

# **KERALA WATERWAYS AND INFRASTRUCTURES LIMITED**

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## **DIRECTORS' REPORT & FINANCIAL STATEMENTS**

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**2019-20**

## KERALA WATERWAYS AND INFRASTRUCTURES LIMITED

Regd. Office Kolaara Estate, N.H. Bypass, Edappally, Kochi-682 024, Kerala

Telephone: +91 484 4024031, 4024032; e-mail: kwilsec@gmail.com; CIN: U61200KL2017PLC050586

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 03<sup>rd</sup> Annual General Meeting of Kerala Waterways and Infrastructures Limited will be held on **Friday, the 04<sup>th</sup> day of September 2020 at 11.00 a.m. at III Floor, 34/213, Kolaara Estate, NH Road, Edappally, Ernakulam - 682 024**, the Registered Office of the Company to transact the following business.

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2020, 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 Dr. Vishwas Mehta IAS (DIN:01888904) 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(s) thereof) the retiring auditor M/s.Nayar & Menon, Chartered Accountants, Ernakulam (Firm Registration No:002454S) 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.”

By order of the Board  
for **Kerala Waterways and Infrastructures Limited**

sd/-  
**V.J.Kurian**  
Director

**DIN: 0001806859**

Place : Thiruvananthapuram

Date : 18<sup>th</sup> July 2020

#### Notes:

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.

As per the requirement of Secretarial Standard 2, the following information relating to the Director retiring by rotation who is being re-appointed, as contained in item 2 is furnished below:

Particulars	Information
Name	Dr. Vishwas Mehta IAS (DIN:01888904)
Age	59 Years
Qualification	IAS
Experience	37 Years in Indian Administrative Service, Government of Kerala
Terms and Conditions of appointment	Retiring director, being eligible offer himself for re-appointment.
Remuneration last drawn	Nil
Date of first appointment on Board	20 <sup>th</sup> March 2019
Shareholding in Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Nil
Number of Meetings of Board attended	1
Other Directorships, Memberships / Chairmanships of Committees of other Boards	<b>Director in –</b> 1. Azhikkal Port Limited 2. Kerala Irrigation Infrastructure Development Corporation Limited

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**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the third Annual Report together with the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2020.

(Rupees in lakhs)

<b>Financial Results</b>	<b>Financial Year 2019-20</b>	<b>Financial Year 2018-19</b>
Total Income	9.49	1.66
Less: Administrative & other expenses	32.65	15.21
<b>Cash Profit / (Loss)</b>	<b>(23.16)</b>	<b>(13.55)</b>
Less: Depreciation	0.00	0.00
<b>Profit / (Loss)</b>	<b>(23.16)</b>	<b>(13.55)</b>
Less: Provision for Income Tax (Current & Deferred Tax)	0.00	0.00
<b>Profit / (Loss) after Tax</b>	<b>(23.16)</b>	<b>(13.55)</b>
Add: Other Comprehensive Income	0.00	0.00
<b>Net Profit / (Loss) for the period</b>	<b>(23.16)</b>	<b>(13.55)</b>

**INLAND NAVIGATION IN KERALA**

Kerala has more than 1,680 km of inland waterways and navigable canals and this network of water transport are capable of catering to large-scale movement of both passengers and freight traffic at low cost. Currently, the waterways in Kerala are underutilized due to various reasons, which include lack of maintenance and competition from road and rail network.

Kerala has 41 west-flowing rivers, 3 east-flowing rivers and a large network consisting of backwaters and man-made canals. Also there are a number of feeder canals and cross canals. Therefore, by putting together all these canals, rivers and backwaters, it will be possible to create a low cost and efficient network of inland water transport system in our State. Kerala has already demonstrated the viability of solar-powered boats for passenger transportation. We also need to create the necessary infrastructure for proper integration of the water transport with road / rail transport networks in order to attract people to switch to waterways. Therefore, the development of the proposed 610 km long west coast canal from Kovalam to Bekal connecting 11 districts of Kerala is of great importance at this juncture.

The end of Financial Year 2019 - 20 has witnessed the unprecedented spread of the Covid-19 pandemic which has created a serious crisis throughout the world. This has caused widespread disruptions in the day to day lives of millions of people around the world and also severely affecting industrial and agricultural productions. As per the report prepared by the Kerala State Planning Board that assesses the fallout of Covid-19 and the consequent lockdown in the State's economy, the direct and indirect losses in Gross State Value addition (GSVA) based on an input-output model, is estimated to be 10% in 2019-20 and 20% in 2020-21. Also, the consecutive floods during the last two years have also severely impacted our State's economy. Therefore, our State needs to embrace progressive policies particularly in the transportation sector in order to promote

electric vehicles, solar powered boats, developing water transport networks etc. to reduce cost as well as to mitigate climate change issues.

Kerala Waterways and Infrastructures Limited (KWIL) was incorporated on 03<sup>rd</sup> October 2017 having registered office at 03<sup>rd</sup> Floor, 34/213, Kolaara Estate, NH Road, Edappally, Ernakulam - 682 024. The core promoter of KWIL is Government of Kerala and Cochin International Airport Limited (CIAL). Your Company was established with the major objective to facilitate the development of an Inland Waterway from Kovalam to Bakel. The waterway from Kovalam to Bakel is proposed to be developed in three phases. It is proposed to have a width of 40 m and a draft of 2.20 m for the canals as per the National Waterway standards, after the completion of all the three phases by the year 2025. Your Company also proposes to set up Tourist Villages and Activity Centres at every 20 - 25 km intervals to promote tourism activities in a big way along the waterways. The ultimate objective of the proposed waterway project is to shift the entire movement of hazardous cargo in our State from the roads to the waterways by 2025.

### **OPERATIONS OF THE COMPANY**

- The first phase of cleaning and rejuvenation works of Parvathy Puthenar from Panathura to Akkulam Kayal was completed. The Company has prepared a Detailed Project Report for the rejuvenation of Parvathy Puthenar through KSCSTE-NATPAC for a total project cost of Rs.52 crores. The DPR has been submitted to KIIFB for necessary funding and it is expected that the work can be completed during the financial year 2020-21 jointly with the Inland Navigation Department.
- The Company has taken on lease from CIAL, two imported canal cleaning equipment; Berky Mowing Boat (made in Germany) and Conver Silt Pusher (made in the Netherlands). These equipment have been suitably deployed in various canals for desilting as well as for clearing weeds and other floating matter.
- The Detailed Project Report (DPR) is under preparation by NATPAC for the construction of three artificial canals between Mahe river and Valapattanam river and is expected to be completed by August 2020. An EIA / Water balance study for the same is also in the final stages by DHI / KITCO consortium. An in-principle approval has been obtained for a funding of Rs.650 crores for land acquisition of the proposed artificial canals. The Company proposes to submit the DPR to KIIFB for necessary funding. The planting of boundary stones have commenced for the first artificial canal between Mahe and Eranjoli rivers and an approximate length of 5 km out of 10 kms has been completed. Because of the Covid pandemic situation prevailing in the State since March 2020, the work could not be progressed as envisaged.
- The Company has also completed the rejuvenation works of the Kottapuram – Kozhikkode stretch of the waterway, having a length of approximately 160 kms. Inland Navigation Department has already taken up the construction / renovation of locks in this reach. After these works are completed, we can have seamless connectivity between Kollam and Kozhikkode.
- As per the request of District Collector, Kozhikkode, the Company has completed the desilting works by deploying silt pusher equipment at “Kalipoika” lake (adjacent to the Canoly Canal in the heart of Kozhikkode City). The District Collector was informed of the completion of the rejuvenation of the lake and it is understood that District Administration is taking steps to convert the lake into a major tourist spot in Kozhikkode City.
- The Company has also prepared and submitted the super imposed drawings for land acquisition from the south of Arayi lake through Karattu Vayal to provide connectivity between Neeleswaram and Bekal by constructing an artificial canal of a length of approximately 07 kms, through Inland Navigation Department. The preparation of a Detailed Project Report for this reach is under preparation by NATPAC and a Water Balance Study is also underway through KITCO / DHI consortium.

**DIRECTORS**

The Directors of the Company, as on date are given below:

SI.No.	DIN	Name of the Director	Designation
1.	01907262	Sri. Pinarayi Vijayan	Chairman
2.	01806859	Sri. V.J. Kurian	Director
3.	01888904	Dr. Vishwas Mehta IAS	Director
4.	08365028	Sri. Sureshkumar S.	Director
5.	02905126	Sri. Jose Thomas P.	Director

The provisions of Section 149 of the Companies Act 2013 and Rules framed thereunder are not applicable with respect to the appointment of Independent Director and Women Director. Further, the Company is not covered under the provisions of Section 177 and 178 of the Companies Act 2013 with respect to the constitution of various statutory Sub - Committee(s) of the Board.

Adv. Mathew T. Thomas (DIN: 01176734) retired from the office of the Director on 06<sup>th</sup> December 2019. Dr. Vishwas Mehta IAS (DIN: 01888904), Director is to retire by rotation at this AGM and being eligible offer himself for re-appointment. The Board therefore recommends his re-appointment as Director of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act 2013:

- a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March 2020, the applicable accounting standards and the instructions provided under Schedule III of the Companies Act 2013 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 31<sup>st</sup> March 2020 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 Companies Act 2013 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.

**DIVIDEND AND TRANSFER TO RESERVE**

The Company has not earned any profit during the period under review. Therefore, the recommendation of dividend and transfer to General Reserve does not arise.

**EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company in the prescribed Form MGT-9 is annexed herewith as Annexure A to this Report.

### MEETINGS OF THE BOARD

Four meetings of the Board of Directors were held during the period under review on 29<sup>th</sup> June 2019, 28<sup>th</sup> September 2019, 10<sup>th</sup> December 2019 and 26<sup>th</sup> March 2020. The composition and category of the Directors along with their attendance at Board Meetings as on March 31, 2020 are given below:

Sl. No.	Name of the Director	Category of Director	No. of Board Meetings	
			Held during the tenure	Attended
1.	Sri. Pinarayi Vijayan	Chairman (Non-Executive)	4	3
2.	Adv. Mathew T. Thomas	Non-Executive Director (Retired on 06 <sup>th</sup> December 2019)	2	0
3.	Sri. V. J. Kurian	Non-Executive Director	4	4
4.	Dr. Vishwas Mehta IAS	Non-Executive Director	4	1
5.	Sri. Sureshkumar S.	Non-Executive Director	4	4
6.	Sri. Jose Thomas P.	Non-Executive Director	4	4

### STATUTORY AUDITOR

Your Directors propose to appoint M/s. Nayar & Menon, Chartered Accountants, Ernakulam (Firm Registration No: 002454S) as the Statutory Auditor of the Company for the Financial Year 2020 - 21 and the requisite resolution has been set out in the Notice of the Annual General Meeting. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment. The Notes on standalone financial statements referred to in the Financial Statements are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE ACT

There were no Loans and guarantees made by the company under Section 186 of the Companies Act 2013 during the period under review.

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

Currently the activities of the Company are managed from CIAL office and therefore KWIL does not per se initiate any energy conservation measures.

There are no activities relating to technology absorption in connection with operations of the Company. There are no earnings and expenditure in foreign currency during the period under review.

### 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. Disclosure of particulars of contracts / arrangements entered into by the Company with related parties are given in Form AOC-2 as Annexure B to Directors' Report.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Personnel and industrial relations were cordial and satisfactory during the period 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.

### **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.

### **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.

### **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.

### **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 period 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. 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.
6. Other than the impact of Covid-19 pandemic, there are no material changes and commitments affecting the financial position of the Company which have occurred during the period and the date of this report.
7. 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 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 off during the year 2019-20:

- No. of complaints received : Nil
- No. of complaints disposed off : 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 co-operation received from Central and State Governments, Financial Institutions, Banks, Employees, CIAL and CIAL Infrastructures Limited. Your Directors are grateful to the Company's valued shareholders for their unstinted support and patronage and look forward to receive the same in equal measures in the years to come.

**for and on behalf of the Board**

sd/-

**Pinarayi Vijayan**

**Chairman**

**(DIN:0001907262)**

Date : 22<sup>nd</sup> July 2020

Place : Thiruvananthapuram

**FORM NO. MGT 9****Extract of Annual Return for the financial year ended 31<sup>st</sup> March 2020**

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U61200KL2017PLC050586
2.	Registration date	03 <sup>rd</sup> October 2017
3.	Name of the Company	Kerala Waterways and 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	III Floor, 34/213, Kolaara Estate, NH Road, Edappally, Ernakulam - 682 024
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	Inland Water Transport Services	5021	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 Room No: 35, 4 <sup>th</sup> Floor, GCDA Commercial Complex, Marine Drive, Kochi - 682 031	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
	De mat	Physical	Total	% of Total Shares	De mat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
a) Individual/ HUF	-	7	7	0.01	-	7	7	0.01	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	44,10,000	44,10,000	99.99	-	88,20,000	88,20,000	99.99	100.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1)</b>	-	<b>44,10,007</b>	<b>44,10,007</b>	<b>100</b>	-	<b>88,20,007</b>	<b>88,20,007</b>	<b>100.00</b>	<b>100.00</b>

(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total(A)(2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of promoter(A)=(A)(1)+(A)(2)</b>	-	44,10,007	44,10,007	100	-	88,20,007	88,20,007	100.00	100.00
<b>B. Public Shareholding</b>									
a) Mutual Funds / Banks / FI	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Governments	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) FIIIs	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporates</b>									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Resident Individuals</b>									
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	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2)</b>	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>		44,10,007	44,10,007	100	-	88,20,007	88,20,007	100.00	100.00

## 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.	Cochin International Airport Limited	44,10,000	99.99986	-	88,20,000	99.99992	-	99.99996
2.	Jayarajan V.	1	0.001428	-	1	0.000001	-	-
3.	Jose Thomas P.	1	0.001428	-	1	0.000001	-	-
4.	Joseph Peter	1	0.001428	-	1	0.000001	-	-
5.	Saji K. George	1	0.001428	-	1	0.000001	-	-
6.	Sankar Venkidakrishnan	1	0.001428	-	1	0.000001	-	-
7.	Sunil Chacko	2	0.0028569	-	2	0.000002	-	-
<b>Total</b>		<b>44,10,007</b>	<b>100.00</b>	<b>-</b>	<b>88,20,007</b>	<b>100.00</b>	<b>-</b>	<b>99.99996</b>

## 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.	Cochin International Airport Limited	44,10,000	99.99986	Purchased 44,10,000 shares on 15/11/2019	49.99	88,20,000	99.999922
2.	Jayarajan V.	1	0.001428	-	-	1	0.000011
3.	Jose Thomas P.	1	0.001428	-	-	1	0.000011
4.	Joseph Peter	1	0.001428	-	-	1	0.000011
5.	Saji K. George	1	0.001428	-	-	1	0.000011
6.	Sankar Venkidakrishnan	1	0.001428	-	-	1	0.000011
7.	Sunil Chacko	2	0.002857	-	-	2	0.000023
<b>Total</b>		<b>44,10,007</b>	<b>100.00</b>	<b>44,10,000</b>	<b>49.99</b>	<b>88,20,007</b>	<b>100.00</b>

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

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
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	Pinarayi Vijayan	-	-	-	-	-	-
2	V.J. Kurian	-	-	-	-	-	-
3	Dr. Vishwas Mehta	-	-	-	-	-	-
4	Sureshkumar S.	-	-	-	-	-	-
5	Jose Thomas P.	1	0.001428	-	-	1	0.000011

## VI. INDEBTEDNESS - (Rupees in lakh)

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
Addition	-	-	-	-
Reduction	-	-	-	-
<b>Net change Indebtedness</b>	-	-	-	-
<b>At the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rupees in lakhs)

Sl No.	Particulars of Remuneration	Name (Nil)	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act 1961	-	-
	(b) Value of perquisites u/s 17(2) 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	-	-
<b>Total (A)</b>			-

### B. Remuneration to other directors: (Amount in Rs.)

Sl. No	Particulars of Remuneration	Name of the Directors					Total Amount
1	Independent Directors	-	-				-
	Fee for attending board / committee meetings	-	-				-
	Commission	-	-				-
	Others, please specify	-	-				-
	Total (1)	-	-				-
2	Other Non-Executive Directors	Pinarayi Vijayan (DIN: 0001907262)	Dr. Vishwas Mehta (DIN: 0001888904)	Suresh kumar S (DIN: 0008365028)	V.J. Kurian (DIN: 0001806859)	Jose Thomas P (DIN: 0002905126)	-
	Fee for attending board / committee meetings	-	-				-
	Commission	-	-				-
	Others, please specify	-	-				-
	Total (2)	-	-				-
	<b>Total (B) = (1+2)</b>	-	-				-
	Total Managerial Remuneration	-	-				-
	Overall Ceiling as per the Act	Nil					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD**  
(Rupees in thousands)

SI No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO (Nil)	CS (Nil)	CFO (Nil)	
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) 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	-	-	-	-
<b>Total (C)</b>		-	-	-	-

**VII. 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

for and on behalf of the Board of Directors

sd/-

**Pinarayi Vijayan**  
Chairman

DIN: 0001907262

Date : 22<sup>nd</sup> July 2020

Place : Thiruvananthapuram

## 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 Rentals	N.A.	N.A.	N.A.	13,92,000
2.	CIAL Infrastructures Limited	Fellow Subsidiary Company	Reimbursement of expenses incurred	N.A.	N.A.	N.A.	1,01,55,940
3.	CIAL Charitable Trust	Trust of Parent Company	Reimbursement of expenses incurred	N.A.	N.A.	N.A.	2,74,180

for and on behalf of the Board

sd/-

**Pinarayi Vijayan**  
Chairman

DIN: 0001907262

Date : 22<sup>nd</sup> July 2020

Place : Thiruvananthapuram



## INDEPENDENT AUDITOR'S REPORT

### TO THE SHAREHOLDERS OF KERALA WATERWAYS AND INFRASTRUCTURES LIMITED

#### Report on the Standalone Ind AS Financial Statements

##### Opinion

We have audited the accompanying Standalone financial statements of M/s.Kerala Waterways and Infrastructures Limited ("the Company") which comprises the Balance Sheet as at March 31, 2020 the Statement of Profit and Loss, Statement of changes in equity and Statement of cash flows for the year then ended and Notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020 and loss, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### 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.

### **Responsibility of Management for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement 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 also responsible for overseeing the company's financial reporting process

### **Auditor's Responsibility 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:  
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.
  - a. 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.
  - b. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - c. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.

- d. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- e. 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".
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
  1. The Company does not have any pending litigations which would impact its financial position.
  2. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

for **NAYAR & MENON**  
Chartered Accountants (FRN: 002454S)

Sd/-

**G. JAGANATHA KAMATH FCA**  
Partner (M.No: 022584)  
UDIN: 20022584AAAABG8747

Place : Ernakulam  
Date : 22.07.2020

## **ANNEXURE A TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act 2013 ("The Act")**

We have audited the Internal Financial Controls over Financial Reporting of M/s.Kerala Waterways and Infrastructures Limited ('the Company'), as of 31<sup>st</sup> March 2020 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting include obtaining and 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external

**NAYAR & MENON**  
Chartered Accountants

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Email: info@nayarandmenon.in

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 authorizations 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 effects on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal controls 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 **NAYAR & MENON**  
Chartered Accountants (FRN: 002454S)

Sd/-

**G. JAGANATHA KAMATH FCA**  
Partner (M.No: 022584)  
UDIN: 20022584AAAABG8747

Place : Ernakulam  
Date : 22.07.2020

**ANNEXURE B TO THE AUDITORS' REPORT**  
**(Referred to in Paragraph (2) of our Report of even date)**

In terms of the Companies (Auditors Report) Order 2016, issued by the Central Government of India, in terms of Section 143(1) of the Companies Act 2013, we further report on the matters specified in paragraph 3 and 4 of the said Order, that:

- i. The Company does not have any fixed assets .
- ii. The Company does not have any Inventory
- iii. The Company has not granted loans, secured or unsecured to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act 2013.
- iv. The Company has not given any loans or made any investments, guarantees and security.
- v. The Company has not accepted any deposits from the public.
- vi. The company is not required to maintain any cost records as has been 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 the appropriate authorities  
(b) According to the records of the Company, there are no statutory dues which have not been deposited on account of any dispute as on 31.03.2020.
- viii. The Company has not availed any loans from financial institutions , banks and have not issued any debentures.
- ix. The company has not raised funds through public offer of equity shares
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- xi. The Company has not paid any managerial remuneration during the year.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based on the audit procedures performed and the information and explanations given by the management, the Company has made allotment of 44,10,000 number of equity shares for Rs.10 per share aggregating to Rs.4,41,00,000 on private placement basis during the year under review and the consideration actually received during the previous year has been utilized for the purpose for which the same has been raised.

**NAYAR & MENON**  
Chartered Accountants

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1<sup>st</sup> Floor, Mubarack Complex, Opp. Lisie Hospital, Kochi 682 018  
Email: info@nayarandmenon.in

- xv. Based on the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45 IA of the Reserve Bank of India Act 1934.

for **NAYAR & MENON**  
Chartered Accountants (FRN: 002454S)

Sd/-

**G. JAGANATHA KAMATH FCA**  
Partner (M.No: 022584)  
UDIN: 20022584AAAABG8747

Place : Ernakulam  
Date : 22.07.2020

**PART I : BALANCE SHEET**  
**KERALA WATERWAYS AND INFRASTRUCTURES LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH 2020**

(Rupees in '000)

Particulars	Note No:	As at 31.03.2020	As at 31.03.2019
<b>I. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Financial assets			
(i) Other Financial Assets	4	55,045.89	27,108.50
(b) Other non-current assets	5	8,446.64	3,277.27
<b>Current Assets</b>			
(a) Financial assets			
(i) Cash & Cash equivalents	6	24,908.43	15,603.56
(ii) Other Financial Assets	7	694.40	114.84
(b) Other Current assets	8	93.11	15.57
<b>Total assets</b>		<b>89,188.47</b>	<b>46,119.74</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	9	88,200.07	44,100.07
(b) Other equity	10	(5,042.22)	(2,726.26)
<b>Total equity</b>		<b>83,157.85</b>	<b>41,373.81</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	11	5,890.73	4,357.21
(b) Other current liabilities	12	139.89	388.72
<b>Total liabilities</b>		<b>6,030.62</b>	<b>4,745.93</b>
<b>Total Equity and Liabilities</b>		<b>89,188.47</b>	<b>46,119.74</b>

See accompanying notes forming part of the financial statements

1-25

For and on behalf of the Board of Directors

In terms of our report of even date attached

sd/-

**V.J. Kurian**

Director

(DIN:0001806859)

sd/-

**Jose Thomas P.**

Director

(DIN:0002905126)

For **NAYAR & MENON**

Chartered Accountants (FRN: 002454S)

sd/-

**G. JAGANATHA KAMATH FCA**

Partner (M.No: 022584)

UDIN: 20022584AAAABG8747

Place: Ernakulam  
Date : 22.07.2020



**Part II : STATEMENT OF PROFIT & LOSS**  
**KERALA WATERWAYS AND INFRASTRUCTURES LIMITED**  
**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

(Rupees in '000)

Particulars		Note No:	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>I</b>	<b>Income:</b>			
	Revenue from operations (gross)		0.00	0.00
	Other income	13	948.81	165.69
	<b>Total Income</b>		<b>948.81</b>	<b>165.69</b>
<b>II</b>	<b>Expenses</b>			
	Employee Benefits	14	484.57	300.00
	Depreciation and amortization expense		0.00	0.00
	Finance Cost	15	0.00	160.21
	Other expenses	16	2,780.20	1,060.33
	<b>Total expenses</b>		<b>3,264.77</b>	<b>1,520.54</b>
<b>III</b>	<b>Profit / (Loss) before exceptional items and tax</b>		<b>(2,315.96)</b>	<b>(1,354.86)</b>
<b>IV</b>	<b>Exceptional Items</b>		<b>0.00</b>	<b>0.00</b>
<b>V</b>	<b>Profit / (Loss) before tax</b>		<b>(2,315.96)</b>	<b>(1,354.86)</b>
<b>VI</b>	<b>Tax expense:</b>			
	(a) Current tax		0.00	0.00
	(b) Deferred tax		0.00	0.00
	<b>Total tax expenses</b>		<b>0.00</b>	<b>0.00</b>
<b>VII</b>	<b>Profit / (Loss) after tax for the year</b>		<b>(2,315.96)</b>	<b>(1,354.86)</b>
<b>VIII</b>	<b>Other Comprehensive income</b>			
	- Item that will not be reclassified to profit or loss		0.00	0.00
	- Income tax relating to items that will not be reclassified to profit or loss		0.00	0.00
<b>IX</b>	<b>Total comprehensive income for the period (Profit / loss + other comprehensive income)</b>		<b>(2,315.96)</b>	<b>(1,354.86)</b>
<b>X</b>	<b>Earning per equity share (for continuing operations)</b>			
	(a) Basic	17	(0.38)	(0.40)
	(b) Diluted	17	(0.38)	(0.40)

For and on behalf of the Board of Directors

sd/-  
**V.J. Kurian**  
 Director  
 (DIN:0001806859)

sd/-  
**Jose Thomas P.**  
 Director  
 (DIN:0002905126)

In terms of our report of even date attached

For **NAYAR & MENON**  
 Chartered Accountants (FRN: 002454S)

sd/-

**G. JAGANATHA KAMATH FCA**  
 Partner (M.No: 022584)  
 UDIN: 20022584AAAABG8747

Place: Ernakulam  
 Date : 22.07.2020

**STATEMENT OF CHANGES IN EQUITY**  
**KERALA WATERWAYS AND INFRASTRUCTURES LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020**

**A Equity Share Capital (Rupees & Number in '000)**

Particulars	Notes	Amount	Number of Equity Shares
<b>Balance at 31<sup>st</sup> March 2018</b>		<b>700.07</b>	<b>70.007</b>
Changes in equity share capital during the year			
(a) Shares Issued during the year		43,400.00	4,340.00
<b>Balance at 31<sup>st</sup> March 2019</b>		<b>44,100.07</b>	<b>4,410.007</b>
Changes in equity share capital during the year			
(a) Shares Issued during the year	<b>9</b>	44,100.00	4,410.00
<b>Balance at 31<sup>st</sup> March 2020</b>		<b>88,200.07</b>	<b>8,820.007</b>

**B Other Equity (Rupees in '000)**

Particulars	Retained earnings	Share application money pending allotment	Other comprehensive income	Total
<b>Balance at 31<sup>st</sup> March 2018</b>	<b>(1,371.40)</b>	<b>43,400.00</b>	<b>0.00</b>	<b>42,028.60</b>
Add: Profit / (Loss) for the year as Statement of Profit and Loss	(1,354.86)	0.00	0.00	(1,354.86)
Add: Share application money received during the year	0.00	0.00	0.00	0.00
Less: Share allotment made during the year	0.00	(43,400.00)	0.00	(43,400.00)
<b>Balance as on 31<sup>st</sup> March 2019</b>	<b>(2,726.26)</b>	<b>0.00</b>	<b>0.00</b>	<b>(2,726.26)</b>
Add: Profit / (Loss) for the year as Statement of Profit and Loss	(2,315.96)	0.00	0.00	(2,315.96)
Add: Share application money received during the year	0.00	44,100.00	0.00	44,100.00
Less: Share allotment made during the year	0.00	(44,100.00)	0.00	(44,100.00)
<b>Balance as on 31<sup>st</sup> March 2020</b>	<b>(5,042.22)</b>	<b>0.00</b>	<b>0.00</b>	<b>(5,042.22)</b>

For and on behalf of the Board of Directors

In terms of our report of even date attached

sd/-  
**V.J. Kurian**  
 Director  
 (DIN:0001806859)

sd/-  
**Jose Thomas P.**  
 Director  
 (DIN:0002905126)

For **NAYAR & MENON**  
 Chartered Accountants (FRN: 002454S)

sd/-  
**G. JAGANATHA KAMATH FCA**  
 Partner (M.No: 022584)  
 UDIN: 20022584AAAABG8747

Place: Ernakulam  
 Date : 22.07.2020

## KERALA WATERWAYS AND INFRASTRUCTURES LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2020

(Rupees in '000)

	Particulars	For the year ended 31 <sup>st</sup> March 2020	For the year ended 31 <sup>st</sup> March 2019
<b>A</b>	<b>Cash Flow from Operating Activities</b>		
	Net Profit before Tax	(2,315.96)	(1,354.86)
	<b>Adjustments for:</b>		
	Depreciation and Amortisation	0.00	0.00
	Finance Cost	0.00	160.21
	Interest Income	(931.11)	(155.69)
	Profit on sale of fixed assets	0.00	0.00
	<b>Operating Profit before Working Capital Changes</b>	<b>(3,247.07)</b>	<b>(1,350.34)</b>
	<b>Adjustments for:</b>		
	Increase/(Decrease) in other Liabilities and Provisions	1,284.69	(1,225.07)
	(Increase)/Decrease in Trade Receivables	0.00	0.00
	(Increase)/Decrease in Repayments and Other Receivables	(33,763.86)	(25,866.18)
	(Increase)/Decrease in Inventories	0.00	0.00
	<b>Cash generated from Operations</b>	<b>(32,479.16)</b>	<b>(27,091.25)</b>
	Tax Paid	0.00	0.00
	<b>Net Cash Flow from Operating Activities</b>	<b>(35,726.23)</b>	<b>(28,441.59)</b>
<b>B</b>	<b>Cash Flow from Investing Activities</b>		
	Acquisition of Fixed Assets	0.00	0.00
	Sale of Fixed Asset	0.00	0.00
	Investment Made	0.00	0.00
	Interest Received	931.11	155.69
	Security Deposits	0.00	0.00
	<b>Net Cash Flow from Investing Activities</b>	<b>931.11</b>	<b>155.69</b>
<b>C</b>	<b>Cash Flow from Financing Activities</b>		
	Proceeds from issue of Share Capital	44,100.00	0.00
	Proceeds from Long-Term Borrowings	0.00	0.00
	Repayment of Long Term Borrowings	0.00	0.00
	Dividend Paid/Transferred to IEPF	0.00	0.00
	Interest Paid	0.00	(160.21)
	<b>Net Cash Flow from Financing Activities</b>	<b>44,100.00</b>	<b>(160.21)</b>
	<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>9,304.87</b>	<b>(28,446.11)</b>
	<b>Cash and cash equivalents at the beginning of the period</b>	<b>15,603.56</b>	<b>44,049.67</b>
	<b>Cash and cash equivalents at the end of the period</b>	<b>24,908.43</b>	<b>15,603.56</b>

For and on behalf of the Board of Directors

In terms of our report of even date attached

sd/-  
**V.J. Kurian**  
Director  
(DIN:0001806859)

sd/-  
**Jose Thomas P.**  
Director  
(DIN:0002905126)

For **NAYAR & MENON**  
Chartered Accountants (FRN: 002454S)

sd/-

**G. JAGANATHA KAMATH FCA**  
Partner (M.No: 022584)  
UDIN: 20022584AAAABG8747

Place: Ernakulam  
Date : 22.07.2020

## **Notes forming part of the financial statements**

### **1 Background**

Kerala Waterways and Infrastructures Limited ('KWIL' or 'the Company') is a Public Company limited by shares, incorporated and domiciled in India. The Company is a wholly owned subsidiary of Cochin International Airport Limited and has its registered office at 34/213, Kolaara Estate, NH Road, Edappally Ernakulam - 682 024.

Main objects of the Company is to establish, organise, manage and operate water based infrastructure facilities for transporting passengers, goods, articles, cargo on all routes and lines on rivers, canals, backwaters, waterways, roads subject to law in force, through all sorts of carriers like vessels, boats, house boats, barges etc.

The financial statements were approved for issue by the Company's Board of Directors on 18.07.2020.

### **2 Significant Accounting Policies**

This note provide a list of significant accounting policies adopted in the preparation of these financial statement.

#### **a Compliance with Ind AS**

The financial statement comply with Indian Accounting Standard (Ind AS) notified under Section 133 of The Companies Act 2013 ('the Act'), Companies (Indian Accounting Standards) Rules amended from time to time.

#### **b Basis of preparation**

The financial statements are prepared under the historical cost convention in accordance with the Ind AS.

All income and expenses to the extend considered receivable / payable with reasonable certainty are accounted for on accrual basis.

All assets and liabilities have been classified as current or non current as per Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act

The Company's presentation and functional currency is Indian Rupees (INR). All values are rounded to nearest thousand as per the requirement of Schedule III, unless otherwise stated.

#### **c Use of estimates and Judgements**

The preparation of financial statements requires management to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Difference between actual results and estimates are recognised in the period in which they materialize.

#### **d Revenue recognition**

The Company has not yet commenced commercial operations and hence there is no income from commercial operations during the year. Interest income shown under Other Income has been recognised on accrual basis.

**e Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognised when the Company has a present obligation as a result of a past event, for which it is probable that a cash flow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessment of the time value of money and the risk specific to the liability. These are reviewed at each separate balance sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required now to settle the obligation.

Contingent assets are disclosed in the accounts where an inflow of economic benefits is probable.

**f Taxes on income**

Current tax is determined on the basis of taxable income computed in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognised on timing differences between taxable and accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent period(s). Deferred Tax Asset is recognised on the basis of virtual / reasonable certainty about its realisability. Since there is no virtual certainty on the generation of profits by the Company, no deferred tax asset / liability has been recognised for the period.

**g Earnings per share**

The earnings considered in ascertaining the companies 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 the 'Diluted earnings per share' comprises the weighted average shares considered for deriving the basic earning per share and also the weighted average number of any shares, which would have been issued on the conversion of all dilutive potential equity shares.

**h Cash Flow Statement**

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

**i 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.

**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 01, 2020

**4 Other Financial Assets (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Government of Kerala	55,045.89	27,108.50
	<b>55,045.89</b>	<b>27,108.50</b>

**5 Other Non-Current assets (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
CGST Receivable	4,126.13	1,558.41
IGST Receivable	194.38	160.44
SGST Receivable	4,126.13	1,558.41
	<b>8,446.64</b>	<b>3,277.26</b>

**6 Cash and cash equivalents (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
<b>Balances with Banks</b>		
Current Account	4,905.28	603.56
Fixed Deposit	20,000.00	15,000.00
<b>Cash In Hand</b>	3.15	0.00
	<b>24,908.43</b>	<b>15,603.56</b>

**7 Other Financial Assets (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Interest Accrued on Deposits	476.44	114.84
Other Advances	217.96	0.00
	<b>694.40</b>	<b>114.84</b>

**8 Other Current assets (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
TDS FY 2018-19	0.00	15.57
TDS FY 2019-20	93.11	0.00
	<b>93.11</b>	<b>15.57</b>

**9 Equity share capital (Rupees in '000)**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
(a) Authorised Share capital 90,00,000 Equity shares of par value of Rs. 10 each (PY: 90,00,000 Equity Shares )	90,000.00	90,000.00
(b) Issued, subscribed and fully paid 88,20,007 Equity shares of par value of Rs.10 each (PY: 44,10,007 Equity Shares )	88,200.07	44,100.07
	<b>88,200.07</b>	<b>44,100.07</b>

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

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Number of Shares at the beginning	44,10,007.00	70,007.00
Value of Shares at the beginning	4,41,00,070.00	7,00,070.00
Add: Number of Shares issued during the year	44,10,000.00	43,40,000.00
Value of Shares issued during the year	4,41,00,000.00	4,34,00,000.00
Number of Shares at the end	88,20,007.00	44,10,007.00
Value of Shares at the end	<b>8,82,00,070.00</b>	<b>4,41,00,070.00</b>

**(ii) Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Particulars of shareholders holding more than 5% share in the Company**

Particulars	%	As at 31 <sup>st</sup> March 2020 (No. of shares)	As at 31 <sup>st</sup> March 2019 (No. of shares)
Cochin International Airport Limited	99.99	88,20,000.00	44,10,000.00

**10 Other equity**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
(a) Retained earnings		
Opening balance	(2,726.26)	(1,371.40)
Add: Profit / (Loss) for the year	(2,315.96)	(1,354.86)
<b>Total (a)</b>	<b>(5,042.22)</b>	<b>(2,726.26)</b>
(b) Share application money pending allotment		
Opening balance	0.00	43,400.00
Add: Share application money received	44,100.00	0.00
Less: Share allotment made during the year	(44,100.00)	(43,400.00)
<b>Total (b)</b>	<b>0.00</b>	<b>0.00</b>
<b>Other Equity (a+b)</b>	<b>(5,042.22)</b>	<b>(2,726.26)</b>

**11 Other Financial Liabilities**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Interest Accrued	0.00	160.21
CIAL Infrastructures Ltd	167.49	341.85
Cochin International Airport Limited	1,392.00	1,262.30
Audit fee payable	10.00	10.00
Security Deposit	1,688.09	574.00
Performance Security	112.00	0.00
Retention Amount	1,009.43	0.00
Sundry Creditors	1,511.73	2,008.85
	<b>5,890.73</b>	<b>4,357.21</b>

Other Financial Liabilities include interest accrued on the outstanding amount payable to CIAL as on 31.03.2019 which is accounted as per the provision of Section 186 (7) of Companies Act 2013. During the FY 2017-18, CIAL holding company of Kerala Waterways and Infrastructure Limited has advanced an amount of Rs.1,262.30 ('000) for meeting the incorporation expenses of the Company. The Company did not commence its commercial activities and therefore the amount was outstanding during the FY 2018-19. As per requirements of Section 186(7) of Companies Act 2013, no loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan. Therefore KWIL calculated the Interest at a rate of 8.5% and provided the interest due to CIAL in the books of accounts.

**12 Other Current Liabilities**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
CGST Payable	0.08	0.00
SGST Payable	0.08	0.00
TDS Payable	96.58	388.72
KSCWWF	43.16	0.00
	<b>139.89</b>	<b>388.72</b>

**13 Other Income**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Sale of Tender Documents	17.00	10.00
Interest On Income Tax Refund	0.70	0.00
Interest Income	931.11	155.69
	<b>948.81</b>	<b>165.69</b>



**14 Employee Benefits**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Salary & Wages	484.57	300.00
	<b>484.57</b>	<b>300.00</b>

**15 Finance Cost**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Interest Expense	0.00	160.21
	<b>0.00</b>	<b>160.21</b>

**16 Other expenses**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Advertisement & Publicity Expenses	135.28	209.55
Audit Fee	10.00	8.20
Computer Supplies	0.00	4.20
Consultancy Charges	739.20	677.60
Rates & Tax	14.16	18.60
Lease Rent	1,200.00	0.00
Office Expenses	4.41	4.29
Printing & Stationery	4.83	9.54
Postage & Courier	0.44	0.51
Professional Charge	39.00	47.70
Survey Expense	423.73	0.00
Repair & Maintenance	80.76	61.12
Travelling Expenses	127.56	18.78
Miscellaneous Expenses	0.84	0.24
	<b>2,780.20</b>	<b>1,060.33</b>

**17 Disclosure as per Ind AS 33 - Earnings Per Share**

(Rupees in '000)

Particulars	As at 31 <sup>st</sup> March 2020	As at 31 <sup>st</sup> March 2019
Earnings per share		
Net profit / (loss) for the year from continuing operations	(2,315.96)	(1,354.86)
Weighted average number of equity shares	6,077	3,364
<b>Earnings per share: Basic &amp; Diluted</b>	<b>(0.38)</b>	<b>(0.40)</b>

**18. Related Party Disclosures****Related Parties and nature of relationship**

Disclosure of transaction with related parties as required by Indian Accounting standard - 24 on related party disclosures as prescribed by Companies (Accounting Standard) Rules 2006.

**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  
CIAL Infrastructures Limited

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

CIAL Charitable Trust

**d) Key Management Personnel**

Mr. V.J. Kurian - Managing Director of Holding Company  
Mr. Saji K. George - Company Secretary of Holding Company  
Mr. Sunil Chacko - Chief Financial Officer of holding Company

**B. Description of Transactions**

(Rupees in '000)

Nature of Transactions	31.03.2020	31.03.2019
<b>Investment in Equity during the year</b>		
Cochin International Airport Limited - Equity shares allotted	87,500.00	43,400.00
<b>Reimbursement of expenses incurred</b>		
CIAL Infrastructures Limited	10,155.94	5,330.02
CIAL Charitable Trust	274.18	-
Cochin International Airport Limited	1,392.00	1,262.30
<b>Outstanding payables as on Balance Sheet date</b>		
CIAL Infrastructures Limited	167.49	341.85
Cochin International Airport Limited	1,392.00	1,262.30

**Transactions with KMP of Holding Company**

The Company do not have any transactions with KMP of holding Company during the year.

**19. Contingent Liabilities & Commitments (to the extent not provided for)**

(Rupees in '000)

Particulars	31.03.2020	31.03.2019
a. Claims against the company not acknowledges as debt	Nil	Nil
b. Estimated amount of contracts remaining to be executed	Nil	4,471.00

**20 Payment to the Auditor**

(Rupees in '000)

Particulars	31.03.2020	31.03.2019
a. Statutory Audit Fees	10.00	10.00
b. Other Services	0.00	5.00
	<b>10.00</b>	<b>15.00</b>

**21 The information required under Companies Act, 2013 to the extent applicable to the company are given below :**

Particulars	31.03.2020	31.03.2019
Earnings in Foreign Exchange	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil
CIF Value of Imports - Capital Goods	Nil	Nil
The amount remitted during the year in foreign currencies on account of dividend	Nil	Nil

**22 Disclosure requirement with reference to Micro, Small and Medium Enterprises Development Act, 2006**

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

**23 Disclosure on Litigation**

The Company do not have any pending litigations.

**24 Disclosure on Contracts**

The Company do not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

**25 Previous Figures have been regrouped / reclassified wherever necessary to suit the current year's layout.****For and on behalf of the Board of Directors**

sd/-  
**V.J. Kurian**  
Director  
(DIN:0001806859)

sd/-  
**Jose Thomas P.**  
Director  
(DIN:0002905126)

**In terms of our report of even date attached**

For **NAYAR & MENON**  
Chartered Accountants (FRN: 002454S)

sd/-

**G. JAGANATHA KAMATH FCA**  
Partner (M.No: 022584)  
UDIN: 20022584AAAABG8747

Place: Ernakulam  
Date : 22.07.2020



## KERALA WATERWAYS AND INFRASTRUCTURES LIMITED

Regd. Office Kolaara Estate, N.H. Bypass, Edappally, Kochi-682 024, Kerala

Telephone: +91 484 4024031, 4024032; e-mail: kwilsec@gmail.com; CIN: U61200KL2017PLC050586

### Form No: MGT – 11 PROXY FORM

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

CIN	<b>U61200KL2017PLC050586</b>
Name of the Company	<b>Kerala Waterways and Infrastructures Limited</b>
Registered Office	Kolaara Estate, N.H. Bypass, Edappally, Kochi - 682 024
Name of the Member(s)	
Registered Address	
e-mail ID	
Folio No	

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

1.	Name		Signature
	Address		
	e-mail ID		
	or failing him		
2.	Name		Signature
	Address		
	e-mail ID		
	or failing him		
3.	Name		Signature
	Address		
	e-mail ID		

as my/our proxy to attend and vote (on poll) for me/us and on my or our behalf at the 03<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, the 04<sup>th</sup> day of September, 2020 at 11.00 a.m. at III Floor, 34/213, Kolaara Estate, NH Road, Edappally, Ernakulam 682 024 and at any adjournment thereof in respect of such resolution as are indicated below:

**Resolution Nos:**

1.	2.	3.
----	----	----

Signed this ----- day of ----- 2020

Signature of shareholder: -----

Signature of Proxy holder(s) :-----

affix Re.1  
revenue  
stamp

Note: The form of proxy in order to be effective should be duly completed and deposited at the registered Office of the company, not less than 48 hours before the commencement of the meeting.

