JTPM ATSALI LIMITED

1st Annual Report

2018-19

Corporate Information

Mr. Nikhil Gahrotra	Director
Mr. Kalpesh Kikani	Director
Mr. Manoj Kumar Mohta	Director
Mr. Chirag Bhansali	Independent Director
Ms. Anuradha Bajpai	Independent Director
Mr. Alok Mehrotra	Chief Executive Officer
Mr. Rahul Mundra	Chief Financial Officer
Ms. Shikha Makwana	Company Secretary & Compliance Officer

Committees of Board of Directors

Audit Committee

Mr. Nikhil Gahrotra	Director
Mr. Chirag Bhansali	Independent Director
Ms. Anuradha Bajpai	Independent Director

Nomination & Remuneration Committee

Mr. Nikhil Gahrotra	Director
Mr. Chirag Bhansali	Independent Director
Ms. Anuradha Bajpai	Independent Director

Statutory Auditors

M/S. Shah Gupta & Co.,
Chartered Accountants

Secretarial Auditors

M/S. Mayur More & Associates

Registrar & Transfer Agent

Karvy Fintech Private Limited
(Formerly Karvy Computershare Private Limited)

Bankers

ICICI Bank Limited

Registered Office Address

Grand Palladium,
6th Floor, 175 CST Road Kolivery Village, MMRDA Area,
Santacruz East, Mumbai – 400 098

JTPM ATSALI LIMITED

REGISTERED OFFICE: GRAND PALLADIUM, 6TH FLOOR, 175 CST ROAD, KOLIVERY VILLAGE, MMRDA AREA, SANTACRUZ EAST, MUMBAI CITY, MAHARASHTRA, INDIA, 400098

CIN: U27320MH2018PLC304905,

Contact no: 022-6242 1454; Email ID: jtpmatsali@aioncp.com; www. Jtpmatsali.com

BOARD REPORT

Dear Members,

Your Directors have pleasure in submitting their First Annual Report of the Company together with the Audited Financial Statements for the period beginning with the date of incorporation, i.e., February 7, 2018, and ended on March 31, 2019 ("Period").

1. FINANCIAL RESULTS

The Company's financial performance for the Period under review is as follows:

(in Rupees)

Particulars	**For the Period February 7, 2018 to March 31, 2019**
Total Revenue	1,61,67,067
Total Expenditure	(16,62,57,018)
Profit before Depreciation/Amortization (PBTDA)	**(15,00,89,951)**
Less : Depreciation	-
Net Profit before Taxation (PBT)	**(15,00,89,951)**
Tax Expenses:	
Current Tax	-
Deferred Tax – (Benefit)	657,386
Profit/(Loss) after Taxation (PAT)	**(15,07,47,337)**
Basic and Diluted Earnings Per Share	**(15,074.73)**

2. DIVIDEND

In view of losses, your Directors are unable to recommend any dividend and/or to transfer any amount to general reserve.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply to the Company for the Period under review.

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Directors have reviewed the operations of the Company. This being the first year, the Company has incurred a loss of Rs. 15,07,47,337/- during the current financial Period.

JTPM Atsali Limited

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL PERIOD TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the Period and date of this Director's Report.

6. CREDIT RATING

On August 1, 2018 JTPM Atsali Limited has been assessed with the rating of BWR BBB- from Brickwork Ratings India Private Limited. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate risk. During the Period under review there was no revision in the credit rating.

7. SHARE CAPITAL

Increase in Authorized Capital

The Authorised Share Capital of the Company was increased from Rs. 1,00,000 divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 1,25,00,000, divided into 2,50,000 Equity Shares of Rs.10/- each and 10,00,000 Preference Shares of Rs.10/- each pursuant to the approval of the members at the extra ordinary general meeting held on July 16, 2018.

Further, the authorized share capital of the Company again increased from Rs.1,25,00,000 to Rs.2,25,00,000, by creation of additional 10,00,000 Equity Shares of Rs.10/- each pursuant to the approval of the members at the extra ordinary general meeting held on July 31, 2018.

Allotment of Non-Convertible Debentures NCDS

The Company on August 29, 2018 allotted 2090 listed, rated, unsecured non-convertible debentures having a face value of INR 10 Lakh each ("NCDs") at a coupon rate of 0.01% which has maturity date on August 29, 2048 to AION Investments Private II Limited on a private placement for an amount of up to INR 209 Crore. The same were subsequently listed on BSE Limited ("BSE") and that BSE has, vide its Notice no. 20180907-20 dated September 7, 2018, admitted and approved the listing of the NCDs w.e.f. September 10, 2018 under Scrip Code 958218.

Allotment of Optionally Convertible Preference Shares

The Company on August 29, 2018 allotted of 10,00,000 optionally convertible preference shares having a face value of INR 10 each ("OCPS") to JSW Techno Project Management Limited on a preferential basis by way of private placement for an aggregate amount of INR 1 Crore.

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

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks associated with the business of the Company. Major risks identified by the businesses and functions, if any, are systematically addressed through mitigating actions on a continuing basis. Your Company has put in place a Board approved "Risk Framework and Policy" which inter-alia integrates various elements of risk management into a unified enterprise-wide Policy.

JTPM Atsali Limited

10. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan advanced, guarantees given or security provided by the Company under Section 186 of the Companies Act, 2013 during the Period under review. Particulars of investments made are provided in the financial statement (Please refer to Note no. 2 to the financial statement).

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial Period with related parties were in the ordinary course of business and on an arm's length basis. During the Period, the Company had entered into certain contract / arrangement / transaction with related parties which could be considered as material in the opinion of the Board.

The particulars of such material Contracts or Arrangements made with related parties made pursuant to Section 188 are furnished in **Annexure–I** and is attached to this report.

13. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their Report. Similarly, there were no qualifications, reservations or adverse remarks made by the Secretarial Audits in their Report.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The policy of the Company on Director's Appointment and Remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013 are formulated by the Nomination and Remuneration Committee.

Your Company has also adopted the Policy on appointment of directors and senior management and Policy on Remuneration of Directors, Key Managerial Personnel and Employees of the Company in accordance with the provisions of sub-section (4) of section 178, and the same are available on website: https://www.jtpmatsali.com/.

15. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in **Annexure - II** and is attached to this Report.

According to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, every company shall place a copy of the annual return on the website of the company, if any, and the web-link of such annual return shall be disclosed in the Board's report. This being the first financial year since incorporation, annual return of the previous year is not applicable to the Company for uploading on the website of the Company.

JTPM Atsali Limited

16. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE PERIOD UNDER REVIEW

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other board business. The notice of Board meeting is given in advance to all the Directors. The Agenda of the Board is circulated at least a week prior to the date of meeting. The Agenda for the board meetings includes detailed notes and relevant supporting in order to enable the Directors to take an informed decisions

During the Period under review the Board of Directors met 12 (Twelve) times, from the date of its incorporation, on March 5, 2018, June 22, 2018, July 17, 2018, July 27, 2018, August 29, 2018, August 29, 2018, August 31, 2018 November 14, 2018, December 14, 2018, February 12, 2019, March 27, 2019 and March 27, 2019. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

17. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement: —

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

(b) The directors have selected such accounting policies and applied them consistently and made 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 period and of profit and loss of the company for that period;

(c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis;

(e) The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has an associate company, Monnet Ispat & Energy Limited ("MIEL"). The Company does not have any subsidiary(ies) or joint venture(s) within the meaning of Section 2(6) of the Act.

A report on the performance and financial position of MIEL as per the Companies Act, 2013 is provided as **Annexure III** to the consolidated financial statements.

19. DEPOSITS

The Company has neither accepted nor renewed any deposits during the Period under review.

JTPM Atsali Limited

20. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE PERIOD

As on March 31, 2019, your Company had 5 Directors, which includes 2 Independent Directors (IDs), 3 Non-Executive Directors (NEDs), a CEO, a CFO and a Company Secretary.

The following table depicts the changes in directors and key managerial personnel during the Period under review:

Name of the Director/Key Managerial Personnel of the Company	**Designation**	**Date of Appointment /Cessation**	**Appointment / Cessation**
*Mr. Deepak Bhat	First Director	31.08.2018	Cessation
*Mr. Sanjeev Doshi	First Director	31.08.2018	Cessation
*Mr. Sundeep Jain	First Director	31.08.2018	Cessation
Mr. Nikhil Gahrotra	Additional Director	31.08.2018	Appointment
Mr. Kalpesh Kikani	Additional Director	31.08.2018	Appointment
Mr. Manoj Kumar Mohta	Additional Director	31.08.2018	Appointment
Mr. Chirag Bhansali	Additional (Independent) Director	14.11.2018	Appointment
Ms. Shikha Makwana	Company Secretary & Compliance Officer	14.11.2018	Appointment
Ms. Anuradha Bajpai	Additional (Independent) Director	14.12.2018	Appointment
Mr. Rahul Mundra	Chief Financial Officer	17.12.2018	Appointment
Mr. Alok Mehrotra	Chief Executive Officer	27.03.2019	Appointment

*Named as First Directors of the Company in the articles of association.

The additional directors hold office as such up to the date of the ensuing Annual General Meeting of the Company. Your Directors recommend the appointment of all the additional directors as the Directors of the Company.

Your Board places on record its sincere thanks and appreciation for the services rendered by Mr. Deepak Bhat, Mr. Sanjeev Doshi and Mr. Sundeep Jain during their tenure.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received necessary declaration from Independent Directors under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down under Section 149(6) and as per Schedule IV of the Companies Act, 2013.

22. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In Compliance with the provision of the Companies Act, 2013 the Independent Directors held a Meeting on March 27, 2019, and they, inter alia:

i. Reviewed the performance of non-independent directors and the Board as a whole;

JTPM Atsali Limited

ii. Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors holds a unanimous opinion that the Non-Independent Directors bring to the Board constructive knowledge in their respective field. The Independent Directors expressed their satisfaction with overall functioning and implementations of their suggestions.

23. STATUTORY AUDITORS

M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W), the first auditors of the Company, holds office as such till the conclusion of the first Annual General Meeting (AGM) of the Company. M/s. Shah Gupta & Co., being found eligible, offer themselves for re-appointment for a period of 5 years from the conclusion of ensuing first AGM till the conclusion of sixth AGM. As required by the provisions by the provisions of Section 139 read with section 141 of the Companies Act, 2013, the Company has received a written consent and certificate from M/s. Shah Gupta & Co., Chartered Accountants, to the effect that their re-appointment, if made, would be in conformity with the conditions and criteria specified in the said sections.

The Members are requested to appoint Auditors and fix their remuneration.

The Report given by the Auditors forms part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

24. MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act 2013.

25. SECRETARIAL AUDITOR

The Board has appointed M/s. Mayor More & Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the first financial Period. Secretarial Audit report for the Period ended March 31, 2019 is annexed herewith and marked as **Annexure IV** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the Period under review there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

27. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial control with reference to the size and nature of its business.

28. COMMITTEES OF THE BOARD

In accordance with the applicable provisions of the Companies Act, 2013, the Board has constituted the following Committees:

JTPM Atsali Limited

a) Audit Committee
b) Nomination and Remuneration Committee

Audit Committee
The Audit Committee comprises of Mr. Nikhil Gahrotra, Non- Executive Director, Mr, Chirag Bhansali, Independent Director and Ms. Anuradha Bajpai, Independent Director. The role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 2013. The Committee was formed in Board meeting dated December 14, 2018 and met once on March 27, 2019. The Committee discussed, inter-alia, on financials, audit reports and appointment of auditors. The Board accepted all recommendations of the Audit Committee made from time to time. All the members of the Committee attended the only meeting held on March 27, 2019.

Nomination and Remuneration Committee
The Nomination and Remuneration Committee comprises of Mr. Nikhil Gahrotra, Non- Executive Director, Mr, Chirag Bhansali, Independent Director and Ms. Anuradha Bajpai, Independent Director. The Committee was formed in Board meeting dated December 14, 2018 and met twice on March 27, 2019. All the members of the Committee attended all the meetings. The constitution and terms of reference are in compliance with the provisions of the Companies Act, 2013.

29. VIGIL MECHANISM/ WHISTLE BLOWER MECHANISM
The Company has established a vigil mechanism by adopting a Whistle Blower Policy in its Board meeting held on March 27, 2019 for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company or the Ethics Counselor of the Company. During the Period, no such incidence was reported, and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Ethics Counselor of the Company. The Whistle Blower Policy of the Company is available at web link https://www.jtpmatsali.com/.

30. SHARES
a. **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the Period under review.

b. **SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the Period under review.

c. **BONUS SHARES**

No Bonus Shares were issued during the Period under review.

d. **EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

JTPM Atsali Limited

e. PREFERENTIAL ISSUE

During the Period under review, the Company has made preferential issue of NCDs and OCPS as detailed in clause 7(b) and 7(c) respectively herein before in this report.

31. PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration in excess of the limits specified in Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 further amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.The details of the top ten employees in terms of remuneration drawn and the name of every other employee as required pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable as the number of permanent employees on the rolls of the Company is 3.

The ratio of remuneration of each Director to the median employees' remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure V**.

32. SECRETARIAL STANDARDS

The Institute of Company Secretaries of India had prescribed the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

33. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Board of Directors in its meeting held on December 14, 2018 adopted the Sexual Harassment Policy ("Policy") as per the requirement of "Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act")". The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the Period under review, no complaints related to sexual harassment had been received by the Internal Complaints Committee.

34. BOARD EVALUATION

In terms of the provisions of the Companies Act, 2013, the Board of Directors carried out detailed process for facilitating performance evaluation of the Board, as a collective body, that of its Committee(s) and Individual Directors.

In terms of the requirement of Schedule IV of the Act, a separate meeting of the Independent Directors was held on March 27, 2019 to review the performance of the Non-Independent Directors and the Board, as a collective body. Performance evaluation was carried out by way of obtaining feedback from the Independent Directors through a structured questionnaire prepared in accordance with the Board Performance Evaluation Policy and Performance Evaluation Process. Based on the questionnaire circulated and discussions at the Independent Directors meeting, the Independent Directors expressed satisfaction with the overall performance of Board and Non-Independent Directors. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board based on various parameters viz. detailed information on business and support functions provided to the Board, action taken by management on suggestions / request by the Board /

JTPM Atsali Limited

Committee(s) Members, in-depth discussions at the Board / Committee(s) Meetings and found it to be adequate enough to assist the Board / Committee(s) in performing its duties effectively and reasonably.

During the Period under review, the Nomination & Remuneration Committee evaluated the performance of the Directors and the Board evaluated the performance of the Directors, Committee(s) of the Board and the Board, as a collective body, for the Period under review. The Nomination & Remuneration Committee and the Board affirmed that the performance of the Board, Committee(s) of the Board and the Directors as whole, during the Period under review was satisfactory and adequate.

35. DETAILS OF DEBENTURE TRUSTEES

Pursuant to Regulation 53(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, name of the Debenture Trustees with full contact details:

Name:	Catalyst Trusteeship Limited
Address:	GDA House, Plot No.85, Bhusari Colony (Right), Paud Road, Pune- 411038.
Telephone:	011 43029101
Email-id:	sameer.trikha@ctltrustee.com

36. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the Period under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Kalpesh Kikani

Director
DIN: 03534772

Nikhil Gahrotra

Director
DIN. 01277756

Date: May 28, 2019
Place: Mumbai

JTPM Atsali Limited

ANNEXURE – I

Form AOC – 2

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

1. **Details of contracts or arrangements or transactions not at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
-	-	-	-	-	-	-	-

2. **Details of material contracts or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts / arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
AION Investments Private II Limited, Holding Company (w.e.f. August 31, 2018)	Agree to pay Premium on redemption of debentures, when redeemed	One time, at the time of redemption	147,857,293	July 27, 2018	Nil

JTPM Atsali Limited

ANNEXURE II TO THE DIRECTORS' REPORT

Form No. MGT-9
Extract of Annual Return as on the first financial period ended on 31st March, 2019
[Pursuant to section 92(3) and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	U27320MH2018PLC304905
ii.	Registration Date	07/02/2018
iii.	Name of the Company	JTPM Atsali Limited
iv.	Category / Sub-Category of the Company	Indian Non-Government Company Limited by Shares
v.	Address of the Registered office and contact details	Grand Palladium, 6th Floor, 175 CST Road, Kolivery Village, MMRDA Area, Santacruz East, Mumbai- 400098 Contact no: 022-6242 1454; Email ID: jtpmatsali@aioncp.com; www.jtpmatsali.com
vi.	Whether listed company Yes / No	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	For Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private limited) Karvy Selenium, Tower- B, Plot No. 31 & 32., Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, 500032, India. Email: einward.ris@karvy.com

JTPM Atsali Limited

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Trading of Steel	46909	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	AION Investments Private II Limited	Registration No. 147433 (Mauritius)	Holding	99.82	2(46)
2	Monnet Ispat and Energy Limited	L02710CT1990PLC009826	Associate Company	20.99	2(6)

JTPM Atsali Limited

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year (at the time of incorporation 07.02.2018)				No. of Shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoter									
(1) Indian									
Individual/HUF	-	-	-	-	-	-	-	-	-
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.(s)	-	-	-	-	-	-	-	-	-
Bodies Corp.	9,994	6	10,000	100					(100)
Banks / FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	9,994	6	10,000	100	-	-	-	-	(100)
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	9,976	6	9,982	99.82	99.82
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	9,976	6	9,982	99.82	99.82
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	-	-	-	9,976	6	9,982	99.82	99.82

JTPM Atsali Limited

Category of shareholders	No. of Shares held at the beginning of the year (at the time of incorporation 07.02.2018)				No. of Shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public Shareholding	-	-	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others - Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions		-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	18	-	18	0.18	0.18
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders	-	-	-	-	-	-	-	-	-

JTPM Atsali Limited

Category of shareholders	No. of Shares held at the beginning of the year (at the time of incorporation 07.02.2018)				No. of Shares held at the end of the year (31.03.2019)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
holding nominal share capital up to Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-								
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B) = (B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	9,994	6	10,000	100	100

JTPM Atsali Limited

(ii) **Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (at the time of Incorporation on 07.02.2018)			Shareholding at the end of the year			% change in share--holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	JSW Techno Projects Management Limited	9,994	99.94	-	-	-	-	(99.94)
2	*Mr. K. N. Patel	1	0.01	-	-	-	-	(0.01)
3	*Mr. Sriram K. S. N.	1	0.01	-	-	-	-	(0.01)
4	*Mr. Sanjay Gupta	1	0.01	-	-	-	-	(0.01)
5	*Mr. Deepak Bhat	1	0.01	-	-	-	-	(0.01)
6	*Mr. Sanjeev Doshi	1	0.01	-	-	-	-	(0.01)
7	*Mr. Sundeep Jain	1	0.01	-	-	-	-	(0.01)
8	AION Investments Private II Limited	-	-	-	9,976	99.76	-	99.76
9	#Mr. Mihir Khandwala	-	-	-	1	0.01	-	0.01
10	#Mr. Chirag Bhansali	-	-	-	1	0.01	-	0.01
11	#Mr. Manish Unadkat	-	-	-	1	0.01	-	0.01
12	#Mr. Bhavesh Shah	-	-	-	1	0.01	-	0.01
13	#Mr. Kashinath Bhor	-	-	-	1	0.01	-	0.01

JTPM Atsali Limited

14	#Mr. Shivkishor Dixit	-	-	-	1	0.01	-	0.01

* Holds as a nominee of JSW Techno Projects Management Limited to comply with the statutory provisions in respect of minimum number of Members.

Holds as a nominee of AION Investments Private II Limited to comply with the statutory provisions in respect of minimum number of Members.

JTPM Atsali Limited

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

(a) JSW Techno Projects Management Limited

Sl. No.		Shareholding at the beginning of the year (at the time of Incorporation on 07.02.2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	*10,000	100	0	0
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):				
	August 31, 2018,Transfer of shares	(10,000)	(100)	0	0
	At the End of the year	-	-	-	-

Including 6 shares held through nominees.

(b) AION Investments Private II Limited

Sl. No.		Shareholding at the beginning of the year (at the time of Incorporation on 07.02.2018)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus/ sweat equity etc):				
	August 31, 2018, Acquisition of shares	*10,000	100	*10,000	100
	January 31, 2019, Transfer of shares	(18)	(0.18)	9982	99.82
	At the End of the year	*9,982	99.82	*9,982	99.82

Including 6 shares held through nominees.

JTPM Atsali Limited

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (at the time of Incorporation on 07.02.2018)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No. of shares at the beginning of the year (07/02/2018)	% of total shares of the Company				No. of shares	% of total shares of the company
1	IDBI Trusteeship Services Limited	-	-	January 31, 2019	Increase	Purchase	18	0.18

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning of the year (at the time of incorporation)	% of total shares of the company				No. of shares	% of total shares of the company
A	**DIRECTORS**							
(i)	*Mr. Deepak Bhat	1	0.01	August 31, 2018	Decrease	Transfer of shares	-	-
(ii)	*Mr. Sanjeev Joshi	1	0.01	August 31, 2018	Decrease	Transfer of shares	-	-
(iii)	*Mr. Sundeep Jain	1	0.01	August 31, 2018	Decrease	Transfer of shares	-	-
(iv)	^ Mr. Chirag Bhansali	-	-	August 31, 2018	Increase	Acquisition of shares	1	0.01
B	**KEY MANAGERIAL PERSONNEL**	Nil	N.A	N.A	N.A	N.A	N.A	N.A

JTPM Atsali Limited

* Holds as a nominee of JSW Techno Projects Management Limited to comply with the statutory provisions in respect of minimum number of Members.

^ Holds as a nominee of AION Investments Private II Limited to comply with the statutory provisions in respect of minimum number of Members.

V. INDEBTEDNESS –

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(in Rupees)

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year (at the time of Incorporation 07.02.2018)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	2,09,56,56,885	-	2,09,56,56,885
• Reduction	-	-	-	
• Exchange Difference	--	-	-	
Net Change	-	**2,09,56,56,885**	-	**2,09,56,56,885**
Indebtedness at the end of the financial year (31st March, 2019)				
i) Principal Amount	-	2,09,53,42,500	-	2,09,53,42,500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	3,14,385	-	3,14,385
Total (i+ii+iii)	-	**2,09,56,56,885**	-	**2,09,56,56,885**

JTPM Atsali Limited

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. *Remuneration to Managing Director, Whole time Director and/or Manager:*

(Amount in Rs.)

Sl. no.	**Particulars of Remuneration**	**Name of the Director**	**Total**
1.	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify	-	-
5.	Others, please specify (Exit compensation)	-	-
	Total		
	Ceiling as per the Act	NA	

B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

Sl. No.	**Particulars of Remuneration**	**Name of Director**		**Total Amount**
		@Chirag Bhansali	**^Anuradha Bajpai**	
B1	Independent Directors - Fees for attending board/committee meetings - Commission - Others, please specify	Nil	Nil	Nil
	Total B1	Nil	Nil	Nil

@ Appointed w.e.f November 14, 2018
^ Appointed w.e.f December 14, 2018

B2	Other Non – Executive Directors	*Mr. Deepak Bhat	*Mr. Sanjeev Doshi	*Mr. Sundeep Jain	@Mr. Nikhil Gahrotra	@Mr. Kalpesh Kikani	@Mr. Manoj Kumar Mohta	
	-Fees for attending board/committee meetings - Commission - Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil

JTPM Atsali Limited

	Total B2	-	-	-	-	-	-	-
	Total B3 (B1+B2)	-	-	-	-	-	-	-
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Overall ceiling as per the Act	NA						

**Mr. Deepak Bhat, Mr. Sanjeev Joshi and Mr. Sundeep Jain were appointed as first Directors of the Company and resigned from the Company w.e.f. August 31, 2018*
@Mr. Nikhil Gahrotra, Mr. Kalpesh Kikani and Mr. Manoj Kumar Mohta were appointed as additional (non-executive) directors w.e.f. August 31, 2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD: - The provisions of Section 203 relating to Key Managerial Personnel are not applicable to the Company.

Sl. no.	**Particulars of Remuneration**	**Key Managerial Personnel**			
		Mr. Alok Mehrotra @Chief Executive Officer	**Mr. Rahul Mundra #(Chief Financial Officer)**	**Ms. Shikha Makwana *(Company Secretary)**	**Total Amount**
1.	Gross Salary	Nil	70,677	99,000	1,69,677
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-	-
2.	Stock Option	-		-	-
3.	Sweat Equity	-		-	-
4.	Commission - as % of profit - others, specify…	-		-	-
5.	Others, please specify	-		-	-
	Total	**Nil**	**70,677**	**99,000**	**1,69,677**

@Mr. Alok Mehrotra was appointed as Chief Executive Officer of the Company w.e.f. March 27, 2019.
#Mr. Rahul Kumar Mundra was appointed as Chief Financial Officer of the Company w.e.f. December 17, 2018.

JTPM Atsali Limited

** Ms. Shikha Makwana was appointed as Company Secretary and Compliance Officer of the Company w.e.f. November 14, 2018.*

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

JTPM Atsali Limited

Annexure III

Form AOC-I

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

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

Part "A": Subsidiaries

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

Sl. No.	Particulars	Details
1	Name of the subsidiary	N.A.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4	Share capital	
5	Reserves & surplus	
6	Total assets	
7	Total Liabilities	
8	Investments	
9	Turnover	
	Profit before taxation	
	Provision for taxation	
	Profit after taxation	
	Proposed Dividend	
	% of shareholding	

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

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

JTPM Atsali Limited

Part "B": Associates and Joint Ventures

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

Name of associates/Joint Ventures	Monnet Ispat and Energy Limited
1. Latest audited Balance Sheet Date	March 31, 2019
2. Shares of Associate/Joint Ventures held by the company on the year end	Equity Shares and Preference Shares
No.	Equity Shares: 23,508,427 Compulsory convertible Preference Shares: 185,491,506
Amount of Investment in Associates/Joint Venture	2,089,999,330
Extend of Holding%	20.99%
3. Description of how there is significant influence	Because extended holding is more than 20%
4. Reason why the associate/joint venture is not consolidated	The financials of the Associate has been consolidated
5. Net worth attributable to shareholding as per latest audited Balance Sheet	(148,377,305)
6. Profit/Loss for the year	(150,747,337)
i. Considered in Consolidation	(150,747,337)
ii. Not Considered in Consolidation	-

1. Names of associates or joint ventures which are yet to commence operations -N.A.
2. Names of associates or joint ventures which have been liquidated or sold during the year- N.A.

For JTPM Atsali Limited

Mr. Nikhil Gahrotra
Director
DIN.: 01277756

Mr. Kalpesh Kikani
Director
DIN.: 03534772

Mr. Alok Mehrotra
Chief Executive Officer

Mr. Rahul Mundra
Chief Financial Officer

Ms. Shikha Makwana
Company Secretary

JTPM Atsali Limited

MAYUR MORE
M.Com., LL.B., ACS

MAYUR MORE & ASSOCIATES
COMPANY SECRETARIES

Office No. 5, 2nd Floor, Jawahar House, Above Saraswat Bank, Princess Street, Marine Lines, Mumbai - 400 002.
Cell : +91 9768161919 • Tel : +91 - 22 - 40172910 • Email : cs.mayurmore@gmail.com • web : www.csmayurmore.in

Annexure – IV

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
JTPM ATSALI LIMITED
Grand Palladium, 6th Floor,
175 CST Road Kolivery Village,
MMRDA Area, Santacruz (E),
Mumbai – 400 098

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JTPM ATSALI LIMITED** (CIN: U27320MH2018PLC304905) and having its registered office at Grand Palladium, 6th Floor, 175 CST Road Kolivery Village, MMRDA Area, Santacruz (E), Mumbai – 400 098 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2019 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the audit period**);

MAYUR MORE & ASSOCIATES
ACS No. 35249
CP No. 13104
COMPANY SECRETARIES

(v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the audit period**);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (debenture Trustee) Regulations, 1993;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**);

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the audit period**); and

(j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) There are no laws that are specifically applicable to the Company based on their sector/industry.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that

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

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

- All the decisions of the Board and Committees thereof were carried out with requisite majority;

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has undertaken events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, Guidelines, standards, etc. as under:

MAYUR MORE & ASSOCIATES
ACS No. 35249
CP No. 13104
COMPANY SECRETARIES

- The Company has issue 10,00,000 (Ten Lakh) Optionally Convertible Presences Shares (OCPS) having a face value of INR 10 (Indian Rupees Ten Only) each to JSW Techno Project Management Limited on a preferential basis by way of the private placement of the Amount of Rs. 1,00,00,000 (Indian Rupees One Crore Only).

- Authorising the Board of Directors to section 179, 186 and other applicable provision of Companies Act, 2013 to acquire / Invest by way of subscription, purchase or otherwise the security of Millorest Steel Limited up to a limit not exceeded INR 500,00,00,000 (Indian Rupees Five Hundred Crore), outstanding at any point of time, notwithstanding that the aggregate of the securities so far acquired or to be acquired in all bodies corporate/persons/mutual funds/ trust, ect. May exceed the limit prescribed under the said section.

- The Company has come out with the Unsecured Non-Convertible Debentures of a principal amount of INR 10,00,000 (Rupees Ten Lakhs) each, in aggregate principal amount of up to INR 209,00,00,000 (Rupees Two Hundred and Nine Crores).

- The Unsecured Non-Convertible Debentures of the Company was Deemed Date of Allotment on 29th August, 2018 on BSE Limited, (WDM).

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

For Mayur More & Associates
Company Secretaries

MAYUR MORE & ASSOCIATES
ACS No. 35249
CP No. 13104
COMPANY SECRETARIES

Proprietor
ACS No 35249 CP No 13104

Date: 16.05.2019
Place: Mumbai

MAYUR MORE
M.Com., LL.B., ACS

MAYUR MORE & ASSOCIATES
COMPANY SECRETARIES

Office No. 5, 2nd Floor, Jawahar House, Above Saraswat Bank, Princess Street, Marine Lines, Mumbai - 400 002.
Cell : +91 9768161919 • Tel : +91 - 22 - 40172910 • Email : cs.mayurmore@gmail.com • web : www.csmayurmore.in

'Annexure A'

To,
The Members,
JTPM ATSALI LIMITED
Grand Palladium, 6th Floor,
175 CST Road Kolivery Village,
MMRDA Area, Santacruz (E),
Mumbai – 400 098

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.

6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayur More & Associates
Company Secretaries

MAYUR MORE & ASSOCIATES
ACS No. 35249
CP No. 13104
COMPANY SECRETARIES

Proprietor
ACS No 35249 CP No 13104

Date: 16.05.2019
Place: Mumbai

ANNEXURE V

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The ratio of the remuneration of each director to the median employees' remuneration for the financial year:

   Not Applicable as no remuneration is paid to any of the Directors of the Company.

2. The percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year:

   Not Applicable being the first financial year of the Company.

3. The percentage increase in the median remuneration of employees in the financial year:

   Not Applicable being the first financial year of the Company.

4. The Number of permanent Employees on the rolls of the Company:

   The number of on-rolls employees is 3.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any:

   Not Applicable being the first financial year of the Company.

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

   It is hereby affirmed that the remuneration paid is as per the policy for Remuneration of the Directors, Key Managerial Personnel and Employees.

JTPM ATSALI LIMITED

REGISTERED OFFICE: GRAND PALLADIUM, 6TH FLOOR, 175 CST ROAD, KOLIVERY VILLAGE, MMRDA AREA, SANTACRUZ EAST, MUMBAI CITY, MAHARASHTRA, INDIA, 400098
CIN: U27320MH2018PLC304905,
Contact no: 022-6242 1454; Email ID: jtpmatsali@aioncp.com; www.Jtpmatsali.com

Disclosures pursuant to Regulation 53(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2019

Related Party Disclosure:

Sr.No.	Name of Related Party	Relationship	Outstanding as on March 31, 2019	Maximum Outstanding during the Period
1.	JSW Techno Projects Management Limited (upto August 31, 2018)	Holding Company	-	5,452
2.	AION Investments Private II Limited (w.e.f. August 31, 2018)	Holding Company	2,234,428,361	2,238,456,750
3.	Monnet Ispat and Energy Limited	Associate Company	2,089,999,330	2,089,999,330
4.	Mr. Rahul Mundra	Chief Financial Officer	26,400	26,400
5.	Ms. Shikha Makwana	Company Secretary & Compliance Officer	19,800	19,800

For JTPM Atsali Limited

Kalpesh Kikani
Director
DIN : 03534772

Nikhil Gahrotra
Director
DIN: 01277756

JTPM Atsali Limited

38, Bombay Mutual Building,
2nd Floor, Dr. D. N. Road, Fort,
Mumbai - 400 001.

Tel. : +91(22) 2262 3000/4085 1000
Email : contact@shahgupta.com
Web : www.shahgupta.com

Shah Gupta & Co.
Chartered Accountants

INDEPENDENT AUDITORS' REPORT
To the Members of JTPM ATSALI LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion
We have audited the Standalone Ind AS Financial Statements of **JTPM ATSALI LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss, statement of cash flows and statement of changes in equity for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the 'Standalone Financial Statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditors Response
Treatment of Transactions entered by the company for holding Investment in Monnet Ispat and Energy Limited: Refer note 28 and 29- Investment in shares of Monnet Ispat and Energy Limited: The Company subscribed to Compulsorily Convertible Preference Shares and Equity Shares of erstwhile Milloret Steel Limited, now MIEL through issue of 0.01% Coupon Non-Convertible Debentures (NCD's) and Optionally Convertible Preference shares (OCPS).	**Principal Audit Procedures:** We assessed the design and tested the operating effectiveness of internal controls and management's determination and approval of assumptions and methodologies used in model-based calculations, controls over data integrity and change management for internally operated valuation models. We also tested the accuracy and completeness of the recording and valuing financial instrument and its impact on the financial statement.

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

The methodology and valuation for recognizing above assets and liabilities is both complex and involves significant judgement. There is a risk that above assets and liabilities may be inaccurately recognised.	Our audit procedures comprised an assessment of the appropriateness of the methodology and the valuation models used by management based on generally accepted industry practice to value financial instruments. We assessed the accuracy of key inputs used by management in the valuations such as calculation of IRR, contractual cashflows and found them to be consistent with accounting standards and industry practice. The assumptions used were within the range of our expectations.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon
The Company's Board of Directors is responsible for the other information. The other information comprises Board's Report and annexure there to but does not include the consolidated financial statement, standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Management Responsibilities for the Standalone Financial Statements
The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, statement of changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements:
Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Standalone Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern

• Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **'Annexure A'** a statement on the matters specified in 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 it appears from our examination of those books;

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

(c) The Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS 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 the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 the Company and operative effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid by the Company to its directors during the year. Accordingly, limit laid down under Section 197 of the Act are not applicable. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

   i. The Company does not have any pending litigations on its financial position;

   ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2019 for which there were any material foreseeable losses; and

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

For **SHAH GUPTA & Co.**
Chartered Accountants
Firm Registration No.: 109574W

naresh

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No. 135823

Place: Mumbai
Date: May 28, 2019

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the Standalone Financial Statements of the Company for the year ended March 31,2019:

1) The Company does not have fixed assets, accordingly clause (1) of paragraph 3 of the Order is not applicable to the Company.

2) There was no inventory held by the company. Accordingly, the provisions of clause 2 (a) & (b) of the Order are not applicable to the Company.

3) According to the information and explanations given to us, 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) and (b) of the Order are not applicable to the Company.

4) In our opinion and according to information and explanations given to us, the Company has not given loan to any director or invested in any Company and the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made.

5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

7) (a) According to the information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Income-Tax, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on which they become payable.

   (b) According to the information and explanation given to us, there are no dues of Income Tax, Goods and Service Tax, Cess and any other statutory dues outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not taken any loans either from banks, financial institutions or from the Government. Accordingly, the provisions of clause 8 of the Order are not applicable to the Company.

9) 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 9 of the Order are not applicable to the Company.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) The Company have not paid managerial remuneration during the year. Accordingly, clause 11 of paragraph 3 of the Order is not applicable to the Company.

12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provision of clause 12 of the Order is not applicable to the Company.

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

13) 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 Standalone Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the Company has made private placement of shares and complied with the requirement of Section 42 of the Companies Act, 2013 and the amount raised have been used for the purposes for which the funds were raised.

15) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into non-cash transactions with directors or persons connected with them as prescribed under section 192 of the Act. Accordingly, clause 15 of the Order is not applicable to the Company.

16) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 16 of the Order are not applicable to the Company.

For **SHAH GUPTA & Co.**
Chartered Accountants
Firm Registration No.: 109574W

naresh

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No. 135823

Place: Mumbai
Date: May 28, 2019

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF JTPM ATSALI 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 **JTPM ATSALI LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone 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 Standalone 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 Standalone Financial Statements.

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

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, 2019, 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 **SHAH GUPTA & Co.**
Chartered Accountants
Firm Registration No.: 109574W

naresh

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No. 135823

Place: Mumbai
Date: May 28, 2019

JTPM ATSALI LIMITED

Standalone Balance Sheet as at March 31, 2019

Amount in ₹

	Particulars	Notes	As at March 31, 2019
I.	**ASSETS**		
	Non-Current assets:		
	(a) Financial Assets		
	Investments	2	2,089,999,330
	Total Non-Current Assets		**2,089,999,330**
	Current assets:		
	(a) Financial Assets		
	Cash and cash equivalents	3	3,359,279
	Investments	4	3,018,666
	(b) Other current assets	5	90,800
	Total Current Assets		**6,468,745**
	TOTAL ASSETS		**2,096,468,075**
II.	**EQUITY AND LIABILITIES**		
	Equity:		
	(a) Equity share capital	6	100,000
	(b) Other equity	7	(148,477,305)
	Total equity		**(148,377,305)**
	Liabilities:		
	Non-Current liabilities:		
	(a) Financial Liabilities		
	Borrowings	8	2,095,342,500
	Other financial Liabilities	9	148,455,201
	(b) Deferred tax liability (net)	10	657,386
	Total Non-Current liabilities		**2,244,455,087**
	Current liabilities:		
	(a) Financial Liabilities		
	Other financial Liabilities	11	390,293
	Total current liabilities		**390,293**
	TOTAL EQUITY AND LIABILITIES		**2,096,468,075**
	See accompanying notes to the standalone financial statements	1 to 32	

As per our report of even date attached

For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

naresh

Naresh Bhuta
Partner
Membership No. 135823

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Standalone Statement of Profit and Loss for the period from February 7, 2018 to March 31, 2019

Amount in ₹

	Particulars	Notes	For the period February 7, 2018 to March 31, 2019
I.	**INCOME:**		
	Revenue from operations	12	16,148,401
	Other income	13	18,666
	Total Income (I)		**16,167,067**
II.	**EXPENSES:**		
	Purchase of stock in trade	14	16,111,877
	Employee benefit expenses	15	169,677
	Finance Cost	16	148,917,765
	Other expenses	17	1,057,699
	Total Expenses (II)		**166,257,018**
III.	**Profit/(Loss) before tax (I-II)**		**(150,089,951)**
IV.	**Tax expense:**		
	Current tax	22	-
	Deferred tax	22	657,386
	Total tax expense (IV)		**657,386**
V.	**Profit/(Loss) for the period (III-IV)**		**(150,747,337)**
VI.	**Other Comprehensive Income:**		-
VII.	**Total Comprehensive Income for the period (V+VI)**		**(150,747,337)**
VIII.	**Earnings per equity share of ₹ 10 each:**		
	Basic and diluted (in ₹)	23	(15,074.73)
	See accompanying notes to the standalone financial statements	1 to 32	

As per our report of even date attached
For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

naresh

Naresh Bhuta
Partner
Membership No. 135823

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Standalone Statement of Changes in Equity for the period from February 7, 2018 to March 31, 2019

Amount in ₹

Particulars	Equity	Other equity		Total
	Issued capital	Equity component of compound financial instruments	Retained earnings	
Opening balance	-	-	-	-
Shares issued during the period	100,000	-	-	100,000
Profit/(loss) for the period	-	-	(150,747,337)	(150,747,337)
Equity component of compound financial instruments	-	2,270,032	-	2,270,032
Closing balance as at March 31, 2019	**100,000**	**2,270,032**	**(150,747,337)**	**(148,377,305)**

See accompanying notes to the standalone financial statements 1 to 32

As per our report of even date attached

For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

naresh

Naresh Bhuta
Partner
Membership No. 135823

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

Place : Mumbai
Date : May 28, 2019

JTPM Atsali Limited

JTPM ATSALI LIMITED

Standalone Statement of Cash flow for the period from February 7, 2018 to March 31, 2019

Amount in ₹

	Particulars	For the period February 7, 2018 to March 31, 2019
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**	
	PROFIT (+)/LOSS (-) BEFORE TAX	**(150,089,951)**
	Adjustment for:	
	Dividend income	(18,666)
	Interest expenses	148,789,203
	Operating profit before working capital changes	**(1,319,414)**
	Movements in Working Capital	
	Increase in other current assets	(90,800)
	Increase in other financial (current) liabilities	390,293
	Cash generated in operations	**(1,019,921)**
	Direct Taxes (paid)/refund	-
	NET CASH USED IN OPERATING ACTIVITIES	**(1,019,921)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchases of non current investment	(2,089,999,330)
	Purchases of current investment	(3,018,666)
	Dividend income	18,666
	NET CASH USED IN INVESTING ACTIVITIES	**(2,092,999,330)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Proceeds from issue long term debentures	2,087,278,530
	Proceeds from issue of equity shares	100,000
	Proceeds from issue of preference shares	10,000,000
	NET CASH GENERATED FROM FINANCING ACTIVITIES	**2,097,378,530**
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	3,359,279
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	-
	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD (Refer Note 4)	**3,359,279**
	See accompanying notes to the standalone financial statements 1 to 32	

Notes:

1. Disclosures to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes including reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities:

Particulars	**Cash flows**	**Fair Value changes**	**As at 31.03.2019**
Borrowings- Non current- NCDs	2,087,278,530	(193,060)	2,087,085,470
Borrowings- Non current- OCPS	10,000,000	(2,129,090)	7,870,910

2. The cash flow statement is prepared using "indirect method" set out in Ind AS 7- Statement of Cash flows

As per our report of even date attached
For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No. 135823

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:-01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

Note - 2: Investment (Non-current) **Amount in ₹**

Particulars	**As at March 31, 2019**
Investment carried at cost:	
In Associate Entity- Monnet Ispat and Energy Limited	
Unquoted:	
Investment in 185,491,506 Compulsory convertible preference shares of Rs.10 each	1,854,915,060
Quoted:	
Investment in 23,508,427 equity shares of Rs.10 each	235,084,270
Total	**2,089,999,330**
Aggregate amount of quoted investments and market value thereof	**659,411,377**
Aggregate amount of unquoted investments	**1,854,915,060**

Note - 3: Cash and cash equivalents **Amount in ₹**

Particulars	**As at March 31, 2019**
Balance with bank in current account	3,359,279
Total	**3,359,279**

Note - 4: Investment (current) **Amount in ₹**

Particulars	**As at March 31, 2019**
Investment carried at fair value through Profit and Loss	
In Mutual Fund	
Quoted:	
ICICI Prudential Money Market Fund - Direct Daily Dividend (No. of units 30,116.817, Nav per unit ₹100.2319)	3,018,666
Aggregate amount of unquoted investments	**3,018,666**

Note - 5: Other current assets **Amount in ₹**

Particulars	**As at March 31, 2019**
Balances with government authorities (net)	81,629
Other current assets	9,171
Total	**90,800**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

Note - 6: Equity share capital

Amount in ₹

Particulars	As at March 31, 2019
Authorised share capital	
12,50,000 equity shares of ₹ 10 each	12,500,000
10,00,000 Preference shares of ₹ 10 each	10,000,000
	22,500,000
Issued, subscribed and fully paid up capital	
10,000 equity shares of ₹ 10 each fully paid	100,000
Total	**100,000**

6.1 Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. 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 share holder.

6.2 Disclosure of shares held by each shareholder holding more than 5% shares

Amount in ₹

Particulars	As at March 31, 2019
	% of Holding
Equity shares	
AION Investments Private II Limited (including nominees)	99.82

6.3 Reconciliation of the number of shares outstanding at the beginning and at the end of the period

Amount in ₹

Equity Shares	As at March 31, 2019
	No. of Shares
Shares outstanding at the beginning of the period	-
Add: Issued during the period	10,000
Outstanding at the end of the period	**10,000**

Note - 7: Other Equity

Amount in ₹

Particulars	As at March 31, 2019
Equity component of compound financial instruments	2,270,032
Retained earnings	
Surplus/(Deficit) in the statement of profit and loss	
Balance at beginning of the period	-
Add: Profit/(loss) for the period	(150,747,337)
Balance at end of the period	**(150,747,337)**
Other comprehensive income	-
Total	**(148,477,305)**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Note - 8: Borrowings(Non-current)

Amount in ₹

Particulars	**As at March 31, 2019**
Unsecured	
From Others	
0.01% Non Convertible Debentures	2,087,471,590
6% Optional Convertible Preference Shares	7,870,910
Total	**2,095,342,500**

Details of borrowings:

a) 0.01% Non Convertible Debentures

i) Tenure of the loan: 30 years.

ii) Redemption Premium: An amount payable at the time of Redemption of the Debentures, on the Redemption Principal, such that the yield on the Redemption Principal is equal to the Redemption YTM (after including any Cash Coupon already paid by the Company with respect to the Redemption Principal), calculated from the Deemed Date of Allotment of such Debentures up to one day prior to the relevant Redemption Date, provided that no Redemption Premium shall be payable by the Company (a) on any redemption of the Debentures after the earlier of:

- completion of the Permitted Merger; and
- the seventh anniversary of the Deemed Date of Allotment; or

(b) in the event, at any time, the Company and the Debenture Trustee (acting in accordance with Approved Instructions) mutually agree that no Redemption Premium is payable.)

iii) Redemption IRR is equal to 12% Per annum yield to maturity.

iv) Redemption of debentures at premium on August 28, 2025.

b) 6% Optional Convertible Preference Shares:

Particulars	**As at March 31, 2019**
Authorised share capital	
10,00,000 preference shares of ₹ 10 each	10,000,000
Issued, subscribed and fully paid up capital	
10,00,000 preference shares of ₹ 10 each	10,000,000

i) Redemption:

In the event of redemption of an OCPS, the holder of such OCPS shall be entitled to receive the face value of the OCPS issued by the company and the unpaid dividend , if any.

ii) Conversion:

Holder of the OCPS is entitled to convert the each OCPS into one equity shares of the Company.

iii) Each OCPS shall have a maximum term of twenty years from the date of issuance of OCPS.

iv) Each holder of OCPS shall entitled to payment of 6% p.a. as cumulative dividend earlier of:

(a) the end of the term or

(b) the redemption /conversion of the OCPS.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Note - 9: Other financial (non-current) liabilities

Amount in ₹

Particulars	As at March 31, 2019
Interest accrued but not due	314,385
Provision for premium on redemption of debentures	148,140,816
Total	148,455,201

Note - 10: Deferred tax liability (net)

Amount in ₹

Particulars	As at March 31, 2019
Deferred tax liability on account of:	
Expenses differed in books as per IND AS adjustment (refer note 22)	657,386
Total	657,386

Note - 11: Other financial (current) liabilities

Amount in ₹

Particulars	As at March 31, 2019
Other financial liabilities	390,293
Total	390,293

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

Note - 12: Revenue from operations	Amount in ₹
Particulars	**For the period February 7, 2018 to March 31, 2019**
Sales of goods	16,148,401
Total	**16,148,401**

Note - 13: Other Income — Amount in ₹

Particulars	**For the period February 7, 2018 to March 31, 2019**
Dividend income	18,666
Total	**18,666**

Note - 14: Purchase of stock in trade — Amount in ₹

Particulars	**For the period February 7, 2018 to March 31, 2019**
Purchase of goods traded	16,111,877
Total	**16,111,877**

Note - 15: Employee Benefits Expenses — Amount in ₹

Particulars	**For the period February 7, 2018 to March 31, 2019**
Salaries and wages	169,677
Total	**169,677**

Note - 16: Finance Cost — Amount in ₹

Particulars	**For the period February 7, 2018 to March 31, 2019**
Interest expenses	128,562
Premium on redemption of debentures	148,140,816
Interest expenses on OCPS measured at amortized cost	455,327
Other finance cost	193,060
Total	**148,917,765**

Note - 17: Other Expenses — Amount in ₹

Particulars	**For the period February 7, 2018 to March 31, 2019**
Rates and taxes	588,516
Legal and professional charges	204,950
Advertisement expenses	18,360
Remuneration to auditors (refer note 24)	190,000
Expenses on issue of shares	2,775
Other expenses	53,098
Total	**1,057,699**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

18 Financial Instruments- Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Amount in ₹

Particulars	As at 31 March 2019							
	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Investment (Non-current)	-	-	2,089,999,330	2,089,999,330	-	-	-	-
Investment (current)	3,018,666	-		3,018,666	3,018,666	-		3,018,666
Cash and cash equivalents □	-	-	3,359,279	3,359,279	-	-	-	-
TOTAL	**3,018,666**	-	**2,093,358,609**	**2,096,377,275**	**3,018,666**	-	-	**3,018,666**
Financial liabilities								
Long term borrowings	-	-	2,095,342,500	2,095,342,500	-	-	-	-
Other financial liabilities (non-current)	-	-	148,455,201	148,455,201	-	-	-	-
Other financial liabilities (current)	-	-	390,293	390,293	-	-	-	-
TOTAL	-	-	**2,244,187,994**	**2,244,187,994**	-	-	-	-

Fair values for financial instruments carried at amortised cost approximates the carrying amount, accordingly the fair values of such financial assets and financial liabilities have not been disclosed separately.

Measurement of fair values

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

Level 1: Level 1 Hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. e.g. unlisted equity securities.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors is responsible for developing and monitoring the Company risk management policies.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

Investment in Preference and Equity shares

The investment in Preference and Equity shares are entered into financial institution respectively. The credit worthiness of these counter parties are evaluated by the management on an ongoing basis and is considered to be good. The Company does not expect any losses from non-performance by these counter-parties.

Cash and cash equivalents

Credit risk from balances with banks is managed by the Company's authorised person in accordance with the company's policy.

Company has no financial assets that impaired.

ii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As at March 31, 2019, the Company had working capital of Rs. 61,53,451, including cash and cash equivalents of Rs. 33,59,279.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities :

Amount in ₹

Particulars	Carrying amount	Contractual cash flows		
		Total	1 year or less	More than 5 years
As at March 31, 2019				
Non-Current				
Unsecured Long term borrowings	2,095,342,500	2,095,342,500	-	2,095,342,500
Other financial liabilities	148,455,201	148,455,201	-	148,455,201
Current				
Other financial liabilities	390,293	390,293	390,293	

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

iii. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt.

Company is mainly involved in trading business which is not exposed to market risk.

iv. Interest rate risk

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

For details of the Company's borrowings, including interest rate profiles, refer to note no.8 of these financial statements.

Amount in ₹

Particulars	As at March 31, 2019
Fixed-rate instruments	
Financial liabilities	2,095,342,500

Interest rate sensitivity - fixed rate instruments

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

19 **Capital Risk Management:**

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company monitors capital using gearing ratio which is net debt divided to total equity. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

Amount in ₹

Particulars	As at March 31, 2019
Long term Borrowings	2,095,342,500
Less: Cash and cash equivalents	3,359,279
Less: Current investment	3,018,666
Net Debt	**2,088,964,556**
Total equity	**(148,377,305)**
Net debt to Equity ratio (%)	**(1,408)**

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

JTPM Atsali Limited

20.1 **Contingent liabilities not provided for in respect of:**
a) Claims against the Company not acknowledged as debt ₹ Nil.
b) Guarantees provided to bank ₹ Nil.

20.2 In the opinion of the management, the current assets have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Provision for all known liabilities is adequate and not in excess of what is required.

21 **Related Party Disclosure**
21.a **Relationships**
1 **Holding Company**
JSW Techno Projects Management Limited (upto August 31, 2018)
AION Investments Private II Limited (w.e.f. August 31, 2018)

2 **Key Managerial Personnel**
Mr. Kalpesh Kikani (Director) (w.e.f. August 31, 2018)
Mr. Nikhil Gahrotra (Director) (w.e.f. August 31, 2018)
Mr. Manoj Mohta (Director) (w.e.f. August 31, 2018)
Mrs. Anuradha Bajpai (Director) (w.e.f. December 14, 2018)
Mr. Chirag Bhansali (Director) (w.e.f. November 14, 2018)
Mr. Alok Mehrotra (Chief Executive Officer) (w.e.f. March 27, 2019)
Mr. Rahul Kumar Mundra (Chief Financial Officer) (w.e.f. December 17, 2018)
Ms. Shikha Makwana (Company Secretary) (w.e.f. November 14, 2018)

3 **Associate Company:**
Monnet Ispat and Energy Limited (w.e.f August 28, 2018)

21.b.1. Transactions during the period with related parties:

Amount in ₹

Sr. no.	Particulars	Holding Company	Key management personnel	Associate	Total
		For the period February 7, 2018 to March 31, 2019	For the period February 7, 2018 to March 31, 2019	For the period February 7, 2018 to March 31, 2019	
1	Reimbursement of expenses	6,639	7,200	-	13,839
2	Interest expenses	128,326	-	-	128,326
3	Premium on redemption of debentures	148,140,816	-	-	148,140,816
4	Salary expenses	-	169,677	-	169,677
5	Issue Of Non Convertible Debentures- AION Investments Private II Limited (On August 22, 2019)	2,090,000,000	-	-	2,090,000,000
6	Investment in Compulsory Convertible Preference Shares	-	-	1,854,915,060	1,854,915,060
7	Investment in Equity Shares	-	-	235,084,270	235,084,270
8	Loan taken form JSW Techno Projects Management Limited	300,000	-	-	300,000

21.b.2. Balance as at March 31, 2019

Amount in ₹

Sr. No.	Nature of transaction	For the period February 7, 2018 to March 31, 2019
1	Short-term employee benefits	169,677
2	Post-employment benefits	-
3	Other long-term benefits	-
4	Termination benefits	-

21.b.3. Balance as at March 31, 2019

Amount in ₹

Sr. no.	Particulars	Holding Company	Key management personnel	Associate	Total
		As at March 31, 2019	As at March 31, 2019	As at March 31, 2019	
	Liability				
1	Salary payable	-	39,600	-	39,600
2	Reimbursement of expenses payable	-	6,600	-	6,600
3	Borrowings(Non-current)-NCD	2,087,471,590	-	-	2,087,471,590
4	Provision for premium on redemption of debentures	148,140,816	-	-	148,140,816
5	Loan taken from JSW Techno Projects Management Limited	-	-	-	-
	Assets				
1	Investment in Associate	-	-	2,089,999,330	2,089,999,330

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

Tax Reconciliation

22. Income taxes recognised in statement of profit or loss

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Current income tax	-
Deferred tax expenses	657,386
Total	657,386

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Profit before tax	(150,089,951)
Applicable tax rate	26%
Computed expected tax expense	-

Deferred tax relating to the following:

Amount in ₹

Particulars	As at March 31, 2019
Expenses deferred in books as per Ind AS adjustment	(657,386)
Total deferred tax asset/(liability)	(657,386)

23. Earnings per share (EPS)

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Profit/(loss) attributable to equity shareholders (A) (in ₹)	(150,747,337)
Weighted average number of equity shares for calculating basic and diluted earnings per share (B)	10,000
Basic and diluted earnings per share (Amount in ₹) (A/B)	(15,074.73)

24. Remuneration to auditors:

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Statutory Auditors :	
Audit fees	100,000
Taxation matters	75,000
Other service	15,000
Total	190,000

25. Details of Dues to Micro and Small Enterprises:

a) As at March 31, 2019, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

b) The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

26. Segment information:

As per Ind AS 108, the Company is primarily engaged, directly or indirectly, in the business of manufacturing and trading of steel, primarily operated in India and regularly reviewed by Chief Operating Decision Maker for assessment of Company's performance and resource allocation. There is no geographical segment.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Standalone Financial Statements

27.(A) Disclosure as per regulation 53(F) of SEBI (Listing Obligation and Disclosure Requirements) Regulations:
Maximum Investment outstanding in associate during the year and investment amount outstanding at the end of the year

Name of the party	Relationship	Amount outstanding as at March 31, 2019	Maximum balance outstanding during the year March 31, 2019
Monnet Ispat and Energy Limited	Associate company	2,089,999,330	2,089,999,330

(B) Disclosure as per section 186 of the Companies Act, 2013.

The details of loans, guarantees and investments made under Section 186 of the Companies Act, 2013 read with the Companies (Meeting of board and its powers) Rules, 2014 as follows:
(i) Details of investment made are given in Note 2.
(ii) There are no guarantees issued or loans given by the company in accordance with Section 186 of the Companies Act, 2013 read with rules issued there under.

28. The Resolution Plan in relation to Monnet Ispat & Energy Limited ("MIEL") under the insolvency Bankruptcy Code, 2016, submitted by the Consortium of JSW Steel Limited and AION Investments Private II Limited, was approved by the National Company Law Tribunal ('NCLT') on 24 July 2018 (Order date), with modifications.

29. On 28 August 2018, the Company subscribed to Compulsorily Convertible Preference Shares and Equity Shares of erstwhile Milloret Steel Limited, now MIEL.

30. Due to inadequacy of profits, the Company is not required to create Debenture Redemption Reserve in terms of Section 71 of the Companies Act, 2013.

31. The Company is incorporated on February 07, 2018, the financials are prepared for the period from incorporation date to March 31, 2019.

32. The standalone financial statements were approved by the Audit Committee and Board of Directors on May 28, 2019.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1 TO 32

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

Place : Mumbai
Date : May 28, 2019

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes to the Standalone Financial Statements for the Period Ended February 7, 2018 to March 31, 2019

1 Accounting Policy

1.1 General Information

JTPM ATSALI LIMITED ("the Company") is incorporated on February 7, 2018 under the Companies Act, 2013 with its registered office located at 6th floor, Grand Palladium, 175 CST Road, Kolivery village, MMRDA area, Mumbai-400098, Maharashtra.

The Company is mainly engaged directly or indirectly, in the business of manufacturing and trading of steel, primarily operated in India.

I. Statement of compliance

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Financial Statements' or 'financial statements').

These standalone financial statements are approved by the Board of Directors on May 28, 2019.

II. Basis of preparation and presentation

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting Policies have been applied consistently over all the periods presented in these financial statements.

Current and non-current classification:

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle. it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current only.

III. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenues on dispatch of goods from factory, net of discounts, sales incentives, rebates granted, returns, sales taxes and duties when significant risks and rewards of ownership pass to the customer. Revenue from sale of by-products are included in revenue.
Revenue from sale of power is recognized when delivered and measured based on the bilateral contractual arrangements.

Dividend and interest income:

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

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

Ind AS 115 supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flow arising from a contract with customers. The principles of Ind AS 115 is that an entity should recognize revenue that demonstrate the transfer of promised goods and services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with the recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard. The impact of the same is insignificant.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

IV. Taxation

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

Current tax:

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

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

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

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Current and deferred tax for the period:

Current and deferred tax are recognised in profit or loss, except when they are related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

V. Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

VI. Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

VII. Investment in associate

Investment in associate is shown at cost. Where the carrying amount of an investment in greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

VIII. Employee benefits

Short term employee benefits

Short term employee benefits consisting of wages, salaries, social security contributions, ex-gratia and accrued leave, are benefits payable and recognised in twelve months. Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the year as the related service are rendered by the employee.

IX. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised, if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

X. Earnings per share

Basic earnings per share are computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

XI. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

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

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

Onerous contracts:

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

XII. Financial Instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

A. Financial assets

a) Recognition and initial measurement

i) The Company initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

ii) In case of investments in subsidiaries, joint ventures and associates the Company has chosen to measure its investments at deemed cost.

b) Classification of financial assets

On initial recognition, a financial asset is classified as measured at; amortised cost, FVOCI or FVTPL

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. A debt instrument is classified as FVOCI only if it meets both the of the following conditions and is not recognised at FVTPL;

The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in statement of profit or loss. The net gain or loss recognized in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognized The Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividends will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the a mount of dividend can be measured reliably.

c) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

d) Impairment

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

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

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

JTPM Atsali Limited

computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

e) Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

B. Financial liabilities and equity instruments

a) Classification as debt or equity

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

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

<u>Financial liabilities at FVTPL:</u>

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

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

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

d) Other financial liabilities:
Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

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

f) Reclassification of financial assets:
The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting year following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

1.2 Key sources of estimation uncertainty

- Provisions and liabilities:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

- Contingencies:

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

- Fair value measurements:

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:
Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

- Taxes:

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

1.3 Recent accounting pronouncements

Ind AS 116 Leases: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

• Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

• Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

• Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

• An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application
Certain practical expedients are available under both the methods.

The effect on adoption of Ind AS 116 would be insignificant in the financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and

ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statement

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Amendment to Ind AS 12 – Income taxes: On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The effect on adoption of Ind AS 12 would be insignificant in the financial statement.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

• to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

• to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT
To the Members of JTPM ATSALI LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **JTPM ATSALI LIMITED** (hereinafter referred to as the "Company") and, its associate, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the associates referred to below in the Other Matter section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associates as at March 31, 2019, and their consolidated loss, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditors Response
Treatment of Transactions entered by the company for holding Investment in Monnet Ispat and Energy Limited (MIEL): Refer note 25 and 26 - Investment in shares of Monnet Ispat and Energy Limited: • The Company subscribed to Compulsorily Convertible Preference Shares and Equity Shares of erstwhile Milloret Steel Limited, now MIEL through issue of 0.01% Coupon Non-	**Principal Audit Procedures:** We assessed the design and tested the operating effectiveness of internal controls and management's determination and approval of assumptions and methodologies used in model-based calculations, controls over data integrity and change management for internally operated valuation models. We also tested the accuracy and completeness of the recording and valuing financial instrument and its impact on the financial

SHAH GUPTA & CO.
MUMBAI
FRN - 109574W
CHARTERED ACCOUNTANTS

Convertible Debentures (NCD's) and Optionally Convertible Preference shares (OCPS). • The methodology and valuation for recognizing above assets and liabilities is both complex and involves significant judgement. There is a risk that above assets and liabilities may be inaccurately recognised.	statement. Our audit procedures comprised an assessment of the appropriateness of the methodology and the valuation models used by management based on generally accepted industry practice to value financial instruments. We assessed the accuracy of key inputs used by management in the valuations such as calculation of IRR, contractual cashflows and found them to be consistent with accounting standards and industry practice. The assumptions used were within the range of our expectations.
Financial impacts arising out of order under section 31 of the Insolvency and Bankruptcy Code, 2016 by NCLT dated July 24, 2018 regarding approval of resolution plan and other related events reported by the Auditor of the associate: • As per the order, certain changes took place in the capital structure of the MIEL. These included extinguishment of equity and preference shares held by the erstwhile promoters, reduction in share capital of non-promoters and issue of fresh equity shares to financial creditors. • Settlement of debts of financial creditors by payment in cash, issue of equity shares and issue of optionally convertible preference shares. • Settlement of dues of operational creditors of the MIEL (other than employees and workmen) for a sum of ` 25 crores. • Extinguishment of all contingent liabilities, commitments and other claims and obligations including all taxes and other government dues standing as on the effective date (i.e. 31st August 2018) • Merger with Milloret Steel Limited with effect from 31st August, 2018 and issue of equity and preference shares pursuant thereto • Impairment of various assets and liabilities of the MIEL as on the effective date, based on report of a third party consultant.	The Associate Auditors' audit work included, but was not restricted to, performing the following procedures: • We reviewed the resolution plan submitted by the resolution applicant and the NCLT order passed. We noted the modifications made by NCLT with respect to the original resolution plan. • We reviewed the accounting with respect to extinguishment, reduction and fresh issue of shares and other securities and settlement of financial and operational creditors as per the NCLT order. We also reviewed the appropriateness of presentation of these events in the financial statements. • We reviewed and concluded that the accounting for merger with Milloret Steel Limited was in conformity with the prevailing accounting standards. • We assessed the professional competence, objectivity and capabilities of the third party consultant, engaged by the management to carry out impairment assessment of various assets and liabilities. We assessed operating and capital costs included in the cash flow forecasts for consistency with current operating costs and forecast production. We also reviewed the valuation assumptions used relating to discount rates, risk premium, industry growth rates, etc., to assess their reasonability.
Revenue Recognition is reported by the Auditor of the associate: • Revenue is recognized to the extent that economic benefit will flow to the MIEL and the revenue can be reliably measured. It is measured at fair value consideration received or receivable,	The Associate Auditors' audit work included, but was not restricted to, performing the following procedures: • We understood business revenue recognition policy and how they are applied, including the relevant controls, and tested controls over revenue recognition.

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MUMBAI
FRN-109574W
CHARTERED ACCOUNTANTS

net of returns and allowances, discounts and rebates. The MIEL recognizes revenue when it satisfies its performance obligation by transferring the goods to the customers. • Revenue is key driver of the business and judgement is involved in determining when contractual obligations have been performed and to the extent that the right to consideration has been earned. • The management of the MIEL focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the risks and rewards have been transferred. We therefore identified Revenue Recognition as a significant risk and key audit matter.	• Analytical review of the revenue recognized over the year. • Agreeing on a sample basis amounts of revenue to customer contracts and verifying the extent, timing and customer acceptance of goods, where relevant. • We performed cut-off testing for a sample of revenue transactions around the period end date, to check that they were recognised in the appropriate period. • We discussed key contractual arrangements with management and obtained relevant documentation, including in respect of rebate and returns arrangements. The MIEL accounting policy on Revenue recognition is shown in the financial statements alongwith related disclosures. Based on our audit procedures we did not identify any evidence of material misstatement in the revenue recognized for the year ended 31st March 2019.

Other Matter

The Consolidated Financial Statements also include the Company's share of net loss (including other comprehensive income) of Rs. 13,32,09,753/- for the year ended March 31, 2019, as considered in the Consolidated Financial Statements, in respect of associate, whose Consolidated Financial Statements have not been audited by us. These financial statements/Consolidated Financial Statements/consolidated financial information have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of the other auditors. Our opinion on the Consolidated Financial Statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises Board's Report and annexure there to but does not include the consolidated financial statement, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information as far as it relates to associate is traced from their financial statements audited by other auditors.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard

Management Responsibilities for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income,

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

consolidated cash flows and consolidated changes in equity of the Company including its associate in accordance with Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Company and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and its associate for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Company and of its associate are responsible for assessing the ability of the Company and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Company and of its associate are also responsible for overseeing the financial reporting process of the Company and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements:
Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

• Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associates to express an opinion on the Consolidated Financial

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

1. 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 of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.;

   (d) In our opinion, the aforesaid Ind AS Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) On the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate company incorporated in India, none of the directors of the Company and its associate companies incorporated in India is disqualified as on 31st March, 2019 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 and the operating effectiveness of such controls; refer to our separate Report in "**ANNEXURE A**", which is based on the auditors' reports of the Company and associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

SHAH GUPTA & CO.
MUMBAI
FRN : 109574W
CHARTERED ACCOUNTANTS

(g) With respect to the matter to be included in the Auditors' report under Section 197(16): In our opinion and according to the information and explanation given to us and based on the reports of the statutory auditors of such associate incorporated in India which were not audited by us, the remuneration paid during the current year by the associate which is incorporated in India is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the associate, is not in excess of the limit laid down under Section 197 of the Act. No remuneration is paid by the Company to its directors during the year. Accordingly, limit laid down under Section 197 of the Act are not applicable The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us

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

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Company and its associate;

ii. The Company and its associate did not have any long-term contracts including derivative contracts as at March 31, 2019 for which there were any material foreseeable losses; and

iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company and there has been no delay in transferring amounts, required to be transferred during the year, to the Investor Education and Protection Fund by the associate.

For **SHAH GUPTA & Co.**
Chartered Accountants
Firm Registration No.: 109574W

naresh

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No.: 135823

Place: Mumbai
Date: May 28, 2019

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JTPM ATSALI 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 **JTPM ATSALI LIMITED** ("the Company") and its associate as of March 31, 2019 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its associate companies, which are companies incorporated in India, 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the associate company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company, its associate company, which are companies incorporated in India.

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 Consolidated 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 Consolidated 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 Consolidated Financial Statements.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

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, to the best of our information and according to the explanations given to us and based on the consideration of other auditors referred to in the Other Matters paragraph below, the Company and its associate company, which are companies incorporated in India, have, 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, 2019, based on the criteria for internal control over financial reporting established by the respective companies 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.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to associate company, which is company incorporated in India, is based on the report of the auditor of associate company.

For **SHAH GUPTA & Co.**
Chartered Accountants
Firm Registration No.: 109574W

Naresh Bhuta
Partner
Membership No.: 135823

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Place: Mumbai
Date: May 28, 2019

JTPM ATSALI LIMITED

Consolidated Balance Sheet as at March 31, 2019

Amount in ₹

	Particulars	Notes	As at March 31, 2019
I.	**ASSETS**		
	Non-Current assets:		
	(a) Investment in associate	2	1,956,789,577
	Total Non-Current Assets		**1,956,789,577**
	Current assets:		
	(a) Financial Assets		
	Cash and cash equivalents	3	3,359,279
	Investments	4	3,018,666
	(b) Other current assets	5	90,800
	Total Current Assets		**6,468,745**
	TOTAL ASSETS		**1,963,258,322**
II.	**EQUITY AND LIABILITIES**		
	Equity:		
	(a) Equity share capital	6	100,000
	(b) Other equity	7	(281,687,058)
	Total equity		**(281,587,058)**
	Liabilities:		
	Non-Current liabilities:		
	(a) Financial Liabilities		
	Borrowings	8	2,095,342,500
	Other financial Liabilities	9	148,455,201
	(b) Deferred tax liability (net)	10	657,386
	Total Non-Current liabilities		**2,244,455,087**
	Current liabilities:		
	(a) Financial Liabilities		
	Other financial Liabilities	11	390,293
	Total current liabilities		**390,293**
	TOTAL EQUITY AND LIABILITIES		**1,963,258,322**
	See accompanying notes to the consolidated financial statements	1 to 31	

As per our report of even date attached
For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

naresh

Naresh Bhuta
Partner
Membership No. 135823

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra
Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

Place : Mumbai
Date : May 28, 2019

JTPM Atsali Limited

JTPM ATSALI LIMITED

Consolidated Statement of Profit and Loss for the period from February 7, 2018 to March 31, 2019

Amount in ₹

	Particulars	Notes	For the period February 7, 2018 to March 31, 2019
I.	**INCOME:**		
	Revenue from operations	12	16,148,401
	Other income	13	18,666
	Total Income (I)		**16,167,067**
II.	**EXPENSES:**		
	Purchase of stock in trade	14	16,111,877
	Employee benefits expenses	15	169,677
	Finance cost	16	148,917,765
	Other expenses	17	1,057,699
	Total Expenses (II)		**166,257,018**
III.	**Profit/(Loss) before share of loss in associate (I-II)**		**(150,089,951)**
IV.	**Share of loss in associate**	27	**(141,408,020)**
V.	**Profit/(loss) before tax (III+IV)**		**(291,497,971)**
VI.	**Tax expense:**		
	Current tax	22	-
	Deferred tax	22	657,386
	Total tax expense (VI)		**657,386**
VII.	**Profit/(Loss) for the period (V-VI)**		**(292,155,357)**
VIII.	**Other Comprehensive Income:**		
	(i) Items that will not be reclassified to Profit or Loss (net of tax):		
	Share of OCI in associate	27	(173,580)
	(i) Items that will be reclassified to Profit or Loss (net of tax):		
	Share of OCI in associate	27	8,371,847
IX.	**Total Other Comprehensive Income**		**8,198,267**
X.	**Total Comprehensive Income for the period (VIII+IX)**		**(283,957,090)**
XI.	**Earnings per equity share of ₹ 10 each:**		
	Basic and diluted (in ₹)	23	(29,215.54)
	See accompanying notes to the consolidated financial statements	1 to 31	

As per our report of even date attached

For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Naresh Bhuta
Partner
Membership No. 135823

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Consolidated Statement of Changes in Equity for the period from February 7, 2018 to March 31, 2019

Amount in ₹

Particulars	Equity	Other equity		Other comprehensive income	Total
	Issued capital	Equity component of compound financial instruments	Retained earnings	Share of OCI in Associate	
Opening balance	-	-	-	-	-
Shares issued during the period	100,000	-	-	-	100,000
Profit/(loss) for the period	-	-	(292,155,357)	-	(292,155,357)
Equity component of compound financial instruments	-	2,270,032	-	-	2,270,032
Other comprehensive income	-	-	-	8,198,267	8,198,267
Closing balance as at March 31, 2019	**100,000**	**2,270,032**	**(292,155,357)**	**8,198,267**	**(281,587,058)**

See accompanying notes to the consolidated financial statements 1 to 31

As per our report of even date attached

For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

naresh

Naresh Bhuta
Partner
Membership No. 135823

Place : Mumbai
Date : May 28, 2019

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Consolidated Statement of Cash flow for the period from February 7, 2018 to March 31, 2019

Amount in ₹

	Particulars	For the period February 7, 2018 to March 31, 2019
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**	
	PROFIT (+)/LOSS (-) BEFORE TAX	(291,497,971)
	Adjustment for:	
	Dividend income	(18,666)
	Interest expenses	148,789,202
	Share of loss in associate	141,408,020
	Operating profit before working capital changes	(1,319,414)
	Movements in Working Capital	
	Increase in other current assets	(90,800)
	Increase in other financial (current) liabilities	390,293
	Cash generated in operations	(1,019,921)
	Direct Taxes (paid)/refund	-
	NET CASH USED IN OPERATING ACTIVITIES	(1,019,921)
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchases of non current investment	(2,089,999,330)
	Purchases of current investment	(3,018,666)
	Dividend income	18,666
	NET CASH USED IN INVESTING ACTIVITIES	(2,092,999,330)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Proceeds from issue long term debentures	2,087,278,530
	Proceeds from issue of equity shares	100,000
	Proceeds from issue of preference shares	10,000,000
	NET CASH GENERATED FROM FINANCING ACTIVITIES	2,097,378,530
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	3,359,279
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	-
	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD (Refer Note 4)	3,359,279
	See accompanying notes to the consolidated financial statements 1 to 31	

Notes:

1. Disclosures to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes including reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities:

Particulars	Cash flows	Fair Value changes	As at 31.03.2019
Borrowings- Non current- NCDs	2,087,278,530	(193,060)	2,087,085,470
Borrowings- Non current- OCPS	10,000,000	(2,129,090)	7,870,910

2. The cash flow statement is prepared using "indirect method" set out in Ind AS 7- Statement of Cash flows.

As per our report of even date attached
For Shah Gupta & Co.
Chartered Accountants
Firm Registration No. 109574W

naresh

Naresh Bhuta
Partner
Membership No. 135823

SHAH GUPTA & CO. MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:- 01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra
Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

Place : Mumbai
Date : May 28, 2019

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

Note - 2: Investment (Non-current)

Amount in ₹

Particulars	As at March 31, 2019
Investment carried at cost:	
In Associate Entity- Monnet Ispat and Energy Limited	
Unquoted:	
Investment in 185,491,506 compulsory convertible preference shares of Rs.10 each	1,854,915,060
Quoted: (Note no. 27)	
Investment in 23,508,427 equity shares of Rs.10 each	235,084,270
Less: Share of loss of an associate	(133,209,753)
Net Investment value of equity shares	101,874,517
Total	**1,956,789,577**
Aggregate amount of quoted investments and market value thereof	**659,411,377**
Aggregate amount of unquoted investments	**1,854,915,060**

Note - 3: Cash and cash equivalents

Amount in ₹

Particulars	As at March 31, 2019
Balance with bank in current account	3,359,279
Total	**3,359,279**

Note - 4: Investment (current)

Amount in ₹

Particulars	As at March 31, 2019
Investment carried at fair value through Profit and Loss	
In Mutual Fund	
Quoted:	
ICICI Prudential Money Market Fund - Direct Daily Dividend (No. of units 30,116.817, Nav per unit ₹100.2319)	3,018,666
Aggregate amount of unquoted investments	**3,018,666**

Note - 5: Other current assets

Amount in ₹

Particulars	As at March 31, 2019
Balances with government authorities (net)	81,629
Other current assets	9,171
Total	**90,800**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

Note - 6: Equity share capital

Amount in ₹

Particulars	As at March 31, 2019
Authorised share capital	
12,50,000 equity shares of ₹ 10 each	12,500,000
10,00,000 Preference shares of ₹ 10 each	10,000,000
	22,500,000
Issued, subscribed and fully paid up capital	
10,000 equity shares of ₹ 10 each fully paid	100,000
Total	**100,000**

6.1 Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. 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 share holder.

6.2 Disclosure of shares held by each shareholder holding more than 5% shares

Amount in ₹

Particulars	As at March 31, 2019
	% of Holding
Equity shares	
AION Investments Private II Limited (including nominees)	99.82

6.3 Reconciliation of the number of shares outstanding at the beginning and at the end of the period

Amount in ₹

Equity Shares	As at March 31, 2019
	No. of Shares
Shares outstanding at the beginning of the period	-
Add: Issued during the period	10,000
Outstanding at the end of the period	**10,000**

Note - 7: Other Equity

Amount in ₹

Particulars	As at March 31, 2019
Equity component of compound financial instruments	2,270,032
Retained earnings	
Surplus/(Deficit) in the statement of profit and loss	
Balance at beginning of the period	-
Add: Profit/(loss) for the period	(292,155,357)
Balance at end of the period	**(292,155,357)**
Other comprehensive income	8,198,267
Total	**(281,687,058)**

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Note - 8: Borrowings(Non-current)

Amount in ₹

Particulars	As at March 31, 2019
Unsecured	
0.01% Non Convertible Debentures	2,087,471,590
6% Optional Convertible Preference Shares	7,870,910
Total	2,095,342,500

Details of borrowings:

a) 0.01% Non Convertible Debentures

i) Tenure of the loan: 30 years.

ii) Redemption Premium: An amount payable at the time of Redemption of the Debentures, on the Redemption Principal, such that the yield on the Redemption Principal is equal to the Redemption YTM (after including any Cash Coupon already paid by the Company with respect to the Redemption Principal), calculated from the Deemed Date of Allotment of such Debentures up to one day prior to the relevant Redemption Date, provided that no Redemption Premium shall be payable by the Company.

(a) on any redemption of the Debentures after the earlier of:

- completion of the Permitted Merger; and
- the seventh anniversary of the Deemed Date of Allotment; or

(b) in the event, at any time, the Company and the Debenture Trustee (acting in accordance with Approved Instructions) mutually agree that no Redemption Premium is payable.)

iii) Redemption IRR is equal to 12% Per annum yield to maturity.

iv) Redemption of debentures at premium on August 28, 2025.

b) 6% Optional Convertible Preference Shares:

Particulars	As at March 31, 2019
Authorised share capital	
10,00,000 preference shares of ₹ 10 each	10,000,000
Issued, subscribed and fully paid up capital	
10,00,000 preference shares of ₹ 10 each	10,000,000

i) Redemption:

In the event of redemption of an OCPS, the holder of such OCPS shall be entitled to receive the face value of the OCPS issued by the company and the unpaid dividend , if any.

ii) Conversion:

Holder of the OCPS is entitled to convert the each OCPS into one equity shares of the Company .

iii) Each OCPS shall have a maximum term of twenty years from the date of issuance of OCPS.

iv) Each holder of OCPS shall entitled to payment of 6% p.a. as cumulative dividend earlier of:

(a) the end of the term or

(b) the redemption /conversion of the OCPS.

SHAH GUPTA & CO. CHARTERED ACCOUNTANTS FRN. 109574W

JTPM Atsali Limited

Note - 9: Other financial (non-current) liabilities

Amount in ₹

Particulars	As at March 31, 2019
Interest accrued but not due	314,385
Provision for premium on redemption of debentures	148,140,816
Total	**148,455,201**

Note - 10: Deferred tax liability (net)

Amount in ₹

Particulars	As at March 31, 2019
Deferred tax liability on account of:	
Expenses differed in books as per Ind AS adjustment (refer note 22)	657,386
Total	**657,386**

Note - 11: Other financial (current) liabilities

Amount in ₹

Particulars	As at March 31, 2019
Other financial liabilities	390,293
Total	**390,293**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

Note - 12: Revenue from operations

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Sales of goods	16,148,401
Total	**16,148,401**

Note - 13: Other Income

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Dividend income	18,666
Total	**18,666**

Note - 14: Purchase of stock in trade

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Purchase of goods traded	16,111,877
Total	**16,111,877**

Note - 15: Employee Benefits Expenses

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Salaries and wages	169,677
Total	**169,677**

Note - 16: Finance Cost

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Interest expenses	128,562
Premium on redemption of debentures	148,140,816
Interest expenses on OCPS measured at amortized cost	455,327
Other finance cost	193,060
Total	**148,917,765**

Note - 17: Other Expenses

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Rates and taxes	588,516
Legal and professional charges	204,950
Advertisement expenses	18,360
Remuneration to auditors	190,000
Expenses on issue of shares	2,775
Other expenses	53,098
Total	**1,057,699**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

80

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

18 Financial Instruments- Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Amount in ₹

Particulars	As at March 31, 2019							
	Carrying amount				Fair value			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets:								
Investment (Non-current)	-	-	1,956,789,577	1,956,789,577	-	-	-	-
Investment (current)	3,018,666	-		3,018,666	3,018,666	-		3,018,666
Cash and cash equivalents □	-	-	3,359,279	3,359,279	-	-	-	-
TOTAL	**3,018,666**	**-**	**1,960,148,856**	**1,963,167,522**	**3,018,666**	**-**	**-**	**3,018,666**
Financial liabilities:								
Long term borrowings	-	-	2,095,342,500	2,095,342,500	-	-	-	-
Other financial liabilities (non-current)	-	-	148,455,201	148,455,201	-	-	-	-
Other financial liabilities (current)	-	-	390,293	390,293	-	-	-	-
TOTAL	**-**	**-**	**2,244,187,994**	**2,244,187,994**	**-**	**-**	**-**	**-**

Fair values for financial instruments carried at amortised cost approximates the carrying amount, accordingly the fair values of such financial assets and financial liabilities have not been disclosed separately.

Measurement of fair values

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below:

Level 1: Level 1 Hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. e.g. unlisted equity securities.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors is responsible for developing and monitoring the Company risk management policies.

SHAH GUPTA & CO. MUMBAI FRN 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

i. Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

Investment in Preference and Equity shares

The investment in Preference and Equity shares are entered into financial institution respectively. The credit worthiness of these counter parties are evaluated by the management on an ongoing basis and is considered to be good. The Company does not expect any losses from non-performance by these counter-parties.

Cash and cash equivalents

Credit risk from balances with banks is managed by the Company's authorised person in accordance with the company's policy.
Company has no financial assets that impaired.

ii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As at March 31, 2019, the Company had working capital of Rs. 61,53,451, including cash and cash equivalents of Rs. 33,59,279.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities :

Amount in ₹

Particulars	Carrying amount	Contractual cash flows		
		Total	1 year or less	More than 5 years
As at March 31, 2019:				
Non-Current				
Unsecured Long term borrowings	2,095,342,500	2,095,342,500	-	2,095,342,500
Other financial liabilities	148,455,201	148,455,201	-	148,455,201
Current				
Other financial liabilities	390,293	390,293	390,293	-

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

iii. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt.

Company is mainly involved in trading business which is not exposed to market risk.

iv. Interest rate risk

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

For details of the Company's borrowings, including interest rate profiles, refer to note no.8 of these consolidated financial statements.

Amount in ₹

Particulars	As at March 31, 2019
Fixed-rate instruments	
Financial liabilities	2,095,342,500

Interest rate sensitivity - fixed rate instruments

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

19 Capital Risk Management:

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Company monitors capital using gearing ratio which is net debt divided to total equity. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

Amount in ₹

Particulars	As at March 31, 2019
Long term Borrowings	2,095,342,500
Less: Cash and cash equivalents	3,359,279
Less: Current investment	3,018,666
Net Debt	**2,088,964,556**
Total equity	**(281,587,058)**
Net debt to Equity ratio (%)	**(742)**

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

20.1 **Contingent liabilities not provided for in respect of:**

a) Claims against the Company not acknowledged as debt ₹ Nil.

b) Guarantees provided to bank ₹ Nil.

20.2 In the opinion of the management, the current assets have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the balance sheet. Provision for all known liabilities is adequate and not in excess of what is required.

21 **Related Party Disclosure**

21.a **Relationships**

1 **Holding Company**

JSW Techno Projects Management Limited (upto August 31, 2018)

AION Investments Private II Limited (w.e.f. August 31, 2018)

2 **Key Managerial Personnel**

Mr. Kalpesh Kikani (Director) (w.e.f. August 31, 2018)

Mr. Nikhil Gahrotra (Director) (w.e.f. August 31, 2018)

Mr. Manoj Mohta (Director) (w.e.f. August 31, 2018)

Mrs. Anuradha Bajpai (Director) (w.e.f. December 14, 2018)

Mr. Chirag Bhansali (Director) (w.e.f. November 14, 2018)

Mr. Alok Mehrotra (Chief Executive Officer) (w.e.f. March 27, 2019)

Mr. Rahul Kumar Mundra (Chief Financial Officer) (w.e.f. December 17, 2018)

Ms. Shikha Makwana (Company Secretary) (w.e.f. November 14, 2018)

3 **Associate Company:**

Monnet Ispat and Energy Limited

21.b.1. Transactions during the period with related parties:

Amount in ₹

Sr. no.	Particulars	Holding Company	Key management personnel	Associate	Total
		For the period February 7, 2018 to March 31, 2019	For the period February 7, 2018 to March 31, 2019	For the period February 7, 2018 to March 31, 2019	
1	Reimbursement of expenses	6,639	7,200	-	13,839
2	Interest expenses	128,326	-	-	128,326
3	Premium on redemption of debentures	148,140,816	-	-	148,140,816
4	Salary expenses	-	169,677	-	169,677
5	Issue Of Non Convertible Debentures- AION Investments Private II Limited (On August 22, 2019)	2,090,000,000	-	-	2,090,000,000
6	Investment in Compulsory Convertible Preference Shares	-	-	1,854,915,060	1,854,915,060
7	Investment in Equity Shares	-	-	235,084,270	235,084,270
8	Loan taken from JSW Techno Projects Management Limited	300,000	-	-	300,000

21.b.2. Balance as at March 31, 2019

Amount in ₹

Sr. No.	Nature of transaction	For the period February 7, 2018 to March 31, 2019
1	Short-term employee benefits	169,677
2	Post-employment benefits	-
3	Other long-term benefits	-
4	Termination benefits	-

21.b.3. Balance as at March 31, 2019

Amount in ₹

Sr. no.	Particulars	Holding Company	Key management personnel	Associate	Total
		As at March 31, 2019	As at March 31, 2019	As at March 31, 2019	
	Outstanding Balances				
	__Liability__				
1	Salary payable	-	39,600	-	39,600
2	Reimbursement of expenses payable	-	6,600	-	6,600
3	Borrowings(Non-current)-NCD	2,087,471,590	-	-	2,087,471,590
4	Provision for premium on redemption of debentures	148,140,816	-	-	148,140,816
	__Assets__				
1	Investment in Associate	-	-	1,956,789,577	1,956,789,577

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED
Notes Forming Part of Consolidated Financial Statements

Tax Reconciliation
22. Income taxes recognised in statement of profit or loss

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Current income tax	-
Deferred tax expenses	657,386
Total	657,386

A reconciliation of income tax expense applicable to accounting profit before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Profit before tax	(150,089,951)
Applicable tax rate	26%
Computed expected tax expense	-

Deferred tax relating to the following:

Amount in ₹

Particulars	As at March 31, 2019
Expenses deferred in books as per Ind AS adjustment	(657,386)
Total deferred tax asset/(liability)	(657,386)

23. Earnings per share (EPS)

Amount in ₹

Particulars	For the period February 7, 2018 to March 31, 2019
Profit/(loss) attributable to equity shareholders (A) (in ₹)	(292,155,357)
Weighted average number of equity shares for calculating basic and diluted earnings per share (B)	10,000
Basic and diluted earnings per share (Amount in ₹) (A/B)	(29,215.54)

24. Segment information:
As per Ind AS 108, the Company is primarily engaged in the business of trading in commodity like steel, primarily operated in India and regularly reviewed by Chief Operating Decision Maker for assessment of Company's performance and resource allocation.

25. The Resolution Plan in relation to Monnet Ispat & Energy Limited ("MIEL") under the insolvency Bankruptcy Code, 2016, submitted by the Consortium of JSW Steel Limited and AION Investments Private II Limited, was approved by the National Company Law Tribunal ('NCLT') on 24 July 2018 (Order date), with modifications.

26. On 28 August 2018, the Company subscribed to Compulsorily Convertible Preference Shares and Equity Shares of erstwhile Milloret Steel Limited, now MIEL.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED
Notes Forming Part of Consolidated Financial Statements

27. Investment in an associate:
Details and financial information of an associate

Name of associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest / voting rights held by the Company
			As at March 31, 2019
Monnet Ispat and Energy Limited	Manufacturer	India	5.01%

The above associate is accounted for using the equity method in these consolidated financial statements.

Summarised financial information of an associate
The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with Ind AS adjusted by the Company for equity accounting purposes.

Reconciliation of the above summarised financial information to the carrying amount of the interest in Monnet Ispat and Energy Limited recognised in the consolidated financial statements:

Amount in ₹

Particulars	As at March 31, 2019
Non-current assets	35,736,842,442
Current assets	11,055,322,307
Non-current liabilities	20,473,326,385
Current liabilities	9,378,089,597
Net Assets as at March 31, 2019	**16,940,748,767**
Less: Net Assets on the date of acquition	19,599,626,079
Net assets of the associate	**(2,658,877,312)**
Proportion of the Company ownership interest	5.01%
Share of loss of associate	**(133,209,753)**
Carrying amount of the Company interest	**101,874,517**

Amount in ₹

Particulars	Year Ended March 31, 2019
Revenue	19,064,024,823
Profit / (loss) for the year	(35,522,097,429)
Less: Profit (Loss) upto date of acquition	(32,699,582,056)
Net Profit for share of associate	**(2,822,515,373)**
Proportion of the Company ownership interest	5.01%
Share of loss of associate(A)	**(141,408,020)**
Share of other comprehensive income	8,198,267
Total comprehensive income	**(133,209,753)**

The associate had the following contingent liabilities and capital commitments:

Particulars	Year Ended March 31, 2019
Contingent Liabilities:	
Counter guarantees issued in respect of guarantees issued by the Company's banker	₹ 69.95 crores
Commitments:	
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advances)	₹ 144.42 crores

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

JTPM ATSALI LIMITED

Notes Forming Part of Consolidated Financial Statements

28. Disclosure of additional information as required by Division II of Schedule III to the Companies Act, 2013:

Name of the entity in the Company	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount in ₹	As % of consolidated profit and loss	Amount in ₹	As % of consolidated other comprehensive income	Amount in ₹	As % of total comprehensive income	Amount in ₹
Parent								
JTPM Atsali Limited	52.69	(148,377,305)	51.60	(150,747,337)	-	-	53.09	(150,747,337)
Associates (Investment as per the equity method)								
Indian								
Monnet Ispat and Energy Limited	47.31	(133,209,753)	48.40	(141,408,020)	100	8,198,267	46.91	(133,209,753)
Balance as at March 31, 2019	**100**	**(281,587,058)**	**100**	**(292,155,357)**	**100**	**8,198,267**	**100**	**(283,957,090)**

29. Due to inadequacy of profits, the Company is not required to create Debenture Redemption Reserve in terms of Section 71 of the Companies Act, 2013.

30. The Company is incorporated on February 07, 2018. the financials are prepared for the period from incorporation date to March 31, 2019.

31. The consolidated financial statements were approved by the Audit Committee and Board of Directors on May 28, 2019.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS 1 TO 31

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Kalpesh Kikani
Director
DIN:- 03534772

Nikhil Gahrotra
Director
DIN:-01277756

Alok Mehrotra
Chief Executive Officer

Rahul Mundra

Rahul Mundra
Chief Financial Officer

Shikha Makwana
Company Secretary

JTPM Atsali Limited

Place : Mumbai
Date : May 28, 2019

1 Accounting Policy

1.1 General Information

JTPM ATSALI LIMITED ("the Company") is incorporated on February 7, 2018 under the Companies Act, 2013 with its registered office located at 6th floor, Grand Palladium, 175 CST Road, Kolivery village, MMRDA area, Mumbai-400098, Maharashtra.

The Company is mainly engaged directly or indirectly, in the business of manufacturing and trading of steel, primarily operated in India.

I. Statement of compliance

The consolidated Ind AS Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The consolidated Ind AS financial statements of JTPM ATSALI LIMITED (hereinafter referred to as the "Company") and, its associates, which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

These consolidated financial statements are approved by the Board of Directors on May 28, 2019.

II. Basis of preparation and presentation

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

These consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting Policies have been applied consistently over all the periods presented in these financial statements.

<u>Current and non-current classification:</u>

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.
An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle. it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current only.

III. Basis of consolidation

Associate entity over which the company has significant influence. For the consolidation purpose company follow "Equity method" as per Ind AS 28. In "Equity method" initial recognition in associate is recognised at cost unless until if there is change in entity's share of the net fair value of investee's identifiable assets and liabilities and carrying amount is increased or decreased through profit and loss account to recognise the investor's share in the profit or loss of the investee at the year end from the post date of acquisition.
Company has following associate:

Name	Country of incorporation	Proportion of ownership
Monnet Ispat and Energy Limited	India	5.01%

IV. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. The Company recognizes revenues on dispatch of goods from factory, net of discounts, sales incentives, rebates granted, returns, sales taxes and duties when significant risks and rewards of ownership pass to the customer. Revenue from sale of by-products are included in revenue.
Revenue from sale of power is recognized when delivered and measured based on the bilateral contractual arrangements.

Dividend and interest income:

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

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

Ind AS 115 supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flow arising from a contract with customers. The principles of Ind AS 115 is that an entity should recognize revenue that

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

Atsali Limited

demonstrate the transfer of promised goods and services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with the recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard. The impact of the same is insignificant.

V. Taxation

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

Current tax:

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

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

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

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

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Current and deferred tax for the period:

Current and deferred tax are recognised in profit or loss, except when they are related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

VI. Cash and cash equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the Statement of cash flows, cash and cash equivalent consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

VII. Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

VIII. Investment in associate

Investment in associate is shown at cost. Where the carrying amount of an investment in greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of Profit and Loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

IX. Employee benefits

Short term employee benefits

Short term employee benefits consisting of wages, salaries, social security contributions, ex-gratia and accrued leave, are benefits payable and recognised in twelve months. Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the year as the related service are rendered by the employee.

X. Provisions, Contingent Liabilities and Contingent Assets

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

SHAH GUPTA & CO. MUMBAI FRN 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

XI. Earnings per share

Basic earnings per share are computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

XII. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

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

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

<u>Onerous contracts:</u>

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.

XIII. Financial Instruments

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

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

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

A. Financial assets

a) Recognition and initial measurement

i) The Company initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

ii) In case of investments in subsidiaries, joint ventures and associates the Company has chosen to measure its investments at deemed cost.

b) Classification of financial assets

On initial recognition, a financial asset is classified as measured at; amortised cost, FVOCI or FVTPL

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

i) The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

ii) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. A debt instrument is classified as FVOCI only if it meets both the of the following conditions and is not recognised at FVTPL;

The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in statement of profit or loss. The net gain or loss recognized in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item. Dividend on financial assets at FVTPL is recognized The Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividends will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the a mount of dividend can be measured reliably.

c) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

d) Impairment

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

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

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

SHAH GUPTA & CO. MUMBAI FRN: 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

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

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

c) Effective interest method

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

B. Financial liabilities and equity instruments

a) Classification as debt or equity

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

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

A financial liability is classified as held for trading if:

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

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

d) <u>Other financial liabilities:</u>

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

e) <u>Derecognition of financial liabilities:</u>

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

f) <u>Reclassification of financial assets:</u>

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A

SHAH GUPTA & CO. MUMBAI FRN 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting year following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

1.2 Key sources of estimation uncertainty

- Provisions and liabilities:

  Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

- Contingencies:

  In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

- Fair value measurements:

  When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include consideration of inputs such as liquidity risk, credit risk and volatility.

  When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:
  Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
  Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
  Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

  If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

- Taxes:

  Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Shah Gupta & Co. Mumbai FRN 109574W Chartered Accountants

JTPM Atsali Limited

1.3 Recent accounting pronouncements

Ind AS 116 Leases: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

• Full retrospective – Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

• Modified retrospective – Retrospectively, with the cumulative effect of initially applying the Standard recognized at the date of initial application

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

• Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

• An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application
Certain practical expedients are available under both the methods.

The effect on adoption of Ind AS 116 would be insignificant in the financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition –

i) Full retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited

ii) Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statement

Amendment to Ind AS 12 – Income taxes: On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The effect on adoption of Ind AS 12 would be insignificant in the financial statement.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement- On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

• to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and

• to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

SHAH GUPTA & CO. MUMBAI FRN : 109574W CHARTERED ACCOUNTANTS

JTPM Atsali Limited