

# **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/318E, Cochin International Airport Buildings, Nedumbassery,  
Kochi Airport P.O., Ernakulam 683 111, CIN : U45203KL2012PLC031692

### NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 06<sup>th</sup> Annual General Meeting of CIAL Infrastructures Limited will be held on Saturday, the 29<sup>th</sup> day of September 2018 at 11.30 a.m. at the Registered Office of the Company at XI/318E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., 683 111, to transact the following business.

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, 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. Jose Thomas P. (DIN:0002905126) 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.”

#### SPECIAL BUSINESS

5. To consider and if thought fit, pass with or without modification(s), following resolution as a **Special Resolution:**

“Resolved that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Smt. A.K. Ramani (DIN: 0007188269), who was appointed as an Independent Director and who holds office of Independent Director for a period of 3 years with effect from 18<sup>th</sup> August 2015, being eligible and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying his intention to propose Smt. A.K. Ramani as a candidate for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office of Director for a second term of 3 (three) consecutive years with effect from 18<sup>th</sup> August 2018 and upto the conclusion of the Annual General Meeting to be held in the year 2021.

6. To consider and if thought fit, pass with or without modification(s), following resolution as a **Special Resolution:**

“Resolved that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Smt. Jolly Thomas (DIN: 0007188260) who was appointed as an Independent Director and who holds office of Independent Director for a period of 3 years with effect from 18<sup>th</sup> August 2015, being eligible and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying his intention to propose Smt. Jolly Thomas as a candidate for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office of Director for a second term of 3 (three) consecutive years with effect from 18<sup>th</sup> August 2018 and upto the conclusion of the Annual General Meeting to be held in the year 2021.

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

sd/-

**Saji K. George**  
**Company Secretary**

Date : 21<sup>st</sup> June 2018  
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.

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

##### **Item No: 05**

The Board of Directors of CIAL Infrastructures Limited in its meeting held on 27<sup>th</sup> March 2015 appointed Smt. A. K. Ramani as Additional Director (Independent) of the Company. Subsequently, during the 03<sup>rd</sup> Annual General Meeting of the Company held on 18<sup>th</sup> August 2015, the Members of the Company passed an ordinary resolution for appointing Smt. A. K. Ramani as the Independent Director of the Company for a period of three years. The term of appointment of Smt. A. K. Ramani will expire on 17<sup>th</sup> August 2018.

Pursuant to Section 149(10) of the Companies Act 2013, the Independent Director shall be eligible for reappointment and such reappointment should be disclosed in the Board's Report. The Board of Directors in their meeting held on 21<sup>st</sup> June 2018 considered the proposal to reappoint Smt. A. K. Ramani as Independent Director for a second term of 3 (three) consecutive years with effect from 18<sup>th</sup> August 2018 on the Board of the Company and in the opinion of the Board, the performance of the Director for the previous 3 years was found satisfactory and she fulfils the conditions specified in the Companies Act 2013 and the rules made thereunder, Smt. A. K. Ramani is independent of the management.

The Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying his intention to propose Smt. A. K. Ramani as a candidate for the office of a Director. Further, the Company has received from Smt. A. K. Ramani (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect

that she is not disqualified under sub section (2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub section 149 of the Companies Act 2013.

Accordingly, your Directors recommended the resolution No.05 for the approval of the shareholders appointing Smt. A. K. Ramani as an Independent Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from 18<sup>th</sup> August 2018 and upto the conclusion of the Annual General Meeting to be held in the year 2021.

No Directors other than Smt. A. K. Ramani herself or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

**Item No: 06**

The Board of Directors of CIAL Infrastructures Limited in its meeting held on 27<sup>th</sup> March 2015 appointed Smt. Jolly Thomas as Additional Director (Independent) of the Company. Subsequently, during the 03<sup>rd</sup> Annual General Meeting of the Company held on 18<sup>th</sup> August 2015, the Members of the Company passed an ordinary resolution for appointing Smt. Jolly Thomas as the Independent Director of the Company for a period of three years. The term of appointment of Smt. Jolly Thomas will expire on 17<sup>th</sup> August 2018.

Pursuant to Section 149(10) of the Companies Act 2013, the Independent Director shall be eligible for reappointment and such reappointment should be disclosed in the Board's Report. The Board of Directors in their meeting held on 21<sup>st</sup> June 2018 considered the proposal to reappoint Smt. Jolly Thomas as Independent Director for a second term of 3 (three) consecutive years with effect from 18<sup>th</sup> August 2018 on the Board of the Company and in the opinion of the Board, the performance of the Director for the previous 3 years was found satisfactory and she fulfils the conditions specified in the Companies Act 2013 and the rules made thereunder, Smt. Jolly Thomas is independent of the management.

The Company has received a notice in writing from a member under section 160 of the Companies Act 2013 signifying his intention to propose Smt. Jolly Thomas as a candidate for the office of a Director.

Further, the Company has received from Smt. Jolly Thomas (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub section 149 of the Companies Act 2013.

Accordingly, your Directors recommended the resolution No.06 for the approval of the shareholders appointing Smt. Jolly Thomas as an Independent Director of the Company, not liable to retire by rotation, for a further period of 3 (three) years with effect from 18<sup>th</sup> August 2018 and upto the conclusion of the Annual General Meeting to be held in the year 2021.

No Directors other than Smt. Jolly Thomas herself or any of the Key Managerial Personnel of the Company or their relatives, are directly or indirectly, concerned or interested in the said resolution.

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

sd/-  
**Saji K. George**  
**Company Secretary**

Date : 21<sup>st</sup> June 2018  
Place : Nedumbassery



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 5 & 6 is furnished below:

Particulars	Information	Information
Name	Sri. A.C.K. Nair (DIN: 0001327169)	Sri. Jose Thomas P. (DIN: 0002905126)
Age	56 Years	57 Years
Qualification	B.Tech,MBA	M.Tech
Experience	34 years' in Electrical, Administrative and Airport operation experience	35 years' in Civil & Structural Engineering and Administrative experience
Terms and Conditions of appointment	As per resolution no. 2	As per resolution no. 3
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	12 <sup>th</sup> September 2014	12 <sup>th</sup> September 2014
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	<b>Managing Director in-</b> 1. Cochin International Aviation Services Limited	Nil

Particulars	Information	Information
Name	Smt. A.K.Ramani (DIN 0007188269)	Smt. Jolly Thomas (DIN:0007188260)
Age	60 Years	60 Years
Qualifications	B.Tech	M.Tech ,MBA
Experience	32 years of Engineering & Administrative experience	35 years of Engineering &Administrative experience
Terms and Conditions of appointment.	As per resolution at item no.05	As per resolution at item no.06
Remuneration last drawn	INR 1,60,000 (Sitting Fees)	INR 1,75,000 (Sitting Fees)
Date of first appointment on Board	27 <sup>th</sup> March 2015	27 <sup>th</sup> March 2015
Shareholding in company	Nil	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	<b>Director in-</b> Cochin International Airport Limited	Nil

# 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 Sixth Annual Report with the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2018.

(Rupees in lakhs)

Financial Results	2017-18	2016-17
<b>Total Income</b>	<b>2280.79</b>	<b>1965.79</b>
Less: Administrative & other expenses	348.33	362.06
<b>Cash Profit / (Loss)</b>	<b>1932.46</b>	<b>1603.73</b>
Less: Depreciation	458.13	337.78
<b>Profit / (Loss) before tax</b>	<b>1474.33</b>	<b>1265.95</b>
Less: Provision for Income Tax (Current & Deferred Tax)	407.69	282.37
<b>Profit / (Loss) after Tax</b>	<b>1066.64</b>	<b>983.58</b>
Add : Other Comprehensive Income (net of taxes)	0.57	1.12
<b>Net Profit / (Loss) for the year</b>	<b>1067.21</b>	<b>984.70</b>

### SOLAR ENERGY IN INDIA

Over the years, renewable energy sector in India has emerged as a significant player in the grid connected power generation capacity. It supports the government agenda of sustainable growth, while, emerging as an integral part of the solution to meet the nation's energy needs and an essential player for energy access. It has been realized that renewable energy has to play a much deeper role in achieving energy security in the years ahead and be an integral part of the energy planning process. There has been a visible impact of renewable energy in the Indian energy scenario during the last five years.

Renewable energy sector landscape in India has, during the last few years, witnessed tremendous changes in the policy framework with accelerated and ambitious plans to increase the contribution of solar energy. The Government of India has taken several initiatives during the last three years such as introduction of the concept of solar parks, organizing RE-Invest 2015-a global investors' meet, launching of a massive grid-connected rooftop solar programme, earmarking of Rs.38,000 crore for a Green Energy Corridor etc.

The Ministry of New and Renewable Energy (MNRE) has taken several steps to fructify Government's dream of clean energy. The largest renewable capacity expansion programme in the world is being taken up by India. The Government is aiming to increase share of clean energy through massive thrust in renewables.

### REVIEW OF OPERATIONS

#### a) Solar Power Projects

Upto the financial year 2017-18, your company commissioned solar power plants of 29.10 MWp capacity at Cochin International Airport, which enabled CIAL to continue its unique and prestigious

position as the first and the only airport in the world to be fully powered by solar energy. The solar installations already commissioned include a 2.7 MWp capacity carport providing solar roof to more than 1,300 cars at the airport, which is the biggest carport in India and the second biggest carport in any airport in the world. Another unique solar installation of your Company is a 6 MWp capacity canal top solar power plant which has been installed over a 2 KM long canal using cost-effective reinforced cement concrete structures, on the south side of the airport runway outside the operational area. Your Company has undertaken a few pilot research projects by installing solar trackers which will enable movement of the solar panels from east to west for maximizing power generation and also installing solar panels in the east and west directions to maximize the land utilization. Considering the increase in power consumption after the commissioning of the new domestic terminal and to ensure that CIAL continues to have the unique status as a fully solar powered airport, steps have been taken to scale up the solar capacity to 40 MWp by September 2018.

The details of various solar plants installed at CIAL is given below -

- a) 1 MWp capacity plant in the aircraft hangar premises - Commissioned during November 2013.
- b) 12 MWp capacity plant in the future cargo area - Commissioned during August 2015.
- c) 2.4 MWp capacity plant adjacent to the 12 MWp solar plant - Commissioned during May 2016.
- d) 2.0 MWp capacity ground mounted plant on the south side of the airport runway- Commissioned during March 2017.
- e) 3.0 MWp capacity ground mounted plant in the hangar premises – Commissioned during March 2017.
- f) 1.0 MWp capacity carport solar PV plant (First phase) – Commissioned during March 2017.
- g) 1.7 MWp capacity carport solar PV plant (Second phase) – Commissioned during June 2017.
- h) 6 MWp capacity at Canal top solar PV plant – Commissioned during November 2017.

Your Directors are extremely happy to mention the recent visit of the Global Chief of the United Nations Environment Programme (UNEP) Mr. Eric Solheim on 26<sup>th</sup> May 2018 to Airport's solar power plants. The UNEP Global Chief also announced United Nation's interest in endorsing Cochin International Airport officially as the first airport in the world fully powered by solar energy.

#### **b) Small Hydro Electric Power Projects**

Your Company has completed the land acquisition activities of Arippara SHEP (4.5 MW capacity) by acquiring about 8.00 acres of land and commenced the Civil and Hydro-mechanical works. The construction works at site are progressing well. It is expected that the SHEP at Arippara can be commissioned during the Financial Year 2018-19.

#### **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 31<sup>st</sup> March 2018 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 31<sup>st</sup> March 2018, 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 31<sup>st</sup> March 2018 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

The Board of Directors of CIAL Infrastructures Limited in its meeting held on 27<sup>th</sup> March 2015 appointed Smt. A.K. Ramani and Smt. Jolly Thomas as Additional Directors (Independent) of the Company. Subsequently, during the 03<sup>rd</sup> Annual General Meeting of the Company held on 18<sup>th</sup> August 2015, the Members of the Company passed ordinary resolution(s) for appointing Smt. A.K. Ramani and Smt. Jolly Thomas as the Independent Directors of the Company for a period of three years. The term of appointment of Smt. A.K. Ramani and Smt. Jolly Thomas will expire on 17<sup>th</sup> August 2018. Pursuant to Section 149(10) of the Companies Act 2013, the Independent Director shall be eligible for reappointment and such reappointment should be disclosed in the Board's Report. To reappoint an Independent Director, the members of the company should pass a Special Resolution in the General Meeting. Therefore, your Directors recommended the resolution No.05 & 06 set out in the Notice of Annual General Meeting for appointing Smt. A.K. Ramani and Smt. Jolly Thomas as Independent Directors of the Company, not liable to retire by rotation, for a further period of 3 (three) years.

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. Jose Thomas P. (DIN: 0002905126) 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.

None of the Directors or 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 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 2017-18.

#### **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 12<sup>th</sup> March 2018 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 2017-18

Particulars	Amount (Rs)
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
Profit before tax for the Financial Year 2014 - 2015	2,96,97,936.00
Total profit before tax for the preceding 3 years	27,98,05,965.00
Average Net Profit for the preceding 3 years	9,32,68,655.00
<b>2% of the Average Net Profit (to be spent for the Financial Year 2017- 18)</b>	<b>18,65,373.00</b>

- b. Total amount spent during the financial year: Rs. 18,66,742.00  
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, cost of school mid-day meal, setting up of a play ground at school etc		1,098,070	1,098,070	Direct
2.	Drinking water facility	Social Empowerment	Drinking water facility to the households at SHEP site		32,860	1,130,930	Direct
3.	Medical facilities	Health care	Donation to hospital for purchase of dialysis Unit and cost of ambulance (part)		735,812	1,866,742	Direct



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 12<sup>th</sup> March 2018. The composition and category of the Members along with their attendance at Nomination & Remuneration Committee Meetings for the financial year ended 31<sup>st</sup> March 2018 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

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 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 30.05.2017, 22.12.2017 and 12.03.2018. The composition and category of the Members along with their attendance at Audit Committee Meetings as on 31<sup>st</sup> March 2018 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 30<sup>th</sup> May 2017, 18<sup>th</sup> September 2017, 22<sup>nd</sup> December 2017 and 12<sup>th</sup> March 2018.

The composition and category of the Directors along with their attendance at Board Meetings for the financial year ended 31<sup>st</sup> March 2018 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	3
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.

Your Directors further state that during the year under review, there were no cases reported to the Internal Complaints Committee pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 and also 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 : 21<sup>st</sup> June 2018

Place : Nedumbassery

## Annexure A

## FORM NO. MGT 9

Extract of Annual Return for the financial year ended 31<sup>st</sup> March 2018

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

## I. REGISTRATION &amp; OTHER DETAILS:

1.	CIN	U45203KL2012PLC031692
2.	Registration date	20 <sup>th</sup> 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 <sup>th</sup> 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
	De mat	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	-	15,53,34,552	15,53,34,552	99.99995	-

e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1)</b>	-	155334622	155334622	100	-	155334622	155334622	100	-
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of promoter(A)=(A)(1)+(A)(2)</b>	-	155334622	155334622	100	-	155334622	155334622	100	-
<b>B. Public Shareholding</b>									
a) Mutual Funds / Banks/ FI	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporates</b>									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Resident Individuals</b>									
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	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	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	-	-
<b>Total</b>		<b>155334622</b>	<b>100.00</b>	<b>-</b>	<b>155334622</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

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

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	155334622	100	155334622	100
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	NIL			
At the end of the year	155334622	100	155334622	100

iv) **Shareholding Pattern of top ten Shareholders:**

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		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
1	-	-	-	-	-
2	-	-	-	-	-
3	-	-	-	-	-
4	-	-	-	-	-
5	-	-	-	-	-
6	-	-	-	-	-
7	-	-	-	-	-
8	-	-	-	-	-
9	-	-	-	-	-
10	-	-	-	-	-

v) **Shareholding of Directors and Key Managerial Personnel**

1. Sri. V.J. Kurian, Chairman & Managing Director (DIN: 0001806859)				
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	10	0.00001	10	0.00001
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.):	-	-	-	-
At the end of the year	10	0.00001	10	0.00001

<b>2. Sri. A. Chandrakumaran Nair, Director (DIN: 0001327169)</b>				
<b>Particulars</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	10	0.00001	10	0.00001
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/sweat equity etc.)	-	-	-	-
At the end of the year	10	0.00001	10	0.00001

<b>3. Sri. Saji K. George, Company Secretary &amp; Smt. Mini Joseph, CFO</b>				
<b>Particulars</b>	<b>Shareholding at the beginning of the year</b>		<b>Cumulative Shareholding during the year</b>	
	<b>No. of shares</b>	<b>% of total shares of the company</b>	<b>No. of shares</b>	<b>% of total shares of the company</b>
At the beginning of the year	0	0	0	0
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/sweat equity etc.)	-	-	-	-
At the end of the year	0	0	0	0

#### V. INDEBTEDNESS - (Rs. in Lakh)

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

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net change Indebtedness</b>	-	-	-	-
At the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## 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	-	-
<b>Total (A)</b>		-	-
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	-	-	1,20,000	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	1,20,000	1,20,000
	<b>Total (B) = (1+2)</b>	1,60,000	1,75,000	1,20,000	4,55,000
	Total Managerial Remuneration	1,60,000	1,75,000	1,20,000	4,55,000
	Overall Ceiling as per the Act	Not exceeding one lakh rupees per meeting of the Board or Committee thereof per person			

**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	1543	84	1627
	(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	-	-	-
<b>Total (C)</b>		<b>1543</b>	<b>84</b>	<b>1627</b>

**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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

for and on behalf of the Board of Directors

sd/-

**V.J Kurian**

Chairman and Managing Director

DIN: 0001806859

Date : 21<sup>st</sup> June 2018

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 31.03.2018**

*[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 **31<sup>st</sup> March 2018** 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 **31<sup>st</sup> March 2018** 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, VYTILA 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 5<sup>th</sup> Annual General Meeting held on September 18, 2017;
  - 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 20<sup>th</sup> 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 : 21.06.2018

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.14 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)	2017 – 18	2016 – 17
CIF value of Imports	Nil	Nil
Foreign Exchange Earnings	Nil	Nil
Expenditure in foreign currency	286	62
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 : 21<sup>st</sup> June 2018

Place : Nedumbassery

**Annexure D****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	License Agreement for 9.06 acres of land dated on 01.01.2018	30 Years 01.01.2018 to 31.12.2047	For setting up of Solar PV carport system including civil and structural works (Value : Nil)	28.01.2016	Nil

**for and on behalf of the Board**

sd/-

**V.J. Kurian**  
**Chairman & Managing Director**  
 DIN : 0001806859

Date : 21<sup>st</sup> June 2018  
 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

We have audited the accompanying standalone Ind AS financial statements of CIAL INFRASTRUCTURES LIMITED ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including

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

the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
  - (e) on the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 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 B"; and

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

---

- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company does not have any pending litigations which would impact its financial position;
  - ii. the Company did not have any long term contracts 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.

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

Place : Kochi - 20  
Date : 21.06.2018

**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

---

**SEN GEORGE ASSOCIATES**  
Chartered Accountants

**Annexure - A to the Auditors' Report**

In terms of Companies (Auditor's Report) Order 2016, issued by Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:

- 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, 2018 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.

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

- 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.
- 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.
- xvi) 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)

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

Place : Kochi - 20  
Date : 21.06.2018

---

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

**Annexure - B 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 31<sup>st</sup> 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.

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

### 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 31<sup>st</sup> March, 2018, 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 : 21.06.2018

**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 31<sup>st</sup> MARCH 2018**

(Rupees in '000)

Particulars	Note No:	31.03.2018	31.03.2017
<b>I. ASSETS</b>			
<b>Non Current Assets</b>			
Property, plant and equipment	3	1,598,239.00	1,018,787.00
Capital work-in-progress	4	266,839.00	446,182.00
Other intangible assets	5	70.00	94.00
Financial assets			
(i) Loans	6	1,861.00	1,856.00
<b>Current Assets</b>			
Inventories	7	1,817.00	-
Financial assets			
(i) Trade Receivables	8	23,625.00	17,613.00
(ii) Cash & Cash equivalents	9	2,336.00	362,936.00
(iii) Loans	10	41,481.00	35,796.00
(iv) Others	11	15.00	2,474.00
Income Tax Assets (Net)	12	2,500.00	1,537.00
<b>Total Assets</b>		<b>1,938,783.00</b>	<b>1,887,275.00</b>
<b>II. EQUITY &amp; LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	13	1,553,346.00	1,553,346.00
Other Equity	14	301,347.00	194,626.00
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Provisions	15	706.00	358.00
Deferred tax liabilities (Net)	16	32,946.00	21,138.00
<b>Current Liabilities</b>			
Financial Liabilities			
(i) Trade Payables	17	16,267.00	65,538.00
Other current liabilities (net)	18	34,171.00	52,269.00
<b>Total Equity and Liabilities</b>		<b>1,938,783.00</b>	<b>1,887,275.00</b>

For and on behalf of the Board of Directors

sd/-

**V.J. Kurian**

Chairman &amp; Managing Director

sd/-

**C. V. Jacob**

Director

sd/-

**Mini Joseph**

Chief Financial Officer

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)

Place : Kochi

Date : 21.06.2018



**Part II : STATEMENT OF PROFIT & LOSS**  
**CIAL INFRASTRUCTURES LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2018**

(Rupees in '000)

Particulars		Note No:	31.03.2018	31.03.2017
I.	Income:			
	Revenue from Operations	19	218,818.00	150,657.00
II.	Other Income	20	9,261.00	45,922.00
III.	<b>Total Revenue</b>		<b>228,079.00</b>	<b>196,579.00</b>
	<b>Expenses:</b>			
	Change in Inventory	21	(1,817.00)	-
	Employee Benefits	22	8,712.00	7,273.00
	Finance Costs	23	6.00	29.00
	Depreciation and amortisation expenses		45,813.00	33,778.00
	Other Expenses	24	27,932.00	28,904.00
IV.	<b>Total Expenses</b>		<b>80,646.00</b>	<b>69,984.00</b>
V.	<b>Profit before exceptional items and tax (III-IV)</b>		<b>147,433.00</b>	<b>126,595.00</b>
VI.	Exceptional Items		-	-
VII.	<b>Profit before Tax</b>		<b>147,433.00</b>	<b>126,595.00</b>
VIII.	<b>Tax expense:</b>			
	a. i) Current tax		31,627.00	27,270.00
	ii) MAT Credit Entitlement		(31,642.00)	(27,300.00)
	b. Tax for earlier years		(2,666.00)	(3.00)
	c. Deferred tax		43,450.00	28,270.00
			<b>40,769.00</b>	<b>28,237.00</b>
IX.	<b>Profit for the period from continuing operations (VII-VIII)</b>		<b>106,664.00</b>	<b>98,358.00</b>
X.	<b>Profit for the period from discontinuing operations</b>		-	-
XI.	<b>Tax expense of discontinued operations</b>		-	-
XII.	<b>Profit after tax from discontinued operations</b>		-	-
XIII.	<b>Profit for the year (IX+XII)</b>		<b>106,664.00</b>	<b>98,358.00</b>
XIV.	<b>Other comprehensive income</b>			
	- Items that will not be reclassified to profit or loss		72.00	142.00
	- Income tax relating to items that will not be reclassified to profit or loss		(15.00)	(30.00)
	- Items that will be reclassified to profit or loss		-	-
	- Income tax relating to items that will be reclassified to profit or loss		-	-
XV.	<b>Total comprehensive income for the period (Profit/ loss + other comprehensive income)</b>		<b>106,721.00</b>	<b>98,470.00</b>
XVI.	<b>Earnings per equity share (for continuing operations)</b>			
	a) Basic		0.69	0.63
	b) Diluted		0.69	0.63
XVII.	<b>Earnings per equity share (for discontinued operations)</b>			
	a) Basic		-	-
	b) Diluted		-	-
XVIII.	<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>			
	a) Basic		0.69	0.63
	b) Diluted		0.69	0.63

For and on behalf of the Board of Directors

sd/-  
**V.J. Kurian**  
Chairman & Managing Director

sd/-  
**C.V. Jacob**  
Director

sd/-  
**Mini Joseph**  
Chief Financial Officer

sd/-  
**Saji K. George**  
Company Secretary

Place : Kochi  
Date : 21.06.2018

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 31<sup>st</sup> MARCH 2018

#### A Equity Share Capital

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

Particulars	Number in '000	Rupees in '000
<b>Balance at March 31, 2017</b>	<b>155,335</b>	<b>1,553,346.00</b>
Changes in equity share capital during the year		
(a) Shares issued during the year	-	-
<b>Balance at March 31, 2018</b>	<b>155,335</b>	<b>1,553,346.00</b>

#### B Other Equity

(Rupees in '000)

Particulars	Retained Earnings	Equity Instruments through Other Comprehensive Income	General Reserve	Total
<b>Balance at March 31, 2017</b>	<b>194,626.00</b>	-	-	<b>194,626.00</b>
Profit for the year	106,664.00	-	-	106,664.00
Other comprehensive income for the year, net of income tax	57.00	-	-	57.00
<b>Total Comprehensive Income for the year</b>	<b>106,721.00</b>	-	-	<b>106,721.00</b>
<b>Balance at March 31, 2018</b>	<b>301,347.00</b>	-	-	<b>301,347.00</b>

# CIAL INFRASTRUCTURES LIMITED

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

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Rupees in '000)

Particulars	For the period 01.04.2017 to 31.03.2018	For the period 01.04.2016 to 31.03.2017
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before income tax from</b>		
Continuing Operations	147,433.00	126,595.00
Discontinued operations	-	-
<b>Profit before income tax including discontinued operations</b>	<b>147,433.00</b>	<b>126,595.00</b>
<b>Adjustments for:</b>		
Other comprehensive income not reclassified to profit or loss	72.00	142.00
Depreciation	45,813.00	33,778.00
Loss on Fixed Asset sold/discarded	-	31.00
Interest income	(8,991.00)	(45,589.00)
<b>Operating profit before working capital changes</b>	<b>184,327.00</b>	<b>114,957.00</b>
<b>Adjustments for:</b>		
(Increase)/decrease in Inventories	(1,817.00)	-
(Increase)/decrease in Trade receivables	(6,012.00)	35,017.00
(Increase)/decrease in Pre-payments and Other receivables	(3,231.00)	2,750.00
Increase/(decrease) in Liabilities & provisions	(67,021.00)	99,888.00
<b>Cash generated from operations</b>	<b>106,246.00</b>	<b>252,612.00</b>
Direct Tax Payments	(29,939.00)	(31,007.00)
<b>Net Cash Flow from Operating Activities</b>	<b>76,307.00</b>	<b>221,605.00</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets including Capital work-in-progress	(445,898.00)	(696,338.00)
Interest received	8,991.00	45,589.00
<b>Net Cash Flow from Investing Activities</b>	<b>(436,907.00)</b>	<b>(650,749.00)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital	-	-
Proceeds from Long-Term Borrowing	-	-
Proceeds from Short-Term Borrowing	-	-
Repayment of Long-Term Borrowing	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(360,600.00)</b>	<b>(429,144.00)</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>362,936.00</b>	<b>792,080.00</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>2,336.00</b>	<b>362,936.00</b>

For and on behalf of the Board of Directors

sd/-  
**V.J. Kurian**  
Chairman & Managing Director

sd/-  
**C.V. Jacob**  
Director

sd/-  
**Mini Joseph**  
Chief Financial Officer

sd/-  
**Saji K. George**  
Company Secretary

Place : Kochi  
Date : 21.06.2018

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-683111 and the principal place of business is located in Nedumbassery, Kochi-683111.

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 1 MWp, 14.4 MWp, 3 MWp and 2 MWp, 2.7 MWp & 6 MWp capacities.

The financial statements were approved for issue by the Company's Board of Directors on 21<sup>st</sup> June, 2018.

### 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	5 Years
Computer and Accessories	3 Years
Furniture and Fixtures	10 Years
Motor Vehicle	8 Years
Electrical Equipment	10 Years
Lease Hold Improvements	5 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. For the solar power plants capitalised during F.Y. 2017-18, the useful life of inverters have been certified by the expert as the same as that of the solar power plant and hence no componentization has been done. 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 arrived at the average purchase cost as per Kerala State Electricity Regulatory Commission tariff order.

#### (v) Employee Benefits

- 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.
- 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.
- 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 31.03.2018 is Rs. 3,16,42,000/- 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. 18,66,742/- 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. Property, Plant and Equipment

(Rupees in '000)

Particulars	Cost				Depreciation			Net Carrying Amount		
	Cost as on 01.04.2017	Additions	Sales / Adjustment	Cost as on 31.03.2018	Upto 01.04.2017	For the year	Sales / Adjustment	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
Lease Hold Improvements	1,234	-	-	1,234	282	272	-	554	680	952
Plant & Equipment	23	-	-	23	4	1	-	5	18	19
Solar Power Plant	1,051,604	624,744	-	1,676,348	51,562	41,647	-	93,209	1,583,139	1,000,042
Solar Power Plant-Inverters	15,317	-	-	15,317	1,244	3,185	-	4,429	10,888	14,073
Electrical Equipment	232	492	-	724	23	33	-	56	668	209
Office Equipment	101	-	-	101	14	19	-	33	68	87
Computers & Accessories	618	5	-	623	423	196	-	619	4	195
Furniture & Fixtures	594	-	-	594	77	57	-	134	460	517
Vehicles	3,188	-	-	3,188	495	379	-	874	2,314	2,693
<b>Total</b>	<b>1,072,911</b>	<b>625,241</b>	<b>-</b>	<b>1,698,152</b>	<b>54,124</b>	<b>45,789</b>	<b>-</b>	<b>99,913</b>	<b>1,598,239</b>	<b>1,018,787</b>
Previous Year	716,078	356,878	45	1,072,911	20,381	33,757	14	54,124	1,018,787	695,697

### 4. Capital Work in Progress

(Rupees in '000)

Particulars	Cost			Depreciation			Net Carrying Amount			
	Cost as on 01.04.2017	Additions	Sales / Adjustment	Cost as on 31.03.2018	Upto 01.04.2017	For the year	Sales / Adjustment	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
Hydro Project	159,737	103,818	-	263,555	-	-	-	-	263,555	159,737
Solar Power Plant	286,424	343,425	626,586	3,263	-	-	-	-	3,263	286,424
Others	21		-	21	-	-	-	-	21	21
<b>Total</b>	<b>446,182</b>	<b>447,243</b>	<b>626,586</b>	<b>266,839</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>266,839</b>	<b>446,182</b>
Previous Year	106,804	679,480	340,102	446,182	-	-	-	-	446,182	106,804

### 5. Other Intangible Assets

(Rupees in '000)

Particulars	Cost			Depreciation				Net Carrying Amount		
	Cost as on 01.04.2017	Additions	Sales / Adjustment	Cost as on 31.03.2018	Upto 01.04.2017	For the year	Sales / Adjustment	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
Computer Software	128	-	-	128	34	24	-	58	70	94
<b>Total</b>	<b>128</b>	<b>-</b>	<b>-</b>	<b>128</b>	<b>34</b>	<b>24</b>	<b>-</b>	<b>58</b>	<b>70</b>	<b>94</b>
Previous Year	46	82	-	128	13	21	-	34	94	33

**6. Loans (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
<b>Loans</b>		
<b>Unsecured, considered good</b>		
Security Deposit with Sales Tax	61	56
Rent Deposit	1,800	1,800
	<b>1,861</b>	<b>1,856</b>

**7. Inventories (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
<b>Closing Stock (Refer Note No. 28)</b>	<b>1,817</b>	<b>-</b>
	<b>1,817</b>	<b>-</b>

**8. Trade Receivables (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Unsecured, Considered Good		
Outstanding for a period exceeding six months	-	-
Others	23,625	17,613
	<b>23,625</b>	<b>17,613</b>

**9. Cash and Cash equivalents (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Balance with Banks - In Current Accounts	1,748	7,227
- In Fixed Deposits	582	355,706
maturity less than 3 months		
maturity between 3 to 12 months	<u>582</u>	
Cash on hand	6	3
	<b>2,336</b>	<b>362,936</b>
Lien has been created on Fixed deposit of Rs. 550 (2017: Rs. 36,006) for issuance of Bank Guarantee		

**10. Loans (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
<b>Advances to Related Parties :-</b>		
Air Kerala International Services Limited	1	1
Kerala Waterways and Infrastructures Limited	4,650	-
Other Advances	36,830	35,795
	<b>41,481</b>	<b>35,796</b>

**11. Financial Assets - Others (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Interest accrued on Fixed Deposits	15	2,474
	<b>15</b>	<b>2,474</b>

**12. Income Tax Assets (Net)** (Rupees in '000)

Particulars	31.03.2018	31.03.2017
Advance Tax & TDS, net of provision	2,500	1,537
	<b>2,500</b>	<b>1,537</b>

**13. Equity Share capital** (Rupees in '000)

Particulars	31.03.2018	31.03.2017
Authorised:		
<b>Equity Shares:</b>		
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
<b>Issued, Subscribed &amp; Paid Up</b>		
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)		
	<b>1,553,346</b>	<b>1,553,346</b>

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	
		31.03.2018	31.03.2017
a) Cochin International Airport Limited 15,53,34,552 equity shares of Rs.10/- each (PY : 15,53,34,552 equity shares)	99.99%	1,553,345,520	1,553,345,520

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2018 and March 31, 2017 is set out below:

Particulars	31.03.2018	31.03.2017
Number of shares at the beginning	155,334,622	155,334,622
Value of shares at the beginning	1,553,346,220	1,553,346,220
Add: Shares issued during the period (Number)	-	-
(Value)	-	-
<b>Number of shares at the end</b>	<b>155,334,622</b>	<b>155,334,622</b>
<b>Value of shares at the end</b>	<b>1,553,346,220</b>	<b>1,553,346,220</b>

**14. Other Equity** (Rupees in '000)

Particulars	31.03.2018	31.03.2017
<b>Retained Earnings</b>		
Opening Balance	194,626	96,156
Current period Profit	106,721	98,470
Closing balance	<b>301,347</b>	<b>194,626</b>

**15. Provisions (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Provision for Leave Benefits	407	195
Provision for Gratuity	299	163
	<b>706</b>	<b>358</b>

**16. Deferred tax liabilities (Net) (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
MAT credit	(91,313)	(59,671)
Deferred tax liability, net (Refer Note No. 35)	124,259	80,809
	<b>32,946</b>	<b>21,138</b>

**17. Trade Payables (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Creditors for Expenses	16,267	65,538
	<b>16,267</b>	<b>65,538</b>

**18. Other Current Liabilities (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Other Current Liabilities	34,171	52,269
	<b>34,171</b>	<b>52,269</b>

**19. Revenue from Operations (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Sale of Solar Power Units	218,818	150,657
	<b>218,818</b>	<b>150,657</b>

**20. Other Income (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Sale of Tender Documents	255	247
Interest Income	8,991	45,589
Creditors, written back	15	86
	<b>9,261</b>	<b>45,922</b>

**21. Change In Inventory (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Opening Stock	-	-
Less: Closing Stock	1,817	-
	<b>(1,817)</b>	<b>-</b>

**22. Employee Benefits (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Salaries & Wages	7,797	6,578
Contribution to Provident and Other Funds	662	625
Staff Welfare Expenses	253	70
	<b>8,712</b>	<b>7,273</b>

**23. Finance Costs** (Rupees in '000)

Particulars	31.03.2018	31.03.2017
Bank Charges	6	29
	<b>6</b>	<b>29</b>

**24. Other Expenses** (Rupees in '000)

Particulars	31.03.2018	31.03.2017
Travelling & Conveyance	731	573
Postage & Telephone	109	122
Vehicle Hiring charges	1,215	1,052
Advertisement and Publicity	581	545
Fee paid for Enhancement of Authorised Capital	-	11,250
Printing & Stationery	133	123
Office Expenses	139	67
Professional Charges	386	260
Sponsorship Fees	50	-
Rates and Taxes	332	171
Service Tax Receivable written off (Refer Note No. 27)	2,813	-
Repairs & Maintenance	3,434	1,280
Operation & Maintenance for Solar Plant	8,123	5,028
Farming Expenses, net of Income	761	1,180
Rent	4,113	3,358
Power, Water & Fuel Charges	347	274
Sitting Fees to Directors	455	440
Security Services	1,233	1,630
Insurance	548	179
Loss on Fixed Asset sold/discarded	-	31
Vehicle Running & Maintenance Expenses	144	96
Auditor's Remuneration (Refer Note No. 26)	368	160
Miscellaneous Expenses	50	56
Corporate Social Responsibility Expenses (Refer Note No. 2 (xiv))	1,867	1,029
	<b>27,932</b>	<b>28,904</b>

**25. Contingent Liabilities And Commitments (to the extent not provided for)** (Rupees in '000)

Particulars	Current Year	Previous Year
<b>a. Claims against the company not acknowledged as debt</b>		
Bank Guarantees outstanding	550	1,406
<b>b. Estimated amounts of contracts remaining to be executed</b>	<b>703,349</b>	<b>583,661</b>

**26. Payment To The Auditor****(Rupees in '000)**

Particulars	31.03.2018	31.03.2017
For Statutory Audit	125	75
For Internal Audit	100	65
For Tax Audit	20	20
Revision of audit fee - F.Y. 2016-17	123	-
	<b>368</b>	<b>160</b>

**27. GOODS AND SERVICE TAX (GST) TRANSITIONAL IMPACT**

Transitional provisions have been prescribed in the Goods and Service tax (GST) law which provides tax treatment for transitional matters on transitional credits. It allows existing taxpayers to transfer the input tax credit available as closing balance in the existing tax returns to the GST returns. Therefore, assesseees were able to transfer the closing balance of credit in respect of Central Excise duty, Service Tax, Local VAT, etc. as the opening credit balance in the GST returns.

CIAL Infrastructures Ltd. had on 30.06.2017 an amount of Rs. 41,23,329.60 as input tax credit eligible for being carried forward. The company has taken an option not to carry forward the credit on service tax as it has no significant taxable services under GST.

The Service Tax and Krishi Kalyan cess of Rs. 41,23,329.60 pertaining to services lying in Capital Work-in-Progress has been capitalised and remaining written off to the Profit and Loss account.

**28. VALUATION OF INVENTORIES AS ON 31-03-2018**

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.1.71 per unit. The net realisable value is the average purchase cost as per Kerala State Electricity Regulatory Commission tariff order, which is Rs 3.26 per unit. As on 31.03.2018, 10,62,570 units of power is stored with the Kerala State Electricity Board Ltd. grid. This is valued at cost of Rs 1.71 per unit to arrive at the closing stock value of Rs 18,16,995/-.

**29. AMOUNT DUE FROM KERALA WATERWAYS AND INFRASTRUCTURES LIMITED (KWIL)**

As per the Board of Directors decision, the expenses incurred by the company on behalf of Kerala Waterways and Infrastructures Limited, has to be reimbursed during the financial year 2017-18. CIAL Infrastructures Limited incurred expenses of Rs.46,50,000/- on behalf of KWIL in the financial year 2017-18. The amount has not been reimbursed by KWIL due to insufficient funds. As on 31.03.2018, amount due from Kerala Waterways and Infrastructures Limited is Rs. 46,50,000/- and these advances are unsecured and repayable on demand.

**30. 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	31.03.2018 Rupees in '000	31.03.2017 Rupees in '000
Not later than one year	913	913
Later than one year and not later than 5 years	3,652	3,652
Later than 5 years	18,702	19,615
<b>Total</b>	<b>23,267</b>	<b>24,180</b>

**31. 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 &amp; Retail Services Limited

Kerala Waterways and Infrastructures Limited

**c) 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	31.03.2018	31.03.2017
Cochin International Airport Limited		
Sale of Power	218,818	150,657
Sale of Transformer	1,628	-
Reimbursement of Expenses	248	23
Lease Rent paid	951	901
Cochin International Aviation Services Limited		
Lease Rent paid	126	112
Mr. C.V. Jacob, Director		
Sitting fees paid	120	105
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	84	79
Ms. Mini Joseph, Chief Financial Officer		
Remuneration paid	1,543	1,368
Kerala Waterways and Infrastructures Limited		
Reimbursement of Expenses	4,650	-



**C. Amount Outstanding as at 31.03.2018****(Rupees in '000)**

<b>Particulars</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
Cochin International Airport Limited	23,625 Dr	17,613 Dr
Air Kerala International Services Limited	1 Dr	1 Dr
Cochin International Aviation Services Limited	115 Cr	103 Cr
Kerala Waterways and Infrastructures Limited	4,650 Dr	-

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

<b>Particulars</b>	<b>Current Year</b>	<b>Previous Year</b>
<b>a) Defined Contribution Plan:</b>		
<b>Contribution to Recognised Provident Fund</b>	662	625
<b>b) Defined Benefit Plan - Gratuity :</b>		
<b>Unfunded Obligation</b>		
<b>i) Actuarial Assumptions</b>		
Discount Rate	7.50%	8.00%
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%
<b>ii) Reconciliation of present value obligation</b>		
Present Value of Obligations at the Beginning of the year	163	99
Current Service Cost	96	77
Interest Cost	16	11
Benefits paid	-	-
Actuarial (gain) / loss	25	(24)
<b>Present Value of Obligations at the End of the year</b>	<b>300</b>	<b>163</b>
<b>iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end</b>		
Present Value of Obligations at the End of the year	300	163
Fair Value of Plan Assets at the end of the year	-	-
<b>Net present value of unfunded obligation recongnized as (asset) / liability in the Balance Sheet</b>	<b>300</b>	<b>163</b>
<b>iv) Expenses recognized in the Statement of Profit and Loss</b>		
Current Service Cost	96	77
Past Service Cost	-	-
Interest Cost	16	11
Expected return on Plan Assets	-	-
<b>Expenses recognized in the statement of Profit &amp; Loss</b>	<b>112</b>	<b>88</b>

<b>v) Amount disclosed under Other Comprehensive Income (OCI)</b>		
Opening amount disclosed under OCI	(29)	(5)
Actuarial Gain / Loss on obligation side during the period	24	(24)
Actuarial Gain / Loss on asset side during the period	-	-
Return on assets other than those included in net interest	-	-
Any other impact from asset value assumption	-	-
Any other impact from liability value assumption	-	-
<b>Closing amount disclosed under OCI</b>	<b>(5)</b>	<b>(29)</b>
<b>c) Long Term Employee Benefits - Compensated absences : Unfunded Obligation</b>		
<b>i) Actuarial Assumptions</b>		
Discount Rate	7.50%	8.00%
Rate of Return on Plan Assets	5.00%	5.00%
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	5.00%	5.00%
<b>ii) Reconciliation of present value obligation</b>		
Present Value of Obligations at the Beginning of the year	195	74
Current Service Cost	284	224
Interest Cost	25	15
Benefits paid	-	-
Actuarial (gain) / loss	(97)	(118)
<b>Present Value of Obligations at the End of the year</b>	<b>407</b>	<b>195</b>
<b>iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end</b>		
Present Value of Obligations at the End of the year	407	195
Fair Value of Plan Assets at the end of the year	-	-
<b>Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet</b>	<b>407</b>	<b>195</b>
<b>iv) Expenses recognized in the Statement of Profit and Loss</b>		
Current Service Cost	284	224
Past Service Cost	-	-

Interest Cost	25	15
Expected return on Plan Assets	-	-
<b>Expenses recognized in the statement of Profit &amp; Loss</b>	<b>309</b>	<b>239</b>
<b>v) Amount disclosed under Other Comprehensive Income (OCI)</b>		
Opening amount disclosed under OCI	(195)	(77)
Actuarial Gain / Loss on obligation side during the period	(97)	(118)
Actuarial Gain / Loss on asset side during the period	-	-
Return on assets other than those included in net interest	-	-
Any other impact from asset value assumption	-	-
Any other impact from liability value assumption	-	-
<b>Closing amount disclosed under OCI</b>	<b>(292)</b>	<b>(195)</b>

**33. Other Comprehensive Income - Items that will not be reclassified to profit or loss (Rupees in '000)**

Particulars	31.03.2018	31.03.2017
Remeasurements of the defined benefit plans		
a. Gratuity	97	118
b. Earned Leave Encashment	(25)	24
	<b>72</b>	<b>142</b>

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

(Rupees in '000)

Particulars	31.03.2018	31.03.2017
Profit before tax	147,505	126,737
Income tax expense calculated at 28.84% (2016-17 : 28.84%)	42,540	36,551
Effect of expense that are not deductible in determining taxable profit	757	637
Effect on deferred tax balance due to change in income tax rate	-	(8,757)
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	153	(161)

Adjustments recognised in the current year in relation to current tax of prior years	(2,666)	(3)
Income tax expense recognised in profit or loss	40,784	28,267

**35. Major Components of Deferred Tax Asset/Deferred Tax Liability are:- (Rupees in '000)**

Particulars	As on 01.04.2017	Current Year	As on 31.03.2018	
	Asset / (Liability)	Asset/ (Liability)	Asset	Liability
Depreciation	(253,352)	(102,145)	-	355,497
Unabsorbed depreciation	172,287	58,747	231,034	-
Provision for Gratuity & Earned Leave	103	101	204	-
Preliminary Expenses	153	(153)	-	-
<b>Total</b>	<b>(80,809)</b>	<b>(43,450)</b>	<b>231,238</b>	<b>355,497</b>
<b>NET DTL/DTA</b>	<b>(80,809)</b>	<b>(43,450)</b>		<b>124,259</b>

**36. 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)	27,300	4,342	31,642
Provision for Gratuity	163	136	299

**37. 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	Current Year	Previous Year
<b>BASIC &amp; DILUTED:</b>		
<u>Numerator</u>		
Net Profit for the year	106,664.00	98,358.00
<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
<b>Earnings per Share - Basic</b>	<b>0.69</b>	<b>0.63</b>
<b>- Diluted</b>	<b>0.69</b>	<b>0.63</b>

**38. 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	286	62
d) Amount remitted during the year in foreign currency	NIL	NIL

39. 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.
40. 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

sd/-  
**Mini Joseph**  
Chief Financial Officer

Place : Kochi  
Date : 21.06.2018

sd/-  
**C. V. Jacob**  
Director

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)

