

PARAMONE CONCEPTS LIMITED

[Formerly known as Aqua Pumpa Infra Ventures Limited]



27th **2018-2019**
ANNUAL REPORT

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MESSAGE FROM MANAGING DIRECTOR

Dear Shareholders,

Greetings from Paramone Concepts Limited!

I welcome you all on the occasion of 27th Annual General Meeting of your company. It is my pleasure to present the 27th Annual Report of your Company for the financial year 2018-19 along with highlights of achievements of the company and the Audited Annual Accounts. The copies of the same have already been circulated to you. With your kind permission, I take them as read.

Business Overview

The current Government's commitment towards development of world class infrastructure in the country has unlocked enormous amount of opportunities in the infra sector giving sharp rise in demand of consultants in various segments of infrastructure. The Company is one of the rapidly growing consultancy firms in India with the presence in segments like-

- Roads and Highways
- Affordable Housing
- Water Management
- Urban Development and Sustainability
- Environment and Solid Waste Management
- Public Financial Reforms

The Company renders services such as, formulation of detailed project report, feasibility study, project management consultancy, independent engineer, authority engineer, surveys etc., various Government departments and other clients across the country.

Infrastructure Sector

The year 2018-19 saw the Indian economy yielding the benefits of structural and regulatory reforms by the Government, viz Goods and Service Tax (GST), Demonetization and Insolvency & Bankruptcy Code. Infrastructure sector is the key driver of the Indian economy; this sector is highly responsible for the overall development and enjoys attention from the Government to formulate policies which are helpful in development of world class infrastructure in the country.

The economy continues to be driven by the public sector investments, mainly in the areas of Road allied infrastructure, water management, irrigation, affordable housing, urban development, smart city infrastructure, solar energy, power generation & transmission, environment protection, financial reforms, information technology, etc. The domestic investment momentum in infra sector was healthy despite of multiple challenges on the economic front, pressure on fiscal and current account deficits and general elections held in Q1 of 2019-20.

Major reforms taken by the Government have resulted in higher tax collection and widening of tax base, which likely to give Government better corpus to allocate higher level of funds for infrastructure and funding from international agencies such as World Bank & Asian Development Bank have provided robust platform for infrastructure facilities in the country.

The Infrastructure segment- especially road and highways has witnessed a decent inflow in the last four quarters of the year, driven mainly by Government capex. Given the favorable macro situation, the implementation ratio of infra projects have improved considerably in FY2018-19

Acknowledgement

I would like to express my sincere gratitude and acknowledge the assistance, support and guidance extended time to time by the Government of India, Government of Maharashtra, all our valuable clients in Public and Private sector, Statutory Auditors and Branch Auditors, our Bankers, Exim Bank, ECGC and other valued stakeholders for their continued co-operation.

Thank you very much.

Executive Director

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Govind Ram Patodia

Mr. Mushtaq Shaikh

Mr. Deepak Ranjan

Mr. Sundarlal Sanwarmal Bagaria

Mr. Vijendra Jain

Mrs. Ekta Gupta

Managing Director (Additional Director)

Executive Director- Whole Time

Executive Director & CFO (Additional Director)

Non-Executive Independent Director

Non-Executive Independent Director (Additional Director)

Non-Executive Independent Director (Additional Director)

REGISTERED OFFICE

Unit No. 67, 6th Floor, A - Wing, Silver Astra,
J.B. Nagar, Andheri East, Mumbai - 400059
Tel: 022 - 6707 9999; Fax: 022 - 6707 9898
Email: aquapiv@gmail.com
Website: www.aquapivl.com

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Swati Gupta

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi- 110020
Ph. 011 41044923
E-mail: info@skylinerta.com

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.
Canara Bank

SECRETARIAL AUDITORS

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

DIRECTOR'S REPORT

Dear Members,

The Board of Directors ("Board") of Paramone Concepts Limited (Formerly known as Aqua Pumps Infra Ventures Limited) with immense pleasure present their Twenty Seventh Annual Report on the business and operations of your Company for the financial year 2018-19. This Report is being presented along with the Audited Statement of the Account for the year.

1) Financial Highlights

The table below gives the financial highlights of the Company for the year ended March 31, 2019 on standalone & consolidated basis compared to the previous financial Year.

Financial Highlights of the Company

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2019	Year Ended 31.03.2018	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Income	1371.79	2321.81	1371.79	2321.81
Total Expenditure	2143.75	2182.57	2151.09	2187.66
Profit Before Tax	(771.96)	139.29	(779.30)	134.15
Provision for Tax / Tax Expense	(177.83)	39.70	(177.83)	29.20
Profit After Tax	(594.13)	99.59	(601.47)	104.95
Add: Other Comprehensive income (net of tax) Items that will not be reclassified to profit & Loss				
Re- measurement of net defined benefit obligations	(0.43)	2.09	(0.58)	2.89
Re - measurement of investment in equity	(390.200)	-	0.15	(0.80)
Re- measurement for investment in Equity	-	-	(390.63)	2.09
Total Comprehensive Income	(984.76)	101.68	(992.10)	107.04

2) Change in Name of the Company

The name of the Company has been changed with effect from April 03, 2019 from M/s. Aqua Pumps Infra Ventures Limited to M/s. Paramone Concepts Limited on obtaining the necessary approval from Shareholders & the Statutory Authorities.

3) Change in Registered Office Address

With effect from May 30, 2019, the Company registered office address has been shifted to Unit No. 67, 6th Floor, A - Wing, Silver Astra, J B Nagar, Andheri (East), Mumbai - 400059.

4) Reserves

There are no transfer during the year to any Statutory Reserve Account.

5) Dividend

In order to conserve the resources, your Directors does not recommend any dividend for the year ended March 31, 2019.

6) Share Capital

The paid up Equity Share Capital as on 31st March, 2019 is 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.

7) Subsidiary Company / Associate

Your Company has one wholly owned subsidiary M/s. Choice Realty Private Limited, which is engaged in the activity of Development & Construction. Pursuant to Section 129(3) of the Companies Act, 2013 the consolidated financial statements of the company and its subsidiary, prepared in accordance with the relevant accounting standards specified under section 133 of the companies Act, read with rule 7 of the Companies Account rules, 2014 form part of this Annual Report.

During the year under review, M/s. Choice International Limited our associate of has sold its entire stake consisting of 39.35% in the Company M/s. Paronme Concept Limited. Further the company has received request from Choice International Limited along with its subsidiaries to mark a exit

DIRECTOR'S REPORT

from the Promoter group of the Company, M/s. Paramone Concept Limited, the said request has been approved by the Board of Director's of your company and shall be further subject to the Shareholder's approval & necessary statutory approvals.

8) Meeting of Board of Directors

During the Year under review, five Board Meetings were held, the details of which are given in the Corporate Governance report.

9) Board of Directors

The details of Board of Directors of the Company as on date of Report are as follows:

Sr. No	Name of the Director	Nature of Directorship
1	Mr. Govind Ram Patodia (DIN No : 02794184)	Managing Director (Additional Director)
2	Mr. Mushtaq Shaikh (DIN No : 08144509)	Executive Director (Whole Time Director)
3	Mr. Deepak Ranjan (DIN No: 08406471)	Executive Director (Additional Director) & CFO
4	Mr. Sundarlal Sanwarmal Bagaria (DIN No. 07269962)	Independent Director Non Executive
5	Mrs. Ekta Gupta(DIN No : 08353871)	Independent Director Non Executive (Additional Director)
6	Mr. Vijendra Jian (DIN No: 07318877)	Independent Director Non Executive (Additional Director)

Note: *Mr. Govind Patodia (DINNo : 02794184) was reappointed during the year post his resignation as Additional Director (Managing Director) at the Board Meeting of the Company held on May 30, 2019, subject to the approval of the Shareholder at the ensuing Annual General Meeting to be held on September 27, 2019.

*Mr. Mushtaq Shaikh was appointed as the Non - Executive Director approved by the Shareholders at the 26th Annual General Meeting held on September 28, 2018 post which, Mr. Shaikh designation has been changed from Non - Executive to Executive whole Time Director at the Board Meeting held on February 06, 2019.

*Mr. Deepak Ranjan (DIN NO : 08406471) was appointed as Additional Executive Director & CFO at the Board Meeting of the Company held on March 29, 2019, subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on September 27, 2019.

* Mrs. Ekta Gupta (DIN No : 08353871) was appointed as Additional Non -Executive Independent Director of the Company at the Board Meeting held on February 06, 2019, subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on September 27, 2019.

* Mr. Vijendra Jain (DIN No : 07318877) was appointed as Additional Non -Executive Independent Director of the Company at the Board Meeting held on May 30, 2019, subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on September 27, 2019. During the Year under review Mr. Hasmukh Mehta (DIN No: 00344774) the Non - Executive Independent Director of the Company resigned from the Directorship of the Company with effect from April 22, 2019 due to his health issue.

10) Key Managerial Personnel (KMP's) of the Company

Key Managerial Personnel of the Company are as follows:

Mr. Govind Patodia	Managing Director
Mr. Mushtaq Shaikh	Whole Time Executive Director
Mr. Deepak Ranjan	CFO & Executive Director
* Mrs. Swati Gupta	Company Secretary

* Mrs. Swati Gupta is appointed as the Company Secretary of the Company with effect from August 14, 19 in place of Ms. Sweta Bajaj who resigned as the Company Secretary of the Company with effect from June 14, 2019.

11) Board Committees

The constitution of the Board Committees, their scope, role and terms of reference are as per the provisions of the Act, the rules made thereunder and the Listing Regulations. All the recommendations made by the Audit Committee were accepted by the Board of Directors. The Constitution of the Board Committees is provided in the Corporate Governance Report.

12) Corporate Governance

A detailed report on Corporate Governance as required under Regulation 34 of the Listing Regulation forms part of this Annual Report. The Auditor's certificate on Compliance with the conditions of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

13) Management Discussion & Analysis Report

As required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a Management Discussion and Analysis Report forms part of this report. The detailed state of activities along with developments have been discussed in the Management Discussion and Analysis Report.

14) Whistle Blower Policy

The Company has in place a Whistle Blower / Vigil Mechanism Policy through which its stakeholders, Directors and employees can report genuine concerns about unethical behavior and actual or suspected fraud or violation of the Company's code of Business Conduct and Ethics. The said policy provides for adequate safeguards against victimization and also direct access to the Audit Committee. The policy as approved may be accessed on the Company's website www.aquapivl.com

15) Internal Financial Controls

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its Business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting and timely preparation of reliable financial disclosures. The Company's internal control systems commensurate with the nature of its business, the size and complexity of its operations.

16) Significant and Material Orders passed by the Regulators or courts

There are no significant and material order passed by the Regulators / courts that would impact going concern status of the Company.

17) AUDITORS

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 2019-2020.

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.

The Auditors of the Company have issued an unmodified opinion on the Financial Statements for the Financial Year ended March 31, 2019. The Auditor's Report for the Financial Year ended March 31, 2019 on the Financial Statements (Standalone & Consolidated) of the Company is part of this Annual Report.

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.

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 LLP, Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company for the Year 2018-19. The Secretarial Audit along with the Compliance Audit Report is annexed herewith the report.

The Statutory Audit Report and the Secretarial Audit Report for the financial year 2018-19 does not contain any qualification, reservation or adverse remarks by the Auditors.

18) Particulars of Loans, Guarantees and Investments by the Company

Details of Loans, Guarantees and Investments covered under the provisions of the Companies Act, 2013 along with the applicable Rules of the Act are given in the notes to the Financial Statements forming part of this Annual Report.

19) Extracts of Annual Return

As provided under Section 92 of the Act and rules framed thereunder, the extract of annual return in Form MGT 9 is annexure which forms part of this report.

20) Related Party Transactions

During the year under review, approval of the Audit Committee and Board of Directors was sought for Related Party Transactions wherever required.

The Audit Committee has given prior approval for all Related Party Transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and the web link is provided in the Corporate Governance Report.

The particulars of contracts or arrangements with Related Parties referred to in Section 188(1) of the Act are provided in the prescribed Form AOC - 2 annexed as Annexure B to this Report.

Except to the extent of the Shares held in the Company and the remuneration if any, drawn from the Company, none of the Directors and Key Managerial Personnel have any pecuniary relationships or transaction vis the Company.

21) Declaration from Independent Directors

DIRECTOR'S REPORT

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.

22) Board Evaluation

Pursuant to the provisions of the Act and the Listing Regulations, performance evaluation of the Board, its committees, the Chairman & Managing Director and the Independent Directors was carried out. The manner in which the evaluation is carried out has been detailed below:

Evaluation Process:

"Paramone Concepts Limited" believes in value for its stakeholders through ethical process and integrity. The Board plays a very important role in ensuring the Company's performance to monitor and provide timely inputs to enhance the Company's Performance and set right direction for growth. Hence it is important that every individual Board Member effectively contributes in the Board deliberations.

At "Paramone" we follow annual evaluation for our Key Managerial Persons and other eligible employees including the senior management team. A process sculpted on this method has been designed for evaluation of Directors under this process, the company management will:

- Formulate the process for evaluating and rating Directors
- Design the evaluation template / questionnaire and implementation process
- Peer review of each Director
- Analyse feedback received from each Director
- Weighting the Evaluation summary of each Director.

Key Evaluation Criteria:

- Attendance and contribution at Board and Committee meetings
- His/her stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities,
- Sense of sobriety and understanding of business, strategic direction to align company's value and standards.
- His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
- His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
- Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
- Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve organizational successes and harmonizing the Board.
- His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
- Quality of decision making & understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
- His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
- His/her contribution to enhance overall brand image of the Company.

Criteria for Determining Remuneration of Director's, Key Managerial Personnel and Particulars of Employees:

The Remuneration paid to the Directors is in accordance with the Nomination & Remuneration Policy formulated in accordance with section 178 of the Act and Regulation 19 of the Listing Regulations (including any statutory Modification(s) or re- enactment(s) thereof for the time being in force.

23) Nomination & Remuneration Policy

The Board, on the recommendation of the Nomination & Remuneration Committee, has adopted a policy for selection, appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management Team. The details of this policy are given hereunder. The Policy is available on website www.aquapivl.com.

The remuneration policy is designed to attract talented Personnel and remunerate them fairly and responsibly at each level of the organization. The Policy broadly lays down the guiding principles, philosophy and the basis of payment of remuneration.

The policy also provides the criteria for determining Qualifications, positive attributes and Independence of Directors and criteria for appointment of Key Managerial Personnel, Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors while making selection of the candidates.

The Company has a Nomination and Remuneration Committee (NRC), which is responsible for formulating the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company including their remuneration and other matters as provided under Section 178 of the Companies Act, 2013 and the Listing Regulations. The role of the NRC Committee encompasses conducting a gap analysis to refresh the Board on a periodic basis, including each time a Directors appointment or re- appointment is required. The NRC Committee is also responsible for reviewing the Profiles of Potential candidates the required, competencies and due diligence and meeting of potential candidates prior to making recommendations of their nomination to the Board.

24) Deposits

The Company has not accepted any deposits within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

25) Significant or Material Order passed by the Regulators / Court.

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation's in future.

26) Reporting of Fraud

There were no instances of Fraud aroused during the year under review.

27) Material changes affecting the Company

The Change in Name, Address & Change of Director & Key Managerial Personnel are detailed above in the Report.

28) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a policy on Prevention, prohibition and Redressal of Sexual Harassment at the work place in line with the requirements of the Sexual Harassment of women at workplace (prevention, prohibition and Redressal) Act , 2013. An internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. The policy has set guidelines on the redressal and enquiry process that is to be followed by the complainants and the ICC while dealing with the issues related to Sexual Harassment at the workplace.

29) 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.

30) Director's Responsibility Statement

Pursuant to Section 134 of the Act (including any statutory modification(s) or re- enactment(s) thereof for time being in force), the Directors of the Company State that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2019 the applicable accounting standards have been followed along with proper explanation relating to material departures if any.
- b. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profits of the Company for the Financial Year ended March 31, 2019
- c. proper and sufficient care has been taken for maintenance of adequate accounting records with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. the Annual accounts / financial statements have been prepared on a going concern basis.
- e. internal financial control were in place and that the financial control were adequate and were operating effectively.
- f. proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31) Energy, Technology Absorption and Foreign Exchange Conservation of Energy

I) Steps taken or impact on conservation of Energy

The Operations of the Company are not energy intensive. However adequate measures have been initiated for conservation of energy.

II) The steps taken by the Company for utilising alternate source of energy

Though the operations of the Company are not energy intensive, the Company promotes green energy and energy saving initiatives among its employees.

III) The Capital Investments on energy conservation equipments by the Company: Nil

Technology Observation

i) The efforts towards technology absorption:

The minimum technology required for the business has been absorbed, the Company has also adopted an online enterprise wide Human Resource system which eliminates manual working, encourages paperless working & easy availability of data on the system.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution - encourages paperless working & reduces manual working.

iii) In case of imported technology (imported during last three years reckoned from the beginning of the Financial Year) : NA

iv) The expenditure incurred on Research & Development: Nil

Foreign Exchange Earnings and outgo

There are no Foreign Exchange earnings and outgo during the Year under review.

32) Health & Safety

Health and Safety are addressed systematically, meritoriously and proactively.

33) Green Initiatives

With the aim of going green and minimizing our impact on the environment, we are sending electronic copies of the Annual Report 2018-19 and Notice of the 27th 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 2018-19 and Notice of the 27th 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.

33) Acknowledgement

Your Directors wish to thank all stakeholders and business partners, Company's bankers, business associates for their continued support and valuable co-operation. The Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

Date: August 14, 2019

Place: Mumbai

By Order of the Board of Directors

**Sd/-
(Govind Patodia)
Managing Director
DIN: 02794184**

**Sd/-
(Mushtaq Shaikh)
Director
DIN: 08144509**