

FORM A

- 1 Name of Company : Karma Energy Limited
- 2 Annual Financial Statements for the year ended : 31st March 2014
- 3 Type of Audit Observation : Unqualified / Matter-of-Emphasis
- 4 Frequency of Observation : Whether appeared first time / repetitive / since how long period

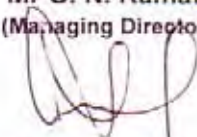
Not Applicable

- 5 To be signed by
CEO / Managing Director :



Mr G. N. Kamath
(Managing Director)

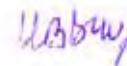
CFO :



Mr. T. V. Subramanian

Auditors of the Company :

- 1) U B Sura & Co.,
Chartered Accountants
FR No 110820W



U. B. Sura
(Proprietor)
Membership No: 32026



- 2) Shyam C. Agrawal & Co.,
Chartered Accountants
FR No 110243W



Shyam C. Agrawal
(Proprietor)
Membership No: 31774



Audit Committee Chairman :



Mr. V. P. Kamath



**7th Annual Report
2013-2014**

ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

Shri Dharmendra G. Siraj	-	Chairman
Shri Chetan D. Mehra		
Shri Neelkamal V. Siraj		
Shri Upkar Singh Kohli		
Shri Vinesh N. Davda		
Shri Kishore N. Vussonji		
Shri Vishnu P. Kamath		
Shri Ganesh N. Kamath	-	Managing Director
Shri T V Subramanian	-	CFO and Company Secretary

BANKERS

Axis Bank Ltd
State Bank of India
Uco Bank

AUDITORS

M/s U.B.Sura & Co.
M/s Shyam C. Agrawal & Co.

REGISTERED OFFICE

Empire House, 214, Dr. D.N. Road,
Ent. A.K.Nayak Marg, Fort
Mumbai - 400 001.
Tel Nos. 22071501-06, Fax : 22071514
Email investorshelpdesk@weizmann.co.in
Website : www.karmaenergy.co
(CIN : L31101MH2007PLC168823)

WIND POWER PLANTS

Anantpur	-	Andhra Pradesh
Satara	-	Maharashtra
Coimbatore	-	Tamil Nadu
Tirunelveli	-	Tamilnadu
Theni	-	Tamil Nadu

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7th ANNUAL GENERAL MEETING OF KARMA ENERGY LTD

on
Thursday, 11th September, 2014 at 3.00 p.m.
or soon after the conclusion of the
Annual General Meeting of Weizmann Forex Ltd.
whichever is later at

Babasaheb Dahanukar Hall
Maharashtra Chamber of Commerce
Oricon House, 6th Floor,
Maharashtra Chamber of Commerce Path,
Kaala Ghoda, Fort, Mumbai - 400 001.

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.,
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (E), Mumbai - 400 071.
Tel. No.: 40430200 Fax No.: 28475207
Email : investor@bigshareonline.com

As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting
Shareholders are requested to kindly bring their copies to the Meeting

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the Members of KARMA ENERGY LIMITED will be held on Thursday, 11th September 2014 at 3.00 p.m or soon after the conclusion of the Annual General Meeting of Weizmann Forex Ltd whichever is later at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, 6th Floor, Oricon House, Kaala Ghoda, Mumbai – 400 001 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2014 inclusive of Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Chetan D. Mehra (DIN:00022021), who retires by rotation and, being eligible, offers himself for re- appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, Messrs U B. Sura & Co, Chartered Accountants ((ICAI Registration No. 110620W) and Messrs Shyam C Agrawal & Co, Chartered Accountants (ICAI Registration No. 110243W) be and are hereby appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2017 (subject to the ratification of the appointment by the members at every AGM held after this AGM), on such remuneration as may be mutually decided by the Board of Directors / Audit Committee of the Company and the Statutory Auditors”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vishnu P. Kamath (DIN:00025682), Director of the Company who was appointed Director under the Companies Act, 1956 and whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term until the end of the Annual General Meeting of 2019 and whose period of office shall not be liable to determination by retirement by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vinesh N. Davda (DIN:0050175), Director of the Company who was appointed Director under the Companies Act, 1956 and whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term until the end of the Annual General Meeting of 2019 and whose period of office shall not be liable to determination by retirement by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Kishore M. Vussonji (DIN:00444408), Director of the Company who was appointed Director under the Companies Act, 1956 and whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term until the end of the Annual General Meeting of 2019 and whose period of office shall not be liable to determination by retirement by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Upkarsingh A. Kohli (DIN:02528045), Director of the Company who was appointed Director under the Companies Act, 1956 and whose period of office is liable to determination by retirement of Directors by rotation and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term until the end of the Annual General Meeting of 2019 and whose period of office shall not be liable to determination by retirement by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force, read with Schedule V to the Companies Act, 2013 (corresponding to sections 198, 269, 209 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company be and is

hereby accorded to the re-appointment of Shri Ganesh N. Kamath (DIN:00040805), who was re-appointed as Managing Director by the Board of Directors with effect from 1st December, 2013 under the Articles of Association of the Company for a term of 1 year effective from 1st December, 2013, on the terms and conditions of appointment and remuneration as contained in the agreement entered into between the Company and Shri Ganesh N. Kamath and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956) as may be agreed to by the Board of Directors and Shri Kamath."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 3rd Annual General Meeting held on 30th September, 2010 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.500.00 Crores (Rupees Five hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

By Order of the Board

Place : Mumbai
Date : 27th May 2014

T. V. Subramanian
CFO & Company Secretary

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE Company. THE INSTRUMENT APPOINTING THE PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE Company NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE ANNUAL GENERAL MEETING.
2. The Register of Members and Share Transfer Books of the Company will be closed from September 08, 2014 to September 11, 2014 (both days inclusive) for the purpose of payment of dividend. In respect of shares held in electronic form, the dividend will be paid on the basis of ownership as per the details furnished by the Depositories for the purpose.
- 3) Dividend on equity shares will be payable to those members whose names appear on the Company's Register of Members on September 7, 2014.
- 4) Shareholders are requested to notify immediately any change in their address to the RTA of the Company quoting their Folio Number and if the shares are held in dematerialised form, this information should be sent to their respective Depository Participants.
- 5) Information on Directors recommended for appointment / re-appointment at the Annual General Meeting in terms of Clause 49 of the Listing Agreement forms integral part of the notice. The

Directors have furnished the requisite declarations for their appointment / re-appointment.

- 6) The Annual Report for 2014 can be accessed from Company's website www.karmaenergy.co by all the members. The members whose email IDs are registered with the Company/Depository Participant(s) as part of green initiative would be receiving email for e-voting from NSDL wherein link to Company's website for accessing Annual Report would be available. However such members, on their request for a hard copy of the Annual Report, would be provided at free of cost. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

7) Voting through electronic means

- i) In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide members the facility to exercise their right to vote at the 7th Annual General Meeting (AGM) by electronic means and the business may be transacted by e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under

A) In case of Members receiving e-mail from NSDL:

- i. Open e-mail and the attached PDF file titled "KELe-Voting.PDF" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your "User ID" and "Password for e-voting". For Members who have not registered their email ids: please refer to User ID and password printed on the Ballot Form.
- ii. Please note that the password is an initial password.
- iii. Open internet browser by typing the URL:
<https://www.evoting.nsd.com/>.
- iv. Click on "Shareholder" - "Login".
- v. Type in your User ID and password as initial password as mentioned in step (i) above and click Login.
- vi. Password Change Menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof.
- vii. Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.
- viii. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
- ix. Select "EVEN" of Karma Energy Limited for casting your vote.
- x. You are now ready for "e-voting" as "Cast Vote" page opens. The e-voting period commences on September 2, 2014 at 09:00 a.m and ends on September 4, 2014 at 18:00hrs.
- xi. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message, "Vote cast successfully" will be displayed. Once voted on the resolution, you will not be allowed to modify your vote.
- xii. Corporate and Institutional Members (other than Individuals, HUF, NRI, etc.) are also required to send a scanned copy (PDF format) of the relevant Board Resolution/Authority Letter, etc., together with an attested specimen signature of the authorised signatory(ies) duly attested, to the Scrutinizer through email at mferraocs@gmail.com with a copy marked to NSDL's email ID evoting@nsdl.co.in.
- xiii. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 18th July, 2014 ("Cut off Date")

(B) In case of Members receiving Physical Copy of the Notice of the AGM (for members whose email IDs are not registered with the Company / Depository Participants or requesting Physical copy):

- i. Initial password is provided in the Ballot Form.
 - ii. Please follow all the steps from Sl. No. (iii) to (xii) in 7(I)(A) above, to cast vote.
 - II) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or contact NSDL at 022-2499 4600.
 - III) In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
 - IV) Members who have registered their e-mail ID are being sent Notice of Ballot by e-mail and others are being sent by courier along with Ballot Form.
 - V) Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case a Member has voted both through physical as well as E-voting, then voting done through valid Physical Ballot shall prevail and voting done by E-voting will be treated as invalid.
 - VI) The Board of Directors of the Company has appointed Shri Martinho Ferrao, Practicing Company Secretary as Scrutinizer for conducting the entire Ballot process in a fair and transparent manner. Shri Martinho Ferrao has conveyed to the Company his willingness to act as Scrutinizer.
 - VII) For the purpose of voting through Physical Ballot, you are requested to carefully read the instructions printed on the back of the Ballot Form and return the Form duly completed (no other Form or photo copy is permitted) so as to reach the Scrutinizer at the Company's Registered Office, on or before 6.00 p.m. on September 4, 2014. The Ballot Forms received by the Scrutinizer thereafter shall be treated as if no reply from the Member has been received.
 - VIII). In cases where the Ballot Form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote should accompany the Ballot Form.
 - IX) Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. 18th July, 2014.
 - X) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to any other Director duly authorized by the Chairman in this behalf, after completion of scrutiny of the Postal Ballot..
 - XI) The results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.karmaenergy.co and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 6.00 p.m) on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.

Explanatory Statement

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

The following explanatory statement sets out all the material facts relating to the Special Business under item No. 5, 6, 7, 8, 9 & 10 of the accompanying notice dated 27th May, 2014.

In respect of item No.5

The members of the Company at the Annual General Meeting held on 30th September, 2011 appointed Shri Vishnu P. Kamath as Director of the Company. As per categorization of the directors Shri Vishnu P. Kamath is a Non-Executive Independent Director on the board of the Company. As per section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, an independent director should not be considered for total number of directors who have to retire by rotation and the tenure of such independent directors could be a maximum of 5 years consecutively and further can be re-appointed for another consecutive period of 5 years if approved by the members by special resolution.

Since Shri Vishnu P. Kamath was appointed as a director as per the old Companies Act, 1956, in order to ensure the appointment of Shri Vishnu P. Kamath as director is in accordance with the provisions of the new Companies Act, 2013, his re-appointment as an independent director for a tenure of 5 years with his office being not liable to retire by rotation is recommended to the members for approval.

Shri Vishnu P. Kamath has over 50 years of vast experience in banking and finance. Shri Kamath is the Chairman of the Audit Committee and member of the Stakeholders Grievance Committee.

Shri Vishnu P. Kamath retired as General Manager IFCI. He is a Commerce graduate and CAIIB. Apart from his experience in the field of banking and finance he has been actively associated with various corporates over two decades. Shri Kamath is a Director in Avinaya Resources Ltd, Batot Hydro Power Ltd, Bharati Shipyard Ltd, Dhanshree Properties Pvt. Ltd, Greenweiz Projects Ltd, Joiner Hydro Power Projects Ltd, Natural Power Ventures Pvt. Ltd, Nirupam Energy Projects Pvt Ltd, Pinky Shipyard Pvt. Ltd, Ram Krishna Iron Works Pvt. Ltd, Supportive Insurance Brokers Ltd, Tapi Energy Projects Ltd, Weizmann Ltd and Weizmann Forex Ltd. Shri Kamath is also a member of the Audit committee of Bharati Shipyard Ltd, Batot Hydro Power Ltd, Weizmann Ltd and Weizmann Forex Ltd and also Chairman / Member of the Stakeholders grievance committee of Bharati Shipyard Ltd, Weizmann Ltd and Weizmann Forex Ltd

Shri Vishnu P. Kamath does not hold any shares in the Company.

Your Company has received self declaration from Shri Kamath stating that he fulfills the criteria for being an independent director in accordance with Section 149(7) of the Companies Act, 2013 and the Board has also arrived at an opinion that Shri Vishnu P. Kamath fulfills the conditions specified in Companies Act, 2013 and Rules made thereunder along with Clause 49 of the Listing Agreement entered into with the stock exchanges for being appointed as an Independent Director and therefore recommend the re-appointment of Shri Vishnu P. Kamath as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vishnu P. Kamath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vishnu P. Kamath as an Independent Director, for approval by the shareholders of the Company. A Notice has been received from a member proposing Shri Vishnu P. Kamath as a Candidate for the office of Director of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement.

None of the Directors, Key Management Personnel and relatives thereof other than Shri Vishnu P. Kamath is concerned or interested in the Resolution set out at item No.5 of the notice.

In respect of item No.6

The members of the Company at the Annual General Meeting held on 30th September, 2011 appointed Shri Vinesh N. Davda as Director of the Company. As per categorization of the directors Shri Vinesh N. Davda is an Non-Executive Independent Director on the board of the Company. As per section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, an independent director should not be considered for total number of directors who have to retire by rotation and the tenure of such independent directors could be a maximum of 5 years consecutively and further can be re-appointed for another consecutive period of 5 years if approved by the members by special resolution.

Since Shri Vinesh N. Davda was appointed as a director as per the old Companies Act, 1956, in order to ensure the appointment of Shri Vinesh N. Davda as director is in accordance with the provisions of the new Companies Act, 2013, his re-appointment as an independent director for a tenure of 5 years with his office being not liable to retire by rotation is recommended to the members for approval.

Shri Vinesh Davda is a Commerce Graduate. Apart from his experience in the field of Data Management and warehousing he has been actively associated with various corporates over two decades. Shri Davda is a Director in Batot Hydro Power Ltd, GOL Offshore Ltd, Navbharat Potteries Pvt. Ltd, Navbharat Estate Development Pvt. Ltd, Navbharat Archive Xpress Pvt. Ltd, Navbharat Land Development Projects Pvt. Ltd, Purvaja Projects Ltd, Weizmann Ltd, Weizmann Corporate Services Ltd. Shri Davda is also a member of the Audit committee and Stakeholder grievance committee of GOL Offshore Ltd and Weizmann Ltd.

Shri Davda holds 207366 Equity shares in the Company.

Your Company has received self declaration from Shri Davda stating that he fulfills the criteria for being a independent director in accordance with Section 149(7) of the Companies Act, 2013 and the Board has also arrived at an opinion that Shri Vinesh N. Davda fulfills the conditions specified in Companies Act, 2013 and Rules made thereunder along with Clause 49 of the Listing Agreement entered into with the stock exchanges for being appointed as an Independent Director and therefore recommend the re-appointment of Shri Vinesh N. Davda as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vinesh N. Davda as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Vinesh N. Davda as an Independent Director, for approval by the shareholders of the Company. A Notice has been received from a member proposing Shri Vinesh N. Davda as a Candidate for the office of Director of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement.

None of the Directors, Key Management Personnel and relatives thereof other than Shri Vinesh N. Davda is concerned or interested in the Resolution set out at item No.6 of the notice.

In respect of item No. 7

The members of the Company at the Annual General Meeting held on 30th September, 2011 appointed Shri Kishore M. Vussonji as Director of the Company. As per categorization of the directors Shri Kishore M. Vussonji is an Non-Executive Independent Director on the board of the Company. As per section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, an independent director should not be considered for total number of directors who have to retire by rotation and the tenure of such independent directors could be a maximum of 5 years consecutively and further can be re-appointed for another consecutive period of 5 years if approved by the members by special resolution.

Since Shri Kishore M. Vussonji was appointed as a director as per the old Companies Act, 1956, in order to ensure the appointment of Shri Kishore M. Vussonji as director is in accordance with the provisions of the new Companies Act, 2013, his re-appointment as an independent director for a tenure of 5 years with his office being not liable to retire by rotation is recommended to the members for approval.

Shri Kishore M. Vussonji is a Graduate in Science and Law. He has over 40 years of experience in Law and specialist in Conveyance and Litigation. Shri Vussonji is a Director in Bhagwati Associates Pvt. Ltd, Comfund Consulting Ltd, Goldcrest Corporation Ltd, Krishna Ventures Ltd, Suntect Realty Ltd and Weizmann Forex Ltd.

Shri Vussonji does not hold any shares in the Company.

Your Company has received self declaration from Shri Vussonji stating that he fulfills the criteria for being a independent director in accordance with Section 149(7) of the Companies Act, 2013 and the Board has also arrived at an opinion that Shri Kishore M. Vussonji fulfills the conditions specified in Companies Act, 2013 and Rules made thereunder along with Clause 49 of the Listing Agreement entered into with the stock exchanges for being appointed as an Independent Director and therefore recommend the re-appointment of Shri Kishore M. Vussonji as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Kishore M. Vussonji as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Kishore M. Vussonji as an Independent Director, for approval by the shareholders of the Company. A Notice has been received from a member proposing Shri Kishore M. Vussonji as a Candidate for the office of Director of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement.

None of the Directors, Key Management Personnel and relatives thereof other than Shri Kishore M. Vussonji is concerned or interested in the Resolution set out at item No.7 of the notice.

In respect of item No. 8

The members of the Company at the Annual General Meeting held on 26th September, 2012 appointed Shri Upkarsingh Kohli as Director of the Company. As per categorization of the directors Shri Upkarsingh Kohli is an Non-Executive Independent Director on the board of the Company. As per section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, an independent director should not be considered for total number of directors who have to retire by rotation and the tenure of such independent directors could be a maximum of 5 years consecutively and further can be re-appointed for another

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consecutive period of 5 years if approved by the members by special resolution.

Since Shri Upkarsingh Kohli was appointed as a director as per the old Companies Act, 1956, in order to ensure the appointment of Shri Upkarsingh Kohli as director is in accordance with the provisions of the new Companies Act, 2013, his re-appointment as an independent director for a tenure of 5 years with his office being not liable to retire by rotation is recommended to the members for approval.

Shri Upkarsingh Kohli is a BE (Mech) and CAIIB. He has over 45 years of experience in the Banking industry. Shri Kohli UV Asset Reconstruction Co. Ltd and Weizmann Forex Ltd.

Shri Kohli does not hold any shares in the Company.

Your Company has received self declaration from Shri Kohli stating that he fulfills the criteria for being a independent director in accordance with Section 149(7) of the Companies Act, 2013 and the Board has also arrived at an opinion that Upkarsingh Kohli fulfills the conditions specified in Companies Act, 2013 and Rules made thereunder along with Clause 49 of the Listing Agreement entered into with the stock exchanges for being appointed as an Independent Director and therefore recommend the re-appointment of Shri Upkarsingh Kohli as an Independent Director.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Upkarsingh Kohli as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Upkarsingh Kohli as an Independent Director, for approval by the shareholders of the Company. A Notice has been received from a member proposing Shri Upkarsingh Kohli as a Candidate for the office of Director of the Company.

None of the Directors, Key Management Personnel and relatives thereof other than Shri Upkarsingh Kohli is concerned or interested in the Resolution set out at item No.8 of the notice.

In respect of item No. 9

The Board of Directors at their meeting held on November 13, 2013 re-appointed Shri Ganesh N. Kamath as Managing Director of the Company subject to necessary approvals with effect from 1st December, 2013 for a period of one year. Shri Ganesh Kamath is a BE (Mech) from IIT, Mumbai.

The appointment of Shri Ganesh Kamath is appropriate and in the best interest of the Company.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Shri Ganesh N. Kamath as the Managing Director and the remuneration payable to him.

The material terms of appointment and remuneration as contained in the Agreement are given below :

Period of Agreement : One year from 1st December 2013
Remuneration payable :

a)	Salary	: Rs.14,28,000/- p.a
b)	Lease Accommodation Rent	: Rs.3,60,000/- p.a
c)	Medical Reimbursement	: Rs.24,000/- p.a
d)	Leave travel assistance	: Rs.36,000/- p.a
e)	Provident Fund	: 12 % of Basic salary i.e Rs.1,71,360/- p.a
i)	Personal Accident Insurance	: As per rules of the Company
ii)	Medical Insurance	: As per rules of the Company
iii)	Gratuity	: Half month's basic salary for each completed year of service.
iv)	Leave encashment	: At the end of the tenure and computation based on basic salary and the same shall not be considered in computing ceiling on perquisites.
v)	Leave	: As per the applicable rules of the Company.
vi)	Company's Car with Driver	: Permitted for the business of the Company.
vii)	Telephone facility	: Free Telephone at residence, personal long distance calls to be billed at actuals.

If during the currency of the Managing Director, the Company has no profits or its profits are inadequate in any financial year, the Managing Director shall be entitled to remuneration by way of salary and perquisites not exceeding the limits specified above.

The other terms and conditions of the said agreement are such as are customarily contained in agreement of similar nature.

None of the Directors of the Company except Shri Ganesh N. Kamath is concerned in the said resolution.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item No.9 of the accompanying notice for the approval of the members.

In respect of item No.10

The members of the Company at their 3rd Annual General Meeting held on 30th September, 2010 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowing over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.500.00 crores.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 required that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a Special Resolution.

It is, therefore necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 10 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of the members is being sought to borrow money upto Rs.500.00 crores (Rupees Five hundred crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No.10.

By Order of the Board

Place : Mumbai
Date : 27th May 2014

T. V. Subramanian
CFO & Company Secretary

DIRECTORS' REPORT

TO THE MEMBERS OF KARMA ENERGY LIMITED

The Directors are pleased to present this Seventh Annual Report and the Audited Statement of Accounts for the year ended March 31, 2014.

1. FINANCIAL RESULTS

(Rs. in lakh)

Particulars	2013-2014	2012-2013
Total Income including exceptional items	3136.36	3182.95
Profit Before Depreciation	1023.15	1157.53
Less : Depreciation	774.47	781.93
Profit Before Tax	248.68	375.60
Less : Income Tax	340.45	311.00
Less : Deferred Tax	(244.54)	(181.27)
Profit After Tax	152.77	245.87
Add : Balance brought forward from previous year	290.21	111.53
Balance Available for appropriation	442.98	357.40
Director's Recommendation for Appropriation :		
Transfer to General Reserve	--	--
Proposed Dividend on Equity Shares @ 5% (2012- 2013: 5%)	57.85	57.82
Dividend Tax	9.83	9.38
Surplus Carried to Balance Sheet	375.30	290.21

The consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 prescribed under Companies (Accounting Standards) Rules form part of the Annual Report and Accounts.

2. DIVIDEND

Your Directors have recommended a dividend at 5% (Re.0.50 per share) on equity shares (Previous year : 5 %). The dividend, together with the tax on distributed profit, will absorb a sum of Rs.67.68 Lakh and will be paid to those shareholders whose names stand registered in the Register of members of the Company as on the book closure date.

3. PERFORMANCE

During the year the Total Income of the Company was Rs.3136.36 Lakh as compared to Rs.3182.95 Lakh in the previous year. The Profit before depreciation achieved was Rs.1023.15 Lakh (Previous year - Rs. 1157.53 Lakh). The Profit after Tax registered was Rs.152.77 Lakh (Previous year Rs. 245.87 Lakh).

Generation from all its wind power plants in different states have been higher than the previous year except in Theni District and Tirunelveli District in Tamil Nadu wherein the State Utility have been shutting off the grid on account of state wide imbalance in the grid which has been compounded by Southern grid yet to be integrated in to the National grid.

The value of realization of power generation has also been good except in Andhra Pradesh where the company has a 7.5 MW, wherein on a tariff revision petition filed by State Distribution Licensee APCPDCL, the Hon'ble State Regulatory Commission APERC had issued an interim order fixing that tariff at Rs.1.69 per unit against the normal tariff of Rs.3.37 per unit. The company has made their submissions before APERC and the order has been reserved.

The removal of accelerated depreciation for wind mills coupled with suspension of generation based incentives had a dampening

effect in new investments in wind energy sector. The Central Government in Budget 2013-14 has reintroduced "generation based incentive" for wind energy projects and has since notified the procedural guidelines. It has also been clarified that General Based Incentives (GBI) can be claimed irrespective of the rate of depreciation applied on the wind mills. However entities choosing GBI will have reduced tariff rate.

4. SUBSIDIARY COMPANIES

Your company has 8 subsidiary companies namely Almi Hydro-Electric Projects Ltd, Baledh Energy Projects Ltd, Batot Hydro Power Ltd, Brahmanvel Energy Ltd, Greenweiz Projects Ltd, Joiner Hydro Power Projects Ltd, Khandesh Energy Projects Ltd and Vajharpada Energy Ltd. All subsidiary companies are SPV's executing power projects which are in different stages of development except Greenweiz Projects Limited which is in the business of carrying out operation & maintenance of wind farms. Batot's 3.5 MW Project was re-commissioned in mid June 2013 after extensive repairs over a period of one year pursuant to unprecedented floods in August 2012 immediately after the Small Hydro Power Project was commissioned in mid June 2012.

The company recorded a Net Loss after tax of Rs.410.28 lakh against Rs.241.68 lakh loss in the previous year.

In accordance with the Circular No. 5/12/2007-CL-III dated 8th February, 2011 issued by the Ministry of Corporate Affairs, Government of India has granted general exemption from attaching the Balance Sheet, Statement of Profit and Loss Account and other documents of the subsidiary companies with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered office of the Company and that of the respective subsidiary companies. The Consolidated Financial statements presented by the company include the financial results of its subsidiary companies.

The statement pursuant to Section 212 of the Companies Act, 1956 containing the details of the Company's subsidiaries as at 31st March, 2014, is attached to the Annual Accounts.

5. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Shri Chetan D Mehra retires by rotation as director and, being eligible has offered himself for re-appointment.

The Managing Director of the company Mr. G N Kamath was re-appointed for a period of one year with effect from 1st December 2013 subject to approval of shareholders by special resolution and the ensuing Annual General Meeting. The confirmation of re-appointment of Mr. G N Kamath as Managing Director for a period of one year and above would be included in Notice to the ensuing AGM.

Further in terms of the Section 149 of the Companies Act, 2013 the Independent Directors can hold office for a consecutive term of five years and can be reappointed for another consecutive term of five years on passing a special resolution by the Company. The Independent Directors of the Company viz. Shri V P Kamath, Shri

Kishore M Vussonji, Shri Vinesh N Davda and Shri Upkar Singh Kohli were appointed by the members in earlier Annual General Meetings without specifically stipulating the tenure of such appointments as per the Companies Act, 1956. As per the Companies Act, 2013 the Independent Directors are not liable to retire by rotation. Therefore the Independent Directors of the Company viz. Shri Vishnu P Kamath, Shri Kishore M Vussonji, Shri Vinesh N Davda and Shri Upkar Singh Kohli are proposed to be appointed as Independent Directors for a tenure of five years in the ensuing Annual General Meeting.

6. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm:

- i) that in the preparation of the annual accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities; and
- iv) that the Directors have prepared the annual accounts on a going concern basis.

7. PARTICULARS OF THE EMPLOYEES

In terms of the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are set out in the Annexure to the Directors' Report. Having regard to the provisions of Section 219(1)(b)(iv) of the said Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

8. DISCLOSURE OF PARTICULARS

Pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies Disclosure of particulars in the report of the Board of Directors) Rules, 1988 has to Report on the matters covered by this section.

As the Company is in the field of Wind Farm development and not manufacturing, the relevant provisions relating to conservation of technology absorption are not applicable. However as the Company is in the field of wind farm development and promoting green energy, it is directly contributing to reducing dependency on fossil fuel and thus conserving the fossil fuel.

The earnings and outgo in foreign exchange was Rs.127.84 lakh and NIL respectively during the year.

9. FIXED DEPOSITS

Your Company has not accepted any Fixed Deposits within the meaning of Section 58A of the Companies Act, 1956.

10. AUDITORS

Messrs. U.B. Sura & Co. Chartered Accountants and Messrs. Shyam C. Agrawal & Co., Chartered Accountants, Statutory Auditors of the Company retire as Auditors at the forthcoming Annual General Meeting and have given their consent for re-appointment. The members will be required to appoint Auditors for the current year and fix their remuneration.

As required under the provisions of Section 224 of the Companies Act, 1956, the Company has obtained a written confirmation from the above Auditors proposed to be re-appointed to the effect that their re-appointment, if made at the ensuing Annual General Meeting will be within the limits specified in Section 224(1B) of the Companies Act, 1956.

11. COST AUDIT

As per Order of the Ministry of Corporate Affairs, dated 2nd May 2011, and pursuant to Section 233 B of the Companies Act, 1956, Company is required to get Cost records audited by a practicing Cost Accountant under Cost Accounting records (Electricity Industry) Rules, 2011. For Financial Year 2013-14 the company had appointed Mr. S C Mawalankar, a Practicing Cost Accountant as Cost Auditor. For Financial year 2014-15, Rules under Companies Act, 2013 is awaited in the matter of Companies required to get their Cost Accounting Records audited.

12. AUDITORS' REPORT

The observations of the Auditors in their report, read with notes annexed to the accounts, are self-explanatory.

13. CORPORATE GOVERNANCE

Your Company has complied with Corporate Governance requirement as per the Clause 49 of the Listing Agreement. A report on Corporate Governance forms part of this report. A certificate from the Statutory Auditors of the Company confirming compliance of the Corporate Governance is appended to the Report on Corporate Governance.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the Listing Agreement with the Stock Exchanges is annexed forming part of this report.

15. ACKNOWLEDGEMENT

Your Directors express their grateful appreciation for the assistance and co-operation received from Government Authorities, Bankers, Lending Institutions, Suppliers and Customers during the year under review. Your Directors place on record their appreciation for the committed services of the executives and staff of the Company.

For and on behalf of the Board

Place : Mumbai
Date : 27th May, 2014

Dharmendra G. Siraj
Chairman

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance Code

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders. Your Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company has established systems and procedures to ensure that its Board of Directors are well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz. integrity, equity, transparency, fairness, disclosure, accountability and commitment to values. Your Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the company forward.

2. Board of Directors

I Composition and size of the Board

The Company is being managed by the Managing Director under the supervision of the Board of Directors ('the Board'). The Current strength of the Board is Eight. Since the Company has a Non Executive Chairman who is part of the promoter group of the company, the Board meets the stipulated requirement of at least one-half of the Board comprising of Independent Directors.

The composition of and the category of directors on the Board of the Company as at March 31, 2014 were as under.

Category	Particulars of the Directors
Non Executive – Non Independent	Shri Dharmendra G. Siraj - Chairman Shri Chetan D. Mehra Shri Neelkamal V. Siraj
Non Executive - Independent	Shri Vishnu P. Kamath Shri Upkarsingh Kohli Shri Kishore N. Vussonji Shri Vinesh N. Davda
Executive	Shri Ganesh N. Kamath – Managing Director

All the Directors other than Independent Directors are liable to retire by rotation.

II Conduct of Board Proceedings

The day to day activities of the Company are conducted by the executives of the Company under the direction of the Managing Director and the overall supervision of the Board. During the financial year 2013-2014 the Board held four meetings on May 30, 2013, August 12, 2013, November 13, 2013 and February 12, 2014

The Board periodically reviews compliance report of all laws applicable to the Company and take steps to rectify deviations, if any. The Board also reviews and discusses the performance of the company, its future plans, strategies and other pertinent issues relating to the Company

III Attendance of Directors

Attendance of Directors at the Board Meetings held during 2013-2014 and the last AGM held on July 29, 2013.

Directors	Meetings held during the tenure of Directors	Meetings Attended	Attendance at last AGM	No. of other Directorship held #	No. of other Committee Memberships held
Shri D G Siraj	4	3	Yes	14	4
Shri C D Mehra	4	4	Yes	11	-
Shri N V Siraj	4	4	Yes	6	-
Shri V P Kamath	4	4	Yes	9	8
Shri G N Kamath	4	4	Yes	13	-
Shri U S Kohli	4	1	No	2	-
Shri K N Vussonji	4	2	Yes	5	2
Shri V N Davda	4	4	Yes	5	4

A sitting fee of Rs.2000/- per meeting is paid to Directors (except Managing Director) for attending the Board Meeting.

(excluding private limited, foreign and section 25 Companies.)

Shri Dharmendra G. Siraj is related to Shri Chetan Mehra.

None of the Directors hold directorship in more than 15 public limited companies.

No director holds membership of more than 10 committees of board nor is any director chairman of more than 5 committees of board.

Pursuant to section 165 of the Companies Act, 2013, the maximum number of directorships in companies that could be held by an individual shall be not more than 20 companies out of which maximum number of directorships in public limited companies shall not exceed 10.

Few directors of the company are exceeding the maximum limit stipulated under Companies Act, 2013 and the said directors are in the process of deciding the companies from which they would relinquish their directorship. The compliance with respect to number of directorships an individual can hold as per Companies Act, 2013 is in the process by the said directors as well as the company and expected to be completed by end of 2014.

Details of Shareholding of Non-Executive Directors

Sr. No.	Name of Directors	No. of shares held as on 31 st March, 2014
1.	Shri Dharmendra G. Siraj	6,37,408
2.	Shri Chetan D. Mehra	14,64,011
3.	Shri Neelkamal V. Siraj	Nil
4.	Shri Vishnu P. Kamath	Nil
5.	Shri Kishore M. Vussonji	Nil
6.	Shri Upkar Singh Kohli	Nil
7	Shri Vinesh N. Davda	2,07,366

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3. Audit Committee

The Audit Committee inter alia, provides assurance to the Board on the adequacy of the internal control systems, financial disclosures and ensures that generally accepted accounting principles are observed by the Company. It also provides guidance and liaison with the Cost Auditor and the Statutory Auditors of the Company. The terms of reference of the Audit Committee are in conformity with the requirements of Clause 49 of the Listing Agreement read in conjunction with Section 292A of the Companies Act, 1956. The Audit Committee presently comprises of Shri Vishnu P. Kamath as the Chairman, Shri Dharmendra G. Siraj and Shri Vinesh N. Davda as members of the Committee. The Managing Director and Auditors are invited to attend the meetings of the Audit Committee. The Audit committee discharges such duties and functions indicated in Clause 49 of the Listing Agreement with the stock exchanges and also such other functions as may be specifically delegated to it by the Board from time to time. The Audit Committee held its meeting on May 30, 2013, August 12, 2013, November 13, 2013 and February 12, 2014.

The Company Secretary acts as Secretary to the Committee.

The composition of the Audit Committee and the attendance of the Members in the meetings are as under :

Name	Category	Number of Meetings during the year 2013-14	
		Held	Attended
Shri V. P. Kamath	Non-Executive Independent	4	4
Shri D G. Siraj	Non-Executive	4	3
Shri V. N. Davda	Non-Executive Independent	4	4

4. Remuneration Committee

The Company has one Executive Director on the Board, whose appointment and remuneration is fixed by the Board of Directors and in terms of the resolution passed by the members.

In view of above, the Company does not have a Remuneration Committee. The Board of Directors determines the remuneration of the Executive Director. During the year, the Company paid sitting fees of Rs.2,000/- per meeting to the Non-Executive Directors for attending meetings of the Board of Directors

No significant / material transactions have been made with the Non-Executive Directors vis-à-vis the Company.

The details of remuneration paid to Managing Director from 1st April, 2013 to 31st March, 2014 is given below

Name of the Managing Director	Salary (Rs. in Lacs)	Commission	Perquisites and Allowances (Rs. in Lacs)	Retiral Benefits * (Rs. in Lacs)
Ganesh N. Kamath	12.76	-	4.56	1.53

Notes : The agreement with Managing Director is for a period of 1 year from 1st December, 2013.

* Exclusive of provision for leave encashment and contribution to the approved group gratuity fund, which are actuarially determined on an overall basis.

5. Stakeholders / Investors' Grievance Committee

The Company has constituted Investors Grievance Committee in accordance with the requirements of Clause 49 of the Listing Agreement. The Shareholders / Investors Grievance Committee comprise of Shri Dharmendra G. Siraj as the Chairman, Shri V P. Kamath and Shri Vinesh N. Davda as members of the Committee. The said Committee looks into redressing investors' complaints pertaining to transfer/ transmission of shares, non- receipt of dividend/ annual report of the Company. The Committee met twice during the financial year on 13th November, 2013 and 12th February, 2014 respectively. Shri T. V. Surbramanian, Company Secretary acts as the Company's Compliance Officer.

The composition of the investors grievance committee and the

details of the meetings attended by its members are given below :

Name	Category	Number of Meetings during the year 2013-14	
		Held	Attended
Shri V. P. Kamath	Non-Executive Independent	2	2
Shri D G. Siraj	Non-Executive	2	2
Shri V. N. Davda	Non-Executive Independent	2	2

There were no complaints received from the shareholders during the financial year ended 31st March, 2014.

6. General Body Meetings

Details of the last three Annual General Meetings (AGMs)

Date & Year	Time	Location where AGM held in the last 3years.
29/07/2013; 2012-2013	2.00 p.m	Maharashtra Chamber of Commerce, Oricon House, 6 th Floor, Maharashtra Chamber of Commerce path, Kalaghoda, Mumbai – 400 001
26/09/2012; 2011-2012	2.30 p.m	Textile Committee Auditorium P. Balu Road, Off. Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025
30/09/2011; 2010-2011	3.30 p.m	M C Ghia Hall 4 th Floor, Hargovindas Bldg, 18/20, K. Dubash Marg, Kala Ghoda Mumbai – 400 001

Whether resolution was put through a Postal Ballot last year: No

7. Disclosures

Basis of Related party transactions

Related party transactions as required to be complied under Accounting Standard 18 (AS-18) are furnished under Note no 24 serial no.9 of the Notes to Accounts attached to the annual accounts for the financial year ended 31st March, 2014.

Non Compliance / Strictures / Penalties Imposed

There has neither been any non compliance of any legal provision nor any penalty, stricture imposed by the Stock Exchange or SEBI or any other authorities on any matters related to Capital Market during last three years.

Disclosure of Accounting treatment

Your Company has followed all relevant Accounting standards while preparing the Financial statements

Risk Management

Risk evaluation and management is an ongoing process within the organization. Your company has a risk management policy and it is periodically reviewed by the Board of Directors.

Shareholders

The Company has provided the details of Directors seeking appointment / re-appointment in the notice of Annual General Meeting provided with the Annual Report. Quarterly presentations on the Company results are available on the website of the Company www.karmaenergy.co

8. Code of Conduct

The Code of Conduct for the Directors and Senior Management of the Company has been laid down by the Board and the same is posted on the website of the Company www.karmaenergy.co.

For the year under review, all directors and senior management of the Company has confirmed their adherence to the provisions of the said code.

Declaration as required under Clause 49 of the listing Agreement.

We confirm that the Board members and Senior Management of the Company have confirmed compliance with the code of conduct, as applicable to them, for the year ended 31st March, 2014.

Sd/-
Date : 27th May, 2014
Mumbai

Ganesh N. Kamath
Managing Director

9. Code of Conduct for prevention of Insider Trading

Karma Energy Ltd has a Code of Conduct for prevention of Insider Trading in shares and Securities of the Company for its Directors and Designated employees.

10. Subsidiary Companies

Batot Hydro Power Ltd is a material non-listed Indian Subsidiary company in terms of Clause 49(III) of the listing Agreement. Shri Vinesh N. Davda and Shri Vishnu P. Kamath – Independent Directors are directors on the board of Batot Hydro Power Ltd.

11. Means of Communication

Half yearly report sent to each household of Shareholders - No

Quarterly results usually published in (Proposed) - Business Standard (English daily)
- Tarun Bharat (Marathi daily)

Any website where displayed - www.karmaenergy.co
www.nseindia.com
www.bseindia.com

Whether any advertisement also displayed official news releases and presentations made to institutions or investors / analysts - No presentation made

Whether management discussions and analysis forms part of Annual Report - Yes

Whether shareholders information section forms part of Annual Report - Yes

12. General Shareholder Information

a) 7th Annual General Meeting- Day, Date, Time and Venue

Day	Date	Time	Venue
Thursday	11/09/2014	3.00 p.m	Maharashtra Chamber of Commerce, Oricon House, 6 th Floor, Maharashtra Chamber of Commerce path, Kalaghoda, Mumbai – 400 001

b) Financial Calendar

Financial Year	:	1 st April, 2014 to 31 st March 2015
Adoption of Quarterly Results for the quarter ending June, 2014	:	August, 2014
September, 2014	:	November, 2014
December, 2014	:	February, 2015
March, 2015	:	May, 2015
Book Closure Date	:	08/09/2014 to 11/09/2014 (Both days inclusive)
Dividend Payment	:	On or before 10/10/2014

c) Listing on Stock Exchanges

: BSE & NSE

d) Stock Exchange Codes

BSE Ltd. : 533451
National Stock Exchange of India : KARMAENG
ISIN NO. : INE725L01011

e) Market Price Data/Performance:

Month	BSE		INDEX-SENSEX	
	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)
April, 2013	13.65	11.50	19622.68	18144.22
May, 2013	14.49	12.10	20443.62	19451.26
June, 2013	15.50	12.44	19860.19	18467.16
July, 2013	14.75	13.05	20351.06	19126.82
August, 2013	15.30	13.82	9569.20	17448.71
September, 2013	13.31	12.05	20739.69	18166.17
October, 2013	13.09	11.88	21205.44	19264.72
November, 2013	13.65	10.03	21321.53	20137.67
December, 2013	10.82	9.14	21483.74	20568.70
January, 2014	13.65	8.40	21409.66	20343.78
February, 2014	14.28	11.45	21140.51	19963.12
March, 2014	15.20	10.85	22467.21	20920.98

Month	NSE		INDEX-CNX MID CAP	
	Low (Rs.)	High (Rs.)	Low (Rs.)	High (Rs.)
April, 2013	13.50	10.55	7818.60	7365.25
May, 2013	13.00	12.35	8193.65	7737.00
June, 2013	13.55	12.35	7879.35	7005.10
July, 2013	14.20	13.50	7567.95	6693.35
August, 2013	13.50	12.85	6946.00	6330.75
September, 2013	12.85	12.25	7205.85	6530.35
October, 2013	12.25	11.40	7549.00	6950.15
November, 2013	11.50	10.50	7692.10	7394.10
December, 2013	12.05	11.50	8076.05	7605.00
January, 2014	12.45	11.10	8181.25	7395.60
February, 2014	12.35	10.75	7818.50	7376.90
March, 2014	11.25	9.80	8623.95	7752.45

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f) **Registrar & Transfer Agent** : Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (E), Mumbai-400 072
Tel : 28470652, Fax : 28475207
Email : info@bigshareonline.com
Website : www.bigshareonline.com

g) **Share Transfer System :**

With a view to expedite the process of share transfer, the Board of Directors has delegated the powers of share transfers to the Sub-Committee of Board of Directors. Shares lodged in physical form with the Company / Registrar & Share Transfer Agent are transferred expeditiously. The confirmation in respect of the request for dematerialisation of shares is sent to the respective depositories i.e. NSDL and CDSL after duly transferred.

h) **Dematerialisation of Shares and Liquidity of Shares:**

The Shares of the Company are permitted for trading in dematerialisation form only. The Company's shares are available for trading in the depository system of both NSDL and CDSL. 1,06,86,719 Equity Shares representing 92.37 % of the share capital of the Company stands dematerialised as on 31st March, 2014. The Shares of the Company are included under B group at the BSE Ltd. The shares are also traded at National Stock Exchange of India Ltd.

i) **Shareholding Pattern as on 31st March 2014 :**

Sr. No	Category	No. of Equity Shares	Percentage of Shareholding
A	Promoters Holding		
	Indian Promoters	8633002	74.62
B	Non Promoter Holding		
a	Mutual Funds & UTI	-	-
b	Banks, Financial Institutions Insurance Companies (Central / State Govt. Institutions/ Non Government Institutions)	199	0.001
c	Fills	Nil	Nil
C	Others		
a.	Private Corporate Bodies	104325	0.90
b.	Indian Public	2723831	23.54
c.	NRIs/OCBs	107958	0.93
d.	Any other (Demat Transit)	603	0.01
	GRAND TOTAL	11569918	100.00

j) **Distribution of Shareholding as on 31st March 2014:**

Range (In Rs)	Total Holders	Total Holdings in Rupees
1 – 5000	8267	8579250
5001-10000	316	2183000
10001 – 20000	127	1715800
20001 – 30000	30	754470
30001 - 40000	23	798030
40001 – 50000	11	495890
50001 – 100000	23	1679370
100001 – 999999999	45	99483370
Total	8842	115699180

k) **Outstanding GDR's / ADR's / Warrants or any Convertible instruments, conversion status and Likely impact on equity** - Not Applicable

l) **Wind Power Plant Location** - Anantpur - Andhra Pradesh
Coimbatore - Tamil Nadu
Tirunelveli - Tamil Nadu
Theni - Tamil Nadu
Satara - Maharashtra

m) **Address for Correspondence** - Regd. Office
Empire House,
214, Dr. D.N.Road,
Fort,
Ent. A.K. Nayak Marg,
Mumbai - 400 001.
Tel Nos. 22071501-06
Fax : 22071514
Website : www.karmaenergy.co

Registrar & Share Transfer Agent - Bigshare Services Pvt. Ltd.,
E-2/3, Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (East),
Mumbai - 400 072.
Tel : 40430200, Fax, 28475207
Email : investor@bigshareonline.com,
Website : www.bigshareonline.com

n) **Dedicated email id for investor complaints** : investorshelpdesk@weizmann.co.in

COMPLIANCE CERTIFICATE

To,
**The Members of
Karma Energy Limited**

We have examined the compliance of conditions of Corporate Governance by Karma Energy Limited for the year ended March 31, 2014, as stipulated in clause 49 of Listing Agreement of the said company with Stock Exchanges, with relevant records and documents maintained by the Company and furnished to us.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance 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 U. B. Sura & Co.,
Chartered Accountants
FRN 110620W**

**For Shyam C. Agrawal & Co.,
Chartered Accountants
FRN 110243W**

**U. B. Sura
Proprietor
Membership No: 32026**

**Shyam C. Agrawal
Proprietor
Membership No: 31774**

**Place: Mumbai
Dated: May 27, 2014**

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

BUSINESS REVIEW

General Economy

The Indian economy has not been in good shape for the last couple of years and more so in the year 2013-14. GDP growth from a high of 8% to 9%, 5 to 6 years back has considerably dropped to less than 5% in 2013-14.

The Industrial Production continues to totter around 1% for the last 2 years reflecting subdued investment and consumption demand.

All round efforts to revive infrastructure sector has yielded only moderate success.

The electricity industry also reflected the gloomy environment in general economy. Many a public sector utilities in different states continue to face acute financial crisis despite specific aids from Central Government.

The non reinstatement of accelerated depreciation for wind mills continues to have its dampening effect in new investments in wind energy sector. No doubt the Central Government has reintroduced Generation Based Incentive but the same could not be considered as a substitute for accelerated depreciation but would definitely provide some relief.

Company Business

The focus of the company is in the business areas of power generation from renewable energy sources primary wind and through subsidiary companies which are Special Purpose Companies (SPCs) in both wind and small hydro. The company invests in projects directly or invests in equities of SPCs who are in the business of development of renewable energy projects.

The aggregate capacity of the installed wind farms is about 33.75 MW as at 31.03.2014.

The Financial Year 2013-2014 recorded a total income of Rs.3136.36 lakh (P.Y. Rs.3182.95 Lakh); Cash Profits Rs.1023.15 lakh (P.Y. Rs. 1157.53 Lakh); PBT of Rs.248.68 lakh (P.Y. Rs. 375.60 Lakh) ; and PAT of Rs.152.77 lakh (P.Y. Rs.245.87 Lakh).

The 3.5 MW Small Hydro Project at Chamba, Himachal Pradesh of the subsidiary company Batot Hydro Power Limited which was commissioned on 16th June 2012 remained shut down for almost a year on account of unprecedented floods in August 2012. After extensive repairs, the project was re-commissioned on 16th June 2013.

OUTLOOK, OPPORTUNITIES AND THREATS

The growth of renewable energy in India over the past decade has been quite significant. The country's aim is to achieve minimum 15% generation from renewable energy sources contributing to the total generation from all sources by 2020. In line with this objective the Central Government, State Government, the Nodal Agencies, the Electricity Regulatory Commissions have been laying down Policies and Regulations for achieving the said growth. However the growth has decelerated in the last couple of years primarily on account of withdrawal of accelerated depreciation, high land prices, inordinate delay in divestment of barren forest land for wind farm development by forest authorities, regulatory uncertainties and general apathy shown by state utilities across the country.

India along with many a developed and developing countries in the world have committed for development of renewable energy to counter the depletion in fossil fuel, to reduce the adverse pollution effect on the environment, combat the Global Warming phenomenon which the experts point out is one of the causes for one natural disaster or other following whether in the form of extreme heat or cold, rising seas, melting of huge glaciers, devastating floods, acute famine, etc.

As far as India is concerned, 2013-14 has not been a good year for renewable energy especially wind power. There has been number of disputes on tariff, open access approvals, in many states and considerable delay in the matters getting adjudicated before regulatory and appellate authorities. Consequently there has been all round continued uncertainty on the eventual outcome.

A bigger impediment for development of renewable energy projects and basically for creating a confidence in the investors has been many a times

irrational implementation and interpretation of Rules and Regulations governing the renewable energy sector by the State Power Utilities.

As far as your company is concerned, in the state of Tamil Nadu on account of shutting down of the grid as there has been substantial imbalance in the grid capacity to absorb all the wind power generated has resulted in more than Rupees One crore loss of revenue to the company.

In Maharashtra, there has been continued new impediments being created by the state utility and the recent one is the introduction of Revised Open Access Procedure for wind power which is not in accordance with the provisions of Electricity Act, 2003 and the regulations framed by State Electricity Regulatory Commission. Consequently it is expected to be a long overhaul before a fair adjudication on the matter stands completed by the Regulatory Authority or the Appellate authority.

In Andhra Pradesh, the fixation of the tariff post tenth year of the PPA is pending since 2006 and currently the company is getting paid only at reduced tariff of Rs.1.69 which is 50% of the normal tariff of Rs.3.37 per unit.

As far as new projects are concerned especially in Karnataka there has been an issue of the entire West Coast belt being declared as heritage site and thus creating a blanket ban on harnessing wind power from potential sites on the west coast.

In Gujarat where the Group has certain wind farm projects allotments, evacuation of power has been the biggest issue.

Despite all the aforesaid obstacles, there is no alternative but to develop renewable energy as said energy is a must for energy security of our country. Therefore every effort by the company as well as the agencies are being channelized to create a friendly environment for developing more and more renewable energy projects especially wind and small hydro.

RISKS AND CONCERNS

On Renewable Energy Sector, the proper implementation of the policies by the State Utilities as well as clear cut and expeditious directions from State Electricity Regulatory Commissions have become a top most necessity for the sustenance and growth of the industry.

The state utilities in Maharashtra, Andhra Pradesh and Tamil Nadu have been seen to create uncertainties in the continued smooth operation of the existing wind mills as well as on the progress of new projects. Basically it is seen that the state utilities on account of their own myriad problems are not in tune with state nodal agencies and the regulatory commissions to willingly embrace the renewable energy sector as an integral component of generation of power for the growth of the state and the nation.

Good wind farm sites have become scarce with many a good sites now falling under forest area which calls for approvals from local population, grampanchayats, environmentalists, forest authorities, NGOs, etc. and the same has become a process by itself resulting in inordinate delays before the physical setting up of the project could be initiated.

The Management Discussions and Analysis explaining the objectives of the company, the opportunities and threats, the outlook for the future, the risks and concerns have to be read with the meaning of relevant applicable laws and regulations. The actual physical performance may differ materially from those explained hereinabove.

INTERNAL CONTROL SYSTEM

The company has a system of internal controls to ensure that all its assets are properly safeguarded and protected against loss from unauthorized use or disposal. Further all the internal control system is practiced by the company to ensure that all transactions are authorized, recorded and reported correctly.

The Company has an Audit Committee of Directors which reviews the adequacy of internal controls.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES

The business in which the company is engaged does not call for large manpower resources.

The company has a team of able and experienced professionals. The work culture and value system in the company is designed to provide each employee the adequate space, freedom and guidance to bring out their full potential and provide personal growth opportunities within the organization.

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

**TO THE MEMBERS OF
KARMA ENERGY LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of KARMA ENERGY LIMITED, which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and 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 Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

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

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
3. In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
4. On the basis of the written representations received from the directors as on 31st March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For U. B. Sura & Co.,
Chartered Accountants
FRN 110620W**

**U. B. Sura
Proprietor
Membership No: 32026**

**For Shyam C. Agrawal & Co.,
Chartered Accountants
FRN 110243W**

**Shyam C. Agrawal
Proprietor
Membership No: 31774**

**Place: Mumbai
Dated: May 27, 2014**

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 of the Independent Auditors' Report of even date to the Shareholders of **KARMA ENERGY LIMITED** on the accounts for the year ended on March 31, 2014)

- (i) (a) In our opinion the Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, fixed assets, according to practice of the Company, are physically verified by the management at reasonable intervals in the phased verification program, which is in our opinion reasonable having regard to the size of the company and nature of its business. According to the information and explanations given to us no material discrepancies have been noticed on such verification.
- (c) The company has not disposed off substantial part of fixed assets so as to affect its going concern status.
- (ii) (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
- (b) The procedures of physical verification of inventories followed by the management, in our opinion, are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, we are of the opinion that the company is maintaining proper records of its inventory. According to the information and explanations provided to us the discrepancies, if any, noticed on physical verification of the stocks as compared to the book records have generally been adjusted by the company.
- (iii) (a) The company has not granted unsecured loans during the year to any parties covered under the register maintained under section 301 of the Act. Therefore clause 4(iii) (b) to (d) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (b) The company has not taken during the year unsecured loans from any parties covered under the register maintained under section 301 of the Act. Therefore clause 4(iii) (e) to (g) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us the internal control procedures commensurate with the size of the company and the nature of its business are generally adequate with regard to purchases of fixed assets and sale of power.

- (v) In respect of the transactions that need to be entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956:
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
 - (b) According to the information and explanations provided to us, where each of such transactions (excluding loans reported under paragraph (iii) above) in excess of the value of Rs.5.00 Lakh in respect of any such party, the transaction have generally been made at the prices which are reasonable having regard to the prevailing market price.
- (vi) The company has not accepted deposits from the public as envisaged in the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) The company has an in-house Internal Audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the Books of Accounts maintained by the company in respect of Wind Power generation pursuant to the Rules made by the Central Government for the maintenance of cost records U/s.209(1)(d) of the Companies Act, 1956. In our opinion the company has maintained the prescribed cost records in respect of the said activities; however we have not made detailed examination of the said records.
- (ix) (a) As per the records produced before us the company was regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, investors protection fund, sales tax, custom duty, excise duty, cess and other material statutory dues applicable to it. As at the last date of the financial year there were no arrears of such undisputed statutory dues outstanding for a period of more than six months from the date they become payable.
 - (b) On the basis of the books and records, there were no disputed statutory dues which were payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty, service tax, cess were in arrears as on March 31, 2014.
- (x) The company does not have accumulated loss at the end of the financial year. The company has not incurred cash loss during the current financial year and in the immediate preceding financial year.
- (xi) Based on our Audit procedures and according to information and explanations given by the Management, the company has not defaulted in repayment of dues to financial institutions / banks.
- (xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, clause 4 (xii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (xiv) The company is not dealing in shares and securities. However the company has made investments in the shares and the said shares are being held in the name of the company.
- (xv) The company has not given guarantees for loans taken by others from banks and financial institutions.
- (xvi) Based on the information and explanations provided to us, the term loans were applied for the purpose for which the said loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered under section 301 of the Act. Accordingly clause 4 (xviii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (xx) The company has not made any public issue of capital during the year under review. Accordingly clause 4(xx) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For U. B. Sura & Co.,
Chartered Accountants
FRN 110620W

U. B. Sura
Proprietor
Membership No: 32026

Place: Mumbai
Dated: May 27, 2014

For Shyam C. Agrawal & Co.,
Chartered Accountants
FRN 110243W

Shyam C. Agrawal
Proprietor
Membership No: 31774

Balance Sheet as at 31.03.2014

(Rupees in Lakh)

Particulars	Note No.	As At 31.03.2014	As At 31.03.2013
I EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1,156.99	1,156.99
Reserves and Surplus	2	3,459.70	3,374.61
Money received against share warrants		-	-
		4,616.69	4,531.60
Share application money pending allotment			
		-	-
Non-Current Liabilities			
Long term borrowings	3	4,482.77	5,379.96
Deferred tax liabilities (Net)		1,886.52	2,131.06
Other Long term Liabilities		-	-
Long term Provisions	4	53.39	32.22
		6,422.68	7,543.24
Current Liabilities			
Short-term borrowings	5	28.47	641.63
Trade payables	6	95.81	30.01
Other current liabilities	7	1,070.58	1,208.64
Short-term provisions	8	426.90	408.26
		1,621.76	2,288.54
TOTAL		12,661.13	14,363.38
II ASSETS			
Non-current assets			
Fixed Assets			
Tangible assets	9	5,975.42	6,745.55
Intangible assets		-	-
Capital work in-progress		29.27	15.14
Intangible assets under development		-	-
Fixed assets held for sale		-	-
Non-current investments	10	3,435.81	3,161.16
Deferred tax assets (net)		-	-
Long-term loans and advances	11	286.27	90.84
Other non-current assets	12	203.65	203.65
		9,930.43	10,216.34
Current assets			
Current investments		-	-
Inventories		68.71	-
Trade receivables	13	337.06	480.25
Cash and cash equivalents	14	370.16	342.42
Short-term loans and advances	15	1,954.77	3,323.56
Other current assets	16	-	0.80
		2,730.70	4,147.04
TOTAL		12,661.13	14,363.38

See accompanying notes to the financial statements

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As per our report of even date attached
For and on Behalf of the Board
For U. B. Sura & Co.
Chartered Accountants
For Shyam C. Agrawal & Co.
Chartered Accountants
D. G. Siraj
 (Chairman)

U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014
Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014
G. N. Kamath
 (Managing Director)

T. V. Subramanian
 (CFO & Company Secretary)

7th Annual Report 2013-14

Statement of Profit & Loss for the year ended 31.03.2014

(Rupees in Lakh)

Particulars	Note No.	Year Ended 31.03.2014	Year Ended 31.03.2013
I Revenue from Operations	17	2,855.99	3,013.60
II Other Income	18	280.37	296.63
III Total Revenue (I + II)		3,136.36	3,310.23
IV Expenses			
Cost of materials consumed	19	1.97	-
Purchases of stock-in-trade		-	-
Changes in inventories		-	-
Operating & Maintenance Cost	20	759.64	589.36
Employee benefits expense	21	317.64	239.57
Finance costs	22	811.49	1,004.57
Depreciation and amortization expense	9	774.47	781.93
Other expenses	23	222.47	191.93
Total Expenses		2,887.68	2,807.35
V Profit / (Loss) before exceptional & extraordinary items and tax (III - IV)		248.68	502.88
VI Exceptional Items		-	127.28
VII Profit / (Loss) before extraordinary items and tax (V - VI)		248.68	375.60
VIII Extraordinary Items		-	-
IX Profit / (Loss) before tax (VII - VIII)		248.68	375.60
X Tax Expense			
(1) Current tax		340.45	311.00
(2) Deferred tax		(244.54)	(181.27)
(3) MAT Credit entitlement		-	-
XI Profit / (Loss) for the year from continuing operations (IX - X)		152.77	245.87
XII Profit / (Loss) from discontinuing operations		-	-
XIII Tax Expense of discontinuing operations		-	-
XIV Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit / (Loss) for the year (XI + XIV)		152.77	245.87
XVI Earnings per equity share:			
1. Basic		1.32	2.13
2. Diluted		1.32	2.13

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See accompanying notes to the financial statements

As per our report of even date attached

For and on Behalf of the Board

For U. B. Sura & Co.
Chartered Accountants

For Shyam C. Agrawal & Co.
Chartered Accountants

D. G. Siraj
(Chairman)

U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014

Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014

G. N. Kamath
(Managing Director)

T. V. Subramanian
(CFO & Company Secretary)

Cash Flow Statement for the year ended 31.03.2014

Particulars	Rupees in Lakh	
	31.03.2014	31.03.2013
Cash Flow from Operating Activities		
Net Profit / (Loss) before extraordinary items and tax	248.68	375.60
<i>Adjustments for:</i>		
Depreciation and Amortisation	774.47	781.93
Loss on Sale / Discard of Fixed Assets	11.53	
Loss on Sale of Investments	0.33	
Profit on Sale of Investments	(1.18)	
	785.15	781.93
Operating profit / (loss) before working capital changes	1,033.84	1,157.53
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets</i>		
Inventories	(68.71)	-
Trade receivables	143.19	688.46
Short-term loans and advances	1,366.63	(1,163.91)
Long-term loans and advances	(195.43)	(41.49)
Other current assets	(0.79)	378.32
Bank Deposits	(21.64)	(200.00)
	1,223.24	(338.63)
	2,257.08	818.90
<i>Adjustments for increase / (decrease) in operating liabilities</i>		
Trade payables	65.81	(94.55)
Other current liabilities	(138.07)	50.11
Short-term provisions	(11.65)	3.91
Long-term provisions	21.17	(44.58)
	(62.74)	(85.11)
Cash generated from operations	2,194.34	733.79
Net Income Tax Paid / (Refund)	(308.46)	(174.88)
Net cash flow from / (used in) operating activities (A)	1,885.89	558.91
Investments in Fixed Assets		
Capital Expenditure on Fixed Assets	(16.06)	(0.42)
Capital Work In Progress	(14.13)	(9.16)
Sale of Fixed Assets	0.20	
Purchase of long-term investments		
- Subsidiaries	465.44	-
- Joint ventures	82.50	(25.00)
- Associates	(144.55)	-
- Others	(677.21)	(12.94)
	(303.80)	(47.53)
Net cash flow from Investing activities (B)	1,582.08	511.38
Financing		
Dividend Paid	(57.85)	(57.82)
Tax on Dividend	(9.38)	(9.38)
Increase / (Decrease) in Long Term Borrowings	(897.19)	(778.51)
Increase / (Decrease) in Short Term Borrowings	(613.16)	300.18
	(1,577.58)	(545.53)
Net cash flow from Financing activities (C)	4.50	(34.14)
Total (A + B + C)	50.03	84.16
Cash and Cash Equivalent at the Beginning of the year	50.03	84.16
Add on Amalgamation / De-merger	-	-
	50.03	84.16
Cash and Cash Equivalent at the End of the year	54.53	50.03
(a) Cash on Hand	0.89	-
(b) Balances with banks		
in current accounts	53.64	50.03
	54.53	50.03

See accompanying notes to the financial statements

As per our report of even date attached

For and on Behalf of the Board

For U. B. Sura & Co.
Chartered Accountants

For Shyam C. Agrawal & Co.
Chartered Accountants

D. G. Siraj
(Chairman)

U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014

Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014

G. N. Kamath
(Managing Director)
T. V. Subramanian
(CFO & Company Secretary)

Notes forming part of the Financial Statements

(Rupees in Lakh)

Particulars	As at 31.03.2014	As at 31.03.2013
NOTE [1] - SHARE CAPITAL		
Authorised Share Capital		
1,80,00,000 Equity Shares of Rs.10/-each (Prev.Year 1,80,00,000 Equity Shares of Rs.10/- each)	1,800.00	1,800.00
Issued, Subscribed & Paid-up Share Capital		
1,15,69,918 Equity Shares of Rs.10/- each fully Paid-up (Prev.Year 1,15,69,918 Equity Shares of Rs.10/- each)	1,156.99	1,156.99
Total	1,156.99	1,156.99
NOTE [1.1]		
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year		
Equity Shares		
At the beginning of the Year	11569918	11569918
Issued during the Year	-	-
Outstanding at the end of the Year	11569918	11569918
	Rs. In Lakh	Rs. In Lakh
At the beginning of the Year	1,156.99	1,156.99
Issued during the Year	-	-
Outstanding at the end of the Year	1,156.99	1,156.99
NOTE [1.2]		
Terms / rights attached to equity shares		
a. The Company has only one class of equity shares having a par value of Rs.10/- per share.		
b. Each holder of equity shares is entitled to one vote per share.		
c. The dividend on equity shares proposed by Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.		
d. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
e. The company has not issued any bonus shares or bought back the equity shares in the last 5 years immediately preceding the balance sheet date.		
g. With respect to amalgamation of the Transferor company Avirodh Financial Services Ltd, the Company allotted 5561 equity shares of Rs.10/- each in the ratio of 1 Equity share of Rs10/- each of the Company for every 18 equity shares of Rs10/- each held by the Equity shareholders in the Transferor company.		
NOTE [1.3]		
Details of shares held by each shareholder holding more than 5% Equity shares of Rs.10/- fully paid up		
	As at 31.03.2014	As at 31.03.2013
	In Nos	In Nos
	Holding (%)	Holding (%)
Chetan D. Mehra	1464011	1464011
	12.65%	12.65%
Dharmendra Siraj	637408	1112060
	5.51%	9.61%
Sitex India Private Limited	699393	1220865
	6.04%	10.55%
Windia Infrastructure Finance Limited	2180587	2180587
	18.85%	18.85%
Purvaja Projects Limited	-	840000
	0.00%	7.26%
Kotta Enterprises Ltd	2343081	
	20.25%	
NOTE [2] - RESERVES & SURPLUS		
Capital Reserve		
Opening Balance	9.45	9.45
Closing Balance	9.45	9.45
General Reserve		
Opening Balance	3,074.95	3,074.95
Closing Balance	3,074.95	3,074.95
Surplus / (Deficit) in the Statement of Profit & Loss		
Opening Balance	290.21	111.53
Add : Profit / (Loss) for the Year	152.77	245.87
Allocations and appropriations		
Proposed Dividend	57.85	57.82
Dividend Distribution Tax	9.83	9.38
Closing Balance	375.30	290.21
Total	3,459.70	3,374.61
NOTE [3] - LONG TERM BORROWINGS		
Term Loans		
Secured		
From Banks	4,482.77	5,379.96
Total	4,482.77	5,379.96

NOTE [3.1] - Secured Term Loan from Banks			
Name	Tenor	31.03.2014	31.03.2013
State Bank of India	83 varied monthly installments Starting from June 2011	844.21	1,055.00
Axis Bank Ltd	85 varied monthly installments Starting from March 2011	851.86	1,041.18
Axis Bank Ltd	23 varied quarterly installments Starting from April 2012	1,682.15	2,256.00
Uco Bank	40 varied quarterly installments Starting from January 2005	1,102.93	1,024.26
The Saraswat Co-operative Bank Ltd	60 equal monthly installments Starting from June 2011	1.63	3.52
Total		4,482.77	5,379.96

- Security against Term Loan from State Bank of India is charged on specific wind farm of 3.6 MW and guaranteed by Weizmann Ltd and Weizmann Forex Ltd
- Security against Term Loans from Axis Bank Ltd is charged on receivable from specific wind farm of 18.0 MW
- Security against Term Loan from Uco Bank is charged on receivable from specific wind farm of 7.0 MW
- Security against Term Loan from Saraswat Co-op Bank Ltd is charged on specific vehicle

NOTE [3.2]

For the current maturities of long-term borrowings, refer item (a) in Note 7 of Other Current Liabilities.

NOTE [4] - LONG TERM PROVISIONS

Provision for Employee Benefits
Leave encashment

53.39 32.22

Total

53.39 32.22

NOTE [5] - SHORT TERM BORROWINGS

Unsecured

From Corporates

28.47 641.63

Total

28.47 641.63

NOTE [6] TRADE PAYABLE S

Due to Micro, small and medium enterprises
Others

- -
95.81 30.01

Total

95.81 30.01

NOTE [7] - OTHER CURRENT LIABILITIES

(a) Current Maturities of Long Term Debt
(b) Statutory Obligations
(c) Payable against Purchases of Fixed Assets
(d) Unpaid Dividend
(e) Others

981.54 1,093.19
50.34 82.85
1.83 -
4.62 3.03
32.25 29.57

Total

1,070.58 1,208.64

NOTE [7.1]

Current maturities of long term debts included in current liabilities (Refer Note 3)

NOTE [8] - SHORT TERM PROVISIONS

Provision : Employee Benefits

Leave Encashment

6.34 17.99

Provision : Others

Provisions For Taxation
Provisions For Dividend
Provisions For Dividend Tax

352.91 323.07
57.82 57.82
9.83 9.38

Total

420.56 390.27

426.90 408.26

Notes forming part of the Financial Statements

NOTE [9] - FIXED ASSETS

Nature Of Asset	Gross Block					Depreciation			Rupees in Lakh	
	As at 01.04.2013	Additions During the Year	Deletion / Adj. During the Year	As at 31.03.2014	Upto 31.03.2014	For the Year	Withdrawals	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
1 TANGIBLE ASSETS										
Land										
(a) Free Hold	27.05	-	-	27.05	-	-	-	-	27.05	27.05
(b) Lease Hold	42.83	-	-	42.83	15.37	1.71	-	17.08	25.75	27.46
Plant & Machinery										
Own	15,041.60	13.04	17.78	15,036.86	8,358.95	771.64	6.05	9,124.54	5,912.32	6,682.65
Office Equipment										
	1.25	3.02	-	4.27	0.19	0.28	-	0.47	3.80	1.06
Vehicles										
	8.84	-	-	8.84	1.50	0.84	-	2.34	6.50	7.34
Schedule (1)	15,121.57	16.06	17.78	15,119.85	8,376.01	774.47	6.05	9,144.43	5,975.42	6,745.55
2 INTANGIBLE ASSETS										
Schedule (2)										
	-	-	-	-	-	-	-	-	-	-
Total Assets	15,121.57	16.06	17.78	15,119.85	8,376.01	774.47	6.05	9,144.43	5,975.42	6,745.55
Previous Year	15,121.14	0.43	-	15,121.57	7,594.08	781.93	-	8,376.01	6,745.56	7,527.07

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(Rupees in Lakh)

Particulars	As at 31.03.2014	As at 31.03.2013
NOTE [10] - NON CURRENT INVESTMENTS, at cost		
Non Trade, Unquoted investments		
<i>In subsidiary company</i>		
Fully paid-up Equity Shares	<u>CY - Nos</u>	<u>PY - Nos</u>
Almi Hydro-Electric Projects Ltd	50000	50000
Baledh Energy Projects Ltd	50000	50000
Batot Hydro Power Ltd	5165500	6965500
Bramanvel Energy Ltd	25500	50000
Greenweiz Projects Ltd	494996	273290
Joiner Hydro Power Projects Ltd	50000	50000
Khandesh Energy Projects Ltd	25500	50000
	125.00	125.00
	525.00	525.00
	516.10	696.10
	400.80	785.80
	651.02	335.47
	155.00	155.00
	224.94	440.94
<i>In Joint Venture</i>		
Fully paid-up Equity Shares		
Weizmann Energy Ltd	-	824950
	-	82.50
<i>In Associate</i>		
Fully paid-up Equity Shares		
Parmatma Power Projects Pvt Ltd	-	5000
Weizmann Corporate Services Ltd	15960	-
	145.08	-
<i>In Others</i>		
Fully paid-up Equity Shares		
Weizmann Corporate Services Ltd	-	1550
Windia Infrastructure Finance Ltd	3638913	-
Tapi Energy Projects Ltd	1439105	-
	441.40	-
	250.84	-
Non Trade, Quoted investments		
Fully paid-up Equity Shares		
Weizmann Forex Ltd	1000	3440
Weizmann Ltd	1000	5160
(Aggr Mkt Val Rs.0.78 Lakh - Prev.Yr - Rs.2.36 Lakh)		
	0.28	0.95
	0.14	0.73
Trade, Unquoted investments		
Fully paid-up Equity Shares		
The Saraswat Co-op Bank Ltd	2122	2122
	0.21	0.21
Total	3,435.81	3,161.16
NOTE [11] - LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Capital Advances	200.00	4.48
Deposits	86.27	86.35
Total	286.27	90.83
NOTE [12] - OTHER NON-CURRENT ASSETS		
Unsecured, considered good		
Interest accrued on trade receivables	201.99	201.99
Other Receivables	1.66	1.66
Total	203.65	203.65
NOTE [13] - TRADE RECEIVABLES		
Unsecured, considered good		
Receivables outstanding for a period exceeding six months from the date they are due for payment	95.57	194.71
Other debts	241.49	285.54
Total	337.06	480.25
NOTE [14] - CASH AND BANK BALANCES		
(A) Cash and Cash Equivalent		
(a) Cash on hand	0.89	-
(b) Balance with banks :		
In current accounts	53.64	50.03
Sub Total	54.53	50.03
(B) Other Bank Balance		
(a) Fixed Deposit with maturity more than 12 months	311.01	289.37
(b) Balance with banks		
In Unpaid Dividend accounts	4.62	3.03
Sub Total	315.63	292.40
Total	370.16	342.42
NOTE [15] - SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
Loans and advances to related parties	1,308.45	3,200.35
Income Tax and Tax Deducted at Source	26.54	28.69
Advances Recoverable in cash or in kind	50.10	49.10
Prepaid Expenses	20.95	17.54
Other loans and advances	548.74	27.88
Total	1,954.77	3,323.56
NOTE [16] - OTHER CURRENT ASSETS		
Unsecured, considered good		
Expense Reimbursable	-	0.80
Total	-	0.80

(Rupees in Lakh)

Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
NOTE [17] - REVENUE FROM OPERATION		
Sales of Products	2,417.81	2,667.58
Other Operating Income	438.18	346.02
Total	2,855.99	3,013.60
NOTE [17.1]		
Sales of Products comprises		
Sale of Power	2,417.81	2,667.58
Total	2,417.81	2,667.58
NOTE [17.2]		
Other Operating Income comprises		
Sale of Entitlement from Wind Power	438.18	346.02
Total	438.18	346.02
NOTE [18] - OTHER INCOME		
Interest	274.36	287.45
Dividend	0.31	0.12
Net Gain from Sale of Non-Current Investments	0.85	-
Others	4.85	9.07
Total	280.37	296.63
NOTE [18.1]		
Interest Income comprises		
Interest on Loans and Advances	244.43	262.76
Interest on Fixed Deposits in Banks	29.82	24.55
Interest on Others	0.11	0.14
Total	274.36	287.45
NOTE [19] - COST OF MATERIALS CONSUMED		
Opening Stock	-	-
Add : Purchases	70.68	-
Less : Closing Stock	68.71	-
Materials Consumed	1.97	-
NOTE [20] - OPERATING & MAINTENANCE COST		
Energy / Open Access Charges	366.44	264.02
Operations & Maintenance	357.48	285.62
Others	35.72	39.72
Total	759.64	589.36
NOTE [21] - EMPLOYEE BENEFITS		
Salaries, Wages and Bonus	288.82	203.99
Contribution to Provident Funds and Other Funds	22.27	29.33
Staff Welfare Expenses	6.55	6.26
Total	317.64	239.57
NOTE [22] - FINANCE COSTS		
(a) Interest Expense on		
Secured Loans	772.73	892.48
Unsecured Loans	8.90	93.08
Others	28.29	16.20
(b) Other Borrowing Cost	1.57	2.81
Total	811.49	1,004.57
NOTE [23] - OTHER EXPENSES		
Audit Fees	4.52	2.68
Conveyance & Travelling Expense	12.29	9.90
Donation	2.66	7.85
Electricity Expense	3.01	2.99
Insurance Charges	37.63	40.64
Legal & Professional Charges	49.68	40.82
Loss on Sale / Discard of Asset	11.53	-
Rent	37.04	26.92
Rates & Taxes	3.88	3.89
Repairs & Maintenance	1.60	1.43
Miscellaneous Expenses	58.63	54.82
Total	222.47	191.93
NOTE [23.1]		
Payments to the Auditors		
For Audit	3.48	2.68
For other Services	1.04	-
Total	4.52	2.68

NOTE [24]

1) Significant Accounting Policies:

a) Accounting Convention :

The accounts have been prepared under the historical cost convention and on accrual system based on the principle of going concern.

b) Income & Expenditure :

- Income from Sale of Power is recognized on the basis of meter reading recorded and confirmed by the Electricity Board authorities upto the last month meter reading of the financial year.
- Income from Sale of Entitlements from Wind Farm Projects are accounted for as and when sold.
- Income on Inter Corporate Deposits is accounted for on time accrual basis
- It is the policy of the company to provide for all income and expenses on accrual basis.

c) Fixed Assets

- Fixed assets are valued at cost less depreciation.
- Land - Leasehold is amortised over the tenure of lease.

d) Depreciation :

The company depreciates its assets on straight line method at the rates and in the manner prescribed under schedule XIV of the Companies Act, 1956.

e) Capital Work In Progress:

All direct expenses incurred for acquiring and erecting fixed assets are shown under capital work in progress. Any purchases made on account of capital work in progress is charged to the capital work in progress irrespective of its consumption.

f) Investments:

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognise a decline, other than of temporary nature.

g) Borrowing Costs:

Borrowing cost relating to the acquisition / construction of fixed assets are capitalised as part of cost of such assets till such time the assets are ready for their intended use.

h) Retirement Benefits:

- The Company has covered its gratuity liabilities with Life Insurance Corporation of India. Any amount payable to the employee in the year of separation in excess of amount received from LIC is charged off to revenue.

- The Company has made necessary provisions as per actuarial valuation for leave encashment and other retirement benefits wherever required as per Accounting Standard 15 under Companies (Accounting Standards) Rules.

i) Amortization of Miscellaneous Expenditure:

Preliminary expenses are amortized in the year of incurrence of expenditure.

j) Impairment of Assets

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flows.

k) Taxation:

Provision for income tax for current year is made on the basis of taxable income for the year as determined as per the provisions of the Income Tax Act, 1961.

l) Deferred Tax:

Deferred income tax is accounted for by computing the tax effect on timing differences which arise during the year and capable of reversal in subsequent periods.

m) Foreign Currency Transaction:

The transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Money items denominated in foreign currency outstanding at the year end are translated at the year end exchange rate and the unrealised exchange gain or loss is recognized in the profit and loss account.

2) Contingent Liabilities: Rs Nil (Prev. Year - Rs. NIL)

3) Earnings in Foreign Exchange :

Sale of Entitlement from Wind Power : Rs 127.84 Lakh (Prev. Year - Rs. 90.78 Lakh)

Expenditure in Foreign Exchange : Rs Nil (Prev. Year - Rs. Nil)

4) Disclosures required under Accounting Standard 15 "Employee Benefits as per Companies (Accounting Standards) Rules 2006

The Employee's Gratuity Fund Scheme managed by Life Insurance Corporation of India is a defined benefit plant. The present value of obligation is determined based on actuarial valuation using the projected unit credit method.

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<u>Assumptions</u>	<u>31.03.2014</u>	<u>31.03.2013</u>
Discount Rate	8.00%	8.00%
Salary Escalation	7.00%	7.00%

Table Showing changes in present value of Obligation As on 31.03.2014

Present value of obligations as at beginning of year	103.28	86.15
Interest cost	8.26	6.89
Current Service Cost	7.51	7.32
Benefits Paid	-	-
Actuarial (Gain) / Loss on obligations	7.95	2.92
Present value of obligations as at end of year	127.00	103.28

Table showing changes in the fair value of plan assets As on 31.03.2014

Fair value of plan assets at beginning of year	106.57	51.68
Expected return on plan assets	10.47	8.78
Contributions	12.99	46.11
Benefits Paid	-	-
Actuarial Gain / (Loss) on Plan assets	-	-
Fair value of plan assets at the end of year	130.03	106.57

Table showing fair value of plan assets

Fair value of plan assets at beginning of year	106.57	51.68
Actual return on plan assets	10.47	8.78
Contributions	12.99	46.11
Benefits Paid	-	-
Fair value of plan assets at the end of year	130.03	106.57
Funded status	3.04	3.29
Excess of Actual over estimated return on plan assets	-	-

(Actual rate of return = Estimated rate of return as ARD falls on 31st March)

Actuarial Gain / Loss recognized As on 31.03.2014

Actuarial (Gain) / Loss on obligations	(7.95)	(2.92)
Actuarial (Gain) / Loss for the year - plan assets	-	-
Actuarial (Gain) / Loss on obligations	7.95	2.92
Actuarial (Gain) / Loss recognized in the year	7.95	2.92

The amounts to be recognized in the balance sheet and statements of profit and loss

Present value of obligations as at the end of year	127.00	103.28
Fair value of plan assets as at the end of the year	130.03	106.57
Funded status	3.04	3.29
Net Asset / (Liability) recognized in balance sheet	3.03	3.29

Expenses Recognised in statement of Profit and loss

Current Service cost	7.51	7.32
Interest Cost	8.26	6.89
Expected return on plan assets	(10.47)	(8.78)
Net Actuarial (Gain) / Loss recognized in the year	7.95	2.92
Expenses recognised in statement of Profit and loss	13.25	8.35

5) Based on Information of status of suppliers to the extent received by the company there are no Small Scale Industrial undertakings included in Sundry Creditors to whom the payments are outstanding for a period more than 45 days. Further the company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the micro, Small and Medium Enterprises Development Act, 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/payable to these parties during the year is Nil.

6) Disclosure as per clause 32 of the Listing Agreement

a) Loans and Advances to Subsidiary Companies

Name of the subsidiary company	Rupees in Lakh	
	As at 31.03.2014	Max Bal O/s during the year
Almi Hydro Electric Projects Limited	102.08 (84.24)	102.08 (84.24)
Batot Hydro Power Limited	1,063.80 (2,985.10)	3,245.10 (2,985.10)
Brahmanvel Energy Limited	81.74 (74.99)	81.74 (74.99)
Joiner Hydro Power Projects Limited	60.83 (55.81)	60.83 (55.81)

b) Loans and Advances to Associate Companies

Name of the associate company	Rupees in Lakh	
	As at 31.03.2014	Max Bal O/s during the year
Weizmann Energy Limited	-	0.21 (3.90)

c) Loans and Advances to Companies / Firms in which Directors are interested (Excluding Subsidiary and Associate Companies) - **NIL**

d) Investment by the loanee in the shares of parent and subsidiary company - **NIL**

7) Deferred Tax

Particulars	Rupees in Lakh	
	31.03.2014	31.03.2013
Deferred Tax Liabilities		
Difference between Book and Tax Depreciation	1,916.15	2,157.92
Sub Total (a) ==>	1,916.15	2,157.92
Deferred Tax Assets		
Others	29.63	26.87
Sub Total (b) ==>	29.63	26.87
Net Deferred Tax Liability (a - b)	1,886.52	2,131.06

8) Earnings per Share

	31.03.2014	31.03.2013
A. Net Profit / (Loss) After Tax (Rs. In Lakh)	152.77	245.87
B. Weighted Average Number of Equity Shares	11569918	11569918
C. Nominal Value per Ordinary Shares	10.00	10.00
D. Basic & Diluted Earning Per Share	1.32	2.13

9) Related Party Disclosure for the year ended 31.03.2013

In accordance with the "Accounting Standard 18 - Related Party Disclosure", the details are as follows:

A Related Party and their Relationship

Subsidiaries	Joint Venture	Associates
Almi Hydro Electric Projects Limited Baledh Energy Projects Limited Batot Hydro Power Limited Brahmanvel Energy Limited Greenweiz Projects Limited Joiner Hydro Power Projects Limited Khandesh Energy Projects Limited Vajharpada Energy Limited	Weizmann Energy Ltd *	Parmatma Power Projects Pvt Ltd ** Weizmann Corporate Services Ltd ***

* upto 21.03.2014 ** upto 07.03.2014 *** wef 30.11.2013

Key Management Personnel : Mr. Ganesh N. Kamath
Managing Director

B) Transactions with the related Parties (including transactions which are more than 10% of the total transactions of the same type with related parties)

Rupees in Lakh				
Nature of Transaction	Subsidiaries	Associate	Key Management Personnel	Total
INCOME / RECEIPTS				
<u>Interest</u>	244.30 (262.53)	0.02 (0.23)	-	244.32 (262.76)
Almi Hydro Electric Projects Limited	9.05 (7.01)	-	-	9.05 (7.01)
Batot Hydro Power Limited	222.17 (244.74)	-	-	222.17 (244.74)
Joiner Hydro Power Projects Limited	5.58 (5.24)	-	-	5.58 (5.24)
Brahmanvel Energy Limited	7.50 (5.54)	-	-	7.50 (5.54)
Weizmann Energy Limited	-	0.02 (0.23)	-	0.02 (0.23)
EXPENDITURE / PAYMENTS				
<u>Rent</u>	-	0.36	-	0.36
Weizmann Corporate Services Limited	-	0.36	-	0.36
<u>Purchase of Securities</u>	389.14	95.80	-	484.94
Weizmann Corporate Services Limited	-	95.80	-	95.80
Greenweiz Projects Limited	389.14	-	-	389.14
<u>Operation & Maintenance Expenses</u>	58.03 (27.99)	-	-	58.03 (27.99)
Greenweiz Projects Limited	58.03 (27.99)	-	-	58.03 (27.99)
<u>Remuneration</u>	-	-	18.85 (17.28)	18.85 (17.28)
G. N. Kamath	-	-	18.85 (17.28)	18.85 (17.28)
FINANCE				
<u>Loans Given</u>	1,056.82 (1,288.11)	0.02 (0.21)	-	1,056.84 (1,288.32)
Almi Hydro Electric Projects Limited	17.84 (32.46)	-	-	17.84 (32.46)
Batot Hydro Power Limited	1,027.21 (1,159.44)	-	-	1,027.21 (1,159.44)
Joiner Hydro Power Projects Limited	5.02 (21.22)	-	-	5.02 (21.22)
Brahmanvel Energy Limited	6.75 (74.99)	-	-	6.75 (74.99)
Weizmann Energy Limited	-	0.02 (0.21)	-	0.02 (0.21)
<u>Subscription to Equity</u>	-	(25.00)	-	(25.00)
Weizmann Energy Limited	-	(25.00)	-	(25.00)
OUTSTANDINGS				
<u>Other Current Assets</u>	(0.80)	-	-	(0.80)
Batot Hydro Power Limited	(0.80)	-	-	(0.80)
<u>Creditors</u>	4.60 (2.39)	-	-	4.60 (2.39)
Greenweiz Projects Limited	4.60 (2.39)	-	-	4.60 (2.39)
<u>Loans & Advances</u>	1,308.45 (3,200.14)	-	-	1,308.45 (3,200.35)
Almi Hydro Electric Projects Limited	102.08 (84.24)	-	-	102.08 (84.24)
Batot Hydro Power Limited	1,063.80 (2,985.10)	-	-	1,063.80 (2,985.10)
Brahmanvel Energy Limited	81.74 (74.99)	-	-	81.74 (74.99)
Joiner Hydro Power Projects Limited	60.83 (55.81)	-	-	60.83 (55.81)
Weizmann Energy Limited	-	(0.21)	-	(0.21)

10. Jointly Controlled entity by the Company. % of Holding

Name of the Company	Country of Incorporation	31.03.2014	31.03.2013
Weizmann Energy Limited	India	Nil	50%

Interests in Assets, Liabilities, Income & Expenses with respect to Jointly Controlled Entity

Rupees in Lakh		
Particulars	31.03.2014	31.03.2013
ASSETS		
Fixed Assets	-	70.25
Investments	-	-
Current Assets, Loans & Advances	-	9.86
Sundry Debtors	-	-
Cash and Bank Balances	-	1.11
Loans and Advances	-	8.75
Miscellaneous Expenditure	-	-
LIABILITIES		
Loan Funds	-	0.12
Long Term Borrowings	-	-
Short Term Borrowings	-	0.12
Current Liabilities and Provisions	-	0.41
Trade Payable	-	0.37
Other Current Liabilities	-	0.04
Provisions	-	-
Deferred Tax	-	-
INCOME		
Sales and Operating Income	-	-
Other Income	-	0.04
EXPENSES		
Operating Expenses	-	-
Finance Charges	-	-
Depreciation	-	0.15
Other Expenses	-	0.43
Preliminary Expenses written off	-	-
Provision for Taxation	-	-

11) In respect of balances of Sundry Creditors / Debtors, Loans and Advances, Banks and Unsecured Loans / Inter Corporate Deposits confirmations were not received by the Company in few cases. In the opinion of management the balances as appearing in the books are fully payable / realisable, as the case may be, in the normal course of business.

12) **Segment Information**

The Primary Business activity of the Company is that of Generation of Power from Renewable Sources and hence there being only one reportable segment, segment reporting has not been furnished.

13) Previous year figures have been regrouped and / or reclassified wherever necessary.

Signatures to the Notes 1 to 24 forming part of the **Balance Sheet** as at 31.03.2014 and the **Statement of Profit & Loss** for the year ended 31.03.2014

As per our report of even date attached

For and on Behalf of the Board

For U. B. Sura & Co.
Chartered Accountants

For Shyam C. Agrawal & Co.
Chartered Accountants

D. G. Siraj
(Chairman)

U. B. Sura
Proprietor

Shyam C. Agrawal
Proprietor

G. N. Kamath
(Managing Director)

Membership No. 32026

Membership No. 31774

T. V. Subramanian

Firm Regn. No. 110620W

Firm Regn. No. 110243W

(CFO & Company Secretary)

Mumbai, Dated : 27.05.2014

Mumbai, Dated : 27.05.2014

7th Annual Report 2013-14

Statement pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies

Particulars	(Rs. in Lakh)							
	Almi Hydro Electric Projects Ltd	Baledh Energy Projects Ltd	Batot Hydro Power Ltd	Brahmanvel Energy Ltd	Joiner Hydro Power Projects Ltd	Khandesh Energy Projects Ltd	Greenweiz Projects Ltd	Vajharpada Energy Ltd
w.e.f. ==>	01.04.2010	01.04.2010	06.04.2013	01.04.2010	01.04.2010	01.04.2010	29.11.2014	29.11.2014
The Financial Year of the Subsidiary Company	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014	31.03.2014
Number of Shares in the Subsidiary Company held at the above date	50000	50000	5165500	50000	50000	50000	495000	50000
Extent of Holding	100.00%	100.00%	51.66%	100.00%	100.00%	100.00%	100.00%	100.00%
The net aggregate of Profits/(Losses) of the Subsidiary Companies for its financial year so far as they are concern to the members of Karma Energy Ltd dealt with in the accounts of Karma Energy Ltd for the year ended 31.03.2014:								
(a) Dealt with in the accounts of Karma Energy Ltd for the year ended 31.03.2014	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b) Not dealt with in the accounts of Karma Energy Ltd for the year ended 31.03.2014	0.04	(0.90)	(290.55)	(0.12)	0.05	(0.10)	98.11	(0.19)
The net aggregate of Profits/(Losses) of the Subsidiary Companies for its previous financial year so far as they are concern to the members of Karma Energy Ltd								
(a) Dealt with in the accounts of Karma Energy Ltd upto the year ended 31.03.2013	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b) Not dealt with in the accounts of Karma Energy Ltd upto the year ended 31.03.2013	0.02	(0.61)	(286.72)	(0.24)	(0.04)	(0.24)	(20.65)	(0.12)

Financial Particulars of Subsidiary Companies for Financial Year 2013-2014 requiring disclosure as per terms of exemption from attachment of Annual Accounts of the Subsidiaries granted by the Ministry of Corporate Affairs as per their circular

Particulars	(Rs. in Lakh)									
	Paid-up Share Capital	Reserves	Total Assets	Total Liabilities	Invest-ments	Turnover / Total Income	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend
Almi Hydro Electric Projects Ltd	5.00	-	104.12	104.12	-	0.29	0.04	-	0.04	-
Baledh Energy Projects Ltd	5.00	-	68.10	68.10	-	-	(0.90)	-	(0.90)	-
Batot Hydro Power Ltd	1,000.00	-	4,986.65	4,986.65	-	174.82	(830.96)	(268.54)	(562.42)	-
Brahmanvel Energy Ltd	5.00	11.38	131.70	131.70	-	0.02	(0.12)	-	(0.12)	-
Joiner Hydro Power Projects Ltd	5.00	-	82.18	82.18	-	0.30	0.05	-	0.05	-
Khandesh Energy Projects Ltd	5.00	2.45	67.29	67.29	-	-	(0.10)	-	(0.10)	-
Greenweiz Projects Ltd	495.00	307.63	855.55	855.55	239.74	314.05	123.32	25.21	98.11	-
Vajharpada Energy Ltd	5.00	-	20.95	20.95	-	0.01	(0.19)	-	(0.19)	-

Independent Auditor's Report on the Consolidated Financial Statements

**To
The Board of Directors of
Karma Energy Limited**

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

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and joint venture as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

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

Other Matter

We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of **Rs.407.06 Lakh** as at March 31, 2014 and total revenues of **Rs.0.62 Lakh** and net cash flows amounting to **Rs.0.14 Lakh** for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

**For U. B. Sura & Co.,
Chartered Accountants
FRN 110620W**

**U. B. Sura
Proprietor
Membership No: 32026**

**Place: Mumbai
Dated: May 27, 2014**

**For Shyam C. Agrawal & Co.,
Chartered Accountants
FRN 110243W**

**Shyam C. Agrawal
Proprietor
Membership No: 31774**

Consolidated Balance Sheet as at 31.03.2014

(Rupees in Lakh)

Particulars	Note No.	Amount 31.03.2014	Amount 31.03.2013
I EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	1,156.99	1,156.99
Reserves and Surplus	2	2,694.24	2,882.54
Money received against share warrants		-	-
		3,851.23	4,039.53
Share application money pending allotment			
Minority Interest		2.00	481.97
Non-Current Liabilities			
Long Term Borrowings	3	5,052.59	6,177.34
Deferred Tax Liabilities (Net)		1,392.22	1,905.13
Other Long Term Liabilities		-	-
Long Term Provisions	4	61.66	38.24
		6,506.47	8,120.71
Current Liabilities			
Short Term Borrowings	5	3,684.48	898.13
Trade Payables	6	107.24	56.08
Other Current Liabilities	7	1,385.09	1,587.30
Short Term Provisions	8	453.61	412.32
		5,630.42	2,953.84
TOTAL		15,990.12	15,596.05
II ASSETS			
Non-current assets			
Fixed Assets			
Tangible Assets	9	10,011.56	10,952.96
Intangible Assets		1,598.32	2,191.68
Capital Work-in-Progress		313.45	285.13
Intangible Assets under Development		-	-
Fixed Assets held for Sale		-	-
Non Current Investments	10	766.67	333.26
Deferred Tax Assets (Net)		-	-
Long Term Loans and Advances	11	297.02	101.58
Other Non-Current Assets	12	203.65	203.65
		13,190.67	14,068.26
Current assets			
Current Investments		-	-
Inventories	13	417.59	353.22
Trade Receivables	14	529.95	528.80
Cash and Cash Equivalents	15	392.90	372.34
Short Term Loans and Advances	16	1,459.02	273.42
Other Current Assets		-	-
		2,799.46	1,527.78
TOTAL		15,990.12	15,596.05

See accompanying notes to the financial statements

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As per our report of even date attached

For and on Behalf of the Board

 For U. B. Sura & Co.
Chartered Accountants

 For Shyam C. Agrawal & Co.
Chartered Accountants

 D. G. Siraj
(Chairman)

 U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014

 Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014

 G. N. Kamath
(Managing Director)

 T. V. Subramanian
(CFO & Company Secretary)

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Consolidated Statement of Profit & Loss for the year ended 31.03.2014

(Rupees in Lakh)

Particulars	Note No.	Amount 31.03.2014	Amount 31.03.2013
I Revenue from Operations	17	3,146.78	3,170.62
II Other Income	18	225.48	122.58
III Total Revenue (I + II)		3,372.26	3,293.20
IV Expenses			
Cost of Materials Consumed	19	1.97	-
Purchases of Stock-in-Trade	20	40.22	55.57
Changes in Inventories		(6.55)	(36.11)
Operating & Maintenance Cost	21	944.23	694.42
Employee Benefits Expense	22	471.06	357.88
Finance Costs	23	1,175.38	1,204.55
Depreciation and Amortization Expense	9	954.58	926.72
Other Expenses	24	347.10	292.98
Total Expenses		3,927.98	3,496.01
V Profit/(Loss) before Exceptional & Extraordinary Items & Tax (III-IV)		(555.73)	(202.81)
VI Exceptional Items		-	127.28
VII Profit/(Loss) before Extraordinary Items and Tax (V - VI)		(555.73)	(330.09)
VIII Extraordinary Items		-	-
IX Profit/(Loss) Before Tax (VII - VIII)		(555.73)	(330.09)
X Tax Expense			
(1) Current Tax		365.49	311.00
(2) Deferred Tax		(512.90)	(397.56)
(3) MAT Credit entitlement		(0.01)	-
(4) Prior Year Taxation		1.97	(1.85)
XI Profit/(Loss) for the year from Continuing Operations (IX - X)		(410.28)	(241.68)
XII Profit/(Loss) from Discontinuing Operations		-	-
XIII Tax Expense of Discontinuing Operations		-	-
XIV Profit/(Loss) from Discontinuing Operations (after tax) (XII - XIII)		-	-
XV Profit/(Loss) for the year before Minority Interest & Share of Associate		(410.28)	(241.68)
Minority Interest		(272.93)	(141.72)
Share in Associates		0.47	(0.11)
Profit/(Loss) for the year		(136.88)	(100.07)
Earnings per Equity Share:			
1. Basic		(3.55)	(2.09)
2. Diluted		(3.55)	(2.09)

See accompanying notes to the financial statements

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As per our report of even date attached

For and on Behalf of the Board

For U. B. Sura & Co.
Chartered Accountants

For Shyam C. Agrawal & Co.
Chartered Accountants

D. G. Siraj
(Chairman)

U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014

Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014

G. N. Kamath
(Managing Director)

T. V. Subramanian
(CFO & Company Secretary)

Consolidated Cash Flow Statement for the year ended 31.03.2014

Rs in Lakh

	Year Ended 31.03.2014		Year Ended 31.03.2013	
Cash Flow from Operating Activities				
Net Profit / (Loss) before extraordinary items and tax		(555.73)		(330.09)
<i>Adjustments for:</i>				
Depreciation and Amortisation	954.58		926.72	
Loss on Sale / Discard of Fixed Assets	11.73		0.13	
Profit on Sale of Fixed Assets	(0.23)		-	
Loss on Sale of Investments	0.33		-	
Profit on Sale of Investments	(1.32)		-	
Profit on Sale of Investments in Subsidiaries	(55.47)		-	
Miscellaneous Expenses	0.01		(0.05)	
		909.63		926.80
Operating profit / (loss) before working capital changes		353.90		596.71
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets</i>				
Inventories	(64.37)		(36.00)	
Trade receivables	(1.15)		669.26	
Short-term loans and advances	(1,186.71)		(46.55)	
Long- term loans and advances	(195.44)		(20.12)	
Other current assets	(1.59)		329.84	
Bank Deposits	(22.25)		(200.55)	
		(1,471.52)		695.88
		(1,117.61)		1,292.59
<i>Adjustments for increase / (decrease) in operating liabilities</i>				
Trade payables	51.16		(44.91)	
Other current liabilities	(202.21)		67.09	
Other long-term liabilities	-		-	
Short-term provisions	(14.05)		6.68	
Long-term provisions	23.42		(38.74)	
		(141.68)		(9.88)
Cash generated from operations		(1,259.30)		1,282.71
Net Income Tax (Paid) / Refund		(311.47)		(196.26)
in) operating activities (A)		(1,570.77)		1,086.45
Investments in Fixed Assets				
Capital Expenditure on Fixed Assets	(26.31)		(4,263.49)	
Capital Work In Progress	(28.32)		4,052.23	
Sale of Fixed Assets	0.80		0.10	
Sale of Investments	784.52		-	
Purchase of long-term investments				
- Subsidiaries	(315.55)		-	
- Associate	(132.14)		0.11	
- Others	(309.92)		(12.95)	
		(26.92)		(224.00)
Net cash flow from Investing activities (B)		(1,597.68)		862.45
Financing				
Dividend Paid	(57.82)		(57.82)	
Tax on Dividend	(9.38)		(9.38)	
Increase / (Decrease) in Long Term Borrowings	(1,124.75)		(924.52)	
Increase / (Decrease) in Short Term Borrowings	2,786.35		100.33	
Net cash flow from Financing activities (C)		1,594.40		(891.39)
Total (A + B + C)		(3.28)		(28.94)
Cash and Cash Equivalent at the Beginning of the year	72.51		101.45	
	72.51		101.45	
Cash and Cash Equivalent at the End of the year	69.23	(3.28)	72.51	(28.94)
(a) Cash on Hand	2.29		-	
(b) Balances with banks in current accounts	66.94		72.51	

See accompanying notes to the financial statements

As per our report of even date attached

For and on Behalf of the Board

For U. B. Sura & Co.
Chartered Accountants
For Shyam C. Agrawal & Co.
Chartered Accountants
D. G. Siraj
 (Chairman)

U. B. Sura
Proprietor
Membership No. 32026
Firm Regn. No. 110620W
Mumbai, Dated : 27.05.2014
Shyam C. Agrawal
Proprietor
Membership No. 31774
Firm Regn. No. 110243W
Mumbai, Dated : 27.05.2014
G. N. Kamath
 (Managing Director)
T. V. Subramanian
 (CFO & Company Secretary)

Notes forming part of the Consolidated Financial Statements

Rs in Lakh

Particulars	Amount			
	31.03.2014	31.03.2013		
NOTE [1] - SHARE CAPITAL				
Authorised Share Capital				
1,80,00,000 Equity Shares of Rs.10/-each (PreviousYear 1,80,00,000 Equity Shares of Rs.10/- each)	1,800.00	1,800.00		
Issued, Subscribed & Paid-up Share Capital				
1,15,69,918 Equity Shares of Rs.10/- each fully Paid-up (PreviousYear 1,15,69,918 Equity Shares of Rs.10/- each)	1,156.99	1,156.99		
Total	1,156.99	1,156.99		
NOTE [1.1]				
Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year	As at 31.03.2014		As at 31.03.2013	
	In Nos.	Rs. In Lac	In Nos.	Rs. In Lac
Equity Shares				
At the beginning of the Year	11569918	1,156.99	11569918	1,156.99
Issued during the Year	-	-	-	-
Outstanding at the end of the Year	11569918	1,156.99	11569918	1,156.99
NOTE [1.2]				
Terms / Rights attached to Equity Shares				
a. The Company has only one class of equity shares having a par value of Rs.10/- per Share.				
b. Each holder of equity shares is entitled to one vote per share.				
c. The dividend on equity shares proposed by Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.				
d. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders				
e. The company has not issued any bonus shares or bought back the equity shares in the last 5 years immediately preceding the balance sheet date.				
f. With respect to the amalgamation of the transferor company Avirodh Financial Services Ltd, the company allotted 5561 equity shares of Rs.10/- each in the ratio of 1 equity share of Rs.10/- each of the company for every 18 equity shares of Rs.10/- each held by the equity shareholders in the transferor company				
NOTE [1.3]	As at 31.03.2014		As at 31.03.2013	
Details of shares held by each shareholder holding more than 5% shares:	In Nos	Holding	In Nos	Holding
Equity shares of Rs.10/- fully paid up		(%)		(%)
Chetan D. Mehra	1464011	12.65%	1464011	12.65%
Dharmendra Siraj	637408	5.51%	1112060	9.61%
Sitex India Private Limited	699393	6.04%	1220865	10.55%
Windia Infrastructure Finance Limited	2180587	18.85%	2180587	18.85%
Purvaja Projects Limited	-	0.00%	840000	7.26%
Kotta Enterprises Ltd	2343081	20.25%	-	-
NOTE [1.4]				
Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates	NIL			

Particulars	Amount 31.03.2014	Amount 31.03.2013	
NOTE [2] - RESERVES & SURPLUS			
Capital Reserve			
Opening Balance	76.96	76.96	
Additions : On increase in subsidiary holding	10.93	-	
Closing Balance	87.88	76.96	
General Reserve			
Opening Balance	3,074.95	3,074.95	
Closing Balance	3,074.95	3,074.95	
<u>Surplus / (Deficit) in the Statement of Profit & Loss</u>			
Opening Balance	(269.37)	(102.10)	
Deletions : On Ceasing of Joint Venture	2.92	-	
Additions : On increase in stake in subsidiary	2.41		
Add : Profit / (Loss) for the Year	(136.88)	(99.53)	
Group's share in Joint Ventures	-	(0.54)	
<u>Allocations and appropriations</u>			
Proposed Dividend	57.85	57.82	
Dividend Distribuion Tax	9.83	9.38	
Closing Balance	(468.60)	(269.37)	
Total	2,694.24	2,882.54	
NOTE [3] - LONG TERM BORROWINGS			
Term Loans			
<u>Secured</u>			
From Banks	5,052.59	6,177.34	
Total	5,052.59	6,177.34	
NOTE [3.1] - Secured Term Loan from Banks			
Name	Tenor	31.03.2014	31.03.2013
State Bank of India	83 varied monthly installments Starting from June 2011	844.21	1,055.00
Axis Bank Ltd	85 varied monthly installments Starting from March 2011	851.86	1,041.18
Axis Bank Ltd	23 varied quarterly installments Starting from April 2012	1,682.15	2,256.00
Uco Bank	40 varied quarterly installments Starting from January 2005	1,102.93	1,024.26
The Saraswat Co-operative Bank Ltd	60 equal monthly installments Starting from June 2011	1.63	3.52
State Bank of Patiala	32 equal quarterly installments Starting from June 2010	569.73	795.00
The Saraswat Co-operative Bank Ltd	60 equal quarterly installments Starting from December 2009	0.09	1.21
Total ==>		5,052.59	6,177.34
1. Security against Term Loan from State Bank of India is charge on specific wind farm of 3.6 MW & guaranteed by Weizmann Ltd and Weizmann Forex Ltd 2. Security against Term Loans from Axis Bank Ltd is charge on receivable from specific wind farm of 9.0 MW. 3. Security against Term Loans from Axis Bank Ltd is charge on receivable from specific wind farm of 9.0 MW. 4. Security against Term Loan from Uco Bank is charge on receivable from specific wind farm of 7.0 MW. 5. Security against Term Loan from Saraswat Co-op Bank Ltd is charge on specific vehicle. 6. Security against Term Loan from State Bank of Patiala is charge on specific hydro power project of 3.5 MW and guarateed by Weizmann Ltd			

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Rs in Lakh

Particulars	Amount 31.03.2014	Amount 31.03.2013
NOTE [3.2] For the Current Maturities of Long Term Borrowings, refer item (a) in Note 7 of Other Current Liabilities.		
NOTE [4] - LONG TERM PROVISIONS Provision for Employee Benefits		
Leave Encashment	61.66	38.20
Gratuity	-	0.04
Total	61.66	38.24
NOTE [5] - SHORT TERM BORROWINGS <u>Unsecured</u>		
(a) Loans Payable on Demand		
From Corporates	2,580.63	894.34
Group's share in Joint Venture	-	0.02
(b) Loans and Advances from Related Parties	1,103.85	3.78
Total	3,684.48	898.13
NOTE [6] TRADE PAYABLE S		
Due to Micro, Small and Medium Enterprises	-	-
Others	107.24	55.71
Group's share in Joint Venture	-	0.37
Total	107.24	56.08
NOTE [7] - OTHER CURRENT LIABILITIES		
(a) Current Maturities of Long Term Debt	1,172.16	1,298.50
(b) Statutory Obligations	91.18	114.80
(c) Advances from Customers	0.61	0.81
(d) Expenses Reimbursable	0.06	0.29
(e) Payable against Purchases of Fixed Asset	57.42	89.05
(f) Unpaid Dividend	4.62	3.03
(g) Others	59.04	80.78
Group's share in Joint Venture	-	0.04
Total	1,385.09	1,587.30
NOTE [7.1] Current Maturities of Long Term Debts included in Current Liabilities (Refer Note 3)		
NOTE [8] - SHORT TERM PROVISIONS <u>Provision : Employee Benefits</u>		
Leave Encashment	8.00	22.05
	8.00	22.05
<u>Provision : Others</u>		
Provisions For Taxation	377.96	323.07
Provisions For Dividend	57.82	57.82
Provisions For Dividend Tax	9.83	9.38
	445.61	390.27
Total	453.61	412.32

Rs in Lakh

Nature Of Asset	As at 01.04.2013	Additions During the Year	Deletion / Adj. During the Year	As at 31.03.2014	Upto 31.03.2013	Depreciation		Net Block	
						For the Year	Withdrawals	As on 31.03.2014	As on 31.03.2013
1 TANGIBLE ASSETS									
Land									
(a) Free Hold	114.41	-	-	114.41	-	-	-	114.41	114.41
(b) Lease Hold	42.83	-	-	42.83	15.37	1.71	-	25.75	27.46
(c) Lease Hold - Proj *	24.42	-	-	24.42	-	-	-	24.42	24.42
(d) Lease Hold - TL *	118.14	-	-	118.14	-	-	-	118.14	118.14
(e) Lease Hold - TL	5.50	-	-	5.50	-	-	-	5.50	5.50
Plant & Machinery									
(a) Own	16,527.49	21.11	21.57	16,527.03	8,454.67	853.89	8.73	7,227.21	8,072.82
(b) Lease	-	-	-	-	-	-	-	-	-
Building & Civil Engg									
	2,636.83	-	-	2,636.83	73.95	93.48	-	2,469.40	2,562.88
Office Equipment									
	3.83	5.20	-	9.03	1.23	0.39	-	7.41	2.60
Computers									
	3.60	-	-	3.60	2.58	0.35	-	0.67	1.02
Furniture & Fixtures									
	3.52	-	-	3.52	2.29	0.10	-	1.13	1.23
Vehicles									
	57.81	-	3.75	54.06	35.32	4.66	3.44	17.52	22.49
Schedule (1)	19,538.38	26.31	25.32	19,539.37	8,585.41	954.58	12.17	10,011.56	10,952.96
2 INTANGIBLE ASSETS									
Goodwill									
	2,191.68	-	593.36	1,598.32	-	-	-	1,598.32	2,191.68
Schedule (2)	2,191.68	-	593.36	1,598.32	-	-	-	1,598.32	2,191.68
Total Assets	21,730.06	26.31	618.68	21,137.69	8,585.41	954.58	12.17	11,609.88	13,144.64
Previous Year	15,338.44	4,425.51	0.32	19,700.39	7,662.12	926.72	0.09	11,111.65	7,676.33

Note : * Lease Hold Land agreements pending execution with forest authorities.

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Particulars	Rs in Lakh	
	Amount 31.03.2014	Amount 31.03.2013
NOTE [10] - NON CURRENT INVESTMENTS, at cost		
Non-Trade, Unquoted investments		
In Associate	145.55	0.31
In Others	620.23	330.81
Non Trade, Quoted investments		
Others	0.43	1.68
Trade, Unquoted investments		
Others	0.46	0.46
Total	766.67	333.26
NOTE [11] - LONG TERM LOANS AND ADVANCE S		
Unsecured, considered good		
Capital Advances	200.15	4.63
Deposits	96.87	96.95
Total	297.02	101.58
NOTE [12] - OTHER NON-CURRENT ASSETS		
Unsecured, considered good		
Interest accrued on trade receivables	201.99	201.99
Other Receivables	1.66	1.66
Total	203.65	203.65
NOTE [13] - INVENTORIES		
(At lower of cost and net realisable value) (As taken, valued and certified by the management)		
Contract Work in Progress		
Wind Farm Development	152.41	149.75
Stores & Spares		
Stock-in-Trade, Loose Tools, Stores & Spares	265.18	203.47
Total	417.59	353.22
NOTE [14] - TRADE RECEIVABLES		
Unsecured, considered good		
Receivables outstanding for a period exceeding six months from the date they are due for payment	161.25	236.47
Other debts	368.71	292.33
Total	529.95	528.80
NOTE [15] - CASH AND BANK BALANCE		
(A) Cash and Cash Equivalents		
(a) Cash on hand	2.29	-
(b) Balance with banks :		
In Current accounts	66.94	71.40
Group's share in Joint Venture	-	1.11
Sub Total	69.23	72.51
(B) Other Bank Balances		
(a) Fixed Deposit with maturity more than 12 months	319.05	296.80
(b) Balance with banks		
In Unpaid Dividend accounts	4.62	3.03
Sub Total	323.67	299.83
Total	392.90	372.34
NOTE [16] - SHORT TERM LOANS AND ADVANCE S		
Unsecured, considered good		
Loans and advances to related parties	699.36	0.73
Income Tax and Tax Deducted at Source	44.22	45.34
Advances Recoverable	123.50	147.60
Prepaid Expenses	28.55	23.87
Other loans and advances	563.39	47.14
Group's share in Joint Venture	-	8.75
Total	1,459.02	273.42
NOTE [17] - REVENUE FROM OPERATION		
Sales of Products	2,678.75	2,810.86
Other Operating Income	468.03	359.76
Total	3,146.78	3,170.62
NOTE [17.1]		
Sales of Products comprises		
Sale of Power / Products	2,597.04	2,732.95
Sale of Services	81.71	77.91
Total	2,678.75	2,810.86

Particulars	Rs in Lakh	
	Amount 31.03.2014	Amount 31.03.2013
NOTE [17.2]		
Other Operating Income comprises		
Sale of Entitlement from Wind Power	468.03	359.76
Total	468.03	359.76
NOTE [18] - OTHER INCOME		
Interest	163.21	108.26
Dividend	0.38	0.21
Net Gain from Sale of Non-Current Investments	188.97	-
Others	(127.08)	14.08
Group's share in Joint Venture	-	0.04
Total	225.48	122.58
NOTE [18.1]		
Interest Income comprises		
Interest on loans and advances	244.64	263.92
Interest from banks on deposits	29.82	24.55
Interest on overdue trade receivables	-	-
Interest on others	0.17	0.30
Total	274.8	288.77
NOTE [19] - COST OF RAW MATERIAL CONSUMED		
Opening Stock	-	-
Add : Purchases	70.68	-
Less : Closing Stock	68.71	-
Materials Consumed	1.97	-
NOTE [20] - PURCHASES OF TRADED GOODS		
Components		
Indigenous	39.60	54.58
Imported	0.62	0.99
Total	40.22	55.57
NOTE [21] - OPERATING & MAINTENANCE COST		
Energy / Open Access Charges / Stores & Spares	346.67	251.80
Operations & Maintenance	560.43	402.74
Others	37.13	39.88
Total	944.23	694.42
NOTE [22] - EMPLOYEE BENEFITS		
Salaries, Wages and Bonus	422.04	315.31
Contribution to Provident Funds and Other Funds	30.85	29.34
Staff Welfare Expenses	18.17	13.24
Total	471.06	357.88
NOTE [23] - FINANCE COSTS		
(a) Interest Expense on		
Secured Loans	898.22	1,013.98
Unsecured Loans	247.29	169.42
Others	28.30	18.33
(b) Other Borrowing Cost	1.57	2.83
Total	1,175.38	1,204.55
NOTE [24] - OTHER EXPENSES		
Audit Fees	6.38	4.11
Conveyance & Travelling Expense	30.05	26.15
Donation	3.16	7.85
Electricity Expense	3.79	3.96
Insurance Charges	53.05	50.55
Legal & Professional Charges	85.50	56.99
Loss on Sale / Discard of Asset	11.50	-
Rent	45.36	35.92
Rates & Taxes	10.65	4.86
Repairs & Maintenance	3.23	3.25
Security Services	9.95	9.20
Loss on Sale of Investments on Consolidation	-	-
Miscellaneous Expenses	84.48	89.77
Group's share in Joint Venture	-	0.38
Total	347.10	292.98
NOTE [24.1]		
Payments to the Auditors		
For Audit	5.17	4.05
For other Services	1.21	-
Group's share in Joint Venture	-	0.06
Total	6.38	4.11

Notes forming part of the Consolidated Financial Statements

1. Significant Accounting Policies :

(a) Basis of Preparation

The consolidated financial statements which relates to Karma Energy Limited and its subsidiary Companies has been prepared under the historical cost convention and comply with accounting standards in all material respects.

(b) Basis of Consolidation

i The consolidated financial statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as laid down under Accounting Standard (AS-21) "Consolidated Financial Statements", Accounting Standard 23 (AS-23) "Accounting for Investment in Associates in Consolidated Financial Statements" and Accounting Standard 27 (AS-27) "Financial Reporting of Interests in Joint Ventures" under Companies (Accounting Standards) Rules.

ii As far as possible consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as holding company's separate financial statement except as provided under para f(iv). the impact thereof on accounts is not material.

(c) Income

i Income from Sale of Power is recognized on the basis of meter reading recorded and confirmed by the Electricity Board authorities upto the last month of the financial year.

ii Interest Income is accounted for on time accrual basis.

(d) Expenditure

It is the policy of the Company to provide for all expenses on accrual basis.

(e) Fixed Assets

Fixed Assets are stated at cost of acquisition including finance cost during the construction period and other directly attributable costs to bring the assets to its working condition for its intended use.

(f) Depreciation

i Depreciation on assets is provided on the straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

ii Land - Leasehold is amortised over the tenure of lease.

iii Capital Work-in-Progress - All direct expenses incurred for acquiring and erecting fixed assets including interest on borrowed funds are shown under capital work-in-progress.

iv The depreciation of fixed assets of a subsidiary company is provided for on WDV method at the rates specified in Schedule XIV of the Companies Act 1956.

(g) Investments

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognise a decline, other than of temporary nature.

(h) Inventories

Inventories held by the Company are valued at lower of cost or net realisable value.

(i) Amortization of Miscellaneous Expenditure

The preliminary expenses incurred is charged to revenue in the year of incurrence itself in accordance with Accounting Standard 26 under Companies (Accounting Standards) Rules on Intangible Assets.

(j) Employee Benefits

The Company has covered its gratuity liabilities with Life Insurance Corporation of India. Any amount payable to the employee in the year of separation in excess of amount received from LIC is charged off to revenue.

The Company has made necessary provisions as per actuarial valuation for leave encashment and other retirement benefits wherever required as per Accounting Standard 15 under Companies (Accounting Standards) Rules.

(k) Taxation

Provision for current income tax is made on the basis of taxable income for the year as determined as per the provisions of the Income Tax Act, 1961.

Deferred income tax is accounted for by computing the tax effect on timing differences which arise during the year and capable of reversal in subsequent periods.

(l) Foreign Currency Transaction :

The transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Money items denominated in foreign currency outstanding at the year end are translated at the year end exchange rate and the unrealised exchange gain or loss is recognized in the profit and loss account.

2. Contingent Liabilities

Bank Guarantee

Rs in Lakh	
31.03.2014	31.03.2013
-	24.25

3. (a) Earnings in Foreign Exchange

Sale of Entitlement from Wind Power

31.03.2014	31.03.2013
127.84	90.78

(b) Expenditure in Foreign Exchange

Consultancy Fees

9.54	9.07
------	------

4. Estimated amount of contracts remaining to be executed on capital account not provided for [Net of Advances] Rs Nil [Previous Year Rs.26.72 Lakh]

5. Investment in Subsidiaries

The subsidiaries [which along with Karma Energy Limited, the parent, constitute the Group] considered in the presentation of these consolidated financial statements are

Sr. No.	Name of the Entity	Country of Incorporation	% of Holding
1	Almi Hydro Electric Projects Limited	India	100.00
2	Baledh Energy Projects Limited	India	100.00
3	Batot Hydro Power Limited	India	51.66
4	Brahmanvel Energy Limited	India	100.00
5	Greenweiz Projects Limited	India	100.00
6	Joiner Hydro Power Projects Limited	India	100.00
7	Khandesh Energy Projects Limited	India	100.00
8	Vajharpada Energy Limited	India	100.00

Key Management Personnel -

Mr.Ganesh N. Kamath - Managing Director of Holding Company

Interest in Associates

The Group's associates are

Sr. No.	Name of the Entity	Country of Incorporation	% of Holding
1	Weizmann Corporate Services Ltd	India	31.92

Carrying cost of Investment in Associates

Sr. No.	Particulars	Weizmann Corporate Services Ltd	
		31.03.2014	31.03.2013
1	No of Equity shares held	15960	Nil
2	% of holding	31.92%	Nil
3	Cost of Investment	145.08	Nil
4	Goodwill / (Capital Reserve) included in cost of Investment	145.08	Nil
5	Share in accumulated profit / (losses)	0.47	Nil
6	Share of increase in reserve during the year	-	Nil
7	Carrying cost	145.56	Nil

Interest in Joint Ventures

The Group's interests in jointly controlled entity of the Group is

Sr. No.	Name of the Entity	Country of Incorporation	% of Holding	
			31.03.2014	31.03.2013
1	Weizmann Energy Limited	India	NIL	50.00

6. Deferred Tax

The breakup of Net Deferred Tax Liability as on 31.03.2014 is as under:-

	(Rs. in Lakh)	
	31.03.2014	31.03.2013
Deferred Tax Liabilities		
Difference between Book and Tax Depreciation	2,200.90	2,369.05
Sub Total (a) ==>	2,200.90	2,369.05
Deferred Tax Assets		
Unabsorbed Depreciation	392.96	263.03
Brought Forward Business Loss	380.80	168.93
Others	34.93	31.97
Sub Total (b) ==>	808.68	463.92
Net Deferred Tax Liability (a - b)	1,392.22	1,905.13

7. Earnings Per Share

(Rs. in Lakh)

	31.03.2014	31.03.2013
Profit / (Loss) After Tax	(410.28)	(241.68)
Weighted Average number of Equity Shares	11569918	11569918
The Nominal Value Per Ordinary Share	10.00	10.00
Earnings Per Share (Basic & Diluted)	(3.55)	(2.09)

8. Related Party Disclosures for the year ended 31.03.2014
In accordance with the "Accounting Standard 18 – Related Party Disclosure" as per Companies (Accounting Standards) Rules, the Company has compiled and certified the required information as stated below:

- A Related Party and their Relationship
Key Management Personnel
Mr. Ganesh N. Kamath - Managing Director

B Transactions with the related Parties (including transactions which are more than 10% of the total transactions of the same type with related parties)

(Rs. in Lakh)

Nature of Transaction	Key Management Personnel	
	31.03.2014	31.03.2013
Remuneration	18.85	17.28
G. N. Kamath	18.85	17.28

9. Segment Information

The Primary Business activity of the Company is that of Generation of Power from Renewable Energy Sources and hence there being only one reportable segment, segment reporting has not been furnished.

10. Previous year figures have been regrouped and / or reclassified wherever necessary.

Signatures to the Notes 1 to 25 forming part of the Consolidated Balance Sheet as at 31.03.2014 and the Statement of Consolidated Profit & Loss for the year ended 31.03.2014

As per our report of even date attached For and on Behalf of the Board

For U. B. Sura & Co. Chartered Accountants	For Shyam C. Agrawal & Co. Chartered Accountants	D. G. Siraj (Chairman)
U. B. Sura Proprietor Membership No. 32026 Firm Regn. No. 110620W Mumbai, Dated : 27.05.2014	Shyam C. Agrawal Proprietor Membership No. 31774 Firm Regn. No. 110243W Mumbai, Dated : 27.05.2014	G. N. Kamath (Managing Director) T. V. Subramanian (CFO & Company Secretary)



Regd. Office : Empire House, 214, Dr. D. N. Road, Ent. A.K. Nayak Marg, Fort, Mumbai – 1
 Tel : 022-22071501-06, Fax : 022-22071514, Email : investorshelpdesk@weizmann.co.in

PROXY FORM

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

Name of the member(s)	:	
Registered address	:	
Email id	:	
Folio No. / *Client ID	:	
*DP ID	:	
Number of Shares	:	

* Applicable to shareholders holding shares in electronic form
 I/We being members of Karma Energy Ltd, hereby appoint :

1. Name : _____ Email id: _____
 Address : _____

 signature :
 or failing him

2. Name : _____ Email id: _____
 Address : _____

 signature :
 or failing him

3. Name : _____ Email id: _____
 Address : _____

 signature :

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as my / our proxy to attend and vote (on poll) for me and on my/our behalf at the 7th Annual General Meeting of the Company, to be held on the 11th day of September, 2014 at 3.00 p.m or soon after the conclusion of the Annual General Meeting of Weizmann Forex Ltd whichever is later at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, 6th Floor, Oricon House, Kaala Ghoda, Mumbai – 400 001 and at any adjournment thereof in respect of such resolution as are indicated below :

Resolution No.	Description	For	Against
1.	Adoption of Financial Statements, Directors and Auditor's report for the year ended 31 st March, 2014.		
2.	Declaration of Dividend on equity Shares		
3.	Re-appointment of Shri Chetan D. Mehra as Director, who retires by Rotation		
4.	Appointment of Auditors		
5.	Appointment of Shri Vishnu P. Kamath as an Independent Director		
6.	Appointment of Shri Vinesh N. Davda as an Independent Director		
7.	Appointment of Shri Kishore M. Vussonji as an Independent Director		
8.	Appointment of Shri Upkar Singh Kohli as an Independent Director		
9.	Re-appointment of Shri Ganesh N. Kamath as Managing Director		
10.	Approval of Borrowing limits of the company		

Signed this _____ day of _____ 2014

Affix
Revenue
Stamp

Signature of shareholder

Signature or proxy

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.



Regd. Office : Empire House, 214, Dr. D. N. Road, Ent. A.K. Nayak Marg, Fort, Mumbai – 1
Tel : 022-22071501-06, Fax : 022-22071514, Email : investorshelpdesk@weizmann.co.in

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the 7th ANNUAL GENERAL MEETING of the Company being held at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, 6th Floor, Oricon House, Kala Ghoda, Mumbai – 400 001 at 3.00 p.m or soon after the conclusion of the Annual General Meeting of Weizmann Forex Ltd whichever is later

Name(s) of the Shareholder/s
(in Block Letters)

Name(s) of the Proxyholder/s
(in Block Letters)

Address : _____

Address : _____

Folio No. _____

DP ID _____

Client ID _____

No. of Shares : _____

Signature(s) of Shareholder(s) or Proxy

Note : You are requested to bring your copy of the Annual Report to the meeting



Empire House (Basement)
214, Dr. D. N. Road,
Ent. A. K. Nayak Marg, Fort,
Mumbai - 400 001.

ASSENT / DISSENT BALLOT FORM FOR VOTING ON AGM RESOLUTIONS

SERIAL No.

1. Name(s) & Registered Address of :
(the sole / first named shareholder)

2. Name(s) of the Joint holder(s), :
if any

3. Registered Folio No. :
DP ID No. / Client Id No. *
[Applicable to investors holding shares
in dematerialized form]

4. Number of share(s) held :

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password

5. I/We hereby exercise my / our vote in respect of the Resolutions set out in the Notice of the Annual General Meeting dated 27th May, 2014 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate boxes below:

Sl. No.	Description of Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution				
(1)	Adoption of Financial Statements, Directors and Auditor's report for the year ended 31 st March, 2014.			
(2)	Declaration of Dividend on equity Shares			
(3)	Re-appointment of Shri Chetan D. Mehra as Director, who retires by Rotation			
(4)	Appointment of Auditors			
Special Business				
Ordinary Resolution				
5.	Appointment of Shri Vishnu P. Kamath as an Independent Director			
6.	Appointment of Shri Vinesh N. Davda as an Independent Director			
7.	Appointment of Shri Kishore M. Vussonji as an Independent Director			
8.	Appointment of Shri Upkar Singh Kohli as an Independent Director			
Special Resolution				
9.	Re-appointment of Shri Ganesh N. Kamath as Managing Director			
10.	Approval of Borrowing limits of the company			

Place :
Date :

Signature of the Shareholder

NB : Please read the instructions printed overleaf carefully before completing this form

INSTRUCTIONS

General Instructions :

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e either by post or through e-voting. If a Member casts votes by both modes, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Annual General Meeting Notice.
4. The Scrutiniser will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.

Process and Manner for Members opting to vote by using the Physical Ballot Form :

1. Please complete and sign the Ballot Form and send it so as to reach the Scrutiniser appointed by the Board of Directors of the Company, Mr. Martinho Ferrao, Practising Company Secretary C/o. Karma Energy Ltd, 214, Empire House, Dr. D. N. Road, Ent. A. K. Nayak Marg, Fort, Mumbai – 400 001 not later than the close of the working hours (6:00 p.m.) on 4th September, 2014.
2. The form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. There will be one Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA or enclosing an attested copy of the POA. Exercise of vote is not permitted through proxy.
3. For shares held by Companies, Bodies Corporate, Trusts, Societies, etc the duly completed Form should be accompanied by a certified true copy of the board Resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided for assent / dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the member's total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" in case of any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted under either head.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 18th July, 2014 ("Cut off Date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial owners.
6. Duly completed forms should reach the Scrutiniser not later than the close of working hours (6:00 p.m.) on 4th September, 2014. Ballot Forms received after 4th September, 2014 will be strictly treated as if the reply from the members has not been received.
7. A Member may request for a duplicate Ballot form, if so required. However the duly filled in and signed duplicate form should reach the Scrutiniser not later than the date specified at Sr. No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The Scrutiniser's decision on the validity of a Ballot will be final.
10. Members are requested not to send any other paper along with the Ballot Form in the envelope containing the ballot form as all such envelopes will be sent to the Scrutiniser and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the ballot form except giving their assent or dissent and putting their signature.
11. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report, shall be published in newspaper, placed on the Company's website www.karmaenergy.co and communicated to the stock exchanges where the shares of the company are listed, viz. BSE Ltd and National Stock Exchange of India Ltd.
12. Members may address their queries, if any query to Shri T V Subramanian, CFO & Company Secretary, at the Registered office of the Company, Tel. Nos.022-22071501 or by email at : investorshelpdesk@weizmann.co.in.
