

# Jaihind

PROJECTS LIMITED



**ANNUAL  
REPORT**  
**2017-18**

## Corporate Information

<p><b>BOARD OF DIRECTORS:</b></p> <p>Mr. Prakash Hinduja      Chairman &amp; Managing Director  Mr. Chetan Tolani      Whole-time Director  Mr. Akhilesh Negi      Independent Director  Ms. Neeta Tharani      Independent Director</p> <p><b>AUDIT COMMITTEE:</b></p> <p>Ms. Neeta Tharani      Chairman  Mr. Akhilesh Negi      Member  Mr. Prakash Hinduja      Member</p> <p><b>AUDITORS:</b></p> <p>M/s. N. K. Aswani &amp; Co.  Chartered Accountants  Ahmedabad</p> <p><b>REGISTERED OFFICE:</b></p> <p>3<sup>rd</sup> Floor, Venus Atlantis,  Nr. Prahladnagar AUDA Garden,  Anandnagar Road,  Satellite, Ahmedabad 380015</p> <p><b>REGISTRAR AND SHARE TRANSFER AGENTS:</b>  <b>M/s. Link Intime (India) Pvt. Ltd.</b>  <b>(Ahmedabad Office)</b>  506-508, Amarnath Business Centre-1 (ABC-1),  Besides Gala Business Centre,  Near XT Xavier's College Corner, Off C G Road,  Ellisbridge, Ahmedabad-380009  Tel: +91 79 26465179 / 86 / 87  E-mail id: ahmedabad@linkintime.co.in</p> <p><b>(Mumbai Office)</b>  C-101, 247 Park,  L.B.S. Marg, Vikhroli (West), Mumbai - 400 083  Tel: +91 22 49186270  E-mail id : rnt.helpdesk@linkintime.co.in</p>	<p><b>STAKEHOLDER RELATIONSHIP COMMITTEE</b></p> <p>Ms. Neeta Tharani      Chairman  Mr. Chetan Tolani      Member  Mr. Akhilesh Negi      Member</p> <p><b>NOMINATION &amp; REMUNERATION COMMITTEE</b></p> <p>Ms. Akhilesh Negi      Chairman  Mr. Neeta Tharani      Member  Mr. Prakash Hinduja      Member</p> <p><b>ISIN:</b>    INE343D01010</p> <p><b>CIN:</b>    L45201GJ1985PLC008338</p> <p><b>BANKERS:</b></p> <p>IDBI Bank  Indian Bank  Bank of Baroda  Canara Bank  State Bank of India</p>
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CONTENTS	PAGE NO.
Corporate Information	1
Notice	2
Directors Report	6
Report on Corporate Governance	21
Management Discussion and Analysis	32
Auditors' Report	34
Balance Sheet	40
Statement of Profit and Loss	41
Cash Flow Statement	42
Notes to Financial Statements	43

## Notice

### JAIHIND PROJECTS LIMITED

Registered Office: 3rd Floor, Venus Atlantis Corporate Park,  
Nr. Prahladnagar AUDA Garden, Satellite, Ahmedabad-380 015, Gujarat  
Telephone: 079 40501300/40501301, Fax: 079 40501310/11  
CIN: L45201GJ1985PLC008338, E-mail:- info@jpl.in, www.jpl.in

**NOTICE** is hereby given that 32nd Annual General Meeting of the Members of Jaihind Projects Limited, will be held on Saturday, 29th September, 2018 at 10.00 a.m. at the Registered Office situated at 3rd Floor, Venus Atlantis Corporate Park, Nr. Prahladnagar AUDA Garden, Anandnagar Road, Satellite, Ahmedabad- 380015 to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial year ended on 31st March, 2018 along with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chetan Tolani (DIN: 02529867) who has consented to retire by rotation and being eligible, offers himself for reappointment.
3. To re-appoint Statutory auditors to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N. K. Aswani & Co., Chartered Accountants (Firm Registration No. 100738W) be and is hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the Conclusion of the next Annual General Meeting to examine and audit the accounts of the Company at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors."

Registered office:

For Jaihind Projects Limited

3rd Floor, Venus Atlantis,  
Nr. Prahladnagar AUDA Garden,  
Anandnagar Road, Satellite,  
Ahmedabad- 380015

Prakash L. Hinduja  
Chairman & Managing Director  
[DIN: 01688850]

Date: 14.08.2018

Place: Ahmedabad

#### NOTES:

- The Explanatory Statement, pursuant to provisions of section 102 of the Companies Act, 2013 is not applicable as there is no special business.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in the aggregate not more than ten per cent of the total share capital of the Company.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.  
A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution /authority, as applicable. Proxy shall not vote, except on a poll.
- The Book Closure Date for Members of the Company will be on Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- Members/Proxies should bring the Attendance Slip duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. A Proxy Form is annexed to this report.

## Notice (Contd...)

- Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting.
- Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their registered address to M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent.
- Members intending to require information about accounts in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
- Trading in the shares of the Company can be done in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
- Members are requested to contact our Registrar and Transfer Agent for any query related to shares, and other inquiry at following address.

**M/s.Link Intime (India) Pvt Ltd.**

Unit : Jaihind Projects Ltd.

(Ahmedabad Branch)

5th Floor, 506 TO 508, Amarnath Business Centre - 1 ( ABC-1), Beside Gala Business Centre,

Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006.

- Please Quote folio no. / DP ID & CL. ID for any Communication for their shareholding. Bring the copy of Annual Report at the meeting.
- The Company's shares are listed at Mumbai Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE).
- Green initiative matter

The Ministry of Company Affairs (MCA) has taken the "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated April, 2011 and Circular No. 18/2011 dated April 20, 2011) along with paperless compliance by compliances by companies through electronic mode.

Keeping in view underlying theme and circular issued by MCA, we propose to send all documents to be sent to shareholders like General Meeting Notice including the AGM, Annual Report including Audited Financial Statements, Director Report, Auditor Report etc. to our shareholder in electronic form, to the email address provided by them and made available to us by the Depositories.

Please also note that you will be entitled to be furnished free of cost, with a copy of the Annual Report of the Company and all other documents required by law to be attached thereto, only upon receipt of a requisition from you at any time, as a member of the Company such a requisition may be sent to the Registered Office of the Company at the address mentioned elsewhere in the report.

- Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 in pursuance with the Regulation 44 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The facility for voting through ballot will be made available at the AGM, and members attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right at the AGM.

The Board of Directors of the Company has appointed Mr. Abhishek Chhajed, Practicing Company Secretary of M/S. Abhishek Chhajed & Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on September 21, 2018 (cut - off date) are entitled to vote on the resolutions set forth in this Notice.

**The instructions for members for voting electronically are as under:-**

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID

## Notice (Contd...)

- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN Field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

## Notice (Contd...)

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### General Instructions:

- The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on September 21, 2018, the cut-off date.
  - Members can opt for only one mode of voting, i.e., either by physical poll or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical poll will be treated as invalid.
  - Members who do not have access to remote e-voting facility have been additionally provided the facility of voting through Ballot paper.
  - The Scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him forth their on receipt of the Scrutinizers Report.
  - The results declared will communicated to the Stock Exchanges.
- All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (3.00 pm to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company. The Notice of 32nd AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March, 2018 will be uploaded on the Company's website and may be accessed by the members.

### PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:

Name of Director	SHRI. CHETAN KAMALBHAI TOLANI
Director Identification Number	02529867
Date of Birth	05.08.1973
Date of first appointment	01.07.2015
Qualifications	Graduate
Expertise in specific	Mr. Tolani is commerce graduate. He has more than 20 years of experience in Operation & Project Management, Planning and Administration of various projects. He has held various senior level positions viz. Vice-president, Director in various industries before joining Jaihind.
Number of Equity shares held	Nil
List of other Public Ltd. Co. in which Directorship held	DCOM Systems Limited
Relationship between Directors inter-se	He is not related to any other director or managerial personnel.

Registered office:

3rd Floor, Venus Atlantis,  
Nr. Prahladnagar AUDA Garden,  
Anandnagar Road, Satellite,  
Ahmedabad- 380015

Date: 14.08.2017

Place: Ahmedabad

For Jaihind Projects Limited

Prakash L. Hinduja  
Chairman & Managing Director  
[DIN: 01688850]



## Directors' Report

To,

The Members,

Jaihind Projects Limited

Your Directors have pleasure in presenting their 32nd Annual Report together with the Audited Statements of Accounts for the financial year ended on March 31, 2018.

❖ **FINANCIAL RESULTS:**

(Rupees in lacs)

Particulars	2017-18	2016-17
Total Income	4467.07	6404.15
Less: Expenditure	33014.58	5493.39
Profit / (Loss) before Interest and Depreciation	-28547.52	910.76
Less: Interest	191.57	463.27
Less: Depreciation	1205.93	1223.89
Profit/(Loss) Before Tax	-29945.01	-776.41
Less: Provision For Taxation	0.00	.000
Profit/(Loss) After Tax	-29945.01	-776.41

Revenue from operations (gross): The Company has achieved total Revenue of ₹ 4467.07 lakhs during the financial year 2017-18 in compared to the previous years total income of ₹ 6404.15 lakhs. The company has incurred net loss of ₹ 29945.01 lakhs in compared to the previous years loss of ₹ 776.41 lakhs. As per the order of Honorable NCLT dated 16th January 2018 on the Application of lender PNB the Subsidiary Jaihind Infratech Projects Private Limited application for resolution has been Admitted.

• **DIVIDEND:**

Due to loss incurred during the year under review, your directors do not recommend any dividend for the financial year ended on 31st March, 2018.

• **RESERVES:**

Due to loss incurred during the year under review, your directors do not transfer any amount to Reserves for the financial year ended on 31st March, 2018.

• **UNCLAIMED DIVIDENDS:**

As at March 31, 2018, dividend amounting to ₹ 7.14 lacs has not been claimed by shareholders. As per the provisions of Section 124 of the Companies Act, 2013, dividends remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be credited to the IEPF.

• **PUBLIC DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

• **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

Your Company has a comprehensive system of internal controls to safeguard the Company's assets against loss from unauthorized use and ensure proper authorization of financial transactions. The Company has an exhaustive budgetary control system to monitor all expenditures against approved budgets on an ongoing basis. The Company maintains a system of internal controls designed to provide assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with applicable laws and regulations as applicable in the various jurisdictions in which the Company operates.

• **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement that:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had 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 and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and

## Directors' Report (Contd...)

- e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- Note: Internal financial control means the policies and procedures adopted by the Company 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.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- DIRECTORS:**  
 Mr. Chetan Tolani, a Whole-time Director who retires by rotation at this Annual General Meeting and being eligible offer himself for re - election. The Board of Directors recommended his re- appointment at the forthcoming Annual General Meeting.  
 Other than as stated above, there has been no other change in the Directors or the Key Managerial Personnel during the period.
  - DECLARATION OF INDEPENDENT DIRECTORS**  
 The Independent Directors have submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.
  - FORMAL ANNUAL BOARD EVALUATION**  
 Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015, the Board has carried out an evaluation of its own performance and the Directors individually. A process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.  
 A familiarization programme was conducted for Independent Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.
  - MEETINGS OF BOARD OF DIRECTORS:**  
 During the Financial Year under review, the Board has met four times i.e. on 30 May 2017, 18 Aug 2017, 21 Dec 2017 & 14 Feb 2018.
  - CONSTITUTION AND COMPOSITION OF AUDIT COMMITTEE:**  
 The Company has constituted the Audit Committee under the Chairmanship of Mr. Neeta Tharani and Mr. Akhilesh Negi & Mr. Prakash Hinduja as Members of the Committee.
  - DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013**  
 The particulars of ratio of remuneration of each director to median remuneration of the employees of the Company for the financial year under report, percentage increase in remuneration to each Director and KMP, etc. more particularly described under Section 197(12) of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given as under:  
 (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-2018, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2017-2018 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/KMP for FY 2017-18 (₹ in Lacs)	% increase in Remuneration in the FY 2017-18	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Prakash Hinduja, Managing Director	6.00	NIL	NIL	Total Income of the company was decreased from ₹ 6404.15 lakhs in 2016-17 to ₹ 4467.07 lakhs in 2017-18. Net Loss after Tax was increased from ₹ -776.41 lakhs in 2016-17 to ₹ -29945.01 lakhs in 2017-18.
2	Mr. Chetan Tolani, Executive Director	6.00	NIL	NIL	



## Directors' Report (Contd...)

- i) The median remuneration of employees of the Company during the financial year was 6.00 lakh
- ii) In the financial year, there was an increase of 0% in the median remuneration of employees;
- iii) There were 12 permanent employees on the rolls of Company as on March 31, 2018;
- iv) Relationship between average increase in remuneration and company performance:- The increase in the remuneration is determined based on the performance by the employee of the company.
- viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Human Resources, Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not Applicable; and
- x) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

• **VIGIL MECHANISM:**

The Company has adopted a Vigil Mechanism in form of whistle blower policy. It aims at providing means to employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that such vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

• **RISK MANAGEMENT:**

The Company has already in place, a Risk Management Plan. Brief details of various types of risk are provided in the Management Discussion and Analysis section of the Annual Report.

• **AUDITORS & AUDITORS REPORT:**

a. **STATUTORY AUDITOR:**

M/s N.K. Aswani & Co., Chartered Accountants, Firm Registration No. 100738W, Membership No. 033278) hold office until the conclusion of the ensuing annual general meeting and are recommended for re-appointment from the 32nd Annual General Meeting (AGM) until the conclusion of next Annual General Meeting. The company has obtained a certificate from M/s. N.K. Aswani & Co., Chartered Accountants, to the effect that their proposed re-appointment, if made would be in accordance and conformity with the limits as specified in that section. The statutory auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

**Auditors' Qualifications and Management's Reply:**

**Auditors' observations in the Financial Statements for the year ended on 31st March, 2018**

Attention is invited to Note no.36 of the Standalone financial statements that Trade receivable of ₹ 22729.86 lacs outstanding as at March 31, 2018 representing various claims raised in earlier years, based on the terms and conditions implicit in the contracts and receivables in respect of closed/suspended projects. These claims are mainly in respect of fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental etc, for which the Company is at various stage of negotiation/discussion with clients or under arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of recovery of these receivables.

**MANAGEMENT RESPONSE:**

Trade receivable of ₹ 22729.86 lacs outstanding as at March 31, 2018 representing various claims raised in earlier years, based on the terms and conditions implicit in the contracts and receivables in respect of closed/suspended projects. These claims are mainly in respect of fixed extended stay charges, AHR items, refund of liquidity damage/PRS due to cost over-run, deviation in design and change in scope of work, equipment rental etc, for which the Company is at various stage of negotiation/discussion with clients or under arbitration. The Company has been legally advised that it has good case on merit in respect of these matters. Considering the contractual tenability, progress of negotiation/discussion with the clients, the management is confident of recovery of these receivables.

b. **SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT**

As per the provisions of the Section 204(1) of the Companies Act, 2013, the Company has appointed M/s. Abhishek Chhajed & Associates, Practicing Company Secretaries to conduct Secretarial Audit of the records and documents of the Company.

The Secretarial Audit Report for the Financial Year ended 31st March, 2018 in Form No. MR-3 is annexed to the Directors Report - Annexure - C and forms part of this Report. The observations of the Secretarial Auditors in their report are self-explanatory and do not require any comments.

## Directors' Report (Contd...)

### • **REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:**

Report on Corporate Governance and Management Discussion and Analysis Report for the year under review, together with a Certificate from the Practicing Professional regarding compliance of the conditions of Corporate Governance forms part of the Annual Report.

The compliance with the Corporate Governance provisions as specified in the Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and as Per C, D and E of Schedule V of SEBI (Listing Regulations), 2015, are not applicable to the companies having Paid up Share Capital not exceeding ₹ 10 Crores and Net Worth not exceeding ₹ 25 Crore, as on the last day of previous year. According to these regulations your company is not mandatorily required to comply with the provisions of these regulations, for the time being as the Paid up Share Capital of the company is not exceeding ₹ 10 Crores and the Net Worth is not exceeding ₹ 25 Crores, as on the last day of the previous year, however, the company has made all possible efforts to comply with the provisions of these regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013, during the year under review.

In terms of Regulation 34 of SEBI (LODR) Regulations, 2015, a certificate from Auditors of the Company on compliance of conditions of Corporate Governance is annexed to the Annual Report. A report on Corporate Governance as provided in Regulation 34 of SEBI (LODR) Regulations, 2015 is included in the Annual Report.

### • **FORMATION OF VARIOUS COMMITTEES:**

Details of various committees constituted by the Board of Directors in line with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are given in the Corporate Governance Report annexed which forms part of this report.

### • **PARTICULARS OF EMPLOYEES:**

The information required under section 197 (12) read with Rule 5 (2) & (3) of Companies (Appointment & Remuneration) Rules, 2014 of the Companies Act, 2013 the names and other particulars of employees is not applicable to the Company, as no employees drawing remuneration of ₹ 60,00,000/- or more per annum employed throughout the year or ₹ 5,00,000/- or more per month employed for a part of the year.

### • **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure - A" and is attached to this report.

### • **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. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. 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.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

### • **EXTRACT OF ANNUAL RETURN:**

The Extract of Annual Return of the Company in Form MGT-9 for the Financial Year ended 31st March, 2018 is given in Annexure - B and forms part of the Directors' Report.

### • **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Company has formed a CSR Committee comprising of Mr. Akhilesh Negi as Chairman and Mr. Prakash Hinduja and Mr. Chetan Tolani, as other members during the year under review. Given stressed financial condition of the business, the Company does not have to make any obligatory contributions towards CSR from a regulatory perspective.

### • **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details regarding Loans Guarantee and investments have been given in the Financial Statement.

### • **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. However, details of transactions with related parties are given Accounting Policies by Auditors.