

# KERALA ENVIRO INFRASTRUCTURE LIMITED

## 13<sup>TH</sup> ANNUAL REPORT

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## **KERALA ENVIRO INFRASTRUCTURE LIMITED**

Inside FACT Cochin Division Campus, Ambalamedu, Cochin - 682 303

E-mail: drnkpillai@gmail.com

CIN : U24129KL2005PLC017973

### **NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of the Company will be held Tuesday, the 21<sup>st</sup> Day of August 2018 at 11.00 hrs at the registered office of the Company, Inside FACT (CD) Campus, Amabalamedu, Kochi – 682 303 to consider the following business:

#### **Ordinary Business:**

1. To receive and adopt the Annual Accounts of the Company for the year ended 31<sup>st</sup> March 2018 as audited and reported by the Auditors of the Company and the Directors' Report to the Shareholders.
2. To appoint Statutory Auditors of the Company and to fix their remuneration. M/s TR Chadha and Co. LLP Chartered Accountants, Mumabi, the retiring Auditors are eligible for re-appointment.
3. To appoint a Director in place of Mr. Sunder Balasubramanian, who retires by rotation and being eligible offers himself for re appointment
4. To appoint a Director in place of Mr. Mukul Bhupendra Trivedi, who retires by rotation and being eligible offers himself for re appointment.

#### **Special Business**

5. To consider and if thought fit, pass with or without modification, the following as an Ordinary Resolution.

RESOLVED THAT Mr. N Ramakrishnan, who was appointed by the Board as Nominee Director of FACT be and is hereby appointed as Nominee Director of the Company.

Explanatory statement pertaining to Item no: 5 is attached herewith.

**For KERALA ENVIRO INFRASTRUCTURE LIMITED**

Sd/-

Place : Kochi  
Date : 11.04.2018

**(Arun C Ashar)**  
**CHAIRMAN**  
DIN: 00192088

**NOTES:**

- 1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy and a proxy need not be a member of the Company.**
- 2. The Form of proxy duly stamped and signed must be deposit at the Registered Office of the Company not less than 48 hours before the meeting.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

**ITEM NO 5:**

During the period under report, your Board of Directors have inducted Mr. N Ramakrishnan as nominee director of FACT and his appointment need to be ratified by the General Body. Your Directors feel that his continued association is in the interest of the company and recommend his appointment as Nominee Director. Mr. N Ramakrishnan will be deemed to be interested in the proposed resolution as the proposal relates to his appointment. No other Directors or Key Managerial personnel or their relatives are interested in the resolution.

# Kerala Enviro Infrastructure Limited

## CORPORATE PROFILE

CIN: U24129KL2005PLC017973

<p><b>Board of Directors</b></p>	<p><b>Statutory Auditors</b></p>
<p>Arun C. Ashar - Chairman  Ashok Panjwani - Director  M.B. Trivedi - Director  Dr. Parameswaran Moothathu - Director  Sunder Balasubramanian - Director  Ashok Kumar Sharma - Director  K.G. Ajithkumar - Director  N. Ramakrishnan - Director  K. George - Independent Director  Dr. G. Madhu - Independent Director</p>	<p>M/s. TR Chadha &amp; Co. LLP  Chartered Accountants  Mumbai</p> <p><b>Internal Auditors</b></p> <p>M/s. Krishnamoorthy &amp; Krishnamoorthy  Chartered Accountants  Palam Road, Cochin</p>
<p><b>Key Managerial Personnel</b></p>	<p><b>Bankers</b></p>
<p>Dr. N.K. Pillai - Chief Executive Officer  Amit M. Ved - Chief Financial Officer  Merin Philip - Company Secretary</p> <p><b>Audit Committee</b></p> <p>Dr. G. Madhu - Chairman  Ashok Panjwani - Member  K. George - Member</p> <p><b>Nomination &amp; Remuneration Committee</b></p>	<p>(i) <b>Axis Bank Limited</b>  Palarivattom Branch</p> <p>(ii) <b>State Bank of India</b>  Ambalamedu Branch</p> <p>(iii) <b>HDFC Bank Limited</b>  Nariman Point, Mumbai Branch</p>
<p>Ashok Panjwani - Chairman  Dr. G. Madhu - Member  K. George - Member</p>	<p><b>Registered Office</b></p> <p>Inside FACT Cochin Division Campus  Ambalamedu, Cochin - 682 303  Phone: 0484-2722141, 241, 341  E-mail: drnkpillai@beil.co.in  drnkpillai@gmail.com</p>



## ABOUT THE COMPANY...

Kerala Enviro Infrastructure Ltd (KEIL) is a public limited Company functioning at the industrial hub of Ambalamedu, Kochi. The Company is functioning at the 50 acres of land purchased in the name of Govt. of Kerala from FACT-Cochin Division, and leased to KEIL for 50 years. The company disposes solid hazardous waste from various industries in the state of Kerala, in engineered landfills, after treatment if necessary.

### **Background**

The Hon. Supreme Court of India vide its order dated 14th October 2003 directed closure of all industries operating in violation of Hazardous Waste Rules. The Court also constituted a Monitoring Committee to oversee that the directions of the Court are implemented timely. As per the Supreme Court Order, all the States generating more than 20,000 tonnes/annum of hazardous wastes are to set up facilities for Treatment, Storage and Disposal (TSDF) of solid hazardous waste. The facility has to be created as per the guidelines and norms issued by Central Pollution Control Board (CPCB) and Ministry of Environment & Forest (MoEF), Govt. of India.

The Supreme Court Monitoring Committee (SCMC) in their report to the State Government in August 2004, directed Kerala State Pollution Control Board (KSPCB) to order closure of industries which were either working without authorization of KSPCB or in violation of Hazardous Waste Rules. The SCMC had also recommended to the Govt. of Kerala to take steps for setting up of a Common TSDF for disposing hazardous solid waste generated by industrial units in the State.

In view of the directive from SCMC, the Govt. of Kerala appointed Kerala State Industrial Development Corporation (KSIDC) as the Nodal Agency to take steps for promoting a Special Purpose Vehicle (SPV) for setting up and maintaining a Common Hazardous Waste TSDF (CHWTSDF) in the State.

KSIDC promoted the Public Limited Company 'Kerala Enviro Infrastructure Ltd (KEIL)' as a Special Purpose Vehicle for implementing the project. M/s United Phosphorus Ltd was appointed as the Developers for the project with majority equity participation. Besides M/s United Phosphorus Ltd 85 big, medium and small industries in the State are share holders in KEIL.

### **Hazardous Waste Management:**

The company has a capacity to dispose 10,00,000 MT of hazardous waste over a period of 20 years. The Common TSDF of KEIL is the only facility in Kerala to collect, transport, treat and dispose hazardous waste as per Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016.

### **Secured landfills:**

Secured landfills are built as per design given by IIT, Delhi and approved by Kerala State Pollution Control Board. Each cell is inspected by experts before construction, during construction and end of constructions. Currently KEIL has constructed 5 cells for waste disposal out of which 4 cells are filled with waste and capped as per guidelines issued by Central Pollution Control Board. The Construction of the 6<sup>th</sup> Cell is progressing. The Fifth cell is now in operation.

The wastes which are suitable for direct disposal in the landfill are disposed directly in the landfill and wastes which require pretreatment/stabilization are subjected to necessary treatment before disposal in the landfill.

**E-Waste Management:**

KEIL is an authorized collection centre for e -waste in the state of Kerala.

**Proposed Diversification Projects:**

- i) **Biomedical Waste Treatment Disposal Facility** -The State Environmental Impact Assessment Authority (SEIAA) have issued Environmental Clearance for the proposed Biomedical Waste Treatment Disposal Facility at the site of KEIL
- ii) **E-waste dismantling facility** - Consent to establish the e-waste dismantling facility has been received from KSPCB. The Board has approved for setting up an e-waste dismantling facility at KEIL site for scientific management of e-waste collected from various e-waste generators in the state.
- iii) **RO Plant-** The company is contemplating to set up a Reverse Osmosis Plant(RO Plant), in order to improve management of the Leachate generated from Landfill and reduce the load of existing MEE Plant.
- iv) **Landfill Expansion-** Company is proposing to expand the existing landfill capacity of 10 Lakh Metric Ton, to take care of Hazardous waste disposal requirements of future, after obtaining necessary statutory approvals in this regard.



**2017-18**

**FINANCIAL HIGHLIGHTS**  
(in INR)

**Revenue**                      **1358.51 Lakhs**

**Expense**                        **1039.43 Lakhs**

**Profit Before Tax**    **319.08 Lakhs**

**Profit After Tax**        **245.88 Lakhs**

## DIRECTORS' REPORT

### To the Members,

Your Directors have pleasure in presenting before you the 13<sup>th</sup> Annual Report of your Company for the year ended 31<sup>st</sup> March 2018. The profit and loss account for the year ended 31<sup>st</sup> March 2018 and the balance Sheet as on that date together with the schedules and notes forming part of Balance Sheet and Profit/Loss Account as audited and reported by the Auditors of the Company are attached herewith.

### Financial Highlights:

Highlights of financial Results as per Ind (AS) for the year are as under:

(Rs'000)

Particulars	Year Ended 31 <sup>st</sup> March 2018	Year Ended 31 <sup>st</sup> March 2017
Revenue from operations	127,780	82,498
Other Income	8,071	6,691
<b>Total Revenue</b>	<b>135851</b>	<b>89,189</b>
Cost of Material Consumed	440	602
Depreciation and amortization expense	4,194	5,782
Other Expenses	99310	73,026
<b>Total Expense</b>	<b>103,943</b>	<b>79,410</b>
Profit/Loss before tax	31,908	9,779
Current Tax	7,331	1,613
Deferred Tax	-	-
Other comprehensive income	(12)	(87)
<b>Profit or Loss after Tax</b>	<b>24,588</b>	<b>8,079</b>

### Operational Performance:

The total quantity of waste received for the F.Y. 2017-18 is 54,457 MT as compared to 37,300 MT of waste received during 2016-17. The revenue generation of the company during the financial year 2017-18, was higher as compared to the same period in the previous year. The total income generated by the Company is Rs. 1358.51 Lakhs compared to Rs 891.89 Lakhs generated in the previous year, recording an increase of 52.3%. However the expenses increased proportionately, from Rs 794.10 Lakhs of previous year to Rs 1039.43 Lakhs of current year.

The Company is trying its level best to increase Company's core business of hazardous waste treatment and disposal at our site.

### Expansion Plans

Your Directors are happy to inform that the State Environmental Impact Assessment Authority (SEIAA) have issued Environmental Clearance for the proposed Biomedical Waste Treatment Disposal Facility at the site of KEIL. The company has also submitted an application to Kerala State Pollution Control Board for reallocation of the budgeted amount of Rs. 1 cr towards

subsidy for the FY 2018-19. Application was also submitted to Ministry of Environment Forest and Climate Change (MoEF &CC) for allocation of eligible subsidy for implementing the Biomedical Waste Treatment Facility. Further procedures are being initiated for the implementation of Biomedical Waste Treatment Disposal Facility.

KSPCB has issued Consent to Establish (CTE) the proposed e-waste dismantling facility at KEIL on 27.12.2017. Details are worked out in consultation with BRCPL, a group company of KEIL. The application of KEIL for Consent to Establish Plastic Recycling, Drum Cleaning and Oil collection facility is pending approval from KSPCB.

With approval from your Board of Directors, your company has started construction of a monsoon storage shed for receiving and storage of waste during monsoon period. The Project is scheduled to be implemented in three phase, and construction of the first phase is nearing completion.

Your company is also proposing to set up an e-waste dismantling facility for scientific management and disposal of e-waste collected from various e-waste generators in the state. Consent to Establish the e-waste dismantling facility has been received from KSPCB.

In order to effectively manage the Leachate generated from Landfill, your company is proposing to set up a Reverse Osmosis Plant (RO Plant), which when implemented will reduce the load of the existing MEE Plant.

Your company is proposing to expand the existing landfill capacity of 10 Lakh Metric Ton, to take care of Hazardous waste disposal requirements of future. Necessary approvals from Statutory Bodies including Environmental Clearance is necessary for such expansion of the Landfill Facility.

In order to carry out the expansion activities effectively and efficiently your company is getting Engineering and Technical assistance and consultancy from BRCPL, a group company, who have experience and expertise in waste management field.

#### **Share Capital:**

There was no change in the paid up share capital of the company during the year under report. The authorized and paid up capital of the company are Rs. 15,00,00,000/- and Rs. 12,17,34,940/- respectively.

During the Financial Year 2017-18 the company has not issued any shares with differential rights or shares under an employee stock option scheme or sweat equity shares.

#### **Transfer to Reserve:**

The company has transferred an amount of Rs 245.88 lakhs to its reserves during the year under scrutiny.

#### **Dividend:**

As the financial position of your company is still not satisfactory and the company is still having accumulated losses, your directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2018.

#### **Transfer of unclaimed dividend to investor education and protection fund:**

In terms of Section 125(2) of the Companies Act, 2013, no unclaimed or unpaid Dividend relating to the financial year is due for remittance to the Investor Education and Protection Fund established by the Central Government.

**Details of Subsidiary/ Joint Ventures/ Associate Companies:**

The Company does not have any Subsidiaries/Joint ventures or Associate Companies.

**Deposit from Public:**

The Company has not accepted any deposits from public and as such no amount on account of principal or interest on deposit from public was outstanding as on the date of the Balance Sheet.

**Directors and Key Managerial Personnel:**

(i) The composition of Board of Directors as on 31.03.2018 is as follows:

Sl. No.	Name of Director	Designation
1.	Arun Chandrasen Ashar	Director - Chairman
2.	Ashok Panjwani	Director
3.	P.N. Parameshwaran	Director
4.	Sunder Ramaswamy Balasubramanian	Director
5.	M.B. Trivedi	Director
6.	Dr.G. Madhu	Independent Director
7.	K. George	Independent Director
8.	Ashok Kumar Sharma	Nominee Director
9.	K.G. Ajithkumar	Nominee Director
10	N. Ramakrishnan	Nominee Director

During the period under report, Mr. N. Ramakrishnan, GM of FACT was appointed as new nominee Director in the board of KEIL in place of Mr. K.S Sureshkumar, with effect from 02.08.2017. Mr.Kalapurackal Roshan, Nominee Director of M/s BZL did not attend any of the four Board Meetings during the 12 months period viz; 25/07/2016, 14/11/2016, 02/03/2017 and 17/04/2017.Hence his office of director as Nominee Director stands vacated, as per section 167 (i)(b) of Companies Act 2013.

During the period under report, Directors Mr. Sunder Balasubramanian and Mr.Mukul Bhupendra Trivedi are liable to retire by rotation and being eligible offer themselves for reappointment and your Directors recommend their re appointment. Necessary resolutions proposing their re appointment is being placed at the ensuing Annual General Meeting.

**(ii) Key Managerial Personnel:**

As per Section 203 of Companies Act 2013, Companies having more than 10 crores as Paid up share capital are required to appoint Key Managerial Personnel.

The details of KMP as on 31<sup>st</sup> march 2018 are as follows:

Sl. No.	Name of KMP	Designation
1.	Dr. N.K. Pillai	Chief Executive Officer
2.	Amit M. Ved	Chief Financial Officer
3.	Merin Philip	Company Secretary

### **Declaration given by Independent Directors:**

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Independent Directors of the company viz Dr.G Madhu and Mr.K George have given declaration to the Company that they qualify the criteria of independence as required under Section 149(6) of the Companies Act 2013.

### **Board Meetings:**

During the Financial Year 2017-18, Four (04) Meetings of Board of Directors were held. The details of the Board Meetings are given below:

<b>Sl. No</b>	<b>Date of Board Meeting</b>	<b>Board Strength</b>	<b>No. of Directors Present</b>
1.	17.04.2017	10	6
2.	17.07.2017	9	5
3.	02.11.2017	10	6
4.	12.02.2018	10	4

### **Directors Responsibility Statement:**

Pursuant to the requirement of Section 134(5) of the Companies Act 2013, and based on the representations received from the management, the directors hereby confirmed that:

- a) in the preparation of Annual Accounts for the financial year 2017-18, the applicable accounting standards had been followed except accounting standard-26, along with proper explanation relating to material departures.
- b) the directors had selected the 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/ loss of the Company for that period.
- c) 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 for preventing and detecting fraud and other irregularities.
- d) the directors had prepared the annual accounts on an ongoing concern basis; and
- e) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **Material Changes and Commitment if any under Section 134(3) (I)**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report.

### **Disclosure u/s 143(12)**

The Auditors of the company have not reported any fraud pursuant to section 143(12) of the Companies Act 2013 during the year under review.

### **Loans, Guarantees or Investments under Section 186:**

The Company has neither provided any loans nor any guarantees nor made any investments under Section 186 of the Companies Act, 2013 during the period under report and hence the said provision is not applicable.

### Related Party Transactions under Section 188:

The transaction entered with related parties during the year under review were on arms length basis and in the ordinary course of business. The disclosure under form AOC-2 for the transaction with related party during the period under review is attached as **Annexure-I**

### Explanation on Auditors' Report

There were no qualifications, reservations and adverse remarks made by the Auditors in their report.

### Annual Return

Pursuant to the provisions of section 92(3) of the Companies Act, 2013 and rule 12 of the Companies (Management and administration) Rules, 2014 an extract of Annual return in MGT-9 is annexed with this report as **Annexure-II**.

### Auditors:

M/s. T.R. Chadha & Co.LLP, Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting and are eligible for re-appointment. Your Directors recommend for their re-appointment.

### Secretarial Audit Report:

Pursuant to the section 204 of the Companies Act 2013 and the rules made there under relating to Secretarial Audit Report are not applicable to the Company.

### Statutory Orders:

There are no significant and material orders passed by Regulators or courts or tribunals impacting the going concern status of the company and company's operations.

### Audit Committee:

The Audit Committee is duly constituted in accordance with Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (meeting of the Board and its Powers) Rules, 2014. The members of the Committee are:

Name	Category	Position
Dr.G Madhu	Independent Director	Chairman
Mr.K.George	Independent Director	Member
Mr.Ashok Panjwani	Director	Member

During the Financial Year 2017-18, Four (04) Meetings of Audit Committee were held. The details of the Audit Committee meetings are given below:

Sl. No.	Date of Committee Meeting	Committee Strength	No. of Members Present
1.	17.04.2017	3	3
2.	17.07.2017	3	2
3.	02.11.2017	3	3
4.	12.02.2018	3	3

All the recommendations made by the Audit Committee were accepted/ approved by the Board.

### **Nomination and Remuneration Committee**

Nomination and remuneration committee is constituted in compliance with requirements of section 178 of Companies Act 2013 read with Rule 6 of the Companies (meeting of the Board and its Powers) Rules, 2014.

The Committee members are:

<b>Name</b>	<b>Category</b>	<b>Position</b>
Mr.Ashok Panjwani	Director	Chairman
Dr.G Madhu	Independent Director	Member
Mr.K.George	Independent Director	Member

During the Financial Year 2017-18, Three (03) Meetings of Nomination and remuneration committee were held. The details of the Nomination and remuneration committee meetings are given below:

<b>Sl. No.</b>	<b>Date of Committee Meeting</b>	<b>Committee Strength</b>	<b>No. of Members Present</b>
1.	17.04.2017	3	3
2.	02.11.2017	3	3
3.	12.02.2018	3	3

### **Independent Directors Meeting**

As mandated by Clause VII of Schedule IV of the Companies Act 2013, a Meeting of Independent Directors was held on 02.11.2017 during the Financial Year 2017-18,

### **CSR Policy**

Corporate Social Responsibility Statement, pursuant to section 135 of Companies Act 2013 is not applicable to the Company as the paid up capital, turn over and net profit is lower than the stipulated minimum.

### **Vigil Mechanism Policy**

In compliance with the provisions of Section 177(9) the Company has framed the “Whistle Blower Policy” as the vigil mechanism for Directors and employees of the Company and was implemented w.e.f 01.02.2016.

### **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, Redressal) Act 2013.**

The Company has adopted Anti Sexual Harassment policy as per provisions of the Companies Act 2013 and constituted an Internal Compliants Committee to redress complaints received regarding sexual harassment w.e.f 01.02.2016 .On 14.11.2017 an Internal Compliants Committee meeting was held and reported that no complaints were filed with the Committee under the provisions of the said Act, during the period under review.

**Risk Management Policy:-**

Pursuant to Section 134(3) (n) of the companies Act, 2013 the Company has adequate means for managing and mitigating the possible risks involved in operations and disposal of waste.

**Details in respect of adequacy of internal controls with reference to the financial statements**

The company has adequate internal financial controls such as defining authority to authorize financial transactions, Internal Audit and monthly review of financial statement mechanism in vogue.

**The change in the nature of business, if any;**

There was no change in the nature of the company's business during the financial year under review.

**Conservation of energy and technology upgradation.**

Your Company will not come within the list of Industries, which has to compulsorily furnish details of Conservation of Energy and technology up gradation. However, your directors report that all efforts have been taken to minimize the energy consumption. Your Company has also established necessary facilities for continuous up gradation of technology.

**Foreign Exchange Earnings / Outgo:-**

During the Financial Year 2017-18, your company has imported HDPE Sheets from M/s GSE Lining Technology, Thailand for the construction of Monsoon Storage Shed, 6th Cell and capping of the 4<sup>th</sup> Cell. A total cost of US Dollar 70952, was incurred for the procurement of HDPE Sheets.

**Acknowledgement**

Your Directors place on record their deep sense of gratitude to the Government of Kerala, KSIDC, local authorities, FACT, HDFC Bank Ltd, Axis Bank Ltd, Kerala State and Central Pollution Control Boards, Ministry of Environment Forest and Climate Change and several other Central and State Government authorities for their continued support. Your Directors also wish to convey their deep appreciation and gratitude to the shareholders, valued customers and employees for their whole- hearted support and co-operation.

**For KERALA ENVIRO INFRASTRUCTURE LIMITED**

Sd/-

Place : Ambalamedu, Kochi  
Date : 11.04.2018

**(Arun C Ashar)**  
**CHAIRMAN**  
DIN: 00192088



**FORM NO. 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 arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis - **NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis.

SI. No.	Particulars	Details		
a	Name (s) of the related party	<b>Shivalik Solid Waste Management Limited</b>	<b>Bharuch Enviro Infrastructure Limited</b>	<b>BEIL Research Consultancy (P) Ltd.</b>
	Nature of relationship	Mr. Arun Chandrasen Ashar, Mr. Mukul Bhupendra Trivedi, Mr. Ashok Kumar Sharma, Mr. Parameshwaran Moothathu, Mr. Ashok Panjwani and Sunder Ramaswamy Balasubramanian, Directors are interested.	Mr. Arun Chandrasen Ashar and Mr. Ashok Panjwani, Directors are interested.	Mr. Ashok Panjwani, M.B. Trivedi and Mr. Ashok Kumar Sharma, Directors are interested.
b	Nature of contracts/ arrangements/ transaction	Work of conducting EIA study for Common Biomedical waste Treatment Facility and obtaining Environmental Clearance.	Providing consultancy, supervision and other services.	Providing consultancy, supervision and other services for the construction of Monsoon Storage Shed and RO Plant
c	Duration of the contracts/ arrangements/ transaction	Work Order extended for a period of 10.07.2015 to 31.12.2016 and further extended for a period of 01.01.2017 to 30.09.2017	One Year- Providing consultancy, supervision and other services	One Year
d	Salient terms of the contracts or arrangements or transaction	Arm's length Basis	Arm's length Basis	Arm's length Basis
e	Date of approval by the Board	17.04.2017	17.04.2017	02.11.2017
f	Amount paid as advances, if any	Nil	Nil	Nil
g	Amount incurred during the year	Rs. 3,60,000 Plus GST	Rs. 15 lakhs Plus GST	Rs. 10,50,718 Plus GST

**Annexure - II**
**Form No. MGT - 9**
**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	U24129KL 2005 PLC 017973
ii)	Registration Date	04-03-2005
iii)	Name of the Company	Kerala Enviro Infrastructure Limited
iv)	Category / Sub-Category of the Company	Public Company - Limited by Shares
v)	Address of the Registered Office and contact details	KEIL, Inside FACT (CD) Campus, Ambalamedu, Ernakulam, Kerala - 682 303 Tel: 0484-3117937, E-mail: drnkpillai@gmail.com
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	NIL

**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	Hazardous waste management	99943210	95.04% (excluding Other Income)

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL**

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### a). Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>	0	0	0	0	0	0	0	0	0
<b>(1) Indian</b>									
a) Individual/HUF		4	4	0.00003286		4	4	0.00003286	
b) Central Govt									
c) State Govt(s)									
d) Bodies/Corp.		10633000	10633000	87.35%		10633000	10633000	87.35%	—
e) Banks/FI									
f) Any/other (Government Companies)									—
<b>Total shareholding of Promoter (A)</b>		<b>10633004</b>	<b>10633004</b>	<b>87.35%</b>		<b>10633004</b>	<b>10633004</b>	<b>87.35%</b>	<b>—</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (Cooperative Societies)		40,800	40,800	0.33%		40800	40800	0.33%	—
<b>Sub-total (B) (1):-</b>		<b>40800</b>	<b>40800</b>	<b>0.33%</b>		<b>40,800</b>	<b>40800</b>	<b>0.33%</b>	<b>—</b>
<b>2. Non-Institutions</b>									
a) Bodies/Corp									
i) Indian		1498690	1498690	12.31%		1498690	1498690	12.31%	
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		1000	1000	0.00821457		1000	1000	0.00821457	
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
Non-Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies (FDR)									
<b>Sub-total (B) (2):-</b>		<b>1499690</b>	<b>1499690</b>	<b>12.32</b>		<b>1499690</b>	<b>1499690</b>	<b>12.32</b>	
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>		<b>12173494</b>	<b>12173494</b>	<b>100%</b>		<b>12173494</b>	<b>12173494</b>	<b>100%</b>	<b>—</b>

**b). Shareholding of Promoters**

Sl. No.	Share holder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	UPL	3350000	27.52	—	3350000	27.52	—	—
2	FACT	3124000	25.66	—	3124000	25.66	—	—
3	ETL	2410000	19.80	—	2410000	19.80	—	—
4	KSIDC	999000	8.21	—	999000	8.21	—	—
5	BEIL	750000	6.16	—	750000	6.16	—	—
6	T.P. Thomas kuttu	1	0.0000082	—	1	0.0000082	—	—
7	R. Prasanth	1	0.0000082	—	1	0.0000082	—	—
8	Jose Kurian Mundakkal	1	0.0000082	—	1	0.0000082	—	—
9	MT Binil Kumar	1	0.0000082	—	1	0.0000082	—	—
<b>TOTAL</b>		<b>10633004</b>	<b>87.35</b>	<b>—</b>	<b>10633004</b>	<b>87.35</b>	<b>—</b>	<b>—</b>

**c). Change in Promoters' Shareholding (please specify, if there is no change) : NIL**

Sl. No.	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	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (eg. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	-	-	-	-

**d). Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): ANNEXURE - 01**

Sl. No.	For each of the Top 10 Shareholders	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	-	-	-	-
	Date wise Increase / Decrease in Share holding during the yearspecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

**e). Shareholding of Directors and Key Managerial Personnel: NIL**

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	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	-	-	-	-
	Date wise Increase / Decrease in Share holding during the yearspecifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	-	-	-	-

**V. INDEBTEDNESS**

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<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>
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction	--	-	-	--
Net Change				
<b>Indebtedness at the end 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>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : NA**
**a). Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				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) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) 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: Annexure 02**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
Overall Ceiling as per the Act						

**c). REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,27,955	3,32,996	10,36,015	28,96,966
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify				
5	Others, please specify				
	<b>Total</b>	<b>15,27,955</b>	<b>3,32,996</b>	<b>10,36,015</b>	<b>28,96,966</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL**

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					



## Annexure 01

### Shareholding pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): ANNEXURE - 01

SN	For each of the Top 10 Shareholdres	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
01	<b>UPL</b>				
	At the beginning of the year	33,50,000	27.52	33,50,000	27.52
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	33,50,000	27.52	33,50,000	27.52

SN	For each of the Top 10 Shareholdres	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
02	<b>FACT</b>				
	At the beginning of the year	31,24,000	25.66	31,24,000	25.66
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	31,24,000	25.66	31,24,000	25.66

SN	For each of the Top 10 Shareholdres	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
03	<b>ETL</b>				
	At the beginning of the year	24,10,000	19.80	24,10,000	19.80
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	24,10,000	19.80	24,10,000	19.80

SN	For each of the Top 10 Shareholdres	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
04	<b>KSIDC</b>				
	At the beginning of the year	9,99,000	8.21	9,99,000	8.21
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	9,99,000	8.21	9,99,000	8.21

SN	For each of the Top 10 Shareholdres	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
05	<b>BEIL</b>				
	At the beginning of the year	7,50,000	6.16	7,50,000	6.16
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	7,50,000	6.16	7,50,000	6.16

SN	For each of the Top 10 Shareholdres	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
06	<b>KMML</b>				
	At the beginning of the year	1,75,000	1.43	1,75,000	1.43
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	1,75,000	1.43	1,75,000	1.43

SN	For each of the Top 10 Shareholdres	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
07	<b>CMRL</b>				
	At the beginning of the year	1,75,000	1.43	1,75,000	1.43
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	1,75,000	1.43	1,75,000	1.43

SN	For each of the Top 10 Shareholdres	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
08	<b>Binani Zinc Limited</b>				
	At the beginning of the year	1,75,000	1.43	1,75,000	1.43
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	1,75,000	1.43	1,75,000	1.43

SN	For each of the Top 10 Shareholdres	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
09	<b>Travancore Titanium Products Limited</b>				
	At the beginning of the year	1,16,300	0.95	1,16,300	0.95
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	1,16,300	0.95	1,16,300	0.95

SN	For each of the Top 10 Shareholdres	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
10	<b>Cochin Shipyard Limited</b>				
	At the beginning of the year	70,000	0.57	70,000	0.57
	Date wise increase/decrease in promoters shareholding during the year specifying the reasons for increase / decrease (eg. allotment/transfer/bonus/ sweat equity etc.)	-	-		
	At the end of the year	70,000	0.57	70,000	0.57

### Annexure 02 - Sitting Fee to Directors

(Amount in Rupees)

SN	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. K. George	Dr. G. Madhu	-
	Fee for attending board meetings	24,000.00	24,000.00	48,000.00
	Fee for Audit Committee Meeting	24,000.00	24,000.00	48,000.00
2	Other Non-Executive	Mr. K.G. Ajith Kumar	Mr. N. Ramakrishnan	
	Fee for attending board committee meetings	12,000.00	12,000.00	24,000.00
	Commission	-	-	-
	Others, please specify	-	-	-

**BALANCE SHEET AS AT 31ST MARCH 2018**

(Rs. '000)

	Note Number	As at 31st March, 2018	As at 31st March, 2017
<b>ASSETS</b>			
<b>1 Non-current assets</b>			
Fixed assets			
Tangible assets	1A	22,354	26,128
Financial assets			
Other financial assets	2	84,779	81,072
<b>Total Non-current assets</b>		<b>107,133</b>	<b>107,200</b>
<b>2 Current assets</b>			
Inventories	3	32,219	26,727
Financial assets		-	-
Trade receivables	4	20,123	32,123
Cash and bank balances	5	77,556	25,998
Other financial assets	2	54	337
Other current assets	6	8,293	6,439
Current tax assets	7	8,793	6,954
<b>Total current assets</b>		<b>147,038</b>	<b>98,578</b>
<b>Total Assets</b>		<b>254,171</b>	<b>205,778</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
Equity share capital	8	121,735	121,735
<b>Other equity</b>			
Reserves and surplus	9	(1,434)	(26,022)
<b>Total equity</b>		<b>120,301</b>	<b>95,713</b>
<b>LIABILITIES</b>			
<b>2 Non-current liabilities</b>			
Provisions	10	75,924	62,050
Employee benefit obligations	11	753	681
Government grants	12	31,805	32,627
Deferred tax liabilities			
<b>Total Non-current liabilities</b>		<b>108,481</b>	<b>95,358</b>
<b>3 Current liabilities</b>			
Financial liabilities			
Other financial liabilities	13	4,615	-
Trade payables	14	6,818	7,387
Provisions	10	8,432	5,066
Employee benefit obligations	11	47	42
Other current liabilities	15	5,476	2,212
<b>Total current liabilities</b>		<b>25,389</b>	<b>14,707</b>
<b>Total Equity and Liabilities</b>		<b>254,171</b>	<b>205,778</b>
<b>Significant Accounting Policies</b>	1		
<b>Other explanatory notes</b>	21 - 33		

The Notes referred to above form an integral part of this statement

As per our report of even date attached

**For T.R. CHADHA & CO. LLP**

Chartered Accountants

Firm Reg. No. 006711N//N500028

(Sd/-)

**Vikas Kumar**

Partner

Membership No. 75363

Place: Mumbai

Date: 18th April 2018

For and on behalf of the Board of

**KERALA ENVIRO INFRASTRUCTURE LIMITED**

(Sd/-)

**Ashok Panjwani**

Director (DIN: 00200220)

(Sd/-)

**Dr. N.K. Pillai**

C.E.O.

Place: Kochi

Date: 11th April 2018

(Sd/-)

**Ashok Kumar Sharma**

Director (DIN: 06473769)

(Sd/-)

**Amit M Ved**

C.F.O.

(Sd/-)

**Merin Phillip**

C.S.

**STATEMENT OF PROFIT AND LOSS**

(Rs. '000)

	Note Number	Year ended March 31, 2018	Year ended March 31, 2017
<b>INCOME</b>			
I	16	127,780	82,498
II	17	8,071	6,691
<b>Total Revenue</b>		<b>135,851</b>	<b>89,189</b>
<b>EXPENSES</b>			
I		440	602
II		13,177	8,981
III	18	11,922	10,319
IV	19	-	-
V	1A	4,194	5,782
VI	20	74,211	53,726
<b>Total Expenses</b>		<b>103,943</b>	<b>79,410</b>
<b>Profit Before Tax</b>		<b>31,908</b>	9,779
<b>Tax Expenses:</b>			
		7,331	1,613
		-	-
	27	-	-
<b>Profit/(Loss) for the year</b>		<b>24,576.00</b>	<b>8,166</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
		(12)	(87)
<b>Other comprehensive income/(loss) for the year</b>		<b>(12)</b>	<b>(87)</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>24,588.00</b>	<b>8,079</b>
<b>Earnings Per share (Face value of Rs.10 each)</b>			
	28	2.02	0.67
<b>Significant Accounting Policies</b>		1	
<b>Other explanatory notes</b>		21 - 33	

The Notes referred to above form an integral part of this statement

As per our report of even date attached

**For T.R. CHADHA & CO. LLP**

Chartered Accountants

Firm Reg. No. 006711N//N500028

(Sd/-)

**Vikas Kumar**

Partner

Membership No. 75363

Place: Mumbai

Date: 18th April 2018

For and on behalf of the Board of  
**KERALA ENVIRO INFRASTRUCTURE LIMITED**

(Sd/-)

**Ashok Panjwani**

Director (DIN: 00200220)

(Sd/-)

**Dr. N.K. Pillai**

C.E.O.

(Sd/-)

**Ashok Kumar Sharma**

Director (DIN: 06473769)

(Sd/-)

**Amit M Ved**

C.F.O.

(Sd/-)

**Merin Phillip**

C.S.

Place: Kochi

Date: 11th April 2018

## NOTES TO FINANCIAL STATEMENTS

(All amounts in Indian rupee thousands, unless otherwise stated)

### Background

Kerala Enviro Infrastructure Limited ('the Company') has been set up as a Special Purpose Vehicle during the year 2005, in association with Kerala State Industrial Development Corporation Limited (KSIDC) for the establishment of a Common Hazardous Waste Treatment, Storage and Disposal facility of dumping of solid wastes produced by member companies in their manufacturing and other processes. This has been set up at the Notified Industrial Area in Ambalamedu, Kunnathunadu Taluk, Ernakulam District, Kerala.

### Note 1: Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of preparation

##### (i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. These financial statements are prepared under historic cost of convection, except in case of certain financial assets and liabilities, and defined benefit plans. Except otherwise mentioned, the accounting policies have been consistently applied by the Company and are consistent with those used in previous years.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities

#### 1.2 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### 1.3 Fixed assets

Fixed assets are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use less Capital Subsidy received from state and Central Governments relating to a specific fixed asset.

Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost or revalued amount are recognized in the Statement of Profit and Loss.

### **Transition to Ind AS**

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

### **1.4 Depreciation**

Depreciation is provided using the “Written Down Value” Method as per the useful lives of the assets estimated by the management based on schedule II of the Companies Act, 2013. The useful life considered by the management is as under:

Buildings	3, 5, 30 and 60 years
Plant and Machinery	10 and 15 years
Furniture and fixtures	10 years
Computers	3 years
Vehicles	10 years
Office equipment	5 years

Assets whose acquisition value is less than or equal to Rs. 5,000 has been charged off to Statement to Profit and Loss.

### **1.5 Impairment**

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

### **1.6 Leases**

Leases where the lessee effectively retains substantially all the risks and benefits of ownerships of the leased term are classified as financial leases. As per the Lease Agreement dated 28th Nov 2012, the company is having a right to pledge the Land for procurement of any loan. The company makes provision for lease rental as per lease agreement and the same is recognized as an expense in the Statement of Profit and Loss.

### **1.7 Government grants**

Grants and subsidies from the government are recognized when the same is received or there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

When the grant or subsidy relates to an expense item or depreciable fixed assets, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate. However, if a grant related to non-depreciable asset requires the fulfillment of certain obligations, the grant is credited to income, over the same period, over which the cost of meeting such obligations is charged to Profit and Loss Account. Government grants of the nature of promoters’ contribution are credited to capital reserve and treated as a part of shareholders’ funds.



## **1.8 Inventories**

Inventories are valued at lower of cost or net realizable value. Stores and Spares - Cost is determined on First-in-First-out (FIFO) basis and includes all applicable cost incurred in bringing goods to their present location and condition. Work-in-progress - Cost of land and expenditure incurred on the construction of pits are debited to Work-in-progress. The proportion of the area/space consumed during the year upon the dumping of solid wastes as compared to total capacity of the land and pits is taken as the basis for charging the above to Statement of Profit and Loss and the balance cost of the land and pits are carried forward at cost as work-in-progress. Cost of development of land is accounted as cost of work-in-process, being pre-production expenses.

## **1.9 Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Revenue from services is recognized as and when the services are rendered.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

## **1.10 Retirement and other employee Benefits**

Provident fund: Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.

Leave encashment: Leave encashment benefits are provided for based on actuarial valuation using projected unit credit method.

Gratuity: Liability is determined based on actuarial valuation using projected unit credit method. Actuarial gains and losses comprising of experience adjustments and the effects of changes in actuarial assumptions are recognized immediately in the statement of profit and loss as income or expense.

## **1.11 Income taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred assets can be realized.

### 1.12 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity share holders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

### 1.13 Provisions

A provision is recognized when an enterprise has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and determined based on best estimate required to settle the obligation at the balance sheet date.

Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### 1.14 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

### 1.15 Current Versus Non Current Classification

- i. The assets and liabilities in the Balance Sheet are based on current/ non-current classification. An asset as current when it is:
  1. Expected to be realized or intended to be sold or consumed in normal operating cycle
  2. Held primarily for the purpose of trading
  3. Expected to be realized within twelve months after the reporting period, or
  4. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non - current.
- ii. A liability is current when:
  1. Expected to be settled in normal operating cycle
  2. Held primarily for the purpose of trading
  3. Due to be settled within twelve months after the reporting period, or
  4. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are treated as non - current.

Deferred tax assets and liabilities are classified as non - current assets and liabilities.

<b>NOTES TO FINANCIAL STATEMENTS</b>									
(All amounts in Indian rupee thousands, unless otherwise stated)									
<b>1A. FIXED ASSETS</b>									
Description	Building	Plant & Machinery	Vehicles	Computer Accessories	Electrification	Office Equipments	Office Furniture	Total	
<b>Year ended March 31, 2017</b>									
<b>Gross carrying amount</b>									
Opening Gross carrying amount	24,564	10,285	527	181	3,832	99	258	39,746	
Additions	-	247	-	5	-	28	11	291	
Disposals	-	-	-	-	-	-	-	-	
<b>Closing gross carrying amount</b>	<b>24,564</b>	<b>10,532</b>	<b>527</b>	<b>186</b>	<b>3,832</b>	<b>127</b>	<b>269</b>	<b>40,037</b>	
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	2,541	3,506	137	72	1,707	34	130	8,127	
Depreciation charge during the year	2,034	2,513	1	45	1,074	33	82	5,782	
Disposals	-	-	-	-	-	-	-	-	
<b>Closing accumulated depreciation</b>	<b>4,575</b>	<b>6,019</b>	<b>138</b>	<b>117</b>	<b>2,781</b>	<b>67</b>	<b>212</b>	<b>13,909</b>	
<b>Net carrying amount</b>	<b>19,989</b>	<b>4,513</b>	<b>389</b>	<b>69</b>	<b>1,051</b>	<b>60</b>	<b>57</b>	<b>26,128</b>	
<b>Year ended March 31, 2018</b>									
<b>Gross carrying amount</b>									
Opening Gross carrying amount	24,564	10,532	527	186	3,832	127	269	40,037	
Additions	-	167	-	50	13	107	94	431	
Disposals	180	-	-	-	15	-	-	195	
<b>Closing gross carrying amount</b>	<b>24,384</b>	<b>10,699</b>	<b>527</b>	<b>236</b>	<b>3,830</b>	<b>234</b>	<b>363</b>	<b>40,273</b>	
<b>Accumulated depreciation</b>									
Opening accumulated depreciation	4,575	6,019	138	117	2,781	67	212	13,909	
Depreciation charge during the year	1,741	1,599	87	39	618	49	61	4,194	
Disposals	171	-	-	-	13	-	-	184	
<b>Closing accumulated depreciation</b>	<b>6,145</b>	<b>7,618</b>	<b>225</b>	<b>156</b>	<b>3,386</b>	<b>116</b>	<b>273</b>	<b>17,919</b>	
<b>Net carrying amounts</b>	<b>18,239</b>	<b>3,081</b>	<b>302</b>	<b>80</b>	<b>444</b>	<b>118</b>	<b>90</b>	<b>22,354</b>	

**NOTES TO FINANCIAL STATEMENTS**

(Rs. '000)

	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>2. OTHER FINANCIAL ASSETS</b>		
(Unsecured considered good unless otherwise stated)		
Security Deposits	2,317	2,064
Balances with government authorities	2,707	240
Upfront fees	47,550	48,782
Bank deposits with original maturity of more than 12 months	32,204	29,986
<b>Non-current assets</b>	<b>84,779</b>	<b>81,072</b>
Balances with Government Authorities		
Service Tax receivable	-	31
Deposits	11	126
Others	43	180
<b>Current assets</b>	<b>54</b>	<b>337</b>
<b>Total</b>	<b>84,833</b>	<b>81,409</b>
<b>3. INVENTORIES</b>		
Raw materials	10,147	1,722
Work-in-progress	22,072	25,005
<b>Total</b>	<b>32,219</b>	<b>26,727</b>
<b>4. TRADE RECEIVABLES</b>		
Unsecured, considered good		
Outstanding for a period exceeding six months from due date of payment (Refer note 30)	5,481	7,076
Others	17,569	25,047
Less - provision for Bad debts	(2,926)	-
<b>Total</b>	<b>20,123</b>	<b>32,123</b>
<b>5. CASH AND BANK BALANCES</b>		
Cash and Cash Equivalents		
Cash on hand	-	8
Bank balances	-	-
In current accounts	12,874	4,674
Demand deposits (less than 3 months maturity)	6,339	3,245
<b>Total</b>	<b>19,213</b>	<b>7,927</b>
Other bank balances		
Deposits with original maturity of more than 3 months but less than 12 months	58,343	18,071
	58,343	18,071
<b>Total</b>	<b>77,556</b>	<b>25,998</b>

(Rs. '000)

	As at March 31, 2018	As at March 31, 2017
<b>6. OTHER CURRENT ASSETS</b>		
Advance to suppliers	868	69
Advance to employees	6	-
Prepaid expenses	7,420	6,370
<b>Total</b>	<b>8,293</b>	<b>6,439</b>
<b>7. CURRENT TAX ASSETS</b>		
Advance Tax	4,653	2,814
MAT credit entitlement	4,140	4,140
<b>Total</b>	<b>8,793</b>	<b>6,954</b>
<b>8. SHARE CAPITAL</b>		
Authorised Share Capital: 15,00,000 (previous year 15,00,000 shares) equity shares of Rs.10 each	150,000	150,000
<b>Total</b>	<b>150,000</b>	<b>150,000</b>
<b>Issued, subscribed and paid up Equity Share Capital</b>		
1,21,73,494 (previous year 1,21,73,494 shares) equity shares of Rs.10 each fully paid up	121,735	121,735
<b>Total</b>	<b>121,735</b>	<b>121,735</b>

**8.1 Reconciliation of the number of shares**

	No of Shares	Amount
<b>As at April 01, 2017</b>	12,173,494	<b>121,735</b>
Shares issued during the year	-	-
<b>As at March 31, 2018</b>	12,173,494	<b>121,735</b>
Shares issued during the year	-	-
<b>As at March 31, 2018</b>	12,173,494	<b>121,735</b>
<b>Particulars</b>	<b>As at 31 March, 2018</b>	
	<b>No. of Shares</b>	<b>Amount</b>
Equity Shares at the beginning of the year	12,173,494	121,735
Add : Shares issued during the year	-	-
Less : Shares bought back during the year	-	-
<b>Equity Shares outstanding at the end of year</b>	<b>12,173,494</b>	<b>121,735</b>

**8.2 Rights, preference and restrictions attached to**

The Company has only one class of shares namely equity shares having paid up value Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the company the holders of equity shares will be entitled to receive the remaining assets of the company in proportion to the number of the shares held.

(Rs. '000)

	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>8.3 Shareholders holding more than 5% shares</b>		
United Phosphorus Limited	3,350,000 27.52	3,350,000 27.52
Envro Technnology Limited	2,410,000 19.80	2,410,000 19.80
Bharuch Enviro Infrastructure Limited	750,000 6.16	750,000 6.16
Fertilizers & Chemicals Tranvancore Limited	3,124,000 25.66	3,124,000 25.66
Kerala State Industrial Development Corporation Limited	999,000 8.21	999,000 8.21
<b>8.4 Shares allotted as fully paid up without payment being received in cash</b>		
The Company has entered into the Lease Agreement dated 28.11.2012 with Government of Kerala for lease of 50 acres of Project land. The land was transferred from M/s. Fertilizers and Chemicals Travacore Ltd (FACT) to KEIL for which consideration of 50% was paid in cash and balance 50% was paid by way of issue of 31,24,000 shares as fully paid up equity Shares.		
<b>9. RESERVES AND SURPLUS</b>		
Retained earnings		
Balance as at the beginning of the year	(26,022)	(34,101)
Less: Depreciation Adjustment		
Add : Profit / (Loss) during the year	24,588	8,079
Less: Adjustments on adoption of IndAS (Refer note 32)	-	-
<b>Total</b>	<b>(1,434)</b>	<b>(26,022)</b>
<b>10. PROVISIONS</b>		
<b>Provision - Others (Refer Note 23)</b>		
Provision for pit covering	27,118	22,545
Provision for post closure	41,470	33,292
Provision for utilisation of land	7,336	6,213
<b>Non current</b>	<b>75,924</b>	<b>62,050</b>
Provision for pit covering (Refer Note 23)	8,432	5,066
Provision for Income Tax	-	-
<b>Current</b>	<b>8,432</b>	<b>5,066</b>
<b>Total Provisions</b>	<b>84,356</b>	<b>67,116</b>

(Rs. '000)

	As at March 31, 2018	As at March 31, 2017
<b>11. EMPLOYEE BENEFIT OBLIGATIONS</b>		
Provision for Gratuity (Refer Note 29)	470	410
Provision for Leave Encashment	282	271
<b>Non current</b>	<b>753</b>	<b>681</b>
Provision for Gratuity (Refer Note 29)	14	11
Provision for Leave encashment	33	31
<b>Current</b>	<b>47</b>	<b>42</b>
<b>Total employee benefit obligations</b>	<b>800</b>	<b>723</b>
<b>12. GOVERNMENT GRANTS</b>		
Central Government Grant	31,805	32,627
<b>Total</b>	<b>31,805</b>	<b>32,627</b>
<b>13. OTHER FINANCIAL LIABILITIES</b>		
Buyers Credit	4,615	-
<b>Total</b>	<b>4,615</b>	
<b>14. TRADE PAYABLES</b>		
Dues to Micro and Small Enterprises	-	-
Dues to others	6,818	7,387
<b>Total</b>	<b>6,818</b>	<b>7,387</b>
<b>14.1</b> The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at the year end together with interest payable, if any, under this Act have not been given.		
<b>15. OTHER CURRENT LIABILITIES</b>		
Statutory dues	872	436
Retention Money Deposit	262	813
Advances from customers	1,906	328
Non Trade Payable	1,130	399
Others	1,306	236
<b>Total</b>	<b>5,476</b>	<b>2,212</b>
<b>16. REVENUE FROM OPERATIONS</b>		
Operating revenues	82,209	55,584
Lab analysis and stabilisation charges	18,031	12,960
Waste transportation charges	27,540	13,954
<b>Total</b>	<b>127,780</b>	<b>82,498</b>

(Rs. '000)

	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>17. OTHER INCOME</b>		
Interest income	5,383	3,902
Membership Fees	1,333	1,470
Other Income	69	71
E-Waste Scrap Sales	192	248
E-Waste Operation (Service)	271	176
Government grant	824	824
Other operating revenues	-	-
<b>Total</b>	<b>8,071</b>	<b>6,691</b>
<b>18. EMPLOYEE BENEFIT EXPENSES</b>		
Salaries and wages	11,857	10,274
Staff welfare expenses	65	45
<b>Total</b>	<b>11,922</b>	<b>10,319</b>
<b>19. FINANCE COST</b>		
Interest expense on:		
(i) Borrowings (HDFC Term Loan)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>19.1 Payment to Auditors (excluding service tax)</b>		
Payments to the auditors comprises:		
Statutory audit fees	402	350
Reimbursement of expenses	182	133
<b>Total</b>	<b>584</b>	<b>483</b>
<b>20. OTHER EXPENSES</b>		
Hazardous Waste Transportation charges	18,172	10,466
Pit Covering expenses	11,325	7,761
Post closure Expenses	8,178	5,523
JCB operating charges	1,417	1,097
Labour Charges	4,010	3,015
Power and fuel	4,090	3,286
Legal charges	870	2,556
Professional charges	357	803
Hire Charges for machines	2,666	2,268
Tipper for Internal shifting	2,592	1,332
Travelling and conveyance	2,537	2,347
Boarding & Lodging	358	419
Land utilisation charges	1,124	770



Tarpauline covering	1,589	1,244
Repairs and maintenance - Machinery	1,560	1,105
Repairs and maintenance - Buildings	27	31
Repairs and maintenance - Others	1,120	972
Operational Expenses	604	395
Lab Expenses	255	334
Landfill Expenses	611	604
Insurance	708	675
Security charges	818	699
Rates and taxes	1,255	1,155
Payments to auditors	584	483
Printing and stationery	345	274
Communication	133	147
Consultancy BEIL	1,500	1,500
Bank charges	8	6
Provision for bad Debts	2,926	-
Amortization of upfront fees	1,233	1,233
Miscellaneous expenses	1,240	1,226
<b>Total</b>	<b>74,211</b>	<b>53,726</b>

- 21.** Government of Kerala has appointed the Kerala State Industrial Development Corporation Limited (KSIDC) as Nodal Agency for setting up facility for Hazardous Waste Management in the State of Kerala. KSIDC on behalf of the Government of Kerala proposed to develop a Common Hazardous Waste Treatment, Storage and Disposal Facility (the “CHWTSDF”) through public private sector participation at the Notified Industrial Area in Ambalamedu, Kunnathunadu Taluk, Ernakulam District, Kerala. KSIDC in association with the waste generating units, subsequently incorporated a Special Purpose Vehicle viz., M/s. Kerala Enviro Infrastructure Limited (KEIL) for implementation and operation of the Project and M/s. United Phosphorus Limited (UPL) was approved as the developer.

The company has got 50 acres of Land for the implementation of the project on lease for a period of 50 years with provision for renewal by mutual agreement. For the purpose of implementation of the project, project agreements have been signed between the KSIDC and M/s. United Phosphorus Limited on 27th March 2012. and lease agreement has been signed between Government of Kerala and the KEIL on 28th Nov 2012. Project land was transferred from M/s. Fertilizers and Chemicals Travacore Ltd (FACT) to Government of Kerala and Government of Kerala leased this to KEIL for 50 years. KEIL paid Rs.3,12,40,000 to FACT towards 50% cost of the land and allotted shares worth the remaining 50% cost of land to FACT on February 26, 2013. As per clause (w) of paragraph 2 of the Lease Deed, the entire Lease deposit will be refunded to the company, if the lease period is not renewed after period of 50 years.

- 22.** Land utilization cost: As per the clause 2 (w) of the lease agreement approved by the Government of Kerala, “in the event of termination of Lease during the tenure of the Lease Period or in the event of not renewing the Lease after the Lease period of 50 years, the Lessor (Government of Kerala) agrees to refund the Lease Deposit without any Interest,

amounting to Rs.6,24,80,000 (Rupees Six Crores Twenty-Four Lakhs Eighty Thousand Only) to the Lessee (KEIL). In the event the Lessee fails to operate the facility or abandon the project before a period of 25 years, the Lease Deposit amount shall be forfeited and the Lessee (KEIL) shall not be entitled to make any claim for the amount". In view of the provision as above, on a conservative basis, a provision for land utilization is made, in proportion to the land filled up to the year-end, based on the consideration paid for the lease of the land.

- 23.** Pit cover expenditure and Post closure expenditure: In compliance with the provisions of Hazardous Wastes (Management and Handling and Transboundary movement) Rules, 2008 made under the Environment (Protection) Act, 1986 and the authorization granted to the company by Kerala Pollution Control Board for managing and handling solid wastes, the company is under an obligation to maintain the landfills for a period of 30 years after closure of landfills.

A provision for pit cover and post-closure care expenditure is made, in proportion to the land filled up to the year-end, based on the Company's estimation of the total current cost of the pit closure and post-closure care expenditure. Such current cost is reviewed and adjusted at each year-end to take cognizance in the regulatory requirements, inflation/deflation, etc.

Description	(Rs. '000)			
	As at March 31, 2017	Created during the year	Utilized during the year	As at March 31, 2018
Provision for Pit Covering Expenditure	27,611	11,325	3,386	35,550
Provision for Post Closure Expenditure	33,292	8,178	-	41,470
Provision for Land Utilisation Cost	6,213	1,124	-	7,336

- 24.** Balances of sundry receivables, payables, deposit and other debit and credit balances are subject to confirmation and reconciliation. Adjustments, if any, in this regard would be carried out as and when ascertained, which in view of the management would not be material.
- 25.** Contingent Liability not provided for Rs. 1.55 crores (Previous Year Rs. Nil) for the appeals pending with Income tax for the AY 2015-16-Refer Note 30

## 26. RELATED PARTY TRANSACTIONS

Name of the Party	Relationship
Tatva Global Environment Private Limited (formerly known as Tatva Global Environment Limited)	Enterprises over which key
Bharuch Enviro Infrastructure Limited	management personnel & their
BEIL Research and Consultancy Pvt Ltd	relatives have significant influence
Shivalik Solid Waste Management Limited	with whom transactions are entered



## 29. EMPLOYEE BENEFITS

Employee benefits are classified under Defined Benefit Plans covering the benefits of Gratuity and Leave Encashment. Gratuity is payable to employees as per Payment of Gratuity Act. Leave encashment is payable to eligible employees who have earned leaves, during the employment and / or on separation as per the company's policy.

Employee benefits are classified under Defined Benefit Plans covering the benefits of Gratuity and Leave Encashment. Gratuity is payable to Valuations in respect of Gratuity and Leave Encashment have been carried out by independent actuary, as at the Balance Sheet date. The following table sets out the funded status of defined benefit schemes for gratuity and the amount recognized in the financial statements:

<b>Component of expense</b>	<b>2018</b>	<b>2017</b>
Current services cost	71	50
Interest cost	32	25
Expected return on plan assets	-	-
Actuarial losses / (gains)	12	87
<b>Expense recognized in Statement of Profit &amp; Loss</b>	<b>115</b>	<b>163</b>
<b>Change in Defined Benefit Obligations (DBO) during the year</b>		
<b>Present value of DBO at beginning of the year</b>	<b>421</b>	<b>309</b>
Current service cost	71	50
Interest cost	32	25
Actuarial losses/ (gains)	12	87
Past service cost	-	-
Benefits paid	<b>-51</b>	<b>-50</b>
<b>Present value of DBO at the end of the year</b>	<b>485</b>	<b>421</b>
<b>Net Liability recognized in Balance Sheet</b>		
Present value of obligations at the end of year	485	421
Fair value of plan assets as at the end of the year		
<b>Net Liability recognized in Balance Sheet</b>	<b>485</b>	<b>421</b>
<b>Actuarial assumptions</b>		
Discount rate	7.87%	7.66%
Salary escalation rate	5.00%	5.00%
Attrition rate	2.00%	2.00%

- 30.** The company has the following cases pending with Income tax, In all the years provision for the Pit Expense and Pit Closure expense are Disallowed by the Assessing Officer.

Assessment year	Loss/Income paid as per computation	Loss/Income as per 143(3) Order	Tax Liability as per order 143(3)	Remarks
Ay 2011-12	-6,895,033	-3,125,577	Nil	Pending with CIT Appeals
Ay 2012-13	-1,502,568	15,019,996	Nil	Pending with CIT Appeals
AY 2015-16	10,042,240	51,802,040	15,540,612	Pending with CIT Appeals

- 31.** As assessed by the management, they are no aware of any internal or external indicators of impairment, which would have any impact on the carrying value of fixed assets. The Company's management believes that they will be able to generate future cash flows which shall be adequate to recover their carrying value of fixed assets, accordingly no provision for any impairment is made in the books of account.

### 32. VALUE OF IMPORTS ON C.I.F BASIS

Particulars	As at March 31, 2018	As at March 31, 2017
HDPE Sheet- Inventory	4,601	-

- 33.** Previous year's figures have been regrouped/reclassified where ever necessary to correspond with the current years classification/disclosure.

As per our report of even date attached

**For T.R. CHADHA & CO. LLP**

Chartered Accountants

Firm Reg. No. 006711N//N500028

(Sd/-)

**Vikas Kumar**

Partner

Membership No. 75363

Place: Mumbai

Date: 18th April 2018

For and on behalf of the Board of  
**KERALA ENVIRO INFRASTRUCTURE LIMITED**

(Sd/-)

**Ashok Panjwani**

Director (DIN: 00200220)

(Sd/-)

**Dr. N.K. Pillai**

C.E.O.

Place: Kochi

Date: 11th April 2018

(Sd/-)

**Ashok Kumar Sharma**

Director (DIN: 06473769)

(Sd/-)

**Amit M Ved**

C.F.O.

(Sd/-)

**Merin Phillip**

C.S.

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Kerala Enviro Infrastructure Ltd**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Kerala Enviro Infrastructure Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 Accounting Standards (Ind-AS) specified under Section 133 of the Act. The Management of the companies are responsible for 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: the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and the 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 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 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.

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 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 Ind- AS financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 Ind-AS financial statements.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 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 state of affairs of the Company as at March 31, 2018, and its profits (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 sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable
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 purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books.
  - c. the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act;
  - e. On the basis of written representations received from the directors and taken on record by the Board of Directors of the company, none of the directors of the company is disqualified as on March 31, 2018, from being appointed as a director in terms of sub-section (2) of section 164 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.
  - 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) There were no pending litigations which would materially impact the financial position of the company (Refer Note 25 on Ind-AS financial Statement).
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

## **Annexure A to the Independent Auditor's Report on Ind-AS Financial Statements**

The Annexure-A referred to in our Report of even date to the Members of Kerala Enviro Infrastructure Limited, ('the Company') on the Ind-AS financial statements for the year ended March 31, 2018. We report that:

### **1. Fixed Assets**

- a) The Company has maintained proper records showing full particulars including the quantitative details and situation of fixed assets.
  - b) As per the information and explanation given to us, the company has physically verified its assets during the previous year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verifications.
  - c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in case of, immovable properties (Leasehold Land and Buildings), as disclosed in the Note no 2 Fixed assets and Note no 21 to the Ind-AS financial statements, the lease agreements are held in the name of the Company.
2. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
  3. The Company has not granted any loans secured or unsecured to companies, firms. Limited Liability Partnership or other parties covered in register maintained under Section 189 of Companies Act'2013 which is outstanding during the year.
  4. No Loans, Investments, guarantees, and securities referred in Section 185 and 186 of the Companies Act, 2013 have been given by the company which is outstanding during the year.
  5. The Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Act and Rules framed there under.
  6. As explained to us, the maintenance of cost records has not been prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013.
  7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Employee's State Insurance, Income Tax, Value Added Tax, Service Tax, Provident Fund and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the company did not have any dues on account of duty of Excise, Duty of Customs, Sales tax and Cess.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Service Tax, Value Added Tax, Income Tax and any other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.



- (b) According to the information and explanations given to us, there are no disputed dues of Income Tax, Service Tax, Value Added Tax as at March 31, 2018 except for the following:

<b>Assessment Year</b>	<b>Statue</b>	<b>Amount</b>	<b>Pending</b>
2011-12	Income tax	413615	CIT Appeals
2012-13	Income tax	2,87,79,266	CIT Appeals
2015-16	Income tax	155,40,612	CIT Appeals

8. The company has not obtained any loans from financial institution / bank / government / debenture holders which are outstanding as on March 31, 2018 and hence there is no question of any default in the same.
9. According to the information and explanations given to us, the Company has not raised any money by way of Public issues and Term Loan during the year.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
11. No managerial remuneration has not been paid or provided for during the year.
12. The entity is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order are not applicable to the Company.
13. The Company has entered into transactions with related parties in compliance with the provisions of Section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Ind-AS financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act.
14. According to the information and explanations given to us and verified by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The Company has not entered into any non-cash transaction with the directors or persons connected with him as contemplated under section 192 of the Act. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For T.R. Chadha & Co. LLP**  
**Chartered Accountants**  
**Firm Regn. No: 006711N/N500028**

(Sd/-)

**Vikas Kumar**

(Partner)

Membership Number: 75363

Place : Mumbai  
Date : April 18, 2018

**CASH FLOW STATEMENT**

(Rs.' 000)

Particulars	Year ended March 31, 2018		Year ended March 31, 2017	
<b>Cash flow from Operating activities</b>				
Net Profit before taxation		31,908		9,779
Add: Depreciation	4,194		5,782	
Amortization of upfront fees	1,233		1,233	
Loss sale of Fixed assets	11		-	
Less: Interest Received	5,383	55	3,902	3,113
Cash generated before changes in working capital		31,963		12,892
(Increase)/Decrease in Stock	(5,492)		8,165	
(Increase)/Decrease in Trade receivables	12,000		(15,775)	
(Increase)/Decrease in other current Financial assets	(1,854)		1,723	
(Increase)/Decrease in other bank balances	(39,989)		17,734	
(Increase)/Decrease in Other Non Current financial Assets	(6,779)		(30,707)	
Increase/(Decrease) in Other Non Current financial Liability	4,615		-	
Increase/(Decrease) in Trade payables	(569)		(1,106)	
Increase/(Decrease) in Current financial Liabilities	3,269		516	
Increase/(Decrease) in Provisions	(3,953)	-38,752	(1,159)	(20,609)
<b>Net Cash flow from operating activities</b>		<b>-6,789</b>		<b>(7,717)</b>
<b>Cash flows from Investing activities</b>				
Sale Proceeds from Fixed Assets				
Purchase of Fixed Assets including WIP		-431		(291)
Interest Received		5,383		3,732
<b>Net Cash flow from investing activities</b>		<b>4,952</b>		<b>3,441</b>
<b>Cash flows from Financing activities</b>				
Increase / (Decrease) in Non Current provisions		13,123		6,158
Interest Paid				
<b>Net Cash flow from investing activities</b>		<b>13,123</b>		<b>6,158</b>
<b>Net Increase/(decrease) in Cash and Cash Equivalents</b>		<b>11,286</b>		<b>1,882</b>
Cash and Cash Equivalents at the beginning of the period		7,927		6,045
<b>Cash and Cash Equivalents at the end of the period</b>		<b>19,213</b>		<b>7,927</b>
<b>Cash and cash equivalents comprise of the following:</b>				
Cash on hand		-		8
Balances with Banks				
In current accounts		12,874		4,674
Demand deposits less than 3 months maturity		6,339		3,245
<b>Total</b>		<b>19,213</b>		<b>7,927</b>

**Notes:** (1) The above Cash Flow Statement been prepared using indirect method. (2) Figures in brackets indicates cash outgo. (3) The Notes to Accounts forms an integral part of the Cash Flow Statement. (4) Previous year figures have been regrouped wherever necessary to confirm the current year classification.

As per our report of even date attached

**For T.R. CHADHA & CO. LLP**

Chartered Accountants

Firm Reg. No. 006711N//N500028

(Sd/-)

**Vikas Kumar**

Partner

Membership No. 75363

Place: Mumbai

Date: 18th April 2018

For and on behalf of the Board of

**KERALA ENVIRO INFRASTRUCTURE LIMITED**

(Sd/-)

**Ashok Panjwani**

Director (DIN: 00200220)

(Sd/-)

**Dr. N.K. Pillai**

C.E.O.

Place: Kochi

Date: 11th April 2018

(Sd/-)

**Ashok Kumar Sharma**

Director (DIN: 06473769)

(Sd/-)

**Amit M Ved**

C.F.O.

(Sd/-)

**Merin Phillip**

C.S.



**Form No. MGT - 12**  
**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies  
(Management and Administration) Rules, 2014]

Name of the company : Kerala Enviro Infrastructure Limited

Registered office : Inside FACT (CD) Campus, Ambalamedu, Ernakulam - 682 303

CIN : U24129KL 2005 PLC 017973

**BALLOT PAPER**

Sl. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1				
2				
3				
4				
5				

Place:

Date:

(Signature of the shareholder)



Form No. MGT - 13

**REPORT OF SCRUTINIZER(S)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman

..... Annual / Extraordinary General Meeting of the Equity Shareholders of ..... Limited.

Held on ..... at .....

Dear Sir,

I/We, ..... \*and ....., appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the ..... meeting of the Equity Shareholders of ..... Limited, held on ..... at ....., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ..... ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I/We did not find any poll papers invalid.

\* Not applicable if there is only one scrutinizer appointed.

4. The result of the Poll is as under:

**(a) Resolution**

*(Reproduce Item No. and heading of the Resolution)*

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast

(iii) **Invalid** votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them

(Enumerate depending on the number of resolutions for which poll is taken).

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

Place:

Dated:

Name/s and Signature/s of the Scrutinizer/s

**Form No. MGT - 11**

**PROXY FORM**

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

CIN : U24129KL 2005 PLC 017973

Name of the company : Kerala Enviro Infrastructure Limited

Registered office : KEIL, Inside FACT (CD) Campus, Ambalamedu, Ernakulam, Kerala - 682 303

Name of the member(s) :

Registered address :

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:.....  
Address:  
E-mail Id:  
Signature: ..... , or failing him
2. Name:.....  
Address:  
E-mail Id:  
Signature: ..... , or failing him
3. Name:.....  
Address:  
E-mail Id:  
Signature: ..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ..... Annual general meeting/  
Extraordinary general meeting of the company, to be held on the ..... day of ..... At ..... am / pm at  
..... (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.    1 .....
- 2 .....
- 3 .....

Signed this ..... day of ..... 20 .....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**





ATTENDANCE SLIP

**KERALA ENVIRO INFRASTRUCTURE LIMITED**

Inside FACT CD Campus, Ambalamedu, Cochin - 682 303

CIN : U24129KL2005PLC017973

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER  
AT THE ENTRANCE OF THE MEETING HALL

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 13<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on 21st day of August 2018 at 11.00 a.m at Common TSDF Project, Inside FACT CD Campus, Ambalamedu, Kochi 682 303 and any adjournment thereof.

Signature of Shareholder / Proxy





