



CIAL

INFRASTRUCTURES LTD.

**DIRECTORS' REPORT
&
FINANCIAL STATEMENTS**

2018-19

CIAL INFRASTRUCTURES LIMITED

CIN: U45203KL2012PLC031692

REGISTERED OFFICE

XI/318E, Cochin International Airport Building,
Kochi Airport P.O., Nedumbassery,
Ernakulam – 683111

BOARD OF DIRECTORS

Sri V. J. Kurian (Chairman & Managing Director)

Sri. C. V. Jacob

Smt. A.K. Ramani

Smt. Jolly Thomas

Sri. A. Chandrakumaran Nair

Sri. Jose Thomas P.

AUDIT COMMITTEE

Smt. A.K. Ramani (Chairman)

Sri. C. V. Jacob

Smt. Jolly Thomas

COMPANY SECRETARY

Sri. Saji K. George

CHIEF FINANCIAL OFFICER

Smt. Mini Joseph

AUDITORS

M/s Sen George Associates

Chartered Accountants

Cheruparambath Road,

Kochi - 682020

CIAL INFRASTRUCTURES LIMITED

Regd. Office: XI/318 E, Cochin International Airport Buildings, Nedumbassery
Kochi Airport P.O., Ernakulam - 683 111, Tel No: 0484-4024031, 4024032
e-mail: info@cialinfra.in CIN: U45203KL2012PLC031692

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 07th Annual General Meeting of CIAL Infrastructures Limited will be held on **Saturday, the 28th day of September 2019 at 05.00 p.m. at XI/318E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., Ernakulam - 683 111**, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto and the report of the Directors and Auditors of the Company.
2. To appoint a Director in the place of Sri. A.C.K. Nair (DIN:0001327169) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Sri. C.V. Jacob (DIN:0000030106) who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Statutory auditor and fixation of remuneration:

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

"Resolved that pursuant to Section 139 and other applicable provisions of the Companies Act 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) the retiring auditors M/s.Sen George Associates, Chartered Accountants, Ernakulam (Firm Registration No:007399S) be and is hereby appointed as the statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company."

By order of the Board
for **CIAL Infrastructures Limited**

sd/-

Saji K. George
Company Secretary

Date : 25th June 2019
Place : Nedumbassery

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Form of proxy is attached at the end of the Annual report.**
2. Instrument of Proxies, in order to be effective must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting.

As per the requirement of Secretarial Standard 2, the following information relating to the directors retiring by rotation who are being re-appointed , as contained at item 2 & 3 is furnished below:

| Particulars | Information | Information |
|---|---|---|
| Name | Sri. A C K Nair (DIN: 0001327169) | Sri. C V Jacob (DIN: 0000030106) |
| Age | 57 Years | 86 years |
| Qualification | B.Tech, MBA | Diploma |
| Experience | 34 years experience in Electrical & Airport Operations | 64 years Administrative experience |
| Terms and Conditions of appointment | Retiring director, being eligible offer himself for re-appointment | Retiring director, being eligible offer himself for re-appointment |
| Remuneration last drawn | Nil | INR 1,45,000 (Sitting Fees) |
| Date of first appointment on Board | 12 th September 2014 | 20 th July 2012 |
| Shareholding in Company | 10 number of shares of Rs.10/- paid up | Nil |
| Relationship with other Directors, Manager and other Key Managerial Personnel | Nil | Nil |
| Number of Meetings of Board attended | 4 | 4 |
| Other Directorships, Memberships/Chairmanships of Committees of other Boards | Managing Director in- 1. Cochin International Aviation Services Limited | Director in- 1. Ezva Fashion Private Limited 2. Synthite Industries Private Limited 3. Cochin International Aviation Services Limited 4. Air Kerala International Services Limited 5. Cochin International Airport Limited 6. Intergrow Brands Private Limited |

CIAL INFRASTRUCTURES LIMITED

Regd Office: XI/318E, Cochin International Airport Buildings, Nedumbassery,
Kochi Airport P.O., Ernakulam 683 111, CIN : U45203KL2012PLC031692
Ph: 0484 4024031, 4024032, Fax: 0484 2610009. e-mail: info@cialinfra.in

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Seventh Annual Report with the audited financial statements of the Company for the year ended 31st March 2019.

(Rupees in lakhs)

| Financial Results | 2018-19 | 2017-18 |
|---|----------------|----------------|
| Total Income | 2650.87 | 2280.79 |
| Less: Administrative & other expenses | 627.05 | 348.33 |
| Cash Profit / (Loss) | 2023.82 | 1932.46 |
| Less: Depreciation | 676.67 | 458.13 |
| Profit / (Loss) before tax | 1347.15 | 1474.33 |
| Less: Provision for Income Tax (Current & Deferred Tax) | 411.41 | 407.69 |
| Profit / (Loss) after Tax | 935.74 | 1066.64 |
| Add : Other Comprehensive Income (net of taxes) | 0.27 | 0.57 |
| Net Profit / (Loss) for the year | 936.01 | 1067.21 |

SOLAR ENERGY IN INDIA

Energy plays a vital role in the socio - economic development and human welfare of a State. Efficient, reliable and competitively priced energy supply is a prerequisite for accelerating economic growth and human development. Role of renewable energy has been increasing in recent times with the growing concern for the state's energy security. With the limitation of the conventional resources, renewable energy has become the major driver and shall be playing a vital role in every field replacing the earlier ones. To cater to ever-increasing demand of power, Government of Kerala has decided to give encouragement to renewable energy from non-renewable energy sources.

Kerala generates energy from four sources - hydro, thermal, wind and solar. Out of this, hydro energy is the predominant source of energy. It constitutes nearly 70 per cent of the total installed capacity. Monsoon is essential to sustain the hydropower base in the State and the shortage in rainfall usually creates a power crisis. Here comes the importance of solar energy.

Kerala has high solar insolation (solar irradiation), it is an ideal combination for using solar power in Kerala. The sun's energy is intensely felt across Kerala, due to the state's proximity to the equator. Every year, our state receives nearly 3,000 hours of sunshine, which is equivalent to 5,000 trillion kWh of energy. Solar power can be deployed in a simple, rapid, modular and flexible manner, it is available directly to the consumers of power. It is, perhaps, the most democratic energy source.

REVIEW OF OPERATIONS

a) Solar Power Generation

By the inauguration of the renovated Domestic Terminal - T1 held on 12th December 2018, the enhanced capacity of solar plants at Cochin Airport increased from 29.10 MWp to 40 MWp.

With this expansion, Cochin Airport has the biggest solar installation in any airport in the world and it continues its prestigious status as the only fully solar powered airport in the world. It has also accomplished another feat with the completion of its 5.1 MWp solar carport (to accommodate 2600 cars), by becoming the biggest carport in any airport in the World surpassing Weeze Airport in Germany, which has a 4 MWp capacity carport.

At present your Company has 9 solar power plants with an overall total installed capacity is 40 MWp producing 1.63 lakhs unit of power a day whereas the requirement stands at 1.53 lakhs units. KSEB is racing against time to meet its renewable energy target. According to the purchase obligations, KSEB should generate at least 8.5% of its energy from renewable sources by 2022. In order to meet the renewable energy obligations of the State, your Company acquired 36 acres of land at Payyannur to set up solar power plant.

b) Small Hydro Electric Power Projects

The construction works of Arippara SHEP (4.5 MW capacity) is progressing well. It is expected that the SHEP at Arippara can be commissioned during the Financial Year 2019 – 20.

FUTURE OUTLOOK

Consultancy Services - Solar Power Projects

The idea of diversifying into the consultancy sector was emerged subsequent to the visit of CIL solar power plants by a delegation consisting of 37 Ambassadors / High Commissioners from various ISA member countries on 22nd May 2019. ISA is an alliance of 74 countries initiated by India and France formed in 2015 sharing the ambition to undertake joint efforts required to reduce the cost of finance and the cost of technology, mobilize more than US\$1000 billion of investments needed by 2030 for massive deployment of solar energy. As part of International Solar Alliance (ISA)'s initiative to encourage implementation of solar power projects in the airports, a delegation consisting of 37 Ambassadors / High Commissioners visited Cochin International Airport and our solar installations on 22nd May 2019. They visited solar plants installed in various areas including the pilot plant with floating solar panels in two lakes of the golf course and appreciated CIAL's efforts in achieving the status of first fully solar powered airport in the world. During the meetings, ISA Director General Sri. Upendra Tripathy sought CIAL's assistance to implement solar power projects at other airports and CIAL expressed its readiness to provide consultancy services to Airports of the member ISA countries.

Over the years, your Company has earned considerable expertise in designing solar power plants of higher capacity, its transmission and distribution of power. In order to utilize the experience gained by the technical team, it was decided to offer consultancy services to reputed organisations who are interested for installing solar power plants. Discussions are progressing with Kerala Water Authority, BPCL Kochi and UST Global Technologies, Trivandrum for providing consultancy services for implementing solar projects in their premises.

Consultancy Services - Infrastructure Development Projects

The Airport sector is now getting privatized as the development and operations of many airports currently operated by AAI, are being awarded to private players after the comprehensive and competitive bidding process. There is a huge potential for experienced domain experts to associate with these developments. Such

expertise is not available in abundance in the country and therefore, the Parent Company CIAL is in the process of conceptualizing a proposal to commence a consultancy division through its subsidiary, CIAL Infrastructures Limited. Currently, CIAL is engaging M/s. KITCO for new projects depending upon the requirements. It is hopeful that CIL could take up the role of KITCO in the near future.

VISIT OF AMBASSADORS / HIGH COMMISSIONERS

As part of International Solar Alliance (ISA)'s initiative to encourage implementation of solar power projects in the airports, a delegation consisting of 37 Ambassadors / High Commissioners visited Cochin International Airport and our solar installations on 22nd May 2019. The delegation included of the Ambassadors / High Commissioners of Countries including Egypt, Senegal, Nigeria, Tanzania, Brazil, Chile, Malaysia, Bolivia, Sri Lanka etc. They visited solar plants installed in various areas including the pilot plant with floating solar panels in two lakes of the golf course and appreciated our efforts in achieving the status of first fully solar powered airport in the world.

Flood – 2018

Kerala has witnessed one of the biggest ever floods in its history during the month of August 2018.

The torrential rains that wreaked havoc in the state of Kerala causing floods and landslides caused substantial damages to our solar plants situated in the premises of Cochin International Airport. Out of our six solar plants, four got submerged in the flood waters and the remaining two were saved as they were on higher elevations. The water started receding only after four days and the inundation had damaged around 1000 modules and 175 string Inverters apart from the heavy damages caused to CSS, String Monitoring boxes, SCADA system and power evacuation cables. Consequent to the above asset damage, there was a generation loss of approximately 20.63 lakh and 4.97 lakh units in the months of August and September. The insurance company is in the process of releasing the final settlement to CIL and the same is expected soon.

DIVIDEND AND TRANSFER TO RESERVES

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base for the growth of the business. No dividend has therefore been recommended for the year ended 31st March 2019 and no amounts have been transferred to General Reserve Account.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended 31st March 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments' and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;

- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company in the prescribed Form MGT-9 is attached herewith as Annexure A to this Report.

DIRECTORS

In terms of the provisions of Section 152(6) of the Companies Act 2013, two – third of the total number of Directors excluding Independent Directors, are liable to retire by rotation and out of which one third has to retire by rotation at every Annual General Meeting. Sri. A.C.K. Nair (DIN:0001327169) and Sri. C.V. Jacob (DIN: 0000030106) are therefore liable to retire by rotation at the ensuing AGM and being eligible offer themselves for re-appointment. The Board therefore recommends their re-appointments as Directors of the Company.

Sri. Jose Thomas P. (DIN: 0002905126) has resigned from the Board of Directors with effect from 25th June 2019, due to personal reasons.

No other Directors of Key Managerial Personnel of the Company were appointed or resigned during the period under review

Declaration of Independent Directors

Smt. Jolly Thomas (DIN: 0007188260) and Smt. Athiyarath Kothai Ramani (DIN : 0007188269), the Independent Directors of the Company have furnished declaration(s) to the Board that they meet the criteria of 'Independence' as provided in sub-section (6) of Section 149 of the Companies Act 2013.

Director's appointment and remuneration

The policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters is done as provided under Section 178(3) of the Companies Act 2013. The Board has constituted a Nomination and Remuneration Committee for this purpose.

Pursuant to Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Article 100 of the Articles of Association of the Company, the Board has fixed a sitting fees of Rs.25,000 per meeting per Director for attending the Board Meeting and Rs.15,000 per meeting per Committee Member(Director) for attending Committee meetings of the Company.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

M/s.Sen George Associates (Firm Registration No:007399S), the Statutory Auditor of the Company, hold office till the conclusion of this Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act

and they are not disqualified for re-appointment. The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

Internal Auditor

The Board of Directors of your Company has appointed M/s. Nayar & Menon, Chartered Accountants, Ernakulam(Firm Registration No:002454S) as Internal Auditor pursuant to the provisions of Section 138 of Companies Act 2013 for the financial year 2019-20.

Secretarial Auditor

As required under Section 204 of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing the Secretarial and related records to ensure compliances of various legislations of the Company and to provide a report in this regard. The Board of Directors of your Company has appointed Sri.Sathish V, Practicing Company Secretary (C.P.No:8343) as Secretarial Auditor of the Company and the Secretarial Audit Report in Form MR-3 is attached as Annexure B to this Report. No qualification, reservation, adverse remark or disclaimer have been made in the said report by the Practicing Company Secretary.

DISCLOSURES

Corporate Social Responsibility Committee (CSR Committee)

As per the requirement of Section 135 of the Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules 2014 and Schedule VII (activities to be included in the CSR Policy),the Company has constituted a Corporate Social Responsibility Committee at the Board level to monitor the CSR activities.

The Company understands its responsibility towards the society and environment in which it operates. CIAL Infrastructures Limited has already identified the strategic areas to achieve its corporate and social objectives.

The composition and category of the Members along with their attendance at CSR Committee Meeting held on 27th March 2019 are given below:

| Sl. No. | Name of the Member and Designation | Category of Member | No. of CSR Committee Meetings | |
|---------|--------------------------------------|--------------------------|-------------------------------|----------|
| | | | Held during the tenure | Attended |
| 1. | Smt. Jolly Thomas - Chairman | Independent Director | 1 | 1 |
| 2. | Sri. A. Chandrakumaran Nair - Member | Non - Executive Director | 1 | 1 |
| 3. | Sri. Jose Thomas P. - Member | Non - Executive Director | 1 | 1 |

Details of CSR spent during the Financial Year

- a. Total amount to be spent for the Financial Year 2018 -19

| Particulars | Amount (Rs) |
|--|-----------------|
| Profit before tax for the Financial Year 2017 - 2018 | 14,74,34,208.00 |
| Profit before tax for the Financial Year 2016 - 2017 | 12,65,95,156.00 |

| | |
|--|---------------------|
| Profit before tax for the Financial Year 2015 - 2016 | 12,35,12,873.00 |
| Total profit before tax for the preceding 3 years | 39,75,42,237.00 |
| Average Net Profit for the preceding 3 years | 13,25,14,079.00 |
| 2% of the Average Net Profit (to be spent for the Financial Year 2018 – 19) | 26,50,282.00 |

- b. Total amount spent during the financial year: Rs. 26,50,282.00
- c. Amount unspent, if any: **Nil**
- d. Manner in which the amount spent during the financial year is detailed below:

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|--------|------------------------------------|--|---|---|--|--|--|
| Sl. No | CSR Project or Activity Identified | Sector in which the Project is covered | Projects or Programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken | Amount Outlay (Budget) project or programs wise | Direct expenditure spent on the projects or programs | Cumulative expenditure upto the reporting period | Amount spent : Direct or through implementing agency |
| 1. | Education | Education | Cost of school bus | | 3,28,268 | 3,28,268 | Direct |
| 2. | Environment | Eco-friendly | Setting up an vertical garden at GMC, Kochi | | 3,50,000 | 3,50,000 | Direct |
| 3. | Education | Education | Setting up Atal Tinkering Lab along with – NITI AAYOG, GOI | | 5,00,000 | 5,00,000 | Direct |
| 4. | Sanitation | Sanitation | Providing Septic tanks for all houses which do not have Septic tanks in the banks of ParvathyPuthenar | | 14,72,014 | 14,72,014 | Agency – CIAL Charitable Trust |

We, the members of the CSR Committee hereby declare that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

| | |
|---|---|
| Jolly Thomas Chairman of the CSR Committee | V.J. Kurian Chairman & Managing Director |
|---|---|

Nomination and Remuneration Committee

As per the provisions of Section 178(1) of the Companies Act 2013, read with Rule 6 of the Companies (Meetings of Board & its Powers) Rules 2014, the Board has constituted a Nomination and Remuneration Committee, with the following Members:

| Sl.No. | Name of the Member | Designation |
|--------|-----------------------------|-------------|
| 1. | Smt. A.K. Ramani | Chairman |
| 2. | Smt. Jolly Thomas | Member |
| 3. | Sri. A. Chandrakumaran Nair | Member |

The purpose of constituting the Nomination and Remuneration Committee is to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees by striking a balance between the interest of the Company and the Shareholders and other matters as provided under Section 178 of the Companies Act 2013. One meeting of the Nomination and Remuneration Committee was held on 27th March 2019. The composition and category of the Members along with their attendance at Nomination & Remuneration Committee Meetings for the financial year ended 31st March 2019 are given below:

| Sl.No. | Name of the Member | Category of Member | No. of Nomination & Remuneration Committee Meetings | |
|--------|-----------------------------|------------------------|---|----------|
| | | | Held during the tenure | Attended |
| 1. | Smt. A. K. Ramani | Independent Director | 1 | 1 |
| 2. | Smt. Jolly Thomas | Independent Director | 1 | 1 |
| 3. | Sri. A. Chandrakumaran Nair | Non-Executive Director | 1 | 1 |

Audit Committee

The Board has constituted an Audit Committee with the following members:

| Sl.No. | Name of the Member | Designation |
|--------|--------------------|-------------|
| 1. | Smt. A.K. Ramani | Chairperson |
| 2. | Sri. C.V. Jacob | Member |
| 3. | Smt. Jolly Thomas | Member |

All the recommendations made by the Audit Committee were accepted by the Board during the period under review.

Terms of reference to the Audit Committee

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems; and
- (viii) monitoring the end use of funds raised through public offers and related matters.

Three meetings of the Audit Committee were held during the period under report on 21.06.2018, 21.12.2018 and 27.03.2019. The composition and category of the Members along with their attendance at Audit Committee Meetings as on March 31, 2019 are given below:-

| Sl.No | Name of the Member | Category of Member | No. of Audit Committee Meetings | |
|-------|--------------------|------------------------|---------------------------------|----------|
| | | | Held during the tenure | Attended |
| 1. | Smt. A.K. Ramani | Independent Director | 3 | 3 |
| 2. | Smt. Jolly Thomas | Independent Director | 3 | 3 |
| 3. | Sri. C.V. Jacob | Non-Executive Director | 3 | 3 |

Board Evaluation

Pursuant to the provisions of the Companies Act 2013 a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. Similarly, the evaluation of all the directors and the Board as a whole has to be conducted based on the criteria and framework adopted by the Board. The Independent Directors in their meeting, reviewed the performance of non-independent Directors & the Board as a whole and reviewed the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the period under review on 21st June 2018, 14th September 2018, 21st December 2018 and 27th March 2019.

The composition and category of the Directors along with their attendance at Board Meetings for the financial year ended March 31, 2019 are given below:

| Sl. No | Name of the Director | Category of Director | No. of Board Meetings | |
|--------|----------------------|--|------------------------|----------|
| | | | Held during the tenure | Attended |
| 1. | Sri. V.J. Kurian | Chairman & Managing Director – Executive | 4 | 4 |
| 2. | Sri. C.V. Jacob | Non - Executive Director | 4 | 4 |
| 3. | Smt. A.K. Ramani | Independent Director (Non-Executive) | 4 | 4 |
| 4. | Smt. Jolly Thomas | Independent Director (Non-Executive) | 4 | 4 |
| 5. | Sri. A.C.K. Nair | Non - Executive | 4 | 4 |
| 6. | Sri. Jose Thomas P. | Non - Executive | 4 | 4 |

Risk Management

The Company has adequate system of business risk evaluation and management, to ensure stable & sustainable business growth and to promote pro-active approach in evaluating and resolving the risks associated with the business. The Company has identified the potential risks such as financial risk, legal & statutory risks and the internal process risk and has put in place appropriate measures for its mitigation. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

Secretarial Standards of ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

Particulars of Loans, guarantees or investments made under Section 186 of the Act

There were no loans, guarantees or investments made by the company under Section 186 of the Companies Act 2013 during the year under review.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Act, are provided in **Annexure C** to this Report.

Related Party Transactions

Related Party Transactions in terms of Ind AS 24 are set out in the Notes forming part of the accounts. These transactions are not likely to have a conflict with the interest of the Company. All the related party transactions are negotiated on arm's length basis and are intended to protect the interest of the Company. Disclosures of particulars of contracts / arrangements entered into by the Company with related parties are given in Form AOC-2 as Annexure D to Directors' Report.

Particulars of Employees and related disclosures

Personnel and industrial relations were cordial and satisfactory during the year under review. There were no employees of the Company who have drawn remuneration in excess of the limits set out under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Change in the nature of the business of the company.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.
8. During the period under review, there were no companies which have become or ceased to become the subsidiaries, joint ventures or associate companies.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Complaints Committee (ICC) has been set up under the said Act, to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19:

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

Your Directors wish to state that during the period under review no frauds were reported by the Auditors of the Company.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and cooperation received from Central and State Governments, Ministry of New and Renewable Energy, Kerala State Electricity Board, Kerala State Electricity Regulatory Commission, Energy Management Centre (EMC), Bankers, Consultants, Contractors, Management and staff of Cochin International Airport and shareholders for their continued co-operation and unstinted support extended to the Company. Your Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

for and on behalf of the Board of Directors

sd/-

V J Kurian

Chairman and Managing Director

DIN 0001806859

Date : 25th June 2019

Place : Nedumbassery

FORM NO. MGT 9**Extract of Annual Return for the financial year ended 31st March 2019**

Pursuant to Section 92 (3) of the Companies Act 2013 and Rule 12(1) of the Companies (Management & Administration) Rules 2014.

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|--|---|
| 1. | CIN | U45203KL2012PLC031692 |
| 2. | Registration date | 20 th July 2012 |
| 3. | Name of the Company | CIAL Infrastructures Limited |
| 4. | Category/Sub-category of the Company | Company Limited by shares / Indian Non Government Company |
| 5. | Address of the Registered office & contact details | XI/318E, Cochin International Airport Buildings Kochi Airport P O., Ernakulam 683 111 Tel No. 0484 4024031, 4024032. e-mail: info@cialinfra.in |
| 6. | Whether listed company | No |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Not Applicable |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| Sl. No. | Name and Description of main Products / Services | NIC Code of the Product / Service | % to total turnover of the Company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Power Generation | 3510 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

| Sl. No | Name and address of the Company | CIN / GLN | Holding / Subsidiary/ Associate | % of shares held | Applicable section |
|--------|---|-----------------------|---------------------------------|------------------|--------------------|
| 1. | Cochin International Airport Limited Room No.35, 4 th Floor GCDA Commercial Complex Marine Drive, Ernakulam 682 031 | U63033KL1994PLC007803 | Holding | 99.99 | 2 (46) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)**i) Category-wise Share Holding.**

| Category of Share holders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---------------------------|---|-----------|-----------|-------------------|---|-----------|-----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual / HUF | - | 70 | 70 | 0.00005 | - | 70 | 70 | 0.00005 | - |
| b) Central Government | - | - | - | - | - | - | - | - | - |
| c) State Governments | - | - | - | - | - | - | - | - | - |
| d) Bodies Corporate | - | 155334552 | 155334552 | 99.99995 | - | 155334552 | 155334552 | 99.99995 | - |

| | | | | | | | | | |
|--|---|-----------|-----------|-----|---|-----------|-----------|-----|---|
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Sub-Total (A)(1) | - | 155334622 | 155334622 | 100 | - | 155334622 | 155334622 | 100 | - |
| (2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporate | - | - | - | - | - | - | - | - | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any other... | - | - | - | - | - | - | - | - | - |
| Sub Total(A)(2) | - | - | - | - | - | - | - | - | - |
| Total Shareholding of promoter(A)=(A)(1)+(A)(2) | - | 155334622 | 155334622 | 100 | - | 155334622 | 155334622 | 100 | - |
| B. Public Shareholding | | | | | | | | | |
| a) Mutual Funds / Banks/ FI | - | - | - | - | - | - | - | - | - |
| b) Central Government | - | - | - | - | - | - | - | - | - |
| c) State Governments | - | - | - | - | - | - | - | - | - |
| d) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| e) Insurance Companies | - | - | - | - | - | - | - | - | - |
| f) FIIIs | - | - | - | - | - | - | - | - | - |
| g) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| h) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1) | - | - | - | - | - | - | - | - | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corporates | | | | | | | | | |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Resident Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | - | - | - | - | - | - | - | - |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | - | - | - | - | - | - | - | - |
| c) Others | - | - | - | - | - | - | - | - | - |
| d) Non Resident Indians | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2) | - | - | - | - | - | - | - | - | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | - | - | - | - | - | - | - | - | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 155334622 | 155334622 | 100 | - | 155334622 | 155334622 | 100 | - |

ii) Shareholding of Promoter-

| Sl. No | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|--------|-------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total Shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total Shares | |
| 1 | CIAL | 155334552 | 99.99995 | - | 155334552 | 99.99995 | - | - |
| 2 | V.J. Kurian | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 3 | A . Chandrakumaran Nair | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 4 | A.M. Shabeer | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 5 | R. Venkiteswaran | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 6 | Joseph Peter Painunkal | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 7 | Sathesh Kumar Pai | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| 8 | V. Sankar | 10 | 0.00001 | - | 10 | 0.00001 | - | - |
| Total | | 155334622 | 100.00 | - | 155334622 | 100.00 | - | - |

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

| Sl. No. | Name of the Shareholder(s) | Shareholding at the beginning of the year | | Date wise increase / decrease in shareholding | | Shareholding at the end of the year | |
|---------|----------------------------|---|----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company |
| 1 | CIAL | 155334552 | 99.99995 | - | - | 155334552 | 99.99995 |
| 2. | V.J. Kurian | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 3 | A . Chandrakumaran Nair | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 4 | A.M. Shabeer | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 5 | R. Venkiteswaran | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 6 | Joseph Peter Painunkal | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 7 | Sathesh Kumar Pai | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 8 | V. Sankar | 10 | 0.00001 | - | - | 10 | 0.00001 |

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

| Sl. No. | Name of the Shareholder(s) | Shareholding at the beginning of the year | | Date wise increase / decrease in shareholding | | Shareholding at the end of the year | |
|---------|----------------------------|---|----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company |
| Nil | | | | | | | |

v) Shareholding of Directors and Key Managerial Personnel

| Sl. No. | Name of the Shareholder(s) | Shareholding at the beginning of the year | | Date wise increase / decrease in shareholding | | Shareholding at the end of the year | |
|---------|----------------------------|---|----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company | No of Shares | % of total Shares of the Company |
| 1 | V.J. Kurian | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 2 | C.V. Jacob | - | - | - | - | - | - |
| 3 | A.K. Ramani | - | - | - | - | - | - |
| 4 | Jolly Thomas | - | - | - | - | - | - |
| 5 | A . Chandrakumaran Nair | 10 | 0.00001 | - | - | 10 | 0.00001 |
| 6 | Jose Thomas P. | - | - | - | - | - | - |
| 7 | Saji K. George (CS) | - | - | - | - | - | - |
| 8 | Mini Joseph (CFO) | - | - | - | - | - | - |

V. INDEBTEDNESS - (Rs. in Lakh)

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Addition | 490185 | - | - | 490185 |
| Reduction | - | - | - | - |
| Net change Indebtedness | 490185 | - | - | 490185 |
| At the end of the financial year | | | | |
| i) Principal Amount | 490185 | - | - | 490185 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 490185 | - | - | 490185 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. in Lakh)**

| Sl No. | Particulars of Remuneration | Sri. V.J. Kurian, Chairman & Managing Director (DIN: 0001806859) | Total Amount |
|------------------------|---|---|--------------|
| 1 | Gross salary | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | - | - |
| | (b) Value of perquisites u/s 17(2) of Income-Tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) of Income- Tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission - as % of profit - others, specify... | - - | - - |
| 5 | Others, please specify | - | - |
| Total (A) | | - | - |
| Ceiling as per the Act | | - | - |

B. Remuneration to other Directors: (Amount in Rs.)

| Sl. No | Particulars of Remuneration | Name of the Directors | | | Total Amount |
|--------|--|---|--|--|--------------------|
| 1 | Independent Directors | A.K. Ramani (DIN: 0007188269) | Jolly Thomas (DIN: 0007188260) | | |
| | Fee for attending board/ committee meetings | 1,60,000 | 1,75,000 | | 3,35,000 |
| | Commission | - | - | | - |
| | Others, please specify | - | - | | - |
| | Total (1) | 1,60,000 | 1,75,000 | | 3,35,000 |
| 2 | Other Non-Executive Directors | A.C.K. Nair (DIN: 0001327169) | Jose Thomas P. (DIN: 0002905126) | C.V. Jacob (DIN: 0000030106) | - |
| | Fee for attending board / committee meetings | - | - | 1,45,000 | 1,45,000 |
| | Commission | - | - | - | - |
| | Others, please specify | - | - | - | - |
| | Total (2) | - | - | 1,45,000 | - |
| | Total Managerial Remuneration (1+2) | 1,60,000 | 1,75,000 | 1,45,000 | 4,80,000 |
| | Overall Ceiling as per the Act | | | | 1,48,18,650 |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD
(Rupees in thousands)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|------------------|---|--------------------------|-------------------------------------|--------------|
| | | CFO Mini Joseph | Company Secretary Saji K. George | |
| 1 | Gross salary | - | - | - |
| | (a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961 | 2572 | 86 | 2658 |
| | (b) Value of perquisites u/s 17(2) of Income-Tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of Income- Tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission - as % of profit - others, specify... | - - | - - | - - |
| 5 | Others, please specify | - | - | - |
| Total (C) | | 2572 | 86 | 2658 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

for and on behalf of the Board of Directors

sd/-

V.J Kurian

Chairman and Managing Director

DIN: 0001806859

Date : 25th June 2019

Place : Nedumbassery

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

Annexure B

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2019

*[Pursuant to section 204(1) of the Companies Act 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules 2014]*

To,
The Members,
CIAL Infrastructures Limited
Rgd off: Cochin International Airport Buildings
Nedumbasserry - 683111

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **CIAL INFRASTRUCTURES LIMITED** (hereinafter called 'the Company') with Corporate Identity No U45203KL2012PLC031692. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. CIAL INFRASTRUCTURES LIMITED for the financial year ended on 31st March 2019 according to the provisions of:
 - (i) The Companies Act 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act 1956 ('SCRA') and the rules made there under;
 - (iii) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:
 - a) maintenance of various statutory registers and documents and making necessary entries therein;
 - b) closure of the Register of Members;
 - c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
 Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) notice of Board meetings and Committee meetings of Directors;
- f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g) the 6th Annual General Meeting held on September 29, 2018;
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) payment of remuneration to Directors, including the Managing Director
- k) appointment and remuneration of Auditors and Cost Auditors;
- l) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
- m) preparation of Directors Report
- n) execution of contracts, affixing of common seal, registered office and publication of name of the company; and
- o) generally, all other applicable provisions of the Act and the Rules made under the Act.
- p) borrowings and registration, modification and satisfaction of charges wherever applicable;

3. I further report that:-

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings / directorships in other companies and interests in other entities.
- c) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.
- e) The Company has obtained all necessary approvals under the various provisions of the Act.

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

4. The Company has not:-
- a) declared any dividends;
 - b) transferred any amounts to the Investor Education and Protection Fund, as the company was registered only on 20th July 2012.
 - c) made any investment of the Company's funds;
 - d) given any guarantees;
5. I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and that during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc having a major bearing on the Company's affairs.

Place : Cochin
Date : 25.06.2019

Sd/-
SATHISH V.
Practising Company Secretary
FCS 8005; CP 8343

Annexure C**Energy Conservation Initiatives by CIAL Infrastructures Limited**

1. Transformers for the Solar Power evacuation has used Special Laser Scribed Cores for minimizing the no load losses. During night time when plant is not operational and the transformers are in line with no load conditions, this would reduce the losses incurred. Transformers are also hermetically sealed type to reduce the maintenance.
2. String inverters are used for the new installations to improve DC / AC conversion which has high conversion efficiency and also to reduce DC cable losses.
3. High efficiency air conditioner system with scroll compressor has been used in Office at Edapally instead of conventional rotary type systems.
4. Sun control film and vertical blinds are provided for entire glass area for reducing heat load, which in turn reduces capacity of air conditioning system.
5. High luminous efficiency LEDs are used for lightings at offices and Solar PV Plant control rooms.

During the period under review, CIAL Infrastructures Limited has spent approximately Rs.20 lakhs towards capital expenditure on energy conservation measures.

There are no activities relating to technology absorption in connection with operations of the Company.

(Rs. in thousands)

| Foreign Exchange Earnings and outgoings (receipts and payments in USD) | 2018-19 | 2017-18 |
|---|----------------|----------------|
| CIF value of Imports | Nil | Nil |
| Foreign Exchange Earnings | Nil | Nil |
| Expenditure in foreign currency | 173 | 286 |
| Amount remitted during the year in foreign currency | Nil | Nil |

for and on behalf of the Board of Directors

sd/-

V.J. Kurian

Chairman and Managing Director

DIN: 0001806859

Date : 25th June 2019

Place : Nedumbassery

Form AOC – 2

[Pursuant to clause (h) of sub – section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014]

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

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

| Sl.No | Particulars | Details |
|-------|---|---------|
| 1 | Name (s) of the related party | Nil |
| 2 | Nature of relationship | Nil |
| 3 | Nature of contracts / arrangements / transactions | Nil |
| 4 | Duration of the contracts / arrangements / transactions | Nil |
| 5 | Salient terms of the contracts or arrangements or transaction including the value, if any | Nil |
| 6 | Justification for entering into such contracts or arrangements or transactions | Nil |
| 7 | Date of approval by Board | Nil |
| 8 | Amount paid as advance, if any | Nil |
| 9 | Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188 | Nil |

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

| Sl.No. | Name of the related party | Nature of relationship | Nature of contracts / arrangements / transactions | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by CIAL Board | Amount paid as advance, if any |
|--------|--------------------------------------|------------------------|---|---|---|--------------------------------|--------------------------------|
| 1. | Cochin International Airport Limited | Holding Company | Power Purchase Agreement for Phase III solar plants of 7.5MWp | 20 years | PPA for purchase of solar power from phase III solar plants @ Rs. 6.80 per unit | 18-09-2017 | Nil |

for and on behalf of the Board

sd/-

V.J. Kurian

Chairman & Managing Director

DIN : 0001806859

Date : 25th June 2019

Place : Nedumabassery

SEN GEORGE ASSOCIATES
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CIAL INFRASTRUCTURES LIMITED

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **CIAL INFRASTRUCTURES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

| | | |
|-------------|---|--|
| Head Office | : | Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 6402010, Mob: 9846021796, e-mail-casengeorge@gmail.com |
| Branch | : | F-16, Municipal Stadium Complex, Palai, Kottayam-686 575 |

SEN GEORGE ASSOCIATES

Chartered Accountants

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified u/s 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are

| | | |
|-------------|---|--|
| Head Office | : | Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 6402010, Mob: 9846021796, e-mail-casengeorge@gmail.com |
| Branch | : | F-16, Municipal Stadium Complex, Palai, Kottayam-686 575 |

SEN GEORGE ASSOCIATES

Chartered Accountants

also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

| | | |
|-------------|---|--|
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SEN GEORGE ASSOCIATES
Chartered Accountants

- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 2. As required by the Companies (Auditor's Report) Order 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Place : Kochi - 20
Date : 25.06.2019

Sd/-
CA. SEN GEORGE, FCA
Partner
(M.No.204417)

| | | |
|-------------|---|--|
| Head Office | : | Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 6402010, Mob: 9846021796, e-mail-casengeorge@gmail.com |
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SEN GEORGE ASSOCIATES
Chartered Accountants

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act 2013 ("the Act")

We have audited the internal financial controls over financial reporting of CIAL INFRASTRUCTURES LIMITED ("the Company") as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

| | | |
|-------------|---|--|
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SEN GEORGE ASSOCIATES

Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Place : Kochi - 20
Date : 25.06.2019

Sd/-
CA. SEN GEORGE, FCA
Partner
(M.No.204417)

| | | |
|-------------|---|--|
| Head Office | : | Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 6402010, Mob: 9846021796, e-mail-casengeorge@gmail.com |
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SEN GEORGE ASSOCIATES

Chartered Accountants

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of CIAL INFRASTRUCTURES LIMITED of even date)

- i)
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification
 - c) The title deeds of immovable properties are held in the name of the Company.
- ii) The Company has inventory which has been verified by the management at reasonable intervals and material discrepancies noticed during such verifications have been properly dealt with in the books of account.
- iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under Section 189 of The Companies Act 2013.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The Company is not required to maintain cost records as specified in subsection (1) of Section 148 of the Companies Act 2013.
- vii)
 - a) The Company is regular in depositing undisputed statutory dues with appropriate authorities.
 - b) According to the records of the Company, there are no statutory dues which have not been deposited on account of any delay.
- viii) The Company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.
- ix) The Company has not raised funds by way of public offers of equity shares.
- x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act 2013.

| | | |
|-------------|---|--|
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| Branch | : | F-16, Municipal Stadium Complex, Palai, Kottayam-686 575 |

SEN GEORGE ASSOCIATES
Chartered Accountants

- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment of equity shares during the year under review.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act 2013 are not applicable to the Company.
- xv) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Place : Kochi - 20
Date : 25.06.2019

Sd/-
CA. SEN GEORGE, FCA
Partner
(M.No.204417)

| | | |
|-------------|---|--|
| Head Office | : | Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 6402010, Mob: 9846021796, e-mail-casengeorge@gmail.com |
| Branch | : | F-16, Municipal Stadium Complex, Palai, Kottayam-686 575 |

PART I : BALANCE SHEET
CIAL INFRASTRUCTURES LIMITED
BALANCE SHEET AS AT 31st MARCH 2019

(Rupees in '000)

| Particulars | Note No: | 31.03.2019 | 31.03.2018 |
|-------------------------------------|----------|---------------------|---------------------|
| I. ASSETS | | | |
| Non Current Assets | | | |
| Property, plant and equipment | 4 | 1,601,438.00 | 1,598,239.00 |
| Capital work-in-progress | 5 | 787,326.00 | 266,839.00 |
| Other intangible assets | 6 | 48.00 | 70.00 |
| Financial assets | | | |
| (i) Other Financial Assets | 7 | 1,866.00 | 1,861.00 |
| Income Tax Assets (Net) | 8 | 423.00 | 2,500.00 |
| Current Assets | | | |
| Inventories | 9 | 3,529.00 | 1,817.00 |
| Financial assets | | | |
| (i) Trade Receivables | 10 | 30,281.00 | 23,625.00 |
| (ii) Cash & Cash equivalents | 11 | 1,171.00 | 2,336.00 |
| (iii) Loans | 12 | 346.00 | 4,651.00 |
| (iv) Other financial assets | 13 | 5.00 | 15.00 |
| Other current assets | 14 | 84,852.00 | 36,830.00 |
| Total Assets | | 2,511,285.00 | 1,938,783.00 |
| II. EQUITY & LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 15 | 1,553,346.00 | 1,553,346.00 |
| Other Equity | 16 | 394,948.00 | 301,347.00 |
| Liabilities | | | |
| Non Current Liabilities | | | |
| Financial Liabilities | | | |
| (i) Borrowings | 17 | 475,000.00 | 0.00 |
| Provisions | 18 | 1,287.00 | 706.00 |
| Deferred tax liabilities (Net) | 19 | 44,845.00 | 32,946.00 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| (i) Trade Payables | 20 | 8,664.00 | 16,267.00 |
| (ii) Borrowings | 21 | 15,185.00 | 0.00 |
| Other current liabilities (net) | 22 | 18,010.00 | 34,171.00 |
| Total Equity and Liabilities | | 2,511,285.00 | 1,938,783.00 |

For and on behalf of the Board of Directors

sd/-

V.J. KurianChairman & Managing Director
(DIN:0001806859)

sd/-

Mini Joseph

Chief Financial Officer

Place : Nedumbassery

Date : 25.06.2019

sd/-

C. V. JacobDirector
(DIN:0000030106)

sd/-

Saji K. George

Company Secretary

As per our report of even date attached

For **SEN GEORGE ASSOCIATES**

Chartered Accountants

(FRN: 007399S)

Sd/-

CA. SEN GEORGE, FCA

Partner (M.No.204417)

Part II : STATEMENT OF PROFIT & LOSS
CIAL INFRASTRUCTURES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2019

(Rupees in '000)

| Particulars | | Note No: | 31.03.2019 | 31.03.2018 |
|-------------|---|----------|-------------------|-------------------|
| I. | Income: | | | |
| | Revenue from Operations | 23 | 264,765.00 | 218,818.00 |
| II. | Other Income | 24 | 322.00 | 9,261.00 |
| III. | Total Revenue | | 265,087.00 | 228,079.00 |
| | Expenses: | | | |
| | Change in Inventory | 25 | (1,712.00) | (1,817.00) |
| | Employee Benefits | 26 | 14,602.00 | 8,712.00 |
| | Finance Costs | 27 | 9,715.00 | 6.00 |
| | Depreciation and amortisation expenses | | 67,667.00 | 45,813.00 |
| | Other Expenses | 28 | 40,100.00 | 27,932.00 |
| IV. | Total Expenses | | 130,372.00 | 80,646.00 |
| V. | Profit before exceptional items and tax (III-IV) | | 134,715.00 | 147,433.00 |
| VI. | Exceptional Items | | 0.00 | 0.00 |
| VII. | Profit before Tax | | 134,715.00 | 147,433.00 |
| VIII. | Tax expense: | | | |
| | a. i) Current tax | | 29,242.00 | 31,627.00 |
| | ii) MAT Credit Entitlement | | (29,245.00) | (31,642.00) |
| | b. Tax for earlier years | | 0.00 | (2,666.00) |
| | c. Deferred tax | | 41,144.00 | 43,450.00 |
| | | | 41,141.00 | 40,769.00 |
| IX. | Profit for the period from continuing operations (VII-VIII) | | 93,574.00 | 106,664.00 |
| X. | Profit for the period from discontinuing operations | | 0.00 | 0.00 |
| XI. | Tax expense of discontinued operations | | 0.00 | 0.00 |
| XII. | Profit after tax from discontinued operations | | 0.00 | 0.00 |
| XIII. | Profit for the year (IX+XII) | | 93,574.00 | 106,664.00 |
| XIV. | Other comprehensive income | | | |
| | - Items that will not be reclassified to profit or loss | | 35.00 | 72.00 |
| | - Income tax relating to items that will not be reclassified to profit or loss | | (8.00) | (15.00) |
| | - Items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| | - Income tax relating to items that will be reclassified to profit or loss | | 0.00 | 0.00 |
| XV. | Total comprehensive income for the period (Profit/ loss + other comprehensive income) | | 93,601.00 | 106,721.00 |
| XVI. | Earnings per equity share (for continuing operations) | | | |
| | a) Basic | | 0.60 | 0.69 |
| | b) Diluted | | 0.60 | 0.69 |
| XVII. | Earnings per equity share (for discontinued operations) | | | |
| | a) Basic | | 0.00 | 0.00 |
| | b) Diluted | | 0.00 | 0.00 |
| XVIII. | Earnings per equity share (for discontinued & continuing operations) | | | |
| | a) Basic | | 0.60 | 0.69 |
| | b) Diluted | | 0.60 | 0.69 |

For and on behalf of the Board of Directors

sd/-
V.J. Kurian
Chairman & Managing Director
(DIN:0001806859)

sd/-
Mini Joseph
Chief Financial Officer
Place : Nedumbassery
Date : 25.06.2019

sd/-
C. V. Jacob
Director
(DIN:0000030106)

sd/-
Saji K. George
Company Secretary

As per our report of even date attached

For **SEN GEORGE ASSOCIATES**

Chartered Accountants
(FRN: 007399S)

Sd/-
CA. SEN GEORGE, FCA
Partner (M.No.204417)

STATEMENT OF CHANGES IN EQUITY
CIAL INFRASTRUCTURES LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2019

A Equity Share Capital

Equity shares of Rs.10/- each, subscribed and fully paid

| Particulars | Number in '000 | Rupees in '000 |
|---|----------------|---------------------|
| Balance at March 31, 2017 | 155,335 | 1,553,346.00 |
| Changes in equity share capital during the year | - | - |
| Balance at March 31, 2018 | 155,335 | 1,553,346.00 |
| Changes in equity share capital during the year | - | - |
| Balance at March 31, 2019 | 155,335 | 1,553,346.00 |

B Other Equity

(Rupees in '000)

| Particulars | Retained Earnings | Equity Instruments through Other Comprehensive Income | General Reserve | Total |
|--|-------------------|---|-----------------|-------------------|
| Balance at March 31, 2017 | 194,626.00 | - | - | 194,626.00 |
| Profit for the year | 106,664.00 | - | - | 106,664.00 |
| Other comprehensive income for the year, net of income tax | 57.00 | - | - | 57.00 |
| Total Comprehensive Income for the year | 106,721.00 | - | - | 106,721.00 |
| Balance at March 31, 2018 | 301,347.00 | - | - | 301,347.00 |
| Profit for the year | 93,574.00 | - | - | 93,574.00 |
| Other comprehensive income for the year, net of income tax | 27.00 | - | - | 27.00 |
| Total Comprehensive Income for the year | 93,601.00 | - | - | 93,601.00 |
| Balance at March 31, 2019 | 394,948.00 | - | - | 394,948.00 |

CIAL INFRASTRUCTURES LIMITED

XI/318E, CIAL Buildings, Nedumbassery, Ernakulam - 683 111

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(Rupees in '000)

| Particulars | For the period 01.04.2018 to 31.03.2019 | For the period 01.04.2017 to 31.03.2018 |
|--|--|--|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before income tax from | | |
| Continuing Operations | 134,715.00 | 147,433.00 |
| Discontinued operations | 0.00 | 0.00 |
| Profit before income tax including discontinued operations | 134,715.00 | 147,433.00 |
| Adjustments for: | | |
| Other comprehensive income not reclassified to profit or loss | 35.00 | 72.00 |
| Depreciation | 67,667.00 | 45,813.00 |
| Loss on Fixed Asset sold / discarded | 0.00 | 0.00 |
| Interest income | (166.00) | (8,991.00) |
| Interest and Finance Charges | 9,643.00 | |
| Operating profit before working capital changes | 211,894.00 | 184,327.00 |
| Adjustments for: | | |
| (Increase) / decrease in Inventories | (1,712.00) | (1,817.00) |
| (Increase) / decrease in Trade receivables | (6,656.00) | (6,012.00) |
| (Increase) / decrease in Pre-payments and Other receivables | (43,712.00) | (3,231.00) |
| Increase / (decrease) in Liabilities & provisions | (23,183.00) | (67,021.00) |
| Cash generated from operations | 136,631.00 | 106,246.00 |
| Direct Tax Payments | (27,173.00) | (29,939.00) |
| Net Cash Flow from Operating Activities | 109,458.00 | 76,307.00 |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets including Capital work-in-progress | (591,331.00) | (445,898.00) |
| Interest received | 166.00 | 8,991.00 |
| Net Cash Flow from Investing Activities | (591,165.00) | (436,907.00) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from issue of Share Capital | 0.00 | 0.00 |
| Proceeds from Long-Term Borrowing | 475,000.00 | 0.00 |
| Proceeds from Short-Term Borrowing | 0.00 | 0.00 |
| Repayment of Long-Term Borrowing | 0.00 | 0.00 |
| Interest paid | (9,643.00) | 0.00 |
| Net Cash Flow from Financing Activities | 465,357.00 | 0.00 |
| Net increase / (decrease) in cash and cash equivalents | (16,350.00) | (360,600.00) |
| Cash and cash equivalents at the beginning of the period | 2,336.00 | 362,936.00 |
| Cash and cash equivalents at the end of the period | (14,014.00) | 2,336.00 |
| Cash and Cash Equivalents as per above comprises of the following | | |
| Cash and cash Equivalents (Note 11) | 1,171.00 | 2,336.00 |
| Bank Overdrafts (Note 21) | (15,185.00) | 0.00 |
| Balance as per Statement of cash flows | (14,014.00) | 2,336.00 |

For and on behalf of the Board of Directors

sd/-
V.J. Kurian
Chairman & Managing Director
(DIN:0001806859)

sd/-
Mini Joseph
Chief Financial Officer
Place : Nedumbassery
Date : 25.06.2019

sd/-
C. V. Jacob
Director
(DIN:0000030106)

sd/-
Saji K. George
Company Secretary

As per our report of even date attached

For **SEN GEORGE ASSOCIATES**

Chartered Accountants
(FRN: 007399S)

Sd/-
CA. SEN GEORGE, FCA
Partner (M.No.204417)

CIAL INFRASTRUCTURES LIMITED

Regd Office: XI/318E, Cochin International Airport Buildings, Nedumbassery,
Kochi Airport P.O., Ernakulam 683 111, CIN : U45203KL2012PLC031692

NOTES TO FINANCIAL STATEMENTS:

1. General Information

CIAL Infrastructures Limited is a Public Limited Company incorporated and domiciled in India. It is a wholly owned subsidiary of Cochin International Airport Limited. The address of its registered office is XI/318E, Cochin International Airport Buildings, Kochi Airport P.O., Ernakulam District, Pin - 683 111 and the principal place of business is located in Nedumbassery, Kochi - 683 111.

The company is engaged in the generation and sale of solar power to its parent company, Cochin International Airport Limited and has six solar PV power plants of 1MWp, 14.4MWp, 3MWp and 2MWp, 2.7MWp & 6MWp capacities.

The financial statements were approved for issue by the Company's Board of Directors on 25th June, 2019.

2. Significant Accounting Policies:

Basis of Preparation and presentation

a) Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016 as applicable.

b) Basis of measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Defined benefit and other long-term employee benefits.
- ii. Property, plant and equipment with different useful lives.

c) Use of Estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Revenue Recognition

Revenue from Sale of power is recognized at the point of completion of agreed services. Interest income on deposits is recognized on time proportion basis. Revenue from sale of tender documents is recognized on effecting the delivery of the same. Consultancy income is recognized at the point of completion of agreed services.

(ii) Property, plant and equipment**a) Recognition and measurement:**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

b) Depreciation

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Assets being leasehold improvements are amortized over the lower of estimated useful life and lease term.

The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

| Category | Useful Life |
|-------------------------------|--------------------|
| Plant and Equipment | 15 Years |
| Solar Power Plant | 25 Years |
| Solar Power Plant – Inverters | 10 Years |
| Office Equipment | 05 Years |
| Computer and Accessories | 03 Years |
| Furniture and Fixtures | 10 Years |
| Motor Vehicle | 08 Years |
| Electrical Equipment | 10 Years |
| Lease Hold Improvements | 05 Years |

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment from 01.04.2016 onwards. During F. Y. 2016-17, the useful life of string inverters of solar power plant was assessed as 10 years and it was componentized from solar power plant. There was no capitalisation of solar power plants during the F.Y. 2018-19 except some addition of equipments and hence componentization was not applicable for current year. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work in progress. The decommissioning cost have not been capitalised as it is insignificant considering the carrying amount of assets.

(iii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful lives of intangibles are as follows:

| Category | Useful Life |
|-------------------|-------------|
| Computer Software | 5 Years |

(iv) Inventories

Inventories have been valued at lower of cost and net realisable value. The cost arrived is including production overheads. Net realisable value is the average pooled power purchase cost of KSEB, as per Kerala State Electricity Regulatory Commission tariff order.

(v) Employee Benefits

- a. Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the profit and loss account.
- b. Defined Contribution Plans – Contributions made to the Recognized Provident Fund are expensed to the Profit and Loss Account. The Company's obligation is limited to the amount contributed by it.
- c. Defined Benefit Plans – The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted using the projected unit credit method, as adjusted for unrecognized past services cost, if any, is recognized in the books of account. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur.

(vi) Foreign Exchange Transactions

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevailing on the last date of the accounting year and the resultant exchange difference, if any, are recognized in the Statement of Profit and Loss.

(vii) Earnings per share

The earnings considered in ascertaining the company's Earnings per share comprise of the net profit after tax. The number of shares used in computing the basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted Earnings per share comprises the weighted average shares considered for deriving the basic earning per share and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares.

(viii) Taxes on Income:

Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income of the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets are reviewed at each Balance Sheet date based on the developments during the period. Deferred tax in respect of timing differences, which originate and reverse during a tax holiday period, are not recognised to the extent the gross total income is subject to the deduction during the tax holiday period.

MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by The Institute of Chartered Accountants of India, the said asset is credited by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

The MAT credit for the year ended 31.03.2019 is Rs. 2,92,45,000/- which is credited to Profit and Loss account and shown as MAT credit entitlements and there is convincing evidence that the company will pay normal Income Tax during the specified period.

(ix) Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date if there is any indication of impairment based on internal or external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital.

(x) Provisions, Contingent Liabilities and Contingent Assets

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation that may but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are disclosed in the accounts, where an inflow of economic benefits is probable.

(xi) Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and financial institutions. Fixed Deposit with banks split into up to 3 months and more than 3 to 12 months.

(xii) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of deferrals or accruals of past or future operating cash receipts or payments and item of income or

expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(xiii) Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term. Lease deposits have not been accounted at fair value by discounting the deposit at a market interest rate considering it as not material.

(xiv) Corporate Social Responsibility Expenses (CSR)

As per Section 135 of the Companies Act 2013, a CSR Committee has been formed by the company. The amount spent during the year for CSR activities is Rs. 26,50,282/- and the same has been charged off to the Profit and Loss Account.

(xv) Risk Management

The Company's activities expose it to a variety of risks: credit risk, liquidity risk, and performance risk of contracts.

Credit risk is the risk of financial loss to the Company. If a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Hydroelectric Projects have often been accused of indulgence in time and cost overrun resulting ultimately in delay in availability of power as well as in higher cost of power. Main contributing factors to the alleged ubiquitous over-run include delay in timely availability of statutory approvals, resettlement and rehabilitation factors, land acquisition problems and project management and implementation decisions. Processes and policies related to such risks are overseen by senior management.

3. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019.

Ind AS 116 : Leases

As Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17, a lessor will continue to classify its leases as operating lease or finance lease and to account for those two

types of leases differently. Ind AS 116 eliminates the classification of leases for the lessee as either operating lease or finance lease as required by Ind AS 17 and instead introduces a single lease accounting model whereby lessee is required to recognize assets and liabilities for all leases with a term, i.e., greater than 12 months unless the underlying asset is of low value and to recognize depreciation of leased assets separately from interest on leased liabilities in the income statements. The Company is evaluating the impact of this amendment on its financial statements.

Ind AS 12 : Income Taxes

The amendments relate to income tax consequences of dividend and uncertainty over income tax treatments. The Company does not currently expect this amendment to have any impact on its financial statements.

Ind AS 109 : Prepayment features with negative compensation

The amendments relate to the existing requirements in Ind AS 109 regarding rights in order to allow measurement at amortised cost even in the case of negative compensation payments. The Company does not currently expect this amendment to have any impact on its financial statements.

Ind AS 19 : Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. The Company does not currently expect this amendment to have any impact on its financial statements.

Ind AS 23 : Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. The Company does not currently expect this amendment to have any impact on its financial statements.

Ind AS 28 : Long term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. The Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 : Business Combinations

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The Company does not currently have any control of a business that is a joint operation.

Ind AS 111: Joint Arrangements

The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. The Company does not currently have any joint control of a business that is a joint operation.

4. Property, Plant and Equipment**(Rupees in '000)**

| Particulars | Cost | | | | Depreciation | | | Net Carrying Amount | |
|-----------------------------|-----------------------|------------------|--------------------|-----------------------|------------------|------------------|--------------------|---------------------|--|
| | Cost as on 01.04.2018 | Additions | Sales / Adjustment | Cost as on 31.03.2019 | Upto 01.04.2018 | For the year | Sales / Adjustment | Upto 31.03.2019 | As at 31.03.2019 As at 31.03.2018 |
| Land | | 61,376.00 | | 61,376.00 | | | | | 61,376.00 |
| Lease Hold Improvements | 1,234.00 | 1,097.00 | - | 2,331.00 | 554.00 | 577.00 | - | 1,131.00 | 1,200.00 680.00 |
| Plant & Equipment | 23.00 | - | - | 23.00 | 5.00 | 1.00 | - | 6.00 | 17.00 18.00 |
| Solar Power Plant | 1,676,348.00 | 4,758.00 | - | 1,681,106.00 | 93,209.00 | 63,164.00 | - | 156,373.00 | 1,524,733.00 1,583,139.00 |
| Solar Power Plant-Inverters | 15,317.00 | - | - | 15,317.00 | 4,429.00 | 3,185.00 | - | 7,614.00 | 7,703.00 10,888.00 |
| Electrical Equipment | 724.00 | 3,283.00 | - | 4,007.00 | 56.00 | 193.00 | - | 249.00 | 3,758.00 668.00 |
| Office Equipment | 101.00 | 36.00 | | 137.00 | 33.00 | 25.00 | - | 58.00 | 79.00 68.00 |
| Computers & Accessories | 623.00 | 294.00 | - | 917.00 | 619.00 | 65.00 | - | 684.00 | 233.00 4.00 |
| Furniture & Fixtures | 594.00 | | - | 594.00 | 134.00 | 56.00 | - | 190.00 | 404.00 460.00 |
| Vehicles | 3,188.00 | - | - | 3,188.00 | 874.00 | 379.00 | - | 1,253.00 | 1,935.00 2,314.00 |
| Total | 1,698,152.00 | 70,844.00 | - | 1,768,996.00 | 99,913.00 | 67,645.00 | - | 167,558.00 | 1,601,438.00 1,598,239.00 |
| Previous Year | 1,072,911.00 | 625,241.00 | - | 1,698,152.00 | 54,124.00 | 45,789.00 | - | 99,913.00 | 1,598,239.00 1,018,787.00 |

5. Capital Work in Progress**(Rupees in '000)**

| Particulars | Cost | | | | Depreciation | | | Net Carrying Amount | |
|-------------------|-----------------------|-------------------|--------------------|-----------------------|-----------------|--------------|--------------------|---------------------|--|
| | Cost as on 01.04.2018 | Additions | Sales / Adjustment | Cost as on 31.03.2019 | Upto 01.04.2018 | For the year | Sales / Adjustment | Upto 31.03.2019 | As at 31.03.2019 As at 31.03.2018 |
| Hydro Project | 263,555.00 | 115,325.00 | 7,331.00 | 371,549.00 | - | - | - | - | 371,549.00 263,555.00 |
| Solar Power Plant | 3,263.00 | 415,797.00 | 3,283.00 | 415,777.00 | - | - | - | - | 415,777.00 3,263.00 |
| Others | 21.00 | 1,076.00 | 1,097.00 | - | - | - | - | - | - 21.00 |
| Total | 266,839.00 | 532,198.00 | 11,711.00 | 787,326.00 | - | - | - | - | 787,326.00 266,839.00 |
| Previous Year | 446,182.00 | 447,243.00 | 626,586.00 | 266,839.00 | - | - | - | - | 266,839.00 446,182.00 |

6. Other Intangible Assets**(Rupees in '000)**

| Particulars | Cost | | | | Depreciation | | | Net Carrying Amount | |
|-------------------|-----------------------|-----------|--------------------|-----------------------|-----------------|--------------|--------------------|---------------------|--------------------------------------|
| | Cost as on 01.04.2018 | Additions | Sales / Adjustment | Cost as on 31.03.2019 | Upto 01.04.2018 | For the year | Sales / Adjustment | Upto 31.03.2019 | As at 31.03.2019 As at 31.03.2018 |
| Computer Software | 128.00 | - | - | 128.00 | 58.00 | 22.00 | - | 80.00 | 48.00 70.00 |
| Total | 128.00 | - | - | 128.00 | 58.00 | 22.00 | - | 80.00 | 48.00 70.00 |
| Previous Year | 128.00 | - | - | 128.00 | 34.00 | 24.00 | - | 58.00 | 70.00 94.00 |

7. Other Financial Assets

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|-----------------------------------|-----------------|-----------------|
| Unsecured, considered good | | |
| Security Deposit with Sales Tax | 66.00 | 61.00 |
| Rent Deposit | 1,800.00 | 1,800.00 |
| | 1,866.00 | 1,861.00 |

8. Income Tax Assets (Net)

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|-------------------------------------|---------------|-----------------|
| Advance Tax & TDS, net of provision | 423.00 | 2,500.00 |
| | 423.00 | 2,500.00 |

9. Inventories

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|-----------------------------------|-----------------|-----------------|
| Closing Stock (Refer Note No. 31) | 3,529.00 | 1,817.00 |
| | 3,529.00 | 1,817.00 |

10. Trade Receivables

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------------|------------------|
| Unsecured, Considered Good | | |
| Outstanding for a period exceeding six months | 0.00 | 0.00 |
| Others | 30,281.00 | 23,625.00 |
| | 30,281.00 | 23,625.00 |

11. Cash and Cash equivalents

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|-----------------|-----------------|
| Balance with Banks | | |
| - In Current Accounts | 599.00 | 1,748.00 |
| - In Fixed Deposits | 570.00 | 582.00 |
| maturity less than 3 months | | |
| maturity between 3 to 12 months | <u>570</u> | |
| Cash on hand | 2.00 | 6.00 |
| | 1,171.00 | 2,336.00 |
| Lien has been created on Fixed deposit of Rs. 5,70,000 INR for issuance of Bank Guarantee | | |

12. Loans

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--|---------------|-----------------|
| Advances to Related Parties : | | |
| -Air Kerala International Services Limited | 4.00 | 1.00 |
| - Kerala Waterways and Infrastructures Limited | 342.00 | 4,650.00 |
| | 346.00 | 4,651.00 |

13. Financial Assets - Others

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|------------------------------------|------------|------------|
| Interest accrued on Fixed Deposits | 5 | 15 |
| | 5 | 15 |

14. Other Current Assets

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|----------------|------------------|------------------|
| Other Advances | 84,852.00 | 36,830.00 |
| | 84,852.00 | 36,830.00 |

15. Equity Share Capital

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--|------------------|------------------|
| Authorised: | | |
| Equity Shares: | | |
| 30,00,00,000 Equity Shares of Rs.10/- each, fully paid | 3,000,000 | 3,000,000 |
| (PY : 30,00,00,000 equity shares) | 3,000,000 | 3,000,000 |
| Issued, Subscribed & Paid Up | | |
| Equity Shares: | | |
| 15,53,34,622 Equity Shares of Rs.10/- each fully paid up | 1,553,346 | 1,553,346 |
| (PY :15,53,34,622 equity shares) | 1,553,346 | 1,553,346 |
| | 1,553,346 | 1,553,346 |

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-.

Details of persons holding more than 5% shares is as follows:

| Particulars | % | Amount in Rupees | |
|--|-------|------------------|--------------|
| | | 31.03.2019 | 31.03.2018 |
| a) Cochin International Airport Limited 15,53,34,552 equity shares of Rs.10/- each (PY : 15,53,34,552 equity shares) | 99.99 | 1,553,346.00 | 1,553,346.00 |

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2019 and March 31, 2018 is set out below:

| Particulars | 31.03.2019 | 31.03.2018 |
|---|---------------------|---------------------|
| Number of shares at the beginning | 155,335.00 | 155,335.00 |
| Value of shares at the beginning | 1,553,346.00 | 1,553,346.00 |
| Add: Shares issued during the period (Number) | - | - |
| (Value) | - | - |
| Number of shares at the end | 155,335.00 | 155,335.00 |
| Value of shares at the end | 1,553,346.00 | 1,553,346.00 |

16. Other Equity

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--------------------------|-------------------|-------------------|
| Retained Earnings | | |
| Opening Balance | 301,347.00 | 194,626.00 |
| Current period Profit | 93,601.00 | 106,721.00 |
| Closing balance | 394,948.00 | 301,347.00 |

17. Non Current Borrowings

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--|-------------------|-------------|
| Secured : | | |
| Term Loans from Bank (Refer Note No. 38) | 475,000.00 | 0.00 |
| | 475,000.00 | 0.00 |

18. Provisions

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|------------------------------|-----------------|---------------|
| Provision for Leave Benefits | 749.00 | 407.00 |
| Provision for Gratuity | 538.00 | 299.00 |
| | 1,287.00 | 706.00 |

19. Deferred tax liabilities (Net)

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------------|------------------|
| MAT credit | (120,558.00) | (91,313.00) |
| Deferred tax liability, net (Refer Note No. 37) | 165,403.00 | 124,259.00 |
| | 44,845.00 | 32,946.00 |

20. Trade Payables

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|------------------------|-----------------|------------------|
| Creditors for Expenses | 8,664.00 | 16,267.00 |
| | 8,664.00 | 16,267.00 |

21. Borrowings

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|------------------------------------|------------------|-------------|
| Secured: | | |
| Loan repayable on demand from Bank | 15,185.00 | 0.00 |
| | 15,185.00 | 0.00 |

22. Other Current Liabilities

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---------------------------|------------------|------------------|
| Other Current Liabilities | 18,010.00 | 34,171.00 |
| | 18,010.00 | 34,171.00 |

23. Revenue from Operations

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---------------------------|-------------------|-------------------|
| Sale of Solar Power Units | 264,765.00 | 218,818.00 |
| | 264,765.00 | 218,818.00 |

24. Other Income

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--------------------------|---------------|-----------------|
| Sale of Tender Documents | 28.00 | 255.00 |
| Interest Income | 166.00 | 8,991.00 |
| Creditors, written back | 5.00 | 15.00 |
| Miscellaneous Income | 123.00 | 0.00 |
| | 322.00 | 9,261.00 |

25. Change In Inventory

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---------------------|-------------------|-------------------|
| Opening Stock | 1,817.00 | 0.00 |
| Less: Closing Stock | 3,529.00 | 1,817.00 |
| | (1,712.00) | (1,817.00) |

26. Employee Benefits

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------------|-----------------|
| Salaries & Wages | 13,314.00 | 7,797.00 |
| Contribution to Provident and Other Funds | 1,031.00 | 662.00 |
| Staff Welfare Expenses | 257.00 | 253.00 |
| | 14,602.00 | 8,712.00 |

27. Finance Costs

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|------------------------|-----------------|-------------|
| Bank Charges | 72.00 | 6.00 |
| Interest on OD Account | 1,548.00 | 0.00 |
| Interest on Term Loan | 8,095.00 | 0.00 |
| | 9,715.00 | 6.00 |

28. Other Expenses

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|--|------------------|------------------|
| Travelling & Conveyance | 2,326.00 | 731.00 |
| Postage & Telephone | 112.00 | 109.00 |
| Vehicle Hiring charges | 1,086.00 | 1,215.00 |
| Advertisement and Publicity | 160.00 | 581.00 |
| Printing & Stationery | 158.00 | 133.00 |
| Office Expenses | 128.00 | 139.00 |
| Professional Charges | 201.00 | 629.00 |
| Sponsorship Fees | 0.00 | 50.00 |
| Rates and Taxes | 327.00 | 332.00 |
| Service Tax Receivable written off | 0.00 | 2,813.00 |
| Repairs & Other Expenses related to Flood (Refer Note No. 39) | 5,176.00 | 0.00 |
| Repairs & Maintenance | 3,796.00 | 3,434.00 |
| Operation & Maintenance for Solar Plant | 11,098.00 | 8,123.00 |
| Farming Expenses, net of Income | 963.00 | 761.00 |
| Rent | 4,129.00 | 4,113.00 |
| Power, Water & Fuel Charges | 295.00 | 347.00 |
| Sitting Fees to Directors | 480.00 | 455.00 |
| Security Services | 1,975.00 | 1,233.00 |
| Insurance | 970.00 | 548.00 |
| Vehicle Running & Maintenance Expenses | 250.00 | 144.00 |
| Auditor's Remuneration (Refer Note No. 30) | 125.00 | 125.00 |
| Miscellaneous Expenses | 14.00 | 50.00 |
| Loss on capital WIP Sold / Discarded (Refer Note No. 40) | 3,681.00 | 0.00 |
| Corporate Social Responsibility Expenses (Refer Note No. 2 (xiv)) | 2,650.00 | 1,867.00 |
| | 40,100.00 | 27,932.00 |

29. Contingent Liabilities And Commitments (to the extent not provided for)

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------|------------|
| a. Claims against the company not acknowledged as debt | | |
| Bank Guarantees outstanding | 570 | 550 |
| b. Estimated amounts of contracts remaining to be executed on capital account and not provided for | 250,837 | 703,349 |

30. Payment To The Auditor

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---------------------|------------|------------|
| For Statutory Audit | 125 | 125 |
| | 125 | 125 |

31. VALUATION OF INVENTORY

Inventories are stated at lower of Cost and Net Realisable Value. The cost arrived at by the management is the direct cost including production overheads which is Rs.2.08 per unit. The net realisable value is the average pooled power purchase cost of KSEB as per Kerala State Electricity Regulatory Commission tariff order, which is Rs 3.26 per unit. As on 31.03.2019, 16,96,663 units of power is stored with the Kerala State Electricity Board Limited grid. This is valued at cost of Rs 2.08 per unit to arrive at the closing stock value of Rs 35,29,059/-.

32. DISCLOSURE UNDER IND AS 17 : LEASES

The company has taken land on operating lease from Cochin International Airport Limited (Holding Company) and Cochin International Aviation Services Limited (Fellow Subsidiary). The lease rentals are charged during the year to the Statement of Profit and Loss account and the maximum obligation on long term, non cancellable lease as per the rentals stated in the agreement are as follows :

| Operating Lease Payable | 31.03.2019 Rupees in '000 | 31.03.2018 Rupees in '000 |
|--|------------------------------|------------------------------|
| Not later than one year | 913 | 913 |
| Later than one year and not later than 5 years | 3,653 | 3,652 |
| Later than 5 years | 17,789 | 18,702 |
| Total | 22,355 | 23,267 |

33. Related Party Disclosures**A. Name of the related party and nature of relationship****a) Holding Company**

Cochin International Airport Limited

b) Fellow Subsidiaries

Air Kerala International Services Limited

Cochin International Aviation Services Limited

CIAL Dutyfree & Retail Services Limited

Kerala Waterways and Infrastructures Limited

c) Enterprises where significant influence of Key Managerial Personnel or their relatives exists:

CIAL Charitable Trust

d) Key Management Personnel

| | | |
|--------------------|---|--|
| Mr. V.J. Kurian | - | Managing Director |
| Mr. C.V. Jacob | - | Director |
| Mr. A.C.K. Nair | - | Director |
| Mr. Jose Thomas P. | - | Director |
| Ms. A.K. Ramani | - | Director |
| Ms. Jolly Thomas | - | Director |
| Mr. Saji K. George | - | Company Secretary |
| Ms. Mini Joseph | - | Chief Financial Officer |
| Mr. V.J. Kurian | - | Managing Director of Holding Company |
| Mr. Saji K. George | - | Company Secretary of Holding Company |
| Mr. Sunil Chacko | - | Chief Financial Officer of holding Company |

B. Transactions with related parties as per the books of account during the year**(Rupees in '000)**

| Particulars | 31.03.2019 | 31.03.2018 |
|--|-------------------|-------------------|
| Cochin International Airport Limited | | |
| Sale of Power | 264,765 | 218,818 |
| Sale of Transformer | - | 1,628 |
| Reimbursement of Expenses | 30 | 248 |
| Lease Rent paid | 951 | 951 |
| Cochin International Aviation Services Limited | | |
| Lease Rent paid | 126 | 126 |
| Air Kerala International Services Limited | | |
| Reimbursement of Expenses | 3 | - |
| Kerala Waterways and Infrastructures Limited | | |
| Reimbursement of Expenses | 5,330 | 4,650 |
| Cochin Duty Free & Retail Services Ltd. | | |
| Reimbursement of Expenses | 1 | - |
| CIAL Charitable Trust | | |
| Contribution to CIAL Charitable Trust out of CSR funds | 936 | - |
| Mr. C.V. Jacob, Director | | |
| Sitting fees paid | 145 | 120 |
| Ms. A. K. Ramani, Director | | |
| Sitting fees paid | 160 | 160 |
| Ms. Jolly Thomas, Director | | |
| Sitting fees paid | 175 | 175 |
| Mr. Saji K. George, Company Secretary | | |
| Remuneration paid | 86 | 84 |
| Ms. Mini Joseph, Chief Financial Officer | | |
| Remuneration paid | 2,572 | 1,543 |

C. Amount Outstanding as at 31.03.2019**(Rupees in '000)**

| Particulars | 31.03.2019 | 31.03.2018 |
|--|-------------------|-------------------|
| Cochin International Airport Limited | 30281 Dr | 23625 Dr |
| Air Kerala International Services Limited | 4 Dr | 1 Dr |
| Cochin International Aviation Services Limited | 115 Cr | 115 Cr |
| Kerala Waterways and Infrastructures Limited | 342 Dr | 4650 Dr |

34. DISCLOSURE IN ACCORDANCE WITH Ind AS - 19 ON EMPLOYEE BENEFITS**(Rupees in '000)**

| Particulars | Current Year | Previous Year |
|--|---|---|
| a) Defined Contribution Plan: | | |
| Contribution to Recognised Provident Fund | 1,031 | 662 |
| b) Defined Benefit Plan - Gratuity : | | |
| Unfunded Obligation | | |
| i) Actuarial Assumptions | | |
| Discount Rate | 7.50% | 7.50% |
| Compensation Escalation Rate | 5.00% | 5.00% |
| Mortality Rate | Indian Assured Lives Mortality [1994-96] Ultimate | Indian Assured Lives Mortality [1994-96] Ultimate |
| Attrition Rate | 1.92% | 1.92% |
| ii) Reconciliation of present value obligation | | |
| Present Value of Obligations at the Beginning of the year | 300 | 163 |
| Current Service Cost | 133 | 96 |
| Interest Cost | 27 | 16 |
| Benefits paid | 0 | 0 |
| Actuarial (gain) / loss | 78 | 25 |
| Present Value of Obligations at the End of the year | 538 | 300 |
| iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end | | |
| Present Value of Obligations at the End of the year | 538 | 300 |
| Fair Value of Plan Assets at the end of the year | 0 | 0 |
| Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet | 538 | 300 |
| iv) Expenses recognized in the Statement of Profit and Loss | | |
| Current Service Cost | 133 | 96 |
| Past Service Cost | 0 | 0 |
| Interest Cost | 27 | 16 |

| | | |
|---|---|---|
| Expected return on Plan Assets | 0.00 | 0.00 |
| Expenses recognized in the statement of Profit & Loss | 160 | 112 |
| v) Amount disclosed under Other Comprehensive Income (OCI) | | |
| Opening amount disclosed under OCI | (5) | (29) |
| Actuarial Gain / Loss on obligation side during the period | 78 | 24 |
| Actuarial Gain / Loss on asset side during the period | 0 | 0 |
| Return on assets other than those included in net interest | 0 | 0 |
| Any other impact from asset value assumption | 0 | 0 |
| Any other impact from liability value assumption | 0 | 0 |
| Closing amount disclosed under OCI | 73 | (5) |
| c) Long Term Employee Benefits - Compensated absences : Unfunded Obligation | | |
| i) Actuarial Assumptions | | |
| Discount Rate | 7.50% | 7.50% |
| Rate of Return on Plan Assets | Not applicable | Not applicable |
| Attrition Rate | 1.92% | 1.92% |
| Mortality Rate | Indian Assured Lives Mortality [1994-96] Ultimate | Indian Assured Lives Mortality [1994-96] Ultimate |
| Rate of increase in compensation level | As per Company rules | As per Company rules |
| ii) Reconciliation of present value obligation | | |
| Present Value of Obligations at the Beginning of the year | 407 | 195 |
| Current Service Cost | 410 | 284 |
| Interest Cost | 46 | 25 |
| Benefits paid | 0 | 0 |
| Actuarial (gain) / loss | (114) | (97) |
| Present Value of Obligations at the End of the year | 749 | 407 |
| iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end | | |
| Present Value of Obligations at the End of the year | 749 | 407 |
| Fair Value of Plan Assets at the end of the year | 0 | 0 |
| Net present value of unfunded obligation recongnized as (asset) / liability in the Balance Sheet | 749 | 407 |

| | | |
|--|--------------|--------------|
| iv) Expenses recognized in the Statement of Profit and Loss | | |
| Current Service Cost | 410 | 284 |
| Past Service Cost | 0 | 0 |
| Interest Cost | 46 | 25 |
| Expected return on Plan Assets | 0 | 0 |
| Expenses recognized in the statement of Profit & Loss | 456 | 309 |
| v) Amount disclosed under Other Comprehensive Income (OCI) | | |
| Opening amount disclosed under OCI | (292) | (195) |
| Actuarial Gain / Loss on obligation side during the period | (114) | (97) |
| Actuarial Gain / Loss on asset side during the period | 0 | 0 |
| Return on assets other than those included in net interest | 0 | 0 |
| Any other impact from asset value assumption | 0 | 0 |
| Any other impact from liability value assumption | 0 | 0 |
| Closing amount disclosed under OCI | (406) | (292) |

35. Other Comprehensive Income - Items that will not be reclassified to profit or loss

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------|------------|
| Remeasurements of the defined benefit plans | | |
| a. Gratuity | (79) | (25) |
| b. Earned Leave Encashment | 114 | 97 |
| | 35 | 72 |

36. The Income tax expense for the year can be reconciled to the accounting profit as follows:

(Rupees in '000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|------------|------------|
| Profit before tax | 1,34,750 | 1,47,505 |
| Income tax expense calculated at 29.12% (2017-18 : 28.84%) | 39,239 | 42,540 |
| Effect of expense that are not deductible in determining taxable profit | 698 | 757 |
| Effect on deferred tax balance due to change in income tax rate | 1,207 | - |
| Effect of Transitional adjustment to Schedule III of Companies Act 2013 to Depreciation on Fixed Assets | - | - |
| Effect of Increase in PBT due to Ind AS adjustment | - | - |
| Effect of Increase included in tax Expense | - | - |

| | | |
|--|---------------|---------------|
| Effect of Non Taxable subsidiaries and effect of differential tax rate | - | - |
| Effect of Unused tax credits | - | - |
| Others | 5 | 153 |
| Adjustments recognised in the current year in relation to current tax of prior years | - | (2,666) |
| Income tax expense recognised in profit or loss | 41,149 | 40,784 |

37. Major Components of Deferred Tax Asset / Deferred Tax Liability are:-

(Rupees in '000)

| Particulars | As on 01.04.2018 | Current Year | As on 31.03.2019 | |
|---------------------------------------|------------------------|------------------------|------------------|----------------|
| | Asset / (Liability) | Asset / (Liability) | Asset | Liability |
| Depreciation | (355,497) | 15,875 | - | 339,622 |
| Unabsorbed depreciation | 231,034 | (57,190) | 173,844 | - |
| Provision for Gratuity & Earned Leave | 204 | 171 | 375 | - |
| Total | (124,259) | (41,144) | 174,219 | 339,622 |
| NET DTA / DTL | (124,259) | (41,144) | | 165,403 |

38. TERM LOANS FROM BANK

The term loans represent the disbursement of two term loans sanctioned by M/s. Federal Bank Limited.

The first term loan of Rs. 35 crores has been sanctioned for the execution of SHEP project at Arippara, Kozhikode. The period of this term loan is 144 months and the interest rate is 8.5% per annum. The term loan together with interest is repayable in 22 half yearly instalments and the first such instalment shall commence only after a period of 13 months from September 2018 (ie. the date of first disbursement of loan), which is scheduled in October, 2019. The repayment holiday of 13 months is applicable only for Principal amount. Interest is charged and duly paid every month and the same is classified under Arippara Capital WIP as Interest During Construction period. The term loan is primarily secured by equitable mortgage on 6.69 acres of project land at Arippara, Kozhikode and other project assets situated on this land. The collateral security is extension of charge on entire current assets of the company, which is already charged for availing overdraft facility of Rs. 5 crores from Federal bank Limited.

The second term loan of Rs. 50 crores has been taken for the execution of two Solar PV Plants of 7.5 MWp & 2.4 MWp capacity, as part of phase III expansion of solar plants at airport premises. The period of this term loan is 120 months and the present interest rate is 8.7% per annum, which is linked to 12 months treasury bill rate as on the previous month end to the date of drawdown. The term loan together with interest is repayable in 115 monthly instalments and the first such instalment shall commence only after a period of 5 months from October 2018 (i.e., the date of first disbursement of loan), which is scheduled in April 2019. The repayment holiday of 5 months is applicable only for Principal amount. Interest is charged and duly paid every month. The term loan is primarily secured by hypothecation of solar power projects installed at carport (2.7 MWp) and canal top at Chengalthodu (6 MWp). The collateral security is extension of charge on entire current assets of the company, which is already charged for availing overdraft facility of Rs. 5 crores from M/s. Federal bank Limited.

39. INCIDENCE OF FLOOD AND CONSEQUENT DAMAGES TO OUR SOLAR PLANTS

The torrential rains that wreaked havoc in the state of Kerala causing floods and landslides in the month of August 2018, caused substantial damages to four of our six solar plants situated in the premises of Cochin International Airport. All six solar plants are fully insured with United India Insurance Company Limited and the flood damage is covered under “Standard Fire and Allied Perils Policy”. Accordingly, we have filed a claim for Rs. 732 lakhs with the insurance company against which they have released an interim relief of Rs. 300 lakhs. As per the draft report shared by the Insurance Surveyor, the net assessed loss is Rs. 684 lakhs and accordingly we have created a provision of Rs. 48 lakhs in our current Statement of Profit & Loss under the head “Repairs & other expenses related to flood”. Consequent to the above asset damage, we have a generation loss of 20.63 lakh units in August and 4.97 lakh units in September. Accordingly, the loss of revenue due to the flood works out to Rs. 174 lakhs.

40. LOSS ON CANCELLATION OF ALLOTMENT OF THREE SHEPs

Government of Kerala vide its order GO(MS)No.11/2018/PD dated 28-08-2018 has cancelled the allotment of Kazhuthurutti, Kokkamullu and Urumbini SHEPs, after retaining 50% of first instalment of premium collected, which equals to 25% of total premium quoted. Accordingly, we have received a refund of Rs. 24,90,101/- on 18-03-2019. The premium retained by Power department for above three SHEPs along with initial expenses like topographic survey charges and consultancy charges for DPR preparation, amounting to Rs. 36,81,464/-, has been charged off to our current Statement of Profit & Loss Account under the head “Loss on capital WIP Sold / Discarded”.

41. The details of Provisions as per Ind AS- 37 are given below:

(Rupees in ‘000)

| Particulars | Opening Balance | Additions / (Reversals) | Closing Balance |
|--|-----------------|-------------------------|-----------------|
| Provision for Taxation (set off against advance tax) | 31,642 | 29,250 | 60,892 |
| Provision for Gratuity | 299 | 239 | 538 |

42. Disclosure as per Ind AS 33 - Earnings per Share

Basic and Diluted Earning per Share (EPS), of face value Rs.10/- has been calculated as under:

(Rupees in ‘000)

| Particulars | 31.03.2019 | 31.03.2018 |
|---|-------------|-------------|
| BASIC & DILUTED: | | |
| <u>Numerator</u> | | |
| Net Profit for the year | 93,574.00 | 106,664.00 |
| <u>Denominator</u> | | |
| Weighted average number of equity shares outstanding during the year (Partly paid shares treated as a fraction of an equity share) in thousands | 155,334.62 | 155,334.62 |
| Earnings per Share - Basic | 0.60 | 0.69 |
| - Diluted | 0.60 | 0.69 |

43. ADDITIONAL INFORMATION

(Rupees in '000)

| Particulars | Current Year | Previous Year |
|--|--------------|---------------|
| a) CIF Value of imports made during the year | NIL | NIL |
| b) Earnings in Foreign Exchange (Export of Goods) | NIL | NIL |
| c) Expenditure in Foreign Currency | 173 | 286 |
| d) Amount remitted during the year in foreign currency | NIL | NIL |

44. There are no amount overdue to any enterprises which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act 2006.

45. Previous year figures have been regrouped /reclassified wherever necessary to suit the current year's layout.

For and on behalf of the Board of Directors

sd/-
V.J. Kurian
 Chairman & Managing Director
 (DIN:0001806859)

sd/-
Mini Joseph
 Chief Financial Officer
 Place : Nedumbassery
 Date : 25.06.2019

sd/-
C. V. Jacob
 Director
 (DIN:0000030106)

sd/-
Saji K. George
 Company Secretary

As per our report of even date attached
 For **SEN GEORGE ASSOCIATES**
 Chartered Accountants
 (FRN: 007399S)

Sd/-
CA. SEN GEORGE, FCA
 Partner (M.No.204417)

CIAL INFRASTRUCTURES LIMITED

Regd. Office: XI/318 E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O.,
Ernakulam - 683 111, Tel No: 0484-4024031, 4024032, e-mail: info@cialinfra.in CIN: U45203KL2012PLC031692

Form No: MGT – 11 PROXY FORM

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

| | |
|-----------------------|--|
| CIN | U45203KL2012PLC031692 |
| Name of the Company | CIAL Infrastructures Limited |
| Registered Office | XI/318 E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., Ernakulam - 683 111 |
| Name of the Member(s) | |
| Registered Address | |
| e-mail ID | |
| Folio No | |

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

| | | | |
|----|----------------|--|-----------|
| 1. | Name | | Signature |
| | Address | | |
| | e-mail ID | | |
| | or failing him | | |
| 2. | Name | | Signature |
| | Address | | |
| | e-mail ID | | |
| | or failing him | | |
| 3. | Name | | Signature |
| | Address | | |
| | e-mail ID | | |

as my/our proxy to attend and vote (on poll) for me/us and on my or our behalf at the 07th Annual General Meeting of the Company to be held on Saturday, the 28th day of September, 2019 at 05.00 p.m. at XI/318E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., Ernakulam - 683 111, and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution Nos:

| | | | |
|----|----|----|----|
| 1. | 2. | 3. | 4. |
|----|----|----|----|

Signed this ----- day of ----- 2019

Signature of shareholder: -----

Signature of Proxy holder(s) :-----

Note : The 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.

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ATTENDANCE SLIP

07th Annual General Meeting of Cial Infrastructures Limited

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the 07th Annual General Meeting of the Company at XI/318E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., Ernakulam - 683 111, on Saturday, the 28th day of September, 2019 at 05.00 p.m.

Reg. Folio No.Member's / Proxy's name in block letters

Member's / Proxy's Signature

Note: Please fill this attendance slip and hand it over at the Entrance of the Hall.

