



CIAL

INFRASTRUCTURES LTD.

**DIRECTORS' REPORT
&
FINANCIAL STATEMENTS**

2020-21

CIAL INFRASTRUCTURES LIMITED

CIN: U45203KL2012PLC031692

REGISTERED OFFICE

XI/318E, Cochin International Airport Building,
Kochi Airport P.O., Nedumbassery,
Ernakulam – 683111

BOARD OF DIRECTORS

Sri V. J. Kurian (Chairman & Managing Director)

Smt. A.K. Ramani

Smt. Jolly Thomas

Sri. A. Chandrakumaran Nair

Sri. Jose Thomas P.

Sri. Saji Daniel

AUDIT COMMITTEE

Smt. A.K. Ramani (Chairman)

Smt. Jolly Thomas

Sri. Saji Daniel

COMPANY SECRETARY

Sri. Saji K. George

CHIEF FINANCIAL OFFICER

Smt. Mini Joseph

AUDITORS

M/s Sen George Associates

Chartered Accountants

Cheruparambath Road,

Kochi - 682020

CIAL INFRASTRUCTURES LIMITED

Regd. Office: XI/318 E, Cochin International Airport Buildings, Nedumbassery
Kochi Airport P.O., Ernakulam - 683 111, Tel No: 0484-4024031, 4024032
e-mail: info@cialinfra.in, CIN: U45203KL2012PLC031692

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 09th Annual General Meeting of CIAL Infrastructures Limited will be held on **Wednesday, the 01st day of September 2021 at 09.00 a.m. at XI/318E, Cochin International Airport Buildings, Nedumbassery, Kochi Airport P.O., Ernakulam - 683 111**, to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2021, the Statement of Profit and Loss for the year ended on that date, Annexures and Schedules thereto and the report of the Directors and Auditors of the Company.
2. To appoint a Director in the place of Sri. A.Chandrakumaran Nair (DIN: 0001327169) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory auditor and fixation of remuneration:

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

“Resolved that pursuant to Section 139 and other applicable provisions of the Companies Act 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) the retiring auditors M/s. Sen George Associates, Chartered Accountants, Ernakulam (Firm Registration No:007399S) be and is hereby appointed as the statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. 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 161(4) [read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification(s) or re-enactment thereof] and all applicable provisions of the Articles of Association of the Company, Sri. Jose Thomas P. (DIN 02905126) be and is hereby appointed as a Director in causal vacancy caused by the demise of Sri. C.V.Jacob, with effect from 19th March 2021.

RESOLVED further that in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Sri. Jose Thomas P. (DIN 02905126) as a Whole-Time Director designated as Executive Director of the Company for a period effective from 19th March 2021 to 31st August 2024 on the terms and conditions including remuneration as set out below,

with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED further to approve the below mentioned monthly remuneration and perks currently drawn by Sri. Jose Thomas P.

Basic Pay	Basic Pay of Rs.1,92,710 per month in the scale of pay of Rs. 1,50,000 - 3% - 3,00,000.
Dearness Allowance	Based on the cost of living index
HRA	16% of Basic Pay
Allowances	35% of the Basic Pay shall be paid towards Allowances under Cafeteria approach.
Other Perquisites & Allowances	During the tenure of his appointment, he is entitled to receive all other perquisites and benefits applicable to the Executive Director of the Parent Company.

RESOLVED further that where in any financial year, the Company has no profits or its profits are inadequate, the Whole time Director shall be entitled to receive remuneration as salary, perquisites and allowances, as per the limits specified under Section II of Part II of Schedule V to the Companies Act 2013 or in accordance with any statutory modification(s) thereof.

RESOLVED further that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

5. 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 Section 152 and all other applicable provisions of the Companies Act 2013 and the rules made thereunder, Sri. Saji Daniel (DIN: 09110803), who was appointed as an Additional Director by the Board of Directors at its meeting held on 19th March 2021 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act 2013 along with the deposit of requisite amount, proposing the candidature of Sri. Saji Daniel for the office of Director, be and is hereby appointed as a Director and the period of office of Sri. Saji Daniel shall be liable to determination by retirement of directors by rotation.”

By order of the Board
for **CIAL Infrastructures Limited**

sd/-

Saji K. George
Company Secretary

Date : 20th May 2021
Place : Nedumbassery

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Instrument of Proxies, in order to be effective must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Item No: 04

As per Section 161(4) of the Companies Act 2013, the casual vacancy arising due to the death of Sri. C V Jacob, Director of the Company may be filled by the Board of Directors of the Company. Article 94 of the Articles of Association of the Company authorises the Board to appoint a new Director in the vacancy arising due to the death of the Director. Accordingly, the Board of Directors of the Company in its meeting held on 19th March 2021, appointed Sri. Jose Thomas P. as a Director in casual vacancy.

Sri. Jose Thomas P. is currently working as Executive Director (employee) of the Company. From the date of incorporation of CIL, Sri. Jose Thomas is actively involved in all the projects of the Company. With his able leadership, the Company could commission various solar power plants aggregating to 40 MWp at Cochin Airport premises and 12 MWp at Payyannur. Further, he has vast knowledge and experience in setting up of Small Hydro Electric Power Projects. He has an overall post qualification experience of about 38 years in the field of Consultancy services, Construction of ROBs, Airport, MRO, Power Projects, Inland Waterway Projects etc. Considering the rich experience of Sri. Jose Thomas P, the Nomination & Remuneration Committee along with the Board recommends his appointment as the Whole-time Director (designated as Executive Director) of the Company for a period from 19th March 2021 to 31st August 2024. The Board also approved the remuneration payable to him as Whole Time Director (designated as Executive Director) of the Company.

It is proposed to seek members' approval for the appointment of Sri. Jose Thomas P as a Whole-Time Director, designated as Executive Director of the Company.

Pursuant to the provisions of 196(4) of the Companies Act 2013, the terms and conditions of appointment and remuneration payable to the Whole-time Director should be approved by the shareholders of the Company. Hence, your Directors recommends the resolution No: 04, for approval of the members of the Company.

This explanatory statement may also be considered as the requisite abstract under section 190 of the Companies Act 2013 setting out the terms and conditions of appointment of Sri. Jose Thomas P as the Whole Time Director of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No: 05

In order to broaden the Board with diversity and expertise, the composition of Board should conform to an appropriate "skill matrix". A competent person with adequate knowledge and experience in financial sector was considered for the appointment. Accordingly, the Board of Directors of CIAL Infrastructures Limited in its meeting held on 19th March 2021, appointed Sri. Saji Daniel as an Additional Director of the Company. Sri. Saji Daniel is currently working as the Chief Financial Officer of the parent company, CIAL. Sri. Saji Daniel is a qualified Cost and Management Accountant as well as Company Secretary having a post qualification experience of 24 years in Finance and Accounts.

Pursuant to Section 160 of the Companies Act 2013, the Company has received a notice in writing from a member stating his intention to propose Sri. Saji Daniel as a candidate for the office of a Director. Further, the Company has received from Sri. Saji Daniel (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act 2013.

Accordingly, your Directors recommend the resolution No.05 for the approval of the shareholders appointing Sri. Saji Daniel as a Director of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board
for **CIAL Infrastructures Limited**

sd/-

Saji K. George
Company Secretary

Date : 20th May 2021
Place : Nedumbassery

As per the requirement of Secretarial Standard 2, the following information relating to the directors who are being appointed / re-appointed, as contained at item 2, 4 & 5 is furnished below:

Particulars	Information	Information	Information
Name	Sri. A. Chandrakumaran Nair (DIN: 0001327169)	Sri. Jose Thomas Periappuram (DIN: 0002905126)	Sri. Saji Daniel (DIN: 0009110803)
Age	59 Years	60 Years	52 Years
Qualification	B.Tech, MBA	M.Tech	CMA, CS
Experience	36 years in Electrical & Airport Operations	38 years of Engineering experience	24 years experience in finance & accounts
Terms and Conditions of appointment	Retiring director, being eligible offer himself for re-appointment.	As per resolution no. 4	As per resolution no. 5
Remuneration last drawn	Nil	As per resolution no. 4	Nil
Date of first appointment on Board	12 th September 2014	19 th March 2021	19 th March 2021
Shareholding in Company	10 equity shares of Rs.10 each, fully paid up	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil
Number of Meetings of Board attended	4	1	1
Other Directorships, Memberships/ Chairmanships of Committees of other Boards	Managing Director - 1. Cochin International Aviation Services Limited Director - Digi Yatra Foundation.	Director - 1. Kerala Waterways and Infrastructures Limited. 2. Cochin International Aviation Services Limited.	Nil

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DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the ninth Annual Report with the audited financial statements of the Company for the year ended 31st March 2021.

(Rupees in lakhs)

Financial Results	2020-21	2019-20
Total Income	2455.97	3236.92
Less: Administrative & other expenses	1052.90	835.73
Cash Profit / Loss	1403.07	2401.19
Less: Depreciation	730.57	712.42
Profit / (Loss) before tax	672.50	1688.77
Less: Exceptional Item	0.00	1036.54
Less: Provision for Income Tax (Current & Deferred Tax)	196.93	117.97
Profit / (Loss) after Tax	475.57	534.26
Add : Other Comprehensive Income (net of taxes)	2.57	0.42
Net Profit / (Loss) for the year	478.14	534.68

SOLAR ENERGY IN KERALA

The renewable energy in India is a fast-growing sector with lot of potential, and with the increased support of the Government and improved economics the sector has also become attractive from an investor's perspective. Solar energy has the least negative impact on the environment compared to any other energy source. It does not produce greenhouse gases and does not pollute water. It also requires very little water for its maintenance, unlike nuclear power plants for example, which requires 20 times more water.

State Government's top most priority is to increase power generation to ensure availability of power in tune with increased demand. At the same time quality of power is also of equal importance. The future of the State's economy is mainly dependent on power and hence the co-operation of all sections of society including that of environmentalists is necessary to achieve these goals. Our State, being located on the western coast of the country has good potential for solar energy harvesting. To unleash this potential, ongoing Government initiatives like 'The Soura' (Sun) project aims to install solar panels on 75,000 homes, which will contribute 350 megawatts (MW) of power to the state's grid. Combined with the 20,000 houses that already put in solar panels under an earlier initiative, the new Soura project will help Kerala cover about 10% of its electricity needs through solar, according to KSEB, the state's electricity board. The project is part of the state's plan to generate 1,000 MW - about a quarter of its electricity needs - from the sun by 2022.

IMPACT OF COVID -19 ON THE ENERGY SECTOR

The outbreak of COVID-19 has brought the world to a standstill, disrupting businesses globally. To fight the outbreak, the Government of India ordered a complete lockdown from March 24, 2020 and lasted for several

weeks. Due to nationwide lockdown, ongoing Solar projects in the country were completely shut, power companies were facing disruption and installation companies are struggling with the delays caused in their projects because of the production slowdown in China. In India, the solar industry is relying on China for around 80% of its requirement of solar module supply. Due to lockdown, top Industry players have been facing delays in procurement of modules, solar cells, and other components. Majority of the labourers who are associated with the solar energy sector are migrants, many of which have returned to their villages due to job loss and nationwide lockdown. Even though the months of October – November showed a positive trend in market, the second wave of Covid 19 has again impacted the industry in a hard way.

REVIEW OF OPERATIONS

In spite of the hurdles caused by the Covid 19 pandemic, your Company was able to secure a net profit of Rs. 4,78,14,000 which is 89% of previous year profit of Rs. 5,34,68,000.

During the financial year under review, your Company generated 4.87 crores units of energy through various solar power plants. CIAL allotted approximately 15 acres of land in front of CIAL Trade Fair Centre for the re-installation of our canal top plant. Except the canal top civil structure, all other materials like solar modules, GI purlins, DC cables, String Inverters, compact sub-stations and HT cables were used by the Company for re-installation of the solar plant. The re-installation work is almost completed.

Your Directors also wish to inform you that even though the Covid pandemic has severely impacted the progress of the 12 MWp solar power plant at Payyannur and 4.5 MW capacity Arippara SHEP projects, both these projects are expected to be commissioned during the second quarter of the financial year 2021 – 22.

DIVIDEND AND TRANSFER TO RESERVES

Your Directors have considered it financially prudent in the long-term interests of the Company to reinvest the profits into the business of the Company to build a strong reserve base for the growth of the business. No dividend has therefore been recommended for the year ended 31st March 2021 and no amounts have been transferred to Other Equity Account.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended 31st March 2021, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) 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 2021 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

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

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company in the prescribed Form MGT-9 is attached herewith as Annexure A to this Report. In accordance with the Companies Act 2013, the annual return in the prescribed format is available at <https://www.cialinfra.in/UserFiles/CIALInfrastructure/file/Abstract%20of%20Annual%20Report%20CIAL%20Infra%202020%20-%202021.pdf>

DIRECTORS

With deep regret, we report the sad demise of our Founder Director, Sri.C.V.Jacob, on 31st January 2021. His sudden and unexpected demise is a terrible loss for CIAL fraternity. Your Directors would like to place on record their highest gratitude and appreciation for the guidance given by Sri.C.V.Jacob to the Board during his tenure as a Director.

In terms of the provisions of Section 152(6) of the Companies Act 2013, two – third of the total number of Directors excluding Independent Directors, are liable to retire by rotation and out of which one third has to retire by rotation at every Annual General Meeting. Sri. A.Chandrakumaran Nair (DIN: 0001327169) is therefore liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment. The Board therefore recommends his re-appointment as Director of the Company.

During the period under review, the Board appointed Sri. Jose Thomas P. (DIN:0002905126) as Director due to causal vacancy caused by the demise of Sri. C.V.Jacob, to hold office upto ensuing Annual General Meeting. Sri. Jose Thomas P. is currently working as Executive Director (employee) of the Company. Considering the rich experience of Sri.Jose Thomas P, the Nomination & Remuneration Committee along with the Board recommended his appointment as the Whole-time Director (designated as Executive Director) of the Company for a period from 19th March 2021 to 31st August 2024. Your Directors recommended to pass a resolution pursuant to the provisions of 196(4) of the Companies Act 2013 for the appointment and remuneration of Sri.Jose Thomas P as a Whole Time Director of the Company. During the year, the Board also appointed Sri. Saji Daniel (DIN:0009110803) as Additional Director to hold office upto ensuing Annual General Meeting. The Board also recommends his appointment as Director of the Company.

Declaration of Independent Directors

Smt. Jolly Thomas (DIN: 0007188260) and Smt. Athiyarath Kothai Ramani (DIN : 0007188269), the Independent Directors of the Company have furnished declaration(s) to the Board that they meet the criteria of 'Independence' as provided in sub-section (6) of Section 149. Pursuant to the notification of the Ministry of Corporate Affairs dated 22nd October 2019, an online data bank for the independent directors ("Data Bank") has been rolled out by the Indian Institute of Corporate Affairs and these two Independent Directors of the Company had registered themselves in the Data Bank. Also they are exempted from the Online Proficiency Self - assessment Test.

Director's appointment and remuneration

The policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters is done as provided under Section 178(3) of the Companies Act 2013. The Board has constituted a Nomination and Remuneration Committee for this purpose.

Pursuant to Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 read with Article 100 of the Articles of Association of the Company, the Board has fixed a sitting fees of Rs.25,000 per meeting per Director for attending the Board Meeting and Rs.15,000 per meeting per Committee Member (Director) for attending Committee meetings of the Company.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

M/s. Sen George Associates (Firm Registration No:007399S), the Statutory Auditor of the Company, hold office till the conclusion of this Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and they are not disqualified for re-appointment. The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

Internal Auditor

The Board of Directors of your Company appointed M/s. Nayar & Menon, Chartered Accountants, Ernakulam (Firm Registration No:002454S) as Internal Auditor pursuant to the provisions of Section 138 of Companies Act 2013 for the financial year 2020 - 21.

Secretarial Auditor

As required under Section 204 of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company is required to appoint a Secretarial Auditor for auditing the Secretarial and related records to ensure compliances of various legislations of the Company and to provide a report in this regard. The Board of Directors of your Company has appointed Sri. Sathish V, Practicing Company Secretary (C.P.No:8343) as Secretarial Auditor of the Company for the financial year 2020-21 and the Secretarial Audit Report in Form MR-3 is attached as Annexure B to this Report. No qualification, reservation, adverse remark or disclaimer have been made in the said report by the Practicing Company Secretary.

DISCLOSURES

Nomination and Remuneration Committee

As per the provisions of Section 178(1) of the Companies Act 2013, read with Rule 6 of the Companies (Meetings of Board & its Powers) Rules 2014, the Board has constituted a Nomination and Remuneration Committee, with the following Members:

Sl.No.	Name of the Member	Designation
1.	Smt. A.K. Ramani	Chairman
2.	Smt. Jolly Thomas	Member
3.	Sri. A Chandrakumaran Nair	Member

The purpose of constituting the Nomination and Remuneration Committee is to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees by striking a balance between the interest of the Company and the Shareholders and other matters as provided under Section 178 of the Companies Act 2013. One meeting of the Nomination and Remuneration Committee was held on 19th March 2021. The composition and category of the Members along with their attendance at Nomination & Remuneration Committee Meeting for the financial year ended 31st March 2021 are given below:

Sl.No.	Name of the Member	Category of Member	No. of Nomination & Remuneration Committee Meetings	
			Held during the tenure	Attended
1.	Smt. A. K. Ramani	Independent Director	1	1
2.	Smt. Jolly Thomas	Independent Director	1	1
3.	Sri. A Chandrakumaran Nair	Non-Executive Director	1	1

Corporate Social Responsibility Committee (CSR Committee)

As per the requirement of section 135 of Companies Act 2013, Companies (Corporate Social Responsibility Policy) Rules 2014 and Schedule VII (activities to be included in the CSR Policies), the Company has constituted a Corporate Social Responsibility Committee at the Board level to monitor the CSR activities. The CSR policy of the Company is available in the following link: <https://www.cialinfra.in/UserFiles/CIALInfrastructure/file/CSR%20Policy%20CIAL%20Infra.pdf>

The Company understands its responsibility towards the society and environment in which it operates. CIL has already identified the strategic areas to achieve its corporate and social objectives. The annual report on CSR activities of the Company for the Financial Year 2020 – 21 are given in Annexure E.

Audit Committee

On 19th March 2021, Board has re-constituted the Audit Committee with the following members:

Sl.No.	Name of the Member	Designation
1.	Smt. A.K. Ramani	Chairperson
2.	Smt. Jolly Thomas	Member
3.	Sri. Saji Daniel	Member

All the recommendations made by the Audit Committee were accepted by the Board during the period under review.

Terms of reference to the Audit Committee

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems; and
- (viii) monitoring the end use of funds raised through public offers and related matters.

Three meetings of the Audit Committee were held during the period under report on 10.07.2020, 28.12.2020 and 19.03.2021. The composition and category of the Members along with their attendance at Audit Committee Meetings as on March 31, 2021 are given below:-

Sl.No	Name of the Member	Category of Member	No. of Audit Committee Meetings	
			Held during the tenure	Attended
1.	Smt.A.K.Ramani	Independent Director	3	3
2.	Smt.Jolly Thomas	Independent Director	3	3
3.	Sri.C V Jacob	Non-Executive Director	2	1
4.	Sri. Saji Daniel	Non-Executive Director	1	1

Board Evaluation

Pursuant to the provisions of the Companies Act 2013 a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated. Similarly, the evaluation of all the directors and the Board as a whole has to be conducted based on the criteria and framework adopted by the Board. The Independent Directors in their meeting, reviewed the performance of non-independent Directors & the Board as a whole and reviewed the performance of the Chairperson of the Company and assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the period under review on 10th July 2020, 25th September 2020, 28th December 2020 and 19th March 2021.

The composition and category of the Directors along with their attendance at Board Meetings for the financial year ended March 31, 2021 are given below:

Sl. No	Name of the Director	Category of Director	No. of Board Meetings	
			Held during the tenure	Attended
1.	Sri. V.J. Kurian	Chairman & Managing Director – Executive	4	4
2.	Sri. C.V. Jacob	Non - Executive Director (expired on 31.01.2021)	3	1
3.	Smt. A.K. Ramani	Independent Director (Non –Executive)	4	4
4.	Smt. Jolly Thomas	Independent Director (Non –Executive)	4	4
5.	Sri. A.C.K. Nair	Non - Executive Director	4	4
6.	Sri.Jose Thomas P	Whole Time Director	1	1
7.	Sri.Saji Daniel	Additional Director	1	1

Risk Management

The Company has adequate system of business risk evaluation and management, to ensure stable & sustainable business growth and to promote pro-active approach in evaluating and resolving the risks associated with the

business. The Company has identified the potential risks such as financial risk, legal & statutory risks and the internal process risk and has put in place appropriate measures for its mitigation. At present, the Company has not identified any element of risk which may threaten the existence of the Company.

Secretarial Standards of ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

Particulars of Loans, guarantees or investments made under Section 186 of the Act

There were no loans, guarantees or investments made by the company under Section 186 of the Companies Act 2013 during the year under review.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo as required to be disclosed under the Act, are provided in Annexure C to this Report.

Related Party Transactions

Related Party Transactions in terms of Ind AS 24 are set out in the Notes forming part of the accounts. These transactions are not likely to have a conflict with the interest of the Company. All the related party transactions are negotiated on arm's length basis and are intended to protect the interest of the Company. Disclosures of particulars of contracts / arrangements entered into by the Company with related parties are given in Form AOC-2 as Annexure D to Directors' Report.

Particulars of Employees and related disclosures

Personnel and industrial relations were cordial and satisfactory during the year under review. There were no employees of the Company who have drawn remuneration in excess of the limits set out under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

General

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Change in the nature of the business of the company.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.
8. During the period under review, there were no companies which have become or ceased to become the subsidiaries, joint ventures or associate companies

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Complaints Committee (ICC) has been set up under the said Act, to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2020-21:

- No. of complaints received : Nil
- No. of complaints disposed of : Nil

Your Directors wish to state that during the period under review no frauds were reported by the Auditors of the Company.

ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the assistance and cooperation received from Central and State Governments, Ministry of New and Renewable Energy, Kerala State Electricity Board, Kerala State Electricity Regulatory Commission, Energy Management Centre (EMC), Bankers, Consultants, Contractors, Management and staff of Cochin International Airport and shareholders for their continued co-operation and unstinted support extended to the Company. Your Directors also wish to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

for and on behalf of the Board of Directors

sd/-

V J Kurian

Chairman and Managing Director

DIN 0001806859

Date : 20th May 2021
Place : Nedumbassery

Annexure A

FORM NO. MGT 9

Extract of Annual Return for the financial year ended 31st March 2021

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U45203KL2012PLC031692
2.	Registration date	20 th July 2012
3.	Name of the Company	CIAL Infrastructures Limited
4.	Category / Sub-category of the Company	Company Limited by shares / Indian Non Government Company
5.	Address of the Registered office & contact details	XI/318E, Cochin International Airport Buildings, Kochi Airport P O, Ernakulam 683 111 Tel No: 0484-4024031, 4024032 e-mail: info@cialinfra.in
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Not Applicable

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	Power Generation	3510	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No	Name and address of the Company	CIN / GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable section
1.	Cochin International Airport Limited	U63033KL1994PLC007803	Holding	99.99	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total equity)

i) Category-wise Share Holding.

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	70	70	0.00005	-	70	70	0.00005	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	15,53,34,552	15,53,34,552	99.99995	-	15,53,34,552	15,53,34,552	99.99995	-

e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	-	15,53,34,622	15,53,34,622	100	-	15,53,34,622	15,53,34,622	100	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of promoter(A)=(A)(1)+(A)(2)	-	15,53,34,622	15,53,34,622	100	--	15,53,34,622	15,53,34,622	100	-
B. Public Shareholding									
a) Mutual Funds / Banks/ FI	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corporates									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Resident 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	-	-	-	-	-	-	-	-	-
d) Non Resident Indians	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1) + (B)(2)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	15,53,34,622	15,53,34,622	100	-	15,53,34,622	15,53,34,622	100	-

ii) Shareholding of Promoter-

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	CIAL	15,53,34,552	99.99995	-	15,53,34,552	99.99995	-	-
2.	V.J. Kurian	10	0.00001	-	10	0.00001	-	-
3	A. Chandrakumaran Nair	10	0.00001	-	10	0.00001	-	-
4	A.M. Shabeer	10	0.00001	-	10	0.00001	-	-
5	R. Venkiteswaran	10	0.00001	-	10	0.00001	-	-
6	Joseph Peter Painunkal	10	0.00001	-	10	0.00001	-	-
7	Sathesh Kumar Pai	10	0.00001	-	10	0.00001	-	-
8	V. Sankar	10	0.00001	-	10	0.00001	-	-
Total		15,53,34,622	100.00	-	15,53,34,622	100.00	-	-

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

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Date wise increase / decrease in shareholding		Shareholding at the end of the year	
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company
1.	CIAL	15,53,34,552	99.99995	-	-	15,53,34,552	99.99995
2.	V.J. Kurian	10	0.00001	-	-	10	0.00001
3.	A. Chandrakumaran Nair	10	0.00001	-	-	10	0.00001
4.	A.M. Shabeer	10	0.00001	-	-	10	0.00001
5.	R. Venkiteswaran	10	0.00001	-	-	10	0.00001
6.	Joseph Peter Painunkal	10	0.00001	-	-	10	0.00001
7.	Sathesh Kumar Pai	10	0.00001	-	-	10	0.00001
8.	V. Sankar	10	0.00001	-	-	10	0.00001

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company
Nil					

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of the Shareholder(s)	Shareholding at the beginning of the year		Date wise increase / decrease in shareholding		Shareholding at the end of the year	
		No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company	No of Shares	% of total Shares of the Company
1	V.J. Kurian	10	0.00001	-	-	10	0.00001
2	Jose Thomas P.	-	-	-	-	-	-
3	A.K. Ramani	-	-	-	-	-	-
4	Jolly Thomas	-	-	-	-	-	-
5	A . Chandrakumaran Nair	10	0.00001	-	-	10	0.00001
6	Saji Daniel	-	-	-	-	-	-
7	Saji K. George (CS)	-	-	-	-	-	-
8	Mini Joseph (CFO)	-	-	-	-	-	-

V. INDEBTEDNESS -
(Rs. in thousands)

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	453,277	-	-	453,277
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	453,277	-	-	453,277
Change in Indebtedness during the financial year				
Addition	356,902	-	-	356,902
Reduction	66,133	-	-	66,133
Net change in Indebtedness	290,769	-	-	290,769
At the end of the financial year				
i) Principal Amount	744,046	-	-	744,046
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	744,046	-	-	744,046

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. in thousands)

SI No.	Particulars of Remuneration	Sri. V.J. Kurian, Chairman & Managing Director (DIN: 0001806859)	Sri. Jose Thomas P Whole-time Director (DIN : 02905126)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act 1961	-	4,161	4,161
	(b) Value of perquisites u/s 17(2) Income Tax Act 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income - Tax Act 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	- - -	- - -	- - -
5	Others, please specify	-	-	-
Total (A)		-	4,161	4,161

B. Remuneration to other Directors: (Amount in Rs.)

SI. No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	A.K. Ramani (DIN: 07188269)	Jolly Thomas (DIN: 07188260)		
	Fee for attending board/ committee meetings	1,75,000	1,75,000		3,50,000
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)	1,75,000	1,75,000		3,50,000
2	Other Non-Executive Directors	A.C.K. Nair (DIN: 01327169)		C.V. Jacob (DIN: 030106)	
	Fee for attending board / committee meetings	-		40,000	40,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	40,000	-
	Total Managerial Remuneration (1) + (2)	1,75,000	1,75,000	40,000	3,90,000
Overall Ceiling as per the Act					73,97,500

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(Rupees in thousands)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO Mini Joseph	Company Secretary Saji K. George	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income - Tax Act 1961	2335	231	2,5866
	(b) Value of perquisites u/s 17(2) of Income - Tax Act 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income - Tax Act 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	- -	- -	- -
5	Others, please specify	-	-	-
Total (C)		2335	231	2,566

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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					

for and on behalf of the Board of Directors

sd/-

V.J Kurian

Chairman and Managing Director

DIN: 0001806859

 Date : 20th May 2021
 Place : Nedumbassery

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
 Phone: 0484 – 4044551; 9961333309 Email: sathish@sathishv.in

Annexure B

Form No. MR-3
SECRETARIAL AUDIT REPORT
for the financial year ended 31.03.2021

*[Pursuant to section 204(1) of the Companies Act 2013 and Rule No.9 of the Companies
 (Appointment and Remuneration of Managerial Personnel) Rules 2014]*

To
The Members,
CIAL Infrastructures Limited
Regd off: Cochin International Airport Buildings
Nedumbasserry - 683111

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **CIAL INFRASTRUCTURES LIMITED** (hereinafter called the company) with Corporate Identity No: U45203KL2012PLC031692. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2021** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. CIAL INFRASTRUCTURES LIMITED for the financial year ended on 31st March 2021 according to the provisions of:
 - (i) The Companies Act 2013 (the Act) and the rules made there under;
 - (ii) The Securities Contracts (Regulation) Act 1956 ('SCRA') and the rules made there under;
 - (iii) Foreign Exchange Management Act 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:
 - a) maintenance of various statutory registers and documents and making necessary entries therein;
 - b) closure of the Register of Members;
 - c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;
 - e) notice of Board meetings and Committee meetings of Directors;
 - f) the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - g) the 8th Annual General Meeting held on 4th September, 2020;
 - h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
 - j) payment of remuneration to Directors, including the Managing Director;
 - k) appointment and remuneration of Auditors and Cost Auditors;
 - l) form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act;
 - m) preparation of Directors Report;
 - n) execution of contracts, affixing of common seal, registered office and publication of name of the company; and
 - o) generally, all other applicable provisions of the Act and the Rules made under the Act.
 - p) borrowings and registration, modification and satisfaction of charges wherever applicable;
3. I further report that:-
- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - b) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings / directorships in other companies and interests in other entities.
 - c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - d) Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.
 - e) The company has obtained all necessary approvals under the various provisions of the Act.

SATHISH V
B.COM, LLB, PGDT, ACMA, FCS
PRACTISING COMPANY SECRETARY

B1, I FLOOR, PERIELLATH APARTMENTS, JAWAHAR – MAHATMA ROAD, VYTTILA P.O, COCHIN - 682019
Phone: 0484 – 4044551; 9961333309 Email: vsathish.cs@gmail.com

4. The Company has not:-

- a) declared any dividends;
- b) transferred any amounts to the Investor Education and Protection Fund, as the company was registered only on 20th July 2012.
- c) made any investment of the Company's funds;
- d) given any guarantees;

5. I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and that during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the Company's affairs.

Sd/-

SATHISH V.

Practising Company Secretary

FCS 8005; CP 8343

UDIN : F008005C000426808

Place : Cochin

Date : 07.06.2021

Energy Conservation initiatives by CIAL Infrastructures Limited

1. Transformers for the Solar Power evacuation has used Special Laser Scribed Cores for minimizing the no load losses. During night time when plant is not operational and the transformers are in line with no load conditions, this would reduce the losses incurred. Transformers are also hermetically sealed type to reduce the maintenance.
2. String inverters are used for the new installations to improve DC/AC conversion which has high conversion efficiency and also to reduce DC cable losses.
3. High efficiency air conditioner system with scroll compressor has been used in Office at Edapally instead of conventional rotary type systems.
4. Sun control film and vertical blinds are provided for entire glass area for reducing heat load, which in turn reduces capacity of air conditioning system.
5. High luminous efficiency LEDs are used for lightings at offices and Solar PV Plant control rooms.
6. Saved approximately 34,500 MT of CO₂ during the last financial year from solar initiatives.
7. T1 & T3 Solar carport inside roof illumination done by LED lighting.
8. CIAL Infra's Energy Policy strives to achieve judicious utilization of energy within the organization by design and practice. It also lays emphasis on maximum utilization of renewable energy across the organization.
9. Each and every employee of CIAL Infra is committed to energy conservation efforts as every unit of energy saved for the next generation.

During the period under review, CIAL Infrastructures Limited has spent approximately Rs.10 lakhs towards capital expenditure on energy conservation measures.

There are no activities relating to technology absorption in connection with operations of the Company.

(Rs. in thousands)

Foreign Exchange Earnings and outgoings (receipts and payments in USD)	2020 - 21	2019 – 20
CIF value of Imports	Nil	Nil
Foreign Exchange Earnings	Nil	Nil
Expenditure in foreign currency	Nil	249
Amount remitted during the year in foreign currency	Nil	Nil

for and on behalf of the Board of Directors

sd/-

V.J. Kurian

Chairman and Managing Director

DIN: 0001806859

Date : 20th May 2021
Place : Nedumbassery

Annexure D

Form 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 arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sl.No	Particulars	Details
1	Name(s) of the related party	Nil
2	Nature of relationship	Nil
3	Nature of contracts / arrangements / transactions	Nil
4	Duration of the contracts / arrangements / transactions	Nil
5	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
6	Justification for entering into such contracts or arrangements or transactions	Nil
7	Date of approval by Board	Nil
8	Amount paid as advance, if any	Nil
9	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Nil

2. Details of material contracts or arrangements or transactions at arm's length basis

Sl. No.	Name of the related party	Nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by CIAL Board	Amount paid as advance, if any
1	Cochin International Airport Limited	Holding Company	Lease Deed for 10.0117 acres of land dated 27 th Jan 2021 Lease Deed for 9.78417 acres of land dated 23 rd February 2021	25 Years 01.01.2021 to 31.12.2045 25 Years, 3 months & 29 days 02.02.2021 to 30.04.2046	Executed to lease 10.0117 acres of company land for setting up of Solar Power Plant and allied infrastructure facilities. Executed to lease 9.78417 acres of company land for setting up of Solar Power Plant and allied infrastructure facilities <u>Value of transactions</u> 1. Sale of Power - Rs.22,11,78,000 2. Reimbursement of expenses - Rs. 23,000 3. Lease Rent paid - Rs.10,83,000	28.09.2019	Nil
2	Cochin International Aviation Services Limited	Fellow Subsidiary Company	Lease Deed for 10 acres & 65.693 cents of land dated 12 th May 2016	20 years commencing from 12 th May 2016	10 acres & 65.693 cents of for setting up solar power plant, under a lease agreement executed for a period of 20 years commencing from 12 th May 2016. <u>Value of transactions</u> 1. Lease Rent paid - 126,000	26.03.2014	Nil
3	Kerala Waterways and Infrastructures Limited	Fellow Subsidiary Company	Reimbursement of Expenses	N.A.	Reimbursement of Expenses <u>Value of transactions</u> 1. Reimbursement of expenses - Rs. 4,98,000	Nil	Nil

for and on behalf of the Board

sd/-

V.J. Kurian

Chairman & Managing Director

DIN : 0001806859

Date : 20th May 2021

Place : Nedumbassery

Annual Report on Corporate Social Responsibility (CSR) activities for the Financial Year 2020-21.

1.	Brief outline on CSR Policy of the Company	Please read section : Corporate Social Responsibility (CSR) Committee in the Board's Report
----	--	---

2. The composition and category of the members as on 31st March 2021 are given below:

Sl. No.	Name of the Member and Designation	Category of Member
a	Smt. Jolly Thomas - Chairman	Independent Director
b	Smt.A.K.Ramani - Member	Independent Director
c	Sri. A C K Nair - Member	Non - Executive Director

3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.	https://www.cialinfra.in/UserFiles/CIALInfrastructure/file/CSR%20Policy%20CIAL%20Infra.pdf
----	---	---

4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules 2014, if applicable (attach the report).	Not applicable to the financial year under review.
----	--	--

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2019 - 20	Nil	Nil
2	2018 - 19		
3	2017 - 18		

6.	Average net profit of the company as per section 135(5)	Rs. 11,57,90,713
----	---	------------------

7.	a	Two percent of average net profit of the company as per section 135(5)	Rs. 23,15,814
	b	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	Nil
	c	Amount required to be set off for the financial year, if any	Nil
	d	Total CSR obligation for the financial year (7a+7b- 7c).	Rs. 23,15,814

8. (a) CSR amount spent or unspent for the financial year

Total Amount Spent for the Financial Year (Rs. in Thousands)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer.	Name of the Fund	Amount	Date of transfer.
Rs. 2344.92	Not Applicable		Not Applicable		

(b) Details of CSR amount spent against ongoing projects for the financial year

1	2	3	4	5		6	7	8	9	10	11	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes /No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes /No)	Mode of Implementation through Implementing Agency	
				State	Dis-trict						Name	CSR Registration number
Not Applicable												

(c) Details of CSR amount spent against other than ongoing projects for the financial year

1	2	3	4	5		6	7	8	
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes / No)	Location of the project.		Amount spent for the project (Rs. thousands).	Mode of implementation Direct (Yes/No).	Mode of implementation Through implementing agency	
				State	District			Name	CSR Registration number
1.	Infrastructure Development	Clause (i) - Infrastructure support	No	Kerala	Kozhikode	Rs.1446.92	Yes	Not Applicable	
2.	Care for destitute	Clause (e) - Social Empowerment	No	Kerala	Kozhikode	Rs. 300.00	Yes	Not Applicable	
3.	Education & Health care	Clause (a) & (i) - Education & Promoting health care	No	Kerala	Kozhikode	Rs. 430.00	Yes	Not Applicable	
4.	Education & Health care	Clause (a) & (i) - Education & Promoting health care	No	Kerala	Kannur	Rs. 150.00	Yes	Not Applicable	
5.	Health care	Clause - (i) Promoting health care including preventive health care	No	Kerala	Kozhikode	Rs.18.00	Yes	Not Applicable	
d	Amount spent in Administrative Overheads							Nil	
e	Amount spent on Impact Assessment, if applicable							Nil	
f	Total amount spent for the Financial Year (8b+8c+8d+8e)							Nil	

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (Rs. In thousands)
i	Two percent of average net profit of the company as per section 135(5)	Rs. 2315.81
ii	Total amount spent for the Financial Year	Rs. 2344.92
iii	Excess amount spent for the financial year [(ii)-(i)]	Rs. 29.11
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 29.11

9. (a) Details of Unspent CSR amount for the preceding three financial years

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Nil							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s)

1	2	3	4	5	6	7	8	9
Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

a	Date of creation or acquisition of the capital asset(s).	Nil
b	Amount of CSR spent for creation or acquisition of capital asset.	Nil
c	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
d	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable
11	Specify the reason(s), if the Company has failed to spend two percent of the average net profits as per Section 135(5).	Not Applicable

V.J.Kurian
Chairman & Managing Director

Jolly Thomas
Chairman of CSR Committee

SEN GEORGE ASSOCIATES
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CIAL INFRASTRUCTURES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of CIAL INFRASTRUCTURES LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

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 Companies Act 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. 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.

Key Audit Matters

Key Audit Matters (‘KAM’) are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period.

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Branch	:	F-16, Municipal Stadium Complex, Palai, Kottayam-686 575

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Description of Key Audit Matters

Key Audit Matters	How our audit addressed the key audit matters
1. Revenue recognition	
Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion insofar as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.
2. Inventories Valuation	
Inventories are valued at lower of cost or net realizable value (NRV). Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated cost necessary to make the sale. The economic disruption caused by corona virus will pose challenges with respect to determination of NRV at the reporting date	Our audit procedures with regard to inventory valuation included procedures on existence, completeness, valuation assertion tests and rights and obligations tests of inventory

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance / conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting standards specified u/s 133 of the Act. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

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- e) On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 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 A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position in its financial statements.
 - 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.

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Sd/-
CA. K.J. JOSE, FCA
Partner
(M.No.204821)
UDIN: 21204821AAAABZ6101

Place : Kochi - 20
Date : 20th May 2021

Head Office : Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20
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Chartered Accountants

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **CIAL INFRASTRUCTURES LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **CIAL INFRASTRUCTURES LIMITED** (“the Company”) as of **31st March 2021** 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 Board of Directors of the Company 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company.

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Chartered Accountants

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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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 31st March 2021, 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 **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Sd/-
CA. K.J. JOSE, FCA
Partner
(M.No.204821)
UDIN: 21204821AAAABZ6101

Place : Kochi - 20
Date : 20th May 2021

Head Office	: Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20 Ph: 0484 2323540, Mob: 9846021796, e-mail-casengeorge@gmail.com
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SEN GEORGE ASSOCIATES
Chartered Accountants

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of CIAL INFRASTRUCTURES LIMITED of even date)

- i)
 - a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification
 - c) The title deeds of immovable properties are held in the name of the company.
- ii) The company has inventory which has been verified by the management at reasonable intervals and material discrepancies noticed during such verifications have been properly dealt with in the books of account.
- iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under Section 189 of the Companies Act 2013.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The company is not required to maintain cost records as specified in sub section (1) of Section 148 of the Companies Act 2013.
- vii)
 - a) The company is regular in depositing undisputed statutory dues with appropriate authorities.
 - b) According to the records of the company, there are no statutory dues which have not been deposited on account of any delay.
- viii) The company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.
- ix) The company has not raised funds by way of public offers of equity shares.
- x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.

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SEN GEORGE ASSOCIATES
Chartered Accountants

- 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) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act 2013 where applicable 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 given to us and based on our examination of the records of the Company, the Company has not made preferential allotment of equity shares during the year under review.
- xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act 2013 are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN: 007399S)

Sd/-
CA. K.J. JOSE, FCA
Partner
(M.No.204821)
UDIN: 21204821AAAABZ6101

Place : Kochi - 20
Date : 20th May 2021

Head Office : Shreyas, B1, Cheruparambath Road, Kadavanthra, Kochi-20
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PART I : BALANCE SHEET
CIAL INFRASTRUCTURES LIMITED
BALANCE SHEET AS AT 31st MARCH 2021

(Rupees in '000)

Particulars	Note No:	31.03.2021	31.03.2020
I. ASSETS			
Non Current Assets			
Property, plant and equipment	4	1,916,899.00	1,682,985.00
Capital work-in-progress	5	877,341.00	769,197.00
Other intangible assets	6	7.00	27.00
Financial assets			
(i) Other Financial Assets	7	-	1,889.00
Income Tax Assets (Net)	8	5,843.00	6,586.00
Current Assets			
Inventories	9	12,714.00	3,720.00
Financial assets			
(i) Trade Receivables	10	22,307.00	22,911.00
(ii) Cash & Cash equivalents	11	1,284.00	1,222.00
(iii) Loans	12	115.00	175.00
(iv) Other financial assets	13	1,880.00	21.00
Other current assets	14	60,295.00	43,989.00
Total Assets		2,898,685.00	2,532,722.00
II. EQUITY & LIABILITIES			
Equity			
Equity Share Capital	15	1,553,346.00	1,553,346.00
Other Equity	16	495,222.00	447,408.00
Liabilities			
Non Current Liabilities			
Financial Liabilities			
(i) Borrowings	17	631,667.00	383,200.00
(ii) Lease Liabilities		9,040.00	8,508.00
Provisions	18	2,662.00	1,750.00
Deferred tax liabilities (Net)	19	54,032.00	45,761.00
Current Liabilities			
Financial Liabilities			
(i) Trade Payables	20	13,227.00	13,951.00
(ii) Borrowings	21	32,379.00	11,677.00
(iii) Other financial liabilities	22	80,965.00	59,313.00
Other current liabilities (net)	23	26,145.00	7,808.00
Total Equity and Liabilities		2,898,685.00	2,532,722.00

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
Chairman & Managing Director
(DIN: 0001806859)

sd/-
A. K. Ramani
Director
(DIN: 0007188269)

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN:007399S)

sd/-
Mini Joseph
Chief Financial Officer
Place : Nedumbassery
Date : 20.05.2021

sd/-
Saji K. George
Company Secretary

Sd/-
CA. K. J. Jose, FCA
Partner (M.No.204821)
UDIN: 21204821AAAABZ6101

Part II : STATEMENT OF PROFIT & LOSS
CIAL INFRASTRUCTURES LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2021

(Rupees in '000)

Particulars		Note No:	31.03.2021	31.03.2020
	Income:			
I.	Revenue from Operations	24	245,034.00	321,728.00
II.	Other Income	25	563.00	1,964.00
III.	Total Revenue		245,597.00	323,692.00
	Expenses:			
	Change in Inventory	26	(8,994.00)	(191.00)
	Employee Benefits	27	20,016.00	18,722.00
	Finance Costs	28	35,804.00	26,061.00
	Depreciation and amortisation expenses		73,057.00	71,242.00
	Other Expenses	29	58,464.00	38,981.00
IV.	Total Expenses		178,347.00	154,815.00
V.	Profit before exceptional items and tax (III-IV)		67,250.00	168,877.00
VI.	Exceptional Items (Refer Note No.42)		-	103,654.00
VII.	Profit before Tax		67,250.00	65,223.00
VIII.	Tax expense:			
	a. i) Current tax		11,422.00	11,098.00
	ii) MAT Credit Entitlement		(11,430.00)	(11,106.00)
	b. Tax for earlier years		-	2.00
	c. Deferred tax		19,701.00	11,803.00
			19,693.00	11,797.00
IX.	Profit for the period from continuing operations (VII-VIII)		47,557.00	53,426.00
X.	Profit for the period from discontinuing operations		-	-
XI.	Tax expense of discontinued operations		-	-
XII.	Profit after tax from discontinued operations		-	-
XIII.	Profit for the year (IX+XII)		47,557.00	53,426.00
XIV.	Other comprehensive income			
	- Items that will not be reclassified to profit or loss		308.00	50.00
	- Income tax relating to items that will not be reclassified to profit or loss		(51.00)	(8.00)
	- Items that will be reclassified to profit or loss		-	-
	- Income tax relating to items that will be reclassified to profit or loss		-	-
XV.	Total comprehensive income for the period (Profit/ loss + other comprehensive income)		47,814.00	53,468.00
XVI.	Earnings per equity share (for continuing operations)			
	a) Basic		0.31	0.34
	b) Diluted		0.31	0.34
XVII.	Earnings per equity share (for discontinued operations)			
	a) Basic		-	-
	b) Diluted		-	-
XVIII.	Earnings per equity share (for discontinued & continuing operations)			
	a) Basic		0.31	0.34
	b) Diluted		0.31	0.34

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Chairman & Managing Director
 (DIN: 0001806859)

sd/-
A. K. Ramani
 Director
 (DIN: 0007188269)

For **SEN GEORGE ASSOCIATES**
 Chartered Accountants
 (FRN:007399S)

sd/-
Mini Joseph
 Chief Financial Officer
 Place : Nedumbassery
 Date : 20.05.2021

sd/-
Saji K. George
 Company Secretary

Sd/-
CA. K. J. Jose, FCA
 Partner (M.No.204821)
 UDIN: 21204821AAAABZ6101

STATEMENT OF CHANGES IN EQUITY
CIAL INFRASTRUCTURES LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2021

A Equity Share Capital

Equity shares of Rs.10/- each, subscribed and fully paid

Particulars	Number in '000	Rupees in '000
Balance as on April 1, 2019	155,335	1,553,346.00
Changes in equity share capital during the year	-	-
Balance as on March 31, 2020	155,335	1,553,346.00
Balance as on April 1, 2020	155,335	1,553,346.00
Changes in equity share capital during the year	-	-
Balance at March 31, 2021	155,335	1,553,346.00

B Other Equity

(Rupees in '000)

Particulars	Retained Earnings	Equity Instruments through Other Comprehensive Income	General Reserve	Total
Balance as on April 1, 2019	394,948.00			394,948.00
Transition impact of IND AS 116, net of tax	(1,008.00)			(1,008.00)
Restated Balance as on April 1, 2019	393,940.00			393,940.00
Profit for the year	53,426.00			53,426.00
Other comprehensive income for the year, net of income tax	42.00			42.00
Total Comprehensive Income for the year	53,468.00			53,468.00
Balance as on March 31, 2020	447,408.00			447,408.00
Profit for the year	47,557.00			47,557.00
Other comprehensive income for the year, net of income tax	257.00			257.00
Total Comprehensive Income for the year	47,814.00			47,814.00
Balance as on March 31, 2021	495,222.00			495,222.00

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
 Chairman & Managing Director
 (DIN: 0001806859)

sd/-
A. K. Ramani
 Director
 (DIN: 0007188269)

For **SEN GEORGE ASSOCIATES**
 Chartered Accountants
 (FRN:007399S)

sd/-
Mini Joseph
 Chief Financial Officer
 Place : Nedumbassery
 Date : 20.05.2021

sd/-
Saji K. George
 Company Secretary

Sd/-
CA. K. J. Jose, FCA
 Partner (M.No.204821)
 UDIN: 21204821AAAAABZ6101

CIAL INFRASTRUCTURES LIMITED

XI/318E, CIAL Buildings, Nedumbassery, Ernakulam - 683 111

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

(Rupees in '000)

Particulars	For the period 01.04.2020 to 31.03.2021	For the period 01.04.2019 to 31.03.2020
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before income tax from		
Continuing Operations	67,250.00	65,223.00
Discontinued operations	-	-
Profit before income tax including discontinued operations	67,250.00	65,223.00
Adjustments for:		
Transition impact of IND AS 116, adjusted in Retained Earnings	-	(789.00)
Other comprehensive income not reclassified to profit or loss	308.00	50.00
Depreciation	73,057.00	71,242.00
Loss on Fixed Asset sold/discarded	16.00	101,680.00
Profit on sale of Fixed Assets	(2.00)	-
Interest income	(126.00)	(212.00)
Interest and Finance Charges	35,799.00	26,040.00
Operating profit before working capital changes	176,302.00	263,234.00
Adjustments for:		
(Increase)/decrease in Inventories	(8,994.00)	(191.00)
(Increase)/decrease in Trade receivables	604.00	7,370.00
(Increase)/decrease in Pre-payments and Other receivables	(16,216.00)	40,995.00
Increase/(decrease) in Liabilities & provisions	19,109.00	4,969.00
Cash generated from operations	170,805.00	316,377.00
Direct Tax Payments	(10,730.00)	(17,271.00)
Net Cash Flow from Operating Activities	160,075.00	299,106.00
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital work-in-progress	(417,682.00)	(236,919.00)
Interest received	126.00	212.00
Sale of Fixed Assets	2,572.00	600.00
Net Cash Flow from Investing Activities	(414,984.00)	(236,107.00)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Share Capital	-	-
Proceeds from Long-Term Borrowing	336,200.00	25,000.00
Proceeds from Short-Term Borrowing	-	-
Repayment of Long-Term Borrowing	(66,132.00)	(58,400.00)
Interest paid	(35,799.00)	(26,040.00)
Net Cash Flow from Financing Activities	234,269.00	(59,440.00)
Net increase/(decrease) in cash and cash equivalents	(20,640.00)	3,559.00
Cash and cash equivalents at the beginning of the period	(10,455.00)	(14,014.00)
Cash and cash equivalents at the end of the period	(31,095.00)	(10,455.00)
Cash and Cash Equivalents as per above comprises of the following		
Cash and cash Equivalents (Note 11)	1,284.00	1,222.00
Bank Overdrafts (Note 21)	(32,379.00)	(11,677.00)
Balance as per Statement of cash flows	(31,095.00)	(10,455.00)

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-
V.J. Kurian
Chairman & Managing Director
(DIN: 0001806859)

sd/-
A. K. Ramani
Director
(DIN: 0007188269)

For **SEN GEORGE ASSOCIATES**
Chartered Accountants
(FRN:007399S)

sd/-
Mini Joseph
Chief Financial Officer
Place : Nedumbassery
Date : 20.05.2021

sd/-
Saji K. George
Company Secretary

Sd/-
CA. K. J. Jose, FCA
Partner (M.No.204821)
UDIN: 21204821AAAABZ6101

CIAL INFRASTRUCTURES LIMITED

Regd. Office: XI/318E, Cochin International Airport Buildings, Nedumbassery,
Kochi Airport P.O, Ernakulam - 683 111, CIN : U45203KL2012PLC031692

NOTES TO FINANCIAL STATEMENTS:

1. GENERAL INFORMATION

CIAL Infrastructures Limited is a public limited company incorporated and domiciled in India. It is a wholly owned subsidiary of Cochin International Airport Limited. The address of its registered office is XI/318E, Cochin International Airport Buildings, Kochi Airport P.O., Ernakulam District, Pin-683111 and the principal place of business is located in Nedumbassery, Kochi-683111.

The company is engaged in the generation and sale of solar power to its parent company, Cochin International Airport Limited and has eight solar plants of 1MWp, 14.4MWp, 3MWp, 2MWp, 2.7MWp, 2.6MWp, 7.2MWp and 5.7MWp capacities. All these solar plants are situated in the premises of Cochin International Airport Limited.

The financial statements were approved for issue by the Company's Board of Directors on 20th May 2021.

2. SIGNIFICANT ACCOUNTING POLICIES:

Basis of Preparation and presentation

a) Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

b) Basis of Measurement

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Defined benefit and other long-term employee benefits.
- ii. Property, plant and equipment with different useful lives.

c) Use of Estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

(i) Revenue Recognition

Revenue from Sale of power is recognized at the point of completion of agreed services. Interest income on deposits is recognized on time proportion basis. Revenue from sale of tender documents is recognized on effecting the delivery of the same. Consultancy income is recognized at the point of completion of agreed services.

(ii) Property, plant and equipment

a) Recognition and measurement:

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

b) Depreciation:

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are ready for intended use. Assets being leasehold improvements are amortized over the lower of estimated useful life and lease term.

The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

Category	Useful Life
Plant and Equipment	15 Years
Solar Power Plant	25 Years
Solar Power Plant – Inverters	10 Years
Office Equipment	05 Years
Office Equipment - Gadgets	02 Years
Computer and Accessories	03 Years
Furniture and Fixtures	10 Years
Motor Vehicle	08 Years
Electrical Equipment	10 Years
Lease Hold Improvements	05 Years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment from 01.04.2016 onwards. During F. Y. 2016-17, the useful life of string inverters of solar power plant was assessed as 10 years and it was componentized from solar power plant. For the solar power plant capitalised during F.Y. 2020-21, the useful life of inverters have been certified by the expert as the same as that of the solar power plant and hence no componentization has been done. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The decommissioning cost have not been capitalised as it is insignificant considering the carrying amount of assets.

(iii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful lives of intangibles are as follows:

Category	Useful Life
Computer Software	5 Years

(iv) Inventories

Inventories have been valued at lower of cost and net realisable value. The cost arrived is including production overheads. Net realisable value is the average pooled power purchase cost of KSEB, as per the regulation of Kerala State Electricity Regulatory Commission.

(v) Employee Benefits

- a. Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the Statement of Profit and Loss.
- b. Defined Contribution Plans – Contributions made to the Recognized Provident Fund are expensed to the Statement of Profit and Loss. The Company’s obligation is limited to the amount contributed by it.
- c. Defined Benefit Plans – The net present value of the obligation for gratuity benefits as determined on independent actuarial valuation, conducted using the projected unit credit method, as adjusted for unrecognized past services cost, if any, is recognized in the books of account. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur.
- d. Long Term Employee Benefits – The Company has a policy on compensated absence which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

(vi) Foreign Exchange Transactions

Transactions in foreign currency are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevailing on the last date of the accounting year and the resultant exchange difference, if any, are recognized in the Statement of Profit and Loss.

(vii) Earnings per share

The earnings considered in ascertaining the company’s Earnings per share comprise of the net profit after tax. The number of shares used in computing the basic earnings per share is

the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted Earnings per share comprises the weighted average shares considered for deriving the basic earning per share and also the weighted average number of shares, which would have been issued on the conversion of all dilutive potential equity shares.

(viii) Taxes on Income:

Income tax expense comprises of current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income of the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred tax assets are reviewed at each Balance Sheet date based on the developments during the period. Deferred tax in respect of timing differences, which originate and reverse during a tax holiday period, are not recognised to the extent the gross total income is subject to the deduction during the tax holiday period.

MAT Credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in the guidance note issued by The Institute of Chartered Accountants of India, the said asset is credited by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

The MAT credit for the year ended 31.03.2021 is Rs.1,14,30,000/- which is credited Statement of Profit and Loss and shown as MAT credit entitlements and there is convincing evidence that the company will pay normal Income Tax during the specified period.

(ix) Impairment of Assets

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

(x) Provisions, Contingent Liabilities and Contingent Assets

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation that may but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are disclosed in the accounts, where an inflow of economic benefits is probable.

(xi) Cash and cash equivalents

Cash and cash equivalents comprise of cash and cash on deposit with banks and financial institutions. Fixed Deposit with banks split into up to 3 months and more than 3 to 12 months.

(xii) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

(xiii) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

(xiv) Corporate Social Responsibility Expenses (CSR)

As per Section 135 of the Companies Act 2013, a CSR Committee has been formed by the company. The amount spent during the year for CSR activities is Rs. 23,44,923/- and the same has been charged off to the Statement of Profit and Loss.

xv) Risk Management

The Company's activities expose it to a variety of risks: credit risk, liquidity risk, and performance risk of contracts.

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counter party credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Hydroelectric Projects have often been accused of indulgence in time and cost overrun resulting ultimately in delay in availability of power as well as in higher cost of power. Main contributing factors to the alleged ubiquitous over-run include delay in timely availability of statutory approvals, resettlement and rehabilitation factors, land acquisition problems and project management and implementation decisions. Processes and policies related to such risks are overseen by senior management.

xvi) Estimation of uncertainties relating to the global health pandemic from Covid-19

The Company has considered the possible effects that may result from the pandemic relating to Covid-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the due date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered.

3. RECENT INDIAN ACCOUNTING STANDARDS (Ind AS)

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

4. Property, Plant and Equipment (Rupees in '000)

Particulars	Cost			Depreciation			Net Carrying Amount		
	Cost as on 01.04.2020	Additions	Sales / Adjustment	Cost as on 31.03.2021	For the year	Sales / Adjustment	Upto 31.03.2021	As at 31.03.2021	As at 31.03.2020
Land	63,446.00	-	-	63,446.00	-	-	-	63,446.00	63,446.00
Right to Use Assets	8,757.00	3,502.00	2,747.00	9,512.00	391.00	177.00	562.00	8,950.00	8,409.00
Lease Hold Improvements	2,151.00	-	-	2,151.00	341.00	-	2,151.00	-	341.00
Plant & Equipment	47.00	-	-	47.00	3.00	-	11.00	36.00	39.00
Solar Power Plant	1,801,718.00	305,366.00	-	2,107,084.00	68,039.00	-	269,997.00	1,837,087.00	1,599,760.00
Solar Power Plant-Inverters	15,317.00	-	-	15,317.00	3,185.00	-	13,983.00	1,334.00	4,519.00
Electrical Equipment	4,187.00	-	-	4,187.00	398.00	-	1,045.00	3,142.00	3,540.00
Office Equipment	137.00	299.00	60.00	376.00	63.00	44.00	103.00	273.00	53.00
Office Equipment-gadgets	111.00	-	-	111.00	53.00	-	83.00	28.00	81.00
Computers & Accessories	1,035.00	371.00	69.00	1,337.00	202.00	68.00	945.00	392.00	224.00
Furniture & Fixtures	605.00	-	-	605.00	58.00	-	305.00	300.00	358.00
Vehicles	2,557.00	-	-	2,557.00	304.00	-	646.00	1,911.00	2,215.00
Total	1,900,068.00	309,538.00	2,876.00	2,206,730.00	73,037.00	289.00	289,831.00	1,916,899.00	1,682,985.00
Previous Year	1,768,996.00	520,407.00	389,335.00	1,900,068.00	71,221.00	21,696.00	217,083.00	1,682,985.00	1,601,438.00

5. Capital Work in Progress (Rupees in '000)

Particulars	Cost			Depreciation			Net Carrying Amount		
	Cost as on 01.04.2020	Additions	Sales / Adjustment	Cost as on 31.03.2021	For the year	Sales / Adjustment	Upto 31.03.2021	As at 31.03.2021	As at 31.03.2020
Hydro Project	480,315.00	123,271.00	63,483.00	540,103.00	-	-	-	540,103.00	480,315.00
Solar Power Plant	288,882.00	353,401.00	305,045.00	337,238.00	-	-	-	337,238.00	288,882.00
Total	769,197.00	476,672.00	368,528.00	877,341.00	-	-	-	877,341.00	769,197.00
Previous Year	787,326.00	492,912.00	511,041.00	769,197.00	-	-	-	769,197.00	787,326.00

6. Other Intangible Assets (Rupees in '000)

Particulars	Cost			Depreciation			Net Carrying Amount		
	Cost as on 01.04.2020	Additions	Sales / Adjustment	Cost as on 31.03.2021	For the year	Sales / Adjustment	Upto 31.03.2021	As at 31.03.2021	As at 31.03.2020
Computer Software	128.00	-	-	128.00	20.00	-	121.00	7.00	27.00
Total	128.00	-	-	128.00	20.00	-	121.00	7.00	27.00
Previous Year	128.00	-	-	128.00	21.00	-	101.00	27.00	48.00

7. Other Financial Assets (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Unsecured, considered good		
Security Deposit with Sales Tax	-	74.00
Rent Deposit	-	1,815.00
	-	1,889.00

8. Income Tax Assets (Net) (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Advance Tax & TDS, net of provision	5,843.00	6,586.00
	5,843.00	6,586.00

9. Inventories (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Closing Stock (Refer Note No. 32)	12,714.00	3,720.00
	12,714.00	3,720.00

10. Trade Receivables (Rupees in '000)

Particulars	31.03.2021	31.03.2020
<u>Unsecured, Considered Good</u>		
Outstanding for a period exceeding six months	-	-
Others	22,307.00	22,911.00
	22,307.00	22,911.00

11. Cash and Cash equivalents (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Balance with Banks		
- In Current Accounts	635.00	621.00
- In Fixed Deposits	637.00	589.00
maturity less than 3 months		
maturity between 3 to 12 months	<u>637.00</u>	
Cash on hand	12.00	12.00
	1,284.00	1,222.00
Lien has been created on Fixed deposit of Rs. 637 K INR for issuance of Bank Guarantee		

12. Loans (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Advances to Related Parties :-		
Air Kerala International Services Limited	-	8.00
Kerala Waterways and Infrastructures Limited	115.00	167.00
	115.00	175.00

13. Others Financial Assets (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Interest accrued on Fixed Deposits	-	21.00
Rent Deposit	1880.00	-
	1,880.00	21.00

14. Others Current Assets (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Other Advances	60,295.00	43,989.00
	60,295.00	43,989.00

15. Equity Share capital (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Authorised:		
Equity Shares:		
30,00,00,000 Equity Shares of Rs.10/- each, fully paid	3,000,000.00	3,000,000.00
(PY : 30,00,00,000 equity shares)	3,000,000.00	3,000,000.00
Issued, Subscribed & Paid Up		
Equity Shares:		
15,53,34,622 Equity Shares of Rs.10/- each fully paid up	1,553,346.00	1,553,346.00
(PY :15,53,34,622 equity shares)	1,553,346.00	1,553,346.00

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/-.

Details of persons holding more than 5% shares is as follows:

Particulars	%	Amount in Rupees	
		31.03.2021	31.03.2020
a) Cochin International Airport Limited 15,53,34,552 equity shares of Rs.10/- each (PY : 15,53,34,552 equity shares)	99.99%	1,553,346.00	1,553,346.00

The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2021 and March 31, 2020 is set out below:

Particulars	(No. of shares & Amt in '000)	
	31.03.2021	31.03.2020
Number of shares at the beginning	155,335.00	155,335.00
Value of shares at the beginning	1,553,346.00	1,553,346.00
Add: Shares issued during the period (Number)	-	-
(Value)	-	-
Number of shares at the end	155,335.00	155,335.00
Value of shares at the end	1,553,346.00	1,553,346.00

16. Other Equity (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Retained Earnings		
Opening Balance	447,408.00	394,948.00
Transition impact of IND AS 116, net of tax	-	(1,008.00)
Current period Profit	47,814.00	53,468.00
Closing balance	495,222.00	447,408.00

17. Non Current Borrowings (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Secured :		
Term Loans from Bank (Refer Note No. 39)	631,667.00	383,200.00
	631,667.00	383,200.00

18. Provisions (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Provision for Leave Benefits	1,692.00	1,056.00
Provision for Gratuity	970.00	694.00
	2,662.00	1,750.00

19. Deferred tax liabilities (Net) (Rupees in '000)

Particulars	31.03.2021	31.03.2020
MAT credit	(143,094.00)	(131,664.00)
Deferred tax liability, net (Refer Note No. 38)	197,126.00	177,425.00
	54,032.00	45,761.00

20. Trade Payables (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Creditors for Expenses	13,227.00	13,951.00
	13,227.00	13,951.00

21. Borrowings (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Secured:		
Loan repayable on demand from Bank	32,379.00	11,677.00
	32,379.00	11,677.00

22. Other Financial Liabilities (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Current Maturities of Lease Liabilities (Refer Note No. 33)	965.00	913.00
Current Maturities of Long Term Debt (Refer Note No. 39)	80,000.00	58,400.00
	80,965.00	59,313.00

23. Other Current Liabilities (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Other Current Liabilities	26,145.00	7,808.00
	26,145.00	7,808.00

24. Revenue from Operations (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Sale of Solar Power Units	245,034.00	321,728.00
	245,034.00	321,728.00

25. Other Income (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Sale of Tender Documents	14.00	282.00
Interest Income	126.00	212.00
Creditors, written back	71.00	216.00
Sale of Scrap	-	1,254.00
Sale of Trees	21.00	-
Profit on sale of Fixed Assets	2.00	-
Profit on Surrender of leased asset	329.00	-
	563.00	1,964.00

26. Change In Inventory (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Opening Stock	3,720.00	3,529.00
Less: Closing Stock	12,714.00	3,720.00
	(8,994.00)	(191.00)

27. Employee Benefits (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Salaries & Wages	17,846.00	17,082.00
Contribution to Provident and Other Funds	1,430.00	1,391.00
Staff Welfare Expenses	740.00	249.00
	20,016.00	18,722.00

28. Finance Costs (Rupees in '000)

Particulars	31.03.2021	31.03.2020
Bank Charges	5.00	21.00
Interest on Lease Liabilities	1,006.00	788.00
Interest on OD Account	1,191.00	1,089.00
Interest on Term Loan	33,602.00	24,163.00
	35,804.00	26,061.00

29. Other Expenses**(Rupees in '000)**

Particulars	31.03.2021	31.03.2020
Travelling & Conveyance	895.00	1,401.00
Postage & Telephone	104.00	100.00
Vehicle Hiring charges	1,810.00	1,604.00
Advertisement and Publicity	168.00	351.00
Printing & Stationery	90.00	180.00
Office Expenses	238.00	252.00
Professional Charges	465.00	500.00
Rates and Taxes	457.00	396.00
Repairs & Other Expenses related to Flood (Refer Note No. 40)	-	1,569.00
Repairs & Maintenance	5,455.00	5,225.00
Operation & Maintenance for Solar Plant	15,253.00	13,871.00
Farming Expenses, net of Income	916.00	1,263.00
Rent	2,838.00	2,843.00
Power, Water & Fuel Charges	271.00	341.00
Sitting Fees to Directors	390.00	510.00
Security Services	3,066.00	2,228.00
Insurance	2,467.00	1,390.00
Vehicle Running & Maintenance Expenses	141.00	148.00
Auditor's Remuneration (Refer Note No. 31)	125.00	125.00
Miscellaneous Expenses	121.00	78.00
Loss on capital WIP Sold/Discarded (Refer Note No. 41)	20,833.00	750.00
Loss on sale / deletion of asset	16.00	1,105.00
Corporate Social Responsibility Expenses (Refer Note No.2(xiv))	2,345.00	2,751.00
	58,464.00	38,981.00

30. Contingent Liabilities And Commitments (to the extent not provided for)**(Rupees in '000)**

Particulars	Current Year	Previous Year
a. Claims against the company not acknowledged as debt Bank Guarantees outstanding	550	550
b. Estimated amounts of contracts remaining to be executed on capital account and not provided for	226,318	566,031

31. Payment To The Auditor**(Rupees in '000)**

Particulars	Current Year	Previous Year
For Statutory Audit	125	125
	125	125

32. VALUATION OF INVENTORY

Inventories are stated at lower of Cost and Net Realisable Value. The cost arrived at by the management is the direct cost including production overheads which is Rs.2/- per unit. The net realisable value is the average pooled power purchase cost of KSEB as per Kerala State Electricity Regulatory Commission tariff order, which is Rs. 2.94 per unit. As on 31.03.2021, 63,56,780 units of power is stored with the Kerala State Electricity Board Ltd. grid. This is valued at cost of Rs. 2/- per unit to arrive at the closing stock value of 12714 K INR.

33. DISCLOSURE UNDER IND AS 116 : LEASES**Transition to Ind AS 116**

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules 2019 and Companies (Indian Accounting Standards) Second Amendment Rules has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company has not restated comparative information, instead, the cumulative effect of initially applying this standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

Company as a Lessee

For transition, the Company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset. The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

On transition, the Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. Accordingly, a right-of-use asset of Rs. 8757 K INR and a correspond lease liability of Rs. 9546 K INR has been recognized. The cumulative effect on transition in retained earnings net off taxes is Rs. 1008 K INR (including a deferred tax of Rs. 219 K INR). Borrowing rate of 8.25% has been applied to lease liabilities recognised in the balance sheet at the date of initial application.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-of-use asset and finance cost for interest accrued on lease liability.

The difference between the future minimum lease rental commitments towards non-cancellable operating leases and finance leases reported as at March 31, 2019 compared to the lease liability as accounted as at April 1, 2019 is primarily due to inclusion of present value of the lease payments for the remaining term of the leases, reduction due to discounting of the lease liabilities as per the requirement of Ind AS 116

and exclusion of the commitments for the leases to which the Company has chosen to apply the practical expedient as per the standard.

The Lease liabilities repayable in the next one year is shown under Current Liabilities and the balance amount is shown under Non current Liabilities. The details of the same are given below :-

Particulars	Current Year Rupees in '000	Previous Year Rupees in '000
Amount included in Non Current Liabilities	9,040	8,508
Amount included in Current Liabilities	965	913
Total Lease Liabilities	10,005	9,421

34. Related Party Disclosures

A. Name of the related party and nature of relationship

a) Holding Company

Cochin International Airport Limited

b) Fellow Subsidiaries

Air Kerala International Services Limited
Cochin International Aviation Services Limited
CIAL Dutyfree & Retail Services Limited
Kerala Waterways and Infrastructures Limited

c) Enterprises where significant influence of Key Management Personnel or their relatives exists:

CIAL Charitable Trust

d) Key Managerial Personnel

Mr. V. J. Kurian	-	Managing Director
Mr. C.V. Jacob	-	Director (ceased w.e.f 31.01.2021)
Mr. A.C.K. Nair	-	Director
Ms. A. K. Ramani	-	Director
Ms. Jolly Thomas	-	Director
Mr. Jose Thomas P.	-	Whole Time Director (appointed on 19.03.2021)
Mr. Saji Daniel	-	Additional Director (appointed on 19.03.2021)
Mr. Saji K. George	-	Company Secretary
Ms. Mini Joseph	-	Chief Financial Officer
Mr. V. J. Kurian	-	Managing Director of Holding Company
Mr. Saji K. George	-	Company Secretary of Holding Company
Mr. Saji Daniel	-	Chief Financial Officer of holding Company

B. Transactions with related parties as per the books of account during the year

(Rupees in '000)

Particulars	Current Year	Previous Year
Cochin International Airport Limited		
Sale of Power	221,178	321,728
Reimbursement of Expenses	23	-

Lease Rent paid Cochin International Aviation Services Limited	1,083	951
Lease Rent paid Air Kerala International Services Limited	126	126
Reimbursement of Expenses Kerala Waterways and Infrastructures Limited	-	4
Reimbursement of Expenses CIAL Charitable Trust	498	10,156
Reimbursement of Expenses Mr. C.V. Jacob, Director	8	-
Sitting fees paid Ms. A. K. Ramani, Director	40	145
Sitting fees paid Ms. Jolly Thomas, Director	175	175
Sitting fees paid Mr. Jose Thomas P., Whole Time Director	175	190
Salary, allowances and other benefits Mr. Saji K. George, Company Secretary	4,161	2,372
Salary, allowances and other benefits Ms. Mini Joseph, Chief Financial Officer	231	509
Salary, allowances and other benefits	2,335	2,320

C. Amount Outstanding as at 31.03.2021

(Rupees in '000)

Particulars	31.03.2021	31.03.2020
Cochin International Airport Limited	22307 Dr	22911 Dr
Air Kerala International Services Limited	-	8 Dr
Cochin International Aviation Services Limited	-	115 Cr
Kerala Waterways and Infrastructures Limited	115 Dr	167 Dr

35. DISCLOSURE IN ACCORDANCE WITH Ind AS - 19 ON EMPLOYEE BENEFITS

(Rupees in '000)

Particulars	Current Year	Previous Year
a) Defined Contribution Plans		
Contribution to Recognised Provident Fund	1,430	1,391
b) Defined Benefit Plan - Gratuity :		
Unfunded Obligation		
i) Actuarial Assumptions		
Discount Rate	7.50%	7.50%
Compensation Escalation Rate	5.00%	5.00%
Mortality Rate	Indian Assured Lives Mortality [1994-96] Ultimate	Indian Assured Lives Mortality [1994-96] Ultimate
Attrition Rate	1.92%	1.92%

ii) Reconciliation of present value obligation		
Present Value of Obligations at the beginning of the year	694	538
Current Service Cost	255	198
Interest Cost	61	48
Benefits paid	-	(46)
Actuarial (gain) / loss	(40)	(44)
Present Value of Obligations at the end of the year	970	694
iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end		
Present Value of Obligations at the end of the year	970	694
Fair Value of Plan Assets at the end of the year	-	-
Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet	970	694
iv) Expenses recognized in the Statement of Profit and Loss		
Current Service Cost	255	198
Past Service Cost	-	-
Interest Cost	61	48
Expected return on Plan Assets	-	-
Expenses recognized in the statement of Profit & Loss	316	246
v) Amount disclosed under Other Comprehensive Income (OCI)		
Opening amount disclosed under OCI	29	73
Actuarial Gain / Loss on obligation liability side during the period	(40)	(44)
Actuarial Gain / Loss on asset side during the period	-	-
Return on assets other than those included in net interest	-	-
Any other impact from asset value assumption	-	-
Any other impact from liability value assumption	-	-
Closing amount disclosed under OCI	(11)	29
c) Long Term Employee Benefits - Compensated absences : Unfunded Obligation		
i) Actuarial Assumptions		
Discount Rate	7.50%	7.50%
Rate of Return on Plan Assets	Not applicable	Not applicable
Mortality Rate	Indian Assured Lives Mortality [1994-96] Ultimate	Indian Assured Lives Mortality [1994-96] Ultimate
Rate of increase in compensation level	As per company rules	As per company rules

ii) Reconciliation of present value obligation		
Present Value of Obligations at the beginning of the year	1,056	749
Current Service Cost	795	407
Interest Cost	109	71
Benefits paid	-	(165)
Actuarial (gain) / loss	(268)	(6)
Present Value of Obligations at the end of the year	1,692	1,056
iii) Net (Asset) / Liability recognized in the Balance Sheet as at year end		
Present Value of Obligations at the end of the year	1,692	1,056
Fair Value of Plan Assets at the end of the year	-	-
Net present value of unfunded obligation recognized as (asset) / liability in the Balance Sheet	1,692	1,056
iv) Expenses recognized in the Statement of Profit and Loss		
Current Service Cost	795	407
Past Service Cost	-	-
Interest Cost	109	71
Expected return on Plan Assets	-	-
Expenses recognized in the statement of Profit & Loss	904	478
v) Amount disclosed under Other Comprehensive Income (OCI)		
Opening amount disclosed under OCI	(412)	(406)
Actuarial Gain / Loss on obligation liability side during the period	(268)	(6)
Actuarial Gain / Loss on asset side during the period	-	-
Return on assets other than those included in net interest	-	-
Any other impact from asset value assumption	-	-
Any other impact from liability value assumption	-	-
Closing amount disclosed under OCI	(680)	(412)

36. Other Comprehensive Income - Items that will not be reclassified to profit or loss (Rupees in '000)

Particulars	Current Year	Previous Year
Remeasurements of the defined benefit plans		
a. Gratuity	40	44
b. Earned Leave Encashment	268	6
	308	50

37. The Income tax expense for the year can be reconciled to the accounting profit as follows:

(Rupees in '000)

Particulars	Current Year	Previous Year
Profit before tax	67,558	65,273
Income tax expense calculated at 27.82% (2019-20 : 27.82%)	18,794	18,159
Effect of expense that are not deductible in determining taxable profit	907	1,117
Effect on deferred tax balance due to change in income tax rate	-	(7,253)
Effect of decrease in Retained Earnings due to Ind AS adjustment	-	(220)
Effect of Interest included in tax Expense	-	-
Effect of Non Taxable subsidiaries and effect of differential tax rate	-	-
Effect of Unused tax credits	-	-
Others - Interest under section 234C	43	-
Adjustments recognised in the current year in relation to current tax of prior years	-	2
Income tax expense recognised in profit or loss	19,744	11,805

38. Major Components of Deferred Tax Asset/Deferred Tax Liability are:-

(Rupees in '000)

Particulars	As on 01.04.2020	Current Year	As on 31.03.2021	
	Asset / (Liability)	Asset / (Liability)	Asset	Liability
Depreciation	(340,750)	(37,342)	-	378,092
Unabsorbed depreciation	162,775	17,376	180,151	-
Provision for Gratuity & Earned Leave	487	254	741	-
Right of Use Assets (Ind AS 116)	(2,339)	(151)	-	2,490
Lease Liabilities (Ind AS 116)	2,621	162	2,783	-
Transition impact of Ind AS 116 on Retained Earnings	(219)	-	-	219
Total	(177,425)	(19,701)	183,675	380,801
NET DTA / (DTL)	(177,425)	(19,701)		(197,126)

39. TERM LOANS FROM BANK

The term loans represent the disbursement of two term loans sanctioned by M/s. Federal Bank Limited.

- A term loan of Rs. 35 crores was sanctioned for the execution of SHEP project at Arippara, Kozhikode. The period of this term loan is 144 months and the present interest rate is 8.15% per annum (P.Y. 8.5% per annum). The term loan is repayable in 22 half yearly installments and the first such installment shall commence after 13 months from the date of first disbursement of loan. Accordingly, the repayment had started in September 2019. The total amount availed from this term loan till 31st March 2021 is Rs. 28.5 crores and the amount outstanding in this term loan account as

on 31st March 2021 is Rs. 24.5 crores. Interest is charged and duly paid every month and the same is classified under Arippara Capital WIP as Interest During Construction period. The term loan is primarily secured by equitable mortgage on 6.69 acres of project land at Arippara, Kozhikode and other project assets situated on this land. The collateral security is extension of charge on entire current assets of the company, which is already charged for availing overdraft facility of Rs. 5 crores from Federal Bank Limited.

- ii) A term loan of Rs. 50 crores was availed for the execution of two Solar PV Plants of 7.5MWp & 2.4MWp capacity, as part of phase III expansion of solar plants at airport premises. The period of this term loan was 120 months. In July 2020, this loan was taken over by the new Term Loan of Rs. 150 crores sanctioned by Federal Bank, which is referred to in (iii) below. The amount outstanding in this term loan account at the time of pre-closure was Rs. 32.38 crores.
- iii) A term loan of Rs. 150 crores was availed during the year, for meeting the future capex requirement and closure of existing term loan referred to in (ii) above. The period of this term loan is 144 months and the present interest rate is 7.8% per annum. The term loan is repayable in 144 monthly installments. During F.Y. 2020-21, eight installments of loan totaling to Rs. 3.33 crores have been repaid and an amount of Rs. 46.66 crores is outstanding as on 31.03.2021. The loan is secured by hypothecation of entire current assets, entire movable fixed assets presently owned by CIAL Infrastructures Ltd, cash flows of CIAL Infrastructures Ltd and Hypothecation of receivables from CIAL through escrow mechanism.

(Rupees in '000)

Particulars	Arippara Term Loan	Term Loan 150 cr	Total
Amount included in Non Current Borrowings	215,000	416,667	631,667
Amount included in Current maturities of long term debt	30,000	50,000	80,000
Total Loan	245,000	466,667	711,667

40. INCIDENCE OF FLOOD AND CONSEQUENT DAMAGES TO OUR SOLAR PLANTS

The torrential rains that wreaked havoc in the state of Kerala causing floods and landslides in the month of August 2018, caused substantial damages to four of our six solar plants situated in the premises of Cochin International Airport. All six solar plants are fully insured with United India Insurance Company Limited and the flood damage is covered under "Standard Fire and Allied Perils Policy". Accordingly, we had filed a claim for Rs. 7.32 crores with the insurance company and the claim was settled by them for Rs. 6.81 crores. The difference between the claimed amount and the amount paid by insurance company, as well as Other expenses related to flood which are not claimable, are shown in our Statement of Profit & Loss under the head "Repairs & other expenses related to flood".

41. LOSS ON CANCELLATION OF ALLOTMENT OF SHEPs

Government of Kerala vide its order GO (MS) No.9/2020/POWER dated 25.11.2020 has cancelled the allotment of 21MW Kakkadampoil Stage I SHEP and 16MW Poru SHEP, after retaining 25% of the total premium collected. The premium thus retained by Power department for above two SHEPs along with initial expenses like topographic survey charges and consultancy charges for DPR preparation, amounting to Rs. 20,833 K INR, has been charged off to our current Statement of Profit & Loss under the head "Loss on capital WIP Sold/Discarded".

Government of Kerala vide its order GO (MS) No.11/2018/PD dated 28.08.2018 had cancelled the allotment of Kazhuthurutty, Kokkamullu and Urumbini SHEPs, after retaining 50% of first installment of premium collected, which equals to 25% of total premium quoted. Accordingly, we have received a refund of Rs. 2490 K INR on 18-03-2019. The premium retained by Power department for above three SHEPs along with initial expenses like topographic survey charges and consultancy charges for DPR preparation, amounting to Rs. 750 K INR has been charged off during the previous year, to our Statement of Profit & Loss under the head "Loss on capital WIP Sold/Discarded".

42. DISMANTLING OF CANAL TOP SOLAR PLANT & RE-INSTALLATION AT NEW SITE

During the Phase II expansion of solar plants, the company had installed a canal top solar PV power plant of 5.85144 MWp capacity over the Chengalthodu diversion canal on the Southern side of the airport, outside the operational boundary wall. The canal top solar plant was capitalized in our books on 25th March 2018.

During the monsoon of 2018 as well as 2019, Cochin International Airport and the neighbouring places faced two floods, which caused great damage to public & private properties in this neighbourhood. In the aftermath of 2019 floods, there was an outcry by the elected representatives that our canal-top plant situated in the Chengalthode diversion canal, was obstructing the free flow of water through the diversion canal, causing flooding in this area. They demanded that the canal top structure be dismantled. Though the solar panels erected were much above the flood level and there was no hindrance to the flow of water during the flood due to its presence, to assuage the apprehensions of general public and as per the directions of Honourable Minister for Agriculture who convened the meeting at District Collectorate to discuss the flood situation in 2019, the company took a decision to dismantle our canal top solar plant. The decision for dismantling the canal top solar plant was taken on 12th August 2019.

Cochin International Airport Limited, our parent company, allotted approximately 15 acres of land in front of CIAL Trade Fair Centre, for the re-installation of our canal top plant. Except the canal top civil structure, all other materials like solar modules, GI purlins, DC cables, string inverters, compact substations and HT cables were used by the company for re-installation of the solar plant. The re-installation work is nearing completion as on 31st March 2020.

The financial impact on dismantling of canal top plant is shown under the head "Exceptional Items" in the Statement of Profit & Loss for the current year. The financial impact on dismantling, can be categorized under two heads. First one is the amortization of canal top civil structure and other assets lying under Fixed Assets head, which cannot be reused at the re-installed solar plant at new site. The second one is the dismantling expenses which is to be charged off to our Statement of Profit & Loss for the previous year.

The amount to be written off from Fixed Assets head, on account of dismantling of canal top solar plant comes to Rs. 100,575 K INR and the details of the same are given below :-

(Rupees in '000)			
Particulars	Gross Book Value	Accumulated depreciation upto 12.08.2019	Net Book Value as on 12.08.2019
Capitalised Value of Canal top Solar Plant	386,147	20,213	365,934
Less : Assets reused for re-installation of solar plant at new site	(280,053)	(14,694)	(265,359)
Amortization on dismantling of canal top solar plant	106,094	5,519	100,575

The dismantling expenses consist of labour charges for dismantling the solar PV modules, purlins, civil structure etc. and other related expenses. Dismantling activity has been completed fully and the total expenses incurred under this head is Rs. 3079 K INR.

The details of the financial impact on dismantling of the canal top plant, which is shown under the head "Exceptional Items" in the Statement of Profit & Loss for the previous year is given below :-

(Rupees in '000)	
Particulars	Amount
Amortization on dismantling of canal top solar plant	100,575
Dismantling expenses	3,079
Financial impact on dismantling of canal top plant shown under the head "Exceptional Items" in the Statement of Profit & Loss for the previous year	103,654

43. DISCLOSURES UNDER IND AS 23: BORROWING COSTS

(Rupees in '000)

Particulars	31.03.2021	31.03.2020
Borrowing costs capitalised	19,122	15,732

44. The details of Provisions as per Ind AS- 37 are given below:

(Rupees in '000)

Particulars	Opening Balance	Additions / (Reversals)	Closing Balance
Provision for Taxation (set off against advance tax)	11,106	11,473	22,579
Provision for Gratuity	694	276	970

45. Disclosure as per Ind AS 33 - Earnings per Share

Basic and Diluted Earning per Share (EPS), of face value Rs.10/- has been calculated as under:

(Rupees in '000)

Particulars	Current Year	Previous Year
BASIC & DILUTED:		
<u>Numerator</u>		
Net Profit for the year	47,557.00	53,426.00
<u>Denominator</u>		
Weighted average number of equity shares outstanding during the year (Partly paid shares treated as a fraction of an equity share) in thousands	155,334.62	155,334.62
Earnings per Share - Basic	0.31	0.34
- Diluted	0.31	0.34

46. ADDITIONAL INFORMATION

(Rupees in '000)

Particulars	Current Year	Previous Year
a) CIF Value of imports made during the year	Nil	Nil
b) Earnings in Foreign Exchange (Export of Goods)	Nil	Nil
c) Expenditure in Foreign Currency	Nil	249
d) Amount remitted during the year in foreign currency	Nil	Nil

47. There are no amount overdue to any enterprises which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act 2006.

48. Previous year figures have been regrouped / reclassified wherever necessary to suit the current year's layout.

For and on behalf of the Board of Directors

As per our separate report of even date attached

sd/-

V.J. Kurian

Chairman & Managing Director
(DIN: 0001806859)

sd/-

A. K. Ramani

Director
(DIN: 0007188269)

For **SEN GEORGE ASSOCIATES**

Chartered Accountants
(FRN:007399S)

sd/-

Mini Joseph

Chief Financial Officer

Place : Nedumbassery

Date : 20.05.2021

sd/-

Saji K. George

Company Secretary

Sd/-

CA. K. J. Jose, FCA

Partner (M.No.204821)

UDIN: 21204821AAAABZ6101