

ANNUAL REPORT 2016-17



CHERAMAN INFRASTRUCTURE PRIVATE LIMITED

CHERAMAN INFRASTRUCTURE PRIVATE LIMITED

CIN:U45203KL2011PTC029094

Board of Directors (as on 28.08.2017)

1. Mr. P K Ahammed - Director
2. Mr. E M Najeeb - Director
3. Mr. Remesh Shenoi S - Director

Auditors

M/s Krishnamoorthy & Krishna Moorthy
Chartered Accountants, Cochin

Registered Office

33/2337-E, 2nd Floor, "Chakiapadath Building",
By pass Road, Ponnurunni, Vyttila, Ernakulam – 682019
Ph: 0484 4021402; Email: info@cheraman.com



CIN:U45203KL2011PTC029094

33/2337-E, 2nd Floor, "Chakiapadath Building", By Pass Road,
Ponnurunni, Vyttila, Ernakulam – 682019; www.cheraman.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 6th Annual General Meeting of the Members of the Company will be held on **Saturday, 30th September 2017** at the **Registered office** of the Company at 33/2337-E, 2nd Floor, "Chakiapadath Building", By pass Road, Ponnurunni, Vyttila, Ernakulam – 682019 at 11.00 A M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2017 and the Profit and Loss Account for the year ended on that date, together with the report of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr E M Najeeb, (DIN: 00100234) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Statutory Auditors' Appointment

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the Members in respect of the appointment of Statutory Auditors at the Annual General Meeting (AGM) held on 30th September, 2016, and in accordance with the recommendations of the Board of Directors, the Company hereby ratifies and confirms the appointment of M/s Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Cochin, (Firm Regn. No: 001488S) as the Statutory

Auditors of the Company from the conclusion of this AGM till the conclusion of the AGM to be held in the calendar year 2018 on a remuneration as may be determined by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. Appointment of Mr Sherif Ahamed Cadiri (DIN 02497425) as Non- Executive Director liable to retire by rotation

To consider and, if thought fit, pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr Remesh Shenoi S, (DIN: 07077337) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10.03.2017, in terms of Section 161(1) of the Companies Act 2013 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation”

by order of the Board

For **Cheraman Infrastructure Private Limited**

Sd/-

Remesh Shenoi S,

DIN: 07077337

Director

Date : 28.08.2017

Place: Cochin

Notes:

- a) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxy/ proxies need not be a member

of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The instrument of proxy in order to be effective should be deposited at the registered office of the company, duly completed and signed, not less than FORTY- EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- c) Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
- d) Members are advised to bring their copy of the annual report for reference and discussion.
- e) Members may also note that the Notice of the 6th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.cheraman.com for their download.
- f) If a Member does not provide an updated e-mail address, the company shall not be in default for non-receipt of such Notice by the Member.
- g) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.30 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

by order of the Board

For **Cheraman Infrastructure Private Limited**

Sd/-

Remesh Shenoj S,

DIN: 07077337

Director

Date : 28.08.2017

Place: Cochin

EXPLANATORY STATEMENT PURSUANT TO SECTION 103 OF THE COMPANIES ACT, 2013

Item No 4

Mr Remesh Shenoi S, (DIN: 07077337) was appointed as the Additional Director of the Company w.e.f 10.03.2017. Pursuant to Section 161 of the Companies Act, 2013 read with Article 38 of the Articles of Association of the Company, Mr Remesh Shenoi S, Director holds office only up to the date of this Annual General Meeting of the Company and is eligible for appointment. A notice in writing has been received from a Member of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr Remesh Shenoi S as a candidate for the office of a Director.

Mr. Remesh Shenoi S, Chief Financial Officer of Cheraman Financial Services Ltd, is a Chartered Accountant with over a decade of experience spanning the entire gamut of finance including business finance, direct & indirect taxation, due diligence, audit and compliances. He is also a Certified Information Systems Auditor (CISA) and a member of Information Systems Audit and Control Association (ISACA) USA.

He joined Cheraman Financial Services Ltd in August 2012 and during his tenure he is handling the entire Finance & Accounts function apart from handling various other responsibilities including regulatory compliances, due diligence and credit appraisal of investments, investor relations, commercial documentation & fund raising.

The Board recommends the resolution for approval of the members.

Except Mr. Remesh Shenoi S, none of the Directors, key managerial persons or their relatives is interested in the resolution

INFORMATION REQUIRED TO BE FURNISHED UNDER SECRETARIAL STANDARDS - 2 ON GENERAL MEETINGS

As required under Secretarial Standards - 2, the particulars of Directors who are proposed to be appointed/re-appointed at this Meeting are given below:-

1.

Name of Director	MR E M Najeeb(DIN 00100234)
Age	62 years(10.12.1954)
Qualification	1. Graduate in English Literature 2. Post Graduate Diploma In journalism 3. MBA from New port University , USA

Experience in functional area	NA	
Directorship in other Companies	<ol style="list-style-type: none"> 1 Air Travel Enterprises India Limited 2 Great India Estates Private Limited 3 The Great India Holidays Private Limited 4 KIMS Health Care Management Limited 5 Great India Business Private Limited 6 Kameda Infologics Private Limited 7 Condis India Healthcare Limited 8 KIMS Cancer Care And Research Center Private Limited 9 Green Gateway Leisure Limited 10 Cheraman Financial Services Limited 11 Cheraman Infrastructure Private Limited 12 KIMS Kollam Multi Speciality Hospital India Private Limited 13 KIMS Bellerose Institute of Medical Sciences Private Limited 14 KIMS Al Shifa Healthcare Private Limited 	
Terms & Conditions of appointment	NA	
Date of First appointment	10/08/2011	
Shareholding	One share(Beneficial Interest of which is with Cheraman Financial services Limited)	
Relationship with other directors	NIL	
No of Board meeting attended	Held	4
	Attended	2
Membership/ Chairmanship of Committees	NIL	

2.

Name of Director	Mr Remesh Shenoj S
Age	35 years (06/05/1982)
Qualification	Chartered Accountant
Experience in specific functional area	Nil
Directorship in other Companies	<ol style="list-style-type: none"> 1. Cheraman Funds Management Limited 2. Suits India Private Limited
Terms & Conditions of appointment	NIL

Date of First appointment	10.03.2017	
Shareholding	Nil	
Relationship with other directors	Nil	
No of Board meeting attended	Held	4
	Attended	1
Membership/ Chairmanship of Committees	Nil	

by order of the Board

For **Cheraman Infrastructure Private Limited**

Sd/-

Remesh Shenoi S,

DIN: 07077337

Director

Date : 28.08.2017

Place: Cochin



CIN:U45203KL2011PTC029094

33/2337-E, 2nd Floor, "Chakiapadath Building", By Pass Road,
Ponnuruni, Vyttila, Ernakulam – 682019; www.cheraman.com

DIRECTOR'S REPORT

Your Directors have pleasure in submitting their 6th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017

1. FINANCIAL RESULTS

Particulars	Amount in Rs	
	As on 31.03.2017	As on 31.03.2016
Total Revenue	1,685,530	Nil
Total Expenses	5,493,013	1,136,608
Profit/ loss after tax and exceptional item	3,807,483	1,136,608

2. REVIEW OF PERFORMANCE

Your Company has recorded a loss after tax and exceptional item of Rs 3,807,483 during the year as against Rs 1,136,608 during the previous year.

3. DIVIDEND

No Dividend was declared for the current financial year.

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

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

5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any subsidiary under the provisions of the Companies Act, 2013.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Retirement by Rotation

Mr E M Najeeb, (DIN: 00100234), Director would be liable to retire by rotation and being eligible offer himself for re-appointment. The Board of Directors of your Company recommends his re-appointment.

During the year under review, Mr. Remesh Shenoi S (DIN 07077337) was inducted to the Board as Additional Director with effect from 10.03.2017, who will hold the office till the date of ensuing AGM. The Company had received notice under section 160 of the Companies Act 2013, proposing the candidature of Mr. Remesh Shenoi S for the office of directorship. Your Board recommends his appointment in the AGM.

Mr Mohammed Fayaz Salam (DIN: 05279309) Director has resigned from the Board on 13.03.2017 on personal grounds.

ii. Appointment/ Change in Chief Financial Officer and Company Secretary

As per the provisions of Companies Act, 2013, the Company is not required to appoint Key Managerial Personnel.

7. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company has conducted four Board meetings during the financial year 2016-17 on the following dates:

Sl. No	Date	Board Strength	No. of Directors present
1	24th June 2016	3	3
2	13th August 2016	3	2
3	04th December 2016	3	2
4	28th March 2017	3	2

8. DECLARATION OF INDEPENDENT DIRECTORS

Provisions regarding the appointment of Independent Directors are not applicable to the Company.

9. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

Presently, the Company is not required to constitute Audit Committee under the provisions of Companies act 2013.

10. SHARE CAPITAL

There is no change in share capital of the Company during the year under review.

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

13. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

14. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

17. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS

There are no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the Company.

18. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has not developed and implemented Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013, as the said provisions are not applicable.

19. ANNUAL RETURN

The extracts of Annual Return in Form MGT- 9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure I and is attached to this Report.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement of Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013 and based on the representations received from the Management, your Directors state that :

- i. in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards have been followed and there are no material departures from the same;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the loss of the company for the year ended on that date;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. PUBLIC DEPOSITS

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

22. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

23. STATUTORY AUDITORS

M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants, Cochin were appointed as the Statutory Auditors of your Company to hold office from the conclusion of 5th Annual General Meeting till the conclusion of fifth consecutive Annual General Meeting, subject to the ratification of the appointment by the members at every Annual General Meeting. Ratification of appointment of Statutory Auditors is being sought from the Members of the Company at the ensuing Annual General Meeting.

The Company has received letters from M/s. Krishnamoorthy & Krishnamoorthy, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) of the Act and that they are not disqualified from appointment as Statutory Auditors of the Company.

24. PARTICULARS OF EMPLOYEES

During the financial year 2016-17, no employee of the Company was in receipt of remuneration exceeding the limits prescribed under the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in

line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

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

26. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

- a) Details relating to deposits covered under Chapter V of the Companies Act 2013.
- b) Issue of equity shares with differential right as to dividend, voting or otherwise
- c) Issue of shares (including sweat equity shares) to employees of the company under any scheme save and except ESOP referred to in this report.
- d) No significant or material orders were passed by the regulators or Courts or tribunals which impact the going concern status and Company's operation in future.

27. ACKNOWLEDGEMENTS

The Directors place on record their appreciation for the support and services rendered by the shareholders, Government of Kerala and its agencies and officials, bankers, business associates and the employees of the company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Date: 28.08.2017

Place: Cochin

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

P K Ahammed

Din : 01678711

Director

Sd/-

Remesh Shenoi S

Din: 07077337

Director

Form No. MGT-9

EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31.03.2017

[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	U45203KL2011PTC029094
ii.	Registration Date	10/08/2011
iii.	Name of the Company	CHERAMAN INFRASTRUCTURE PRIVATE LIMITED
iv.	Category / Sub-Category of the Company	Limited by shares & Company having share capital
v.	Address of the Registered office and contact details	33/2337- E, NH By pass Road, Ponnurunni, Vyttila, Kochi PIN 682019
vi.	Whether listed company	Yes / No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

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:-

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Infrastructure Development	6810	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% Of Shares Held	Applicable Section
1	Cheraman Financial Services Limited 33/2337- E, NH By pass Road, Ponnurunni, Vyttila, Kochi PIN 682019	U65923KL2009PLC025082	Holding	100	2(87)(ii)

ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2160000	2160000	100	Nil	2160000	2160000	100	Nil

**Beneficial interest of these shares are with M/s Cheraman Financial Services Limited*

ii. Shareholding of Promoter-

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	M/s Cheraman Financial Services Limited	2159997	100	Nil	2160000	100	Nil	Nil
2	Dr P Mohamad Ali*	1	-	Nil	1	-	Nil	Nil
3	Mr Najeeb E M*	1	-	Nil	1	-	Nil	Nil
4	Mr Mohammadali N*	1	-	Nil	1	-	Nil	Nil

**Beneficial interest of these shares are with M/s Cheraman Financial Services Limited*

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

Sl No	Name	Shareholding at the beginning of the year		Date wise Increase / Decrease in Promoters Shareholding during the year			Cumulative Shareholding during the year March 31, 2017	
		No of Shares	% of the total share of the company	Date	Increase / Decrease in Promoters Share holding during the year	Reason	No of Shares	% of shares
1	M/s Cheraman Financial Services Limited	2159997	100	Nil	Nil		2160000	100
2	Dr P Mohamad Ali*	1	-	Nil	Nil			
3	Mr Najeeb E M*	1	-	Nil	Nil			
4	Mr Mohammadali N*	1	-	Nil	Nil			

*Beneficial interest of these shares are with M/s Cheraman Financial Services Limited

**iv. Shareholding Pattern of top ten Shareholders: NIL
(other than Directors, Promoters and holders of GDRs and ADRs): NIL**

SN	Name of share holder	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

v. 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		Date wise Increase / Decrease in Promoters Shareholding during the year			Cumulative Shareholding during the year ended March 31, 2017	
		No of Shares	% of the total share of the company	Date	Increase / Decrease in Promoters Share holding during the year	Reason	No of Shares	% of shares
3	Mr Najeeb E M*	1	-	Nil			1	

*Beneficial interest of these shares are with M/s Cheraman Financial Services Limited

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	Nil
* Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager NIL

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					
6.	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors: NIL

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

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD : NIL

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please	Nil	Nil	Nil	Nil

	specify				
6.	Total	<u>Nil</u>	Nil	Nil	Nil

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)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

Date: 28.08.2017

Place: Cochin

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

P K Ahammed

Din : 01678711

Director

Sd/-

Remesh Sheno S

Din: 07077337

Director

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CHERAMAN INFRASTRUCTURE PRIVATE LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Cheraman Infrastructure Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the 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 of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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 there under.

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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- (i) in the case of balance sheet, of the state of affairs of the Company as at 31st March, 2017
- (ii) in the case of the Statement of profit and Loss, of the loss of the Company for the year ended on that date;
- (iii) in the case of the cash flow statement, of the cash flows 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 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 purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) Referring to Note No.22 of the financial statements, the Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii) As mentioned in Note No.23 to the financial statements, 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.

iv) The Company has provided requisite disclosures in Note No.12.1 to the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8 November, 2016 of the Ministry of Finance, during the period from 8 November, 2016 to 30 December, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management

For Krishnamoorthy and Krishnamoorthy

Chartered Accountants

FRN: 001488S

Place: Cochin - 16

Date: 28/08/2017

Sd/-

K T Mohanan

Partner (M No.201484)

“ANNEXURE A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDIT REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CHERAMAN INFRASTRUCTURE PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH 2017

- (i) a) The company has maintained records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed have been noticed.
 - c) The Company do not have any immovable properties having title deeds and hence this clause is not applicable to the Company during the period under report and hence not commented upon.
- (ii) The nature of the Company’s activities during the year has been such that clauses (ii) of the paragraph 3 of the companies (Auditor’s Report) Order, 2016 are not applicable to the company.
 - (iii) The company has not granted any loans, secured or unsecured to companies, firms Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act 2013. Accordingly, paragraphs (iii) (a), (b) and (c) of CARO 2016 are not applicable.
 - (iv) The Company has not granted loans, made investments, given guarantees or security attracting the provisions of section 185 and section 186 of the Companies Act, 2013 during the period under report.
 - (v) The Company has not accepted deposits from the public during the year and hence, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- (vi) As per the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, in respect of goods and services provided by the company.
- (vii)(a) According to the information and explanations furnished to us and according to the examination of the records, the company is regular in depositing undisputed statutory dues including income-tax, service tax, duty of customs, value added tax, cess and any other statutory dues with the appropriate authorities during the year. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of exercise, value added tax outstanding on account of any dispute.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company has not taken any loan either from banks, or any financial institution or from the Government and has not issued any debentures during the year under report and hence the provisions of paragraph 3(vii) of the Order are not applicable to the Company and hence not commented upon.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of paragraph 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud either by the Company or on the company by its officers/ employees, has been noticed or reported during the year.
- (xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration and hence the provisions of paragraph 3 (x) of the Order are not applicable to the Company during the year under report and hence not commented upon

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, transactions with related parties are in compliance with sections 177 and 188 of the Companies Act 2013 and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly the paragraph 3(xiv) of the order is not applicable to the Company and hence not commented upon.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and accordingly the provisions of paragraph 3(xvi) of the Order is not applicable to the Company and hence not commented upon.

For Krishnamoorthy and Krishnamoorthy

Chartered Accountants

FRN: 001488S

Place: Cochin – 16

Date: 28/08/2017

Sd/-

K T Mohanan

Partner (M No.201484)

“ANNEXURE B” REFERRED TO IN PARAGRAPH 2 (f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR INDEPENDENT AUDIT REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF CHERAMAN INFRASTRUCTURE PRIVATE LIMITED FOR THE YEAR ENDED 31ST MARCH 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Cheraman Infrastructure Private Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Krishnamoorthy and Krishnamoorthy

Chartered Accountants

FRN: 001488S

Place: Cochin – 16

Date: 28/08/2017

Sd/-

K T Mohanan

Partner (M No.201484)

CHERAMAN INFRASTRUCTURE PVT LTD
(Formerly known as ABFS Infrastructure Private Ltd)
BALANCE SHEET AS AT 31st MARCH, 2017

Particulars	Note No.	AS AT 31st March, 2017 Amount (INR)	AS AT 31st March, 2016 Amount (INR)
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
a. Share Capital	2	21,600,000	21,600,000
b. Reserves and Surplus	3	(11,074,932)	(7,267,449)
2 Non-Current Liabilities			
a. Other Long Term Liabilities	4	766,150	766,150
3 Current Liabilities			
a. Short term Borrowings	5	33,900,000	36,400,000
b. Trade Payables	6	606,419	-
c. Other Current Liabilities	7	1,366,047	1,115,131
d. Short Term Provisions	8	94,551	64,372
Total		47,258,235	52,678,204
II. ASSETS			
1 Non-current Assets			
a. Fixed Assets	9		
i. Tangible Assets		7,894	19,211
ii. Intangible Assets		46,787,877	3,306
iii. Intangible Assets Under Development		-	47,248,402
b. Long Term Loans and Advances	10	42,500	102,829
2 Current Assets			
a. Trade Receivables	11	161,661	-
b. Cash and Bank Balances	12	89,750	5,285,586
c. Short Term Loans and Advances	13	168,553	18,870
Total		47,258,235	52,678,204

Accounting Policies

1

The accompanying accounting policies and notes form an integral part of the financial statements.

As per our Report of even date

For Krishnamoorthy & Krishnamoorthy

For and on behalf of the Board of Directors

Chartered Accountants

(Firm Regn.No.001488S)

Sd/-

K T Mohanan

Partner

(M No.201484)

Sd/-

PK Ahammed

Director

Din: 01678711

Sd/-

Remesh Shenois

Director

Din: 07077337

Place: Kochi

Date: 28th August 2017

Place: Kochi

Date: 28th August 2017

CHERAMAN INFRASTRUCTURE PVT LTD
(Formerly known as ABFS Infrastructure Private Ltd)
Statement of Profit & Loss For The Year Ended 31st March, 2017

Particulars	Note No.	For the Year Ended 31.03.2017 Amount (INR)	For the Year Ended 31.03.2016 Amount (INR)
I. Income			
a. Revenue from Operations	14	1,685,530	-
Total Revenue		1,685,530	-
II. Expenses:			
a. Employee Benefits Expense	15	783,601	397,166
b. Depreciation and Amortisation Expense	9	2,660,628	30,791
c. Other Expenses	16	2,048,784	708,651
Total Expenses (a+b+c)		5,493,013	1,136,608
III. Profit/(Loss) before exceptional items and Tax (I -II)		(3,807,483)	(1,136,608)
IV. Exceptional Items		-	-
V. Profit/(Loss) Before Tax (III-IV)		(3,807,483)	(1,136,608)
VI. Tax Expense:			
a) Current Tax		-	-
b) Deferred Tax		-	-
VII. Profit/(Loss) After Tax (V-VI)		(3,807,483)	(1,136,608)
VIII. Earning per Equity Share of Rs.10 each Basic & Diluted	17	(1.76)	(0.53)

Accounting Policies

1

The accompanying accounting policies and notes form an integral part of the financial statements.

As per our Report of even date

For Krishnamoorthy & Krishnamoorthy

Chartered Accountants
(Firm Regn.No.001488S)

For and on behalf of the Board of Directors

Sd/-
K T Mohanan
Partner
(M No.201484)

Sd/-
PK Ahammed
Director
Din: 01678711

Sd/-
Remesh Sheno S
Director
Din: 07077337

Place: Kochi
Date: 28th August 2017

Place: Kochi
Date: 28th August 2017

CHERAMAN INFRASTRUCTURE PVT LTD
(Formerly known as ABFS Infrastructure Private Ltd)
Cash Flow Statement For The Year Ended 31st March 2017

Particulars	2016-17	2015-16
	Amount (INR)	Amount (INR)
A. Cash Flow From Operating Activities		
Profit/(Loss) Before Tax & Exceptional Items	(3,807,483)	(1,136,608)
Adjustments for:		
Depreciation and Amortisation	2,660,628	30,791
Operating Profit before working capital changes	(1,146,855)	(1,105,817)
Movements in working capital :		
Increase/ (decrease) in other long term liabilities	-	729,505
Increase/ (decrease) in trade payables	606,419	-
Increase/ (decrease) in other current liabilities	250,916	(1,426,925)
Increase/ (decrease) in short term provisions	30,179	(14,383)
Decrease / (increase) in long-term loans and advances	60,329	1,349,802
Decrease / (increase) in Trade Receivables	(161,661)	-
Decrease / (increase) in other non current assets	-	-
Decrease / (increase) in short-term loans and advances	(149,683)	755,210
Net change in working capital	636,499	1,393,209
Cash generated from/(used in) operations	(510,356)	287,392
Direct Taxes Paid (net of Refund)	-	-
Cash generated from / (used in) from operating activities (A)	(510,356)	287,392
B. Cash Flow from Investing Activities		
Purchase of Fixed assets	(2,185,480)	(15,333,005)
Net cash flow from/(used in) investing activities (B)	(2,185,480)	(15,333,005)
C. Cash Flow from Financing Activities		
Proceeds from Short term borrowing		19,000,000
Repayment of short term borrowing	(2,500,000)	
Net cash flow from/(used in) financing activities (C)	(2,500,000)	19,000,000
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	(5,195,836)	3,954,387
Cash & Cash Equivalents at the beginning of the year	5,285,586	1,331,199
Cash & Cash Equivalents at the end of the year (Note 12)	89,750	5,285,586

As per our Report of even date

For Krishnamoorthy & Krishnamoorthy

For and on behalf of the Board of Directors

Chartered Accountants

(Firm Regn.No.001488S)

Sd/-

K T Mohanan

Partner

(M No.201484)

Sd/-

PK Ahammed

Director

Din: 01678711

Sd/-

Remesh Shenoi S

Director

Din: 07077337

Place: Kochi

Date: 28th August 2017

Place: Kochi

Date: 28th August 2017

NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

1 Significant Accounting Policies

1.1 Basis of Accounting

The financial statements of the Company are prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP), on accrual basis under historical cost convention as a going concern. The Company has prepared these financial statements to comply with the requirements of mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 (Act) read with rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies adopted for the preparation of financial statements are consistent with those of the previous year except when a newly issued accounting standards is initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in use and when the statute mandate the change.

1.2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenues and expenses during the reporting period.

1.3 Tangible & Intangible Assets

Tangible & Intangible assets are stated at original cost of acquisition / installation net off accumulated depreciation, amortization and impairment losses. The cost of fixed assets includes cost of acquisition, construction and installation, taxes, duties, freight, other incidental expenses related to the acquisition/installation.

1.4 Expenditure in Respect of Build Operate & Transfer Projects

Expenditure incurred in respect of Build, Operate & Transfer projects which does not represent company's own assets are classified as "BOT Project Expenditure" and shown under the head Intangible Assets.

1.5 Impairment of Tangible & Intangible Assets

At each Balance Sheet date, the company reviews the carrying amount of fixed assets to determine whether there is any indication that those assets have suffered impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

1.6 Depreciation of Tangible & Intangible Assets

Depreciable amount for Tangible & Intangible Assets is the cost of the asset, or other amount substituted for the cost, less its estimated residual value.

Depreciation on tangible assets has been provided on the Straight-Line Method (SLM) by adopting the useful life prescribed as per Part C of Schedule II to the Companies Act, 2013 and retaining 5% of the original cost as residual value, except for assets having value less than Rs.10,000/- which are depreciated at 100% in the year of purchase.

Cost of Software is treated as Intangible Assets and is amortised over a period of three years in accordance with Accounting Standard (AS) 26. Intangible Asset consisting of BOT Project Expenditure is amortized over the period of operation on straight line basis.

1.7 Investments

Investments intended to be held for not more than one year are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-Current investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments.

1.8 Employee Benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the employee has rendered service.

The Company provides Gratuity/Leave Encashment benefit to all employees which is a defined benefit plan. This liability is unfunded and the company pays these benefits as and when the employee leaves the organization. Provision for the year is made on the assumption that this benefit is to be paid to all employees at the end of the accounting year.

1.9 Taxes on Income

Current Tax is provided and determined as the amount of tax payable in respect of taxable income for the period. Deferred Tax is provided and recognized on timing differences between taxable income and accounting income subject to consideration of prudence. Deferred tax is not recognized as assets on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

1.10 Provisions and Contingencies

A provision is recognised when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

1.11 Cash Flow Statement

Cash Flows are reported using the Indirect Method, whereby net profit before tax is adjusted for the effect of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Notes to the Financial Statement For The Year Ended 31st March 2017

2 Share Capital

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Authorised Capital 3,000,000 Equity Shares of Rs. 10/- each	30,000,000	30,000,000
Issued and Subscribed and Paid up: 2,160,000 Equity Shares of Rs. 10/- each	21,600,000	21,600,000
TOTAL	21,600,000	21,600,000

2.1 Terms/ Rights Attached to Equity Shares:

The company has only one class of equity shares having par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.2 Reconciliation of Outstanding Shares

Particulars	As at 31st March 2017		As At 31st March 2016	
	No of shares	Amount (INR)	No of shares	Amount (INR)
Opening as on 1st April	2,160,000	21,600,000	2,160,000	21,600,000
Add: Issued during the year	-	-	-	-
Closing as on 31st March	2,160,000	21,600,000	2,160,000	21,600,000

2.3 Details of Shareholders Holding more than 5% Shares of the Company

Name of the Shareholder	No. of shares as on 31st March 2017	% of holding	No. of shares as on 31st March 2016	% of holding
Cheraman Financial Services Ltd	2,160,000	100%	2,160,000	100%

3 Reserves & Surplus

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Profit & Loss Account		
Opening Balance	(7,267,449)	(6,130,841)
Add : Profit/(Loss) for the year	(3,807,483)	(1,136,608)
TOTAL	(11,074,932)	(7,267,449)

4 Other Long Term Liabilities

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Other Long Term Liabilities	766,150	766,150
TOTAL	766,150	766,150

5 Short term Borrowings

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Unsecured Loan		
- From Related Party	33,900,000	36,400,000
The loan represents interest free unsecured loan taken from Holding company in the ordinary course of business and are repayable on demand.		
TOTAL	33,900,000	36,400,000

6 Trade Payables

Particulars	As at	As at
	31st March 2017	31st March 2016
	Amount (INR)	Amount (INR)
Due to MSME	-	-
Others	606,419	-
TOTAL	606,419	-

7 Other Current Liabilities

Particulars	As at	As at
	31st March 2017	31st March 2016
	Amount (INR)	Amount (INR)
Other Payables:		
i) Statutory Remittances	596,272	5,919
ii) Payable on Other Expenses	251,102	42,628
iii) Retention Money	503,673	1,031,584
iv) Earnest Money Deposit	15,000	35,000
TOTAL	1,366,047	1,115,131

8 Short Term Provisions

Particulars	As at	As at
	31st March 2017	31st March 2016
	Amount (INR)	Amount (INR)
a) Provision for Leave Encashment	94,551	64,372
	94,551	64,372

9 Fixed Assets

Refer Separate Sheet Attached

10 Long Term Loans and Advances

Particulars	As at	As at
	31st March 2017	31st March 2016
	Amount (INR)	Amount (INR)
Unsecured, Considered Good		
i) Capital Advances	-	102,329
ii) Security and Other Deposits	42,500	500
TOTAL	42,500	102,829

11 Trade Receivables

Particulars	As at	As at
	31st March 2017	31st March 2016
	Amount (INR)	Amount (INR)
(a) Outstanding for a period exceeding six months from the date they are due for payment		
(b) Others		
Secured, Considered good	161,661	-
TOTAL	161,661	-

12 Cash and Bank Balances

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Cash & Cash Equivalents		
i) Balance with Banks		
- In Current Account	81,785	5,270,498
ii) Cash on Hand	7,965	15,088
TOTAL	89,750	5,285,586

12.1 Disclosure on Specified Bank Notes (SBNs)

During the year the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R.308(E) dated March 31,2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016, the denomination wise SBNs and other notes as per the notification given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 8 th November 2016	10,000.00	5,727.00	15,727.00
(+) Permitted receipts	-	10,000.00	10,000.00
(-) Permitted payments	-	5,190.00	5,190.00
(-) Amount deposited in banks	10,000.00	-	10,000.00
Closing cash in hand as on 30th Decemeber 2016	-	10,537.00	10,537.00

13 Short Term Loans and Advances

Particulars	As at 31st March 2017 Amount (INR)	As at 31st March 2016 Amount (INR)
Unsecured, Considered Good		
i) Amounts recoverable in cash or kind or for value to be received	-	18,870
ii) Other Advances	168,553	-
TOTAL	168,553	18,870

14 Revenue From Operations

Particulars	For the Year Ended 31.03.2017 Amount (INR)	For the Year Ended 31.03.2016 Amount (INR)
Rent Received	1,685,530	-
TOTAL	1,685,530	-

15 Employee Benefit Expense

Particulars	For the Year Ended 31.03.2017 Amount (INR)	For the Year Ended 31.03.2016 Amount (INR)
Salaries, Wages and Bonus	715,004	298,075
Contribution to Provident and Other Funds	44,097	63,681
Staff Welfare Expenses	24,500	35,410
TOTAL	783,601	397,166

16 Other Expenses

Particulars	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
	Amount (INR)	Amount (INR)
Rent	357,416	395,764
Rates & Taxes	237,578	56,223
Postage & Telephone Expenses	11,238	12,717
Annuity to Muttawalli	600,000	-
Printing & Stationery	1,731	-
Travelling & Conveyance	8,330	81
Payment to Auditor		
a) As Auditor	25,000	25,000
Professional Charges	42,545	40,760
Advertisement Expense	87,270	-
Security Charges	459,320	118,283
Office General Expenses	115,474	59,823
Electricity Charges	81,822	-
House Keeping Expense	18,760	-
Repairs & Maintenance	2,300	-
TOTAL	2,048,784	708,651

17 Earnings Per Share

Particulars	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
	Amount (INR)	Amount (INR)
Profit/(Loss) Attributable to Equity Share Holders	(3,807,483)	(1,136,608)
Weighted Average Number of Equity Share Outstanding (Nos)	2,160,000	2,160,000
Earnings Per Share	(1.76)	(0.53)

18 Disclosure of transactions with related parties as required by Accounting Standard - 18 on Related Party Disclosures as prescribed by Companies (Accounting Standard) Rules, 2006

18.1 Details of Related Parties

Description of Relationship	Names of Related Parties
Holding Company	Cheraman Financial Services Ltd.
Fellow Subsidiary	Cheraman Funds Management Ltd. Suits India Private Ltd.
Persons having significant influence over the company	-
Enterprises under control of persons having significant influence over the company and with whom transactions were carried out during the year	-

18.2 Details of Related Party Transactions during the year ended 31st March, 2017

Name of Related Party	Nature of Transaction	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
		Amount (INR)	Amount (INR)
Cheraman Financial Services Ltd	Unsecured Loan Taken	-	19,000,000
	Repayment of Unsecured Loan	2,500,000	-
	Outstanding Loan Balance at the end of the year	33,900,000	36,400,000
	Expense Reimbursement Paid	10,368	10,460

- 19 The Management had made an effort to identify components having significant cost to the total cost of the asset and is having different useful life than that of the whole of the asset. Based on a technical evaluation no components having these characteristics had been identified, which is having a material impact on the measurement of depreciation.
- 20 The Company is having only few employees and the provision for long term employee benefits such as Gratuity and Earned leave are made based on the assumption that such benefits are payable to all employees at the end of the year. The Management is of the opinion that since there are only few employees, there will not be any material impact for the provision made without assessing the liability on actuarial basis.
- 21 **Contingent Liabilities, Commitments (to the extent not provided for)**
(a) Contingent Liabilities
i) Claims against the company not acknowledged as debt : Nil
ii) Others : Nil
(b) Commitments
Estimated Amount of Contracts remaining to be executed on Capital Account and not provided for (net of advances) Rs.2.02 Lakhs (as at 31st March 2016- 17.06 Lakhs)
- 22 **Litigations:** The Company is not subject to any legal proceedings and claims, which have arisen in the ordinary course of business.
- 23 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- 24 Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year classification/disclosure.
- Signatures to Note 1 to 24 forming integral part of accounts.

As per our Report of even date

For Krishnamoorthy & Krishnamoorthy
Chartered Accountants
(Firm Regn.No.0014885)

For and on behalf of the Board of Directors

Sd/-
K T Mohanan
Partner
(M No.201484)
Place: Kochi
Date: 28th August 2017

Sd/-
PK Ahammed
Director
Din: 01678711
Place: Kochi
Date: 28th August 2017

Sd/-
Remesh Shenoi S
Director
Din: 07077337

9 Fixed Assets

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.2016	Addition	Deductions	As at 31.03.2017	As at 01.04.2016	For the Year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
A. Tangible Assets									
Computer	4,100	-	-	4,100	4,099	-	4,099	1	1
Furniture & Fittings	27,240	-	-	27,240	27,234	-	27,234	6	6
Office Equipments	45,000	-	-	45,000	25,796	11,317	37,113	7,887	19,204
Total Tangible Assets (A)	76,340	-	-	76,340	57,129	11,317	68,446	7,894	19,211
B. Intangible Assets									
Computer Software	66,125	-	-	66,125	62,819	-	62,819	3,306	3,306
BOT Project (Refer Note 1.4)		49,433,882	-	49,433,882	-	2,649,311	2,649,311	46,784,571	-
Total Intangible Assets (B)	66,125	49,433,882	-	49,500,007	62,819	2,649,311	2,712,129	46,787,877	3,306
C. Intangible Assets Under Development									
BOT Project in progress (Note 1.4)	47,248,402	2,185,480	49,433,882	-	-	-	-	-	47,248,402
Total Intangible Assets Under Development C	47,248,402	2,185,480	49,433,882	-	-	-	-	-	47,248,402
Total (A+B+C)	47,390,867	51,619,362	49,433,882	49,576,347	119,948	2,660,628	2,780,575	46,795,771	47,270,919
Previous Year	32,057,862	15,333,005	-	47,390,867	89,156	30,791	119,948	47,270,919	31,968,705

**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]

Name of Company	Cheraman Infrastructure Private Limited
CIN	U45203KL2011PTC029094
Registered Office	3/2337-E, 2nd Floor, "Chakiapadath Building", By pass Road, Ponnurunni, Vyttila, Ernakulam - 682019;
Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

Name of the Member(s):	
Registered address:	
E-mail Id:	
Signature	

Or failing him

Name of the Member(s):	
Registered address:	
E-mail Id:	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual general meeting of the company, to be held on the **Saturday ,30th September 2017** at the **registered office** of the Company at 33/2337-E, 2nd Floor, "Chakiapadath Building", By pass Road, Ponnurunni, Vyttila, Ernakulam - 682019 at **11.00. A M** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2	To appoint a Director in place of Mr.P K Ahammed (DIN: 01678711) and who retires by rotation and being eligible, offers himself for re-appointment.
3	To appoint Auditors and fix their remuneration.
4	To Appoint Remesh Shenoi S, (DIN: 07077337) as director liable to retire by rotation.

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

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.



CIN:U45203KL2011PTC029094

33/2337-E, 2nd Floor, "Chakiapadath Building", By pass Road,
Ponnurunni, Vyttila, Ernakulam - 682019;
E mail- mail@cheraman.com; Website: www.cheraman.com

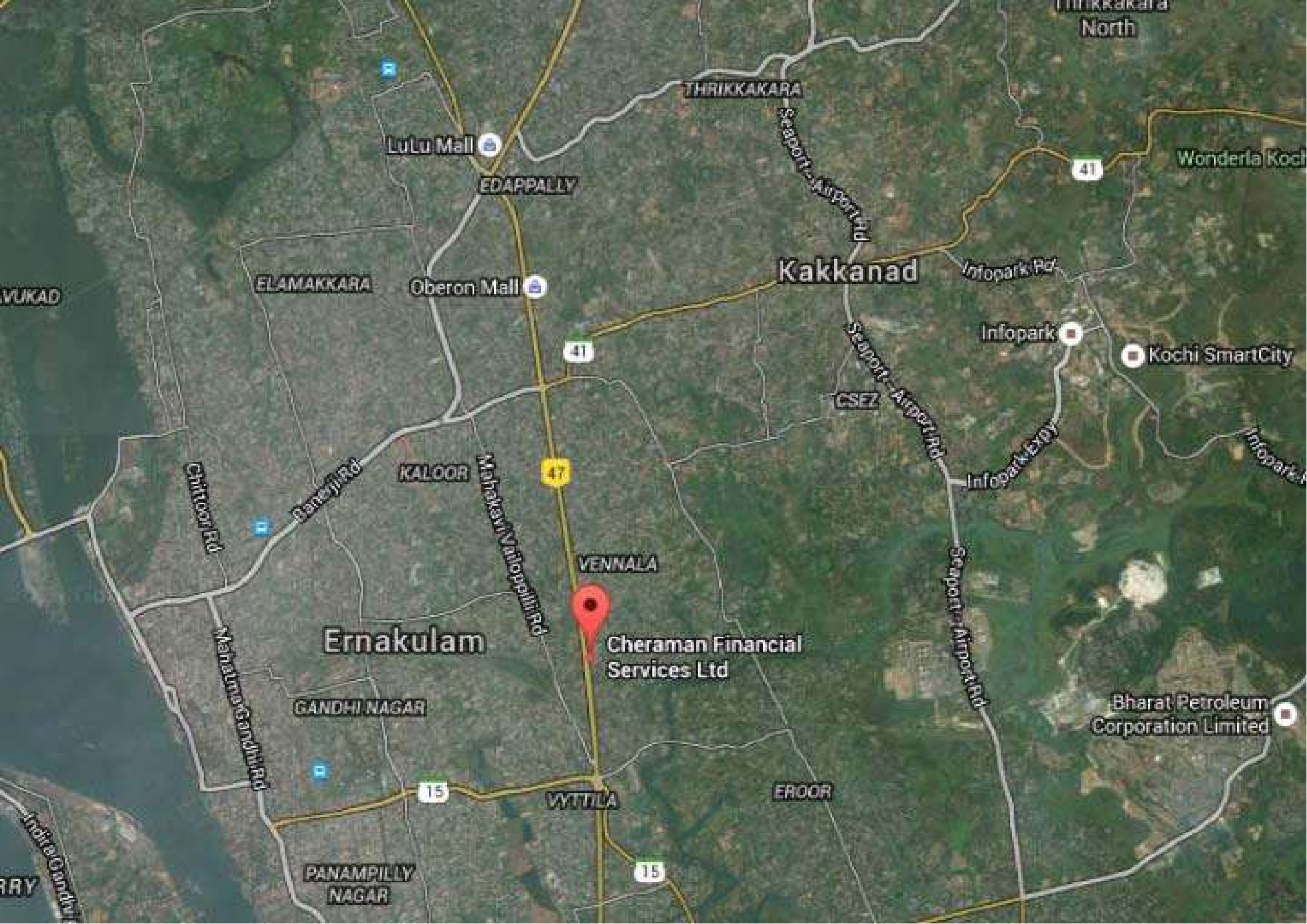
ATTENDANCE SLIP

Folio No:

I residing at
..... hereby record my presence at
the 6th Annual General Meeting of the Company held on **Saturday, 30th September
2017** at the **registered office** of the Company at 33/2337-E, 2nd Floor, "Chakiapadath
Building", By pass Road, Ponnurunni, Vyttila, Ernakulam – 682019 at **11.00 A M.**

Member's signature

NOTE : Please fill in this attendance slip and hand it over at the entrance of the meeting place



Thrikkakara North

THRIKKAKARA

Lulu Mall

EDAPPALLY

41

Wonderla Kochi

Kakkannad

Infopark Rd

ELAMAKKARA

Oberon Mall

Infopark

Kochi SmartCity

VUKAD

CSEZ

Seaport - Airport Rd

Infopark Rd

Chittur Rd

Baner Rd

KALOOR

M. Thakara Vaidappilly Rd

47

VENNALA

Cheraman Financial Services Ltd

Ernakulam

Seaport - Airport Rd

Bharat Petroleum Corporation Limited

GANDHI NAGAR

15

WTTILA

ERGOR

PANAMPILLY NAGAR

15

Indira Gandhi

RRY