

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MPSEZ UTILITIES PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **MPSEZ UTILITIES PRIVATE LIMITED** ("the company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

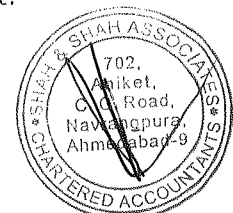
The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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



SHAH & SHAH ASSOCIATES
CHARTERED ACCOUNTANTS

702, ANIKET,
Nr. MUNICIPAL MARKET,
C.G. ROAD, NAVRANGPURA,
AHMEDABAD - 380 009.
PHONE: 26465433
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An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31 March 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a 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.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid 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 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

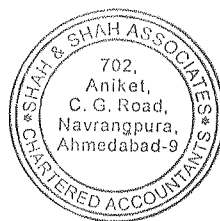


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- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no amount which required to be transferred to the Investor Education and Protection Fund by the company.

Place : Ahmedabad.
Date : 25.04.2015



For **SHAH & SHAH ASSOCIATES**
Chartered Accountants
FRN:113742W

BHARAT A. SHAH
PARTNER

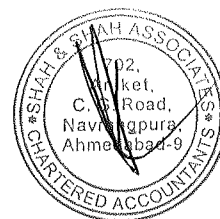
Membership Number: 30167

ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT

TO THE MEMBERS OF MPSEZ UTILITIES PRIVATE LIMITED

ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2015

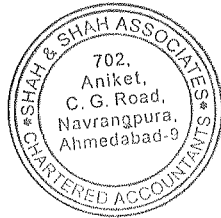
1. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. As informed to us, no material discrepancies were noticed on such physical verification.
2. The company is engaged in distribution of power. Therefore, the provisions of clause (ii) of the paragraph 3 are not applicable to the company.
3. As informed to us the company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act,2013.
4. In our opinion there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory (power for resale and stores & spares) and fixed assets and for the sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act,2013 and the rules framed there under.
6. In respect of business activities of the company, maintenance of cost records has been specified by the Central Government under sub-section (I) of section 148 of the Companies Act. We have broadly reviewed the cost records maintained by the company and are of the opinion that *prima facie*, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.



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7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- b) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
- c) In our opinion, and according to the information and explanations given to us, there is no amount required to be transferred to Investor Education and Protection Fund by the company.
8. There are no accumulated losses of the company as at the end of the year. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the basis of information and explanations given to us by the management, we are of the opinion that there is no default in repayment of dues to the banks as at the year end.
10. According to information and explanations given to us, the company has not given any guarantee for loan taken by others from banks or financial institutions.
11. According to the information and explanation given to us, term loans have been used for the purpose for which they were obtained.
12. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud on or by the company has been noticed or reported during the course of our audit for the year ended 31.03.2015.



Place : Ahmedabad.
Date : 25.04.2015

For **SHAH & SHAH ASSOCIATES**
Chartered Accountants

FRN: 113742W

BHARAT A. SHAH
PARTNER

Membership Number: 30167

MPSEZ UTILITIES PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2015

Amount in Rupees

PARTICULARS	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	13,13,50,000	13,13,50,000
Reserves & surplus	4	69,30,56,537	57,56,69,258
		82,44,06,537	70,70,19,258
NON-CURRENT LIABILITIES			
Long term borrowings	5	53,00,000	-
Other Long term liabilities	6	3,39,23,086	10,74,85,895
Long-term provisions	7	14,45,958	13,66,919
		4,06,69,044	10,88,52,814
CURRENT LIABILITIES			
Trade payables		8,82,03,636	7,35,16,972
Other current liabilities	8	1,43,19,760	1,20,83,917
Short-term provisions	7	5,45,216	42,34,557
		10,30,68,612	8,98,35,446
Total		96,81,44,193	90,57,07,518
ASSETS			
NON CURRENT ASSETS			
Fixed assets			
(i) Tangible assets	9	68,55,13,530	70,16,61,970
(ii) Capital work-in-progress		2,74,89,923	3,95,82,321
Long-term loans and advances	10	10,06,99,141	2,15,394
Other non-current assets	11	25,544	23,406
		81,37,28,138	74,14,83,091
CURRENT ASSETS			
Current Investment	12	-	4,52,06,798
Inventories	13	8,88,722	13,03,650
Trade receivables	14	93,743	2,69,436
Cash & bank balances	15	5,25,51,153	3,13,37,374
Short-term loans & advances	10	27,62,095	35,56,820
Other current assets	11	9,81,20,342	8,25,50,349
		15,44,16,055	16,42,24,427
Total		96,81,44,193	90,57,07,518

Significant accounting policies 2.1
Other notes to accounts 2.2

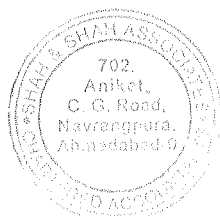
The accompanying notes are an integral part of the financial statements.

As per our report attached

For SHAH & SHAH ASSOCIATES
Chartered Accountants
Firm Reg. No.113742W



BHARAT A. SHAH
Partner
Membership No. 30167



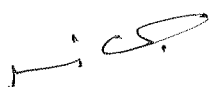
For and on behalf of the Board of Directors



B. Ravi
Director
DIN : 00160891



Capt. Umesh Abhyankar
Director
DIN : 03040812



Manoj Chanduka
Chief Financial Officer



Paresh Patel
Company Secretary



Place : Ahmedabad
Date : 25 APR 2015

Place : Ahmedabad
Date : 25 APR 2015

MPSEZ UTILITIES PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

Amount in Rupees

PARTICULARS	Notes	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Revenue from operations	16	1,18,14,33,046	89,27,11,931
Other income	17	65,61,242	39,35,584
Total Revenue		1,18,79,94,288	89,66,47,515
Expenses			
Purchase of Power	18	90,25,09,346	71,88,63,433
Employee benefits expense	19	2,91,92,333	3,01,97,983
Finance cost	20	46,26,428	98,51,684
Depreciation	9	4,39,99,250	4,26,66,735
Less : Transfer from service line contribution		(86,75,700)	(84,66,179)
		3,53,23,550	3,42,00,556
Other Expenses	21	6,20,21,332	5,09,32,552
Total Expenses		1,03,36,72,989	84,40,46,209
Profit before tax		15,43,21,299	5,26,01,306
Tax Expense:			
Current Tax		3,19,75,020	1,06,30,862
Profit for the year		12,23,46,279	4,19,70,444
Earning per equity share			
- Basic & Diluted	2.2(a)	9.31	3.20
Significant accounting policies	2.1		
Other notes to accounts	2.2		

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

As per our report attached

For SHAH & SHAH ASSOCIATES
Chartered Accountants
Firm Reg. No.113742W

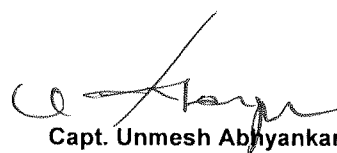
For and on behalf of the Board of Directors



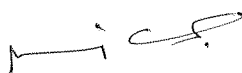
BHARAT A. SHAH
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Membership No. 30167



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Manoj Chanduka
Chief Financial Officer



Paresh Patel
Company Secretary



Place : Ahmedabad
Date : 25 APR 2015

Place : Ahmedabad
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MPSEZ UTILITIES PRIVATE LIMITED

Cash Flow Statement for the year ended 31st March,2015

(Amount in Rupees)

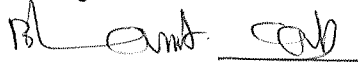
PARTICULARS	For the Year ended March 31,2015	For the Year ended March 31,2014
CASHFLOW FROM OPERATIONS		
Net Profit Before Tax	15,43,21,299	5,26,01,306
Adjustment for:		
Depreciation/Amortization	3,53,23,548	3,42,00,556
Interest Expense	39,37,327	87,38,644
Interest Income	(31,45,016)	(10,20,065)
Income from Dividend	(24,52,450)	(97,639)
Income from Mutual Fund	(7,32,183)	-
Liabilities No Longer Required writtenback	(6,382)	-
Total Adjustments to Net Profit	3,29,24,844	4,18,21,496
Operating Profit Before Working Capital Changes	18,72,46,143	9,44,22,802
Adjustment for:		
Decrease/(Increase) in Trade Receivables	1,75,692	-
Decrease/(Increase) in Inventories	4,14,928	(13,03,650)
Decrease/(Increase) in Loans and Advances	7,94,724	35,91,205
Decrease/(Increase) in Other Assets	(1,52,43,924)	-
Increase/(Decrease) in Trade payables	1,59,50,069	-
Increase/(Decrease) in Other Liabilities	(6,87,42,308)	12,24,073
Increase/(Decrease) in Provisions	(6,46,811)	36,44,460
Total Working Capital Changes	(6,72,97,630)	71,56,088.00
Cash Generated From Operations	11,99,48,513	10,15,78,890
Direct Tax (Paid)/Refund	(3,56,37,651)	(97,10,477)
Net Cash From Operating Activities (A)	8,43,10,862	9,18,68,413.00
CASHFLOW FROM INVESTING ACTIVITIES		
Purchase/Additions to Fixed Assets	(11,18,26,317)	(1,03,01,506)
Purchase of Investments in Mutual funds	(74,20,35,904)	-
Proceeds from Sale of Investments in Mutual Funds	78,72,42,699	(4,52,06,798)
Interest Received	28,18,948	10,20,065
Income from Mutual Fund	7,32,183	-
Income from Dividend	24,52,450	97,639
Net Cash Used in Investing Activities (B)	(6,06,15,941)	(5,43,90,600)
CASHFLOW FROM FINANCING ACTIVITIES		
Proceeds from Long Term Borrowings	50,00,000	-
Proceeds from Loan, From Holding Company	19,70,00,000	-
Repayment of Loan to Holding Company	(19,57,00,000)	-
Interest Paid	(87,81,142)	(87,38,644)
Net Cash Used for Financing Activities(C)	(24,81,142)	(87,38,644)
Net Increase/(Decrease) in Cash and Bank Balances (A+B+C)	2,12,13,779	1,31,22,823
Cash and Cash Equivalents at the beginning of the year	3,13,37,374	1,82,14,551
Cash and Cash Equivalents at the End of the year	5,25,51,153	3,13,37,374
Balances with Scheduled Bank		
In Fixed Deposit accounts	5,12,80,245	1,80,00,000
In Current Account	12,70,908	1,33,37,374
	5,25,51,153	3,13,37,374

As per our report attached

For SHAH & SHAH ASSOCIATES

Chartered Accountants

Firm Reg. No.113742W



BHARAT A. SHAH

Partner

Membership No. 30167

For and on behalf of the Board of Directors

B.Ravi

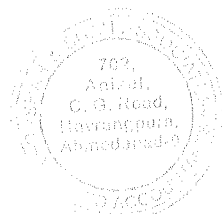
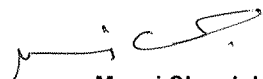

Director

DIN : 00160891

Capt. Unmesh Abhyankar

Director

DIN :03040812



Manoj Chanduka
Chief Financial Officer

Paresh Patel
Company Secretary

Place : Ahmedabad

Date : 25 APR 2015

Place : Ahmedabad

Date : 25 APR 2015

MPSEZ UTILITIES PRIVATE LIMITED

Notes to the financial statements for the year ended March 31,2015

1 Corporate information

MPSEZ Utilities Private Limited (MUPL) is 100% Subsidiary company of Adani Ports and Special Economic Zone Limited (APSEZL) and a Co-developer to provide infrastructure facilities in Mundra Special Economic Zone. The main objective of the company is to provide facility of distribution of electricity, effluent & sewage in Mundra SEZ area, Kutch, Gujarat.

2 Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis under the historical cost convention.

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year

2.1 Summary of Significant Accounting Policies

a) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

b) Tangible Fixed Assets

i) Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing cost relating to acquisition / construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

ii) Leasehold land is amortized over the lease period.

c) Depreciation on tangible fixed assets

i) The depreciation for the year is provided on additions/deductions of the assets during the period from/up to the date on which the asset is added/deducted. Depreciation is provided on Straight Line Method.

ii) In respect of tangible assets, as regards the rates of depreciation, the company is following rates as per Appendix III of CERC (Terms and conditions of Tariff) Regulations, 2009 which are in line with Annexure I of Gujarat Electricity Regulatory Commission (Multi Year Tariff) Regulation, 2011.

iii) Depreciation on individual assets costing up to Rs.5,000 are provided at the rate of 100% in the month of purchase.

d) Inventories

stock of stores and spares valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Net realizable value is the estimated current procurement price in the ordinary course of the business.

e) Service Line Contribution

Service line contribution received from consumers are treated as capital receipt and accounted as Capital Reserve.

f) Revenue Recognition

i) Revenue is recognized when no significant uncertainty as to the measurability or collectability exist.

ii) Dividend income from investment in mutual fund is recognised when the company right to receive payment is established,

g) Foreign Currency Translation

i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.



MPSEZ UTILITIES PRIVATE LIMITED

Notes to the financial statements for the year ended March 31,2015

ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

h) Retirement and Other Employee Benefits

i) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and amount paid/payable in respect of the present value of liability for past services is charged to the Profit & Loss account every year. The difference, if any, between the actuarial valuation of the gratuity of employees at the year end and the balance of funds with LIC is provided for as liability in the books.

ii) Leave Encashment

Provision for leave encashment is determined and accrued on the basis of actuarial valuation.

iii) Actuarial Gains/ Losses

Actuarial gains/losses are immediately recognized in the profit and loss account.

i) Income Taxes

i) Current Tax

Provision for taxation has been made in accordance with the income tax laws prevailing for the relevant assessment years.

ii) Deferred Tax

In accordance with the Accounting Standard 22 - Accounting for Taxes on income, prescribed under The Companies (Accounting Standards) Rules 2006, the deferred tax for timing differences between the book and tax profits for the period is accounted for by using the tax rates and laws that have been enacted or substantively enacted as of the Balance Sheet Date.

j) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference share dividends) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

k) Provisions, Contingent Liabilities and Contingent Assets :

Provisions

Provisions involving substantial degree of estimation in measurement are recognized when there is a probable present obligation and outflow of resources as a result of past events.

Contingent Liabilities

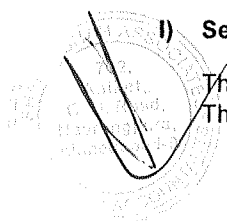
Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the Notes on Accounts.

Contingent Assets

Contingent assets are neither recognized nor disclosed in financial statements.

l) Segment Reporting Policies

The Company is principally engaged in the business of distribution of electricity, effluent & sewage facilities. There are no reportable segments as per Accounting Standards (AS) 17, "Segment Reporting."



MPSEZ UTILITIES PRIVATE LIMITED
Notes to Financial Statements for the year ended March 31, 2015

Particulars	As at March 31,2015	As at March 31,2014
	Amt in Rs.	Amt in Rs.
3 SHARE CAPITAL		
Authorized shares		
1,31,50,000(PY 1,31,50,000) Equity Shares of Rs. 10/- Each	13,15,00,000	13,15,00,000
	13,15,00,000	13,15,00,000
Issued, subscribed and fully paid-up shares	13,13,50,000	13,13,50,000
1,31,35,000(PY 1,31,50,000) Equity Shares of Rs. 10/- Each Fully paid-up		
	13,13,50,000	13,13,50,000

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

Equity shares	As at March 31,2015		As at 31-03-2014	
	Nos	Amt in Rs.	Nos	Amt in Rs.
Shares outstanding at the beginning of the year	1,31,35,000	13,13,50,000	1,31,35,000	13,13,50,000
Shares Issued during the Year	-	-	-	-
Shares bought back during the Year	-	-	-	-
Shares outstanding at the end of the year	1,31,35,000	13,13,50,000	1,31,35,000	13,13,50,000

b. Shares held by holding Company	As at March 31,2015	As at March 31,2014
	Nos	Nos
Adani Ports and Special Economic Zone Ltd	1,31,35,000	1,31,35,000

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

Name of shareholder	As at March 31,2015		As at 31-03-2014	
	No of shares held	% of Holding	No of shares held	% of Holding
Equity shares of Rs. 10 each fully paid				
Adani Ports and Special Economic Zone Ltd	1,31,35,000	100.00%	1,31,35,000	100.00%

4 RESERVES AND SURPLUS

Capital Reserves

Service Line Contribution

Opening Balance	14,21,48,966	14,61,66,838
Add : Received during the year	37,16,700	44,48,307
Less :Transfer to Profit and Loss statement	(86,75,700)	(84,66,179)
Closing Balance	(a) 13,71,89,966	14,21,48,966

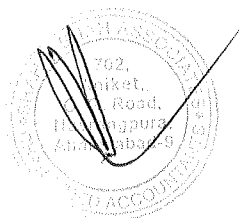
Securities Premium Account

Balance as per last Balance Sheet	(b) 39,37,50,000	39,37,50,000
-----------------------------------	-------------------------	---------------------

Surplus/(Deficit) in the Statement of Profit and Loss

Opening Balance	3,97,70,292	(22,00,152)
Add : Profit for the year	12,23,46,279	4,19,70,444
	(c) 16,21,16,571	3,97,70,292

Total (a+b+c) 69,30,56,537 57,56,69,258



MPSEZ UTILITIES PRIVATE LIMITED**Notes to Financial Statements for the year ended March 31, 2015****5 Long Term Borrowing**

	Non-Current		Current Maturities	
	As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.	As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.
Term loans :				
From banks (secured)(Note#1)	40,00,000	-	10,00,000	-
	40,00,000	-	10,00,000	-
Unsecured				
Loan from Holding Company	13,00,000	-	-	-
Less:				
Amounts disclosed under the head "Other Current Liabilities" (Note-8)	-	-	10,00,000	-
Total	53,00,000	-	-	-

Note # 1: Term Loan from Banks are secured by way of hypothecation of Plant and Machinery of Company's transmission Business. The loan is repayable in equal quarterly installment after moratorium of 3 months. The Tenure of loan is upto 31st March 2020.

6 OTHER LONG-TERM LIABILITIES

Security Deposits from Customers

As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.
3,39,23,086	10,74,85,895
3,39,23,086	10,74,85,895

7 PROVISIONS

Provision for employee benefits

Gratuity

Leave benefits

Provision for Taxation

	Non-Current		Current	
	As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.	As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.
Gratuity	-	1,74,429	2,19,074	7,71,453
Leave benefits	14,45,958	11,92,490	3,26,142	4,99,613
Provision for Taxation	-	-	-	29,63,491
	14,45,958	13,66,919	5,45,216	42,34,557

8 OTHER CURRENT LIABILITIES

Interest accrued but not due

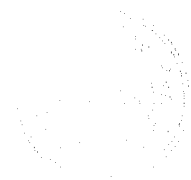
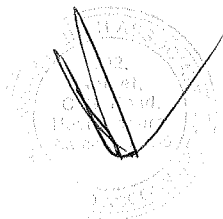
Payable for Capital Goods

Statutory Liabilities

Current Maturity of long-term borrowings(Note-5)

Advance from Customer

As at March 31,2015 Amt in Rs.	As at March 31,2014 Amt in Rs.
30,24,087	78,67,901
22,71,211	17,47,979
79,24,600	24,68,037
10,00,000	-
99,862	-
1,43,19,760	1,20,83,917



MPSEZ UTILITIES PRIVATE LIMITED**Notes to Financial Statements for the year ended March 31, 2015**

Particulars	Year ended March 31,2015 Amt in Rs.	Year ended March 31,2014 Amt in Rs.
16 REVENUE FROM OPERATIONS		
(a) Income from operation		
(i) Revenue from Power Sales	1,17,55,05,000	88,75,05,760
(ii) Other revenue related to power sales		
- Meter Rent	2,26,410	2,32,365
- Misc Income	3,47,223	1,40,285
(b) Income from Common Effluent Treatment services	53,54,413	48,33,521
	1,18,14,33,046	89,27,11,931
17 OTHER INCOME		
Interest Income	31,45,016	10,20,065
Dividend Income	24,52,450	97,639
Profit on sale of investment	7,32,183	27,41,079
Liability no longer required written back	6,382	-
Misc Income	2,25,211	76,800
	65,61,242	39,35,584
18 PURCHASE OF POWER		
Power Purchase	89,40,08,384	71,59,96,742
Scheduling Charges	4,31,767	1,44,482
Unscheduled Interchange Charges	80,69,195	27,22,209
	90,25,09,346	71,88,63,433
19 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Gratuity	2,63,83,972	2,74,36,226
Contribution to Provident Fund & other funds	13,02,129	13,16,847
Workmen and Staff Welfare Expenses	15,06,232	14,44,909
	2,91,92,333	3,01,97,983
20 FINANCE COST		
Interest on security Deposit	33,54,594	87,38,644
Bank charges and commission	6,89,101	5,80,624
Interest	5,82,733	5,32,416
	46,26,428	98,51,684
21 OTHER EXPENSES		
Infrastructure Usage Charges	2,32,95,615	2,05,85,309
Legal Expenses, Fees & Subscription	23,70,051	55,56,978
Travelling and Conveyance	11,03,903	13,29,795
Consumable Store and Spares	37,37,433	11,25,468
Lease Rent	14,80,560	13,36,457
Repairs & Maintenance		
Plant & Machinery	1,19,56,208	95,73,712
Building	32,49,847	7,53,225
Others	10,53,317	2,023
Advertisement and Publicity	59,208	2,84,652
Insurance	7,78,856	6,30,212
Power	6,07,867	6,38,471
Payment to Auditors		
Audit fee	1,00,000	1,00,000
Tax audit fee	30,000	30,000
Other Certification Charges	78,000	17,750
Professional Charges	90,84,127	62,81,880
Miscellaneous Expenses	7,05,295	2,54,430
Communication Expenses	1,34,503	55,259
Inspection & Testing Charges	37,302	24,940
Security Charges	21,59,240	23,51,992
	6,20,21,332	5,09,32,552



MPSEZ UTILITIES PRIVATE LIMITED

Notes to Financial Statements for the year ended March 31, 2015

Particulars	Year ended March 31,2015	Year ended March 31,2014
	Amt in Rs.	Amt in Rs.
2.2 OTHER NOTES TO ACCOUNT		
(a) Earnings per share (EPS)		
Profit for the year as per Profit & Loss Account	12,23,46,279	4,19,70,444
No of equity shares at the beginning of the year	1,31,35,000	1,31,35,000
Add : Weighted average no of equity shares issued during the year	-	-
Weighted average no of equity shares in calculating basic EPS	1,31,35,000	1,31,35,000
Basic and diluted earnings (loss) per share (in rupees)	9.31	3.20

(b) Details of employee benefits

1. The company has recognised, in the statement of profit and loss for current year, an amount of Rs 11,93,287(Previous year Rs 11,24,285) as expenses under the following defined contribution plan

Contribution to Provident Fund	11,93,287	11,24,285
Total	11,93,287	11,24,285

2. The Company has a defined gratuity plan. Every employee gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Company of India (LIC) in the form of a qualifying insurance policy.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans.

a) Net Employee benefit expense (recognised in Employee Cost)

Particulars	Gratuity (Funded)	Gratuity (Funded)
	March 31,2015	March 31,2014
Current Service cost	3,24,490	2,79,937
Interest Cost on benefit obligation	90,892	59,403
Expected return on plan assets	-	(25,917)
Actuarial loss / (gain) recognised in the year	(1,87,259)	3,23,126
Net benefit expense	2,28,123	6,36,549

Note: Actual return on plan assets Rs (1,87,259)/-

Balance Sheet

b) Details of Provision for gratuity

Particulars	Gratuity (Funded)	Gratuity (Funded)
	March 31,2015	March 31,2014
Present value of defined benefit obligation	(20,24,941)	(12,64,770)
Fair value of plan assets	18,05,867	3,18,888
Surplus/(deficit) of funds	(2,19,074)	(9,45,882)
Net asset/ (liability)	(2,19,074)	(9,45,882)

c) Changes in Present Value of the defined benefit obligation are as follows:

Particulars	Gratuity (Funded)	Gratuity (Funded)
	March 31,2015	March 31,2014
Defined benefit obligation at the beginning of the Period	12,64,770	7,20,040
Current Service cost	3,24,490	2,79,937
Interest Cost	1,18,635	59,403
Actuarial (gain) / loss on obligations	5,70,008	3,18,195
Benefits paid by employer	(2,52,962)	(1,12,805)
Defined benefit obligation at the end of the period	20,24,941	12,64,770

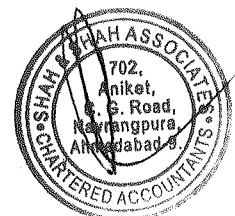
d) Changes in Fair Value of Plan Assets are as follows:

Particulars	Gratuity (Funded)	Gratuity (Funded)
	March 31,2015	March 31,2014
Opening fair value of plan assets	3,18,888	2,97,902
Expected return	27,743	25,917
Contribution by employer	7,01,970	-
Actuarial gains / (losses)	7,57,267	(4,931)
Closing fair value of plan assets	18,05,868	3,18,888

Note:

1. The present value of the plan assets represents the balance available with the LIC as at the end of the period. The total value of Plan Assets amounting to Rs 18,05,868/- is as certified by the LIC.

2. The Company's expected contribution to the fund in the next financial year is RS 5,10,205/-



MPSEZ UTILITIES PRIVATE LIMITED**Notes to Financial Statements for the year ended March 31, 2015**

e) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Benefit Contribution to	2014-15 %	2013-14 %
Investments with insurers	100%	100%

The overall expected rate of return on assets is determined based on the market price prevailing on that date, applicable to the period over which the obligation has to be settled.

f) The principle assumptions used in determining Gratuity obligations are as follows:

Particulars	Gratuity (Funded) 31-Mar-15	Gratuity (Funded) 31-Mar-14
Discount rate	8.70%	8.25%
Expected rate of return on plan assets	9.38%	8.70%
Rate of Escalation in Salary (per annum)	8.50%	8.50%
Mortality	Indian Assured Lives (2006-08)	LIC 1994-96 (Ultimate)
Attrition rate	10% for 4 years and below 1% thereafter	10% for 4 years and below 1% thereafter

The estimates of future salary increases considered in actuarial valuation and take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

g) Amounts for the current period is as follows:

Gratuity	March 31,2015	March 31,2014
Defined benefit obligation	(20,24,941)	(12,64,770)
Plan Assets	18,05,867	3,18,888
Surplus / (deficit)	(2,19,074)	(9,45,882)
Interest Cost	1,18,635	59,403
Experience loss (gain) on plan liabilities	1,55,199	3,18,195
Experience loss (gain) on plan assets	(7,57,267)	4,931



(c) Related Party Disclosures

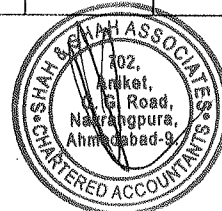
The Management has identified the following entities and individuals as related parties of the Company for the year ended March 31, 2015 for the purposes of reporting as per AS 18 – Related Party Transactions, which are as under:

Criteria	Name of the Company
Ultimate Holding Entity	Adani Enterprises Ltd. [Holding Company of APSEZL]
Holding Company	Adani Ports and Special Economic Zone Limited
Fellow Subsidiary (APSEZL) (Companies with whom transaction has been made during the year)	(1)Mundra SEZ Textile and Apparel Park Private Limited.
	(2)Adani Hazira Pvt Ltd
	(3)Adani Hospital Mundra Pvt Ltd
	(4)Adani Petronet Dahej Port Pvt Ltd
	(5)Adani Wilmar Ltd
Fellow Subsidiary (AEL)(Companies with whom transaction has been made during the year)	Adani Power Ltd
Key Management Personal	Mr. B. Ravi (Director)
	Capt. Unmesh Abhyankar (Director)
	Mr. Manoj Chanduka (Chief Financial Officer)
	Mr. Amit Uplenchwar (Director)
	Mr. Mehul Rupera (Manager)

Remuneration Paid to Manager	Amount in rupees
2014.-15	23,92,140
2013-14	(20,27,220)

Aggregate of transactions for the year ended with these parties have been given below.

Particulars	Amount in rupees							
	Adani Enterprise Ltd	Adani Port and SEZ Ltd	Mundra SEZ Textile and Apparel Park	Adani Power Ltd	Adani Hazira Port Pvt Ltd	Adani Hospitals Mundra Private Ltd	Adani Petronet(Dahej) Port Private Ltd	Adani Wilmar Ltd
(A) Volume of Transactions								
Sale of Power								
2014.-15	-	70,33,66,893	6,07,151	2,55,63,192	-	9,04,479	-	-
2013-14	-	52,79,19,001	8,18,577	-	-	-	-	-
Purchase of Capital Goods (Capital work in Progress)								
2014.-15	-	3,03,594	-	-	-	-	-	-
2013-14	-	6,76,757	-	-	-	-	-	-
Security Deposit Received								
2014.-15	-	-	-	-	-	-	-	-
2013-14	-	1,33,088	-	4,50,000	-	-	-	-
Service Line Contribution Received								
2014.-15	-	36,30,353	-	-	-	-	-	-
2013-14	-	25,75,177	-	2,16,624	-	-	-	-
Connection Form & Misc Income								
2014.-15	-	15,87,115	1,06,204	-	-	9,633	-	-
2013-14	-	1,64,908	50,208	25,000	-	-	-	-
Service Avalied								
2014.-15	11,92,810	-	-	80,250	-	54,519	-	-
2013-14	-	-	-	-	-	-	-	-
Service Rendered								
2014.-15	-	-	-	-	25,000	-	25,000	1,00,000
2013-14	-	-	-	-	-	-	-	-
Reimbursement of Expenses								
2014.-15	-	32,04,393	-	-	-	-	-	-
2013-14	-	37,07,468	-	-	-	-	-	-
Infrastructure Usage Charges								
2014.-15	-	2,02,86,760	-	-	-	-	-	-
2013-14	-	2,05,80,509	-	-	-	-	-	-
Lease Rent								
2014.-15	-	12,75,000	2,16,880	-	-	-	-	-
2013-14	-	11,86,456	1,38,681	-	-	-	-	-
Loan Taken during the year								
2014.-15	-	19,70,00,000	-	-	-	-	-	-
2013-14	-	21,57,50,000	-	-	-	-	-	-
Loan repaid during the year								
2014.-15	-	19,57,00,000	-	-	-	-	-	-
2013-14	-	21,57,50,000	-	-	-	-	-	-
Purchase of Power								
2014.-15	-	-	-	89,48,06,704	-	-	-	-
2013-14	-	-	-	71,59,96,742	-	-	-	-
(B) Balance at the end of the year								
Dues Receivable (including unbill)								
2014.-15	-	5,90,26,063	59,076	19,29,936	-	-	-	-
2013-14	-	5,00,79,764	-	-	-	-	-	-
Dues Payable								
2014.-15	-	13,22,129	1,69,830	7,38,84,599	-	49,068	-	-
2013-14	-	5,50,13,656	1,43,633	6,54,57,880	-	-	-	-



MPSEZ UTILITIES PRIVATE LIMITED**Notes to Financial Statements for the year ended March 31, 2015**

- (d) The company is engaged in the business of distribution of power. Quantitative information in respect of purchase and sale of power are as under.

Sr. No.	Particulars	2014-15 (Unit in Mus)	2013-14 (Unit in Mus)
ia)	Unit Purchased	199.39	173.92
ib)	Unscheduled interchange (UI) Purchased	2.09	2.90
i	Net Units Purchased (Inclusive of UI)	201.48	176.82
ii)	Unit Sold	193.30	169.64
iii)	Transmission & Distribution Losses	8.18	7.18
iv)	Transmission & Distribution Losses (%)	4.10%	4.13%

(e) Capital Commitments

Particulars	As at March 31, 2015	As at March 31, 2014
Estimated amount of contracts (Net of advances) remaining to be executed on capital account and not provided for	79,92,396	64,34,806

- (f) (i) Based on the future projections of profitability as well as deduction available under section 80IA of Income Tax Act, 1961, in the opinion of the management of the company, there does not exist virtual certainty that the company will have to pay taxes as per the normal rates within the specified period in section 115JAA of Income Tax Act, 1961. Therefore, in accordance with "Guidance Note on accounting for credit available in respect of minimum alternate tax under Income Tax Act, 1961" issued by Institute of Chartered Accountants of India, MAT credit receivable by the company for the financial year ended on 31st March, 2015 has not been recognised as an asset.
- (ii) In the situation where the Company is entitled to a tax holiday under the Income tax Act, 1961, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

g Details of Income & Expenses for the Common Effluent Treatment (CETP) Service rendered during the year are as under

Particular	For the year March 31, 2015	For the year March 31, 2014
	Amt. Rs.	Amt. Rs.
Income	53,54,413	48,33,521
Expenditure		
Employee benefits expenses	9,15,866	7,47,663
Electricity Expense	5,70,289	6,38,471
Other Expense	18,17,484	8,41,257
Total Expenditure	33,03,639	22,27,391

As per our report attached
For SHAH & SHAH ASSOCIATES
Chartered Accountants
Firm Reg. No.113742W

BHARAT A. SHAH
Partner
Membership No. 30167



For and on behalf of the Board of Directors

B.Ravi
Director
DIN : 00160891

Manoj Chanduka
Chief Financial Officer

Capt. Unmesh Abhyankar
Director
DIN : 03040812

Paresh Patel
Company Secretary



Place : Ahmedabad

Date : 25 APR 2015

Place : Ahmedabad

Date : 25 APR 2015