Loss Account for the year ended 31st March, 2013 filed with the Registrar of Companies, Maharashtra on 28th August, 2013.
- Form 20B for Annual Return made up to 24th August, 2013 filed with the Registrar of Companies, Maharashtra on 28th August, 2013.
- Form 66 for filing of Compliance Certificate u/s 383A of the Companies Act, 1956 filed with the Registrar of Companies, Maharashtra on 26th August, 2013.
- Form 32 for Regularization of appointment of Mr. Dinesh Turakhia as Director of the Company at the Annual General Meeting held on 24th August, 2013 was filed with the Registrar of Companies, Maharashtra on 26th August, 2013.
- Form 21 in respect of reduction of Capital by Rs. 5 Lacs as per Bombay High Court Order dated 2nd July, 2013 was filed with the Registrar of Companies, Maharashtra on 29th July, 2013.

For **SANJAY DHOLAKIA & ASSOCIATES**

— sd —

(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor

Place : Mumbai
Date : 30th May 2014

INDEPENDENT AUDITORS' REPORT

To the Members of

Vakharia Power Infrastructure Limited

We have audited the accompanying financial statements of Vakharia Power Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- in the case of the Statement of Profit and Loss Account, of the Loss for the year ended on that date; and
- in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For POLADIA & CO.
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)**

**Place : Mumbai
Date : 30th May 2014**

— sd —
**P.T. POLADIA
PARTNER
M NO.38757**

VAKHARI POWER INFRASTRUCTURE LIMITED

ACCOUNTING PERIOD ENDED 31ST MARCH, 2014

ANNEXURE TO THE AUDITOR'S REPORT REFERRED TO PARAGRAPH 3 OF OUR REPORT OF EVEN DATE:

- i)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) Fixed Assets have been physically verified by the management during the period under audit. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of the assets. According to information furnished to us no material discrepancies have been noticed on such verification.
 - c) The Company has not disposed of any Fixed Assets during the period under audit.
- ii) The Company is not having any stock of inventory for the period under audit, hence clause 4 (ii) of the order is not applicable.
- iii)
 - a) The company has taken loan during the period from one party covered in the register maintained u/s.301 of Companies Act, 1956. The maximum amount outstanding during the period was Rs.8.05 Lacs.
 - b) In our opinion, the rate of interest and other terms and conditions on which loans have been given to companies, or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are not prima-facie, prejudicial to the interest of the company.
 - c) There have been no conditions stipulated as regards to repayment of principal and interest.
- ii) In our opinion and according to the information and explanations provided to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to Purchase of Shares, Fixed Assets and sale of Shares. During the course of our audit, no major weakness has been noticed in the internal control.
- v) According to the information and explanations given to us, there are no transactions that need to be entered into the register maintained in pursuance of Section 301 of the Companies Act, 1956. Accordingly, paragraph 4 (v) (b) of the Order is not applicable.
- vi) The Company has not accepted any deposits from public.
- vii) The Clause 4 (vii) in respect of internal audit system is not applicable to company during the period under Audit.
- viii) The Clause 4 (viii) in respect of maintenance of cost record is not applicable to company during the period Under audit
- ix)
 - a) According to the records and as per information and explanations provided to us, the Company is regular in depositing with appropriate authorities undisputed amount of provident fund, employee state insurance, income tax, sales tax, custom duty, cess and other statutory dues if any applicable to it.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st March, 2014, for a period of more than six months from the date they became payable.

- c) According to the information and explanations given to us, there are no dues of income tax, wealth tax, sales tax, customs duty, excise duty and cess which have not been deposited on account of any dispute.
- x) In our opinion, the Clause 4 (x) not applicable for the period under audit.
- xi) The Company has not taken loans from financial institution or has not issued debentures to any party, hence the question of default in repayment does not arise.
- xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Company is not chit/nidhi/mutual benefit fund/society and clause 4 (xiii) of the Order is not applicable.
- xiv) The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. All shares, securities, debentures and other investments have been held by the Company in its own name.
- xv) On the basis of the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) The Company has not raised any term loan during the period. There is no term loan outstanding at the beginning of the year.
- xvii) According to the information and explanations given to us and on overall examination of the balance sheet and other records of the Company, we are of the opinion that funds, raised on short-term basis have not, prima facie, been used for long term investment and vice versa.
- xviii) During the year, the Company has not made preferential allotment of shares to a party covered in the Register maintained under Section 301 of the Companies Act, 1956.
- xix) The Company did not have any outstanding debentures during the year.
- xx) The Company has not raised any money by public issues during the year.
- xxi) Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud on or by the Company has not been noticed or reported during the course of our audit.

For **POLADIA & CO.**
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)

— sd —

P.T. POLADIA
PARTNER
M NO.38757

Place : Mumbai
Date : 30th May 2014

VAKHARIA POWER INFRASTRUCTURE LTD
BALANCE SHEET AS AT 31ST MARCH, 2014 (Rupees)

PARTICULARS	Note No.	Current Year As at 31 March 2014	Previous Year As at 31 March 2013
I. EQUITY AND LIABILITIES			
1. Shareholders Funds			
a) Share Capital	1	30273600	30273600
b) Reserves & Surplus	2	(2654502)	375719
c) Money received against share warrants	-	-	-
		<u>27619098</u>	<u>30649319</u>
2. Share application money pending allotment	-	-	-
3. Non-Current Liabilities			
a) Long-term Borrowings	-	-	-
b) Deferred tax liabilities	-	-	-
c) Other Long-term liabilities	-	-	-
d) Long-term Provisions	-	-	-
		<u>0</u>	<u>0</u>
4. Current Liabilities			
a) Short-term Borrowings	3	305000	-
b) Trade Payables	4	38886	55236
c) Other Current liabilities	5	4355	-
d) Short-term provisions	6	-	9862
		<u>348241</u>	<u>65098</u>
TOTAL (1+2+3+4)		27967339	30714417
II. ASSETS			
1 Non-Current assets			
a) Fixed Assets			
(i) Tangible assets		-	-
(ii) Intangible assets	7	2365579	2956974
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development	-	-	-
b) Non-Current investments		-	-
c) Deferred tax assets		-	-
d) Long-term loans and advances	8	-	168455
e) Other non-current assets	9	28610	35763
		<u>2394189</u>	<u>3161192</u>
2. Current Assets			
a) Current Investments	10	25414560	27489070
b) Inventories		-	-
c) Trade Receivables		-	-
d) Cash and cash equivalents	11	145818	47481
e) Short-term Loans and Advances	12	6741	13483
f) Other current assets	13	6031	3191
		<u>25573150</u>	<u>27553225</u>
TOTAL (1+2)		27967339	30714417
Notes forming part of the Accounts	1 to 17		
Additional Notes forming part of accounts	18		

As per our report of even date
for **POLADIA & CO.**

CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)

— sd —

P.T. POLADIA
(PARTNER)
M. No. 38757

Place : Mumbai
Date : 30th May, 2014

For and on behalf of the
Board of Directors

— sd —

J. K. Vakharia
Director

— sd —

V. J. Vakharia
Director

VAKHARIA POWER INFRASTRUCTURE LTD

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014.

PARTICULARS	Note No.	Current Year As at 31 March 2014	Previous Year As at 31 March 2013
I. Revenue from Operations		-	-
II. Other Income	14	1139407	1006997
III. Total Revenue (I+II)		1139407	1006997
IV. Expenses			
Cost of Material Consumed		-	-
Purchase of stock-in-Trade		-	-
Changes in inventories of finished goods- work-in-progress and stock-in-trade		-	-
Employee benefits expenses	15	48000	96000
Finance Costs	16	81206	-
Depreciation & amortisation expenses	7	591395	-
Other Expenses	17	3449027	729091
Total Expenses		4169628	825091
V. Profit before exceptional and extraordinary items and tax (III-IV)		(3030221)	181906
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V-VI)		(3030221)	181906
VIII. Extraordinary Items		-	0
IX. Profit before tax (VII-VIII)		(3030221)	181906
X. Tax Expense :			
(1) Current Tax		-	9862
(2) Deferred Tax		-	-
XI. Profit/(Loss) for the period from continuing operations (IX-X)		(3030221)	172044
XII Profit/(Loss) for the period from discontinuing operations		-	--
XIII. Tax Expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (After Tax (XII-XIII))		-	-
XV. Profit/(Loss) for the period (XI+XIV)		(3030221)	172044
Add: Balance brought forward from Last Year		-	-
Profit available for Appropriation		(3030221)	172044
Earning per share Basic & Diluted		(0.10)	0.01
Notes forming part of the Accounts		1 to 17	
Additional Notes forming part of accounts		18	

As per our report of even date
for **POLADIA & CO.**
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)

— sd —
P.T. POLADIA
(PARTNER)
M. No. 38757

Place : Mumbai
Date : 30th May, 2014

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For and on behalf of the
Board of Directors

— sd —
J. K. Vakharia
Director

— sd —
V. J. Vakharia
Director

VAKHARIA POWER INFRASTRUCTURE LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2014	2013-2014	2012-2013
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax and Extraordinary items	(3030221)	181906
Adjustment for :		
Depreciation	591395	0
Assets Written off	0	0
(Profit) / Loss on sale of shares	2165706	(478582)
(Profit) / Loss on Sale of Assets	0	0
Proceeds from Short term loans	305000	
Interest Paid	81206	0
Dividend Received	(417712)	(496508)
Interest Received	0	(31907)
Operating Profit before Working Capital Charges	(304626)	(825091)
Adjustment for :		
Trade and other Receivables	(125490)	273812
Inventories	0	0
Trade Payable	(21857)	(65098)
NET CASH FROM OPERATING ACTIVITIES (A)	(451973)	(616377)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	0	0
Sale of Fixed Assets	0	0
Assets Written off	0	0
(Increase) / Decrease in Investments	2074510	(27489070)
Dividend Received	417712	496508
Interest Received	0	31907
Profit/ (Loss) on sale of Assets	0	0
Profit/ (Loss) on sale of shares	(2165706)	478582
NET CASH FROM INVESTING ACTIVITIES (B)	326516	(26482073)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Secured Loans	0	0
Proceeds from Short Term Loans	305000	0
Proceeds from Long Term Loans		0
Increase / (Decrease) in Capital	0	29773600
Adjustment on account of Demerger	0	(2632965)
Interest Paid	(81206)	0
NET CASH FROM FINANCING ACTIVITIES (C)	223794	27140635
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	98337	42185
CASH AND CASH EQUIVALENTS :		
Opening Balance in the beginning of the year	47481	5296
Closing Balance at the end of the year	145818	47481
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	98337	42185

As per our report of even date
for **POLADIA & CO.**
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)

— sd —
P.T. POLADIA
(PARTNER)
M. No. 38757

Place : Mumbai
Date : 30th May, 2014

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For and on behalf of the
Board of Directors

— sd —
J. K. Vakharia
Director

— sd —
V. J. Vakharia
Director

NOTES ON FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2014

NOTE - 1 SHARE CAPITAL	Current Year Ended 31 March 2014	(Rupees) Previous Year Ended 31 March 2013
Authorised 3,25,00,000 Equity Shares of Rs.1/- each (Previous year 3,25,00,000 equity shares of Rs.1/- each)	32500000	32500000
	32500000	32500000
ISSUED 3,02,73,600 Equity Shares of Rs.1/- each (Previous year 3,02,73,600 Equity Shares of Rs.1/- each)	30273600	30273600
	30273600	30273600
SUBSCRIBED AND PAID UP 3,02,73,600 Equity Shares of Rs.1/- each fully paid up (Previous year 3,02,73,600 equity shares of Rs.1/- each fully paid up)	30273600	30273600
TOTAL	30273600	30273600

a) Rights and Restrictions of the Equity Shares holders

Following are the rights attached to 30273600 equity shares;

(I) Rights to receive dividend as may be approved by the Board/Annual General Meeting

(II) Rights to attend the Annual General Meeting of the Company and right to vote Apart from the above, the Equity shares rank pari passu and are subject to the rights, preference and restrictions under the companies Act.

b) There are Nil number of shares (Previous year Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or subsidiary or associates of the holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.

c) Shares in the company held by each shareholders holding more than 5% shares

Name of the Shareholder	No of Shares held	Percentage (%)
Jitendra K.Vakharia -HUF	4513188	14.67
Jitendra K.Vakharia	3036000	9.87
Prachi J.Vakharia	2352006	7.64
Varsha J.Vakharia	1639920	5.33

- d) There are Nil number of shares (Previous year Nil) reserved for issue under option and contracts/commitment for the sale of shares/disinvestment including the terms and amounts.
e) For the period of five years immediately preceding the date as at which the balance sheet is prepared.

Particulars	No of Shares
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash	Nil
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	Nil
Aggregate number and class of shares brought back.	Nil

- f) There are no securities (Previous year no) convertible into Equity/Preferential Shares.
g) There are no calls unpaid (Previous year no) including calls unpaid by Directors and Officers as on balance sheet date.
h) Reconciliation of number of shares outstanding at the beginning and the end of the year

Particulars	Current Year Ended 31st March, 2014 No.of Shares	Previous year Ended 31st March, 2013 No.of Shares
Equity Shares outstanding on beginning of the year of the face value of Rs.1/- each	30273600	50000
As per scheme of arrangement , the denomination of the face value of equity shares changed from Rs.10/- to Rs.1/-	0	500000
Less : Reduction in Capital as per clause 7.10 of Hon'ble Bombay High Court order dated 14/09/2012 after converting into Rs.1/- Each.	0	500000
Add: Shares allotted on 23/11/2012 on account of scheme of arrangement of Everlon Synthetics Ltd as per Hon'ble	0	30273600
Bombay High Court, Order dated 14/09/2012 (Face Value of Rs.1/- each)		
Balance at the end of the year	30273600	3027360

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE - 2 Reserve & Surplus	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Capital Reserve	-	
b) Capital Redemption Reserve	-	
c) Securities Premium Reserve	-	
d) Debenture Redemption Reserve	-	
e) Revaluation Reserve	-	
f) Share Option Outstanding Account	-	
g) Other Reserves	-	
General Reserve	-	
As per Last Balance Sheet	-	
Add: Transfer from Profit and Loss Account	-	-
	-	-
Less: Transfer from Profit and Loss Account	-	
Balance	-	
h) Surplus		
As per Last Balance Sheet	375719	NIL
Add:- Profit of previous year added due to Scheme of Arrangement (Demerger) as per Bombay High Court order	-	203675
Add / (Less) :- Surplus / Deficit for the current period	(3030221)	172044
	(2654502)	375719
Less: Transferred to General Reserve		
Proposed Dividend	-	-
Tax on Dividend	-	-
	(2654502)	375719
Balance	-	-
Gross Total (a+h)	(2654502)	37571

1) There is no reserve specifically represented by earmarked investments which can be termed as fund.

NOTE 3 - Short-term Borrowings

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Loan & Advances from related parties	305000	-
TOTAL	305000	-

NOTE 4 - Trade Payables

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Due to Micro, Small & Medium Enterprises	-	-
b) Others	38886	55236
TOTAL	38886	55236

NOTE 5 - Other Current Liabilities

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Statutory Liabilities	4355	-
TOTAL	4355	-

NOTE 6 - Short Term Provisions

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Provision for Tax (A.Y.2012-13)	-	9862
TOTAL	-	9862

NOTE 7 - FIXED ASSETS

Description	G R O S S B L O C K			D E P R E C I A T I O N				N E T B L O C K		
	As at 01/04/13	Additions	Deduction	As at 31/03/14	As at 01/04/13	For the Year	Deductions Written Back	As at 31/03/14	As at 31/03/14	As at 31/03/13
Tangible Assets	--	--	--	--	--	--	--	--	--	--
Total Tangible Assets (a)	--	--	--	--	--	--	--	--	--	--
Intangible Assets										
Goodwill	2956974	--	--	2956974	--	591395	--	591395	2365579	2956974
Total intangible Assets (b)	--	--	--	--	--	--	--	--	--	--
Total (a+b)	2956974	--	--	2956974	--	591395	--	591395	2365579	2956974
Previous Period	2956974	--	--	2956974	--	--	--	--	2956974	2956974

NOTE 8 - Long Term Loans and Advances

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Loans & Advances to related parties	-	153955
b) Other Loans & Advances	-	14500
TOTAL	-	168455

NOTE 9 - Other non-current assets

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Preliminary & Pre-operation expense	28610	35763
TOTAL	28610	35763

**Note - 10 Current Investment
Investment in Equity Instrument
QUOTED INVESTMENTS:**

Paid-up Value per Share (Rs.)	Scrip Name	31/3/2014		31/3/2013	
		No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
10	ALOK INDUSTRIES LIMITED	0	0	88000	2152880
10	ANJANI SYNTHETICS LTD	17200	666583	17200	666583
1	ASHOK LEYLAND LTD	1400	35434	1400	35434
5	BHARTI AIRTEL LIMITED	1000	430260	1000	430260
10	BINANI INDUSTRIES LIMITED	2000	468872	2000	468872
10	CAIRN INDIA LIMITED	0	0	500	146295
10	CHAMBAL FERTILIZERS & CHEMICALS LTD	5000	165900	2500	176010
10	DENA BANK	4398	357011	4398	357011
10	DEVELOPMENT CREDIT BANK LIMITED	1500	66810	2000	90003
2	EIH LIMITED	3816	415778	3816	415778
10	ESSAR OIL LIMITED	1500	88780	0	0
5	EXCEL CROP CARE LIMITED	1230	243360	2575	589479
10	FUTURA POLYSTERS LTD	4000	177080	4000	177080
10	GHCL LIMITED	0	0	500	24858
10	GUJARAT STATE PETRONET LIMITED	2000	210670	3000	316005
1	HINDALCO INDUSTRIES LTD.	7000	762243	5500	761140
10	INDUSTRIAL DEVELOPMENT BANK OF INDIA LIMITED	6900	743572	5400	622502
10	INFRASTRUCTURE DEVELOPMENT FINANCE CORP	5250	458047	0	0
10	IFCI LIMITED	13000	490132	13000	490132
10	INDIA NIPPON ELECTRICALS LIMITED	2732	497142	2732	497142
10	INDIAN OVERSEAS BANK	11350	867419	8850	737744
5	INFOSYS TECHNOLOGIES LTD.	0	0	165	419525
10	INNOVASSYNTH INV.	1768	0	2172	0
10	JAYPEE INFRATECH LTD	3000	69863	0	0
10	JAIPAN INDUSTRIES LTD	4790	165688	6840	251074
10	JBF INDUSTRIES LTD	500	46945	0	0
10	JET AIRWAYS LIMITED	1950	929464	0	0
1	JM FINANCIAL LIMITED	6800	119623	10300	198583
1	K S OILS LIMITED	0	0	4000	141680
1	KOFFEE BREAK PICTURES LTD	0	0	7000	21770
1	LANCO INFRATECH LIMITED	0	0	4000	86400
10	L & T FINANCE HOLDINGS LTD	1500	83880	0	0
2	LARSEN & TOUBRO LIMITED	1050	731930	750	1299755
10	MAHAN INDUSTRIES LTD	2000	154600	2000	154600
10	MANGALORE REFINERY AND PETROCHEMICALS LTD.	0	0	1400	112084
10	NATIONAL HYDRO POWER CORP LTD	2000	39900	2000	39900
10	NEYVELI LIGNITE CORPORATION LTD	1050	86029	1050	86029
10	NIRLON LTD	2831	128400	2831	128400
10	NTPC LIMITED	2000	355220	2000	355220

QUOTED INVESTMENTS:

Paid-up Value per Share (Rs.)	Scrip Name	31/3/2014		31/3/2013	
		No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
10	ORCHID CHEMICALS & PHARMACEUTICALS LTD	0	0	100	6023
10	PETRONET LNG LIMITED	5000	890550	5000	890550
10	POWER FINANCE CORPORATION LIMITED	3500	583797	3500	647704
10	POWER GRID CORPORATION OF INDIA LTD	1175	140793	1175	140793
10	PUNJAB CHEMICALS & CROP PROTECTION LIMITED	1600	274836	2000	340589
10	RELIANCE CAPITAL LIMITED	1000	576210	1000	576210
5	RELIANCE COMMUNICATIONS LIMITED	0	0	3600	339255
10	RELIANCE INDUSTRIES LTD	7500	6272254	7500	6272254
10	RURAL ELECTRIFICATION CORPORATION LTD	500	107968	500	107968
10	SALZER ELECTRONICS LTD	53810	3541399	53810	3541399
10	SHARP INDIA LTD	23521	401899	8521	200899
10	SHREE DIGVIJAY CEMENT CO LTD	1000	14816	1000	14816
1	SHREE RENUKA SUGARS LTD	0	0	1000	35070
10	SM DYCHEM LTD.	10	4800	10	4800
10	SOUTHERN PETROCHEMICALS IND.LTD	1499	23984	1499	23984
2	STERLITE TECHNOLOGIES LTD	1000	31820	1000	31820
10	TATA CHEMICALS LTD.	200	83968	200	83968
10	TATA GLOBAL LTD	500	70426	0	0
10	TATA POWER CO LTD	1250	119685	1250	119685
1	TATA STEEL LIMITED	2050	751146	1550	792124
10	TATA TELESERVICES (MAHARASHTRA) LTD	11333	76700	0	0
10	THE KARNATAKA BANK LTD	1000	112880	0	0
10	TITAN INDUSTRIES LTD	400	90813	0	0
10	TRANSWARRANTY FINANCE LTD	2352	23012	2352	23012
1	VOLTAS LTD.	0	0	1244	123955
5	WELSPUN CORP LTD	6550	463124	6550	463124
10	WELSPUN SYNEX LTD	10821	258842	10821	258842
10	YES BANK LTD	1175	442204	0	0
			25414560		27489070
	Aggregate amount of quoted investments		25414560		27489070
	Market Value of quoted investments		23788671		19908510
	Aggregate amount of unquoted investments		Nil		Nil

NOTE 11- Cash & Cash Equivalents

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Balances with Banks		
i) In Current Accounts	133042	20710
ii) In Unpaid Dividend Account	-	-
iii) In Fixed Deposits	-	-
b) Cheques and drafts on hand	-	-
c) Cash-on-hand	12776	26771
d) Others	-	-
TOTAL	145818	47481

NOTE 12- Short term Loan & Advances

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Loans & Advances to related parties	-	-
b) Others		
Prepaid Expenses	6741	13483
Staff Advance	-	-
Advances for expenses	-	-
TOTAL	6741	13483

NOTE 13 - Other current assets

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
Taxes paid in Advance	6031	3191
TOTAL	6031	3191

NOTE 14 - Other Income

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
a) Interest Income	-	31907
b) Dividend Income	417712	496508
c) Net gain on sale of Investment	721695	478582
d) Other non Operating Income	-	-
TOTAL	1139407	1006997

NOTE 15 - Employee Benefit Expenses

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
Salaries & Wages	48000	96000
Contribution to Provident Fund & Other Funds	-	-
Employees Welfare	-	-
TOTAL	48000	96000

NOTE 16 - Finance Cost

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
Interest Paid	81206	-
TOTAL	81206	-

NOTE 17 - Other Expenses

Particulars	(Rupees)	
	Current Year Ended 31 March 2014	Previous Year Ended 31 March 2013
Advertisement Expenses	166793	-
Bank charges & commission	380	695
Legal and Professional Charges	241975	36216
Printing & Stationery	25200	1050
Computer Expenses	-	6950
Loss on sale of Current Investments	2887400	-
Auditor Remuneration	25000	20000
Miscellaneous Expenses	102279	664180
TOTAL	3449027	729091

NOTE : 18**ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS****01. ACCOUNTING POLICIES:**

- a) Recognition of Income and Expenditure:
The Accounts are prepared on accrual basis.
- b) Fixed Assets and Depreciation :
Fixed Assets includes all expenditure of Capital nature and are stated at cost of Acquisition, installation and commissioning . Fixed Assets are stated at historical cost
- c) Investments:
Investments are valued at cost inclusive of expenses incidental to their acquisition. Current Investments are carried at cost.
- d) Impairment of Assets:
If internal /external indications suggest that an asset of the company may be impaired, the recoverable amount of asset/ cash generating unit is determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of the asset/ cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such assets / cash generating unit, which is determined by the present value of the estimated future Cash Flows.
- e) Provision for Retirement Benefits:
Provision for gratuity is not made in accounts as the none of employee is eligible for the same
- f) Contingent Liabilities:
Contingent liabilities are not provided for in the accounts and are disclosed separately in Notes on Accounts

02. Segement Results

During the year, the Company has only one reportable segment, i.e. investment.Hence separate segment report as required under accounting standard 17 is not presented.

03. Related Party Disclosures (As identified by the Management)

i). Related Party Relationships

- | | |
|--|---|
| (a) Where control exists | Everlon Synthetics Ltd |
| (b) Key Management Personnel | 1) Jitendra Kantilal Vakharia
2) Varsha J.Vakharia |
| (c) Relative of Key Management Personnel | Nil |
| (d) Other related Parties | Nil |

ii). Transactions with Related Parties (Rupees)

Type of Parties	Description of the nature of the transaction	Volume of Trans 2013-14	2013-14		Volume of Trans 2012-13	2012-13	
			Outstandig			Outstandig	
			Receivable	Payable		Receivable	Payable
1) Where Control Exists	Lons	1853955/-	---	---	1413194/-	153955/-	---
1) Key Mangement Personnel	Lons	1352886/-	---	305000/-	---	---	---

04. Earning per share

	Year Ended March 2014	Year Ended March 2013
Profit / (Loss) attributable to the equity shareholders (Rupees)	(3030221)	172044
Number of Equity Shares Outstanding during the year.	30273600	30273600
Nominal value of Equity Shares	1	1
Basic/diluted earnings per share on face value of Rs.1/- each (with exceptional Income)	(0.10)	0.01
Basic/diluted earnings per share (Rs.) (Without exceptional Income)	(0.10)	0.01

05. The Company has not recognised "Deferred Tax Assets" as required by Accounting Standard 22, (Accounting for Taxes on Income) issued by Institute of Chartered Accountants of India as Company is not certain that sufficient taxable income will be available against which such "Deferred Tax Assets" can be realised.

	Year Ended 31/03/2014	Year Ended 31/03/2013
06. Auditors Remuneration is Rs.25,000/- Account is made up of:		
Audit Fees	20000	15000
Taxation Matters	2000	2000
Certification Work	3000	3000
	<u>25000</u>	<u>20000</u>

07. In the opinion of the Board, Current Assets, Loans and Advances are approximately of the same value as stated in the Balance Sheet if realised in the ordinary course of business.

08. Contingent Liabilities: - Nil

09. There are no Micro, Small and Medium Enterprises, as defined in Micro, Small, Medium Enterprises Development Act,2006 to whom the Company owes on account of principal amount together with interest and accordingly no additional disclosures have been made.

10. The information required under paragraph 3 & 4 of part II of Schedule VI of Company's Act 1956 (As certified by the management) to the extent applicable are as under.

	2013-2014 (Rupees)	2012-2013 (Rupees)
i) Value of Import on CIF Basis	NIL	NIL
ii) F.O.B. Value of Exports	NIL	NIL
iii) Expenditure, Earning and remittance in foreign Currency	NIL	NIL
iv) Estimated amount of contracts remains to be executed on capital account and not provided for	NIL	NIL
v) Value of Raw Materials consumed		
a) Indigenous	NIL	NIL
b) Imported	NIL	NIL

- 11 Trade Payable are subject to confirmation

12. Previous year's figures have been regrouped, rearranged or recast wherever considered necessary, so as to make them comparable with current year figures.

SIGNATORIES TO NOTES NO. 1 TO 18

As per our report of even date for **POLADIA & CO.**
CHARTERED ACCOUNTANTS
(FIRM REGN NO. 128274W)

— sd —

P.T. POLADIA
(PARTNER)
M. No. 38757

Place : Mumbai
Date : 30th May, 2014

For and on behalf of the
Board of Directors

— sd —

J. K. VAKHARIA
DIRECTOR

— sd —

V. J. VAKHARIA
DIRECTOR

E-COMMUNICATION REGISTRATION FORM

To,
Sharex Dynamic (India) Pvt.Ltd.,
Unit: Vakharia Power Infrastructure Limited
Unit-1, Luthra Ind.Premises, Safed Pool,
Andheri –Kurla Road, Andheri (E)
Mumbai – 400 072.

Dear Sir,/Madam,

RE: Green Initiative in Corporate Governance

I agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No. : _____

DP ID : _____

Client ID : _____

PAN : _____

Name of 1st Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail ID : _____

Date:..... Signature of the first holder.....

Important Notes:

- 1) On registration, all the communication will be sent to the e-mail ID registered in the Folio/DP ID & Client ID.
- 2) The form is also available on the website of the company www.vakharia.in
- 3) Shareholders are also requested to keep company informed as and when there is any change in the e-mail address. Unless the email Id given above is changed by you by sending another communication in writing, the company will continue to send the notices/documents to you on the above mentioned e-mail ID.

VAKHARA POWER INFRASTRUCTURE LIMITED

(CIN: U40102MH2011PLC221715)

Regd. Office: 67, Regent Chambers, 208, Nariman Point, Mumbai – 400 021.

Tel.:91-22-22049233 • Tele-Fax: 91-22-22870540 • Email: info@vakharia.in

Folio No./DP ID/Client ID No.	
No. of Shares Held	

VAKHARA POWER INFRASTRUCTURE LIMITED will be held on Thursday 21st August, 2014 at 4.30 P. M. ATTENDANCE SLIP

I/We record my/our presence at the Third Annual General Meeting to be held on 21st August, 2014 at Kilachand Conference Room, 3rd Floor, Indian Merchants Chambers, IMC Marg Churchgate, Mumbai - 400 020 At 4.30 p. m..

NAME OF THE SHAREHOLDER / PROXY (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER / PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U40102MH2011PLC221715		
Name of the company	VAKHARA POWER INFRASTRUCTURE LIMITED		
Registered office	67, Regent Chambers, 208, Nariman Point, Mumbai – 400 021		
Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third General Meeting to be held on to be held on Thursday 21st August, 2014 at Kilachand Conference Room, 3rd Floor, Indian Merchants Chambers, IMC Marg, Churchgate, Mumbai - 400 020 At 4.30 p. m.. And at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: RESOLUTIONS

For Against

1. Adoption of Financial Statements for the year ended 31st March, 2014		
2. Re-appointment of Mr. Varsha J Vakharia, who retires by Rotation.		
3. Appointment of M/s. Poladia & Co., as Auditors & fixing Their remuneration.		
4. Increase in Authorised Share Capital of the Company		
5. Alteration of Capital Clause of Memorandum of Association.		
6. Appointment of Mr. Dinesh P. Turakhia as Independent Director		
7. Appointment of Mr. Kamlesh C. Sanghavi as a Director		
8. Creation of Mortgagee or charge on the assets of the Company		
9. Borrowing in excess of paid up capital and free reserves		

**Affix
Revenue
Stamp**

Signed this..... day of..... 2014

Signature of Shareholder:

Signature of Proxy holder(s):

Note: 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.