

AQUA PUMPS INFRA VENTURES LTD.

[Formerly known as Choice Infra Ventures Limited]

2016-2017
25th Annual Report

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Govind Ram Patodia
Mrs. Bindi Vinay Vora
Mr. Hasmukh Gulabchand Mehta
Mr. Sundarlal Sanwarmal Bagaria

Managing Director & CEO
Whole Time Director & CFO
Non-Executive and Independent Director
Non-Executive and Independent Director

REGISTERED OFFICE

1001, Sumer Plaza Opp.Tirupati Hotel,
Marol Maroshi Road, Andheri (E), Mumbai - 400059
Tel: 022 – 6707 9999; Fax: 022 – 6707 9898
Email: aquapiv@gmail.com
Website: www.aquapivl.com

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Sweta Bajaj

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mill Compound,
L.B.S. Marg, Bhandup (W),
Mumbai – 400 078
Ph. 2596 3838/ Fax: 2594 6969
E-mail: Mumbai@linkintime.co.in

STATUTORY AUDITORS

M/s. Agarwal Desai & Shah
Chartered Accountants
Ground Floor,
Bandra Arcade Building,
Opp. Railway Station,
Bandra (W), Mumbai- 400 050

BANKERS TO THE COMPANY

HDFC Bank Ltd.
AXIS Bank Ltd.

SECRETARIAL AUDITORS

M/s. Nidhi Bajaj & Associates
Company Secretaries
A/ 401, Kailash Mansarovar,
Amritvani Road, Bhayander
(West), Thane – 401 101

MESSAGE FROM MANAGING DIRECTOR

Dear Shareowners,

I am extremely proud to communicate with you once again to update you on performance of Aqua Pumps Infra Ventures Limited. Now we are at our 25th year and now it is time to look ahead and gear up for further years and onwards on a path that will be more exciting, enriching, challenging and fulfilling. We started the journey with a principled intention, pursued our goals sincerely and built an organisation on strong foundations of values, ethics and principles. We are sure that next years for the company would be full of opportunities and promises.

Company vision itself to be the leading knowledge and ideas powerhouse for innovation and to deliver the best throughout the sector using the emerging technologies and to bring the enhanced management to enable policy reform for exclusive growth and sustainable living.

This year again we took important steps towards future growth. We unveiled ground breaking new technologies, expanded our global presence , sales and service capabilities in high-growth markets, and to increase value for our customers and enhance growth momentum as part of our new strategy. Capacity expansion, capabilities' consolidation and gaining execution experience are being pursued in various business verticals to enhance share of Industry Segment in turnover-mix.

The advancement in Infrastructure & engineering determines the economic growth of a nation. Our projects provide distinct solution to the infrastructural requirement of Urban and Rural India. We offer assistance by providing project management consultancy, conduct intense research and prepare DPR in a range of development areas like buildings, roads, & highway, rail networks, water supply systems, electrical grids and pipelines.

Your Company is multi-expertise consulting Firm. Your Company has built integrated solutions for today and tomorrow by providing a range of innovative & sustainable resolutions which can suffice the requirement of Nations on the basis of their geographical and topographical necessity. Company is preferred partner for mega projects involving direct government & ministries, unilateral & multilateral companies, further company is an active members of some of the biggest projects in the fields of economic and urban development across the planet. Company also excel in rehabilitation & resettlement plans, raising state level municipal development funds, designing e-governance strategy, housing & social development projects, bind issues helping raise funds & social development.

Company offers the full range of its practice in the rural development sector. We have been helping in economic planning, comprehensive district planning and convergence across various programmes at the Panchayat level as well as to develop a National Level Panchayat Accounts Manual for all the Panchayats in India. Your Company plays an important role in Education development. Company core idea is to strengthen formal and non-formal education through technical assistance and programme management, research, curriculum development, vocationalization and skill development. Company has a well- earned reputation in tourism and allied areas of advising and working on a variety of projects. We categorically dedicate ourselves in intense research, capacity building and study programmes; this helps us to garner distinct solution for Slum development, Poverty Reduction, Community Mobilization, Socio-Economy Development and build a fabric of safety at grass-root level. Company offers sustainable and comprehensive solutions for health care, nutrition, water and sanitary. Company is introducing new and innovative technologies, health MIS, organisational review & development, monitoring and evaluation of the health nutritional index (HNI).

I would like to thank all my colleagues across the country and the globe for their dedication, commitment and contribution towards the growth of the Company. Your company would be grateful to all its stakeholders for their continued support in future also. I look forward to meet you at the forthcoming annual general meeting of the company.

**Sd/-
Govind Ram Patodia**

DIRECTOR'S REPORT

Dear Members,

The Board of Directors ("Board") of Aqua Pumps Infra Ventures Limited ("APIVL") with immense pleasure present their Twenty Fifth Annual Report on the business and operations of your Company for the financial year 2016-17. This Report is being presented along with the Audited Statement of the Account for the year.

1) COMPANY PERFORMANCE

The global economic climate posed several challenges, but we made the best use of our resources and abilities for growth. The overall performance for the year spelled growth, both for us and for our clients. During the financial year the Company's Gross Income was Rs. 1427.86 Lakhs. The Profit before Tax for the FY 2016-17 increased by 59.51% to Rs. 115.42 Lakhs as against Rs. 68.69 Lakhs in FY 2015-16. The Net Worth of the Company as on March 31, 2017 was Rs. 3390.51 Lakhs as against Rs. 3319.92 Lakhs as on March 31, 2016.

Financial Highlights of the Company

(Rs. In Lakhs)

Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Income	1427.86	2133.90
Total Expenditure	1312.44	2065.21
Profit Before Tax	115.42	68.69
Provision for Tax	44.84	25.18
Profit After Tax	70.58	43.51
Add: Surplus brought forward during the year	377.16	333.65
Profit available for Appropriations	447.74	377.16
Appropriations:	Nil	Nil
Surplus carried forward	447.74	377.16

2) RESERVES

All material transfers to or from reserves or provisions during the financial year have been disclosed in the financial statements.

3) DIVIDEND

In order to conserve the resources, your Directors does not recommend any dividend for the year ended March 31, 2017.

4) TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

5) SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 151,276,000. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

6) GOING CONCERN :

These financial statements are prepared under the assumption that the Group is a going concern. The directors of the Group believe that, on the basis of the future business plans & cash flows and the ability to raise funds as required, they have a reasonable expectation that the Group will continue as a going concern.

7) EMPLOYEE INVOLVEMENT :

It is Group's policy for the management of its subsidiaries to meet at regular intervals with representatives of various sections of employees at which relevant information and developments are discussed. It is also Group's policy to ensure that any local legislative requirements for employee representation or participation are fully adhered to.

DIRECTOR'S REPORT

Information on the Group is provided through internal newsletters, intranet portal and notices. Regular meetings are held with the employees to discuss operations and the financial progress of the business. Leadership assessment programs as well as succession planning is also practiced to identify & develop potential leaders. Training programmes for staff continue to focus on technical, consulting and people skills to meet the needs of high growth business. An induction plan is in place for all new joiners of the Group.

8) **SUBSIDIARY COMPANY:**

During the year under review, no Company has become or ceased to be Company's subsidiary, joint venture or associate.

Your company has one subsidiary company "Choice Realty Private Limited", during the year, the Board of Director`s reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the company and its subsidiary, which form the part of the Annual Report. Further, a statement containing silent features of the financial statement of our subsidiary in the prescribed format AOC-1 is appended as Annexure attached to the Board`s report. The statement also provides details of performance, financial position of subsidiary.

9) **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mrs. Bindi Vinay Vora (DIN: 02167147), Whole Time Director will retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered herself for reappointment.

Appropriate resolutions for the appointment/re-appointment of Directors are being placed for your approval at the ensuing Annual General Meeting.

Composition of Key Managerial Personnel (KMPs):

The Company has the following KMP:

Name of the KMP	Designation	Date of Appointment
Mr. Govind Patodia	Managing Director	26/09/2015
Mrs. Bindi Vora	CFO & WTD	01/09/2014 & 01/10/2014, Respectively
Ms. Sweta Bajaj	Company Secretary	13/07/2016

Board and Committee Meetings

The Board met Four times during the financial year and details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the SEBI Listing Obligations and Disclosure Requirements (LODR), Regulations, 2015.

Separate Meeting Of Independent Directors:

The Independent Directors were fully kept informed of the Company's activities in all its spheres. During the year under review, a separate meeting of Independent Directors was held on January 16, 2017 and the Independent Directors reviewed the performance of:

- Non-Independent Directors viz., Mr. Govind Patodia, Managing Director and Mrs. Bindi Vora, whole time Director and CFO; and
- The Board as a whole.

They reviewed the performance of Chairman after taking into account the views of Executive and Non-Executive Directors.

They also assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that are necessary for the Board to effectively and reasonably perform their duties. All the Independent Directors were present at the meeting.

Declaration from Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Performance Evaluation of the Directors

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Independent directors have three key roles — Governance, Control and Guidance. Some of the performance indicators based on which the independent directors are evaluated include:

- a) Ability to contribute to and monitor our corporate governance practices.
- b) Ability to contribute by introducing international best practices to address top-management issues.
- c) Active participation in long-term strategic planning.
- d) Commitment to the fulfilment of a Director's obligations and fiduciary responsibilities; these include participation in Board and Committee meetings.

The evaluation of all the Directors, Committees and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination & Remuneration Committee.

10) RISK MANAGEMENT

The Board has established a Risk Management Policy which formalizes the Company's approach to overview and manage material business risks. The policy is implemented through top down and bottom up approach identifying, assessing, monitoring and managing key risks across the Company's business units.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and mitigating risks associated with the business. The policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same. The Risk Management Policy is also hosted on the Company's website i.e. www.aquapivl.com

The Company has a system of monitoring, reporting and mitigating the major risks and uncertainties that can impact its ability to achieve its strategic business plans. The Company has instituted adequate Internal Controls and processes to have a cohesive view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

In the opinion of the Board, there are no risks which may threaten the existence of the Company.

11) INTERNAL FINANCIAL CONTROL

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 weaknesses in the design or operation were observed.

12) MATERIAL CHANGES AND COMMITMENTS

There have been not any material changes and commitments affecting the financial position of the company between the end of financial year of the company as on March 31, 2017 and the date of this report.

13) LISTING WITH STOCK EXCHANGES

The Equity Shares of the Company are listed on BSE Limited. The annual listing fees for the financial year 2017-18 have been paid to the exchange.

14) REMUNERATION POLICY

The Board on the recommendation of Remuneration Committee has framed a policy for selection and appointment of Directors, Key Managerial Personnel and other employees. The details pertaining to composition of Nomination and Remuneration Committee and Remuneration Policy are included in the Corporate Governance Report which forms a part of this Report.

15) COMMITTEES OF BOARD

The details of all the Committees of the Board including the Audit Committee, along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance which forms part of this Annual Report.

16) AUDITORS

Internal Auditor

The Internal Auditors, M/s R R Bajaj & Company, Chartered Accountants have conducted internal audits periodically and submitted their reports to the Audit Committee. Their reports have been reviewed by the Statutory Auditors and the Audit Committee.

Statutory Auditors

As per Section 139 (1) of the Companies Act, 2013 (Act), the terms of appointment of M/s. Agarwal Desai & Shah, Chartered Accountants, expires at the conclusion of the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment.

Section 139 (2) of the Act provides that every company, existing on or before the commencement of this Act which is required to comply with provisions of this sub-section, shall comply with the requirements of this sub-section within three years from the date of commencement of this Act. Accordingly, M/s. Agarwal Desai & Shah, is eligible for re-appointment for the Financial Year 2017-2018.

The Company has received letter from them to the effect that their reappointment, if made, would be within prescribed limit under Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit & Auditors) Rules, 2014 and that they are not disqualified for reappointment.

Secretarial Auditors

As required under Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed NIDHI BAJAJ & ASSOCIATES, Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith the report.

The Statutory Audit Report and the Secretarial Audit Report for the financial year 2016-17 does not contain any qualification, reservation or adverse remarks by the Auditors.

17) CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The Code has been posted on the Company's website www.aquapivl.com.

18) WHISTLE BLOWER POLICY/VIGIL MECHANISM

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the company has formulated a Vigil Mechanism named as 'SPARC Whistle Blower Policy' in addition to the existing code of conduct that governs the actions of its employees. This Whistle Blower Policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviour's or practices) that affect Company's interest / image.

The Policy is disclosed on the Company's website at www.aquapivl.com under investors/policy documents/Vigil Mechanism Policy link.

19) PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

20) PUBLIC DEPOSITS

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014 for the year ended 31st March 2017.

21) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

In view of the nature of activities which are being carried on by the Company, provisions regarding conservation of energy and technology read with Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable.

22) AND FOREIGN EXCHANGE EARNINGS AND OUTGO

There were no Foreign Exchange Earnings and Outgo during the year.

23) ANNUAL RETURN

In accordance with the provision of section 92 of the Companies Act, 2013 and the Rules framed thereunder, the extract of Annual Return in the prescribed form MGT-9 is provided in Annexure attached to this Report.

24) PARTICULARS OF EMPLOYEES

As required under the provisions of Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 the prescribed particulars are set out in an annexure to the Director's Report. As per the provisions of Section 136(1) of the said Act, this particulars will be made available to any Shareholders on request.

25) CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Such transactions form part of the notes to the financial statements provided in this Annual Report.

During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website i.e. www.aquapivl.com

The summary of related party transactions is provided in the Annexure attached to this Report.

26) DETAILS OF LOANS / GUARANTEES / INVESTMENTS MADE

The company has complied with the provisions of Section 186 of companies Act, 2013 in relation to Loan, Investment & Guarantee given by the company during the financial year 2016-17. The details of the investments made by company are given in the notes to the financial statements.

27) CORPORATE GOVERNANCE

A Report on Corporate Governance is appended together with a Certificate on Corporate Governance issued by M/s Aggarwal Desai & Shah, Chartered Accountants confirming compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28) MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review on the operations and performance of the Company and its business is given in the Management Discussion and Analysis, which forms part of this Annual Report.

29) OTHER LAWS

Women Empowerment

APIVL is fully committed to uphold and maintain the dignity of every women employee working with it. It believes that every woman shall have the right to work in an environment free from any form of sexual harassment. APIVL has a 'Policy on Prevention of Sexual Harassment of Women at Workplace' and has set up Committee for implementation of said policy, which provide for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

During the financial year 2016-17, no cases in the nature of sexual harassment were reported at any workplace of Aqua Pumps Infra Ventures Limited.

Green Initiatives

With the aim of going green and minimizing our impact on the environment, we are sending electronic copies of the Annual Report 2017 and Notice of the 25th AGM to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2017 and Notice of the 25th AGM are being sent in the permitted mode. Members requiring physical copies can send a request to the Company Secretary. The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all the resolutions set forth in the notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are provided in the Notice.

30) DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

Accordingly, pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they 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) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.