

# ANNUAL REPORT

## 2017-18



## CEINSYS AT A GLANCE

Ceinsys' core business philosophy has always been to deliver state of the art technology solutions. The company uses a combination of Geospatial, Engineering and IT solutions to address customers, broadly classified under Government, Infrastructure, Defence and Homeland Security domains. With its growing leadership in geospatial technology, Ceinsys is paving the way for making geospatial technology as an integral part of critical business processes across various industries.

Ceinsys' ability to focus on the unique requirements of its customers allows it to deliver robust and value-added solutions. Ceinsys, through its technology partnerships with global industry leaders in their respective domains, has always kept pace with future market trends. This provides the ideal platform to deliver solutions, having proven utility and return on investments. Over the time, Ceinsys has proved its worth and earned the trust of its customers, resulting in building strong and long-term relationships.

As mentioned earlier, Ceinsys serves a very diverse market segment, which can be categorised into three business domains – Government, Infrastructure, Defence and Homeland Security.



### Government

Ceinsys' unique customised technology solutions are designed to help governments manage their data more efficiently, while also being easy to operate and highly scalable for future technological advancements. Managing and maintaining assets is critical for any customer and Ceinsys have delivered solutions to address these needs. Government clients typically handle large volume data, Ceinsys uses technology including IT solutions to ensure that the systems designed are efficient. All these solutions and services have to be, of course, cost-effective as well, and this is where Ceinsys uses its vast experience and technology partnerships to provide optimal solutions. Ceinsys uses a mix of Geospatial, Engineering and IT solutions to cater to a broad segment including,

- Land solutions for Rural and Urban areas involving physical surveys, mapping and geo-referencing;

- Municipal solutions for property mapping, developmental plans, solid waste management, infrastructure mapping and 3D city modelling;
- Remote Sensing applications using LiDAR, satellite imagery interpretation, consulting, UAV data capture and photogrammetry;



- Heritage mapping for 3D modelling, engineering drawings, As-built models, walkthroughs and animations;
- Natural resources solutions for Agriculture, Mining and Forestry;
- Health and Sanitation solutions involving Water quality, health infrastructure mapping, sanitation surveys and analysis and developing decision support systems.



### Infrastructure

Ceinsys has considerable experience in addressing the Infrastructure industry requirements with innovative solutions for Transportation, Water Distribution, Electricity / Power Utilities, Plant and Building. Ceinsys deliver solutions that address not only immediate needs but also are capable of adapting to changing technology.



### Utilities

Ceinsys provides high-end technology solutions to water and Power sector utilities that include the design of networks, managing assets on a real-time basis, evaluating efficiencies and also managed data services. Since the location of every asset is critical for any design and evaluation, Ceinsys has developed most applications based on the geospatial technology. A combination of the Geospatial component with the existing Utility business process translates into significant cost savings for enterprises. We combine extensive capabilities in Information Technology (IT) and Operational Technology (OT) that results in IT/OT convergence. Leveraging this convergence allows us to deliver unique value and business benefits to the core utility business.

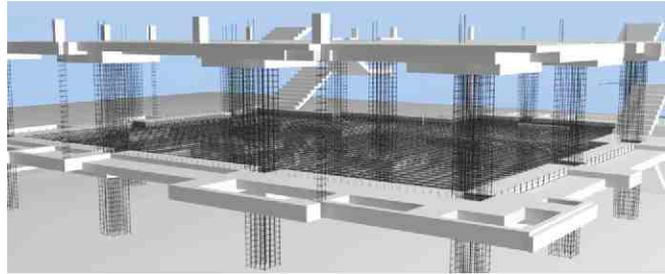
Ceinsys also uses the power of the Internet to develop web applications, which directly benefit the consumers linked to the network and the enterprises alike. Ceinsys' utility portfolio covers technology solutions for Water, Electricity, Gas and Telecom domains.



### Transportation

Nearly every company, business, government and consumer in the world is, to some degree, dependent on the transportation industry. Whether tracking and monitoring the location or condition of their roadway or railway assets or combining asset data with critical statistical information (e.g. traffic counts, maintenance costs and more), Ceinsys' solutions for transportation agencies make the management of infrastructure more efficient. In addition, the solutions can be used to evaluate, analyse and assess asset inventory and conditions at the macro and micro levels, enabling better planning and decision making. Transportation is a segment which requires geospatial and engineering solution and both these technologies are at the core of Ceinsys.

Ceinsys' transportation portfolio covers technology solutions for Roads and Highways, Ports and Shipping and Railways including Metro rail.



### Plant and Building

As the world migrates from 2D to 3D, we have also adapted to this change. For any infrastructure or building construction project, BIM (Building Information Modelling) technology is critical. Ceinsys has a team dedicated for this segment and provides technology solutions to clients, which helps significantly in project planning, coordination, construction and maintenance phases. Ceinsys' in-house design teams have successfully worked on multi-disciplinary infrastructure projects that mitigate risk and yield innovative solutions. Ceinsys deploys technologies that result in cost savings, improved quality, and quicker project delivery to our clients.

Ceinsys' Plant and Building solutions portfolio addresses Construction, infrastructure, Oil & Gas Industries for planning, exploration, process and plant solutions.



### Smart Cities

The government of India has identified 100 cities to be developed into world-class smart cities. Ceinsys offers the perfect convergence of geospatial, engineering and IT solutions, which would be the key to providing practical solutions to smart cities. Be it smart parking, 3D city modelling, transportation, utilities or even E-governance, Ceinsys has built expertise to address them, through partnerships with global leaders.



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# CEINSYS BOARD OF DIRECTORS



**Mr. Sagar Meghe,**  
*Chairman & Managing Director*

Mr. Sagar Meghe is the Chairman and Managing Director of Ceinsys Tech Limited. He holds a Bachelor's degree in Commerce from Nagpur University. With over 25 years of experience, in highly diverse fields, he has successfully demonstrated his skills as a leader; a fact acknowledged by all his peers. A few of the areas where he has excelled include Information Technology, Education, Politics and socio-economic development. He is one of the promoters of the Meghe Group of Institutions (MGI), a giant, diverse conglomerate with its head office in Nagpur.

Mr. Sagar Meghe has been a Member of the Legislative Council from Nagpur region for Maharashtra State Assembly. He has demonstrated exceptional foresight in bringing about intellectual awakening and transformation in social, educational, economic and cultural fields of rural Maharashtra. His vast reservoir of experience, coupled with a futuristic vision, has helped the entire group of companies to work with a shared vision and values, resulting in a very satisfied workforce.

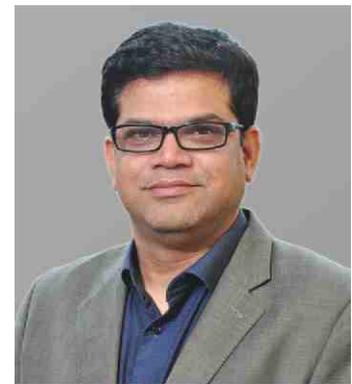
Mr. Sagar Meghe's exceptional man management skills and his emphasis on the value of human resource have led to a dedicated and loyal resource pool. His vision and passion have been integral to Ceinsys' success, building the Company from a small start up to one of the Central India's leading and most recognized Engineering, Geospatial and IT Solutions Company.

Dr. Abhay Kimmatkar is Ph.D. in Business Management along with a Master's in Business Administration and a degree in Bachelor of Engineering from Nagpur University. He has an overall experience of 25+ years. As a Joint Managing Director at Ceinsys, he initiates and leads Strategy and Business Development activities. His expertise in operations and execution along with the exposure to Services Industry, Institutional, and Global Business Enterprises has led to many business wins and the growth of the organisation. He is also associated with various Industrial, Cultural and Educational Organizations in India as well as globally.

He is a member of Professional societies viz; The Institute of Engineers, NHA and more. An avid learner and expert in multi-tasking and believes in overall development. He has successfully demonstrated leadership in a predominantly techno-savvy industry. Before Ceinsys Tech Limited, he was associated with Yeshwantrao Chavan College of Engineering.

His major associations –

- Being a patron member of the Association of Geospatial Industries (AGI) he had participated in various Technology Benchmarking and Policy Advocacies with various Government departments. He is chairman of Transport Infrastructure Committee, AGI.
- Immediate Past Hon. Secretary, Maharashtra State Centre, Institute of Engineers (IEI) (India)
- Governing Body Member of Government Polytechnic, Mumbai
- Governing Body Member of SNDT Women's University Engg Science Institute, Mumbai
- He has also represented on the state committee for creating a Framework & Act for New Technological University in the state of Maharashtra.
- Past Jt. Secy. of Management of Unaided Private Medical & Dental Colleges of Maharashtra (AMUPMDC).



**Dr. Abhay Kimmatkar**  
*Joint Managing Director*





**Dr. Hemant Thakare**  
Chief Operating Officer

Born in 1962, Dr. Hemant O. Thakare is a graduate in Civil Engineering, Post-graduate in Structural Engineering from Visvesvaraya National Institute of Technology, Nagpur and Ph. D. in Civil Engineering. He joined Yeshwantrao Chavan College of Engineering in 1984, which is a flagship institute of Meghe Group of Institutions (MGI) and was Professor of Civil Engineering and Executive Director (Technical). He is presently Chief Operating Officer COO at Ceinsys Tech Limited.

He is actively associated with Indian Concrete Institute and The Institution of Engineers, India (The most significant Professional Body of Engineers) for more than three decades. He is also a life member of Indian Society for Technical Education, Indian Water Works Association, Indian Geotechnical Society, Indian Society of Earthquake Technology and Indian Hydraulic Society.

He is also the Founder Director of Tirupati Urban Co-operative Bank, Nagpur (a leading Co-operative Bank in Maharashtra).

He is on Governing Bodies of all the technical institutions of MGI, Government Polytechnic Nagpur (an Autonomy Institution of Government of Maharashtra) and Laxminarayan Institute of Technology, Nagpur (A conducted college of RTM Nagpur University).

CA Dinesh Kumar Singh serves as Director Finance and Chief Financial Officer (CFO) of Ceinsys Tech Limited and supervises the finance and accounts department. A Fellow Member of The Institute of Chartered Accountants of India, CA Dinesh Kumar Singh is a Commerce graduate from Kolkata University, and has also done MBA from National Institute of Business Management (NIBM).

CA Dinesh Kumar Singh holds a demonstrated track record for more than two decades of hands-on experience of Accounts, Finance, Statutory Compliances, Due diligence, Corporate Governance, Secretarial Functions, Miscellaneous Statutory Audit Compliances, MIS, fund flow, Working Capital monitoring, Costing, and Budgeting in the ITES, Power, Cement, Metal and Engineering Industries.

He is proficient in evaluating and analyzing the organization's Fiscal performance and provides recommendations on the impact of short and long-term strategies, areas for improvement and introduction of any new wings/business opportunities by providing current and expected future financial trends.

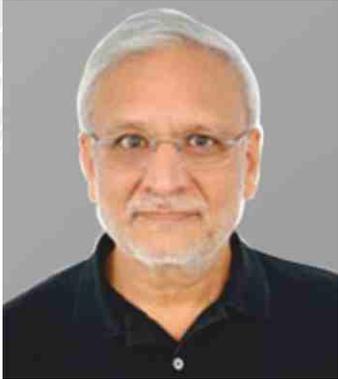
CA Dinesh Kumar Singh provides Fiscal leadership to the company for external reporting with statutory bodies, Taxation authorities, Bankers, Insurance companies, Merchant Bankers, Registrars etc.

Before joining Ceinsys, CA Dinesh Kumar Singh was associated with Reliance Power Ltd (VIPL) as Vice President Finance and Accounts, HINDALCO Industries Limited as Sr. General Manager heading Finance, Control and Accounts and Lafarge India as AGM heading Accounts and Control function.



**CA Dinesh Singh**  
Director - Finance &  
Chief Financial Officer

# NON-EXECUTIVE & INDEPENDENT DIRECTOR'S PROFILE



**CA Dhruv Kaji**  
*Non-Executive &  
Independent Director*

CA Dhruv Subodh Kaji is a Non-Executive and Independent Director at Ceinsys Tech Limited since July 2017. Dhruv is a Chartered Accountant with immense knowledge and experience base of over 35 years. He has held prominent positions like Finance Director, Member of Advisory Board, Chairman/ Member of various Board Committees and carries expertise in strategic planning, evaluating and guiding business projects.

He served at various Listed and Unlisted companies in and outside India. His inquisitive nature and exploration qualities made him enter multiple industries like textile and branded clothing, media and entertainment, speciality and organic chemicals, television content production company and also in Oil Exploration Industry.

Dr. Satish Wate is a Non-Executive and Independent Director at Ceinsys Tech Ltd since July 2017. He holds a Masters and Doctorate in Biochemistry from Nagpur University. He started his career as a Scientist and moved higher as a Director at CSIR-NEERI, Nagpur. Dr Wate held an Additional charge as Director of Central Leather Research Institute, Chennai. In his professional tenure, he was associated with several innovative programs at NEERI and CLRI. Home Ministry also appointed Dr Wate, Rajbhasha Prabhag as president of Nagar Rajbhasha Karyanvayan Samiti for Nagpur City during 2010-2013.

He was senate member of RTM Nagpur University as a nominee of Hon'ble Governor of Maharashtra, was also a Member of Board of College and University Development, Amravati and Nagpur Universities and was designated as Outstanding Professor in physical sciences by Academy of Scientific and Innovative Research (AcSIR) established by CSIR by Act of Parliament. He is a recognised Ph.D. supervisor for IIT Roorkee; Jawaharlal Nehru Technological University Hyderabad; RTM Nagpur University and SGB Amravati University. Currently, he has taken charge of Chairman, Recruitment and Assessment Board of CSIR, New Delhi from 1st August 2016.



**Dr. Satish Wate**  
*Non-Executive &  
Independent Director*





**Mrs. Renu Challu**

*Non-Executive & Independent  
Director*

Mrs Renu Challu has over four decades of professional experience in commercial banking, investment banking and in the field of financial services. She has vast experience in strategy formulation, planning and in the achievement of goals in her various assignments in State Bank of India and its Subsidiaries. These assignments spanned corporate banking, international banking, retail banking, investment banking and primary dealership. She has served as the Managing Director of State Bank of Hyderabad, MD and CEO of SBIDFHI, President and Chief Operating Officer of SBI Capital Markets Ltd and Dy. Managing Director (Corporate Strategies and New Businesses) in State Bank of India. In her various assignments, she played a valuable role in the growth of the organisations through path-breaking initiatives.

She has co-chaired 'The Centre for Rural Credit and Development Banking' in NIRD (National Institute of Rural Development) and has chaired the Hyderabad chapter of PRMIA (Professional Risk Managers' International Association). She is a Certified Associate of the Indian Institute of Bankers. She holds an MA in Economics (gold medallist) from University of Lucknow. In the past, she has served on the Boards of Clearing Corporation of India and many corporates in the financial and non-financial sectors.

Mr. Kishore Dewani is a senior Tax Advocate having 37 years of experience in Direct Tax matters along with a strong legal background. He holds a Bachelor's Degree in Commerce from Nagpur University and qualified as a Lawyer and a Chartered Accountant in the year 1978 and 1982 respectively.

He has been representing various corporate clients before the Assessing Officer in cases of Scrutiny Assessment at Mumbai, Nagpur and Jabalpur. He regularly appears before various CIT (Appeals) at Mumbai, Nagpur, Bhopal and Jabalpur. He also represents his clients before the Hon'ble ITAT at various benches across Mumbai, Bengaluru, Indore, Nagpur and Jabalpur. He has also appeared before the Hon'ble High Court of Bombay at Bombay and Nagpur Bench.

Mr. Dewani is currently the president of ITAT Bar Association and Treasurer of Income Tax Bar Association.



**Mr. Kishore Dewani**

*Non-Executive & Independent  
Director*

# CEINSYS BOARD COMMITTEE

## Audit Committee

### Mr. Kishore Dewani

*Chairman (Non-Executive & Independent Director)*

### CA Dhruv Kaji

*Member (Non-Executive & Independent Director)*

### Mrs. Renu Challu

*Member (Non-Executive & Independent Director)*

### Mr. Sagar Meghe

*Member (Chairman & Managing Director)*

## Stakeholders Relationship & Investors Grievances Committee

### Dr. Satish Wate

*Chairman (Non-Executive & Independent Director)*

### Mr. Kishore Dewani

*Member (Non-Executive & Independent Director)*

### Dr. Abhay Kimmatkar

*Member (Jt. Managing Director)*

## IT & Risk Management Committee

### Mr. Sagar Meghe

*Chairman (Chairman & Managing Director)*

### CA Dhruv Kaji

*Member (Non-Executive & Independent Director)*

### Mrs. Renu Challu

*Member (Non-Executive & Independent Director)*

## Nomination and Remuneration Committee

### CA Dhruv Kaji

*Chairman (Non-Executive & Independent Director)*

### Mrs. Renu Challu

*Member (Non-Executive & Independent Director)*

### Mr. Kishore Dewani

*Member (Non-Executive & Independent Director)*

## Corporate Social Responsibility Committee

### Mr. Sagar Meghe

*Chairman (Chairman & Managing Director)*

### CA Dhruv Kaji

*Member (Non-Executive & Independent Director)*

### Mrs. Renu Challu

*Member (Non-Executive & Independent Director)*

## Management Committee

### Mr. Sagar Meghe

*Chairman (Chairman & Managing Director)*

### Dr. Abhay Kimmatkar

*Member (Jt. Managing Director)*

### Dr. Hemant Thakare

*Member (Whole Time Director)*

### CA Dinesh Kumar Singh

*Member (Director - Finance)*



# CEINSYS LEADERSHIP TEAM

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**Dr. Abhay Kimmatkar**  
*Joint Managing Director*



**Dr. Hemant Thakre**  
*Chief Operating Officer*



**CA Dinesh Kumar Singh**  
*Director Finance & CFO*



**Dr. C. R. Bannur**  
*Senior Vice President*



**Chandrasekhar Sayankar**  
*Sr. Vice-President*



**Rahul Joharapurkar**  
*Sr. Vice President*



**Prakash Yadav**  
*Vice-President*



**Ganesh Kale**  
*Vice-President*



**Lt. Col. (Retd.) Ashwini Mehra**  
*Vice President*



**Astha Shukla Chaubey**  
*Vice President*



**Vatsal Dave**  
*Vice President*



## LETTER TO STAKEHOLDERS

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### Dear Shareholders,

My heartiest greetings to you on behalf of Ceinsys Tech Limited. It is an honour and privilege to share with you the company's performance highlights for Fiscal 2018 and its plan for the future.

In today's highly competitive world, the only way to survive is to stay ahead. Successful organisations are the ones who embrace this "Mantra" and blend seamlessly into the ever-changing business environment.

Ceinsys Tech Limited has, over the years, evolved from being a small CAD training institute to a highly successful and reputed technology solution provider in Geospatial, Engineering and IT Solutions for Infrastructure, Government, Defence, and Security Domains. We can proudly claim to be one of the leading geospatial technology players in India. Over the time, Ceinsys has consistently reinvented its solution offerings to clients while adapting to changing business needs with quick turnaround times. Ceinsys' updated solution offering has provided a very stable business platform for the coming years.

Being nimble and agile across all aspects of the business, Ceinsys is addressing the changing market conditions. Keeping pace with customer's requirements, Ceinsys has been on a transformation journey and over the years has invested its time as a team in learning, experimenting and exploring new technologies. Last year, we rebranded the corporate identity with a new structure of Company's business offering and services. The Company's vision for the change was right, as we see the difference we are making.

With the growth of economy poised to be powered by the twin engines of Infrastructure development and Digital economy, your company has entirely aligned its focus and investments creating the capability to deliver a world-class geospatial, engineering, and IT solutions for Water, Roads, Railways, Ports, Energy, State Governments and Urban Local Bodies. We are blending a unique and robust relationship model with world's best technology providers with robust solutions capabilities.

Your company takes evident pride in working for NHAI, Karnataka Watershed Department (a World Bank funded project) and many such projects of National and State importance.

Accurate data acquisition will be a necessary condition for such projects, and I am glad to share with you that your Company has invested in ownership of high-end equipment like Mobile LiDAR and UAV, enabling its customers to capture, visualise and monitor highly accurate data.

Apart from managing essential projects as mentioned above, with this technology your company will also help the country in preserving accurate digital twins of its priceless heritage monuments and structures which will play a critical role in their preservation.

Apart from an investment made in purchasing top-of-the-line Mobile LiDAR and UAV Drone equipment, your Company is focusing heavily on becoming an active player in the Web GIS arena. Web GIS is the technology of the future with all types of organisations realising the value of location in their data and with technologies like RFID, IoT and high volume data collection facilities through LiDAR becoming more frequent. With the Company's partnerships with the world's leading technology platforms and building a dominant team comprising of industry veterans and young but experienced development and technology stalwarts, we aspire to be the Company of choice for any organisation planning to implement Web GIS solution comparable to any other in the world. Many projects like the World Bank project mentioned above and projects for Municipalities, State Governments, Smart Cities and Utilities will provide the required technology edge to various organisations for smart, effective and efficient operations through Company's implementation capabilities.



It is now the time that we build on this rich and diverse portfolio and take it to the next level of growth by showcasing robust technology solutions spectrum, conveying intent in addressing new domains and project Ceinsys as a World Class IT organisation. The Government of India has undertaken significant structural changes mainly related to demonetization and GST. These twin actions would have long-term benefits on the economy and the same are going to be a significant game changer in the long term and will spur growth and consumption. I am of the view that in the coming year, we should see a GDP growth of 7.5 to 8%. The Government of India is determined for development in multiple sectors which also include Infrastructure, Government and Defence and Security domains which are also the central focus area of your company.

**Infrastructure:**

The budget for 2018-19 has allocated a massive outlay for infrastructure at INR 6Lakh Crores approximately which is nearly a 20% increase over the revised estimates of FY-18. The new budget will undoubtedly accelerate various infrastructure projects like Roads, Highways, Ports Development and more. The Ministry of Roads and Highways has planned to convert 2 lakh KMs of roads into Four Lane by 2022. All these will boost demand for consulting and technology solutions for a company like yours.

**Government:**

India's Geospatial market has grown at a CAGR of 12.9% over the years. The government is focusing on enormous investment for supply and maintenance of Geospatial data and creating infrastructure GIS Data integration and various solution developments which will open new opportunities for a company like yours.

**Defence and Security:**

Geographic Information System (GIS) plays a pivotal role in Military operations as they are inherently spatial in nature. The concepts of Command, Control, Communication, and Coordination in military operations are primarily dependent on the availability of accurate information to arrive at quick decisions for operational orders. In the present digital era, GIS is an excellent tool for Military commanders in the operations. The use of GIS applications in defence forces has revolutionised the way in which these forces operate and function. Military forces use GIS in a variety of applications including cartography, intelligence, battlefield management, terrain analysis, remote sensing, military installation management and monitoring of possible terrorist activity.

Your Company's strategic and early investments in the technology have positioned it well to benefit from the immense opportunities that lie ahead.

I would like to take this opportunity to thank all the Stakeholders for their continued trust, confidence and support. I would also like to place on record my sincere gratitude to the Board Members for their guidance and appreciate all the Employees for their dedication, innovation and hard work.

Warm Regards,



**Sagar Meghe**

*Chairman & Managing Director*

# Corporate Information

CIN: L72300MH1998PLC114790

**Ceinsys Tech Limited**

*(Formerly known as ADCC Infocad Limited)*

## Registered Office - Nagpur

Ceinsys Tech Ltd, 10/5, IT Park, Opp. VNIT,  
Nagpur- 440022. Maharashtra, India  
EPABX: +91 712 2249033/358/930 Fax: +91 712 2249605

## Corporate Office - Mumbai

Ceinsys Tech Ltd, 1601, Lodha Supremus, Senapati Bapat Marg,  
Lower Parel West, Mumbai-400013, Maharashtra, India  
EPABX: +91 22 49472200

## Domestic Offices

### Mumbai - Lower Parel

414, Tantia Jogani Estate, Opp. Lodha Excelus,  
N.M. Joshi Marg, Lower Parel East, Mumbai - 400001,  
Maharashtra, India  
Ph. +91 22 65252235

### New Mumbai

904, Rupa Solitaire, Millennium Business Park,  
MIDC Industrial Area, Sector 1, Navi Mumbai - 400710,  
Maharashtra, India  
Ph: +91 22 27780439

### New Delhi

2nd Floor, Plot No. 59 A, Block A, Vivekanand Marg,  
Near Bagdola gaon, Dwarka Sector 8, New Delhi-110077  
Ph. + 9971709666

### Hyderabad

MJR Magnifique 'A' Block 5th floor 501, Khajaguga X Roads,  
Prashant Hills, Raidurgam, Hyderabad Telengana-500008  
Ph no: +91 9949991500

### Pune

Office No:302, Victory Landmark, 3rd Floor, Sr. No. 111/10/7,  
Baner Road, Opp.D Mart, Baner, Pune-411045  
Ph. +91 9923220300

### Jaipur

D - 10, 2nd Floor, Govinduri Swez Farm, Near Siddeshwar  
Mandir, Hawa Sadak, Civil Line, Jaipur - 302019, Rajasthan, India  
Ph.: +91-141-2213993

### Lucknow

603, Titanium Shalimar Corporate Park,  
Vibhuti Khand, Gomti Nagar, Lucknow - 226010, Uttar Pradesh,  
India  
Ph. +91 522 6900846

## Auditors

### Statutory Auditors

Price Waterhouse Chartered Accountants LLP  
Nesco, I.T Building III, 8th Floor, Nesco IT Park,  
Nesco Complex Gate No.3, Western Express Highway,  
Goregaon East, Mumbai- 400063, Maharashtra, India  
Tel: +91 (22) 61198000, F: +91 (22) 61198799

### Internal Auditors

Shah Baheti Chandak &  
Co. 205 & 305, Ghatate Chambers,  
Panchsheel Square, Nagpur- 440012  
Maharashtra, India  
Tel: 0712-2422719, 2454819 F: 0712-2445589

### Management Auditors

V.K Surana & Co.  
1st Floor, VCA Complex,  
Civil Lines, Nagpur-440001  
Maharashtra, India  
Tel: +91-712-6641111 F: +91-712-6641122

### Secretarial Auditor

Sushil Kawadkar  
63, Income Tax Colony,  
Pratap Nagar, Nagpur- 440022  
Maharashtra, India

## Bankers

### State Bank of India,

Industrial Financial Branch  
5, Sai Complex, Bharat Nagar, Amravati Road,  
Nagpur- 440010. Maharashtra, India

### Abhyudaya Co-operative Bank Limited

House Plot No. - 1/A Wardha Road,  
Ajni Square Nagpur- 440015  
Maharashtra, India

## Registrar & Share Transfer Agent

Bigshare Services Private Limited  
Bharat Tin Works Building  
1st Floor, Opp. Vasant Oasis Makwana Road,  
Marol Andheri - East Mumbai - 400059  
Maharashtra, India  
Tel: 022 - 62638200

### Chief Financial Officer

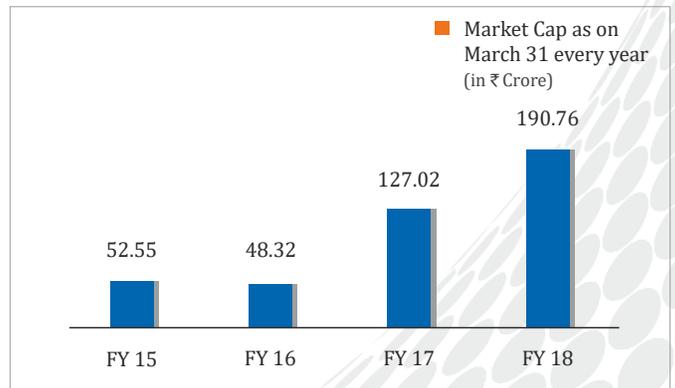
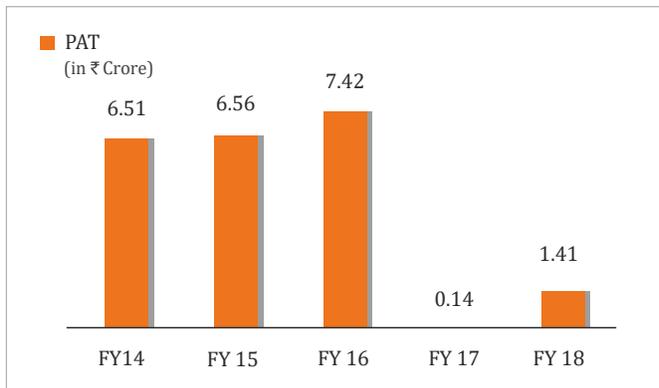
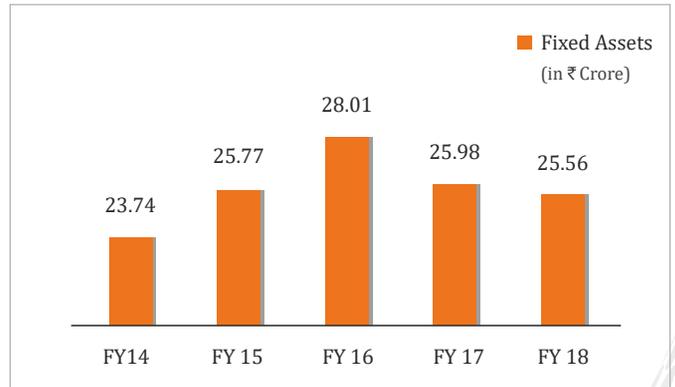
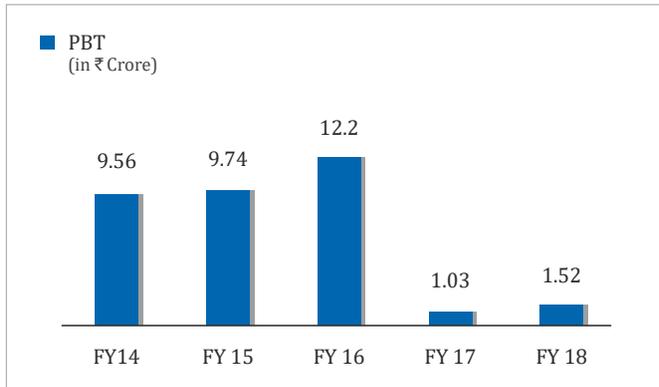
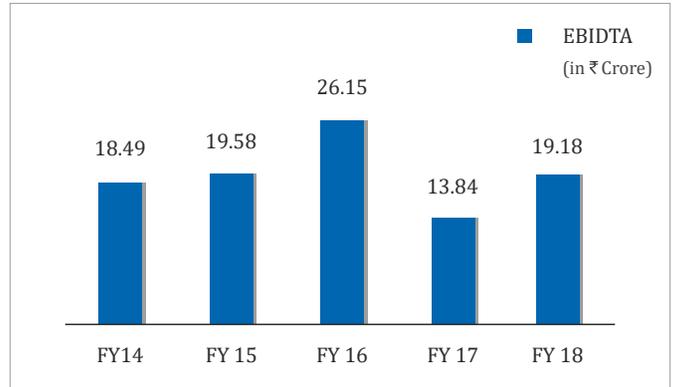
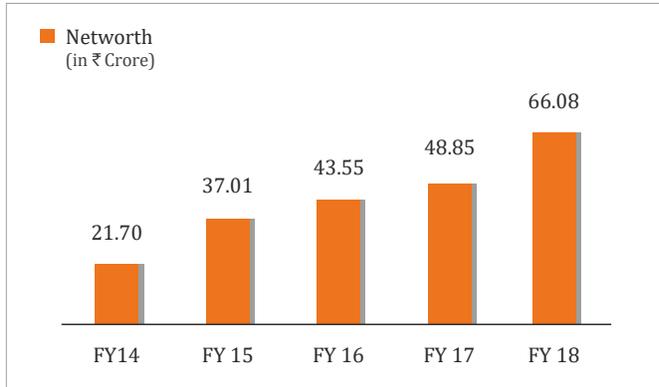
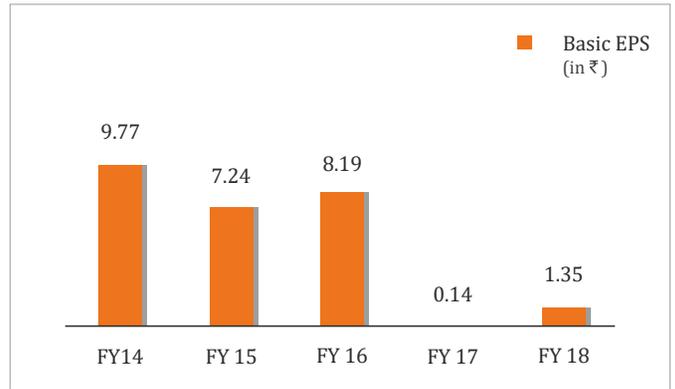
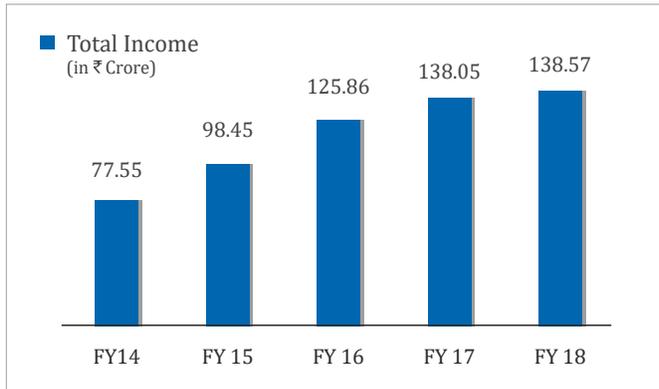
CA Dinesh Kumar Singh

### Company Secretary

CS Jinesh Vora



# Key Trends



## Events

### Annual Business Meet (ABM) 2018

Ceinsys' Annual Business Meet - 2018, was a one day event held at Le Meridian, Nagpur. The Meet is held every year marking the start of the new Fiscal year where the company introduces its new members and gives an opportunity for the present members to network with them. ABM is also a time when the company celebrates its accomplishments over the past year and recognise and award those who have performed exceptionally well in their tasks.

This year ABM FY-18 was witnessed by Hon. Chairman Mr. Sagar Meghe along with Smt. Vrinda Meghe, Trustee-MGI, Mr. Anil Parekh, Management Auditor of the Company and the youngest member of the Meghe Family, Mr. Raghav Meghe.



The ABM started with a presentation by Dr. Abhay Kimmatkar focusing on the ABM's tagline "T3 - Together Towards Tomorrow". He also shared about the year-round performance of the FY-18 that included the growth percentages relating to Business Development, Execution and overall Profit. Later, all the business heads were invited for their domain-specific presentations covering achievements, new business goals and more.

ABM ended with a mission for FY 2019 that focussed on Product IP and integrated solutions, migration from services to solutions and new markets to be captured.

Overall it was a great day for all the Ceinsians where they got a chance to meet people across branches and have a gala time together followed by an awesome Gazal Night and a Dinner.



### Geospatial World Forum – Hyderabad

Ceinsys had participated in the Geospatial World Forum 2018 that took place at Hyderabad International Convention Centre, Hyderabad. GWF is one of the leading global events where companies around the globe have an opportunity to promote services and reach a global audience. Ceinsys also had an opportunity to forge new collaborations with key decision makers, network with investors, entrepreneurs alongside enhance the company's brand awareness and gain media exposure.



The forum gave a glimpse into the future of the geospatial industry, where IoT, Cloud, AI and Big data was the crux as it would drive geospatial data exploration, analytics and visualisations which would further help Ceinsys develop meaningful insights for a smarter world.



### Ceinsys Exhibiting at COMPASS - 2018

COMPASS-2018 “National Conference on Advances in Surveying, Mapping and Geospatial Technology” was held on 9th and 10th Feb 2018, at Hotel Radisson Blu, Nagpur, India. Ceinsys proudly sponsored the event and was also one of the exhibitors for showcasing Ceinsys’ Infrastructure Solution Capabilities in the expo. The event was organised by Association of Consulting Civil Engineers ACCE (I).

The conference covered a wide range of topics related to the latest technologies in surveying and mapping Industries. The proceeding of the conference had also demonstrated the most recent technologies like Remote Sensing, GIS, Design Software, Network Survey Vehicle, LiDAR, Drone, Friction Measurements, Road Health Monitoring Techniques, Utility Mapping, Land Acquisition Support and more, which are extensively being used by Highway engineers for various activities.



### Awards And Recognition

DigitalGlobe awarded Ceinsys at **APAC-Engage, Malaysia**. DigitalGlobe “APAC Engage 2018” is an event which presents with a unique opportunity to learn from some of the most innovative companies in the world, network with an eclectic audience of over 250 attendees from APAC region, forge new business partnerships, identify new user requirements and help your organisation succeed.

Ceinsys bagged the most prestigious award, i.e. **“Partner of The Year”** across the entire Asia-Pacific region and “Partner Excellence Platinum Award” for FY 2017. The event was held @ Hotel Westin, Kuala Lumpur, Malaysia.



#### The awards were given by:

- Amy Minnick, Senior VP and General Manager, Commercial Business
- Paul Granito, VP Global Commercial Sales
- Derren Yong, VP APAC Business



## MOU Signed

### • WAPCOS

Ceinsys Tech Limited and WAPCOS Limited (A Government of India Undertaking) entered into a MoU on Fri, 24th Nov 2017 to collaborate on projects leveraging each other's strengths. The MoU was signed at the WAPCOS office in New Delhi in the presence of Dr. RK Gupta – CMD, WAPCOS and Mr. Sagar Meghe – Chairman and Managing Director of Ceinsys along with other dignitaries.



### • CSIR – NEERI

CSIR – NEERI and Ceinsys being a leading premier organisation in their respective fields have entered into an MOU to work together on identified mutual interest. The MoU was signed at the NEERI office in Nagpur in the presence of Dr. Rakesh Kumar – Director, CSIR-NEERI along with other dignitaries.



## Cultural Event and Welfare Activities

### Engineers Day Celebration- 15th September 2017

Ceinsys celebrated the Engineers Day on 15th September, as a remarkable tribute to the greatest Indian Engineer Bharat Ratna Mokshagundam Visvesvaraya (popularly known as Sir MV) who is highly regarded as a pre-eminent engineer of India."



### HR Day Celebration- 26th Sep. 2017

HR Day was celebrated on 26th September, 2017 at Ceinsys Tech Limited, Nagpur, with the entire HR Team to emphasise and promote work related to the area of human resource management which was earlier associated only with administrative issues such as holidays, wages, etc. However, presently, the HR function is evolved and is responsible for recruitment, application selection, HR and payroll issues, and training and employee development.



### World Heart Day- 29th Sep. 2017

World Heart Day was celebrated on 29th September, 2017 at all branches of Ceinsys Tech Limited to make people aware that heart disease and stroke are the world's leading cause of death. To make every employee aware about World Heart Day, the company conducted a group selfie competition where they were asked to take a group selfie and share with a Healthy Heart tagline.



### CS Day Celebration- 4th Oct. 2017

CS Day which marks the foundation day of the Institute of Company Secretaries of India was celebrated on the 4th October 2017 at Ceinsys Tech Ltd, Nagpur as a gesture to acknowledge and boost the morale of our CS Department. The day was celebrated with enthusiasm as thanks giving to the professionals working with us who left no stone unturned to reach new milestones for the Company.



### 1st Prize Winner In Group Dance at Meghotsav 2017

Meghotsav marks the Birthday of Shri Dattaji Meghe, the protagonist behind the Meghe Group of Institutions. The day brings the institutions together participating in competitions and having a blast. Ceinsys Tech Limited won 1st prize in the 'Dance Competition', bringing a Ceinsian touch to the trophy.



### Sports Events –

#### Football Carnival - 7th October 2017

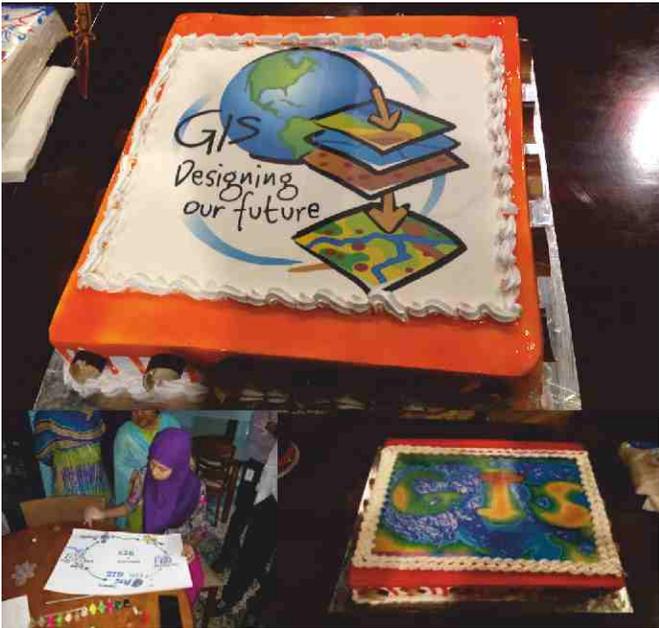
Ceinsys Sports Club Football Match was held on 7th Oct 2017, at the NTPC Ground, Nagpur. The two teams Real Wizards and GIS Hurricanes gave a tough fight to each other but, Team Real Wizards with zeal won the game tackling the contenders.



(Football Carnival Winner- Team Real Wizards)

## GIS Day

On 15th November 2017, Ceinsys Tech Limited celebrated GIS Day to acknowledge the technology of Geographic Information Systems (GIS) that was initiated by spatial analytics world-leader Esri, and which first took place in 1999. The business unit heads presented at the celebration gave a vote of thanks to the employees for their contribution in the success and growth of the company over the years. The GIS Day was also celebrated at various branches of Ceinsys with great enthusiasm.



## Ceinsys Premier League (CPL)

Like every year, Ceinsys organised internal Cricket Tournament "Ceinsys Premier League - CPL" on 17th February, 2018 at Muzumdar Cricket Ground. Eight different teams had participated in the league, out of which team "Atom" was the winner which comprises of people from Branding and Marketing, Business Development, Solutioning and Tender department.



## MGI Cricket Tournament

Following the previous track record, Ceinsys again made a tremendous victory in the Meghe Group Cricket tournament 2018. This was organised at Kurve's Cricket academy where 12 teams participated. This achievement was also covered by Navbharat.



# GOVERNANCE REPORT

## BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in submitting their Twentieth (20th) Board's Report on the business and operations of the Company for the financial year ended March 31, 2018. The Standalone & Consolidated performance of the Company has been referred wherever required.

### Results of Company's Operations and Performance

(Rs. in Lakhs, except Per Share Data)

Particulars	Standalone		Consolidated	
	For the year ended March 31,		For the year ended March 31,	
	2018	2017	2018	2017
Revenue from Operations	13625.70	13613.04	14069.69	14394.76
Cost of Sales	7281.25	8118.07	7487.90	8370.57
Gross Profit	6344.45	5494.97	6581.79	6024.19
Operating expenses				
General and administration expenses	4506.02	3832.76	4599.18	3915.90
Finance Cost	1451.74	1394.15	1510.92	1427.12
Total Operating expenses	5957.76	5226.91	6110.10	5343.02
Operating profit	386.69	268.06	471.69	681.17
Other income	231.71	192.32	264.45	182.13
Depreciation and Amortization	412.30	356.93	419.07	363.65
Profit Before non-controlling interest/ share in net loss of associate	206.10	103.45	317.07	499.65
Exceptional Items	(54.04)	-	193.47	120.17
Profit before tax	152.06	103.45	510.54	619.82
Tax expense	(11.14)	(89.42)	(58.05)	(62.37)
Profit after tax	140.92	14.03	452.49	557.45
Non-controlling interest				
Profit for the year	140.92	14.03	452.49	557.45
Other comprehensive income/Expenses				
Items not to be reclassified subsequently to profit or loss	22.69	(4.81)	22.69	(4.81)
Items to be reclassified subsequently to profit or loss	-	-	15.16	9.47
Total other comprehensive income, net of tax	22.69	(4.81)	37.85	4.66
Total comprehensive income for the year	163.61	9.22	490.34	562.11
Earnings per share (EPS)				
Basic	1.35	0.14	4.32	5.57
Diluted	1.34	0.14	4.31	5.53

**Note:** During the financial year ended March 31, 2018 the Company has sold its entire stake in three subsidiaries (viz. AI Instruments Private Limited, ADCC Tech Limited and ADCC International East Africa Limited.), During the previous financial year ended March 31, 2017 the Company has sold its entire stake in its subsidiary (ADCC Academy Private Limited). The gain/loss of sale of subsidiaries have been disclosed under exceptional items

## Financial Position

Particulars	(Rs. in Lakhs, except Per Share Data)			
	Standalone		Consolidated	
	For the year ended March 31,		For the year ended March 31,	
	2018	2017	2018	2017
<b>Equity</b>				
Equity Share Capital	1109.04	913.82	1109.04	913.82
Other Equity	5498.61	3971.56	6078.67	4240.03
<b>Total Equity</b>	<b>6607.65</b>	<b>4885.38</b>	<b>7187.71</b>	<b>5153.85</b>
<b>Non-Current Liabilities</b>	<b>826.36</b>	<b>987.55</b>	<b>826.35</b>	<b>987.55</b>
<b>Current Liabilities</b>	<b>14957.26</b>	<b>12258.46</b>	<b>15055.00</b>	<b>13289.98</b>
<b>Total Liabilities</b>	<b>15783.62</b>	<b>13246.01</b>	<b>15881.35</b>	<b>14277.53</b>
<b>Equity + Liabilities</b>	<b>22391.27</b>	<b>18131.39</b>	<b>23069.06</b>	<b>19431.38</b>
<b>Property, Plant and Equipment</b>	<b>2555.85</b>	<b>2598.34</b>	<b>2558.67</b>	<b>2621.01</b>
<b>Intangible Assets</b>	<b>175.34</b>	<b>205.78</b>	<b>175.34</b>	<b>205.78</b>
<b>Other Non-Current Assets</b>	<b>993.59</b>	<b>924.39</b>	<b>1156.90</b>	<b>981.04</b>
<b>Current Assets</b>	<b>18666.49</b>	<b>14402.88</b>	<b>19178.15</b>	<b>15623.55</b>
<b>Total Assets</b>	<b>22391.27</b>	<b>18131.39</b>	<b>23069.06</b>	<b>19431.38</b>

### Notes:

- The above figures are extracted from the audited standalone and consolidated financial statements as per Indian Accounting Standards (Ind AS).
- These are company's first financial statement prepared in accordance with IND AS.
- IND AS permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognized in the financial statements as at date of transition to IND AS, measured as per previous GAAP and use that as its deemed cost as at date of transition. This exemption can also be used for intangible assets covered by IND AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

## 1. Financial Performance

### Revenue – Standalone

On a standalone basis in fiscal 2018, our Revenue from operations has shown only a slight increase to Rs. 13,625.70 Lakhs from Rs. 13,613.04 Lakhs in the previous fiscal 2017 thereby registering a marginal growth of 0.1%. Certain service contracts in previous GAAP were recorded using the completed contract method, however the same are now recorded as per principles laid down under IND AS 18 i.e. percentage of completion method. Out of total revenue from operations, 84.53% came from Enterprise Geospatial and Engineering Services, 13.76% from Software products and 1.71% came from Power generation.

### Revenue – Consolidated

On a consolidated basis in fiscal 2018, our Revenue from operations has declined to Rs. 14,069.69 Lakhs from Rs. 14,394.76 Lakhs in fiscal 2017, thereby registering a decrease of 2.26%. The decrease was due to diminution in the Geospatial business revenue from ADCC Infocom Pvt Ltd, our subsidiary company. Certain service contracts in previous GAAP were recorded using the completed contract method, however the same are now recorded as per principles laid down under IND AS 18 i.e. percentage of completion method. Out of total revenue from operations, 82.69% came from Enterprise Geospatial and Engineering Services, 15.65% from Software products and 1.66% came from Power generation.



**Profits – Standalone**

The Profit before tax and exceptional items is Rs.206.10 Lakhs (1.48 % of revenue), as against Rs. 103.45 Lakhs (0.75 % of revenue) in previous year. Profit after exceptional items and tax is Rs. 140.92 Lakhs (1.02% of revenue) as against Rs.14.03 Lakhs (0.10 % of revenue) in previous year. The total comprehensive income for the fiscal 2018 amounts to Rs. 163.61 Lakhs(1.18% of revenue) as against Rs. 9.22 Lakhs (0.07% of revenue) in the Fiscal 2017. It can be observed that there is remarkable increase in profit ratio despite the nominal increase in the Revenue.

**Profits – Consolidated**

The Profit before tax and exceptional items is Rs. 317.07 Lakhs (2.21% of revenue), as against Rs. 499.65 Lakhs (3.43 % of revenue) in previous year. Profit after exceptional items and tax is Rs. 452.49 Lakhs (3.16% of revenue), as against Rs. 557.45 Lakhs (3.82% of revenue) in previous year. The total comprehensive income for the fiscal 2018 amounts to Rs. 490.34 Lakhs (3.42% of revenue) as against Rs. 562.11 Lakhs (3.86% of revenue) in the Fiscal 2017. Profit before tax and exceptional items decreased due to diminution in the Geospatial business revenue in subsidiary which use to provide higher margins.

**EPS**

Basic earnings per share increased to Rs.1.35/- for Fiscal 2018 as compared to previous Fiscal 2017 of Rs. 0.14/-. Diluted earnings per share increased to Rs.1.34/- for Fiscal 2018 as compared to previous Fiscal 2017 of Rs. 0.14/-.

**Dividend**

Your directors have recommended a final dividend of Rs.1.25 per share for Fiscal 2018 aggregating to Rs.1,38,63,050/- subject to approval of Shareholders at the ensuing Annual General Meeting of the Company to be held on 29th September, 2018.

The Payment of Dividend is Subjected to Approval of Shareholders at the ensuing Annual General Meeting.

**Share Capital**

Pursuant to the approval of shareholders through Postal Ballot on 4th August, 2017, the authorized share capital of the company increased from Rs 1000 Lakhs to Rs 2000 Lakhs in the Fiscal 2018 by creation of additional 100 Lakhs equity shares of Rs. 10/- each.

The Company has issued 38,395 shares under ADCC Employee stock option plan, 2014 on 29th March, 2018 to eligible employees. The Company has issued 9,13,825 bonus shares in the ratio of 1 bonus share for each 10 existing equity shares on 11th August, 2017 and accordingly adjusted Rs. 91.38 Lakhs against Securities Premium Account. The Company has made preferential allotment of 10,00,000 Equity Shares at a premium of Rs. 160/- per share having face value of Rs 10/- each at an issue price of Rs. 170/- per share on 15 November, 2017.

**Transfer to Reserves**

The Company has not transferred any amount to the general reserve account during the reporting period.

**Capital Expenditure on tangible assets**

In Fiscal 2018, on a standalone basis, we incurred capital

expenditure of Rs 334.17 Lakhs as compared to previous Fiscal 2017 of Rs 289.37 Lakhs.

**2. Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **Annexure 5** to Board's report as per section 92(3) of Companies Act, 2013.

**3. Particulars of Loans, Guarantee and Investment**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the standalone financial statements provided in this Annual Report.

**4. Public Deposits**

In terms of the provision of Chapter V of the Companies Act, 2013 read with the relevant rules, your Company has not accepted any Public deposit during the year under review.

**5. Particulars of Contracts or Arrangements made with Related Parties**

All contracts/ arrangements/transactions entered into by the Company during the financial year with the related party were in its ordinary course of business and on at arm's length basis.

As per the provisions of regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated and adopted Policy on Related Party Transactions, details of the same are provided in **Annexure 8** to the Board's report.

There were no material significant related party transactions made by the Company which could have potential conflict with the interest of the Company at Large. Particulars of contract or arrangements with related parties referred to in Section 188 (1) of Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure 2** to this Board's report.

**6. Material Events occurring after Balance Sheet date**

The Board of Directors at their meeting held on May 28, 2018 and Shareholders through postal ballot & E-Voting approved the adoption of new set of Articles of Association of the Company; re-designation of Mr. Sagar Meghe from Whole Time Director with the Nomenclature of Chairman to Managing Director with the Nomenclature of Chairman and Managing Director of the company, Appointment of Dr. Hemant Thakare as Whole Time Director with the Nomenclature of Chief Operating Officer of the company, Appointment of CA Dinesh Kumar Singh as Whole Time Director with Nomenclature of Director-Finance and Chief Financial Officer of the company.

**7. Board Policies**

The details of the policies approved and adopted by the board are provided in **Annexure 8** to the Board's report.

**8. Risk Management**

Risk Management is an integral and important component of Corporate Governance. Your Company believes that a robust Risk Management system ensure adequate controls and monitoring mechanisms for a smooth and efficient running of the business.

A risk-aware organization is better equipped to maximize the shareholder value. In the light of above, your Company at its Board meeting held on February 13, 2018 formed an IT and Risk Management Committee. The Company's Business Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and Magnitude of impact and determining a response strategy. The details pertaining to the composition, terms of reference, etc. of the IT and Risk Management Committee are given in the Report on Corporate Governance section forming part of this Annual Report.

## 9. Business Description

Ceinsys offers state-of-the-art Geospatial, Engineering & IT Solutions with a specific Business focus in Infrastructure, Government and Defence & Security segments. It brings together deep domain expertise, strong financials, skilled resource base and 20 years of experience in meeting a variety of customer needs in geospatial, engineering and IT services. Ceinsys offers value added services to companies requiring help in getting spatial information mapped and interpreted.

Ceinsys focuses on providing a high quality end-user experience, while streamlining the underlying workflows and improving efficiency. The present domain expertise includes GIS, Remote Sensing, Photogrammetry, Highway Engineering, Heritage Mapping, Electrical Solutions, Water and sewerage solutions, Engineering Design Services and enterprise level End to End Solutions using Web GIS. Our solutions have wide market segment addressability. Ceinsys also initiated and introduced LiDAR (Laser based technology) and Unmanned Aerial Surveys (UAS) for Highway asset Management (also called Road Asset Management System – RAMS). Ceinsys is very well positioned to address these large opportunities.

### Strategy

In order to fulfil business objectives and to meet the demands of present and future, we have to have a proper roadmap in place. Your Company has developed a Strategic Management Plan which deals with challenges, opportunities, and new initiatives that would lead to growth for company and its Stakeholders. Your company conducts its strategic planning through a defined and structured mechanism and builds up an integrated platform in IT, Geospatial & Engineering Tech Solutions, which enables us to serve our clients to the best of requirements.

Last year we rebranded the corporate identity from ADCC to Ceinsys, your Company has taken a path of becoming a world class IT organization; to position itself as a holistic solution provider in Geospatial, Engineering and IT Space. By creating roadmap for next 5 years with respect to Market, Industry Trends along with Government spending in Infrastructure & Information Technology space it will scale up its capability in Infrastructure, Government and Defence & Security Solutioning.

Your company will sign up Technology Partnerships for empowering itself in providing end to end solution offering as one stop shop and bring in the right talent to cater the business needs of the company.

Along with these mentioned initiatives, Ceinsys have also planned to audit, standardize, streamline & develop processes that would help Middle Management Team and in turn, the company, to holistically manage its organisation structure, processes, practices employees, customers & infrastructure in accordance with its business objectives. Ceinsys also look forward in implementing effective systems of Learning & Development, Employee Engagement & Performance Management System for its employees towards their contribution in the growth path.

## 10. Human Resource Development

Ceinsys Tech Limited considers its employees as most valuable resource and ensures strategic alignment of Human Resource practices to business priorities and objectives. The Company strives to provide a conducive and competitive work environment to help the employees excel and create new benchmarks of productivity, efficiency and customer delight.

The Human Resource agenda continues to support the business in achieving sustainable and responsible growth by building the right capabilities in the organisation. It continues to focus on progressive employee relations policies, creating an inclusive work culture and a strong talent pipeline.

The company is known for having the best people practices for developing future leaders. The ability to attract the best talent, provides a competitive edge to the organisation. A series of programmes like maternity and paternity support, Career by Choice and location flexibility have helped in driving the Inclusion and Diversity agenda. The company continues to focus on driving inclusion through building leadership capability and recognising line managers who provide a simple, flexible and respectful work environment for their teams.

The Human Resource function of the Company achieved many milestones by strengthening its base through Capability Development Initiatives, Gender Diversity and Digitisation etc. The company drives sustainable growth by leveraging employee-potential through capability development initiatives in line with market expectations and by reducing cost and complexity in rehiring new talent. The company is focussed on building a high-performance culture with a growth mind-set, where employees are engaged and empowered to be the best they can be. Developing and strengthening capabilities of all employees in the company has remained an on-going priority.

The Company comprises a strong team of professionals, who are result oriented, committed and loyal. As on March 31, 2018, the Company had 418 employees on its rolls. Please refer a separate Report on Human Resource Management given in Management Discussion Analysis which form part of this Annual Report.

## 11. Management Discussion and Analysis

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report is presented in a separate section forming part of this Annual Report.



## 12. Subsidiaries

As on 31, March 2018, The Company has no Associate Company, Operating Joint Venture and have only two Subsidiaries which are as follows:-

1. ADCC Infocom Private Limited;
2. ADCC Technology Zambia Limited

During the year, the Board of Directors ('the Board') reviewed the affairs of its subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as **Annexure 1** to the Board's report.

The statement also provides details of the performance and financial position of each of the subsidiaries. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries will be available for inspection till the date of AGM during business hours at our registered office.

During the year, the company has sold the following companies:

1. AI Instruments Private Limited
2. ADCC International East Africa Limited
3. ADCC Tech Limited

## 13. Corporate Governance

Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. Your Company believes that good governance is the basis for sustainable growth of the business and for enhancement of stakeholder value. Your Directors reaffirm their continued commitment to good corporate governance practices. It is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. A detailed report on Corporate Governance forms an integral part of Annual Report and is set out as separate section therein.

## 14. Audit reports and Auditors

### Audit reports

- The Auditors' report for fiscal 2018 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.
- CS Sushil Kawadkar is a Practising Company Secretary having FCS No: 5725 & CP No.: 5565
- The Secretarial Auditors' Report for fiscal 2018 does not contain any qualification, reservation or adverse, but have some observation which forms part of report. The Board has

replied on the observation and forms part of the same report. In terms of provisions of sub-section 1 of section 204 of the Companies Act, 2013, the Company has annexed to this Board's report as **Annexure-4**, a Secretarial Audit Report given by the Secretarial Auditor.

- As required under SEBI (Listing obligation and disclosure requirement) regulation, 2015, the Practising Company Secretary's Certificate on Corporate Governance is appended as **Annexure-10**. The appended report does not contain any qualification, reservation or adverse remarks.

### Auditors

#### • Statutory Auditors

M/s. Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016) ('Price Waterhouse') was appointed as Statutory Auditor of the Company on 26th September, 2017 for a period of One (1) year who shall hold office until the conclusion of the ensuing Annual General Meeting ('AGM'), of the Company. The Company has received Special Notice under Section 140 (4) of the Companies Act, 2013 for appointment of Chaturvedi & Shah, Chartered Accountants in place of retiring Auditor.

On the receipt of the Special Notice under Section 140 (4) of the Companies Act, 2013, the Board under the guidance of the Audit Committee initiated the process of selection of Chaturvedi & Shah, Chartered Accountants and had detailed interactions with them and assessed them against a defined eligibility and evaluation criteria.

The Board, at its meeting held on 4th September, 2018 considered the recommendations of the Audit Committee with respect to the appointment of Chaturvedi & Shah, Chartered Accountants as the statutory auditor. Based on due consideration, the Board recommends for your approval the appointment of Chaturvedi & Shah, Chartered Accountants as the statutory auditor of the Company.

Accordingly resolution has been proposed for appointment of Chaturvedi & Shah, Chartered Accountants as Statutory Auditor of the Company in terms of Section 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder for a period of Five (5) years.

#### • Secretarial Auditors

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Sushil Kawadkar, Practising Company Secretary to undertake the Secretarial Audit of the Company.

## 15. Reporting of Fraud by Auditors

During the year 2017-18, neither the statutory auditors nor the secretarial auditor has reported any instances of fraud committed against the Company by its officers or employees under section 143(12) of the Companies Act, 2013.

## 16. Segment Reporting

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Board in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of services, the differing risks and returns and the internal business reporting systems.

## 17. Board of Directors and its Meeting

The Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive, Non-Executive and Independent Directors including Woman Director. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders. The Board met Eight (8) times during the financial year.

The maximum interval between any two meetings did not exceed 120 days, as prescribed under Companies Act, 2013.

The details pertaining to the composition, terms of reference, etc. of the Board of Directors of the Company and the meetings thereof held during the financial year are given in the Report on Corporate Governance section forming part of this Annual Report.

## 18. Directors' Responsibility Statement

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments, which are measured at fair values, the provisions of the Act (to the extent notified) and guidelines issued by SEBI. Ind AS are prescribed under section 133 of Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Effective April 1, 2017, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with the applicable transition guidance. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or the revision to an existing accounting standard requires a change in the Accounting policy hitherto in use.

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

I. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no Material departures;

II. They 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 at the end of the financial year and of the profit of the Company for that period;

III. They 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;

IV. They have prepared the annual accounts on a going concern basis;

V. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

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

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2017-18.

## 19. Internal Financial Controls with Reference to the Financial Statements

The Company has in place proper and adequate internal financial control systems commensurate with the nature of its business, size and complexity of its operations. Internal financial control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedure, Applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries and reports the same on quarterly basis to Audit Committee.

## 20. Declaration of Independence by Independent Director

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 and that he/she meets with the criteria of independence, as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 21. Board Evaluation

The provision of sec. 149(8) of Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance, its Chairman and that of individual directors. Further 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.



Further the Independent Director has to review the assess of Quality, Quantity & Timeliness of flow of Information between the Company management and Board to Perform their Duties effectively. The Nomination and Remuneration Committee of the Company has laid down the criteria for performance evaluation of the Board, its Committees and individual directors including Independent Directors.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report section in this Annual Report.

## 22. Familiarisation Programmes for Board Members

The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made on business and performance updates of the Company, business strategy and risks involved and given to the Directors. The Directors are also updated with various regulations prevailing at the time and the new judicial pronouncements.

Presentations on the latest technology and software developed by the company are also organised for the Independent Directors to enable them to understand the operations of the Company.

## 23. Directors and Key Managerial Personnel

The following changes were made during the year:

- Mr. Sameer Meghe resigned as Vice-Chairman and Whole Time Director of the Company on May 31, 2017. The Board places on record its appreciation of the contribution made by Mr. Sameer Meghe as Vice-Chairman and Whole Time Director of the Company.
- Mr. Atul Dev Tayal was appointed as Managing Director with the Nomenclature of Vice Chairman and Sr. Managing Director effective from July 01, 2017.
- Mr. Dhruv Kaji was appointed as an Additional Director in the category of non-executive and Independent Director of the Board effective from July 14, 2017 and the shareholders at the 19th Annual General Meeting held on September 26, 2017 have regularize his appointment as non-executive and Independent Director effective from July 14, 2017 for a term of Five (5) years i.e. up to July 13, 2022.
- Mr. Satish Wate was appointed as an Additional Director in the category of non-executive and Independent Director of the Board effective from July 14, 2017 and shareholders at the 19th Annual General Meeting held on September 26, 2017 have regularize his appointment as non-executive and Independent Director effective from July 14, 2017 for a term of Five (5) years i.e. up to July 13, 2022.
- Ms. Renu Challu was appointed as an Additional Director in the category of non-executive and Independent Director of the Board effective from August 31, 2017 and shareholders at the 19th Annual General Meeting held on September 26, 2017 have regularize her appointment as non-executive and Independent Director effective from August 31, 2017 for a term of Five (5) years i.e. up to August 30, 2022.
- Mr. Chandrakant Tiwari resigned effective from August 31, 2017. The Board places on record its appreciation of the contribution made by Mr. Chandrakant Tiwari as Independent Director of the Company.
- Mr. George Jacob resigned effective from August 31, 2017. The Board places on record its appreciation of the contribution made by Mr. George Jacob as Independent Director of the Company.
- Mr. Jinesh Vora resigned from the post of Company Secretary effective from August 31, 2017.
- Mr. Saugata De was appointed as Company Secretary and Chief Compliance Officer effective from August 31, 2017.
- Mr. Kishore Dewani was appointed as an Additional Director in the category of non-executive and Independent Director of the Board by passing resolution by circulation effective from January 15, 2018 and who shall hold office till the ensuing 20th Annual General Meeting to be held on September 29, 2018. Pursuant to section 160 of the Companies Act, 2013, your Company has received separate notices proposing the appointment of Mr. Kishore Dewani as an Independent Director on the Board at the ensuing Annual General Meeting. Accordingly, the Board recommends his appointment as an Independent Director. The resolution confirming the above appointment forms part of the notice of Annual General Meeting. We seek your support in confirming the above appointment.
- Mr. Saugata De resigned effective from March 29, 2018. The Board places on record its appreciation of the contribution made by Mr. Saugata De as Company Secretary and Chief Compliance Officer of the Company.
- Mr. Jinesh Vora was appointed as Company Secretary cum Compliance Officer effective from March 29, 2018 consequent to resignation of Mr. Saugata De.
- Mr. Amit Somani resigned effective from March 29, 2018. The Board places on record its appreciation of the contribution made by Mr. Amit Somani as Managing Director of the Company.
- Mr. Atul Dev Tayal resigned effective from March 29, 2018. The Board places on record its appreciation of the contribution made by Mr. Atul Dev Tayal as Vice Chairman and Sr. Managing Director of the Company.

- In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Dr. Abhay Kimmatkar is liable to retire by rotation at the ensuing 20th Annual General Meeting (AGM). Dr. Abhay Kimmatkar has confirmed his eligibility and willingness to accept the office of Director of your Company, if confirmed by the Members at the ensuing AGM. In the opinion of Directors, the Company will continue to benefit Dr. Abhay Kimmatkar in his capacity as the Joint Managing Director of the Company. The Board recommends and seeks your support in confirming re-appointment of from Dr. Abhay Kimmatkar. The profile and particulars of experience, attributes and skills that qualify from Dr. Abhay Kimmatkar for the Board membership is disclosed in the Notice of the Annual General Meeting.

#### 24. Policy on Directors Appointment, Remuneration and other details

The Nomination and Remuneration Committee ('NRC') of Ceinsys Tech Limited (the 'Company'), has adopted the policy and procedures with regard to identification and nomination of persons who are qualified to become directors and who may be appointed in senior management. This policy is framed in compliance with the applicable provisions of Regulation 19 read with Part D of the Schedule II of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('the Regulations') and Section 178 and other applicable provisions of the Companies Act, 2013.

The Board has also approved a Policy relating to remuneration of Directors, members of Senior Management and Key Managerial Personnel other matters provided in Section 178(3) of the Companies Act, 2013 is available on Company's website, at <http://www.ceinsys.com/investors/Policies/Nomination-&Remuneration-Policy.pdf>

Salient features of nomination & remuneration policy:

- ensuring the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- ensuring that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- determining the Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- ensuring that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- deciding the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

f. defining and implementing the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluating the performance and determining the amount of incentive of the Executive Directors for the same.

g. deciding the amount of Commission payable to the Whole time Directors, if any.

h. reviewing and suggesting revision of the total remuneration package of the Key Managerial Personnel and Executive Directors after keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.

i. formulating and administering the Employee Stock Option Scheme.

j. promoting and developing a high performance workforce in line with the Company strategy.

#### 25. Committees of the Board

The Board has six committees:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship & Investor Grievances Committee
- Information Technology and Risk Management Committee\*
- Management Committee

*\*IT and Risk Management Committee was constituted by the Board at their meeting held on February 13, 2018.*

Board is responsible for direction, control, conduct management and supervision of the company's affairs. It has established effective corporate governance procedures and best practices in the company. Committees appointed by the Board focus on specific areas and take informed decisions within the framework of delegated authority, and make specific recommendations to the Board on matters in their areas or purview. All decisions and recommendations of the committees are placed before the Board for information or for approval.

The details of the powers, functions, composition and meetings of the Committees of the Board held during the year are given in the Report on Corporate Governance section forming part of this Annual Report.

#### 26. Conservation of Energy, Technology Absorption, Foreign exchange earnings and outgo

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are mentioned as **Annexure-9** to the Board's report.



## 27. Employee Stock Option Plans

The Nomination and Remuneration Committee (NRC) of the Board of the Company, inter alia, administers and monitors the Employees' Stock Option Scheme of the Company in accordance with the applicable provisions of SEBI Guidelines. Your Company has issued and implemented the Employees Stock Option Scheme ("Scheme") named as ADCC ESOP 2014 in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('the SEBI Regulation') as a measure to reward and motivate employees as also to attract and retain the talent to its employees. Details of the stock options granted under ADCC ESOP 2014 are annexed to this Report as **Annexure-7**.

During the year under review, the Company has allotted 38,395 shares pursuant to "ADCC Employee Stock Option Plan, 2014" on March 29, 2018. The issuance of shares pursuant to the said scheme has resulted in the increase in number of Equity shares issued by the Company which stands at 1,10,90,440 shares as on March 31, 2018.

## 28. Corporate Social Responsibility

The Company is committed to conduct its business in a socially responsible, ethical and environmental friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. The Board of Directors at its meeting held on July 26, 2014 had constituted Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of Companies Act, 2013 read with rules formulated therein. The CSR agenda is planned in consultation with the CSR committee members through a systematic independent need assessment we believe in positive relationships that are built with constructive engagement which enhances the economic, social and cultural well-being of individuals and regions connected to our activities. The Company had adopted a detailed policy on Corporate Social Responsibility and also discussed and identified the core areas in which the CSR activities was proposed to be carried out in the CSR Committee Meetings from time to time. The Corporate Social Responsibility Policy can be accessed on the Company's website at the link: <http://www.ceinsys.com/investors/Policies/CorporateSocial-Responsibility-Policy.pdf> The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-6** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Salient features of Corporate social responsibility policy:

- I. Identifying broad areas of intervention in which the company can undertake projects;
- ii. to serve this policy as a guiding document in executing and monitoring CSR projects;
- iii. undertaking broad criteria for implementation agencies;
- iv. ensuring an increased commitment at all levels in the organization;
- v. directly or indirectly taking up programs that benefit the communities in & around its work centres that leads to enhancing the quality of life & economic well - being of the local populace.

## 29. Secretarial Standards

The Company duly complies with all applicable secretarial standards.

## 30. Vigil Mechanism (Whistle Blower Policy)

In terms of the section 177(9) of companies act, 2013 and rules framed thereunder, your Company has established a 'Whistle Blower Policy and Vigil Mechanism' for directors and employees it provides a channel to the employees to report to the appropriate authorities concerns about unethical behavior, Actual or suspected, fraud or violation of the Company's code of conduct policy and provides safeguards against victimization of employees who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the concerned authorities. The details of the vigil mechanism (whistle blower policy) are given in **Annexure-8** of this board report.

## 31. Prevention of Insider Trading

The Securities and Exchange Board of India (SEBI) vide notification dated January 15, 2015 has put in place a new framework for prohibition of Insider Trading in Securities and to strengthen the legal framework thereof. These new regulations of the SEBI under the above notification have become effective from May 15, 2015. Accordingly, the Board has formulated Insider Trading Policy in accordance with Regulation 8 & 9 of Insider Trading Regulations, 2015 for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The details of the Code of Conduct & Fair Disclosure for Prohibition of Insider Trading are given in **Annexure-8** of this board report.

## 32. Legal, Governance and Brand Protection

Your Company continued to focus on the key areas and projects within the Legal, Compliance and Corporate Affairs functions. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns.

## 33. Enhancing Shareholders Value

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation.

## 34. Listing on Stock Exchange

The Company's Shares were listed on SME Platform of BSE Limited on October 22, 2014. In Fiscal 2018, the Company has migrated from the SME platform to the main board of BSE Limited in fiscal 2018.

### 35. Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company

There are no orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company' future operations.

### 36. Sexual Harassment of Women at Workplace:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a Policy on Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The details of the policy are given in **Annexure-8** of this board report.

During the year, the Company has not received any complaints of sexual harassment.

### 37. Green Initiatives

Electronic copies of Annual Report 2017-2018 and the Notice of 20th Annual General Meeting are sent to all the members whose email addresses are registered with the company/depository participant. For members who have not registered their email address, physical copies are sent in the permitted form.

### 38. Acknowledgement

Your Directors place on record their appreciation to the Government of India, the Securities and Exchange Board of India, the Stock Exchanges and other regulatory authorities for their valuable guidance and support and wish to express our sincere appreciation for their continued co-operation and assistance. We look forward to their continued support in future. We wish to thank our bankers, investors, rating agencies, customers and all other business associates for their support and trust reposed in us.

Your Directors express their deep sense of appreciation for all the member of the Ceinsys family whose commitment, co-operation, active participation, dedicated efforts, consistent contribution and professionalism at all levels has made the organization's growth possible.

Finally, the Directors thank you for your continued trust and support.

**For and on behalf of the Board**



**Sagar Meghe**

*(Chairman & Managing Director)*

Place : Nagpur

Date: 4th September 2018



# Annexure 1

## Form AOC-1

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**  
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part "A": Subsidiaries

(Amounts in Rs. except percentage of shareholding and exchange rate)

Particulars	ADCC Infocom Private Limited	ADCC Technology Zambia Limited
The date since when subsidiary was acquired	22/12/2009	15/10/2014
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31st March every year (Same as holding Company)	31st December every year (Not Similar to holding Company)
a) Reporting currency	a) INR	a) Zambian Kwacha
b) Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	b) NA	b) 1 ZMK= 6.7866 INR#
Share Capital	1,00,000	67,866*
Reserves & surplus	6,41,24,273	(61,86,057)*
Total assets	6,77,29,954	1,50,392*
Total Liabilities	6,77,29,954	1,50,392*
Investments	-	-
Turnover	1,17,29,511	-
Profit before taxation	99,81,741	(15,12,665)*
Provision for taxation	-	-
Profit after taxation	99,86,047	(15,12,665)*
Proposed Dividend	NIL	NIL
Extent of shareholding (In percentage)	100%	90%

#Exchange rates are mentioned as on March 31, 2018.

\*Amount Converted in INR on the basis of exchange rate as on March 31, 2018

1) Names of subsidiaries which are yet to commence operations  
- NIL

2) Names of subsidiaries which have been liquidated or sold during the year - AI Instruments Private Limited, ADCC International East Africa Limited & ADCC Tech Limited were sold during the year and hence not forming part of AOC-1

### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- NIL

1) Names of associates or joint ventures which are yet to commence operations - NIL

2) Names of associates or joint ventures which have been liquidated or sold during the year - NA.

For and on behalf of the Board



**Sagar Meghe**

(Chairman & Managing Director)



**CS Jinesh Vora**

(Company secretary)



**Dinesh Kumar Singh**

(Director-Finance & CFO)

Place: Nagpur

Date: 4th September, 2018

## Annexure 2

### Particulars of contracts / arrangements made with related parties

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 - AOC-2]

This Form pertains to the 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.

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2018, which were not at arm's length basis.

### Details of contracts or arrangement or transactions at arm's length basis

The details of contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2018 are as follows:

Sr. no	Name of related party	Nature of Relationship	Duration of contract	Salient terms	Amount (In Lakhs)
<b>Nature of contract</b>					
<b>Rent Paid during 2017-18</b>					
1)	Mr. Sameer Meghe	Director/Relative of Key Managerial Personnel	01st August, 2012 to 31st July, 2017 & 01st August, 2017 - ongoing	On Arm's Length Pricing	14.06
2)	Mr. Amit Somani	Key Managerial Personnel	01st April, 2017 to 31st March, 2018	On Arm's Length Pricing	9.65
3)	Mr. Abhay Kimmatkar	Key Managerial Personnel	01st April, 2017 to 31st March, 2018	On Arm's Length Pricing	24.90
4)	Mrs. Smita Meghe	Relative of Key Managerial Personnel	01st January, 2018 - ongoing	On Arm's Length Pricing	0.60
5)	Mrs. Shailinitai Meghe	Relative of Key Managerial Personnel	01st August, 2012 to 31st July, 2017 & 01st August, 2017-ongoing and 01st April, 2016-ongoing	On Arm's Length Pricing	43.10
6)	Ms. Radhika Meghe	Relative of Key Managerial Personnel	01st April, 2015 -ongoing	On Arm's Length Pricing	29.04
7)	Mrs. Sheetal Somani	Relative of Key Managerial Personnel	01st April, 2017 to 31st March, 2018	On Arm's Length Pricing	11.15
8)	M/s Radha Riddhi Enterprises Private Limited	Entity in which Key Managerial Personnel is Interested	01st November, 2017-ongoing	On Arm's Length Pricing	2.35
9)	M/s Raghav Infradevelopers & Builders Private Limited	Entity in which Key Managerial Personnel is Interested	01st Jan, 2015 - ongoing	On Arm's Length Pricing	2.89
<b>Rent Received</b>					
1)	AI Instruments Private Limited	Entity in which Key Managerial Personnel is Interested	01st March, 2017 to 30th June, 2018	On Arm's Length Pricing	0.02
<b>Remuneration to relatives of KMPs</b>					
1)	Mrs. Jayshree Kimmatkar	Relative of Key Managerial Personnel	01st April, 2015-ongoing	On Arm's Length Pricing	0.75
<b>Payment of Professional Fees</b>					
1)	Mrs. Smita Meghe	Relative of Key Managerial Personnel	01st April, 2017-ongoing	On Arm's Length Pricing	17.78
2)	Mrs. Sheetal Somani	Relative of Key Managerial Personnel	01st April, 2017-ongoing	On Arm's Length Pricing	53.97



Services Rendered/Received					
1)	M/s Mai Manpower Solutions LLP	Entity in which relative of Key Managerial Personnel is interested	01st November, 2017-ongoing	On Arm's Length Pricing	4.08
2)	M/s SMD Hospital Pvt. Limited	Entity in which Key Managerial Personnel is Interested	01st April, 2017 to 31st March, 2018	On Arm's Length Pricing	0.62
3)	M/s ADCC Academy Private Limited	Entity in which Key Managerial Personnel is Interested	01st April, 2017 to 31st March, 2018	On Arm's Length Pricing	1.43

For and on behalf of the Board



**Sagar Meghe**

(Chairman & Managing Director)

Place: Nagpur  
Date: 4th September, 2018

## Annexure 3

### Particulars of Employees

[Detail pertaining to remuneration as required under Section 197(12) of the Companies Act 2013 read with Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

We are serving in the field of geospatial and information technology domain to facilitate the professionals with customized solutions for versatile engineering domains. The remuneration and perquisites provided to our employees including that of the Management are on a par with industry levels.

The nomination and remuneration committee continuously reviews the compensation of our Executive and Non-Executive Directors and senior executives to align both the short-term and long-term business objectives of the Company and to link compensation with the achievement of measurable performance goals.

Name of the director	Title	Remuneration in fiscal 2018 (In Lakhs)*	% increase in Remuneration in the financial year 2017-18	Ratio of Remuneration of each Director to median remuneration of employees <sup>#</sup>
Mr. Sagar Meghe	Whole Time Director	162.00	145.45	47.39
Mr. Sameer Meghe <sup>(1)</sup>	Whole Time Director	11.00	NIL	2.28
Mr. Atul Dev Tayal	Senior Managing Director	138.44	NA	40.35
Mr. Amit Somani	Managing Director	46.97	33.93	13.03
Mr. Abhay Kimmatkar	Joint Managing Director	45.08	10.65	12.46

\*Remuneration based on Gross Annualized Salary.

<sup>#</sup>Median is based on Gross Annualized Salary for the month of March, 2018.

(1) Mr. Sameer Meghe has resigned effective from May 31, 2017.

## ii. The Ratio of Remuneration paid to Independent Directors to the median remuneration of the employees of the Company

Name of the director	Remuneration in fiscal 2018 (Rs. In Lakhs)	% increase in Remuneration in the financial year 2017-18
Mr. George Jacob	-	-
Mr. Chandrakant Tiwari	-	-
Mr. Arun Wankhede	-	-
Mrs. Shrilekha Lanjekar	-	-
Mr. Dhruv Kaji	-	-
Mr. Satish Wate	-	-
Ms. Renu Challu	-	-
Mr. Kishore Dewani	-	-

### Remuneration of other Key Managerial Personnel (KMP)

Name of the KMP	Title	Remuneration in fiscal 2018 (Rs. In Lakhs)*	% increase in Remuneration in the financial year 2017-18	Ratio of remuneration to MRE#
Mr. Dinesh Singh	Chief Financial Officer	48.55	46.06	13.50
Mr. Jinesh Vora <sup>§</sup>	Company Secretary	3.19	15.05	1.28
Mr. Saugata De <sup>@</sup>	Company Secretary	4.32	NA	1.21

\*Remuneration based on Gross Annualized Salary

#Median is based on Gross Annualized Salary.

§Mr. Jinesh Vora resigned from the post of Company Secretary effective from August 31, 2017 & appointed as Company Secretary effective from March 29, 2018.

@Mr. Saugata De appointed as Company Secretary effective from August 31, 2017 & resigned from the post of Company Secretary effective from March 29, 2018.

### Notes:

- The median remuneration of employees of the Company during the financial year 2017-18 is Rs. 3,34,762/- as compared to Rs. 3,07,200/- in year 2016-17.
- In the financial year 2017-18, there was an increase of 8.97% in the median remuneration of employees.
- As on March 31, 2018, there were 418 permanent employees who were on the Pay-roll of the Company.
- Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The Average Percentile increase in the salaries of employees other than managerial Personnel in the last financial year was 14.62%, while the average percentile increase in the salaries of Managerial Personnel in the range of 10 to 146%.
- It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees.



**[Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**1. The Names of Top Ten Employees in terms of Remuneration drawn.**

Sr. No.	Names of Employees	Designation	Educational qualification	Nature of Employment whether contractual or otherwise	Age	Experience (in years)	Date of Joining	Gross Remuneration Paid (Amount in lac)	Previous Employment	% of equity shares held *	Whether the employee is relative of any director
1)	Sagar Meghe	Chairman & Managing Director	B.Com	Full-Time	48	29	09-Sep-1998	162	NA	7.32	No
2)	Atul Dev Tayal <sup>(1)</sup>	Sr. Managing Director, Vice-Chairman	B.Com	Full-Time	52	28	01-July-2017	138.44	Rolta India Ltd.	-	No
3)	Amit Somani <sup>(1)</sup>	Managing Director	CA, B.com	Full-Time	40	18	01-July-2006	46.97	Meghe Group of Institutions	0.74	No
4)	C. R. Bannur	SR. Vice President	M.Sc & PHD	Full-Time	56	30	28-Aug-2017	40.30	Rolta India Ltd.	-	No
5)	Dinesh Kumar Singh	Director-Finance & CFO	CA	Full-Time	46	22	17-Jan-2015	48.55	Reliance Power Limited	-	No
6)	Abhay Kimmatkar	Joint Managing Director	PHD	Full-Time	47	22	01-Apr-2005	40.8	YCCE	0.05	No
7)	Prakash Yadav	Vice President	Diploma	Full-Time	37	16	17-Dec-2012	32.69	Quosphere Infosolutions	-	No
8)	Nikhil Dakshindas	Vice President	BE, MBA	Full-Time	46	19	01-Oct-1998	43.56	NA	0.04	No
9)	Rahul Johrapurkar	SR. Vice President	B.E	Full-Time	47	25	01-Feb-2004	35.39	Honeywell Middle East	0.04	No
10)	Chandrasekhar Sayankar	Vice President	ME	Full-Time	40	16	01-Aug-2012	29.28	Autodesk Inc.	-	No

(1) Resigned effective from 29th March, 2018.

\*Joint Shareholding with another person shown as a part of that shareholders holding, whose name appears first i.e. first holder

Place: Nagpur  
Date: 4th September, 2018

**For and on behalf of the Board**



**Sagar Meghe**

*(Chairman & Managing Director)*

## Annexure 4

### Secretarial Audit Report for the financial year ended March 31, 2018

Form No. MR-3

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

To,  
The Members,  
CEINSYS TECH LIMITED  
(Formerly known as ADCC Infocad Limited)  
CIN: L72300MH1998PLC114790  
10/5, I.T. Park, Nagpur -440022

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CEINSYS TECH LIMITED (Formerly known as ADCC Infocad Limited) (hereinafter called "the Company"). 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 Company's 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/our opinion, the company has, during the audit period covering the financial year ended on 31/03/2018 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by CEINSYS TECH LIMITED (Formerly known as ADCC Infocad Limited) ("the Company") for the financial year ended on 31/03/2018 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/ The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during Audit period)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during Audit period);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during Audit period).
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (6) The other laws applicable to this company are as under -
  - a) Payment of Wages Act, 1936
  - b) Minimum Wages Act, 1948
  - c) Employees Provident Fund and Misc. Provisions Act, 1952
  - d) Employees State Insurance Act, 1948
  - e) Payment of Bonus Act, 1965
  - f) Electricity Act, 2003
  - g) Indian Stamp Act, 1999
  - h) Income Tax Act, 1961 and Indirect Tax Law
  - i) Negotiable Instrument Act, 1881
  - j) Maternity Benefits Act, 1961
  - k) Payment of Gratuity Act, 1972
  - l) The Apprentices Act, 1961
  - m) Service Tax
  - n) VAT Act
  - o) Central Goods and Service Tax Act, 2017
  - p) The Maharashtra Shops and Establishment Act, 1948
  - q) Maharashtra Municipal Corporation Act, 1949
  - r) The Information Technology Act, 2000
  - s) The Indian Copyright Act, 1957
  - t) The Patents Act, 1970
  - u) The Trademarks Act, 1999



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by Ministry of Corporate Affairs and The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with the BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. The company has filed Form MGT-14 relating to Appointment of Internal Auditors after due date with late filing fee.
2. The company has filed Form MGT-14 relating to Issue of Shares after due date with late filing fee.
3. The company has filed Form MGT-14 relating to Appointment of Key Managerial persons and Bonus Shares after due date with late filing fee.
4. The company has filed Form MR-1 relating to Appointment of Key Managerial persons after due date with late filing fee dated.
5. The company has filed Form ADT-1 relating to Appointment of Auditors after due date with late filing fee.

**I further report that**

- 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 except that the Company has filed Form DIR- 12 relating to Appointment of Key Managerial persons after due date with late filing fee.
- 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.

Place: Nagpur  
Date: 4th September, 2018

- Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

**I further report that** as per the explanation given to me and the representations made by the Management and relied upon by me 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.

**I further report that** during the audit period the company has obtained approval of the members (through postal ballot) under section 4, 13, 14, 196, 197 and 203 of the Companies Act, 2013 by way of Special Resolution for Increase in Authorised Capital, Amendment in Memorandum and Articles of Association, Alteration in memorandum for change in name, Appointment of Managing Director, Changes in Remuneration of Key Managerial Personnel, Whole Time Directors.

**I further report that** during the audit period the company has obtained approval of the members (through postal ballot) under section 117 and 62 of the Companies Act, 2013 by way of Special Resolution for Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited and Issue of Equity Shares on Preferential Basis.

**I further report that** during the audit period the company has issued bonus shares.

**I further report that** during the audit period the company has allotted shares under ADCC Employee Stock Option Plan 2014.

**I further report that** during the audit period the company has not paid few challans of Service Tax, TDS and EPF within the prescribed time.

  
**CS SUSHIL KAWADKAR**  
FCS No: 5725  
CP No.: 5565

This report is to be read with our letter of even date which is annexed as Annexure- "A" and forms as integral part of this report.

## Annexure- "A"

To,  
The Members,  
**CEINSYSTECH LIMITED**  
(Formerly known as ADCC Infocad Limited)  
CIN: L72300MH1998PLC114790  
10/5, I.T. Park,  
NAGPUR -440022

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provided a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Nagpur  
Date: 4th September, 2018

  
**CS SUSHIL KAWADKAR**  
FCS No: 5725  
CP No.: 5565

### Comments of the Board of Directors on the observations pointed out in the Secretarial Audit Report are as follows:

1. The company has filed Form MGT-14 relating to Appointment of Internal Auditors after due date with late filing fee.
2. The company has filed Form MGT-14 relating to Issue of Shares after due date with late filing fee.
3. The company has filed Form MGT-14 relating to Appointment of Key Managerial persons and Bonus Shares after due date with late filing fee.
4. The company has filed Form MR-1 relating to Appointment of Key Managerial persons after due date with late filing fee dated.
5. The company has filed Form ADT-1 relating to Appointment of Auditors after due date with late filing fee.
6. Form DIR- 12 relating to Appointment of Key Managerial persons after due date with late filing fee.

**Comments of the Board** –The Company has been prompt in filing necessary forms prescribed under the Companies Act, 2013. In the abovementioned case the Company has inadvertently filed the forms with the Registrar of Companies (ROC) with minor delay with the additional filing fees. The Company has now ensured that all future ROC filings are being made diligently within prescribed time limit.

7. The company has not paid few challans of Service Tax, TDS and EPF within the prescribed time.

**Comments of the Board** – The Company has been prompt in filing necessary forms prescribed under Service Tax, TDS and EPF. In the abovementioned case the Company has in advertently filed the forms with the respective authorities with minor delay. The Company has now ensured that all future filings are being made diligently within prescribed time limit.



## Annexure 5

Form No. MGT 9

### EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March,2018

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

#### I. REGISTRATION & OTHER DETAILS:

1.	CIN	L72300MH1998PLC114790
2.	Registration Date	May 5, 1998
3.	Name of the Company	Ceinsys Tech Limited
4.	Category/Sub-category of the Company	Company Limited By Shares (Indian Non-Government Company)
5.	Address of the Registered office& contact details	10/5, I.T. Park, Nagpur-44022
6.	Email-id and Website	<a href="mailto:cs@ceinsys.com">cs@ceinsys.com</a> and <a href="http://www.ceinsys.com">www.ceinsys.com</a>
7.	Whether listed company	Yes
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited Bharat Tin Works Building , 1st Floor, Opp. Vasant Oasis, Makwana Road, Marol, Andheri – East, Mumbai – 400059 Maharashtra, India. Tel. No.: 022- 62638200; Fax No.: 022- 62638299 Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> ; Investor grievance email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>

#### 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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	%to total turnover of the
1)	Architectural and engineering activities and related technical consultancy	71100	84.53
2)	Retail Sale of Non-Customized Software	47413	13.76

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1)	ADCC Infocom Private Limited	U72900MH2009PTC198045	Wholly Owned Subsidiary	100%	2 (87)(ii)
2)	ADCC Technology Zambia Limited	NA	Subsidiary	90%	2 (87) (ii)

#### IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) A)Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter and promoter group</b>									
<b>(A)(1) Indian</b>									
a) Individual/HUF	18,30,000	-	18,30,000	20.03	25,02,051	-	25,02,051	22.56	2.53
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	33,70,000	-	33,70,000	36.88	37,07,000	-	37,07,000	33.43	-3.45
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A1)</b>	<b>52,00,000</b>	<b>-</b>	<b>52,00,000</b>	<b>56.91</b>	<b>62,09,051</b>	<b>-</b>	<b>62,09,051</b>	<b>55.99</b>	<b>-0.92</b>
<b>(A) (2) Foreign</b>									
a) Non Resident Individuals/Foreign Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks /Financial Institutions	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
(Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total(A2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A)=(A)(1) + (A)(2)</b>	<b>52,00,000</b>	<b>-</b>	<b>52,00,000</b>	<b>56.91</b>	<b>62,09,051</b>	<b>-</b>	<b>62,09,051</b>	<b>55.99</b>	<b>-0.92</b>
<b>B. Public Shareholding</b>									
<b>(B)(1)Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
(B)(2) Non-Institutions									
a) Bodies Corp.									
I) Indian	27,15,500	-	27,15,500	29.72	29,23,005	-	29,23,005	26.36	-3.36
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
I) Individual shareholders holding nominal share capital upto Rs. 2 lakh	4,09,720	-	4,09,720	4.48	4,44,604	-	4,44,604	4.01	-0.47
II) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	8,02,500	-	8,02,500	8.78	8,02,500	-	14,97,275	13.50	4.72
c) Others (specify)									
Non Resident Indians	6,000	-	6,000	0.06	9,750	-	9,750	0.09	0.03
Overseas									
Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	4,500	-	4,500	0.05	6,665	-	6,665	0.06	0.01
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	39,38,220	-	39,38,220	43.10	48,81,389	-	48,81,389	44.01	0.91
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	39,38,220	-	39,38,220	43.10	48,81,389	-	48,81,389	44.01	0.91
TOTAL (A)+(B)	91,38,220	0	91,38,220	100.00	1,10,90,440	-	1,10,90,440	100.00	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	39,38,220	-	39,38,220	43.10	48,81,389	-	48,81,389	44.01	0.91
TOTAL (A)+(B)	91,38,220	0	91,38,220	100.00	1,10,90,440	-	1,10,90,440	100.00	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	91,38,220	-	91,38,220	100.00	1,10,90,440	-	1,10,90,440	100.00	-

**B) Shareholding of Promoter-**

Sr. 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	Mr. Sagar Meghe	5,28,594	5.78	-	8,11,454	7.32	-	1.54
2	Mr. Sameer Meghe	5,42,400	5.94	-	8,24,340	7.43	-	1.49
3	M/s. SMG Hospitals Pvt. Ltd.	12,40,000	13.57	-	13,64,000	12.30	-	-1.27
4	M/s. Raghav Infradevelopers and Builders Pvt. Ltd	21,30,000	23.31	8.21	23,43,000	21.13	7.44	-2.18
<b>Total</b>		<b>44,40,994</b>	<b>48.60</b>	<b>8.21</b>	<b>53,42,794</b>	<b>48.18</b>	<b>7.44</b>	<b>-0.42</b>

\*Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

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

Sr. No.	Shareholder's Name	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares*	% of total shares of the company**	No. of shares*	% of total shares of the company**
<b>1</b>	<b>Mr. Sagar Meghe</b>				
	At the beginning of the year	5,28,594	4.77	5,28,594	4.77
	Bought during the year <sup>#</sup>	2,83,860	2.56	8,12,454	7.33
	Sold during the year	1,000	0.01	8,11,454	7.32
	At the end of the year	8,11,454	7.32	8,11,454	7.32
<b>2</b>	<b>Mr. Sameer Meghe</b>				
	At the beginning of the year	5,42,400	4.89	5,42,400	4.89
	Bought during the year <sup>#</sup>	2,81,940	2.54	8,24,340	7.43
	Sold during the year	-	-	-	-
	At the end of the year	8,24,340	7.43	8,24,340	7.43
<b>3</b>	<b>M/S SMG Hospital Pvt. Ltd.</b>	12,40,000	11.18	12,40,000	11.18
	Bought during the year <sup>#</sup>	12,40,000	1.12	13,64,000	12.30
	Sold during the year	-	-	-	-
	At the end of the year	13,64,000	12.30	13,64,000	12.30
<b>4</b>	<b>M/S Raghav Infradevelopers &amp; Builders Pvt. Ltd.</b>	21,30,000	19.21	21,30,000	19.21
	Bought during the year <sup>#</sup>	2,30,000	1.92	23,43,000	21.13
	Sold during the year	-	-	-	-
	At the end of the year	23,43,000	21.13	23,43,000	21.13

\*Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

\*\*Percentage of beginning bought and sold during the year are based on total equity shares as on March 31, 2018.

#Bought during the year includes the shares issued as bonus.



**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2018:**

Sr. No.	Shareholder's Name	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company**	No. of shares	% of total shares of the company**
1	SMG INTERNATIONAL PRIVATE LIMITED				
	At the beginning of the year	10,76,000	9.70	10,76,000	9.70
	Bought during the year <sup>#</sup>	2,46,199	2.22	13,22,199	11.92
	Sold during the year	-	-	-	-
	At the end of the year	13,22,199	11.92	13,22,199	11.92
2	AKS INFRADEVELOPERS PRIVATE LIMITED				
	At the beginning of the year	11,60,000	10.46	11,60,000	10.46
	Bought during the year <sup>#</sup>	1,16,000	1.05	12,76,000	11.51
	Sold during the year	-	-	-	-
	At the end of the year	12,76,000	11.51	12,76,000	11.51
3	ANAND SANCHETI				
	At the beginning of the year	-	-	-	-
	Bought during the year <sup>#</sup>	10,00,000	9.02	10,00,000	9.02
	Sold during the year	-	-	-	-
	At the end of the year	10,00,000	9.02	10,00,000	9.02
4	TREBLE TRADING AND INVESTMENT COMPANY PVT LTD.				
	At the beginning of the year	2,50,000	2.25	2,50,000	2.25
	Bought during the year <sup>#</sup>	25,000	0.23	2,75,000	2.48
	Sold during the year	-	-	-	-
	At the end of the year	2,75,000	2.48	2,75,000	2.48
5	AMIT KEDARNATH SOMANI				
	At the beginning of the year	2,68,500	2.42	2,68,500	2.42
	Bought during the year <sup>#</sup>	7,500	0.07	2,76,000	2.49
	Sold during the year	1,93,500	1.74	82,500	0.74
	At the end of the year	82,500	0.74	82,500	0.74
6	TARAMATI BABUBHAI SHAH				
	At the beginning of the year	63,000	0.57	63,000	0.57
	Bought during the year <sup>#</sup>	6,300	0.06	69,300	0.62
	Sold during the year	-	-	-	-
	At the end of the year	69,300	0.62	69,300	0.62
7	KETAN BABUBHAI SHAH				
	At the beginning of the year	60,000	0.54	60,000	0.54
	Bought during the year <sup>#</sup>	7,650	0.07	67,650	0.61
	Sold during the year	-	-	-	-
	At the end of the year	67,650	0.61	67,650	0.61
8	PRITI KETAN SHAH				
	At the beginning of the year	60,000	0.54	60,000	0.54
	Bought during the year <sup>#</sup>	6,000	0.05	66,000	0.60
	Sold during the year	-	-	-	-
	At the end of the year	66,000	0.60	66,000	0.60
9	HEMCHAND JAIN				
	At the beginning of the year	49,500	0.45	49,500	0.45
	Bought during the year <sup>#</sup>	4,950	0.04	54,450	0.49
	Sold during the year	-	-	-	-
	At the end of the year	54,450	0.49	54,450	0.49
10	INDU JAIN				
	At the beginning of the year	60,000	0.54	60,000	0.54
	Bought during the year <sup>#</sup>	5,700	0.05	65,700	0.59
	Sold during the year	12,625	0.11	53,075	0.48
	At the end of the year	53,075	0.48	53,075	0.48

\*\*Percentage of beginning bought and sold during the year are based on total equity shares as on March 31, 2018.  
<sup>#</sup>Bought during the year includes the shares issued as bonus.

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholder's Name	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares*	% of total shares of the company**	No. of shares*	% of total shares of the company**
1	Mr. Sagar Meghe				
	At the beginning of the year	5,28,594	4.77	5,28,594	4.77
	Bought during the year#	2,83,860	2.56	8,12,454	7.33
	Sold during the year	1,000	0.01	8,11,454	7.32
	At the end of the year	8,11,454	7.32	8,11,454	7.32
2	Mr. Abhay Kimmatkar				
	At the beginning of the year	3,000	0.03	3,000	0.03
	Bought during the year#	1,800	0.02	4,800	0.05
	Sold during the year	-	-	-	-
	At the end of the year	4,800	0.04	3,000	0.05
3	Mr. Satish Wate				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
4	Mr. Dhruv Kaji				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
5	Ms. Renu Challu				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Mr. Kishore Dewani				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
7	Mr. Dinesh Kumar Singh				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-
8	Mr. Jinesh Vora				
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	-	-	-	-
	At the end of the year	-	-	-	-

\*Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

\*\*Percentage of beginning bought and sold during the year are based on total equity shares as on March 31, 2018.

#Bought during the year includes the shares issued as bonus.



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

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	73,85,55,444	29,00,64,452	-	1,02,86,19,896
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>73,85,55,444</b>	<b>29,00,64,452</b>	<b>-</b>	<b>1,02,86,19,896</b>
Change in Indebtedness during the financial year				
*Addition	8,33,46,817	4,35,00,000	-	12,68,46,817
*Reduction	-	64,452	-	64,452
<b>Net Change</b>	<b>8,33,46,817</b>	<b>4,34,35,548</b>	<b>-</b>	<b>12,67,82,365</b>
Indebtedness at the end of the financial year				
i) Principal Amount	82,19,02,261	33,35,00,000	-	1,15,54,02,261
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>82,19,02,261</b>	<b>33,35,00,000</b>	<b>-</b>	<b>1,15,54,02,261</b>

**II. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

## A.Remuneration to Managing Director, Whole-time Directors, Executive Directors and/or Manager :

(Figures in Lakhs, except stock option)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Mr. Amit Somani	Mr. Abhay Kimmatkar	Mr. Sagar Meghe	Mr. Atul Dev Tayal	Mr. Sameer Meghe	
<b>1</b>	<b>Gross salary</b>						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	46.97	42.74	162.00	138.44	11.00	401.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	2.34	-	-	-	2.34
	(C) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	1,500	-	-	-	1,500
3	Sweat Equity	-	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-	-
5	Others, please specify (Sitting Fee)	0.12	0.07	0.07	0.02	0.01	0.28
	<b>Total (Excl. Stock Option)</b>	<b>47.09</b>	<b>45.15</b>	<b>162.07</b>	<b>138.46</b>	<b>11.01</b>	<b>401.43</b>
	Ceiling as per the Act						

**B. Remuneration to other directors**

(Figures in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager								Total Amount
		Mr. Dhruv Kaji	Mr. George Varkey Jacob	Mr. Arun Wankhede	Mr. Satish Wate	Mr. Chandrakant Tiwari	Mrs. Shrelekh Lanjekar	Mrs. Renu Challu	Mr. Kishore Dewani	
1	Independent Directors									
	Fee for attending board/ committee meetings	1.32	0.03	0.82	1.55	0.08	0.11	1.45	1.15	6.50
	Commission	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total (1)	1.32	0.03	0.82	1.55	0.08	0.11	1.45	1.15	6.50
2	Other Non-Executive Directors									
	Fee for attending board/ committee meetings	-	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-	-
	Remuneration	-	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>1.32</b>	<b>0.03</b>	<b>0.82</b>	<b>1.55</b>	<b>0.08</b>	<b>0.11</b>	<b>1.45</b>	<b>1.15</b>	<b>6.50</b>
	Overall Ceiling as per the Act									

**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD-**

(Figures in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CS		CFO	
		Mr. Saugata De**	Mr. Jinesh Vora*	Mr. Dinesh Kumar Singh	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.32	3.19	48.55	56.06
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>4.32</b>	<b>3.19</b>	<b>48.55</b>	<b>56.06</b>

\*Mr. Jinesh Vora resigned from post of Company Secretary effective from August 31, 2017 &amp; he appointed as Company Secretary effective from March 29, 2018.

\*\*Mr Saugata De Appointed as Company Secretary effective from August 31, 2017 &amp; he resigned effective from March 29, 2018.



**III. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, during the year.

Place: Nagpur  
Date: 4th September, 2018

**For and on behalf of the Board**

**Sagar Meghe**

(Chairman & Managing Director)

## Annexure 6

### Annual Report on CSR Activities

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1) A brief outline of the Company's CSR Policy, including an overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes:

As an integral part of our commitment to good corporate citizenship, we at Ceinsys believe in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive towards our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized.

Ceinsys aims at enhancing its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements.

In line with its objectives, the following areas have been short listed for the CSR roadmap which includes promoting education, making available safe drinking water, promoting gender equality and empowering women.

The Corporate Social Responsibility Policy can be accessed on the Company's website at the link:

<http://www.ceinsys.com/investors/Policies/Corporate-Social-Responsibility-Policy.pdf>

#### 2) Composition of CSR Committee:

The Corporate Social Responsibility Committee is constituted by the Board of Directors of Ceinsys Tech Limited in their meeting held on 26th July, 2014 in compliance with Section 135 of the Companies Act, 2013 ("the Act") read along with Schedule VII & the applicable rules thereto.

As on 31st, March 2018, the composition of CSR committee is as follows:-

Mr. Sagar Meghe - Chairman  
Mr. Dhruv Kaji - Member  
Mrs. Renu Challu - Member

#### 3) Average net profit of the company for last three Financial Years: Rs. 1262.40 Lakhs

#### 4) Prescribed CSR Expenditure (2% of Average Net Profit for last three financial years): Rs. 25.25 Lakhs

#### 5) Details of CSR spent during the Financial Year:

- a) Total amount to be spent for the financial year: Rs.25.25 Lakhs
- b) Total amount spent during the financial year: Rs. 25.66 Lakhs
- c) Amount unspent, if any: Nil.

**d) The manner of the amount spent during the financial year is detailed as follows:-**

(Amount in Lakhs)

Sr .No.	CSR project /Activity identified	Sector in which the project is covered	Projects/ Programmes covered	Amount outlay (budget) project or programs wise	Amount Spent on the projects or Programs sub-heads: 1) Direct expenditure on projects or programs 2) Overheads:	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing agency
1	Providing shelter, Education, recreational facilities to girls and acknowledging their achievements by monetary awards	Promoting Gender equality and empowering Women	Local : Wardha- Maharashtra	12.00	12.00	12.00	Through NGO
2	Mobile Computer Bus for educating underprivileged people	Promoting Education	Local : Nagpur - Maharashtra	13.50	13.02	13.02	Direct Implementation
3	Installed RO/Water Cooler	Making available Safe Drinking Water	Local : Nagpur - Maharashtra	1.00	0.64	0.64	Direct Implementation
					<b>Grand Total</b>	<b>25.66</b>	

**6) In case the company has failed to spend the 2% of the average net profits of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:**

The amount spent in financial year 2018 was Rs.25.66 Lakhs which is higher than the amount of Rs.25.25 Lakhs being 2% of the average net profits of the last three financial years.

**7) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:**

We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the CSR projects and activities in compliance with our CSR objectives.

Place: Nagpur  
Date: 4th September, 2018

**For and on behalf of the Board**



**Sagar Meghe**  
(Chairman & Managing Director)



## Annexure 7

Details of the options granted under employee stock option schemes as on March 31, 2018:

### Name of Scheme: ADCC ESOP 2014

PARTICULARS	DETAILS
Options Granted (No. of Share options)	1,82,420
Options Vested (No. of Share options)	43,246
Options Exercised from vested options (No. of Share options)	38,395
Total number of equity shares arising as a result of exercise of options (No. of Share options)	38,395
Option forfeited / lapsed / cancelled (No. of Share options)	31,201
Exercise Price (In Rupee)	10/-
Variation of terms of options	Nil
Money realized by exercise of options (In Rupee)	3,83,950
Total number of options in force (No. of Share options)	42,389
Person wise details of options granted to	
i.Directors (No. of Share options)	6000*
ii.Key Managerial Personnel (No. of Share options)	12000*
iii.Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during that year	Nil
iv.identified employees who are granted options, during any one year equal to exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Nil

\*No options were granted during the Financial Year 2017-18 and aforementioned options were granted on January 01, 2015.

Place: Nagpur  
Date: 4th September, 2018

For and on behalf of the Board



**Sagar Meghe**  
(Chairman & Managing Director)

# Annexure 8

## Corporate Policies

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website, at <http://www.ceinsys.com/investor/>. The policies are reviewed periodically by the Board and updated based on new compliance requirements. During the year, the Board revised and adopted some of its policies.

Key policies that have been adopted are as follows:

Name of the policy	Brief Description	Web link
Code of Conduct for Independent Directors	The Company has adopted a Code of Conduct specifically for Independent Directors which forms the foundation of its compliance.	<a href="http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Independent-Directors.pdf">http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Independent-Directors.pdf</a>
Code of Conduct for Directors	The Company has adopted a Code of Conduct for Directors which forms the foundation of its compliance.	<a href="http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Directors.pdf">http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Directors.pdf</a>
Code of Conduct for KMPs	The Company has adopted a Code of Conduct for KMPs which forms the foundation of its compliance.	<a href="http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-KMP.pdf">http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-KMP.pdf</a>
Code of Conduct for Employees	The Company has adopted a Code of Conduct for Employees which forms the foundation of its compliance.	<a href="http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Employees.pdf">http://www.ceinsys.com/investors/Policies/Code-of-Conduct-for-Employees.pdf</a>
Vigil Mechanism Policy	The Company has adopted a Vigil Mechanism to report concern about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct.	<a href="http://www.ceinsys.com/investors/Vigil-Mechanism-Policy-ceinsys.pdf">http://www.ceinsys.com/investors/Vigil-Mechanism-Policy-ceinsys.pdf</a>
Policy on Determination of Materiality of Events/ Information	This policy applies to disclosure of material events affecting Ceinsys and its subsidiaries.	<a href="http://www.ceinsys.com/Newspaper-Ads/POLICY-ON-MATERIAL-EVENTS-DISCLOSURE.pdf">http://www.ceinsys.com/Newspaper-Ads/POLICY-ON-MATERIAL-EVENTS-DISCLOSURE.pdf</a>
Code of Conduct & Fair Disclosure for Prohibition of Insider Trading	The policy provides the framework in dealing with securities of the Company.	<a href="http://www.ceinsys.com/investors/Policies/Insider-Trading-Policy.pdf">http://www.ceinsys.com/investors/Policies/Insider-Trading-Policy.pdf</a>
Corporate Social Responsibility Policy	The policy outlines the Company's strategy to bring about a positive impact on society through programs relating to hunger, poverty, healthcare, and environment.	<a href="http://www.ceinsys.com/investors/Policies/Corporate-Social-Responsibility-Policy.pdf">http://www.ceinsys.com/investors/Policies/Corporate-Social-Responsibility-Policy.pdf</a>
Documents Preservation & Archival Policy	The policy deals with the retention and archival of corporate records of Ceinsys Tech Limited and all its subsidiaries.	<a href="http://www.ceinsys.com/investors/Policies/Documents-Preservation-n-Archival-Policy.pdf">http://www.ceinsys.com/investors/Policies/Documents-Preservation-n-Archival-Policy.pdf</a>
Nomination & Remuneration Policy	This policy formulates the criteria for determining qualification, competencies, positive attributes and independence for the appointment of Director (executive/non-executive) and also the criteria for determining the remuneration of Directors, key managerial personnel and other employees.	<a href="http://www.ceinsys.com/investors/Policies/Nomination-&amp;-Remuneration-Policy.pdf">http://www.ceinsys.com/investors/Policies/Nomination-&amp;-Remuneration-Policy.pdf</a>
Policy for Determining Material Subsidiary	The policy is used to determine the material subsidiaries of the Company and to provide the governance framework for them.	<a href="http://www.ceinsys.com/investors/Policies/Policy_for_Determining_Material_Subsiary.pdf">http://www.ceinsys.com/investors/Policies/Policy_for_Determining_Material_Subsiary.pdf</a>



Name of the policy	Brief Description	Web link
Related Party Transaction Policy	This policy regulates all transactions between the Company and its related parties.	<a href="http://www.ceinsys.com/investor/">http://www.ceinsys.com/investor/</a>
Policy on Prevention of Sexual Harassment of Women at Workplace(POSH)	This policy is used to prohibit, prevent or deter the commission of acts of sexual harassment of woman at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment.	<a href="http://www.ceinsys.com/investor/">http://www.ceinsys.com/investor/</a>

## Annexure 9

Conservation of energy, research and development, Technology Absorption, Foreign Exchange Earnings and Outgo [Particulars pursuant to the Companies (Accounts) Rules, 2014]

### Conservation of Energy

We have procured various energy saving devices and systems, which help in conserving energy. CEINSYS provides Information Technology enabled services and hence requires minimal energy consumption and does not use motive power. However, every effort is made to ensure that energy efficient equipment is used to avoid wastage and conserve energy, as far as possible.

Active measures taken by us towards energy conservation and carbon footprint reduction include using technology to monitor and control electricity consumption of air conditioning and other related equipment, use of energy efficient light bulbs, using technology for switching off computer monitors etc.

We undertake regular reviews of energy requirements and consumption patterns, with action plans for effective utilization of power, during peak and non-peak seasons. We also undertake continuous education and awareness programs among all employees on energy conservation measures that can be adopted at individual levels, to help conserve power and energy.

We continue to strengthen our energy conservation efforts. During the year, we have installed on the Office's roof Solar panels with a total capacity of 43.40 kwp. We have reduced excessive

illumination levels to standard levels LED lighting in its entire premises and uses four / five star air conditioners. We have continued to maximize the use of energy efficient flat monitors, energy efficient air-conditioning systems. We have made efforts to ensure that there is no cool air leakage from its premises and have adopted measures to ensure optimum usage of air conditioners throughout its premises. A building automation system has been implemented to control working of air conditioners and to make them more power efficient.

### Technology Absorption

As your Company has not entered into technical collaboration with any entity, there are no particulars relating to technology absorption.

### Research and Development

There were no Research and Development activities which were carried out during the financial year 2017-18.

### Foreign Exchange Earnings and Outgo

Foreign Exchange Earnings: Rs. 55,86,254/-  
Foreign Exchange Outgo: Rs. 2,63,25,191/-

## Annexure 10

### Certificate on Corporate Governance

To  
The Members  
Ceinsys Tech Limited,  
10/5, I.T. PARK,  
NAGPUR-440022

I have examined the compliance of conditions of Corporate Governance of Ceinsys Tech Limited (Formally known as ADCC Infocad Limited) ('the Company'), for the year ended 31 March 2018, as stipulated in Listing (Obligation and Disclosure Requirement) Regulation, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of my information, and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing (Obligation and Disclosure Requirement) Regulation, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Nagpur

Date: 4th September, 2018

  
**CS SUSHIL KAWADKAR**  
FCS No: 5725  
CP No.: 5565



# MANAGEMENT DISCUSSION & ANALYSIS

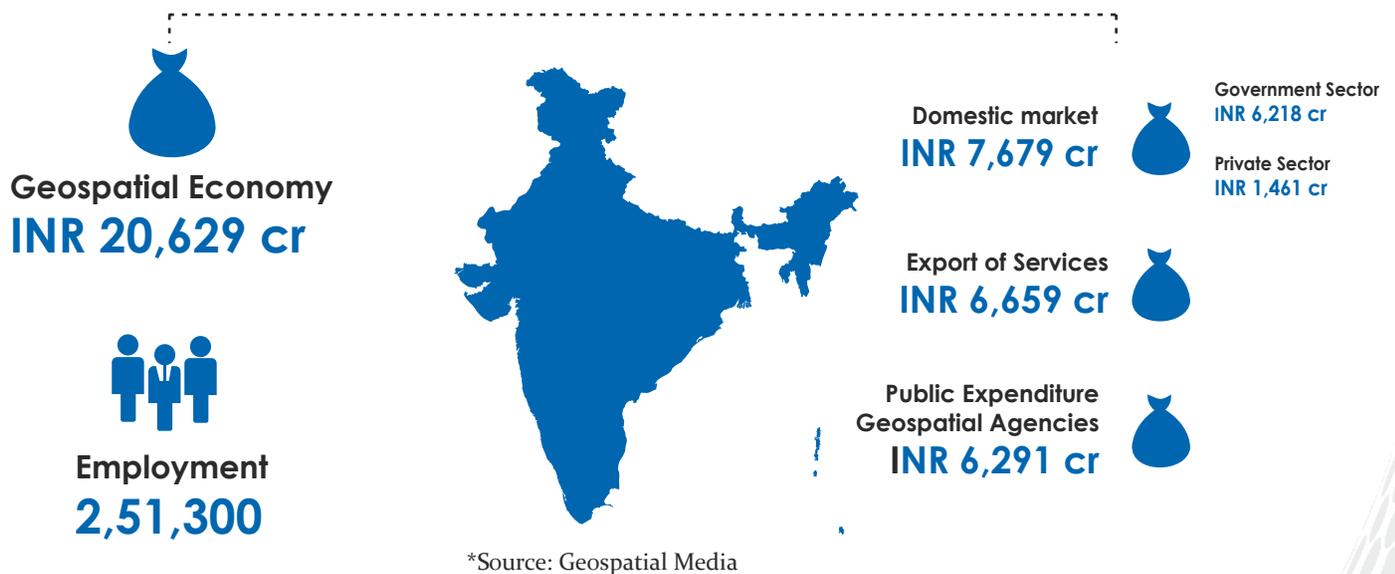
## Industry Structure and Developments

**Innovate | Collaborate | Transform**

The traditional geospatial business has changed dramatically over the past years.

The geospatial industry used to only comprise of players who built maps, models, collect data, present that data and provide services to understand geospatial information. Today, spatial data analytics is all about real-time access to information and analysis of that data. Naturally, the industry is now expanding to include players building tools for analysing geospatial data and its following application.

As new technologies and innovations are transgressing the physical, digital and biological worlds; the balance of power between existing and new players is shifting drastically. The changing dynamics are forcing the industry to move towards innovation, collaboration and transformation.



Geospatial capabilities are being integrated into all kinds of systems like Cloud, IoT, Robotics and Automation, Deep Learning and Artificial Intelligence, Augmented Reality and Reality Mesh are opening up new horizons, driving the geospatial business, and at the same time getting enriched by it.

Since geospatial information is becoming critical in every single application, the geospatial industry needs to provide the foundation of geospatial data that can be used by everyone. The future of geospatial business depends on the industry's ability to stay relevant in different areas which leads to societal benefits.

So what is the best way forward for the industry? Collaboration is the key. New companies, technologies and business models will continue to disrupt the market. By joining the disruption, the industry can collaborate with the new players, add value in the process and further strengthen its innovation capability.

## Government

Ceinsys is perhaps one of the few companies proficient in undertaking end-to-end requirements of Government Projects. A pioneer in the fields of Geospatial, Engineering and Enterprise IT Consulting, Ceinsys has been working for more than 20 years with federal and state governments to offer better services to citizens, facilitating a sustainable environment to create social and economic impact. It is expected that the Indian technology sector will become a \$1 trillion opportunity by 2023. Broadly, the electronic hardware sector will contribute \$400 billion; the IT and e-commerce sector is expected to contribute \$350 billion, and the telecom and IoT industry together will bring in about \$250 billion.

Now, geospatial and GIS will be the software tools that will enable you to see things from a spatial perspective, giving you insights which textual data cannot provide. Practically, there are certain aspects of information which are very, very amenable to spatial representation. There is a need to represent all such information which has a spatial element in it on a GIS platform so that better decisions can be made.

In case we want to know what all the roads that have been built and would like to connect the roads and know which roads can be widened to serve the largest community. These decisions cannot be taken until we have a spatial display of what has been built. These kinds of decisions can only be enabled through a GIS platform. The textual information would be complicated to comprehend; otherwise, someone will have to do a field survey. Similarly, for Atal Mission for Rejuvenation and Urban Transformation (AMRUT), if we want to plan a new system for drainage in a city, depending on gradients and natural contours, we can do those planning based on a GIS platform.

So, wherever there is a room for GIS-based application, geospatial technologies will add to the whole work cycle. Government is making a conscious effort to introduce GIS into e-governance applications and Mission Mode projects in a big way.

## Infrastructure

### *(Utilities, Transportation and Building)*

As demand for all infrastructures raises globally, the pressure to focus on the right way to increase infrastructure - by taking into account costs over the lifecycle of an asset, and helping to future-proof that asset for growth increases. Infrastructure requires a system and the information that supports it. The system needs the capability for monitoring and measuring the degree of change, and then analysing options for addressing it and then communicating those options and their intended impact to drive human actions or in some cases take action without human interaction.

This all requires up to date accurate geospatial data as the input into a BIM process to supply the context models required to make these decisions. In the longer term, this decision-making process of BIM+Geospatial will help in the planning of newer more efficient versions infrastructure itself. It becomes a positive feedback loop that improves both the physical and digital infrastructure of the city.

Building information modelling (BIM) is an evolving term that describes a process supported by technology to better collaborate and share information across the lifecycle of an infrastructure project. Availability of context can unlock the benefits of BIM. Advancements in technology and the workflows that define it have accumulated and manifested themselves into newer forms of recognition.

This better supports BIM workflows by expanding its horizons and possibilities with the adoption of new and disruptive technologies. Reality modelling, for example, is the process that automates the generation of high-resolution, fully 3D representations from digital photographs taken with any camera. The opportunity to take this digital data and support infrastructure workflows is being recognised in more connected environments than ever before.

## Energy:

Power is the backbone for development and more so for a country like India which envisages an ambitious 9% GDP growth. Though energy output is progressively increasing, transmission losses, power pilferages, irregular billing is widening the demand-supply gap in the country. On the threshold of this growth curve, it is but prudent that the government has initiated the Re-structured Accelerated Power Development and Reform Programme (R-APDRP).

Though individual projects are on since the 1990s, the government has initiated power sector reforms on a large scale in the country only recently. CESC is the first organisation that embarked on power reforms by introducing geospatial technology in 1990. Since then, companies are extensively using this technology in distribution, transmission as well as generation. For instance, Power Grid Corporation of India Limited (PGCIL) is harnessing it in transmission, Alternate Hydro Energy Centre (AHEC) is using it in resource assessment for renewable energy resources and under R-APDRP, and it has been integrated with distribution.



**Water:**

Ceinsys' water solutions division has been providing world class services to clients for the past five years. These include Non-Revenue Water (NRW) consultancy and services. With over 80 municipalities, in the state of Maharashtra, covered by Ceinsys thus far, we can claim to be one of the preferred solution providers in this segment.

The Indian water sector consists of:

- a) Drinking water/ bottled water segment and
- b) Wastewater treatment equipment segment;

Both are growing at a high pace due to increasing health awareness and scarcity of clean water. The total Indian water market is estimated to be about USD 4 billion, growing at a rate of 15-20% every year. The water requirement for industrial use is also increasing rapidly. The bottled water market is growing at 55% annually. The reducing per capita availability of water and deteriorating water quality has forced the country to look for sustainable and effective water technologies to provide clean and quality water. PPP-based projects will be in vogue, and one can expect the increased role of private players in the management of utilities/assets. Moreover, India presents the right balance of growth across end-user sectors, technologies, projects. Ageing equipment presents an opportunity in replacement/retrofit of assets in water and effluent treatment plants.

**Transportation:**

Apart from constructing excellent transport facilities, governments across the globe are utilising GIS in their quest for smarter and safer transportation networks. The focus of most transportation professionals in the urban areas of the world has shifted from the construction of new highway facilities to maximise the utility of existing infrastructure and the development of new public transport facilities and capabilities. At the same time, a renewed focus has emerged on using technology effectively to make urban centres more efficient, livable and sustainable. These trends have produced two overlapping initiatives: intelligent transportation systems (ITS) and the concept of smart cities. It is clear that GIS technology will play an ever-increasing role in both initiatives. As a platform to integrate and fuse vast amounts of information, GIS has already come to play a significant role in a large number of ITS systems which are briefly reviewed here.

Keeping a keen eye on the growth of this sector in India, Ceinsys has taken strategic initiatives to be the "movers" for technology solutions. One such initiative is the introduction of LiDAR (Laser-based technology) for Highway asset management (also called Road Asset Management System - RAMS). This was a long engagement process with the department; and eventually, through proof of concept, we have been able to convince them about the utility of this technology. We are proud to state that Ceinsys is one of the only two companies in India to have been empanelled to do this work. We expect the hard work and foresight into this will pay rich dividends to Ceinsys in the coming few years.

Ceinsys is also targeting "Friction analysis" to be the next key focus area; with equally good market potential.

Ceinsys is using LiDAR technology for several solutions including Heritage Mapping, 3D City models, naming a few. Towards the same, we have made the necessary investments in technology, equipment and resources. Ceinsys is using the UAV based technology for several projects, including Heritage mapping, 3D city mapping, Cadastral Mapping and 3D Building Modelling. Ceinsys owns two UAVs as well as a team of dedicated professional to undertake large-scale mapping assignments.

**Defence and Security:**

To keep the armed forces fully prepared for war, men and machine of these services need to be held in the highest state of battle readiness all the time. While the machines can be kept battle-ready by regular and proper upkeep, men need to train hard to be fully battle-ready for the wars which may start any time at short notice.

India has been rapidly enhancing its spending on defence year on year. Presently, India stands as the third largest defence spender in the world after US and China. However, unlike other geographies which have large defence industries to support their domestic needs, Indian requirements are primarily met by government companies into the domain and imports. With importing nearly USD 5.5 Billion worth of military hardware, India has emerged as the most significant arms importer in the globe accounting for nearly 15% of such imports internationally. Hence self-reliance to sustain the needs of Indian defence sector is of importance for strategic and economic reasons. Given the overall necessity to revolutionise defence capabilities, India's armed forces are anticipated to increase the purchase of new equipment and technology including massive upgrade programs.

With India looking to modernise its Defence and Security Agencies through domestic routes, Ceinsys is very well positioned to address these enormous opportunities. Ceinsys is the best solution provider for Command, Control, Intelligence, Surveillance and Reconnaissance (C2ISR) and is tackling huge projects, and it is also addressing identified opportunities in high Defence and Security modernisation programs in the field of C4ISR and communications.

# Opportunities and Threats

## Opportunities

The total worth of geospatial market in India during FY 2017-18 is estimated to be approximately INR 7,679 Crore and is projected to grow at nearly 13.8% CAGR to reach INR 11,306 Crore in 2021. India as a growing market has 0.4% of the global geospatial market in value terms and has potential to scale up in future.

At present the major growth drivers for geospatial market in India is the thrust provided by the central and state government for developing a robust physical infrastructure, integrated programs on rural and urban development initiatives such as Smart Cities, URBAN Clusters etc. These initiatives have provided a significant momentum for enhanced adoption of geospatial technologies.

Government is focused in using geospatial solutions coupled with investment pushed for nationwide modern physical and digital infrastructure which is in turn driving the demand for technology uptake. GIS enabled data driven decision support systems can contribute largely in state governments especially in leading state economies.

Wide scope for enhanced commercialization has allowed private sector/SME participation in geospatial sector value chain. High growth in consumer services segment is riding on telecom internet revolution in India and increased formalization of economy due to economic reforms and pro-business initiatives such as GST, and ease of doing business to make India a trillion dollar digital economy. These all has increased commercialization.

Geospatial information management and its adoption has so far been a direct beneficiary of the advancements in Information and Communication Technologies (ICT) as it rides conveniently on the maturing digital ecosystem in digital infrastructure in the industry to deliver value to businesses, departments as well as end consumers/citizens. However, integration of geospatial information and technology solutions for development planning, governance delivery and enterprise-wide workflow management needs more than the regular ICT infrastructure and services planning.

Almost invariably, geospatial integration demands greater attention to detail and coordination among diverse stakeholders and strategic planning for implementation to adequately deliver on its intended promise.

The government along with private sector companies is expected to invest heavily in improving internet connectivity and location based services infrastructure in the country. With coming years, Ceinsys plans to provide a better and holistic solution that caters

### Key Focus Areas for Geospatial Industry Players and Policy Makers

1	Institute an integrated geospatial sector development framework for facilitative institutional and policy environment
2	Expanding geospatial industry capacities as well as market opportunities with increased commercialization of industry value chain
3	Building geospatial technology integration capacities at government user departments to foster advance adoption levels
4	Promoting innovation and skill development initiatives in partnership with industry, academia and research institutions and venture/incubation support finance availability

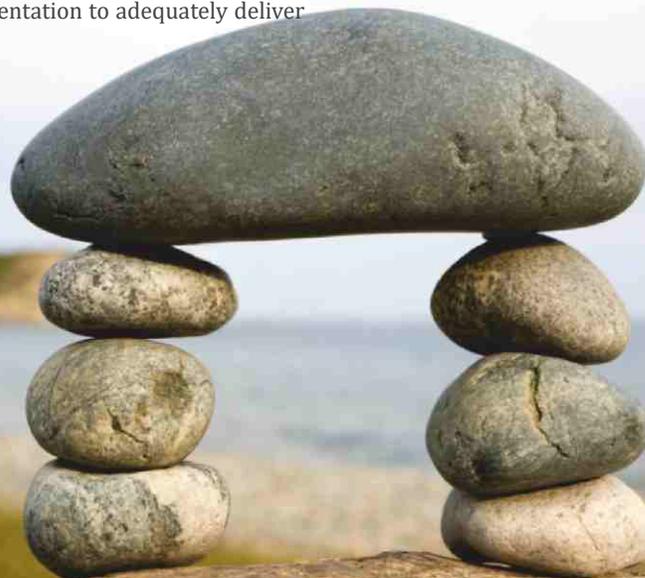
to these markets in turn improving the economies at scale.

## Threat:

Continued delay in establishing a modern and precise geodetic, terrestrial positioning augmentation infrastructure can negatively impact country's competitiveness in digital economy and strategic interest.

Fragmented and piecemeal project implementation result in failures or sub optimal results create a mental block against enhanced adoption in new projects by both industry and users. User adoption also gets affected if the issue of effective technology integration mechanism and human resources are not addressed correctly and the same can derail state and local bodies' objectives of inclusive governance delivery.

Delay in coming up with holistic geospatial sector development framework and coordination mechanism to oversee its implementation will result in loss of missed commercial and development opportunities for the country.



## Outlook

Especially in the world of geospatial where the technology merges with everything to finally empower the processes. Most applications and technologies today use location data for some purpose or the other. Self-driving cars, UAVs, Wearables, Augmented Reality, Internet of Things all use spatial data and maps for a wide variety of purposes and applications.



The above image explains the geospatial ecosystem in a digital environment. Pillar (I) of the geospatial ecosystem lists out the technology segments that are involved in spatial data collection and analytics, namely, GNSS and Positioning, GIS and Spatial Analytics, Earth Observation and 3D Scanning. The second column lists out various platforms that facilitate the outreach of geospatial technologies in their process of reaching out to users, standards, open data, and interconnected systems. The third column stands for the processes on which geospatial rides — business intelligence, digital engineering, and workflow automation. Finally, we come to the mediums that are used to deliver the end-to-end solutions — enterprise technologies, social media, mobile apps and web portals. The standard drivers in this entire process are the Internet of Things (IoT), Artificial Intelligence, Cloud, Wireless and Broadband and Big Data. The end users of the solutions created could be citizens, governments or private enterprises, who all can be clubbed together as Geo Users.

### The Facilitators

**Standards:** One exciting aspect of the recent technology advancements is the ability of interoperability, or the capacity of different and diverse systems, data, platforms, processes and services to efficiently and effectively work together. Interoperability between heterogeneous computer systems is essential to providing geospatial data, maps, cartographic and decision support services, and analytical functions. A well-defined geospatial data management and analysis standards address the interoperability and redundancy issues with different datasets, thus increasing efficiencies and effective utilisation for the stakeholders. Geospatial interoperability is dependent on standards, which are essential to advancing data access and collaborations in e-Government, natural hazards, weather and climate, exploration, and global earth observation.

**Open Data:** Governments across the world are moving toward opening their datasets. While the US government launched an open data initiative in 2011, the European Union is working on regulations to unlock the data held by European institutions. Between 2016 and 2020, the market size of open data for the EU 28+ is expected to increase by 36.9% from €55.3 billion to €75.7 billion.

**Interconnected Systems:** The digital world is enabled by many interconnected systems, acting as a critical facilitator of collection, processing and communication of georeferenced datasets. Geospatial capabilities are being integrated into all kinds of systems wherein they don't exist as separate industries. Tremendous innovation drives the expansion of the definition of what constitutes geospatial content in the technologies used to generate them or the ones it rides on — faster processors, better displays, wireless networks, online databases, fixed and mobile sensors and more. So what we are witnessing is that these disparate technologies grow new branches and spawn new hybrids as inventive minds seek new solutions.

### The Processes

**Business Intelligence (BI):** About 80% of all data stored in corporate databases has a spatial component. Now, given the complex interrelationships of multidimensional data, Integrating spatial data and visualisation techniques can provide appropriate visualisations for giving accurate, high impact insights to business intelligence users.

Humans think visually and spatially. Therefore, BI environments must provide visualisation techniques based on spatial relationships. In this background, spatial data is becoming a boon to analysts, wherein the definition of a modern warehouse should include "space-centric" along with traditional characteristics such as "integrated" and "time-variant."

**Digital Engineering:** The key to successful digital engineering — or Building Information Modelling (BIM) — lies in the proper management of data. Aligning that data across multiple project stakeholders and project lifecycle phases provide a platform on which the model can be built. That said, digital engineering is not limited to just creating models. Unlocking knowledge and insight, and creating the platform for true collaboration are its mainstays.

**Workflow Automation:** The growing adoption of unmanned platforms such as UAVs and robotics has taken hold in the public safety and security space. From tactical military situations to routine security patrolling, these platforms have the potential to transform traditional security and public safety processes. Automation is already addressing challenges in risky or complicated operations where continuous human presence is either undesirable or impossible, such as mining, engineering systems or utility maintenance. However, automation of remote operations cannot rely on remote control alone. The remote control can only be the first step in any autonomous operation, where gradually more and more work will be automated, and the role of the human operator will just be limited to supervising or monitoring mostly autonomous activities.

## The Mediums

**Enterprise Systems:** Like all other enterprise systems — essentially large-scale application software packages that support information flows, business processes and data analytics — enterprise GIS is a system that is integrated for the entire organisation to enable all its employees to manage, share, use, create, visualise, analyse and disseminate spatial data. GIS-based data service levels may be formal or informal agreements between departments, divisions, or external agencies such that the enterprise GIS is the application system that holds a process together.

**Social Media:** Ubiquity of location and smartphones in every hand has led to an ever-increasing amount of spatially located information on social media — in most cases, without it even being a conscious decision of the user. In addition to an exponential increase in the availability of geo-referenced information, as the use of social media for providing real-time information and expanded functionality increases, it offers newer opportunities for location-based service providers to detect patterns and behaviour prediction further.

**Mobile Apps:** The growth of apps has been driven by the evolution of mobile devices like tablets and smartphones. Typically, a user may want to know directions to a restaurant. All the user has to do is open the app on his smartphone, select his location and the name of the restaurant. The app does the rest and provides the answer on the device by showing the route on a map with alternate paths depending on the choice of transport. What are new in the apps world are professional apps that cater to users from the fields of science, engineering, defence, homeland security, administration and business. Today, soldiers, police personnel, firefighters and rescue teams require apps to navigate areas under threat or damage. Professionals do not have to go back to their desktops for analysis thus enabling in situational based decision making and viewing the results in real time or near real time. Apps are platform and software-neutral and have to follow open standards to be acceptable in the marketplace. This is an excellent opening for independent developers.

**Web Portals:** Geospatial Web portals, often referred to as Geoportal, are a favourite way of delivering geographic information and associated services, such as updates, analysis, etc., via the Internet. Geoportal is essential for practical use of GIS and is a crucial element of Spatial Data Infrastructure in any nation. Geographic information providers, including government agencies and commercial sources, use Geoportal to publish geospatial metadata of their geographic information. Geoportal can help avoid duplicated efforts, inconsistencies, delays, confusion, and wasted resources.

## The Drivers

**Internet of Things:** Fundamentally, IoT is about devices connected to the Internet or Machine-to-Machine (M2M) communication. However, the real value of this technology is not based on the tons of data these sensors and devices are gathering every second of the minute. Its true potential depends on that data's analysis, and on how Cloud-based applications leverage

that information. Currently, the Internet is human-orientated. The change toward machine learning or the IoT will need to take into account devices which are, for all intents and purposes, autonomous and act independently whether or not any person or any system is actively using them. UNGGIM predicts that in the next 5 to 10 years, we may see significant developments in the architecture of the Internet.

Needless to say, this kind of next-generation market opportunity is pulling in tens of millions in venture funding for start-ups as well. In 2014 alone, over \$1.6 billion was invested into IoT companies by venture capitalists. 2020 will be a big year to watch out for a while talking about the Internet of Things. As many as 50 billion devices will be connected to the Internet by 2020, while there is expected to be a rise of over 285% in connected devices by that time.

**Artificial Intelligence (AI):** AI encompasses many technologies like cognitive computing, machine learning, language processing, neural networks, data analysis, information retrieval, genetic and evolutionary computation, knowledge discovery, machine vision, and, of course, the latest catchword, deep learning. All these techniques have one common thread: how to mimic human faculties like vision, thought processes and reasoning using computers.

In geospatial systems, for example, one of the accepted methods of classification of remotely sensed data for thematic mapping is using AI software called Neural Networks. Companies like DigitalGlobe and Airbus Defence and Space are already taking help of artificial intelligence and deep learning to process large volumes of satellite imagery to identify objects and patterns automatically in vast volumes of satellite imagery. The next step will be the ability to handle information in a manner that enables a personalised experience, as is illustrated by Apple's Siri or the Google Assistant.

A report on Preparing for the Future of AI US President's National Science and Technology Council states that rapid growth of AI has dramatically increased the need for people with relevant skills to support and advance the field.

Artificial intelligence could dramatically boost economic growth and productivity by up to 40% in 2035, and economic growth in the US could increase from 2.6% to 4.6% over the same period with the adoption of AI technologies. Among the countries that stand to make the most significant gains in productivity from AI in 2035 are Sweden, Finland, the US and Japan.

**Cloud:** Geospatial systems are solutions in search of innovative technologies. The emergence of Cloud computing provides a platform for the evolution in Big Data Analytics for geospatial data with an elastic, on-demand computing platform to integrate — observation systems, parameter extracting algorithms, phenomena simulations, analytical visualization and decision support, and to provide social impact and user feedback — the essential elements of the geospatial sciences.



In recent years, EO data have become available from governmental agencies as a result of the ever-increasing technological capabilities of the Web. We have also witnessed IT companies like Microsoft, Amazon and Google investing heavily in Web keeping distribution and analysis of geospatial data in mind.

#### **Wireless and Broadband:**

A seamless and robust linkage between Internet GIS and mobile GIS is essential to provide spatial awareness to stakeholders and decision makers. An integrated spatial decision support system relies on three major components – Internet GIS, Mobile GIS and broadband wireless communication networks. Each component needs to be customised to provide real-time or near real-time GIS functions.

Further, location-based services (LBS) depends on two cutting-edge technologies — wireless location and mobile Internet. Recent developments in the processing capabilities of smartphones and other mobile computing devices have contributed to making LBS much more accessible to many users. Recent efforts by IT majors have led to the sharing of much more location information globally and support the concept of LBS in many parts of the world where comprehensive spatial databases are either still being developed or are too expensive to gain access.

#### **Big Data:**

In its report on Big Data, McKinsey Global Institute estimates that location data level stood at one petabyte in 2009 and had a growth rate of 20% a year. This did not include data from RFID sensors. It also does not include 'dark data', that is, data collected by researchers and lying in private archives.

As location intelligence becomes more and more relevant across industries, Big Data and its analytics are what the future holds. Big Data characterised by five vs — Volume, Velocity, Variety, Veracity and Value. While Volume is easily understood, Velocity, Variety, Veracity and Value lie in our ability to take fast-moving data and convert it into something meaningful through analytics.

Traditional geospatial data, which includes remotely sensed data, is structured and stored for analysis post facto in analytical systems like GIS. However, up-to-date data with useful geospatial content like photos, social media chats, video, voice and messages now constitutes almost 80% of the total data. In its unstructured form, it cannot be used in conventional analytic systems like GIS because the sheer volume far exceeds the data storage capacity available. It also has a high velocity, but its veracity may require curation. Big Data improves innovation, sustainability and translates into billions in savings.

#### **Risk & Concerns**

Risk Management is an integral and important component of Corporate Governance. Your Company believes that a robust Risk Management system ensure adequate controls and monitoring mechanisms for a smooth and efficient running of the business. A risk-aware organization is better equipped to maximize the shareholder value. In the light of above, your Company at its Board meeting held on February 13, 2018 formed an IT and Risk

Management Committee. The Company's Business Risk Management Framework helps in identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and Magnitude of impact and determining a response strategy.

Except as otherwise stated and the Risk Factors mentioned here, the following important factors could cause actual results to differ materially from the expectations include, among others:

- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in foreign exchange rates or other rates or prices.
- Conflicts of interest with affiliated companies, the Group Entities and other related parties.
- Termination of customer contracts without cause and with little or no notice or penalty.
- Failure of our infrastructure and equipment.
- Failure to obtain and retain approvals and licenses or changes in applicable regulations.
- Risk in realization of Contingent Liabilities.
- Change in general economic and business conditions in the markets in which we operate and in the local, regional and national economies.
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices
- Any adverse outcome in the legal proceedings in which we are involved.
- Occurrences of natural disasters or calamities affecting the areas in which we have operations.
- Market fluctuations and industry dynamics beyond our control.

#### **Internal Financial Control Systems & their Adequacy**

As per Section 134(5)(e) of Companies Act, 2013, the term Internal Financial control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its Business, including adherences to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information

Ceinsys has aligned its current systems of internal financial control with the requirement of the Companies Act 2013. The Internal Control is intended to increase transparency and accountability in an organization's process of designing and implementing a system of internal control. The framework requires a company to identify and analyze risks and manage appropriate responses. The Company has successfully laid down the framework and ensured its effectiveness.

Ceinsys' internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization, and ensuring compliance with corporate policies.

Ceinsys has a well-defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long-term business plans have also been laid down.

Ceinsys uses a state-of-the-art enterprise resource planning (ERP) system to record data for accounting, consolidation, and management information purposes and connects to different locations for efficient exchange of information. It has continued its efforts to align all its processes and controls with global best practices.

Ceinsys has appointed Internal Auditor to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed quarterly in consultation with the statutory auditors and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes. Ceinsys also undergoes periodic technical audit by specialized third-party consultants and professionals for business specific compliances such as quality management, service management, information security, and so on. The audit committee reviews the reports submitted by the management and audit reports submitted by internal auditors and statutory auditors. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets Ceinsys' statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major observations periodically.

## Financial position and Results of Operations

The financial statements of the Company have been prepared in accordance Indian Accounting Standards (IND AS) to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

### Financial position summary

(Rs. in Lakhs, except Per Share Data)

Particulars	Financial Year 2017-18	Financial Year 2016-17	Growth %
Revenue (Standalone)	13,625.70	13,613.04	0.10%
Revenue (Consolidated)	14,069.69	14,394.76	(2.26%)
Earnings before interest, tax, depreciation (EBITD)-Standalone	2,070.14	1,854.52	11.63%
Earnings before interest, tax, depreciation (EBITD)-Consolidated	2,247.06	2,290.42	(1.89%)
Profit Before Tax (Standalone)	152.06	103.45	46.99%
Profit Before Tax (Consolidated)	510.54	619.82	(17.63%)
Profit after tax (PAT)(Standalone)	140.92	14.03	904.42%
Profit after tax (PAT)(Consolidated)	452.49	557.45	(18.83%)
Total Comprehensive Income (Standalone)	163.61	9.22	1674.51%
Total Comprehensive Income (Consolidated)	490.34	562.11	(12.77%)
Earnings Per Share (EPS) (Standalone)-Basic	1.35	0.14	864.29%
Earnings Per Share (EPS) (Consolidated)-Basic	4.32	5.57	(22.44%)

### Share Capital

Pursuant to the approval of shareholders through Postal Ballot on 4th August, 2017, the authorized share capital of the company increased from Rs.10,00,00,000/- to Rs.20,00,00,000/- (2,00,00,000 equity shares of Rs. 10/- each)

The paid up share capital as at March 31, 2018 was Rs.11,09,04,400/- divided into 1,10,90,440 equity shares of Rs.10/- each (previous year's Rs.9,13,82,200/- divided into 91,38,220 equity shares of Rs. 10/- each). The movement in shares is on account of Bonus Issue, shares issued during the year on exercise of stock options and Preferential Allotment in Fiscal 2018.

### Other Equity

On Standalone Basis, Other Equity as at March 31, 2018 stood at Rs. 5,498.61 Lakhs as against Rs. 3,971.56 Lakhs as at March 31, 2017 showing a growth of 38.45%. On Consolidated Basis, Other Equity as at March 31, 2018 stood at Rs. 6,078.67 Lakhs as against Rs 4,240.03 Lakhs as at March 31, 2017 showing a growth of 43.36%. The increase is mainly due to change in the Securities Premium on account of preferential allotment.



### Stock Options Outstanding

The amount of stock options outstanding relates to differences between fair value and grant price of shares arising out of employee stock options. These differences are amortized over the vesting period of options following the graded vesting method prescribed by the Guidance Note No. 18 issued by the Institute of Chartered Accountants of India on Accounting of Employee share based payments. The number of stock options outstanding as at March 31, 2018 was 42,389.

### Long-Term Borrowings

On Standalone basis, Long-term Borrowing stood at Rs. 696.58 Lakhs as at March 31, 2018 as against Rs.850.69 Lakhs at March 31, 2017. On Consolidated basis, long-term Borrowing stood at Rs.696.57 Lakhs as at March 31, 2018 as against Rs. 850.69 Lakhs at March 31, 2017.

### Other Financial Liabilities – Non Current

On Standalone basis, Other Financial liabilities stood at Rs.61.70 Lakhs as at March 31, 2018 as against Rs. 45.10 Lacs at March 31, 2017. On Consolidated basis, Other Financial Liabilities stood at Rs.61.70 Lakhs as at March 31, 2018 as against Rs. 45.10 Lakhs at March 31, 2017. This head comprises of Lease Equalisation Reserve which is an IND AS adjustment.

### Trade Payables

On Standalone basis, Trade payables increased from Rs. 1,854.29 Lakhs as at March 31, 2017 to Rs. 2856.23 Lakhs as at March 31, 2018. On Consolidated basis, Trade payables increased from Rs.1,870.17 Lakhs as at March 31, 2017 to 2,888.12 Lakhs as at March 31, 2018.

### Other Financial Liabilities – Current

On Standalone basis, Other Financial liabilities stood at Rs. 849.06 Lakhs as at March 31, 2018 as against Rs. 350.37 Lakhs as at March 31, 2017. On Consolidated basis, Other Financial Liabilities stood at Rs. 850.11 Lakhs as at March 31, 2018 as against Rs. 353.75 Lakhs as at March 31, 2017.

### Other Current Liabilities

On Standalone basis, other current liabilities increased from Rs.110.71 Lakhs as at March 31, 2017 to Rs. 362.78 Lakhs as at March 31, 2018. The increase is mainly on account of advances received from parties and statutory dues payable at the year end.

On Consolidated basis, other current liabilities increased from Rs.166.85 Lakhs as at March 31, 2017 to Rs. 427.58 Lakhs as at March 31, 2018. The increase is mainly on account of advances received from parties and statutory dues payable at the year end.

### Short-Term Provisions

The short-term provision comprises employee liabilities, Provision for expected loss on customer contracts (estimated

losses on uncompleted contracts based on the expected contract estimates at reporting date) and other provisions due for payment within a period of twelve months from the date of the Balance Sheet. On Standalone basis, short-term provisions were Rs. 141.62 Lakhs as at March 31, 2018 as against Rs. 80.41 Lakhs as at March 31, 2017. On Consolidated basis, short-term provisions were Rs.141.62 Lakhs as at March 31, 2018 as against Rs. 80.41 Lakhs as at March 31, 2017.

On 29th March 2018, Central Government notified the Payment of Gratuity (Amendment) Act, 2018 ("the Act"). The Act increases the ceiling of the amount of gratuity payable to employee from 10 Lakhs to 20 Lakhs. The amendment impacted the amount of gratuity provision recognized in the financial statements for the year ended 31 March 2018, because earlier the company has estimated the liability using Rs. 10 Lakhs as ceiling. The Provision for expected loss on customer contracts also contributed to the increase in the Short term provisions reported as at March 31, 2018.

### Non-Current Investments

The total non-current investments as on March 31, 2018 stood at Rs. 5.01 Lakhs as against Rs. 5.00 Lakhs in the previous year on standalone basis as on March 31, 2017 and Rs 5.01 Lakhs as against Rs. 7.50 Lakhs on Consolidated basis.

### Long-Term Loans and Advances

The Loans and Advances recoverable in cash or kind, which are not due within twelve months from the Balance Sheet date, are shown as long-term loans and advances. These amounted to Rs. 42.53 Lakhs as at March 31, 2018 as against Rs. 16.61 Lakhs as at March 31, 2017 on standalone basis. These amounted to Rs. 42.53 Lakhs as at March 31, 2018 as against Rs. 16.61 Lakhs as at March 31, 2017 on consolidated basis. The increase is majorly on account of increase in Security Deposit on Rented Premises.

### Short-Term Loans and Advances

The Loans and Advances recoverable in cash or kind, which are due within twelve months from the Balance Sheet date, are shown as Short-term loans and advances. These amounted to Rs. 212.64 Lakhs as at March 31, 2018 as against Rs. 504.92 Lakhs as at March 31, 2017 on standalone basis. Repayment of loans resulted in decrease of Short Term Loans and Advances reported in March 18. These amounted to Rs. 546.10 Lakhs as at March 31, 2018 as against Rs. 276.66 Lakhs as at March 31, 2017 on consolidated basis.

### Other Non-Current Assets

On Standalone Basis, there were Rs. 724.80 Lakhs of Non - Current Assets as at March 31, 2018 as against Rs. 247.22 Lakhs as at March 31, 2017 On Consolidated Basis, total Non - Current Assets amounted to Rs. 758.19 Lakhs as at March 31, 2018 as against Rs.247.66 Lakhs as at March 31, 2017. The increase is due to hike in Capital advances and Balances with Governmental Authorities.

### Trade Receivables (Non-Current)

On Standalone basis, Trade receivables amounted to Rs. 77.91 Lakhs as at March 31, 2018 as against Rs. 65.80 Lakhs as at March 31, 2017.

On Consolidated basis, Trade receivables amounted to Rs. 77.91 Lakhs as at March 31, 2018 as against Rs. 65.80 Lakhs as at March 31, 2017.

### Trade Receivables (Current)

On Standalone basis, Trade receivables amounted to Rs. 11,378.88 Lakhs as at March 31, 2018 as against Rs. 8,561.29 Lakhs as at March 31, 2017.

On Consolidated basis, Trade receivables amounted to Rs. 11,553.71 Lakhs as at March 31, 2018 as against Rs. 9,261.82 Lakhs as at March 31, 2017.

### Cash and Bank balance.

On Standalone basis, cash and current account balances amounted to Rs. 18.96 Lakhs as at March 31, 2018 as compared to Rs. 9.89 Lakhs as at March 31, 2017 and on Consolidated Basis, amounted to Rs. 22.30 Lakhs as at March 31, 2018 as compared to Rs. 62.52 Lakhs as at March 31, 2017.

### Bank Balance Other Than Above

On Standalone basis, deposits with banks which is held as margin money against bank guarantees and Letter of credits amounted to Rs. 856.71 Lakhs as at March 31, 2018 as compared to Rs. 448.99 Lakhs as at March 31, 2017 and on Consolidated Basis, amounted to Rs. 856.71 Lakhs as at March 31, 2018 as compared to Rs. 491.05 Lakhs as at March 31, 2017. This is due within a period of 12 months as at Balance Sheet date.

### Other Current assets

On Standalone basis, total other current assets as at March 31, 2018 stood at Rs. 466.91 Lakhs as against Rs. 370.34 Lakhs as at March 31, 2017.

On Consolidated basis, total other current assets as at March 31, 2018 stood at Rs. 466.94 Lakhs as against Rs. 444.25 Lakhs as at March 31, 2017. The increase is on account of increase in advances to suppliers and Pre-paid expenses.

### Revenues Standalone

Revenue on Standalone basis in financial year 2017-18 increased to Rs. 13,625.70 Lakhs from Rs. 13,613.04 Lakhs in the previous year 2016-17, at a growth rate of 0.10%

Earnings before interest, tax and depreciation (EBITD) for the year 2017-18 is Rs. 2,070.14 Lakhs registering a growth of 11.63% over EBITD of Rs. 1,854.53 Lakhs in 2016-17.

Profit before tax (PBT) for the year 2017-18 was Rs. 152.06 Lakhs recording a growth of 46.99% over the PBT of Rs. 103.45 Lakhs in 2016-17.

Profit after tax (PAT) for the year was Rs. 140.92 Lakhs recording a growth of 904.71% over the PAT of Rs. 14.03 Lakhs in 2016-17.

### Revenues Consolidated

Revenue on consolidated basis in financial year 2017-18 decreased to Rs. 14,069.69 Lakhs from Rs. 14,394.76 Lakhs in the previous year 2016-17, at a negative growth rate of 2.26%

Earnings before interest, tax, depreciation (EBITD) was Rs. 2,247.05 Lakhs registering a negative growth of 1.89% over EBITD of Rs. 2,290.42 Lakhs in 2016-17.

Profit before tax (PBT) for the year 17-18 was Rs. 510.54 Lakhs recording a negative growth of 17.63% over the PBT of Rs. 619.82 Lakhs in 2016-17.

Profit after tax (PAT) for the year was Rs. 452.49 Lakhs recording a negative growth of 18.83% over the Profit after tax (PAT) of Rs. 557.45 Lakhs in 2016-17.

### Dividend

Your directors have recommended a final dividend of Rs. 1.25 per share for Fiscal 2018 aggregating to Rs. 1,38,63,050 subject to approval of Shareholders at the ensuing Annual General Meeting of the Company to be held on 29th September, 2018.

Payment of Dividend is subject to approval of Shareholders at the ensuing Annual General Meeting.

### Earnings per Share (EPS)

On Standalone basis, Basic earnings per share went up to Rs. 1.35 per share, from Rs 0.14 per share in the previous year. Diluted earnings per share went up to Rs. 1.34 per share, from Rs. 0.14 per share in the previous year.

On Consolidated basis, Basic earnings per share went up to Rs. 4.32 per share, from Rs 5.57 per share in the previous year. Diluted earnings per share went up to Rs. 4.31 per share, from Rs. 5.53 per share in the previous year.

### Segment Wise Performance

The Company has organised its business into three business segments:

1. Enterprise Geospatial & Engineering Services- This segment includes hydraulic modelling and Consultancy services for the construction industry and DPR preparations for Road and Highways using LiDAR Technology. Company's Geospatial solution includes Cadastral mapping, Municipal solutions, Resource mapping and analysis, Mining applications and Heritage Mapping.

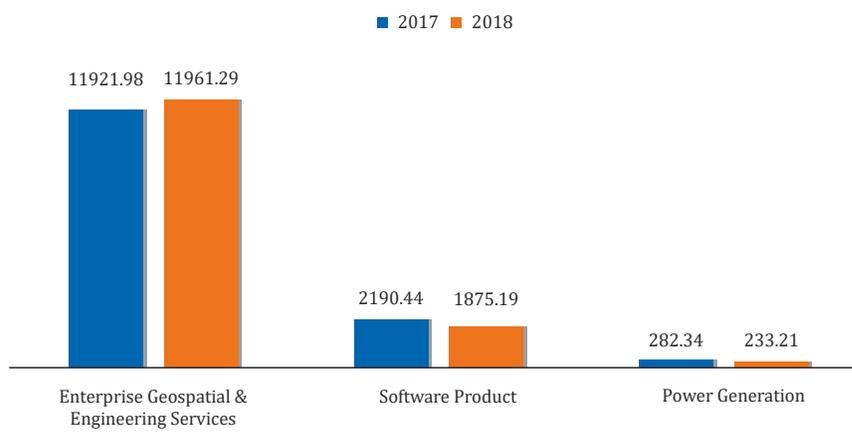
2. Software Products - This segment includes sale of standard software products of Autodesk, ESRI, DigitalGlobe, Schneider, Hitachi, Siemens and Ansys and among several others.



3. Power Generation- This segment aiming to create renewable energy that is revolutionising and redefining the way sustainable energy sources are harnessed across the world. At present Ceinsys Has invested in Wind Mills and Solar Plants to generate renewable clean energy.

Your Company has done some immense worthy job of benchmarking technologies, solutions and delivering Projects and have been able to show its worth and prospects of what it would fetch in near future. The Company made Innovation as an integral part of forthcoming operations by focussing on some optimistic strategic agendas in view for longer perspective.

Following is the graphical presentation of the contribution of the segments in the total revenue (in ₹ Lakhs):



The table below gives the consolidated revenue analysis by business segment for the period indicated:

(in ₹ Lakhs)

Details	Enterprise Geospatial & Engineering Services*		Software Products*		Power Generation <sup>#</sup>		Total	
	March	March	March	March	March	March	March	March
	2018	2017	2018	2017	2018	2017	2018	2017
Revenue From operations	11961.29	11921.98	1875.19	2190.44	233.21	282.34	14069.69	14394.76
Segment Results	1717.11	1754.78	72.89	109.78	124.17	175.30	1914.17	2.039.86
Add: Unallocable Income							264.45	182.13
Less: Depreciation and Amortization(Unallocable)							(350.63)	(295.22)
Less: Finance Cost							(1510.92)	(1427.12)
Add: Exceptional Item							193.47	120.17
Profit Before Tax							510.54	619.82

\*Segment result represent Earnings Before Interest, Tax and Depreciation and Amortization

<sup>#</sup>Segment results represents Earnings Before Interest and Tax.



**“Leadership occurs when the organization builds a cadre of future leaders who have the capacity to shape an organization’s culture and create patterns of success.”**

## Human Resource Management

Ceinsys Tech Limited considers its employees as most valuable resource and ensures strategic alignment of Human Resource practices to business priorities and objectives. Our constant endeavour is to invest in people and processes to improve human capital for the organisation and service delivery to our customers. Attracting, developing and retaining the right talent will continue to be a key strategic initiative and the organisation continues its undivided attention towards that. Given growth plans of the Company, an important strategic focus of the Company is to continue to, not only nurture its human capital, but also proactively focus on preparing all employees for the challenges of the future. The Company strives to provide a conducive and competitive work environment to help the employees excel and create new benchmarks of productivity, efficiency and customer delight.

The Human Resource agenda continues to support the business in achieving sustainable and responsible growth by building the right capabilities in the organisation. It continues to focus on progressive employee relations policies, creating an inclusive work culture and a strong talent pipeline.

Driven by the ‘Leaders build Leaders’ philosophy, Ceinsys promoted management trainee programme, has been the training ground for many inspiring leaders, which provides extensive cross functional experience through live projects and assignments.

The company is known for having the best people practices for developing future leaders. The ability to attract the best talent,

provides a competitive edge to the organisation. A series of programmes like maternity and paternity support, Career by Choice and location flexibility have helped in driving the Inclusion and Diversity agenda. The company continues to focus on driving inclusion through building leadership capability and recognising line managers who provide a simple, flexible and respectful work environment for their teams.

The Human Resource function of the Company achieved many milestones by strengthening its base through Capability Development Initiatives, Gender Diversity and Digitisation etc. The company drives sustainable growth by leveraging employee-potential through capability development initiatives in line with market expectations and by reducing cost and complexity in rehiring new talent. The company is focussed on building a high-performance culture with a growth mind-set, where employees are engaged and empowered to be the best they can be. Developing and strengthening capabilities of all employees in the company has remained an ongoing priority.

The Company comprises a strong team of professionals, who are result oriented, committed and loyal. As on March 31, 2018, the Company had 418 employees on its rolls.

### **Functioning of the HR Centre of Excellence (CoE):**

At Ceinsys, the Human Resource Department functions in three closely knitted cells viz. Talent Acquisition, Learning and Development & Compliance.



**Talent Acquisition:**

At Ceinsys Tech Ltd., all new requirements are carried out post assessment of existing employees if they possess the skill sets and they have the bandwidth to take additional responsibilities. A thorough planning, manpower budgeting and costing is carried out before we commence with the talent acquisition process. Talent Acquisition plays a vital role to hire experienced and talented resources for the company, therefore, it is committed to filling the vacant positions at all levels with suitable candidates. Ceinsys Tech Ltd. provides an opportunity to its internal / existing resources to elevate in the system. Talent Acquisition is carried out through various channels viz. Internal Job Postings, Social Media and Employee Referral Scheme besides the normal practices of inserting paper advisements in newspapers etc. Talent Acquisition function is carried in a very unbiased environment, ethical manner where-in preference is given to merit and skill sets possessed by a prospective candidate. Human Resources transitioned to a strategic partner, by following laid down processes and procedures thus resulting in quicker turnaround times, expedited hires, and better engaged employees.

**Learning and Development:**

Human Resources offered all employees, at all levels, a wide range of training opportunities throughout the year in order to build on their professional competencies, increase their knowledge, and improve their skill set so as to contribute mutually to the growth of Ceinsys and enhance their individual opportunities for future growth. Training need identification is done to conclude what all trainings are required by the existing staff. A training calendar is prepared, domain wise keeping the strategic business requirements and the skill matrix in mind.

Attracting and retaining bright talent and improvement in the quality of manpower are identified as key challenge and being addressed accordingly through product training and retention initiatives.

The Learning and Development cell had delivered training to all employees, accounting to delivering more than 18000 man hours of result oriented trainings. At Ceinsys Tech Ltd., there is a constant focus on the effectiveness and efficiency of all training programs that are conducted or delivered. Quantitative analysis post trainings are also carried out to understand, whether the objective of the training program has been achieved.

The Human Resources Department met their Assessment goal by conducting various workshops focused on diversity training for all Staff members. Participants practiced in skill building and developing ways to respect and appreciate differences in the ways people function, which translates into better working relationships, improved teamwork and better communication.

**Compliance:**

The Compliance cell plays an important function in the ever challenging and dynamic business environment. At no additional cost to the company, the Compliance cell transitioned to a newly integrated ERP which reduced processing time, allowed employees flexibility, and used the current system to optimal levels. The Compliance cell streamlined processes and encouraged

the use of technology by eliminating forms, automating manual processes, implementing online processes, providing access to information 24/7 on the intranet, and reducing times the employee.

**Introduction of employee friendly policies:**

- Working days were reduced to a 5 day working pattern from a 6-day pattern, to help employees have a proper work life balance
- The Company has also introduced an incentive policy for site employees to enhance productivity and performance on job by employees
- All employees are entitled for a leave on their Birthday
- Induction process revamped, to assist the new joinee to get acclimatised with the people and policies of the company
- Enrolment of employees under various mediclaim policies viz. Employee Group Health policy, Parents Group Health Policy, Group Personal Accident Policy and Workmen Compensation policy

**Performance Appraisal:**

The Performance Appraisal process plays a very important role for each employee where-in they are assessed and evaluated basis laid down performance parameters at the start of the association for new joinees and at the start of the financial year for existing employees. The Performance Appraisal process, serves as a source for identifying the training needs of employees. The Company has reinforced a culture of performance and meritocracy by deploying transparent and agreed upon smart KRAs and KPIs. These KRAs and KPIs cascade from the Company's growth strategy and plans.

The Company has implemented an integrated performance management system and set up of goals and objectives of all employees and thereby tracking it on a monthly basis. Appraisals are also completed based on these goals and objectives filled by the employees. A newly introduced performance appraisal process i.e 9 box methodology was introduced, where all eligible employees were mapped on pre-determined performance parameters and the length of service (loyalty) of the eligible employee.

**Corporate Social Responsibility:**

The company has a simple but clear purpose – to make sustainable living a commonplace. This purpose inspires the Company's vision to accelerate growth in the business, and increasing its positive social impact. The company's commitment to sustainable living is not only helping to drive strong business growth but also helping to enhance equity and preference.

**1. Visit to Old Age Home -** On the auspicious occasion of Diwali, the staff of Ceinsys, celebrated Diwali in a special way, by spending some time with the residence of an Old Age Home and also made donation for the upkeep, Sponsored Dinner, Distribution of clothes, woollens, First Aid Kits, fruits & sweets and other items of use.

**2. Go Green:** Competition on the occasion of World Environment Day was organised, where in winner was adjudged for the best poster

#### Wellness Club:

**International Yoga Day** – was celebrated in a unique way, where-in all employees were supervised while all performed Yoga sitting on their work stations

**Other Wellness activities** – various wellness activities were organised viz. steps to flex muscles and back, awareness against various sickness viz. dengue, how to erase dark circles etc. were spread

**World Heart Day** – A selfie contest was organised where in all employees celebrated and took part in World Heart Day

**Eye Check-up & Blood Donation Camp** – All employees participated in an eye check-up camp and a blood donation camp. All employees expressed their gratitude and appreciated the efforts

**Work Life Balance:** A fully operational gymnasium is provided where employees can work-out and de-stress

**Sports Club:** Various sport activities were organised for the employees of Ceinsys viz. Ceinsys Premier League (CPL), Football Carnival. The event was very well appreciated by all employees.

**Welfare Club:** A fully operational canteen facility is provided within the premises. Freshly prepared food is served on all working days. The canteen also provides snacks on all working days. A tuck shop is also present with a variety of tit bits and health drinks viz. Soya Milk etc.

**Gymnasium:** A ultra-modern gymnasium with latest equipment's are in the offering for all employees who wish to enrol for availing this facility. A trained trainer is appointed for providing guidance to all employees who are enrolled.

**Counselling Cell:** In today's highly competitive environment, it is usual for employees to experience social, personal or professional problems in their day to day life. The growing pressure to excel everywhere often leads to emotional or psychological turmoil, thus disturbing one's peace of mind. There then arises a need of a mentor or a counsellor- someone you can confide in.

Counselling Cell was formed to help the employees to focus on and understand more clearly the issues that concern them. This includes tackling personal, family and peer problems as well as managing work more responsibly.

**Employee Engagement:** The company has several communication processes instituted to ensure a two-way communication channel with its employees. These include:

- **Town Hall:** Quarterly town hall are organised to inform and update all employees on a common platform about any strategic initiatives etc. to all employees.

- **Reviews:** All managers are invited to the Review which are conducted at regular intervals.

- **Others:** The Company has other in-house communication channels, which help employees to connect, bond, inspire, express and celebrate achievements

#### Key Highlights:

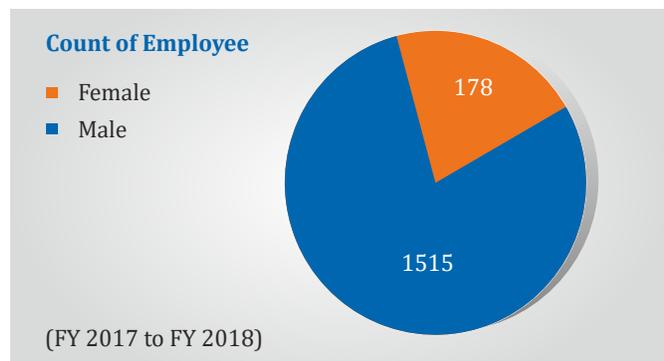
- Introduction of a 5 day working pattern
- Introduction of Counselling cell
- Introduction of an integrated incentive policy

#### Employee Statistics:

Total Number of Branches:

08 (Lucknow, Mumbai (Lower Parel/Mahape), Pune, Delhi, Ahmedabad, Hyderabad, Jaipur)

#### Male : Female Ratio



#### Domain Wise Manpower :

Domain/ Dept.	No. of employees
<b>Business Development</b>	<b>55</b>
<b>Centralised Function</b>	<b>118</b>
<b>Management</b>	<b>4</b>
<b>Technical</b>	
Engineering Solutions	323
Energy Services & Solutions	14
Geospatial Solutions	1134
Overseas	1
Quality Assurance	6
Software Development	31
Solution	6
CDO	1
<b>Grand Total</b>	<b>1693</b>

The above count includes payroll and project based employees



**Forward Looking Statement**

In this Annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. The market data and rankings used in the various chapters are based on several published reports and internal company assessment.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

**Education Qualification:**

Qualifications	No. of Employee
Diploma	220
Graduate	614
PHD	4
Post Graduate	260
Under Graduate	595
Grand Total	1693

# MD AND CFO

## COMPLIANCE CERTIFICATE

**We, to the best of our knowledge and belief, certify that:**

- a) We have reviewed the financial statements and cash flow statements for the year ended 31st March, 2018 and to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st march, 2018 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal control for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee:
  - i. There has not been any significant change in internal control over financial reporting during the year under reference;
  - ii. There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
  - iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.
- e) We affirm that we have not denied any personnel, access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistle-blowers from unfair termination and other unfair or prejudicial employment practices.
- f) We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

**For and on behalf of  
Ceinsys Tech Limited**



**Sagar Meghe**

*(Chairman & Managing Director)*



**Dinesh Kumar Singh**

*(Director-Finance & CFO)*

Place: Nagpur  
Date: 4th September, 2018



# CORPORATE GOVERNANCE REPORT 2017-18

“Good corporate governance is about 'intellectual honesty' and not just sticking to rules and regulations, capital flowed towards companies that practiced this type of good governance.”

- Mervyn King

## 1) Company's Philosophy on Corporate Governance

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. It is a reflection of the Company's culture, policies, relationship with stakeholders, commitment to values and ethical business conduct. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company believes in satisfying the highest standards of corporate governance which is essential to enhance the long-term value of the Company for the stakeholders.

We, at Ceinsys Tech Limited, consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. At Ceinsys, the philosophy of Corporate Governance focuses on creating and sustaining a deep relationship of trust and transparency with all stakeholders. We believe in the principle that the culture of good governance stems from the top. Timely and accurate disclosure of information regarding the financial position, performance, ownership and governance of the Company is an important part of your Company's corporate governance.

Your Company considers “Good Corporate Governance”-‘a pre-requisite’ for meeting the needs and aspirations of its shareholders and other stakeholders in the Company and firmly believes that the same could be achieved by maintaining transparency in its dealings, creating robust policies and practices for key processes and systems with clear accountability, integrity, transparent governance practices and the highest standard of regulatory compliance. Our Board of Directors (‘the Board’) shapes the long-term vision and policy approach to steadily elevate the quality of governance in our organization.

The Company believes that the essence of Corporate Governance lies in the phrase ‘Your Company’. It is ‘Your’ Company because it belongs to ‘you’ – the shareholders. The Chairperson and Directors are ‘Your’ fiduciaries and trustees. Their objective is to take the business forward to maximize ‘Your’ long-term value. Our enlightened Board represents a confluence of experience and expertise.

The Company has adopted a comprehensive Code of Conduct (‘Code’) for its Board Members, KMPs, Independent Directors and

Employees. The Code is available on the Company's website at link: <http://www.ceinsys.com/investor/>. It ensures that all directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. The Code was circulated to all members of the Board and Senior Management and they have affirmed compliance with the Code.

## 2) Board of Directors (‘Board’)

Your Company has an optimum mix of Directors which is constituted in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes Executive, Non-Executive and Independent Directors with a majority of Independent Directors so as to ensure proper governance and management. The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. Your Board stands in a fiduciary position and provides leadership, strategic guidance, objective and independent view to the management while discharging its responsibilities.

### A. Size and Composition of the Board:

During the year under review, the Board of Directors of the Company had an optimum combination of Professional and Independent Directors with excellent knowledge and experience in various fields relating to the business activities of the Company.

As on March 31, 2018, the Company's Board comprises of Six Directors – One Joint Managing Director, One Whole Time Director and Four Non- Executive & Independent Directors. No directors are related to each other.

**A. Brief particular of Board of Directors of the Company as on March 31, 2018 is given below:**

Name of the Director	Category/Designation	Director's Identification Number	Total Number of Directorships of companies, Committee Chairmanships and Memberships as on March 31, 2018*			
			Directorships		Member holding ** Chairmanship Position Board Committee	Committee** Memberships
			Public <sup>†</sup>	Private		
<b>Executive</b>						
Mr. Sagar Meghe	Promoter, Whole Time Director	00127487	04	05	-	01
Mr. Abhay Kimmatkar	Jt. Managing Director	01984134	01	01	-	01
<b>Non- Executive</b>						
Mr. Dhruv Kaji	Independent Director	00192559	06	02	01	06
Mr. Satish Wate	Independent Director	07792398	01	-	01	-
Mr. Kishore Dewani	Independent Director	00300636	9	11	01	01
Mrs. Renu Challu	Independent Women Director	00157204	10	01	03	06

**Notes**

\*Excluding Trust formed under Bombay Trust Act, Society, foreign companies and Government Bodies, if any.

†The Directorship in Public Companies includes Directorship in Non-Profit Companies (Section-8 Companies), Company Limited by Guarantee and Ceinsys Tech Limited.

\*\*The Membership and Chairmanship is considered of only Audit Committee & Stakeholder Relationship & Grievance Committee in Accordance with Regulation 26 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. The said Membership and Chairmanship of Directors is inclusive of their positions held in Committees of Ceinsys Tech Limited.

**B. Independent Directors**

Considering the requirements of the skill sets on the Board, eminent people having an independent standing in their respective field and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration ('NR') Committee, for appointment as Independent Directors on the Board. The NR Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the criteria set for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation and takes appropriate decision.

The Company has issued the formal letter of appointment to all the Independent Directors as prescribed under the provisions of the Companies Act, 2013 and the terms and conditions of their appointment has been uploaded on the website of the Company. In terms of Section 149(7) of the Companies Act, 2013, Mr. Dhruv Kaji, Mr. Satish Wate, Mr. Kishore Dewani and Ms. Renu Challu, the Independent Directors have given a declaration to the Company that they meet the criteria of independence as specified under Section 149(6) of the Companies Act, 2013.

All new non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive directors and senior management provide an overview of operations, and familiarize the new non-executive directors on matters related to our values and commitments. The details of familiarization programmes are also available on the Company's website- <http://www.ceinsys.com/investor/>

As stipulated by the Code of conduct for Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 29th

March, 2018, without the presence of any other executive or non-executive board members to review the performance of Non-independent Directors and the Board as whole, to review the performance of the Chairman of the Company taking into account the views of executive directors and non-executive directors and also to review the accessibility with regards to quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**C. Key Board Proceedings**

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for the Board includes strategic review from each of the Board committee, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets. The Board holds minimum four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company. The Board has complete access to all the relevant information of the Company. The quantum and quality of information supplied by the management to the Board goes well beyond the minimum requirement stipulated under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To enable the Board to discharge its responsibilities properly, the directors are effectively briefed at every Board Meeting. Senior Management members are also invited, as and when the need arise, to attend the Board Meetings to provide additional inputs on the items being discussed by the Board. Apart from placing the statutory required information before the Board Members, it is the policy of the Company to regularly place the information/matter involving major decisions like Annual Budget, Business



Plans, Operations, Technology Collaboration, Investments, Half yearly results and quarterly compliance reports on various laws applicable to the Company, legal matters and other material information.

The Board performs the following specific functions in addition to overseeing the business and management:

- 1) Review, monitor and approve major financial and business strategies and corporate actions;
- 2) Assess critical risks facing the Company – review options for their mitigation;
- 3) Provide counsel on the selection, evaluation, development and compensation of senior management;
- 4) Ensure that processes are in place for maintaining the integrity of
  - a) the Company
  - b) the Financial Statements
  - c) Compliance with law
  - d) relationships with all stakeholders

#### D. Board Meetings and Deliberations

Your Board meets at least four times in a year as per the law. However as per the specific requirements additional Board meetings are also convened by giving appropriate notice. During the period under review i.e. 1st April, 2017 to 31st March, 2018 Eight Board Meetings were held on – 24th May 2017; 30th June 2017; 14th July 2017; 31st August 2017; 07th October, 2017; 14th December, 2017; 13th February, 2018 and 29th March, 2018. The gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended.

#### E. Information Material

The dates of Board Meeting are decided well in advance and notices of such meetings are circulated. Also agenda and notes on agenda are circulated to Board in a defined format, in advance. Material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting, with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted with the approval of the Board, including the Independent Directors.

#### F. Minutes

The Company Secretary records minutes of proceedings of meeting of Board and Committees thereof. Draft minutes are circulated to Board/ Committee members for their comments. The minutes are entered in the Minutes Book well within the stipulated time, after considering the comments of Board.

#### G. Brief change in Board of Directors:

During the period under review i.e. from April 01, 2017 to March 31, 2018, there was appointment of-

- Mr. Atul Dev Tayal as Managing Director with the nomenclature of Vice Chairman and Senior Managing Director of the Company with effect from 1st July, 2017.

- Mr. Dhruv Kaji and Mr. Satish Wate as Additional Directors under Non- Executive and Independent Category with effect from 14th July, 2017.

- Ms. Renu Challu as an Additional Director under Non- Executive and Independent Category with effect from 31st August, 2017.

- Mr. Kishore Dewani as Non-Executive Additional Director under Independent Category with effect from 15th January, 2018.

Further, there were resignations of-

- Mr. Chandrakant Tiwari, Mr. George Jacob as Independent Director effective from 31st August, 2017; Mrs. Shrilekha Lanjekar as Independent Director effective from 14th December, 2017; Mr Arun Wankhede Independent Director effective from 13th February 2018.

- Mr. Amit Somani and Mr. Atul Dev Tayal from the post of Managing Director and Directorship with effect from 29th March, 2018.

#### H. Non-Executive Directors' Compensation And Disclosures

Except sitting fees the company has not paid any remuneration/ compensation to non-executive directors, including independent directors. The Company has not granted any stock options to non-executive directors, including independent directors in the year 2017-18. The sitting fees paid to executive and non-executive directors including Independent Director are within the limits prescribed under the Companies Act, 2013.

#### I. Board Evaluation:

One of the key functions of the Board is to monitor and review the Board Evaluation Framework. The Board works with the nomination and remuneration Committee lay down the evaluation criteria for the performance of the Chairman, the Board of Directors and executive/ non-executive/ independent directors through a peer evaluation, excluding the director being evaluated.

To improve the effectiveness of the Board as well as that of each individual, a formal and rigorous Board review is internally undertaken on an annual basis.

The Committee has implemented a system of evaluating performance of the Board of Directors as a whole, Non-executive Independent Directors and Chairman of the Company with the scale of 1-4 with 4 being excellent (poor, satisfactory, good, excellent) on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed its satisfaction with the evaluation process.

### J. MD/CEO & CFO Certification

As required by SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, the MD & CFO Certification is provided in this Annual Report.

### K. Code Of Conduct

In compliance with Regulation 26 SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and Companies Act, 2013, the Company has adopted a Code of Conduct and Ethics. The Board has laid down a Code of Conduct for the Board Members of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code for Directors has been formulated and approved by the Board and is to be complied with by the Directors in letter and spirit for the governance of good corporate practices.

All the Board Members and Senior Management have affirmed the compliance to the Code of Conduct as on March 31, 2018.

A declaration to this effect, signed by the Managing Director and Chief Financial Officer, forms part of MD & CFO Certification in this Annual Report.

### L. Disclosure of Accounting Treatment

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the provisions of the Act (to the extent notified) and prescribed SEBI guidelines. The company adopted the Indian Accounting Standards (Ind AS) effective from April 1, 2017 and the adoption was carried out in accordance with the applicable transition guidance, with April 1, 2016 as the transition date. The transition was carried out as prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016.

## 3. The Committees of the Board

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Chairman of the respective Committees informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the committees, during the year are as under :-

### A. Audit Committee

The Company has an adequately qualified Audit Committee and its composition meets the requirement of Section 177 of the Companies Act, 2013. The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Audit Committee ensures prudent financial and accounting practices, fiscal discipline and transparency in financial reporting. In terms of one of its important charter, the quarterly financial statements are reviewed by the Audit Committee and recommended to the Board for its adoption. The Audit Committee was constituted on 26 July, 2014.

In addition to the Audit Committee members, Management Auditors, Statutory Auditors, the Chief Financial Officer, Head – Internal Audit, HR and Administration Division Heads, other executives, Divisional Heads Consultants are also invited to the Audit Committee Meetings, on need basis.

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

The brief terms of reference of Audit Committee are as under –

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act 2013;
  - Changes, if any, in accounting policies and practices along with reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and



- Qualifications in the audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approving or any subsequent modifying of transactions with related parties;
  9. Scrutinizing of inter-corporate loans and investments;
  10. Evaluating value of undertakings or assets of the listed entity, wherever it is necessary;
  11. Evaluating of internal financial controls and risk management systems
  12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussing with the internal auditors any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  16. Discussing with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  18. Reviewing the functioning of the vigil mechanism, in case the same is existing;
  19. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the and background, etc., of the candidate; and qualifications, experience

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

- The Audit Committee regularly reviews the following:
- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor.

During the year 2017-18, Audit Committee has been reconstituted three times- i.e. on 14th July, 2017, 13th February, 2018 and 29th March, 2018. From 14th July, 2017, Committee was headed by Mr. Arun Wankhede and had Mr. Amit Somani and Mr. Dhruv Kaji as its members. From 13th February, 2018, Committee was headed by Mr. Kishore Dewani and had Mr. Amit Somani, Mr. Dhruv Kaji and Ms. Renu Challu as its members. From 29th March, 2018, Committee is headed by Mr. Kishore Dewani and has Mr. Sagar Meghe, Mr. Dhruv Kaji and Ms. Renu Challu as its members.

As on March 31, 2018 the Members of Audit Committee comprises of three Independent Directors and one Whole Time Director. The Audit Committee is headed by Mr. Kishore Dewani and has Mr. Sagar Meghe, Mr. Dhruv Kaji, and Ms. Renu Challu as its members. All the members of the Committee have relevant experience in financial matters. The Board assures that the members of the Committee are financially literate.

#### Meetings :-

The Audit Committee member meets at least four times a year with maximum interval of 120 days between two meetings and reports to the Board if required. During the year 2017-18, six meetings of the Audit Committee were held on 1st April, 2017; 15th May, 2017; 07th July, 2017; 26th September, 2017, 14th December, 2017 and 13th February, 2018. The requisite quorum was present in all the meetings.

The Details of attendance during the year are given separately.

#### **B. Nomination and Remuneration Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company constituted Nomination and Remuneration Committee on 26th July, 2014. The Board has approved a Policy on Nomination and Remuneration Directors, KMPs and other Senior Management Personnel. The committee believes that sound succession planning of the senior leadership is the most important ingredient for creating a robust future for the Company.

Therefore, the committee has adopted a rigorous process to ensure that the Board selects the right candidates for senior leadership positions keeping in line with the policy devised on Board diversity. The Chairman of the Committee is an Independent Director.

**The brief terms of reference of Nomination and Remuneration Committee are as under:**

1. Formulating of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulating of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Evaluating and to recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Determine our Company's policy on specific remuneration package for the Managing Director/Executive Director including pension rights.
7. Evaluating and to recommend salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
9. Evaluating and to recommend the amount of Commission payable to the Whole time Directors, if any.
10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
11. To formulate and administer the Employee Stock Option Scheme.

During the year 2017-18, Nomination and Remuneration Committee has been reconstituted two times- i.e. on 14th July, 2017 and 13th February, 2018. From 14th July, 2017, Committee was headed by Mr. Satish Wate and had Mr. Arun Wankhede and Ms. Shreelkha Lanjekar as its members. From 13th February, 2018, Committee is headed by Mr. Dhruv Kaji and has Ms. Renu Challu

and Mr. Kishore Dewani as its members.

As on March 31, 2018 the Company's Nomination and Remuneration Committee comprises of three Independent Directors. The Committee is headed by Mr. Dhruv Kaji and has Ms. Renu Challu and Mr. Kishore Dewani as its members. Mr. Jinesh Vora, the Company Secretary of the Company acts as the Secretary to the Committee.

The Details of attendance during the year are given separately.

**Meetings:-**

The Nomination and Remuneration Committee meet as and when the need arise. The Nomination and Remuneration Committee meets at least four times a year with maximum interval of four months between two meetings. During the year 2017-18 two meetings of the committee were held on 04th May 2017 and 13th December 2017. The requisite quorum was present in both the meetings.

**Nomination and Remuneration policy**

The Nomination & Remuneration policy is available on Company Website at Link: <http://www.ceinsys.com/investors/Policies/Nomination-&Remuneration-Policy.pdf>

**Remuneration of the Directors**

In terms of the provisions of Section 197 (12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the **Annexure-3** in the Boards' Report.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives (variable component) to its Executive Directors. Annual increments are decided after recommendation of Nomination and Remuneration Committee, Board of Directors within the range of the remuneration approved by the Members.



The details of Remuneration paid to directors for the year ended 31st March, 2018 is stated in the following table:-

Name of the director	Fixed salary				Bonus / incentives	Commission	Total	Stock Options/RSUs/Convertible instruments (In Shares)	No. of equity shares held (In Shares)*
	Basic salary	Perquisites / Allowances	PF/ benefits	Total fixed Salary					
Executive Directors									
Mr. Sagar Meghe	158,80,800	3,19,200	-	162,00,000	-	-	162,00,000		8,11,454
Mr. Sameer Meghe <sup>(1)</sup>	10,96,800	3,200	-	11,00,000	-	-	11,00,000		8,24,340
Mr. Atul Dev Tayal <sup>(2)</sup>	135,90,672	2,53,399	-	138,44,071	-	-	138,44,071		-
Mr. Amit Somani <sup>(2)</sup>	43,00,725	3,96,600	-	46,97,325	-	-	46,97,325		82,500
Mr. Abhay Kimmatkar	41,11,495	3,96,600	-	45,08,095	-	-	45,08,095	1,500	4,800
Independent Directors									
Mr. George Varkey Jacob <sup>(8)</sup>	-	-	-	-	-	-	-	-	-
Mr. Chandrakant Tiwari <sup>(8)</sup>	-	-	-	-	-	-	-	-	-
Mr. Arun Wankhede <sup>(6)</sup>	-	-	-	-	-	-	-	-	-
Mrs. Shrilekha Lanjekar <sup>(7)</sup>	-	-	-	-	-	-	-	-	-
Mr. Dhruv Kaji <sup>(3)</sup>	-	-	-	-	-	-	-	-	-
Mr. Satish Wate <sup>(3)</sup>	-	-	-	-	-	-	-	-	-
Ms. Renu Challu <sup>(4)</sup>	-	-	-	-	-	-	-	-	-
Mr. Kishore Dewani <sup>(5)</sup>	-	-	-	-	-	-	-	-	-

**Notes:**

(1) Resigned effective from May 31, 2017.

(2) Resigned effective from March 29, 2018.

(3) Appointed under Non-Executive and Independent Category effective from July 14, 2017.

(4) Appointed under Non-Executive and Independent Category effective from August 31, 2017.

(5) Appointed under Non- Executive and Independent Category with effect from January 15, 2018.

(6) Resigned effective from February 13, 2018.

(7) Resigned effective from December 14, 2017.

(8) Resigned effective from August 31, 2017.

\* Joint Shareholding with another person shown as a Part of that shareholders holding, whose name appears first i.e. first holder

The Nomination and Remuneration Committee has formulated the criteria for making payments to non-executive directors. In compliance with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, criteria has been disseminated on the Company's website- [www.ceinsys.com](http://www.ceinsys.com)

### Employee stock option plans

Your Company has granted stock option to Employees of the Company and its subsidiary company through ADCC Employee Stock Option Plan 2014 during financial year 2014-15. The Company has allotted 38,395 shares against granted options during financial year 2017-18. The details of the stock options granted under various employee stock option schemes are annexed to Boards' Report as **Annexure 7**

The company has granted 6000 options to Dr. Abhay Kimmatkar on 1st Jan, 2015. The said options can be exercised at Rs 10/- each, Face value of shares. During the period 1500 shares were exercised & 1500 options are outstanding

### Service contracts, notice period, severance fees

The executive directors have entered into employment contracts with the Company.

### Non-executive / independent directors' remuneration

During the financial year 2017-18, the Company has not paid any amount to Non-executive Director except sitting fee as fixed by Board of Directors.

### C. Stakeholders Relationship and Investors Grievances Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Board of Directors of the Company constituted Stakeholders' Relationship and Investors Grievances Committee on July 26, 2014. The Committee specifically looks into the redressal of shareholders' and investors' complaints such as transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividends, payment of unclaimed dividends etc. In addition, the Committee also looked into matters that can facilitate better investor services and relations. The Board was kept apprised of all the major developments on investors' issues through various reports and statements furnished to the Board from time to time throughout the year.

The brief terms of reference of Stakeholders Relationship and Investors Grievances Committee are as under-

1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
4. non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.

5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.

6. Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.

7. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting,

8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

During the year 2017-18, Stakeholders Relationship and Investors Grievances Committee has been reconstituted three times- i.e. on 14th July, 2017, 13th February, 2018 and 29th March, 2018. From 14th July, 2017, Committee was headed by Mr. Arun Wankhede and had Mr. Amit Somani and Mr. Abhay Kimmatkar as its members. From 13th February, 2018, Committee is headed by Mr. Satish Wate and had Mr. Amit Somani, Mr. Kishore Dewani as its members. From 29th March, 2018, Committee was headed by Mr. Satish Wate and has Mr. Kishore Dewani and Mr. Abhay Kimmatkar as its members.

As on March 31, 2018, the Company's Stakeholders Relationship and Investors Grievances Committee comprises of two Independent Directors and one Joint Managing Director. The Committee is headed by Mr. Satish Wate and has Mr. Kishore Dewani and Mr. Abhay Kimmatkar as its members. Mr. Jinesh Vora the Company Secretary of the Company acts as a Secretary of the Committee.

### Meetings

In order to act in compliance with Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Stakeholders Relationship and Investors Grievance Committee reports to the Board as and when need arise, with respect to the status of redressal of complaints received from the shareholders of the Company. During the year 2017-18, one meeting of the committee was held on 04th May, 2017. The requisite quorum was present in the meeting.

### Investors' Grievances

The Company addresses all complaints, suggestions, grievances and other correspondence expeditiously and replies are sent usually within 7-10 days except in case of legal impediments and non-availability of documents. The Company endeavors to implement suggestions as and when received from the investors. During the financial year ending March 31, 2018, the Company has not received any investors' complaints. The details of the requests/complaints received and disposed of during the year are as under.

Mr. Jinesh Vora, Company Secretary is the Compliance Officer.



Sr. No.	Nature of request / complaint	Pending as on April 01, 2017	Received	Attended/Resolved	Pending as on March 31, 2018
1.	Change of address	NIL	NIL	NIL	NIL
2.	Bank Details/ Bank Mandate/ Electronic Clearing Services	NIL	NIL	NIL	NIL
3.	Revalidation of dividend warrants	NIL	NIL	NIL	NIL
4.	Non-receipt of Dividend	NIL	NIL	NIL	NIL

The members may contact the Company Secretary of the Company for their queries, if any, at the contact details provided in the Shareholders' Information in this report.

#### D. Corporate Social Responsibility (CSR) Committee

Company's business priorities co-exist with social commitments to drive holistic development of people and communities. The Company's CSR initiatives help elevate the quality of life of people, especially the disadvantaged sections of the society. It seeks to touch and transform people's lives by Promoting Gender Equality, Empowering Women and education. Company aims to continue its efforts to build on its tradition of social responsibility to empower people and deepen its social engagements. In terms of Section 135 of the Companies Act, 2013, the Board of Directors at its meeting concluded on July 26, 2014, constituted the CSR Committee.

The Committee is constituted with powers and responsibilities including but not limited to –

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate with or without the consent of the Board of Directors or as may be directed by the Board of Directors from time to time.

During the year 2017-18, Corporate Social Responsibility Committee has been reconstituted three times- i.e. on 14th July, 2017, 13th February, 2018 and 29th March, 2018. From 14th July, 2017, Committee was headed by Mr. Sagar Meghe and had Mr. Amit Somani, Mr. Atul Dev Tayal and Mr. Arun Wankhede as its members. From 13th February, 2018, Committee was headed by Mr. Sagar Meghe and had Mr. Atul Dev Tayal, Mr. Dhruv Kaji and Ms. Renu Challu as its members. From 29th March, 2018, Committee is headed by Mr. Sagar Meghe and has Mr. Dhruv Kaji and Ms. Renu Challu as its members.

As on March 31, 2018 the Corporate Social Responsibility Committee comprises of One Executive Director and Two Non-Executive & Independent Directors. The Committee is headed by Mr. Sagar Meghe and has Mr. Dhruv Kaji and Ms. Renu Challu as its members.

#### Meetings:-

The Corporate Social Responsibility Committee meets as and when the need arise. During the year 2017-18, one meeting of the committee was held on 01st June, 2017. The requisite quorum was present in the meeting.

#### E. Management Committee:

In order to manage the day to day operations of the company in a smooth way, the Board of the company has formed a Management Committee of the Board on 31st May, 2014. The Management Committee looks after routine business, planning, performance monitoring, corporate governance, finance, human resources, occupational health and safety, operational issues and takes decisions on matters requiring immediate attention.

The members of the committee takes on their roles within the organization. Members of the Management Committee share the following responsibilities:

1. Planning and Execution – The Committee oversees establishing and reviewing strategic and operational plans of the company and advises on its execution manner.
2. Policy and Decision implementation – The Committee advises the senior management on implementing and establishing company's laid down policies and ensure that those policies are strictly adhered.
3. Regulatory & Legal Compliances – The Committee oversees that the compliances which are required to be made under various statutes are made on time as well as the burden of legal cost is minimized and signing of legal documents are done properly.
4. Financial – The Committee ensures that all approval of finance arrangements are properly managed, Finance for operations are available on time and at the best rate, financial compliances are being done, etc.
5. Performance Evaluation – The Committee oversees that the human resources are efficiently and effectively handles the organisational goals, monitoring all activities by the organization with feedback contributing to the continuous improvement in governance and service delivery.
6. Branding and Marketing – The Committee ensures that the brand of the company is properly handled and marketed so as to ensure the company's goals, mission and vision are achieved.
7. General Management and Administration – The Committee guides the management whenever required on day to day administration.

During the year 2017-18, Management Committee has been reconstituted two times- i.e. on 14th July, 2017, and 29th March, 2018. From 14th July, 2017, Committee was headed by Mr. Sagar Meghe and had Mr. Amit Somani, Mr. Atul Dev Tayal and Mr. Abhay Kimmatkar as its members. From 29th March, 2018, Committee is headed by Mr. Sagar Meghe and Mr. Abhay Kimmatkar.

As on March 31, 2018 the Company's Management Committee comprises of One Executive Director, one Joint Managing Director. The Committee is headed by Mr. Sagar Meghe and has Mr. Abhay Kimmatkar as its Member. Mr. Jinesh Vora the Company Secretary of the Company acts as the Secretary to the Committee.

#### **F. Information Technology and Risk Management Committee:**

The role of Risk Management Committee includes the implementation of Risk Management Systems and Framework, review of the Company's financial and risk management policies, assessment of risk and procedures to minimize the same.

#### **Terms of Reference of the Committee are as follows:**

##### **Information Technology Terms of Reference:**

1. Approving IT strategy and policy documents and reviewing the same from time to time.
2. Ensuring that the management has put an effective strategic planning process in place.
3. Ensuring that the business strategy is indeed aligned with IT strategy.
4. Ensuring that the IT organizational structure complements the business model and its direction.
5. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business.
6. Becoming aware about exposure towards IT risks and controls.
7. Assessing Senior Management's performance in implementing IT strategies.
8. Issuing high-level policy guidance (e.g. related to risk, funding, or sourcing tasks).
9. Confirming whether IT or business architecture is to be designed, so as to derive the maximum business value from IT.
10. Overseeing the aggregate funding of IT at a company level, and ascertaining if the management has resources to ensure the proper management of IT risks.

##### **Risk Management Terms of Reference:**

1. Framing of Risk Management Plan and Policy.
2. Overseeing implementation of Risk Management Plan and Policy.
3. Monitoring of Risk Management Plan and Policy.
4. Validating the process of risk management.
5. Validating the procedure for Risk Minimization.
6. Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
7. Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.
8. Performing such other functions as may be necessary or appropriate for the performance of its oversight function.

As on March 31, 2018, the Company's Information Technology and Risk Management Committee comprises of one Executive Director and two non-executive directors. The Committee is headed by Mr. Sagar Meghe and has Mr. Dhruv Kaji and Ms. Renu Challu as its members. Mr. Jinesh Vora the Company Secretary of the Company acts as the Secretary to the Committee.

No Information Technology and Risk Management Committee meeting was held during the year 2017-18.

#### **Attendance of Directors/Members at Board and Committee Meeting (s)**

The following table shows attendance of Directors at the Board and Members of the statutory Committee Meeting(s) for the year ended 31st March, 2018. Attendance is presented as number of meeting(s) attended, (including meetings attended through electronic mode) out of the number of meeting(s) required to be attended.



Name	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Stakeholder's Relationship & Investor's Grievances Committee Meeting	Corporate Social Responsibility Meeting	Information Technology and Risk Management Committee Meeting	Management Committee	Attendance at last AGM*
Mr. Sagar Meghe	7 of 8	-	-	-	1 of 1	-	6 of 7	Yes
Mr. Sameer Meghe <sup>(1)</sup>	0 of 1	-	-	-	-	-	1 of 1	No
Mr. Atul Dev Tayal <sup>(2)</sup>	5 of 6	-	-	-	-	-	3 of 5	Yes
Mr. Amit Somani <sup>(2)</sup>	7 of 8	6 of 6	-	-	1 of 1	-	5 of 7	Yes
Mr. Abhay Kimmatkar	8 of 8	-	-	-	-	-	7 of 7	Yes
Mr. Satish Wate <sup>(3)</sup>	5 of 6	-	1 of 1	-	-	-	-	No
Mr. Dhruv Kaji <sup>(3)</sup>	4 of 6	0 of 3	-	-	-	-	-	No
Ms. Renu Challu <sup>(4)</sup>	4 of 5	-	-	-	-	-	-	No
Mr. Kishore Dewani <sup>(5)</sup>	2 of 2	-	-	-	-	-	-	No
Mr. Arun Wankhede <sup>(6)</sup>	5 of 7	6 of 6	2 of 2	1 of 1	-	-	-	Yes
Mrs. Shrelekha Lanjekar <sup>(7)</sup>	2 of 6	-	2 of 2	1 of 1	-	-	-	No
Mr. Chandrakant Tiwari <sup>(8)</sup>	1 of 4	3 of 3	-	1 of 1	1 of 1	-	-	No
Mr. George Thikatil Jacob <sup>(8)</sup>	2 of 4	-	1 of 1	-	-	-	-	No

\*The 19th Annual General Meeting (AGM) of the Company was held on 26th September, 2017.

(1) Resigned effective from May 31, 2017.

(2) Resigned effective from March 29, 2018.

(3) Appointed under Non-Executive and Independent Category effective from July 14, 2017.

(4) Appointed under Non-Executive and Independent Category effective from August 31, 2017.

(5) Appointed under Non- Executive and Independent Category with effect from January 15, 2018.

(6) Resigned effective from February 13, 2018.

(7) Resigned effective from December 14, 2017.

(8) Resigned effective from August 31, 2017.

#### 4. General Body Meetings

##### A. Annual General Meetings:

The date, time and location of the Annual General Meetings held during the preceding 3 years:-

Sr. No.	Financial year ended	Date	Time	Location of the Meeting
1.	2014-15	30/09/2015	01:00 P.M.	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.
2.	2015-16	29/09/2016	03.00 P.M	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.
3.	2016-17	26/09/2017	11:30 A.M	10/5, I.T. Park, Nagpur- 440022, Maharashtra, India.

**B. No special resolutions were passed in any of the previous three Annual General Meetings except Increase in the Borrowing Limit of the Company.**

**Special resolutions passed through postal ballot during the Financial Year 2017-18 & details of voting pattern are as follows:-**

Sr. No.	Resolution	E-voting (Mode)		Postal Ballot (Physical mode)		Total		Result
		Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	
1	Amend the Memorandum of Association in pursuance to Increase in Authorized Capital	82,28,994	-	4,500	-	82,33,494	-	100%
2	Alteration in Articles of Association of the Company in pursuance to Increase in Authorized Capital	82,28,994	-	4,500	-	82,33,494	-	100%
3	Approval For Change of Name of the Company and Consequential Alteration to Memorandum of Association and Articles of Association of the Company	82,28,994	-	4,500	-	82,33,494	-	100%
4	Revision in Remuneration of Mr. Sagar Meghe, Whole Time Director & Chairman	61,05,000	-	4,500	-	61,09,500	-	100%
5	Revision in Remuneration and term of Appointment of Mr. Amit Somani, Managing Director	81,04,494	-	4,500	-	81,08,994	-	100%
6	Revision in Remuneration of Mr. Abhay Kimmatkar, Joint Managing Director	82,28,994	-	4,500	-	82,33,494	-	100%
7	Appointment of Mr. Atul Dev Tayal as Managing Director with the Nomenclature of Vice-Chairman and Sr. Managing Director	82,28,994	-	4,500	-	82,33,494	-	100%
8	Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited	92,00,394	-	4,950	-	92,05,344	-	100%
9	Issue of equity shares on preferential basis	92,00,394	-	4,950	-	92,05,344	-	100%

**C. Person who conducted postal ballot exercise:-**

The Company appointed Mr. Sushil Kawadkar, Practicing Company Secretary, (Membership Number- FCS 5725) as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner.

During the conduct of the postal ballot, the Company had provided e-voting facility to its shareholders to cast their votes electronically through the CDSL e-voting platform. Postal ballot forms and business reply envelopes were sent to shareholders to enable them to cast their vote in writing on the postal ballot. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules. The scrutinizer submitted his report to the Managing Director, after completion of the scrutiny and the results of voting by Postal Ballot (including e-voting) were then announced by the Managing Director of the Company. The voting results were sent to the Stock Exchanges and displayed on the Company's website. The Last date of Voting was deemed to be the date of passing the resolution.

**D. Whether any Special Resolution is proposed to be passed through Postal ballot:-**

As on date of this report, no business has been proposed to be transacted through postal ballot. During the year 2018-19 the Company has issued Postal Ballot Notice to all the members of the Company on May 28, 2018 and the proceeding of result of postal ballot was announced at July 02, 2018. The voting results were sent to the Stock Exchanges and displayed on the Company's website

**E. Procedure of Postal Ballot:-** The notice containing the proposed resolutions and explanatory statement thereto is sent to the registered addresses of all the shareholders of the Company along with a postal ballot form and a postage pre-paid envelope containing the address of the scrutinizer appointed by the Board for carrying out the ballot process.

Along with the above, other prescribed procedure for postal Ballot as per the provisions contained in the Companies Act, 2013 read with rules made there under as amended from time to time has been complied with whenever necessary.

**5. Means of Communication**

**A. Financial Results:-**

After Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited, the Company's quarterly/ half-yearly/ annual financial results are sent to the Stock Exchanges and published in 'Indian Express' and 'Loksatta. Simultaneously, they are also put on the Company's website and can be accessed at [www.ceinsys.com](http://www.ceinsys.com)

**B. News releases, presentations, among others:-**

Official news releases and official media releases are sent to Stock Exchanges and are put on the Company's website [www.ceinsys.com](http://www.ceinsys.com) wherever applicable in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**C. Presentations to institutional investors / analysts:-**

The Company has not given any presentations to institutional investors and financial analysts on the Company's quarterly, half-yearly as well as annual financial results and no unpublished price sensitive information is discussed in meeting/presentation with any institutional investors and financial analysts.

**D. News releases:-**

Official news releases, if any, are displayed on the website of the Company [www.ceinsys.com](http://www.ceinsys.com) as and when the need arises.

**E. Website:-**

The Company's website [www.ceinsys.com](http://www.ceinsys.com) contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company [www.ceinsys.com](http://www.ceinsys.com) in a downloadable form.

## SHAREHOLDER'S INFORMATION

<b>A. Company Identification Number</b>	-	L72300MH1998PLC114790
<b>B. Company's Registered Address</b>	-	10/5, I.T.Park, Nagpur-440022, Maharashtra, India
<b>C. Date and Time of Annual General Meeting</b>	-	29 <sup>th</sup> September, 2018 at 11:30 A.M.
<b>D. Venue of Annual General Meeting</b>	-	10/5, I.T.Park, Nagpur-440022, Maharashtra, India
<b>E. Reporting Financial Year</b>	-	2017-18
<b>F. Book Closure</b>	-	24 <sup>th</sup> September, 2018 to 29 <sup>th</sup> September, 2018
<b>G. Cut-off date for sending Notices of AGM</b>	-	31 <sup>st</sup> August, 2018
<b>H. Cut-off date for Dividend &amp; E-voting</b>	-	23 <sup>rd</sup> September, 2018
<b>I. Dividend Payment Date</b>	-	10 <sup>th</sup> October, 2018
<b>J. Scrip/Stock Code</b>	-	538734

**K. Listing on Stock Exchanges:-**

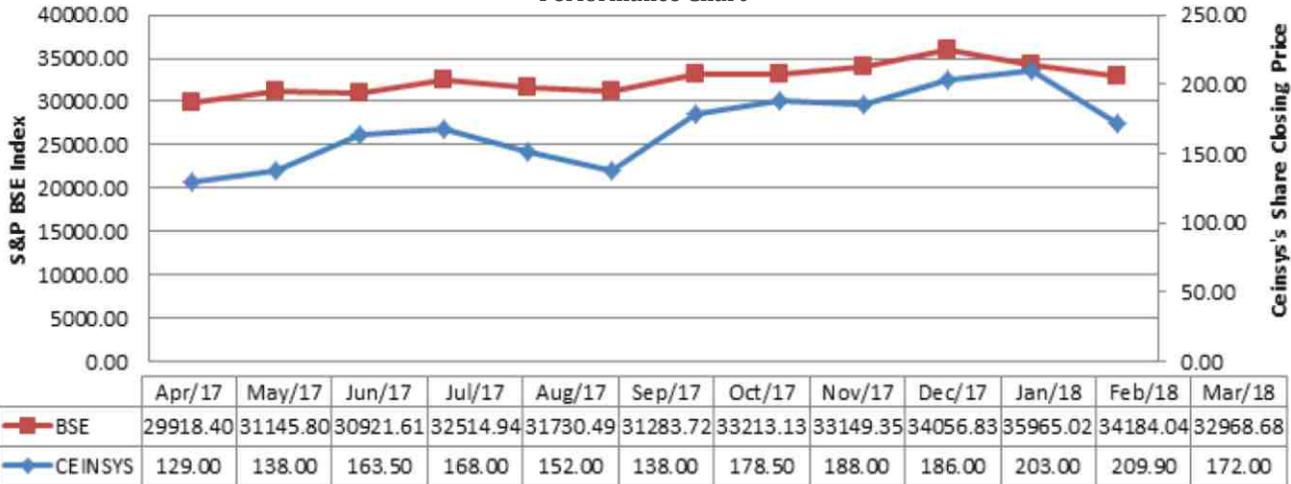
The Equity shares of the company are listed on the following stock exchange:

Name of the Stock Exchange	Address	Code	ISIN	Security ID	Website
BSE Limited	Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	538734	INE016Q01014	CEINSYSTECH	<a href="http://www.bseindia.com">www.bseindia.com</a>

The Company has paid the Annual Listing Fee for the year 2017-18 to BSE Limited. The Security of the Company was not suspended from trading.

**L. Market Price Data :-**

Month	BSE Limited		Volume
	High (Rs)	Low (Rs)	
April, 2017	153.00	129.00	2,01,000
May, 2017	147.25	123.50	2,17,500
June, 2017	171.00	129.00	1,14,000
July, 2017	178.00	155.00	1,06,500
August, 2017	166.00	151.00	1,15,500
September, 2017	164.00	138.00	21,450
October, 2017	186.00	139.00	92,400
November, 2017	192.00	167.50	61,875
December, 2017	206.00	167.00	47,025
January, 2018	244.00	186.00	39,181
February, 2018	248.00	180.00	61,585
March, 2018	228.00	160.00	81,026

**M. Performance of the share price of the Company in comparison to BSE Sensex:-****Performance Chart****N. Registrar & Transfer Agents:-**

<b>Name &amp; Address</b>	: Bigshare Services Private Limited Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road Marol Andheri – East, Mumbai – 400059, Maharashtra, India.
<b>Tel.</b>	: 022-62638200
<b>Fax</b>	: 022-68638299
<b>E-mail</b>	: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>
<b>Website</b>	: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>

**O. Share Transfer System:-**

The entire shares of the company are in Demat mode, hence the share transfers take place through intermediaries, like Depository Participants, Brokers, etc. and the company has not received any request from any shareholders for converting of shares into remat form. The share transfer system is maintained by Registrar and Transfer agent of the Company i.e. Bigshare Services Private Limited. Further the Company has complied the following compliance pertaining to share transfers, grievances, etc.:

1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.

2) Pursuant to Regulation 13(3) of the SEBI Listing Regulations, a statement on pending investor complaints is filed with the stock exchanges.

3) Pursuant to Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, was issued by the Company Secretary in practice confirming due compliance of share transfer formalities by the Company.

**P. Shareholding as on 31<sup>st</sup> March, 2018:-****a) Distribution of Shareholding as on 31<sup>st</sup> March, 2018:**

Category (Shares)	No. of Holders	% to Holders	No. of Shares	% to Total No. of Shares
1-500	102	32.18	14,559	0.13
501-1000	42	13.25	30,854	0.28
1001-2000	65	20.50	1,00,326	0.90
2001-3000	14	4.42	35,596	0.32
3001-4000	36	11.36	1,19,049	1.07
4001-5000	17	5.36	80,090	0.72
5001-10000	11	3.47	79,177	0.71
10001-11090440	30	9.46	1,06,30,789	95.86
<b>Total</b>	<b>317</b>	<b>100.0000</b>	<b>1,10,90,440</b>	<b>100.00</b>

**b) Shareholding Pattern as on 31<sup>st</sup> March, 2018:**

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	As a Percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
1)	Indian			
a)	Individuals/Hindu undivided Family	5	25,02,051	22.56
b)	Body Corporates	2	37,07,000	33.43
2)	Foreign			
a)	Individuals (NRI/FI)	-	-	-
	Total Shareholding of promoter and Promoter Group	7	62,09,051	55.99
(B)	Public Shareholding			
1)	Institutions	-	-	-
2)	Non-Institutions			
a)	Individuals	271	19,41,879	17.51
b)	Others	23	29,39,510	26.50
	Total Public Shareholding	294	48,81,389	44.01
(c)	Shares held by Custodians and against which the depository receipts have been issued	-	-	-
	<b>Total (A+B+C)</b>	<b>301</b>	<b>1,10,90,440</b>	<b>100.00</b>

**Q. Dematerialization of Shares and Liquidity:-**

The Company's shares are compulsorily traded in dematerialized form. The Company's entire Equity shares are in dematerialized form. The Company's shares are traded on the main board of 'BSE Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE016Q01014.

**R. Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:-**

As on 31st March, 2018, the Company has no American Depository Receipts/ Global Depository Receipts/ Warrants or any such convertible instruments outstanding except employee stock option and there is no likely impact on the Company's Equity Shares in the financial year 2017-18.

**S. Commodity Price Risk / Foreign Exchange Risk and Hedging:-**

The Company carries limited foreign exchange risk, largely on account of certain Buyers Credit availed during the project phase and this exposure is reduced substantially over the years. During the year, the Company has managed foreign exchange risk and mitigates the risk involved to the extent considered appropriate. The details of foreign currency Earnings and Expenditures are disclosed in Note No. 28 respectively in the Standalone Financial Statements.

**T. Plant Locations:-**

The Company is in Information Technology and enabled service business and do not have any manufacturing plants. However, the Company has offices at Mumbai (Lower Parel, New Mumbai) New Delhi, Hyderabad, Pune, Jaipur, Lucknow

**U. Address for Correspondence:-**

- i) Mr. Jinesh Vora  
Company Secretary & Compliance Officer  
10/5, I.T. Park, Nagpur- 440022  
Tel.: +91 712 3014100  
Fax: +91 712 2249605  
E-mail: [cs@ceinsys.com](mailto:cs@ceinsys.com)
- ii) For Transfer/Dematerialization of shares, change of address of members and other queries  
M/S Bigshare Services Private Limited  
Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,  
Makwana Road, MarolAndheri – East, Mumbai – 400059,  
Maharashtra, India.  
Tel.: 022-62638200  
Fax: 022-62638299  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**V. Disclosures:-****a) Related Party Transactions:-**

The Company has been migrated from SME Platform of BSE Limited to Main Board of BSE Limited, in accordance with the provisions of regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 All the related party transactions to the extent applicable are approved in Audit Committee meetings. Further, in compliance with the regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, policy on dealing with related party transactions and policy for determining material subsidiaries are available on the Company's Website [www.ceinsys.com](http://www.ceinsys.com)

**b) No Penalty or Strictures:-**

There has been no instance of non-compliance by the Company on any matter relating to the capital markets except delay in listing of shares allotted pursuant to Bonus issue and accordingly no material penalties have been levied or strictures have been passed by the Securities and Exchange Board of India or Stock Exchange(s) or any other statutory authority during last 3 years.

**c) Whistle Blower Policy / Vigil Mechanism:**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, the Company has formulated Whistle Blower Policy and no employee of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. <http://www.ceinsys.com/investors/Vigil-Mechanism-Policy-ceinsys.pdf>

**d) Compliance of mandatory requirements of Corporate Governance:-**

The Company has executed uniform Listing Agreements with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In compliance to this the Company has complied with all the requirements of Corporate Governance, as applicable to the Company, as on March 31, 2018.

**e) Weblink of policy for determining 'material' subsidiaries:-**

The Company has adopted a Policy on Material Subsidiary in line with the requirements of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the weblink: <http://www.ceinsys.com/investors/Policies/Policy for Determining Material Subsidiary.pdf>

**f) Policy on Related Party Transactions:-**

The Company has not entered into any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website under the weblink: [www.ceinsys.com](http://www.ceinsys.com)

**g) Weblink of policy for Insider trading:-**

In compliance with regulation 4(2)(C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Policy on Insider Trading'.

The same can be downloaded from the website of the company [www.ceinsys.com](http://www.ceinsys.com) by following the link <http://www.ceinsys.com/investors/Policies/Insider-Trading-Policy.pdf>

**h) Weblink of Document Preservation & Archival policy :-**

In Compliance with regulation 9 and 30(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has formulated a 'Document Preservation & Archival policy'.

The same can be downloaded from the website of the company under the web link <http://www.ceinsys.com/investors/Policies/Documents-Preservation-n-Archival-Policy.pdf>

**I) Disclosure on commodity price risks and commodity hedging activities is not applicable to Company.****J). Report on Corporate Governance:-**

As Required under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Practicing Company Secretary's Certificate on Corporate Governance is appended as Annexure 11 to the Board's Report.

**K) Non-compliance of any requirement of corporate governance report:-**

There was no non-compliance of any of the provisions applicable to the Company as mentioned in C (11) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**L) Adoption of discretionary requirements as specified in Part E of Schedule II SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-**

The following discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been adopted by the Company:-

**• Reporting of Internal Auditor:-**

The Internal Auditor is having access and may report directly to the Audit Committee on need basis.

**• Separate post of Chairman and Managing Director:-**

As on March 31, 2018, the Company has a separate post of Chairman and Managing Director as permitted by the Companies Act, Articles of Association of the Company, adequately captures for keeping the same as combined position. Further, the Company has an optimum combination of Independent & Non-Independent Directors, with excellent track record and background. The Company maintains high degree of Corporate Governance.

**M) Disclosures of the compliance with corporate governance requirements:-**

During the year, the Company has been migrated from SME Platform of BSE Limited to Main Board of BSE Limited. Consequentially, all compliances with regards to corporate governance requirements specified in regulations 17 to 27 and clause (b) to clause (i) of sub-regulation (2) of regulation 46 and Para C, D, E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are applicable to the Company and all the activities done by the Company are in compliance with the applicable provisions.

**N) Compliance with Mandatory Requirement**

The Company has complied with Mandatory Requirement.

**O) Disclosure with respect to Suspense Demat Account**

The Company does not have any Demat Suspense Account/ Unclaimed Account.



## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Ltd )

### INDEPENDENT AUDITORS' REPORT

#### To The Members Of Ceinsys Tech Limited (formerly known As ADCC Infocad Limited)

#### Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

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

#### Management's Responsibility for the Standalone Ind AS Financial Statements

2. 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 Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

5. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of

Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Other Matter

9. The comparative financial information of the company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS included in these standalone Ind AS financial statements have been audited by the predecessor auditor who had audited the statutory financial statements for the year ended March 31, 2017 and March 31, 2016. The predecessor auditor has expressed an unmodified opinion on the comparative financial information and the transition date opening balance sheet vide report dated June 29, 2017. Our opinion is not qualified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

i. The Company does not have any pending litigations as at March 31, 2018 which would impact its financial position.

ii. The Company has long-term contracts as at March 31, 2018 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2018

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018



## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Ltd)

### Annexure A to Independent Auditors' Report

*Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Ceinsys Tech Limited on the standalone Ind AS financial statements for the year ended March 31, 2018*

#### **Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of Ceinsys Tech Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

2. 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 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 Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 specified under section 143(10) of the Act 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 ICAI. 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 with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of internal financial controls with reference to financial statements, 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.

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

#### **Meaning of Internal Financial Controls with reference to financial statements**

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

#### **Inherent Limitations of Internal Financial Controls with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2018, 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 Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018

## Annexure B to Independent Auditors' Report

*Referred to in paragraph 10 of the Independent Auditors' Report of even date to the members of Ceinsys Tech Limited on the standalone Ind AS financial statements as of and for the year ended March 31, 2018*

- i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the standalone Ind AS financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of the loans and investments made by it. The Company has not provided any guarantees or security to the parties covered under Section 185 and 186.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund and income tax though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax (with effect from July 1, 2017) and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, service-tax, duty of customs, duty of excise, value added tax and goods and services tax which have not been deposited on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.



ix. In our opinion, and according to the information and explanations given to us, the money raised by way of term loans have been applied for the purposes for which they were obtained. During the year, the Company has not raised any money by way of initial public offer and further public offer (including debt instruments).

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures, specified under Section 133 of the Act.

xiv. The Company has made a preferential allotment during the year under review, in compliance with the requirements of Section 42 of the Act. The amounts raised have been used for the purpose for which funds were raised.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with him covered within the meaning of Section 192 of the Act. Accordingly, the provisions of Clause 3(xv) of the Order 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. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For Price Waterhouse Chartered Accountants LLP**  
**Firm Registration Number: 012754N/N500016**



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018

# BALANCE SHEET

## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

### STANDALONE BALANCE SHEET AS AT MARCH 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
Non-current assets				
Property, plant and equipment	3	2,555.85	2,598.34	2,634.95
Intangible assets	3A	175.34	205.78	104.87
Investment in subsidiaries	4	6.57	92.48	93.48
Financial assets				
Investments	5A	5.01	5.00	5.00
Trade receivables	5B	77.91	65.80	296.29
Loans	5C	42.53	16.61	48.86
Other financial assets	5D	136.77	497.28	162.41
Other non-current assets	6	724.80	247.22	127.18
<b>Total non-current assets</b>		<b>3,724.78</b>	<b>3,728.51</b>	<b>3,473.04</b>
Current assets				
Inventories	7	808.49	1,077.27	1,099.60
Financial assets				
Trade receivables	8A	11,378.88	8,561.29	5,878.22
Cash and cash equivalents	8B	18.96	9.89	197.10
Bank balance other than above	8C	856.71	448.99	736.41
Loans	8D	212.64	504.92	192.48
Other financial assets	8E	147.53	60.55	309.77
Unbilled revenue	8F	4,776.37	3,369.63	5,669.10
Other current assets	9	466.91	370.34	315.98
<b>Total current assets</b>		<b>18,666.49</b>	<b>14,402.88</b>	<b>14,398.66</b>
<b>Total assets</b>		<b>22,391.27</b>	<b>18,131.39</b>	<b>17,871.70</b>
<b>EQUITY AND LIABILITIES</b>				
Equity				
Equity share capital	10	1,109.04	913.82	909.95
Other equity	10A	5,498.61	3,971.56	4,054.06
<b>Total Equity</b>		<b>6,607.65</b>	<b>4,885.38</b>	<b>4,964.01</b>
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	11A	696.58	850.69	1,113.78
Other financial liabilities	11B	61.70	45.10	35.86
Provisions	12	-	22.87	70.08
Deferred tax liabilities (net)	22A	68.08	68.89	474.20
Other non current liabilities		-	-	4.10
<b>Total non-current liabilities</b>		<b>826.36</b>	<b>987.55</b>	<b>1,698.02</b>



Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Current liabilities				
Financial liabilities				
Borrowings	13A	10,747.57	9,780.15	8,580.61
Trade payables	13B	2,856.23	1,854.29	1,925.12
Other financial liabilities	13C	849.06	350.37	545.35
Provisions	14	141.62	80.41	57.72
Other current liabilities	15	362.78	110.71	100.87
Income tax liabilities (net)	16	-	82.53	-
<b>Total current liabilities</b>		<b>14,957.26</b>	<b>12,258.46</b>	<b>11,209.67</b>
<b>Total liabilities</b>		<b>15,783.62</b>	<b>13,246.01</b>	<b>12,907.69</b>
<b>Total equity and liabilities</b>		<b>22,391.27</b>	<b>18,131.39</b>	<b>17,871.70</b>

The above standalone balance sheet should be read in conjunction with the accompanying notes.  
As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

For and on behalf of Board of Directors



**Sagar Meghe**

(Chairman & Managing Director.)



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)

Place : Nagpur  
Date: May 28, 2018

## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

### Standalone Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from operations	17	13,625.70	13,613.04
Other income	18	231.71	192.32
<b>Total income</b>		<b>13,857.41</b>	<b>13,805.36</b>
<b>Expenses</b>			
Purchases of stock-in-trade and consumables		3,187.35	4,847.59
Changes in inventories of stock-in-trade and consumables		10.20	280.91
Employee benefit expenses	19	4,083.70	2,989.57
Finance costs	20	1,451.74	1,394.15
Depreciation and amortisation	3/3A	412.30	356.93
Other expenses	21	4,506.02	3,832.76
<b>Total expenses</b>		<b>13,651.31</b>	<b>13,701.91</b>
Profit before tax and exceptional items		206.10	103.45
Exceptional items	34	(54.04)	-
Profit before tax		152.06	103.45
Tax expense/ (credit)			
- Current tax	22B	20.58	492.18
- Deferred tax	22B	(9.44)	(402.76)
Profit for the year after tax		140.92	14.03
Other comprehensive income /(loss)			
Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations	24	31.32	(7.36)
- Income Tax relating to this item		(8.63)	2.55
Items that may be reclassified to profit or loss		-	-
- Income Tax relating to these item		-	-
Total other comprehensive income/(loss) for the year, net of income tax		22.69	(4.81)
Total comprehensive income for the year		163.61	9.22
Earnings per equity (share face value of Rs.10/-)			
Basic ( in Rs. )	32	1.35	0.14
Diluted ( in Rs. )	32	1.34	0.14

The above standalone statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date

For and on behalf of Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur

Date: May 28, 2018



**Sagar Meghe**

(Chairman & Managing Director.)



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)



**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Limited )

(All amounts in INR lakhs, unless otherwise stated)

**Statement of Changes in Equity****A. Equity Share Capital**

Particulars	Notes	
As at April 01, 2016		909.95
Changes in equity share capital		3.87
As at March 31, 2017	10	913.82
Changes in equity share capital		195.22
As at March 31, 2018		1,109.04

**B. Other Equity**

Particulars	Notes	Attributable to owners of Company				
		Securities premium reserve	General reserve	Share options outstanding account	Retained earnings	Total other equity
<b>Reserves and surplus</b>						
Balance at April 1, 2016		739.74	19.30	25.50	3,269.52	4,054.06
Profit for the year		-	-	-	14.03	14.03
Other Comprehensive Income		-	-	-	(4.81)	(4.81)
Total comprehensive income for the year		-	-	-	9.22	9.22
Transactions with owners in their capacity as owners:						
Dividend paid including dividend distribution tax ( Note 29 )		-	-	-	(109.53)	(109.53)
Employee stock option		18.12	2.20	(2.51)	-	17.81
Total		18.12	2.20	(2.51)	(109.53)	(91.72)
As at March 31, 2017		757.86	21.50	22.99	3,169.21	3,971.56
Profit for the year	10A	-	-	-	140.92	140.92
Other Comprehensive Income		-	-	-	22.69	22.69
Total comprehensive income for the year		-	-	-	163.61	163.61
Transactions with owners in their capacity as owners:						
Issue of equity shares - Preferential allotment		1,600.00	-	-	-	1,600.00
Issue of equity shares- Bonus		(91.38)	-	-	-	(91.38)
Dividend paid including dividend distribution tax ( Note 29 )		-	-	-	(151.95)	(151.95)
Employee stock option		15.91	-	(9.14)	-	6.77
Total		1,524.53	-	(9.14)	(151.95)	1,363.44
As at March 31, 2018		2,282.39	21.50	13.85	3,180.87	5,498.61

The above standalone statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016


**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018**For and on behalf of Board of Directors**


**Sagar Meghe**

(Chairman &amp; Managing Director.)



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)

**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Ltd )

**Standalone Cash Flow Statement**

Particulars	Year ended March 31,2018	Year ended March 31,2017
Cash flow from operating activities		
Profit before income tax	152.06	103.45
Adjustments for		
Depreciation and amortisation expense	412.30	356.93
Impairment of Investments	0.87	-
Bad debts written off	-	253.55
Employee share-based payment expense	6.77	17.82
Loss on sale of subsidiaries	54.04	-
Interest Income from financial assets	(213.32)	(146.16)
Expected loss on customer contracts	20.17	-
Provision for doubtful financial assets/expected credit loss	5.76	51.00
Finance costs	1,451.74	1,394.15
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(2,855.38)	(2,766.68)
(Increase)/Decrease in inventories	268.79	22.32
(Increase)/Decrease in Unbilled Revenue	(1,418.80)	2,319.18
Increase/(Decrease) in trade payables	1,001.94	(70.83)
(Increase)/Decrease in loans	52.63	(44.62)
(Increase)/Decrease in other current financial assets	(86.98)	249.22
Increase/(Decrease) in other financial liabilities	452.62	(209.53)
(Increase)/Decrease in other non-current assets	(18.09)	(28.86)
(Increase)/Decrease in other current assets	(96.58)	(54.36)
Increase/(Decrease) in provisions	49.49	(31.87)
Increase/(Decrease) in other non current liabilities	-	(4.10)
Increase/(Decrease) in other current liabilities	252.05	9.84
Cash generated from (used in) operations	(507.92)	1,420.45
Income taxes paid	(331.44)	(495.13)
<b>A. Net cash inflow/(outflow) from operating activities</b>	<b>(839.36)</b>	<b>925.32</b>
Cash flows from investing activities		
Payments for property, plant and equipment	(565.34)	(295.08)
Payments for Intangible Assets	(11.91)	(133.21)
Payments for purchase of investments	(0.01)	-
Loans given to related parties	-	(245.72)
Repayments of loans by related parties	245.72	-
Interest received	176.54	196.30
Proceeds from sale of subsidiary	31.00	1.00
Bank balances not considered as cash and cash equivalents:		
Fixed deposits placed (net)	(10.43)	(97.59)
Proceeds from sale of property, plant and equipment and Intangibles	6.71	1.35
<b>B. Net cash outflow from investing activities</b>	<b>(127.72)</b>	<b>(572.95)</b>
Cash flows from financing activities		
Proceeds from issues of shares	1,703.84	3.87



Proceeds from current borrowings (net)	967.42	1,199.53
Proceeds from non current borrowings	190.82	-
Repayment of non current borrowings	(279.93)	(235.08)
Interest paid	(1,454.05)	(1,398.37)
Dividends paid to company's shareholders (including DDT)	(151.95)	(109.53)
<b>C. Net cash inflow (outflow) from financing activities</b>	<b>976.15</b>	<b>(539.58)</b>
Net increase/(decrease) in cash and cash equivalents ( A + B + C)	9.07	(187.21)
Cash and cash equivalents at the beginning of the financial year	9.89	197.10
Cash and cash equivalents at end of the financial year	18.96	9.89

<b>Cash and cash equivalent comprises of:</b>	<b>March 31,2018</b>	<b>March 31,2017</b>
In current accounts	13.83	6.73
Cash on Hand	5.13	3.16
	18.96	9.89

The above standalone statement of cash flow should be read in conjunction with the accompanying notes  
As per our report of even date

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

**For and on behalf of Board of Directors**



**Sagar Meghe**

(Chairman & Managing Director)



**CS Jinesh Vora**

(Company secretary)



**Dinesh Kumar Singh**

(Director-Finance & CFO)

Place : Nagpur  
Date: May 28, 2018

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Notes Forming Part To Standalone Financial Statements For The Year Ended March 31, 2018

#### 1. Background

Ceinsys Tech Limited (Formerly known as ADCC Infocad Limited) ('the Company') is a company domiciled in India, with its registered office situated in Nagpur and is listed on the BSE Limited. The Company is primarily dealing in providing Enterprise Geospatial & Engineering Services and sale of software and electricity.

#### 2a. Significant Accounting Policies

##### i) Basis of preparation Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended and other relevant provisions of the Act. The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer Note 30 for the details of first-time adoption by the Company.

##### Historical Cost convention

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments, plan assets of defined benefit plans and employee stock options which are measured at fair value.

##### ii) Investments in subsidiaries

**Subsidiaries:** Subsidiaries are all entities (including structured entities) over which the group has control. The Company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Investments in Subsidiaries are accounted at cost less impairment, if any.

##### iii) Property, Plant and Equipment

Freehold Land is carried at historical cost. All other items of Property Plant & Equipments are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses incidental to acquisition and installation.

The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Subsequent expenditures related to an item of Property Plant & Equipment are added to its carrying value only when it is probable

that the future economic benefits from the asset will flow to the Company & cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognised in the Statement of Profit and Loss.

##### Depreciation

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets which are as follows:

Asset Class	Useful life
Buildings	60 years
Furniture & Fixtures	10 years
Plant & Machinery	15 years - 22 years
Office Equipment and Computers	3 years - 6 years
Vehicles	8 year - 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

##### iv) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangible Assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Intangible Assets.

Intangible Assets with finite useful lives are amortized on a straight line basis over the following period:

Computer Software	3 - 6 years
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The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

##### v) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, the Company estimates the recoverable amount of the asset.



The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

#### vi) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

#### Investments and Other Financial Assets

##### Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

##### Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset.

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial

assets is included in finance income using the effective interest rate method.

##### Equity instruments

The Company subsequently measures all equity investments at fair value. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss.

##### Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost including Loans, Unbilled Revenue, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

##### Derecognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

#### Financial liabilities and equity instruments

##### Classification as debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit and loss.

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### Offsetting Financial Instruments

Financial Assets and Liabilities are offset and the net amount is reflected in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counter party.

### **vii) Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less impairment, if any.

### **viii) Inventories**

Inventories comprise of stock-in-trade and consumables. Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

### **ix) Employee Benefits**

#### (i) Short-term obligations

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### (ii) Other long-term employee benefit obligations

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

#### **(iii) Post-employment obligations**

The company operates the following post-employment schemes: -  
 - Defined Contribution plans such as provident fund, pension and employee state insurance scheme  
 - Defined Benefit plans such as Gratuity

#### Defined Contribution Plans

The Company's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.

#### Defined Benefit Plan

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets.



This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments, changes in actuarial assumptions and return on plan assets (excluding interest income) are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### (iv) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange of these benefits. The Company recognises termination benefits at earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises cost for a restructuring that is within the Scope of Ind As 37 and involves the payment of termination benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of reporting period are discounted to the present value.

#### (v) Bonus Plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### **x) Provisions, Contingent Liabilities and Contingent assets**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are disclosed when there is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more

uncertain future events not wholly within the control of the company.

#### **xi) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are net of returns, trade allowance, rebates, value added taxes, goods and services tax ( GST) and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

#### **Revenue from enterprise geospatial & engineering services**

**Timing of recognition:** Revenue is recognised based on actual services provided to the end of the reporting period as a proportion of the total services to be provided (Percentage of completion method), provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

**Measurement of revenue:** Efforts and cost expended have been used to measure progress towards completion as there is the direct relationship between input and productivity. Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in statement of profit and loss in the period in which the circumstances that give rise to the revision become known. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Costs and earnings in excess of billings are classified as unbilled revenue while billings in excess of costs and earnings are classified as unearned revenue.

**Sale of Software:** Revenue from the sale of software is recognised when the significant risks and rewards of ownership of the software have passed to the buyer.

**Sale of Electricity:** Sale of electricity is recognised based on electricity generated and eligible to be invoiced during the reporting period.

**Interest:** Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

#### **xii) Foreign Currency Transactions & Translations**

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency viz. Indian Rupee are recognised at the rates of exchange prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit and loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise.

### **xiii) Leases**

#### **Operating Leases**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### **xiv) Taxes on Income**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except

when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

#### **xv) Shared-based payments**

Shared-based compensation benefits are provided to employees via "ADCC ESOP 2014" plan.

#### Employee options

The fair value of options granted under the ADCC ESOP 2014 Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- excluding any impact of service conditions
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

#### **xvi) Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### **xvii) Borrowing Costs**

General and specific borrowing costs directly attributable to acquisition or construction of qualifying assets (i.e. those Property Plant & Equipments which necessarily take a substantial period of time to get ready for their intended use) are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

#### **xviii) Deferred Revenue and Unbilled Revenue**

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities.



Unbilled revenue included in Current Financial Assets, represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

### **xix) Earnings per shares**

#### *(i) Basic earnings per share*

Basic earnings per share is calculated by dividing:  
 - the profit attributable to owners of the Company  
 - by weighted average number of equity shares outstanding during the financial year, adjusted for the bonus elements in equity shares issued during the year

#### *(ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account  
 - income or expense that would result from the conversion of the dilutive potential ordinary shares  
 - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### **xx) Segment Reporting**

The Chairman of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments.". Operating segments are reported in a manner consistent with the internal reporting provided to the CODM. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / Costs which relate to the Company as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocated Income / Costs. Interest income and expense are not allocated to respective segments.

As per Ind AS, If a financial report contains consolidated financial statement of a parent that is within the scope of Ind AS as well as parent's separate financial statements, Segment information is required only in the consolidated financial statements. Accordingly, the Company has disclosed segment information only in consolidated financial statement.

### **xxi) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

### **xxii) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

## **2b. Critical accounting judgements and key sources of estimation uncertainties**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and

assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

### Revenue Recognition :

The Company uses the percentage-of-completion method in accounting for its fixed - price contracts. The use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of total efforts or costs to be expended. Efforts or costs have been used to measure progress towards completion as there is direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in there period in which such losses become probable based on the expected contract estimates at the reporting date.

### Expected Credit Loss:

The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment on financial assets. The Company measures the ECL associated with its assets based on historical trend, industry practices and the business environment in which entity operates or any other appropriate basis. For trade receivables, the Company follows 'simplified approach' for recognition of impairment loss allowance. As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

### Useful life of Assets:

Depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

### Defined benefit plans:

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**2c. Recent accounting pronouncements - Standards issued but not yet effective:**

The Ministry of Corporate Affairs ("MCA") notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules') on March 28, 2018. The rules notify the new revenue standard Ind AS 115, Revenue from contracts with customers and also bring in amendments to existing Ind AS. The rules shall be effective from reporting periods beginning on or after April 1, 2018 and cannot be early adopted.

**Ind AS 115, Revenue from contracts with customers**

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:

1. identify contracts with customers
2. identify the separate performance obligation
3. determine the transaction price of the contract
4. allocate the transaction price to each of the separate performance obligations, and
5. recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after April 1, 2018 and early application is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

The Company is evaluating the requirements of the new revenue standard (IND AS 115) and the effect on the financial statements, if any.

**Appendix B to Ind AS 21 Foreign currency transactions and advance consideration**

The MCA has notified Appendix B to Ind AS 21, Foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts. For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The appendix can be applied:

- retrospectively for each period presented applying Ind AS 8;
- prospectively to items in scope of the appendix that are initially recognised
  - a) on or after the beginning of the reporting period in which the appendix is first applied (i.e. April 1, 2018 for entities with March year-end); or
  - b) from the beginning of a prior reporting period presented as comparative information (i.e. April 1, 2017 for entities with March year-end).

The Company is evaluating the requirements of the amendment and the effect on the financial statements, if any.

**Amendments to Ind AS 40 Investment property - Transfers of investment property**

The amendments clarify that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer. The list of evidence for a change of use in the standard was re-characterised as a non-exhaustive list of examples and scope of these examples have been expanded to include assets under construction/development and not only transfer of completed properties.

The amendment provides two transition options. Entities can choose to apply the amendment:

- Retrospectively without the use of hindsight; or
- Prospectively to changes in use that occur on or after the date of initial application (i.e. April 1, 2018 for entities with March year-end). At that date, an entity shall reassess the classification of properties held at that date and, if applicable, reclassify properties to reflect the conditions that exist as at that date.

The Company does not have any impact on account of this change.

**Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses**

The amendments clarify the accounting for deferred taxes where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets set out below:

- A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.
- The estimate of future taxable profit may include the recovery of some of an entity's assets for more than its carrying amount if it is probable that the entity will achieve this.
- Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.
- Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profit that is used to evaluate the recoverability of those assets. This is to avoid double counting the deductible temporary differences in such assessment.



An entity shall apply the amendments to Ind AS 12 retrospectively in accordance with Ind AS 8. However, on initial application of the amendment, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate),

without allocating the change between opening retained earnings and other components of equity.

The Company does not have any impact on account of this change.

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

### Note : 3 Property, plant and equipments

Particulars	Freehold Land	Building	Furniture & fittings	Plant & Machinery	Office Equipment's	Vehicles	Total
<b>Year ended March 31, 2017</b>							
<b>Gross carrying amount</b>							
Deemed cost as at April 01, 2016	32.93	306.56	285.36	1,376.08	433.12	200.90	2,634.95
Addition	-	27.59	39.16	48.57	173.86	0.19	289.37
Disposals	-	-	-	-	-	-	-
Closing gross carrying amount	32.93	334.15	324.52	1,424.65	606.98	201.09	2,924.32
<b>Accumulated depreciation</b>							
Depreciation charge during the year	-	5.29	37.85	79.29	169.09	34.46	325.98
Closing accumulated depreciation	-	5.29	37.85	79.29	169.09	34.46	325.98
Net carrying amount	32.93	328.86	286.67	1,345.36	437.89	166.63	2,598.34
<b>Year ended March 31, 2018</b>							
<b>Gross carrying amount</b>							
Opening gross carrying amount	32.93	334.15	324.52	1,424.65	606.98	201.09	2,924.32
Addition	-	2.91	70.45	32.40	209.27	19.14	334.17
Disposals	-	-	-	(0.42)	(6.57)	(3.92)	(10.91)
Closing gross carrying amount	32.93	337.06	394.97	1,456.63	809.68	216.31	3,247.58
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	5.29	37.85	79.29	169.09	34.46	325.98
Depreciation charge during the year	-	5.81	44.26	81.71	206.64	32.76	371.18
Disposal	-	-	-	(0.04)	(4.30)	(1.09)	(5.43)
Closing accumulated depreciation	-	11.10	82.11	160.96	371.43	66.13	691.73
Net carrying amount	32.93	325.96	312.86	1,295.67	438.25	150.18	2,555.85

Property, plant and equipment hypothecated or mortgaged with banks as security

Refer Note 33 for property, plant and equipments mortgaged or hypothecated as security against borrowings.

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Notes Forming Part To Standalone Financial Statements For The Year Ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 3A Intangible Assets

Particulars	Software
<b>Year ended March 31, 2017</b>	
<b>Gross carrying amount</b>	
Deemed cost as at April 01, 2016	104.87
Addition	133.21
Disposals	(1.67)
<b>Closing gross carrying amount</b>	<b>236.41</b>
<b>Accumulated amortisation</b>	
Amortisation charged during the year	30.95
Disposals	(0.32)
<b>Closing accumulated amortisation</b>	<b>30.63</b>
<b>Net carrying amount as at March 31, 2017</b>	<b>205.78</b>
<b>Year ended March 31, 2018</b>	
<b>Gross carrying amount</b>	
Opening gross carrying amount	236.41
Addition	11.91
Disposals	(5.00)
<b>Closing gross carrying amount</b>	<b>243.32</b>
<b>Accumulated amortisation</b>	
Opening accumulated amortisation	30.63
Amortisation charged during the year	41.12
Disposals	(3.77)
<b>Closing accumulated amortisation</b>	<b>67.98</b>
<b>Net carrying amount as at March 31, 2018</b>	<b>175.34</b>



**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Limited )

**Notes Forming Part To Standalone Financial Statements For The Year Ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 4: Investment in Subsidiaries**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Investment in Equity Instruments (Fully paid up)</b>			
In subsidiaries ( Unquoted ) - At cost			
NIL (March 31 2017 : 50,000, April 1, 2016 : 50,000) equity shares of ADCC Tech Limited	-	5.00	5.00
NIL (March 31, 2017 : 1,000, April 1, 2016 : 1,000) equity shares of AI Instruments Private Limited	-	1.00	1.00
1,000 (March 31, 2017 : 1,000, April 1, 2016 : 1,000) equity shares of ADCC Infocom Private Limited	6.57	6.57	6.57
NIL (March 31, 2017 : 11,385, April 1, 2016 : 11,385) equity shares of ADCC International East Africa Limited	-	79.04	79.04
9,000 (March 31, 2017 : 9,000, April 1, 2016 : 9,000) equity shares of ADCC Technology Zambia Limited	0.87	0.87	0.87
NIL (March 31, 2017 : NIL, April 1, 2016 : 1,000) equity shares of ADCC Academy Private Limited	-	-	1.00
Less : Impairment of investment in ADCC Technology Zambia Limited	(0.87)	-	-
<b>Total</b>	<b>6.57</b>	<b>92.48</b>	<b>93.48</b>
<b>Aggregate amount of unquoted investments</b>	<b>7.44</b>	<b>92.48</b>	<b>93.48</b>
<b>Aggregate amount of impairment in the value of investment</b>	<b>(0.87)</b>	<b>-</b>	<b>-</b>

**Note 5A : Investments - Non current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Investment in Equity Instruments (Fully paid up -Unquoted) at FVPL:</b>			
Abhyudaya Co-operative Limited	5.00	5.00	5.00
Wardhaman Co-Op Bank Limited	0.01	-	-
<b>Total</b>	<b>5.01</b>	<b>5.00</b>	<b>5.00</b>
<b>Aggregate amount of unquoted investments</b>	<b>5.01</b>	<b>5.00</b>	<b>5.00</b>
<b>Aggregate amount of impairment in the value of investment</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note : 5B Trade receivables - Non Current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unsecured, considered good	77.91	65.80	296.29
Unsecured, considered doubtful	1.36	8.51	7.32
Less : Allowances for doubtful debts/ expected credit loss	(1.36)	(8.51)	(7.32)
<b>Total</b>	<b>77.91</b>	<b>65.80</b>	<b>296.29</b>

Refer note 33 for the trade receivables hypothecated with banks as security against borrowings.

**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Limited )

**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note : 5C Loans - non current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Security Deposits			
Unsecured, considered good	42.53	16.61	48.86
Unsecured, considered doubtful	0.08	0.71	5.50
Less : Allowances for doubtful debts/ expected credit loss	(0.08)	(0.71)	(5.50)
<b>Total</b>	<b>42.53</b>	<b>16.61</b>	<b>48.86</b>

**Note : 5D Other financial asset - non current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deposits with bank with more than 12 months maturity	136.77	497.28	162.41
<b>Total</b>	<b>136.77</b>	<b>497.28</b>	<b>162.41</b>

The above deposits with banks is held as margin money against bank guarantees and letter of credits.

**Note : 6 Other non current assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Pre-paid Expenses	70.13	65.98	36.33
Capital Advances	236.88	5.71	-
Advance Tax (Net of provision of Rs. 1388.98 as at March 31, 2018, Rs. 876.22 lakhs as at March 31, 2017, Rs. 876.22 lakhs as at April 01, 2016 )	350.69	122.36	36.88
Prepayments- Leasehold land	67.10	53.17	53.97
<b>Total</b>	<b>724.80</b>	<b>247.22</b>	<b>127.18</b>

**Note : 7 Inventories**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Stock-in-trade	452.24	161.73	303.52
Consumables (Includes in material in transit of Rs. 258.58 lakhs as at March 31, 2017 and Rs. 45.10 lakhs as at April 01, 2016)	356.25	915.54	796.08
<b>Total</b>	<b>808.49</b>	<b>1,077.27</b>	<b>1,099.60</b>

Refer note 33 for the inventories hypothecated with banks as security against borrowings.

**Note : 8A Trade receivables - current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unsecured, Considered Good :	11,378.88	8,561.29	5,878.22
Unsecured, considered doubtful	387.40	354.57	295.20
Less : Allowances for doubtful debts/ expected credit loss	(387.40)	(354.57)	(295.20)
<b>Total</b>	<b>11,378.88</b>	<b>8,561.29</b>	<b>5,878.22</b>

Refer note 33 for the trade receivables hypothecated with banks as security against borrowings.



**CEINSYS TECH LIMITED**

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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note : 8B Cash & cash equivalents**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Balances with banks			
In current accounts	13.83	6.73	194.52
Cash on Hand	5.13	3.16	2.58
Total	18.96	9.89	197.10

There are no repatriation restrictions with regard to cash and cash equivalents as at end of reporting period and prior periods.

**Note : 8C Other bank balance**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deposits with banks held as margin money	856.71	448.99	736.41
Total	856.71	448.99	736.41

The above deposits with banks is held as margin money against bank guarantees and Letter of Credits

**Note : 8D Loans - Current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Security deposit			
Unsecured, considered good :	210.57	254.90	181.33
Unsecured, considered doubtful	24.65	56.00	41.06
Less : Allowances for doubtful debts/ expected credit loss	(24.65)	(56.00)	(41.06)
Unsecured, considered good :			
Loans to related parties (Refer note 26)	-	245.72	-
Loans to employees	2.07	4.30	11.15
Total	212.64	504.92	192.48

**Note: 8E Other current financial asset**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Advances recoverable in cash and kind	147.53	60.55	309.77
Total	147.53	60.55	309.77

**Note : 8F Unbilled revenue**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unbilled revenue	4,817.32	3,398.52	5,717.70
Less : Allowances for expected credit loss	(40.95)	(28.89)	(48.60)
Total	4,776.37	3,369.63	5,669.10

**Note : 9 Other current assets**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Pre- Paid expenses	122.60	100.25	81.60
Advances to suppliers	195.09	129.33	71.44
Balances with government authorities	148.43	139.97	162.15
Prepayments - leasehold land	0.79	0.79	0.79
Total	466.91	370.34	315.98

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Notes Forming Part To Standalone Financial Statements For The Year Ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 10 Equity Share Capital

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1	<b>AUTHORIZED CAPITAL</b>			
	200 lakhs (100 lakhs as at March 31,2017 and April 01, 2016)			
	Equity Shares of Rs. 10/- each.	2,000.00	1,000.00	1,000.00
		2,000.00	1,000.00	1,000.00
2	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>			
	110.90 lakhs Equity Shares of Rs. 10/- each, Fully Paid up			
	(March 31, 2017 91.38 lakhs and April 01, 2016 90.99 lakhs Equity Shares of			
	Rs. 10/- each, Fully Paid up	1,109.04	913.82	909.95
	Total	1,109.04	913.82	909.95

#### (I) Reconciliation of No of shares

Particulars	Number of shares (in lakhs)	
	As at March 31, 2018	As at March 31, 2017
Number of Equity Shares at the beginning of the year	91.38	90.99
Add:- Number of Shares Issued during the year - ESOP	0.38	0.39
Add:- Number of Shares Issued during the year - Bonus	9.14	-
Add:- Number of Shares Issued - Preferential allotment	10.00	-
Number of Equity Shares at the end of Financial year	110.90	91.38

The Company has issued 38,395 shares ( Previous Year : 38,745 Shares) under ADCC Employee stock option plan, 2014 to eligible employees.(Refer Note 31)

The Company has issued 913,825 bonus shares in the ratio of 1 bonus share for each 10 equity shares held on August 11, 2017 and accordingly adjusted Rs. 91.38 lakhs against Securities Premium Account.

The Company has made preferential allotment of 10,00,000 Equity Shares of face value of Rs 10 each at a price of Rs 170/- per share to Mr. Anand Sancheti on 15 November, 2017.

#### (ii) Details of shareholders holding more than 5% of Shares

Name	As at March 31, 2018	
	No. of Shares in lakhs	% of Holding
Raghav Infradevelopers & Builders Private Limited	23.43	21.13%
AKS Infradevelopers Private Limited	12.76	11.51%
Anand sancheti	10.00	9.02%
Sameer Dattatraya Meghe	8.24	7.43%
SMG Hospitals Private Limited	13.64	12.30%
SMG International Private Limited	13.22	11.92%
Sagar Dattatraya Meghe	8.11	7.32%



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(All amounts in INR lakhs, unless otherwise stated)

Name	As at March 31, 2017	
	No. of Shares in lakhs	% of Holding
SMG International Private Limited	10.76	11.77%
Raghav Infradevelopers & Builders Private Limited	21.30	23.31%
AKS Infradevelopers Private Limited	11.60	12.69%
SMG Hospitals Private Limited	12.40	13.57%
Sameer Dattatraya Meghe	5.42	5.94%
Sagar Dattatraya Meghe	5.29	5.78%

Name	As at March 31, 2016	
	No. of Shares in lakhs	% of Holding
SMG International Private Limited	10.40	11.43%
Raghav Infradevelopers & Builders Private Limited	21.30	23.41%
AKS Infradevelopers Private Limited	11.60	12.75%
SMG Hospitals Private Limited	12.40	13.63%

**(iii) Terms and rights attached to each class of shares:**

Equity shares have a par value of Rs. 10/- They entitle the holder to participate in dividends, and to share in proceeds of winding up the company in proportion to the number of an amounts paid on the shares held. Every holder of equity share present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

**Shares reserve for issue under options**

Information relating to ADCC Employee stock option scheme 2014, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of reporting period, is set out in note 31.

**(iv) Aggregate number of shares allotted as fully paid up by way of bonus shares during the period of 5 years immediately preceding the balance sheet date.**

Particulars	Financial year	No of shares (lakhs)
Bonus shares issued by the company	2017-18	9.14

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note 10A : Other Equity

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Securities premium reserve	2,282.39	757.86	739.74
General reserve	21.50	21.50	19.30
Share options outstanding account	13.85	22.99	25.50
Retained earnings	3,180.87	3,169.21	3,269.52
Total reserves and surplus	5,498.61	3,971.56	4,054.06

#### Securities Premium Reserve

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	757.86	739.74
Exercise of options - proceeds received	15.91	18.12
Bonus Issue	(91.38)	-
Preferential allotment	1,600.00	-
<b>Closing balance</b>	<b>2,282.39</b>	<b>757.86</b>

#### General Reserve

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	21.50	19.30
Employee stock option expense	-	2.20
<b>Closing balance</b>	<b>21.50</b>	<b>21.50</b>

#### Share option outstanding account

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	22.99	25.50
Employee stock option expense	(9.14)	(2.51)
<b>Closing balance</b>	<b>13.85</b>	<b>22.99</b>

#### Retained Earnings

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	3,169.21	3,269.52
Net profit for the period	140.92	14.03
Dividends ( Including tax thereon)	(151.95)	(109.53)
Items of other comprehensive income recognised directly in retained earnings	22.69	(4.81)
<b>Closing balance</b>	<b>3,180.87</b>	<b>3,169.21</b>

#### Nature and purpose of other reserve

##### Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

##### Share option outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under ADCC employee stock option plan 2014.



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Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

**Note 11A : Borrowings - Non current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Secured			
Term loan from banks	696.58	850.69	1,113.78
Total	696.58	850.69	1,113.78

Terms of repayment	Nature of Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Repayable in 78 equal monthly instalments after the moratorium period of 6 months from the date of disbursement	Secured by charge on Property and Furniture, Fixtures, Computers, Office Equipment's etc.	261.54	341.68	409.12
Repayable in 66 equal monthly instalments after the moratorium period of 18 months from the date of disbursement	Secured by charge on Wind Mill, Freehold land	317.52	400.78	470.32
Repayable in 84 equal monthly instalments after the moratorium period of 18 months from the date of disbursement	Secured by charge on Wind Mill, Equipment and Furniture & Fixture, freehold land	201.07	279.58	346.37
Repayable in 84 equal monthly instalments from the date of disbursement	Secured by charge on Plant & Machinery	183.40	-	-
Repayable in monthly instalments from the date of disbursement	Secured against Vehicles	40.30	73.23	108.77
Current maturity of long term debt disclosed in other current financial liabilities ( Refer note 13C)		(307.25)	(244.58)	(220.80)
Total		696.58	850.69	1,113.78

Vehicle loan from Banks carries an interest rate of 9% to 10% p.a. (Previous Year 99.85% to 10.50%) and other loan from Bank carries an interest rate of 10.7% p.a. to 13.75% p.a. (Previous Year 10.90%)

The aggregate amount of loans guaranteed by directors and other related parties was Rs. 963.53 Lakhs as at March 31, 2018 ( 1,022.04 Lakhs as at March 31, 2017 & Rs. 1,225.81 Lakhs as at April 01, 2016) (Refer note 26)

**Note 11B: Other financial liabilities- Non-Current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Lease equilisation	61.70	45.10	35.86
Total	61.70	45.10	35.86

## CEINSYS TECH LIMITED

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 12 Provisions - Non current

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Provision for employee benefits - Gratuity(Refer note 24)	-	22.87	70.08
<b>Total</b>	<b>-</b>	<b>22.87</b>	<b>70.08</b>

#### Note : 13A Borrowings - Current

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Secured</b>			
Loans repayable on demand			
Loans from banks -			
Cash credit, working capital demand loan & others	7,463.80	6,923.89	4,874.06
<b>Unsecured</b>			
Loans from related parties(Refer note 26)	545.00	-	1,178.76
Others	2,738.77	2,856.26	2,527.79
<b>Total</b>	<b>10,747.57</b>	<b>9,780.15</b>	<b>8,580.61</b>

Loan Facility	Terms of repayment	Nature of Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Cash credit/ working capital demand loan	On Demand	Hypothecation of Company's inventory, receivables both present and future and personal guarantee of directors and others.	7,463.80	6,923.89	4,874.06
Loans from related party	Repayable within 3 months from the date taken	Unsecured	545.00		1,178.76
Loans from Others	Repayable within 3 months from the date taken	Unsecured	2,738.77	2,856.26	2,527.79
			<b>10,747.57</b>	<b>9,780.15</b>	<b>8,580.61</b>

The above cash credit/ WCDL from Banks carries an interest rate of 10.7% p.a. (For FY 2016-17 - 10.4% to 10.9%)

Loans from related parties and loans from others carries an interest rate of 13.5% to 15% p.a. (For FY 2016-17 - 12 % to 13.5 %)

#### Net Debt Reconciliation

This section sets out an analysis of net debt and the movement in net debt for each of the periods presented.

Particulars	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents	18.96	9.89
Bank balance other than cash and cash equivalents	856.71	448.99
Current borrowings	(10,747.57)	(9,780.15)
Current maturity of long term debt	(307.25)	(244.58)
Non current borrowings	(696.58)	(850.69)
<b>Net Debt</b>	<b>(10,875.73)</b>	<b>(10,416.54)</b>



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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

Particulars	Cash and Cash Equivalents	Other Bank Balance	Current Borrowings	Non Current Borrowings including Current maturities	Total
Net debt as at March 31, 2017	9.89	448.99	(9,780.15)	(1,095.27)	(10,416.54)
Cash flows	9.07	407.72	(967.42)	89.13	(461.50)
Interest expense	-	-	(1,345.45)	(106.29)	(1,451.74)
Interest paid	-	-	1,345.45	108.60	1,454.05
Other non-cash movements					
- Acquisitions/ disposal	-	-	-	-	-
- Fair value adjustments	-	-	-	-	-
Net debt as at March 31, 2018	18.96	856.71	(10,747.57)	(1,003.83)	(10,875.73)

**Note : 13B Trade Payables**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Total outstanding of Micro enterprises and small enterprises (Refer note 35)	29.00	-	-
Total outstanding of creditors other than Micro enterprises and small enterprises	2,827.23	1,854.29	1,925.12
<b>Total</b>	<b>2,856.23</b>	<b>1,854.29</b>	<b>1,925.12</b>

**Note : 13C Other financial liabilities - Current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Current maturities of long term debts	307.25	244.58	220.80
Lease equilisation	2.16	7.18	5.25
Employee related liabilities	475.74	35.88	259.64
Security deposits collected	63.91	62.73	59.66
<b>Total</b>	<b>849.06</b>	<b>350.37</b>	<b>545.35</b>

**Note : 14 Provisions - Current**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Provision for employee benefits			
Gratuity (Refer note 24)	57.37	14.68	10.03
Leave obligations (Refer note 24)	64.08	65.73	47.69
Provision for expected loss on customer contracts	20.17	-	-
<b>Total</b>	<b>141.62</b>	<b>80.41</b>	<b>57.72</b>

Provision for expected loss on customer contracts represents, estimated losses on uncompleted contracts based on the expected contract estimates at reporting date.

**Note : 15 Other current liabilities**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Statutory dues payable	220.58	106.56	99.29
Advance from customers	105.53	-	-
Unearned income liability	35.23	-	-
Others	1.44	4.15	1.58
<b>Total</b>	<b>362.78</b>	<b>110.71</b>	<b>100.87</b>

## CEINSYS TECH LIMITED

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 16 Income tax liabilities ( Net)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Provision for Income tax ( Net of advance tax of Rs 415.66 Lakhs as at March 31, 2017)	-	82.53	-
<b>Total</b>	-	<b>82.53</b>	-

#### Note : 17 Revenue from operations (Net of Taxes)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Sale of software products	1,875.19	2,190.44
Enterprise Geospatial & engineering services	11,517.30	11,140.25
Sale of electricity	233.21	282.35
<b>Total</b>	<b>13,625.70</b>	<b>13,613.04</b>

#### Note : 18 Other income

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest income from financial assets at amortised cost	213.32	146.16
Miscellaneous receipts	18.39	46.16
<b>Total</b>	<b>231.71</b>	<b>192.32</b>

#### Note : 19 Employees benefit expenses

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, wages and bonus etc.	3,807.97	2,816.71
Contribution to provident and other funds	248.55	135.63
Staff welfare expenses	20.42	19.42
Employee share based compensation expenses ( Refer note 31)	6.77	17.82
<b>Total</b>	<b>4,083.70</b>	<b>2,989.57</b>

#### Note :20 Finance costs

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest on loans from bank	866.60	760.68
Other borrowing cost	98.37	113.16
Interest on unsecured loans	486.77	520.31
<b>Total</b>	<b>1,451.74</b>	<b>1,394.15</b>



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(All amounts in INR lakhs, unless otherwise stated)

**Note : 21 Other Expenses**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Advertisement & business promotion	48.73	55.83
Bad debts/advances written off	-	253.55
Bank charges & BG commission	144.65	126.08
CSR activity expenses (Refer note 21b)	25.66	29.15
Director siting fees	6.78	0.60
Loss on impairment of investment ( Refer note 4)	0.87	-
Outsourcing Expenses	2,790.77	2,191.03
Other expenses	123.94	132.35
Expected loss on customer contracts ( Refer note 14)	20.17	-
Provision for doubtful financial assets/ expected credit loss (Refer note 28B)	5.76	51.00
Power & fuel expenses	52.83	38.83
Printing & stationery expenses	34.44	27.98
Professional & consultancy charges ( Refer note 21a)	380.52	244.65
Rates & taxes	23.37	1.64
REC & other charges	38.85	37.24
Rent	311.14	236.33
Repairs and maintenance		
Building	11.16	3.92
Others	58.18	44.51
Security expenses	13.12	37.00
Telephone & internet charges	46.92	47.04
Tender registration expenses	8.15	15.54
Travelling & conveyance expenses	360.01	258.47
Total	4,506.02	3,832.76

**Note 21(a): Details of auditors remuneration**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Audit Fees	17.00	4.38
Taxation related matters	-	2.70
Other services	4.25	1.37
Reimbursement of expenses	2.62	-
<b>Total</b>	<b>23.87</b>	<b>8.45</b>

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(All amounts in INR lakhs, unless otherwise stated)

**Note 21(b): Corporate Social Responsibility**

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Amounts required to be spent as per section 135 of the Act	25.25	21.48
Amount spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On purpose other than (i) above	25.66	29.15
<b>Total</b>	<b>25.66</b>	<b>29.15</b>

**Note 22A: Deferred tax liabilities (net) and income tax expenses****The balance comprises temporary differences attributable to:**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deferred tax liabilities			
Property, plant and equipment	279.24	396.06	368.72
Impact of Revenue Recognition	-	-	224.76
Others	-	-	0.36
	279.24	396.06	593.84
Deferred tax assets			
Defined benefit obligation	37.70	31.98	14.61
Impact of Revenue Recognition	10.09	140.06	-
Expected credit loss on financial assets	125.20	138.94	95.19
Rent equilisation	17.59	16.19	9.84
Minimum Alternate Tax (MAT)	20.58	-	-
	211.16	327.17	119.64
<b>Deferred tax liabilities (net)</b>	<b>68.08</b>	<b>68.89</b>	<b>474.20</b>

**Movements in deferred tax are as follows:**

Particulars	Property, plant and equipment	Defined benefit obligation	Expected credit loss on financial assets	Rent equilisation	Unbilled revenue	Others	Minimum Alternate Tax (MAT)	Total
At April 01, 2016	368.72	(14.61)	(95.19)	(9.84)	224.76	0.36	-	474.20
Charged/ (credited)								
- to profit or loss	27.34	(14.82)	(43.75)	(6.35)	(364.82)	(0.36)	-	(402.76)
- to other comprehensive income	-	(2.55)	-	-	-	-	-	(2.55)
At March 31, 2017	396.06	(31.98)	(138.94)	(16.19)	(140.06)	-	-	68.89
Charged/ (credited)								
- to profit or loss	(116.82)	(14.35)	13.74	(1.40)	129.97	-	(20.58)	(9.44)
- to other comprehensive income	-	8.63	-	-	-	-	-	8.63
At March 31, 2018	279.24	(37.70)	(125.20)	(17.59)	(10.09)	-	(20.58)	68.08



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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 22B: Income tax expenses**

Income tax expense in the statement of profit and loss consists of:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current income tax expenses :		
Income Tax (Current year)	20.58	492.18
Deferred tax charge/ (credit)	(9.44)	(402.76)
<b>Income tax expense reported in the statement of profit or loss</b>	<b>11.14</b>	<b>89.42</b>
Income tax recognised in other comprehensive income		
- Deferred tax expense/ (credit) arising on income and expense recognised in other comprehensive income	8.63	(2.55)
<b>Total</b>	<b>19.77</b>	<b>86.87</b>

The reconciliation between the provision of income tax of the Company and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit before tax	152.06	103.45
Enacted income tax rate in India	32.16%	34.61%
Computed expected tax expense	48.90	35.80
Effect of:		
Expenses not allowed for tax purpose	33.10	10.23
Exempt income	(53.84)	(21.55)
Tax rate difference	(14.85)	64.94
Other items	(2.17)	-
Income tax expense reported in the statement of profit or loss	11.14	89.42

**Note 23: Group Information**

	Name	Principal Place of Business	% Equity interest		
			March 31, 2018	March 31, 2017	April 1, 2016
A	Indian subsidiaries				
1	ADCC Infocom Private Limited	India	100.00%	100.00%	100.00%
2	AI Instruments Private Limited (disposed w.e.f. June 26, 2017)	India	-	100.00%	100.00%
3	ADCC Tech Limited (disposed w.e.f. August 30, 2017)	India	-	100.00%	100.00%
4	ADCC Academy Private Limited ( disposed w.e.f. June 03, 2016)	India	-	-	100.00%
B	Overseas subsidiary				
1	ADCC International East Africa Limited (disposed w.e.f. March 28, 2018)	Kenya	-	90.00%	90.00%
2	ADCC Technology Zambia Limited	Zambia	90.00%	90.00%	90.00%

## CEINSYS TECH LIMITED

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note 24: Employee benefits

##### Brief description of the Plans:

##### Other Long Term Employee Benefit Obligations

Leave obligation, which are expected to be availed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

##### Post-employment benefit plans:

##### Defined Contribution plans

The Company's defined contribution plans are Provident Fund and Employees State Insurance Fund and Employees' Pension Scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Company has no further obligation beyond making the contributions to such plans.

##### Defined Benefit plans

Gratuity for employees in India is as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for the number of years of service. The gratuity plan is a funded plan and the Company plan assets is administered by an insurer and company funds the plan on periodical basis.

On 29th March 2018, Central Government notified the Payment of Gratuity ( Amendment) Act, 2018 ("the Act"). The Act increases the ceiling of the amount of gratuity payable to employee from Rs.10 lakhs to Rs. 20 lakhs. The amendment has increased the amount of gratuity provision recognized by Company in the financial statements for the year ended 31 March 2018.

Gratuity and Leave plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

##### **Investment risk**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a qualifying insurance policy with the LIC of India

##### **Interest Risk**

A decrease in the bond interest Rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investment.

##### **Longevity risk**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

##### **Salary risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The gratuity plan is a funded plan and plan assets are insurer managed

#### I. Charge to the Statement of Profit and Loss based on Defined Contribution Plans:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Employer's contribution to Regional Provident Fund Office	186.50	96.66
Employer's contribution to Employees' State Insurance	62.05	38.97



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**II. Disclosures for defined benefit plans based on actuarial valuation reports:****Following disclosures are related to Gratuity****A. Change in Defined Benefit Obligation**

Particulars	As at March 31, 2018	As at March 31, 2017
Present Value of Defined Benefit Obligation as at beginning of the year	207.97	159.45
Interest Cost	14.14	12.12
Service Cost ( including past service cost)	48.59	34.52
Past Contribution from employer	-	-
Contributions from plan participants	-	-
Liability Transferred In for Employees Joined	-	-
Liability Transferred Out for Employees left	-	-
Benefits Paid from the fund	(0.93)	(5.55)
Actuarial (Gains)/loss - due to change in Demographic Assumptions	(15.96)	-
Actuarial (Gains)/loss - due to change in Financial Assumptions	(16.08)	12.55
Actuarial (Gains)/loss - due to experience adjustments	(0.29)	(5.12)
<b>Present Value of Defined Benefit Obligation as at the end of the year</b>	<b>237.44</b>	<b>207.97</b>

**B. Changes in the Fair Value of Plan Assets**

Particulars	As at March 31, 2018	As at March 31, 2017
Fair Value of Plan Assets as at beginning of the year	170.42	79.34
Interest Income	11.59	6.03
Contributions from employer	-	90.53
Contributions from plan participants	-	-
Assets Transferred In for Employees joined	-	-
Assets Transferred out for Employees left	-	-
Benefits Paid from the fund	(0.93)	(5.55)
Return on Plan Assets, Excluding Interest Income	(1.01)	0.07
<b>Fair Value of Plan Assets as at the end of the year</b>	<b>180.07</b>	<b>170.42</b>

**C. Amount recognised in the Balance Sheet**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 31, 2016
Present Value of Defined Benefit Obligation as at the end of the year	237.44	207.97	159.45
Fair Value of Plan Assets as at end of the year	180.07	170.42	79.34
<b>Net Liability/(Asset) recognised in the Balance Sheet</b>	<b>57.37</b>	<b>37.55</b>	<b>80.11</b>
<b>Recognised under:</b>			
<b>Non Current provision (Refer note 12)</b>	-	22.87	70.08
<b>Current provision (Refer note 14)</b>	57.37	14.68	10.03

The Company has no legal obligation to settle the deficit in the funded plan (Gratuity) with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans in line with the insurer's latest recommendations.

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#### D. Expenses recognised in Statement of Profit and Loss

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Current Service Cost	28.31	34.52
Past Service Cost	20.28	-
Net interest Cost	2.55	6.09
<b>Total Expenses / (Income) recognised in the Statement of Profit And Loss</b>	<b>51.14</b>	<b>40.61</b>

#### E. Amounts Recognized in the Other Comprehensive Income (OCI)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in demographic assumptions	(15.96)	-
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in financial assumptions	(16.08)	12.55
Actuarial (Gains)/Losses on Obligation For the Period - Due to experience adjustment	(0.29)	(5.12)
Return on Plan Assets, Excluding Interest Income	1.01	(0.07)
Net (Income)/Expense For the Period Recognized in OCI	(31.32)	7.36

#### F. Significant Actuarial Assumptions:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended April 31, 2016
Discount Rate (per annum)	7.60%	6.80%	7.60%
Salary escalation rate	10.00%	10.00%	10.00%
Withdrawal rate	17.90%	10.00%	10.00%

#### G. Movements in the present value of net defined benefit obligation are as follows:

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
Opening Net Liability	37.55	80.11
Expenses Recognized in Statement of Profit or Loss	51.14	40.61
Expenses Recognized in OCI	(31.32)	7.36
Employer's Contribution	-	(90.53)
Net Liability/(Asset) Recognized in the Balance Sheet	57.37	37.55

#### H. Cash Flow Projection: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended March 31, 2018	Estimated for the year ended March 31, 2017
1st Following Year	36.39	14.67
2nd Following Year	35.59	16.36
3rd Following Year	31.49	18.59
4th Following Year	29.28	17.86
5th Following Year	27.96	17.93
After 5th Year	199.49	322.62



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**I. Sensitivity Analysis**

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2018	As at March 31, 2017
Impact of + 0.5% Change in Rate of Discounting	(5.13)	(8.01)
Impact of -0.5% Change in Rate of Discounting	5.38	8.59
Impact of +1% Change in Rate of Salary Increase	9.18	13.28
Impact of -1% Change in Rate of Salary Increase	(8.73)	(12.29)

The above sensitivity analysis are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Following disclosures related to Leave obligations**

The liability for Leave obligation (Non – Funded) as at year end is Rs. 64.08 Lakhs ( As at March 31, 2017 Rs. 65.73 Lakhs and as at April 1, 2016 -Rs. 47.69 Lakhs)

**Note 25: Commitments and contingencies****Non cancellable operating lease commitments**

The Company leases various offices and guest houses under non-cancellable operating lease expiring within 2 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are negotiated.

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
<b>Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:</b>			
Within one year	200.12	114.38	90.83
Later than one year but not later than five years	500.72	304.52	259.18
Later than five years	-	9.72	38.82
	700.84	428.62	388.83

There are no capital commitments and contingent liabilities as at the end of any of the reported years.

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### Note 26: Related Party transactions as per Ind As “Related Party Disclosure”

#### A. List of Related Parties

##### I Subsidiaries

ADCC Infocom Private Limited  
 ADCC Technology Zambia Limited  
 AI Instruments Private Limited ( Till June 26, 2017)  
 ADCC Tech Limited ( Till August 30, 2017)  
 ADCC International East Africa Limited ( Till March 28, 2018)  
 ADCC Academy Private Limited ( Till June 03, 2016)

##### II Key Management Personnel (KMP)

Mr Sagar Meghe- Chairman<sup>§</sup>  
 Mr Sameer Meghe- Vice Chairman ( Till May 31, 2017)<sup>§</sup>  
 Mr Atul Dev Tayal - Vice Chairman and Senior Managing Director ( From July 1, 2017 to March 29, 2018)  
 Mr Amit Somani- Managing director ( Till March 29, 2018)<sup>§</sup>  
 Mr Abhay Kimmatkar - Joint Managing director<sup>§</sup>  
 Mr George Varkey Jacob - Independent director \* ( till August 31, 2017)  
 Mr Arun Wankhede - Independent director \* ( till February 13, 2018)  
 Mr Chandrakant Tiwari - Independent director \* ( till August 31, 2017)  
 Mrs Shrilekha Lanjekar - Independent director \* ( till December 14, 2017)  
 Mrs Renu Challu - Independent Director\* ( From August 31, 2017)  
 Mr Satish Wate - Independent Director\* ( From July 14, 2017)  
 Mr Kishore Dewani - Independent Director\* ( From January 15, 2018)  
 Mr Dhruv Kaji - Independent Director\* ( From July 14, 2017)

\* Non Executive Independent Directors were only paid sitting fees for attending Board and Board Committee meetings.

##### III Entities controlled by Key Management Personnel and relatives of Key Management Personnel #

Datta Meghe Institute of Eng Tech and Research (P)  
 Raghav infra Developers & Builders Private Limited<sup>§</sup>  
 Mai Manpower LLP  
 SMD Hospitals Private Limited  
 Radha Ridhi Enterprises Private Limited  
 Primus Finance Private Limited  
 ADCC Academy Private Limited (From June 04, 2016)  
 SMG Realities Private Limited<sup>§</sup>  
 SMG Hospitals Private Limited<sup>§</sup>

##### IV Relative of KMP #

Mrs. Shalinitai Meghe<sup>§</sup>  
 Smt. Smita Meghe  
 Mrs. Devika Meghe<sup>§</sup>  
 Mrs. Vrinda Meghe<sup>§</sup>  
 Ms Radhika Meghe  
 Mrs. Sheetal Somani  
 Mrs. Jayshree Kimmatkar  
 Mr. Sameer Meghe (from June 01, 2017)<sup>§</sup>

# with whom transaction have taken place



**B. Transaction with related parties**

The following transactions occurred with related parties

Nature of Transaction	Subsidiaries		Key Management Personnel		Entities controlled by Key management personnel		Relative of Key Management Personnel	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
<b>Sales of products and services</b>								
AI Instruments Private Limited	-	25.56	-	-	-	-	-	-
Datta Meghe Institute of Eng Tech & Research (P)	-	-	-	-	1.90	-	-	-
<b>Rent paid</b>								
Mrs. Shalinitai Meghe	-	-	-	-	-	-	43.10	39.18
Ms Radhika Meghe	-	-	-	-	-	-	29.04	26.40
Mrs. Sheetal Somani	-	-	-	-	-	-	11.15	1.20
Mrs Smita Meghe	-	-	-	-	-	-	0.60	-
Mr Sameer Meghe	-	-	2.20	12.78	-	-	11.86	-
Mr Amit Somani	-	-	9.65	1.20	-	-	-	-
Mr Abhay Kimmatkar	-	-	24.90	-	-	-	-	-
Raghav infra Developers & Builders Private Limited	-	-	-	-	2.89	3.35	-	-
Radha Ridhi Enterprises Private Limited	-	-	-	-	2.35	-	-	-
<b>Rent Received</b>								
AI Instruments Private Limited	0.02	0.14	-	-	-	-	-	-
<b>Professional fees paid</b>								
Smita Meghe	-	-	-	-	-	-	17.78	26.30
Sheetal Somani	-	-	-	-	-	-	53.97	32.07
Mrs. Jayshree Kimmatkar	-	-	-	-	-	-	0.75	15.93
<b>Finance granted/(repayment) (net)</b>								
AI Instruments Private Limited	(106.75)	138.04	-	-	-	-	-	-
ADCC International East Africa Limited	(91.76)	84.75	-	-	-	-	-	-
<b>Loan taken / repayment (net)</b>								
Primus Finance Private Limited	-	-	-	-	545.0	(930.00)	-	-
ADCC Infocom Private Limited	-	(70.00)	-	-	-	-	-	-
ADCC Tech Limited	-	(16.82)	-	-	-	-	-	-
ADCC Academy Private Limited	-	(71.50)	-	-	-	(90.44)	-	-
<b>Security Deposit given</b>								
Radha Ridhi Enterprises Private Limited	-	-	-	-	0.94	-	-	-
<b>Interest income on loans given</b>								
AI Instrument Private Limited	2.14	15.92	-	-	-	-	-	-
ADCC Tech Limited ( Till August 30, 2017)	-	-	-	-	-	-	-	-
ADCC Infocom Private Limited (interest receivable)	1.33	-	-	-	-	-	-	-
ADCC International East Africa Limited	7.06	7.01	-	-	-	-	-	-
<b>Interest expenses on loans taken</b>								
Primus Finance Private Limited	-	-	-	-	44.45	134.38	-	-
ADCC Infocom Private Limited	-	4.46	-	-	-	-	-	-
ADCC Academy Private Limited	-	12.03	-	-	-	-	-	-
<b>Other Expenses</b>								
Mai Manpower LLP - Security Service Expense	-	-	-	-	4.08	-	-	-
SMD Hospitals Private Limited - Annual Maintenance	-	-	-	-	0.62	-	-	-
ADCC Academy Private Limited - Training Expenses	-	-	-	-	1.39	-	-	-
ADCC Academy Private Limited - Internet and web charges	-	-	-	-	0.04	-	-	-

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**C Key managerial personnel compensation :**

The remuneration of key managerial personnel during the year was as follows:

Particulars	March 31, 2018	March 31, 2017
Short-term employment benefit	397.97	198.22
Sitting fees paid to independent director	6.78	0.60
Post-employment benefit	0.59	0.43
Employee share-based payment	2.34	1.73
<b>Total Compensation</b>	<b>407.68</b>	<b>200.98</b>

Note: Benefits in form of leave and gratuity are not calculated separately for each employee and hence disclosed on payment basis.

**D Balances as at the year end**

Nature of Transaction	Subsidiaries			Key Management Personnel			Entities controlled by Key management personnel			Relative of Key management personnel		
	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016
<b>Loans given</b>												
AI Instrument Private Limited	-	153.96	-	-	-	-	-	-	-	-	-	-
ADCC International East Africa Limited ( Till March 28, 2018)	-	91.76	-	-	-	-	-	-	-	-	-	-
<b>Loans taken</b>												
ADCC Infocom Private Limited	-	-	70.00	-	-	-	-	-	-	-	-	-
ADCC Tech Limited	-	-	16.82	-	-	-	-	-	-	-	-	-
Primus Finance Private Limited	-	-	-	-	-	-	545.00	-	930.00	-	-	-
ADCC Academy Private Limited	-	-	161.94	-	-	-	-	-	-	-	-	-
<b>Director Remuneration payable</b>	-			105.47								
<b>Security deposit given/(taken)</b>												
AI Instruments Private Limited	-	(0.46)	(0.60)	-	-	-	-	-	-	-	-	-
ADCC Academy Private Limited	-	-	-	-	-	-	-	-	(3.50)	-	-	-
Radha Riddhi Enterprises Pvt Ltd	-	-	-	-	-	-	-	-	-	0.94	-	-
Radhika Meghe	-	-	-	-	-	-	-	-	-	5.00	5.00	5.00

All the transactions with related parties were made in normal commercial terms and conditions and at market rate.

All outstanding balance are unsecured.

\$ These parties (refer note 26A) have provided guarantees to the banks for loans and other banking facilities taken by the company.

**E The Company has advanced loans to subsidiary Companies. Disclosure pursuant to regulation 34 (3) read with para A of Schedule V of SEBI Listing Regulation, 2015:****Principal amount outstanding as at year end were:**

Subsidiary Companies	March 31, 2018	March 31, 2017	April 01, 2016
AI Instruments Private Limited	-	153.96	-
ADCC International East Africa Limited ( Till March 28, 2018)	-	91.76	-



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**The maximum amount due during the year were :**

Subsidiary Companies	2017-2018	2016-2017
AI Instruments Private Limited	153.96	155.33
ADCC International East Africa Limited ( Till March 28, 2018)	96.65	91.76

**Note 27: Fair Value Measurements**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**A. Fair Value Hierarchy**

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3 Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at **March 31, 2018** is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	11,456.79	-	-	11,456.79
Loans	255.17	-	-	255.17
Other financial assets	284.30	-	-	284.30
Cash and cash equivalents	18.96	-	-	18.96
Bank balances other than cash and cash equivalents	856.71	-	-	856.71
Unbilled Revenues	4,776.37	-	-	4,776.37
<b>Financial Assets measured at fair value -</b>				
<b>Recurring fair value measurement</b>				
Investment in equity instruments	5.01	-	-	5.01
<b>Total Financial assets</b>	<b>17,653.31</b>	<b>-</b>	<b>-</b>	<b>17,653.31</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	11,444.15	-	-	11,444.15
Trade payables	2,856.23	-	-	2,856.23
Other financial liabilities	910.76	-	-	910.76
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	13.85	-	13.85	-
<b>Total Financial liabilities</b>	<b>15,224.99</b>	<b>-</b>	<b>13.85</b>	<b>15,211.14</b>

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The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at **March 31, 2017** is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	8,627.09	-	-	8,627.09
Loans	521.53	-	-	521.53
Other financial assets	557.83	-	-	557.83
Cash and cash equivalents	9.89	-	-	9.89
Bank balances other than cash and cash equivalents	448.99	-	-	448.99
Unbilled Revenues	3,369.63	-	-	3,369.63
<b>Financial Assets measured at fair value - Recurring fair value measurement</b>				
Investment in equity instruments	5.00	-	-	5.00
<b>Total Financial assets</b>	<b>13,539.96</b>	<b>-</b>	<b>-</b>	<b>13,539.96</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	10,630.84	-	-	10,630.84
Trade payables	1,854.29	-	-	1,854.29
Other financial liabilities	395.47	-	-	395.47
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	22.99	-	22.99	-
<b>Total Financial liabilities</b>	<b>12,903.59</b>	<b>-</b>	<b>22.99</b>	<b>12,880.60</b>



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The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at **April 1, 2016** is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	6,174.51	-	-	6,174.51
Loans	241.34	-	-	241.34
Other financial assets	472.18	-	-	472.18
Cash and cash equivalents	197.10	-	-	197.10
Bank balances other than cash and cash equivalents	736.41	-	-	736.41
Unbilled Revenues	5,669.10	-	-	5,669.10
<b>Financial Assets measured at fair value - Recurring fair value measurement</b>				
Investment in equity instruments	5.00	-	-	5.00
<b>Total Financial assets</b>	<b>13,495.64</b>	<b>-</b>	<b>-</b>	<b>13,495.64</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	9,694.39	-	-	9,694.39
Trade payables	1,925.12	-	-	1,925.12
Other financial liabilities	581.21	-	-	581.21
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	25.50	-	25.50	-
<b>Total Financial liabilities</b>	<b>12,226.22</b>	<b>-</b>	<b>25.50</b>	<b>12,200.72</b>

**The following methods and assumptions were used to estimate the fair values:**

- 1 For financial assets and liabilities which are measured at fair value, the carrying amounts are equal to its fair values.
- 2 The fair value of Employee Stock option is determined using Black Scholes Valuation model.
- 3 The fair value of Financial Instruments is determined using discounted cash flows analysis.
- 4 The carrying amount of the financial assets and liabilities which are measured at amortised cost, is reasonable approximation of it's fair value.

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#### Note 28: Financial risk management

The company's activities expose it to market risk, credit risk and liquidity risk. The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Committee of Board of Directors.

#### A Market Risk

Market Risk is the risk that the future value of a financial instrument will fluctuate due to moves in the market factors. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

The Company manages market risk through a treasury department headed by the CFO, which evaluates and exercises independent control over the entire process of market risk

management and the processes of risk management is also approved by Senior Management and the Audit Committee.

The most common types of market risks include

- interest rate risk,
- foreign currency risk and
- equity price risk.

#### (i) Interest Rate Risk

Interest rate risk occurs when the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize such risk the treasury performs a interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company's fixed rate borrowings are carried at amortised cost. They are therefore, not subject to interest rate risk as defined in IND As 107, since neither the carrying amount nor the future cash flow will fluctuate because of change in market interest rates.

#### Interest rate risk exposure:

The exposure of company's borrowing to interest rate changes at the end of reporting period are as follows:

Year	March 31, 2018	March 31, 2017	April 01, 2016
Variable rate borrowings-non current	777.91	1,028.72	1,234.18

#### Sensitivity:

Profit or loss is sensitive to higher/lower interest rate expenses from borrowings as result of change in interest rates

Particulars	Impact on profit before tax	
	March 31, 2018	March 31, 2017
Interest rate increased by 50 basis points*	(3.89)	(5.14)
Interest rate decreased by 50 basis points*	3.89	5.14

\*Holding all other variables constant

The Company's investment in Bank Deposits are fixed rate deposits and hence not exposed to Interest rate risk.

#### (ii) Foreign Currency Risk

Foreign Currency risk is the risk that the future earnings or fair values of future cash flows will fluctuate because of changes in foreign exchange rates. Since the Company operates internationally on a very limited basis, the exposure to foreign currency risk is not significant.

#### Unhedged foreign currency exposures:

Unhedged foreign currency exposure as at the reporting date:

Subsidiary Companies	March 31, 2018	March 31, 2017	April 01, 2016
	USD in Lakhs	USD in Lakhs	USD in Lakhs
Loans and other receivable	-	1.36	-

The following table analyses the company's to a 2% increase or decrease in exchange rate of the USD against INR

Currency	Impact on profit before tax		
	March 31, 2018	March 31, 2017	April 01, 2016
USD	-	1.76	-



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**(iii) Equity price risk**

The Company's investments in unquoted equity shares are subject to market price risk arising from uncertainties about future values of the invested securities. The Company's investments in unquoted equity shares is very limited and the same is reviewed and approved by senior management on a regular basis. These investments are not sensitive to equity prices.

**B Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligation as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due.

Where recoveries are made, these are recognised as income in the statement of profit and loss.

Cash and cash equivalents and deposits: Balances and deposits with banks are subject to low credit risks due to good credit ratings assigned to the banks.

**Trade and other receivables:**

The Company measures the expected credit loss of trade receivables, retention with customers and other financial assets which are subject to credit risk, based on historical trend, industry practices and the business environment in which the entity operates and adjusted for forward looking information. Loss rates are based on actual credit loss experience and past trends.

The Company has used practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. The provision matrix taken into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

The following table summarizes the Gross carrying amount of the financial assets and provision made.

	March 31, 2018		March 31, 2017		April 01, 2016	
	Gross Carrying Amount	Loss Allowance	Gross Carrying Amount	Loss Allowance	Gross Carrying Amount	Loss Allowance
Trade Receivables	11,845.55	(388.76)	8,990.17	(363.08)	6,477.03	(302.52)
Loans - Security Deposits	277.83	(24.73)	328.22	(56.71)	276.75	(46.56)
Unbilled Revenue	4,817.32	(40.95)	3,398.52	(28.89)	5,717.70	(48.60)

The following table summarizes the changes in the Provisions made for the receivables:

Particulars	March 31, 2018	March 31, 2017
Opening balance	(448.68)	(397.68)
Provided during the year (net of write off)	(5.76)	(51.00)
Reversals of provisions	-	-
<b>Closing balance</b>	<b>(454.44)</b>	<b>(448.68)</b>

No significant changes in estimation techniques or assumptions were made during the reporting period.

**C Liquidity risk**

Liquidity Risk refers to insufficiency of funds to meet financial obligations. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position comprising the undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows.

**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Limited )

**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Maturity profile of financial liabilities:**

Particulars	UP TO 1 YEAR	1 TO 3 YEARS	3 TO 5 YEARS	5 YEARS & ABOVE
<b>March 31, 2018</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	11,153.22	666.61	89.51	76.71
Trade payables	2,856.23	-	-	-
Other financial liabilities	541.81	31.52	30.18	-
<b>March 31, 2017</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	10,158.82	713.94	247.21	-
Trade payables	1,854.29	-	-	-
Other financial liabilities	105.79	12.44	28.01	4.65
<b>April 1, 2016</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	8,969.06	737.38	602.45	-
Trade payables	1,925.12	-	-	-
Other financial liabilities	324.55	7.67	10.90	17.29

\* including Principal and Interest repayment

**Note 29: Capital Management**

The primary objective of capital management is to safeguard their ability to continue as going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company considers the amount of capital in proportion to risk and manages the capital structure in light of changes in economic conditions and risk management of the underlying assets.

The Company monitors the capital structure on the basis of total debt and equity ratio and maturity profile of overall debt portfolio of the Company.

Net Debt ( total borrowing net of cash and cash equivalents) divided by Total 'equity' ( as shown in the balance sheet)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Net Debt	10,875.73	10,416.54	8,981.68
Equity	6,607.65	4,885.38	4,964.01
<b>Capital and net debt</b>	<b>17,483.38</b>	<b>15,301.92</b>	<b>13,945.69</b>
<b>Debt equity ratio</b>	<b>1.65</b>	<b>2.13</b>	<b>1.81</b>

As part of the Company's capital management, the Company has during the year ended March 31, 2018, raised a sum of Rs. 1,700 Lakhs through preferential issue of equity shares.



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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Calculation of net debt is as follows:**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Borrowings			
Non Current	696.58	850.69	1,113.78
Current	10,747.57	9,780.15	8,580.61
Current Maturity of Long Term debt	307.25	244.58	220.80
	<b>11,751.40</b>	<b>10,875.42</b>	<b>9,915.19</b>
Cash and cash equivalents	18.96	9.89	197.10
Bank balances other than cash and cash equivalents	856.71	448.99	736.41
	875.67	458.88	933.51
<b>Net Debt</b>	<b>10,875.73</b>	<b>10,416.54</b>	<b>8,981.68</b>

**Dividends**

Particulars	March 31, 2018	March 31, 2017
(i) Equity shares		
Final dividend for the year ended March 31, 2017 of INR 1.25 (April 01, 2016 of INR 1 ) per fully paid share	125.65	90.99
DDT on final dividend	26.30	18.53
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 1.25/- per fully paid equity share. This proposed dividend is subject to the approval of shareholders in ensuing annual general meeting.	-	114.23
<b>DDT on proposed dividend</b>	<b>-</b>	<b>23.25</b>

## CEINSYS TECH LIMITED

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note 30: First- time adoption of Ind AS

These are company's first standalone financial statements prepared in accordance with IND AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2017 and in the preparation of an opening IND AS balance sheet as at April 01, 2016 (the Company's date of transition). In preparing its opening IND AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with accounting standards notified under Companies (Accounting standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how transition from previous GAAP to IND AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

#### A Exemptions and exceptions applied

Set out below are the applicable IND AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to IND AS.

##### A.1 Ind AS optional exemptions

###### A.1.1 Deemed cost

IND AS permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at date of transition to IND AS, measured as per previous GAAP and use that as its deemed cost as at date of transition. This exemption can also be used for intangible assets covered by IND AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

###### A.1.2 Use of deemed cost for investments in subsidiaries

IND AS 101 permits a first-time adopter to elect to continue the previous GAAP carrying amount at the date of transition and use that as its deemed cost of investment in subsidiaries as at the date of transition.

Accordingly, the Company has elected to measure all its investments in subsidiaries and associates at their previous GAAP carrying value.

###### A.1.3 Share- based payment transactions

IND AS 101 permits a first time adopter to apply Ind AS 102, Share based payments to equity instruments that remain unvested as of

the transition date. The Company has elected to avail this exemption and apply the requirements of Ind AS 102 to all such grants.

#### A.2 Ind AS mandatory exceptions

##### A.2.1 Estimates

An entity's estimates in accordance with Ind ASs as at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

Investment in equity instruments carried at FVPL and Impairment of financial assets based on expected credit loss model.

##### A.2.2 Classification and measurement of financial assets

IND AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist at the date of transition to IND AS. The Company has determined the classification of financial assets in terms of whether they meet the amortised cost criteria, FVPL criteria or FVOCI criteria based on the facts and circumstances existed as of transition date.

#### B Reconciliations between previous GAAP and Ind AS

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:

- equity as at April 1, 2016;
- equity as at March 31, 2017;
- total comprehensive income for the year ended March 31, 2017; and
- explanation of material adjustments to cash flow statements

In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial information to align with the Ind AS presentation.



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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Reconciliation of total equity as at March 31, 2017 and April 1, 2016**

Particulars	Notes to first-time adoption	March 31, 2017	April 1, 2016
Total equity as per previous GAAP		5,313.40	4,355.45
Ind AS adjustments on account of:			
Revenue Recognition	1	(451.20)	939.12
Expected credit loss on financial assets	2	(448.67)	(397.69)
Rent Equalization	3	(52.28)	(41.11)
Employee benefits	4	(103.28)	(61.05)
Others (net)	5	(1.09)	1.38
Proposed dividend	6	137.48	109.53
Deferred Tax	7	491.02	58.38
<b>Total effect of transition to IND AS</b>		<b>(428.02)</b>	<b>608.56</b>
<b>Total equity as per Ind AS</b>		<b>4,885.38</b>	<b>4,964.01</b>

**Reconciliation of total comprehensive income for the year ended March 31, 2017**

Particulars	Notes to first-time adoption	March 31, 2017
Profit after tax as per previous GAAP		1,072.10
Ind AS adjustments on account of:		
Revenue Recognition	1	(1,390.32)
Expected credit loss on financial assets	2	(50.98)
Rent Equalization	3	(11.17)
Employee benefits	4	(35.77)
Others (net)	5	(2.48)
Deferred Tax	7	432.64
<b>Total effect of transition to IND AS</b>		<b>(1,058.07)</b>
<b>Profit for the year as per IND AS</b>		<b>14.03</b>
<b>Other comprehensive income for the year (net of tax)</b>	<b>8</b>	<b>(4.81)</b>
<b>Total comprehensive income as per Ind AS</b>		<b>9.22</b>

**Notes to first-time adoption:****Note 1****Revenue Recognition**

Certain service contracts in previous GAAP were recorded using the completed contract method, however the same are now recorded as per principles laid down under Ind AS 18 i.e. percentage of completion method. Also under previous GAAP, interest free retention from revenue were recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the retention. Difference between the carrying value and fair value has been adjusted from revenue.

**Note 2****Expected credit loss on financial assets**

Under the previous GAAP, provision for doubtful loans, receivables etc. was calculated using incurred loss model. Under IND AS, the provision on financial asset including trade receivables needs to be calculated using expected credit loss model. Accordingly an additional provision was recognised.

## CEINSYS TECH LIMITED

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### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note 3 Rent Equalization

Under previous GAAP, there was no clear guidance on treatment of lease incentives. Under IND AS, in the event that lease incentive are received to enter into operating leases, such incentives are recognised as a liability. Payments made under operating leases (net of any incentives received from the lessor) are charged to Profit or loss on a straight line basis over the period of lease unless the payments are structured to increase in line with expected general inflation to compensate for lessors expected inflammatory cost increases.

#### Note 4 Employee benefits

Under IND AS, remeasurements i.e. actuarial gains and losses and the return on planned assets, excluding amounts included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income. Under the previous GAAP, these remeasurements were forming part of profit or loss for the year. Further under previous GAAP employees stock option were recognised based on the intrinsic value, under IND AS stock options need to be recognised based on the fair value of the stock option.

#### Note 5 Others (net)

This includes adjustments on account of measurement of financial instruments such as interest free lease deposits and borrowings at amortised cost.

#### Note 6 Proposed dividend

Under previous GAAP, dividend on equity shares recommended by Board of Directors after the end of the reporting period but before the financial statements were approved for issue was recognised in the financial statement as a liability. Under IND AS, such dividends are recognised when the same is approved by member in a general meeting.

#### Note 7 Deferred tax

Deferred taxes have been recognised on adjustments made on transition to IND AS.

#### Note 8 Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP. Further the Company has reconciled Indian GAAP profit or loss to total comprehensive income as per Ind AS.

#### Note 9 Impact of IND AS adoption on the standalone statements of cash flows for the year ended March 31, 2017

Particulars	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	218.30	707.02	925.32
Net cash flows from investing activities	(150.04)	(422.91)	(572.95)
Net cash flows from financing activities	(157.88)	(381.70)	(539.58)
Net increase/(decrease) in cash and cash equivalents	(89.62)	(97.59)	(187.21)
Cash and cash equivalents as at April 01, 2016	972.78		197.10
Effects of exchange rate changes on cash and cash equivalents	-	-	-
Cash and cash equivalents as at March 31, 2017	883.16		9.89



**CEINSYS TECH LIMITED**

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**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 31: Share based payments:**

ADCC ESOP 2014: The Company under ESOP 2014 grants the option convertible into equity shares to eligible employees of the Company. The Board of Directors recommended ADCC ESOP 2014 to the shareholders on December 03, 2014 and the shareholders approved the recommendation of the Board of Directors on December 30, 2014 through Extraordinary General Meeting.

The maximum aggregate number of shares that may be awarded under the plan is 1,82,420. The options Convertible into Equity shares will be issued at face value of the Equity share i.e. Rs. 10 per share. ADCC ESOP 2014 is administered by Nomination and Remuneration Committee ( The Committee ) and through the

Board of Directors wherever required. The Committee is comprised of Independent members of the Board of Directors.

During the year ended March 31, 2018 the company has made allotment of 38,395 no of Equity shares of Rs 10 each, ( March 31, 2017 : 38,745 shares).

The allotment of Equity shares will vest over a period of Four years from the date of grant in the proportions specified in the ADCC ESOP 2014 and can exercised on the date of completion of vesting period. The Equity shares will vest subject to conditions fulfilment as set forth in the ADCC ESOP 2014 for each applicable year of the vesting tranche.

During the year ended March 2018 the Company recorded an employee compensation expenses of Rs 6.77 Lakhs (previous year 17.82 lakhs) in the statement of profit and loss.

**Set out below is a summary of options granted under the plan:**

Particulars	Number of options	
	As at March 31, 2018	As at March 31, 2017
Opening balance	77,850	123,285
Effect of bonus shares issued during the year	7,785	-
Granted during the year	-	-
Exercised during the year	(38,395)	(38,745)
Forfeited/lapsed during the year	(4,851)	(6,690)
<b>Closing balance</b>	<b>42,389</b>	<b>77,850</b>

The weighted average market price of share at the date of option exercised during the year ended March 31, 2018 was INR 160 ( March 31, 2017 : INR 140)

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant	Expiry	Exercise price (INR)	Share options March 31, 2018	Share options March 31, 2017	Share options, April 01, 2016
01-Jan-15	01-Mar-17	10	-	-	41,095
01-Jan-15	01-Mar-18	10	-	38,925	41,095
01-Jan-15	01-Mar-19	10	42,389	38,925	41,095
<b>Total</b>			<b>42,389</b>	<b>77,850</b>	<b>123,285</b>

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Notes forming part to standalone financial statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note 32 : Earnings per share

Particulars	As at March 31, 2018	As at March 31, 2017
	INR	INR
(a) Basic Earning per share		
From continuing operations attributable to the equity holders of the Company	1.35	0.14
(b) Diluted Earning per share		
From continuing operations attributable to the equity holders of the Company	1.34	0.14

#### (c) Earnings used in calculating earning per share

Particulars	As at March 31, 2018	As at March 31, 2017
Profit attributable to equity holders of the company used in calculating basic and diluted earning per share.	140.92	14.03

#### (d) Weighted average number of shares used as denominator

Particulars	As at March 31, 2018	As at March 31, 2017
	No of shares	No of shares
Weighted average number of equity shares used as the denominator in calculating basic earning per share	10,468,712	10,013,300
Adjustments for calculation of diluted earnings per share:		
Employee stock options	39,740	72,289
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	10,508,452	10,085,589

#### Note: 33 : Assets hypothecated or mortgaged with banks as security against borrowings

Property, Plant & Equipment, amounting Rs.2,285.76 lakhs (As on March 31, 2017 Rs.2,341.47 lakhs & April 01, 2016 Rs.2,410.24 lakhs) are mortgaged / hypothecated as a security against long term secured borrowings as at March 31, 2018.

Inventories and Trade receivables amounting Rs. 12,654.04 lakhs (As on March 31, 2017 Rs.10,067.44 lakhs and as on April 01, 2016 Rs. 7576.63 lakhs) are hypothecated as a security against short term secured borrowings as at March 31, 2018.

#### Note: 34 : Exceptional Items

During the year ended March 31, 2018, the Company has sold its entire stake in Three subsidiaries (viz. AI Instruments Private Limited, ADCC Tech Limited and ADCC International East Africa Limited.) Net loss on sale of subsidiaries has been disclosed under exceptional items.



**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Limited )

**Notes forming part to standalone financial statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 35: Details of dues to micro and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006:**

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Principal amount outstanding (whether due or not) to micro and small enterprises	29.00	-	-
Interest due on above	0.27	-	-
Principal amounts paid to supplier registered under MSMED Act, beyond the appointed date during the year.	36.00		
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed date during the year.	-	-	-
Interest paid, under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed date during the year.	-	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.68	-	-
Interest due to supplier registered under MSMED Act and remaining unpaid at year end	0.95	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-

The above information regarding Micro, small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note 36 : Specified bank notes**

The Company has disclosed the details of Specified Bank notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016 as provided in the table below.

Particulars	SBN'S	Other Denomination Notes	Total
Closing cash in hand as on November 08, 2016	-	1.16	1.16
Add: Permitted receipts	-	16.75	16.75
Less: Permitted Payment	-	13.03	13.03
Less: Amount deposited in bank	-	-	-
<b>Closing cash in hand as on December 30, 2016</b>	<b>-</b>	<b>4.88</b>	<b>4.88</b>

Note 37 : Financial statements of the Company prepared under Ind As for the year ended March 31, 2017 and the balance sheet as at April 01, 2016, have been audited by the erstwhile auditors of the Company, M/s Shah Baheti Chandak & Co., Chartered Accountants.

As per our report of even date

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

  
**Vipin R. Bansal**  
 (Partner)

Membership Number: 117753

Place : Nagpur  
 Date: May 28, 2018

For and on behalf of Board of Directors

  
**Sagar Meghe**

(Chairman & Managing Director)

  
**CS Jinesh Vora**  
 (Company secretary)

  
**Dinesh Kumar Singh**  
 (Director-Finance & CFO)

## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

### INDEPENDENT AUDITORS' REPORT

#### To the Members of Ceinsys Tech Limited (formerly known as ADCC Infocad Limited)

##### Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

1. We have audited the accompanying consolidated Ind AS financial statements of Ceinsys Tech Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") (refer Note 23 to the attached consolidated Ind AS financial statements, comprising of the consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Cash Flow Statement for the year then ended and the consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

##### Management's Responsibility for the Consolidated Ind AS Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Group in accordance with accounting principles generally accepted in India including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

##### Auditors' Responsibility

3. Our responsibility is to express an opinion on these

consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

4. We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

##### Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated total comprehensive income (comprising of consolidated profit and consolidated other comprehensive income), their consolidated cash flows and consolidated changes in equity for the year ended on that date.



## Other Matters

8. We did not audit the financial statements of 5 subsidiaries whose financial statements reflect total assets of Rs. 679 lakhs and net assets of Rs. 581 lakhs as at March 31, 2018, total revenue of Rs. 444 lakhs, total comprehensive income (comprising of profit and other comprehensive income) of Rs. 67 lakhs and net cash flows amounting to Rs. 49.29 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors. Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

9. The comparative financial information of the Group for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS included in these consolidated Ind AS financial statements have been audited by the predecessor auditor who had audited the statutory consolidated financial statements for the years ended March 31, 2017 and March 31, 2016. The predecessor auditor has expressed an unmodified opinion on the comparative financial information and the transition date opening balance sheet vide report dated June 29, 2017. Our opinion is not qualified in respect of this matter.

## Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements.

(b) In our opinion, proper books of account as required by law maintained by the Holding Company and its subsidiaries, included in the Group incorporated in India, including relevant records relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company and its subsidiaries, included in the Group incorporated in India, including relevant records relating to the preparation of the consolidated Ind AS financial statements.

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2018 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 with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. There were no pending litigations as at March 31, 2018 which would impact the consolidated financial position of the Group.

ii. The Group had long-term contracts as at March 31, 2018 for which there were no material foreseeable losses. The Group did not have any derivative contracts as at March 31, 2018.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India during the year ended March 31, 2018.

iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended March 31, 2018.

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
Vipin R. Bansal  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018

## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Limited)

### Annexure A to Independent Auditors' Report

*Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of Ceinsys Tech Limited on the consolidated Ind AS financial statements for the year ended March 31, 2018.*

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

1. In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Ceinsys Tech Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

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

2. The respective Board of Directors of the Holding company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act, in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "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 the 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 Act.

#### Auditor's Responsibility

3. 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") issued by the ICAI and the Standards on Auditing specified 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 ICAI. 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.

4. 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.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Control Over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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**

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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.

**Other Matter**

9. Our aforesaid report under Section 143(3)(I) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to a subsidiary companies, which are companies incorporated in India, is based on the corresponding report of the auditors of such companies. Our opinion is not qualified in respect of this matter.

**For Price Waterhouse Chartered Accountants LLP**  
**Firm Registration Number: 012754N/N500016**



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur  
Date: May 28, 2018

**CEINSYS TECH LIMITED**  
( Formerly known as ADCC Infocad Limited )  
**Consolidated Balance Sheet as at March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3	2,558.67	2,621.01	2,684.21
Goodwill on Consolidation	3A	5.57	9.18	9.18
Intangible assets (other)	3A	175.34	205.78	104.87
Deferred tax Asset	22A	130.92	137.01	21.17
Financial assets				
Investments	4A	5.01	7.50	5.00
Trade receivables	4B	77.91	65.80	296.29
Loans	4C	42.53	16.61	48.86
Other financial assets	4D	136.77	497.28	162.41
Other non-current assets	5	758.19	247.66	173.36
<b>Total non-current assets</b>		<b>3,890.91</b>	<b>3,807.83</b>	<b>3,505.35</b>
Current assets				
Inventories	6	808.49	1,082.57	1,105.82
Financial assets				
Investments	7A	-	574.50	-
Trade receivables	7B	11,553.71	9,261.82	5,896.81
Cash and cash equivalents	7C	22.30	62.52	275.66
Bank balance other than above	7D	856.71	491.05	750.19
Loans	7E	546.10	276.66	215.31
Other financial assets	7F	147.53	60.55	309.71
Unbilled revenue	7G	4,776.37	3,369.63	5,669.10
Other current assets	8	466.94	444.25	375.82
<b>Total current assets</b>		<b>19,178.15</b>	<b>15,623.55</b>	<b>14,598.42</b>
<b>Total assets</b>		<b>23,069.06</b>	<b>19,431.38</b>	<b>18,103.77</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	9	1,109.04	913.82	909.95
Other equity	10	6,078.67	4,240.03	3,769.62
Non controlling interest		-	-	3.25
<b>Total Equity</b>		<b>7,187.71</b>	<b>5,153.85</b>	<b>4,682.82</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Borrowings	11A	696.57	850.69	1,113.78
Other financial liabilities	11B	61.70	45.10	35.86
Provisions	12	-	22.87	70.08
Deferred tax liabilities (net)	22A	68.08	68.89	474.20
<b>Total non-current liabilities</b>		<b>826.35</b>	<b>987.55</b>	<b>1,693.92</b>



(All amounts in INR lakhs, unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Current liabilities</b>				
Financial liabilities				
Borrowing	13A	10,747.57	10,672.15	8,843.37
Trade payables	13B	2,888.12	1,870.17	2,071.43
Other financial liabilities	13C	850.11	353.75	577.99
Provisions	14	141.62	80.41	57.72
Other current liabilities	15	427.58	166.85	176.52
Income tax liabilities (net)	16	-	146.65	-
<b>Total current liabilities</b>		<b>15,055.00</b>	<b>13,289.98</b>	<b>11,727.03</b>
<b>Total liabilities</b>		<b>15,881.35</b>	<b>14,277.53</b>	<b>13,420.95</b>
<b>Total equity and liabilities</b>		<b>23,069.06</b>	<b>19,431.38</b>	<b>18,103.77</b>

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

For, Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

For and on behalf of Board of Directors

  
**Sagar Meghe**  
(Chairman & Managing Director)

Place : Nagpur  
Date: May 28, 2018

  
**CS Jinesh Vora**  
(Company secretary)

  
**Dinesh Kumar Singh**  
(Director-Finance & CFO)

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from operations	17	14,069.69	14,394.76
Other income	18	264.45	182.13
<b>Total income</b>		<b>14,334.14</b>	<b>14,576.89</b>
<b>Expenses</b>			
Purchases of stock-in-trade & consumables		3,355.15	5,008.20
Changes in inventories of stock-in-trade & consumables		(35.50)	281.53
Employee benefit expenses	19	4,168.25	3,080.84
Finance costs	20	1,510.92	1,427.12
Depreciation and amortisation	3, 3A	419.07	363.65
Other expenses	21	4,599.18	3,915.90
<b>Total expenses</b>		<b>14,017.07</b>	<b>14,077.24</b>
<b>Profit before tax and exceptional items</b>		<b>317.07</b>	<b>499.65</b>
Exceptional item	34	193.47	120.17
<b>Profit before tax</b>		<b>510.54</b>	<b>619.82</b>
Tax expense/ (credit)			
- Current tax	22B	67.20	581.75
- Deferred tax	22B	(9.15)	(519.38)
<b>Profit for the year after tax</b>		<b>452.49</b>	<b>557.45</b>
<b>Other comprehensive income / (loss)</b>			
Items that will not be reclassified to Profit or Loss			
- Remeasurements of post-employment benefit obligations	24	31.32	(7.36)
- Income tax relating to this item		(8.63)	2.55
Items that may be reclassified to profit or loss			
- Exchange difference on translation of foreign operation		15.16	9.47
- Income tax relating to this item		-	-
<b>Total other comprehensive income/(loss) for the year, net of income tax</b>		<b>37.85</b>	<b>4.66</b>
<b>Total comprehensive income for the year</b>		<b>490.34</b>	<b>562.11</b>
<b>Net Profit attributable to Owners of the Company</b>		<b>452.49</b>	<b>557.45</b>
<b>Other Comprehensive Income attributable to owners of the Company</b>		<b>37.85</b>	<b>4.66</b>
<b>Total Comprehensive Income attributable to Owners of the Company</b>		<b>490.34</b>	<b>562.11</b>
Earnings per equity share (face value of Rs.10/-):			
Basic ( in Rs. )	32	4.32	5.57
Diluted ( in Rs. )	32	4.31	5.53

The above consolidated statement of profit and loss account should be read in conjunction with the accompanying notes.

For, Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

For and on behalf of Board of Directors

  
**Vipin R. Bansal**  
 (Partner)

Membership Number: 117753

Place : Nagpur

Date: May 28, 2018

  
**CS Jinesh Vora**  
 (Company secretary)

  
**Sagar Meghe**  
 (Chairman & Managing Director)

  
**Dinesh Kumar Singh**  
 (Director-Finance & CFO)



**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Ltd )

(All amounts in INR lakhs, unless otherwise stated)

**Consolidated Statement of changes in Equity****A. Equity share capital**

	Notes	
As at April 01, 2016		909.95
Changes in equity share capital		3.87
As at March 31, 2017	9	913.82
Changes in equity share capital		195.22
As at March 31, 2018		1,109.04

**B. Other Equity**

	Notes	Attributable to owners of Company					Total other equity
		Other Reserve	Reserves and surplus				
			Foreign Currency translation reserve	Securities premium reserve	General reserve	Share options outstanding account	
<b>Balance at April 01, 2016</b>		<b>4.87</b>	<b>739.74</b>	<b>19.30</b>	<b>25.50</b>	<b>2,980.21</b>	<b>3,769.62</b>
Profit for the year		-	-	-	-	557.45	557.45
Other Comprehensive Income		9.47	-	-	-	(4.81)	4.66
<b>Total comprehensive income for the year</b>		<b>9.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>552.64</b>	<b>562.11</b>
<b>Transactions with owners in their capacity as owners:</b>		-	-	-	-	-	-
Dividend paid including dividend distribution tax (Note 29 )		-	-	-	-	(109.51)	(109.51)
Employee stock option		-	18.12	2.20	(2.51)	-	17.81
<b>Total</b>		<b>-</b>	<b>18.12</b>	<b>2.20</b>	<b>(2.51)</b>	<b>(109.51)</b>	<b>(91.70)</b>
<b>As at March 31, 2017</b>		<b>14.34</b>	<b>757.86</b>	<b>21.50</b>	<b>22.99</b>	<b>3,423.34</b>	<b>4,240.03</b>
Profit for the year	10	-	-	-	-	452.49	452.49
Other Comprehensive Income		15.16	-	-	-	22.69	37.85
<b>Total comprehensive income for the year</b>		<b>15.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>475.18</b>	<b>490.34</b>
Released to Profit & loss on sale of subsidiary		(15.15)	-	-	-	-	(15.15)
<b>Transactions with owners in their capacity as owners:</b>							
Issue of equity shares - Preferential allotment			1,600.00	-	-	-	1,600.00
Issue of equity shares- Bonus			(91.38)			-	(91.38)
Dividend paid including dividend distribution tax (Note 29 )			-	-	-	(151.94)	(151.94)
Employee stock option			15.91	-	(9.14)	-	6.77
<b>Total</b>		<b>-</b>	<b>1,524.53</b>	<b>-</b>	<b>(9.14)</b>	<b>(151.94)</b>	<b>1,363.45</b>
<b>As at March 31, 2018</b>		<b>14.35</b>	<b>2,282.39</b>	<b>21.50</b>	<b>13.85</b>	<b>3,746.58</b>	<b>6,078.67</b>

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

For and on behalf of Board of Directors

For, Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016


**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

Place : Nagpur

Date: May 28, 2018



**Sagar Meghe**

(Chairman &amp; Managing Director)



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)

**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Ltd )

(All amounts in INR lakhs, unless otherwise stated)

**STATEMENT OF CONSOLIDATED CASH FLOWS**

Particular	Year ended March 31,2018	Year ended March 31,2017
<b>Cash flow from operating activities</b>		
Profit before income tax	510.54	619.82
<b>Adjustments for</b>		
Depreciation and amortisation expense	419.07	363.65
Employee share-based payment expense	6.77	17.82
Gain on sale of subsidiaries	(193.47)	(120.17)
Interest Income from financial assets	(242.81)	(124.78)
Expected loss on customer contracts	20.17	-
Bad debt written off	1.31	256.55
Provision for doubtful financial assets/ expected credit loss	5.76	51.00
Finance costs	1,510.92	1,427.12
<b>Change in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary</b>		
(Increase)/Decrease in trade receivables	(2,533.14)	(3,462.21)
(Increase)/Decrease in inventories	268.78	23.25
(Increase)/Decrease in Unbilled Revenue	(1,418.80)	2,319.18
Increase/(Decrease) in trade payables	1,023.60	(76.73)
(Increase)/Decrease in loans	51.32	(203.61)
(Increase)/Decrease in other current financial assets	(86.98)	249.16
Increase/(Decrease) in other financial liabilities	454.13	(222.76)
(Increase)/Decrease in other non-current assets	(18.49)	(72.26)
(Increase)/Decrease in other current assets	(96.60)	(80.05)
Increase/(Decrease) in provisions	49.49	(31.87)
Increase/(Decrease) in other current liabilities	316.57	43.79
<b>Cash used in operations</b>	<b>48.14</b>	<b>976.90</b>
Income taxes paid	(475.13)	(474.84)
<b>A. Net cash inflow/ (outflow) from operating activities</b>	<b>(426.99)</b>	<b>502.06</b>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(566.93)	(296.50)
Payments for Intangible Assets	(11.91)	(133.21)
Payments for purchase of investments	(0.01)	(577.00)
Loans given to related parties	(332.26)	-
Repayments of loans by related parties		
Interest received	206.03	174.92
Proceeds from sale of subsidiary (net)	3.01	(14.99)
Bank balances not considered as cash and cash equivalents:		
Fixed deposits placed (net)	(10.43)	(125.87)
Proceeds from sale of property, plant and equipment and Intangibles	6.71	1.35
<b>B. Net cash outflow from investing activities</b>	<b>(705.79)</b>	<b>(971.30)</b>



<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	1,703.84	3.87
Proceeds from current borrowings (net)	1,143.04	2,028.19
Proceeds from non current borrowings	190.81	-
Repayment of non current borrowings	(279.95)	(235.09)
Interest paid	(1,513.23)	(1,431.34)
Dividends paid to company's shareholders (including DDT)	(151.95)	(109.53)
<b>C. Net cash inflow from financing activities</b>	<b>1,092.56</b>	<b>256.10</b>
<b>Net increase (decrease) in cash and cash equivalents ( A + B + C)</b>	<b>(40.22)</b>	<b>(213.14)</b>
Cash and cash equivalents at the beginning of the financial year	62.52	275.66
Cash and cash equivalents at end of the financial year	22.30	62.52

<b>Cash and cash equivalent comprises of:</b>	<b>March 31,2018</b>	<b>March 31,2017</b>
In current accounts	16.67	58.64
Cash on Hand	5.63	3.88
	22.30	62.52

The above consolidated balance sheet should be read in conjunction with the accompanying notes.  
As per our report of even date.

For, Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016

  
**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

For and on behalf of Board of Directors

  
**Sagar Meghe**

(Chairman & Managing Director)

Place : Nagpur  
Date: May 28, 2018



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Notes forming part to consolidated financial statements for the Year ended March 31, 2018

#### 1. Background

Ceinsys Tech Limited (Formerly known as ADCC Infocad Limited) ('the Company'), along with its subsidiaries (Collectively referred to as the Group), is primarily dealing in providing Enterprise Geospatial & Engineering Services and sale of software and electricity. Ceinsys Tech Limited is listed on BSE Limited in India.

#### 2 A. Significant Accounting Policies

##### i) Basis of preparation

###### Compliance with Ind AS

The consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the group under Ind AS. Refer Note 30 for the details of first-time adoption by the group.

###### Historical Cost convention

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, plan assets of defined benefit plans and employee stock options which are measured at fair value.

Refer note 23 for details of subsidiaries.

##### ii) Principles of consolidation

###### Subsidiaries:

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Goodwill is carried at cost less accumulated impairment losses.

##### iii) Property, Plant and Equipment

Freehold Land is carried at historical cost. All other items of Property Plant & Equipments are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalised until the assets are ready for use and includes freight, duties, taxes and expenses incidental to acquisition and installation. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred. Subsequent expenditures related to an item of Property Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the group & cost can be reliably measured. Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognised in the Statement of Profit and Loss.

###### Depreciation

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets which are as follows:

Asset Class	Useful life
Buildings	60 years
Furniture & Fixtures	10 years
Plant & Machinery	15 years - 22 years
Office Equipment and Computers	3 years - 6 years
Vehicles	8 year - 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

On transition to Ind AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

##### iv) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the disposal proceeds and the carrying amount of the asset and are recognised as income or expense in the Statement of Profit and Loss.



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

Intangible Assets with finite useful lives are amortized on a straight line basis over the following period:

**Computer Software**                      **3 - 6 years**

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

**v) Impairment of Assets**

The group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. For the purposes of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets, is considered as a cash generating unit. If any such indication exists, the group estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists or may have decreased, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

**vi) Financial instruments**

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in statement of profit and loss.

**Investments and Other Financial Assets**

Classification

The group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The group reclassifies debt investments when and only when its business model for managing those assets changes.

Debt instruments

Subsequent measurement of debt instruments depends on the group's business model for managing the asset and the cash flow characteristics of the asset.

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Equity instruments

The group subsequently measures all equity investments at fair value. Dividends from such investments are recognised in profit or loss when the group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the statement of profit and loss.

Impairment of financial assets

The group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost including Loans, Unbilled Revenue, trade receivables and other contractual rights to receive cash or other financial asset.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18, the group always measures the loss allowance at an amount equal to lifetime expected credit losses. Further, for the purpose of measuring lifetime expected credit loss ("ECL") allowance for trade receivables, the group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of financial assets

A financial asset is derecognised only when:

- The group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

### Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

#### Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at Fair value through profit or loss

Financial liabilities that are not held-for-trading and are not designated as FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the group does not classify the liability as current, if the lender has agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### Offsetting Financial Instruments

Financial Assets and Liabilities are offset and the net amount is reflected in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default,

insolvency or bankruptcy of the group or counter party.

#### **vii) Trade Receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less impairment, if any.

#### **viii) Inventories**

Inventories comprise of stock-in-trade and consumables. Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined on Weighted Average basis. Cost includes all charges in bringing the goods to their present location and condition, including octroi and other levies, transit insurance and receiving charges. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost necessary to make the sale.

#### **ix) Employee Benefits**

##### (i) Short-term obligations

Liabilities for salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

##### (ii) Other long-term employee benefit obligations

The liabilities for earned leave which are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

##### (iii) Post-employment obligations

The group operates the following post-employment schemes: - Defined Contribution plans such as provident fund, pension and employee state insurance scheme - Defined Benefit plans such as Gratuity

#### Defined Contribution Plans

The group's contribution to provident fund (in case of contributions to the Regional Provident Fund office), pension and employee state insurance scheme are considered as defined contribution plans, as the group does not carry any further obligations apart from the contributions made on a monthly basis and are charged as an expense based on the amount of contribution required to be made.



**Defined Benefit Plan**

The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments, changes in actuarial assumptions and return on plan assets (excluding interest income) are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**(iv) Termination benefits**

Termination benefits are payable when employment is terminated by the group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange of these benefits. The group recognises termination benefits at earlier of the following dates: (a) when the group can no longer withdraw the offer of those benefits; and (b) when the entity recognises cost for a restructuring that is within the Scope of Ind As 37 and involves the payment of termination benefits. In case of an offer made to encourage voluntary redundancy, the termination benefits are based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of reporting period are discounted to the present value.

**(v) Bonus Plans**

The group recognises a liability and an expense for bonuses. The group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

**x) Provisions, Contingent Liabilities and Contingent assets**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Contingent

liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are disclosed when there is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the group.

**xi) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are net of returns, trade allowance, rebates, value added taxes, goods and services tax ( GST) and amounts collected on behalf of third parties.

The group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities as described below. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**Revenue from enterprise geospatial & engineering services**

**Timing of recognition:** Revenue is recognised based on actual services provided to the end of the reporting period as a proportion of the total services to be provided (Percentage of completion method), provided that it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably.

**Measurement of revenue:** Efforts and cost expended have been used to measure progress towards completion as there is the direct relationship between input and productivity. Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in statement of profit and loss in the period in which the circumstances that give rise to the revision become known. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date. Costs and earnings in excess of billings are classified as unbilled revenue while billings in excess of costs and earnings are classified as unearned revenue.

**Sale of Software:** Revenue from the sale of software is recognised when the significant risks and rewards of ownership of the software have passed to the buyer.

**Sale of Electricity:** Sale of electricity is recognised based on electricity generated and eligible to be invoiced during the reporting period.

**Interest:** Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the amortised cost and at the effective interest rate applicable.

### xii) Foreign Currency Transactions & Translations

In preparing the financial statements of each individual Company entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in statement of profit and loss in the period in which they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the group's foreign operations that have a functional currency other than presentation currency are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed off, the relevant amount recognized in FCTR is transferred to the statement of profit and loss as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

### xiii) Leases

#### Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

#### xiv) Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the separate financial

statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

#### xv) Shared-based payments

Shared-based compensation benefits are provided to employees via "ADCC ESOP 2014" plan.



**Employee options**

The fair value of options granted under the ADCC ESOP 2014 Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:- excluding any impact of service conditions-including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time)

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

**xvi) Cash and Cash Equivalents**

In the cash flow statement, cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**xvii) Borrowing Costs**

General and specific borrowing costs directly attributable to acquisition or construction of qualifying assets (i.e. those Property Plant & Equipments which necessarily take a substantial period of time to get ready for their intended use) are capitalised. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**xviii) Deferred Revenue and Unbilled Revenue**

Amounts received from customers or billed to customers, in advance of services performed are recorded as deferred revenue under Other Current Liabilities. Unbilled revenue included in Current Financial Assets, represents amounts recognised in respect of services performed in accordance with contract terms, not yet billed to customers as at the year end.

**xix) Earnings per shares****(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:  
- the profit attributable to owners of the Company  
- by weighted average number of equity shares outstanding during the financial year, adjusted for the bonus elements in equity shared issued during the year

**(ii) Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account income or expense that would result from the conversion of the dilutive potential ordinary shares- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**xx) Segment Reporting**

The Chairman of the group has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments.". Operating segments are reported in a manner consistent with the internal reporting provided to the CODM. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / Costs which relate to the group as a whole and are not allocable to segments on a reasonable basis, have been included under Unallocated Income / Costs. Interest income and expense are not allocated to respective segments.

**xxi) Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

**xxii) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs, unless otherwise stated.

**2 B. Critical accounting judgements and key sources of estimation uncertainties**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

**Revenue Recognition :** The group uses the percentage-of-completion method in accounting for its fixed - price contracts. The use of the percentage-of-completion method requires the group to estimate the efforts or costs expended to date as a proportion of total efforts or costs to be expended. Efforts or costs have been used to measure progress towards completion as there is direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in there period in which such losses become probable based on the expected contract estimates at the reporting date.

**Expected Credit Loss:** The group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment on financial assets. The group measures the ECL associated with its assets based on historical trend, industry practices and the business environment in which entity operates or any other appropriate basis. For trade receivables, the group follows 'simplified approach' for recognition of impairment loss allowance. As a practical expedient, the group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables.

The provision matrix is based on historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in forward-looking estimates are analysed.

**Useful life of Assets:**

Depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of group's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**Defined benefit plans:**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**2 C. Recent accounting pronouncements - Standards issued but not yet effective:**

The Ministry of Corporate Affairs ("MCA") notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 (the 'Rules') on March 28, 2018. The rules notify the new revenue standard Ind AS 115, Revenue from contracts with customers and also bring in amendments to existing Ind AS. The rules shall be effective from reporting periods beginning on or after April 1, 2018 and cannot be early adopted.

**Ind AS 115, Revenue from contracts with customers**

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and Ind AS 11 Construction contracts and related appendices.

A new five-step process must be applied before revenue can be recognised:

1. identify contracts with customers
2. identify the separate performance obligation
3. determine the transaction price of the contract
4. allocate the transaction price to each of the separate performance obligations, and
5. recognise the revenue as each performance obligation is satisfied.

The new standard is mandatory for financial years commencing on or after April 1, 2018 and early application is not permitted. The standard permits either a full retrospective or a modified retrospective approach for the adoption. The group is evaluating the requirements of the new revenue standard (IND AS 115) and the effect on the financial statements, if any.

**Appendix B to Ind AS 21 Foreign currency transactions and advance consideration**

The MCA has notified Appendix B to Ind AS 21, Foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts. For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The appendix can be applied:- retrospectively for each period presented applying Ind AS 8;- prospectively to items in scope of the appendix that are initially recognised a) on or after the beginning of the reporting period in which the appendix is first applied (i.e. April 1, 2018 for entities with March year-end); orb) from the beginning of a prior reporting period presented as comparative information (i.e. April 1, 2017 for entities with March year-end).

The group is evaluating the requirements of the amendment and the effect on the financial statements, if any.

**Amendments to Ind AS 40 Investment property - Transfers of investment property**

The amendments clarify that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer. The list of evidence for a change of use in the standard was re-characterised as a non-exhaustive list of examples and scope of these examples have been expanded to include assets under construction/development and not only transfer of completed properties.

The amendment provides two transition options. Entities can choose to apply the amendment:- Retrospectively without the use of hindsight; or- Prospectively to changes in use that occur on or after the date of initial application (i.e. April 1, 2018 for entities with March year-end). At that date, an entity shall reassess the classification of properties held at that date and, if applicable, reclassify properties to reflect the conditions that exist as at that date.

The group does not have any impact on account of this change.



### Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses

The amendments clarify the accounting for deferred taxes where an asset is measured at fair value and that fair value is below the asset's tax base. They also clarify certain other aspects of accounting for deferred tax assets set out below:

- A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.
- The estimate of future taxable profit may include the recovery of some of an entity's assets for more than its carrying amount if it is probable that the entity will achieve this.
- Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in

combination with other deferred tax assets of the same type.

- Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profit that is used to evaluate the recoverability of those assets. This is to avoid double counting the deductible temporary differences in such assessment.

An entity shall apply the amendments to Ind AS 12 retrospectively in accordance with Ind AS 8. However, on initial application of the amendment, the change in the opening equity of the earliest comparative period may be recognised in opening retained earnings (or in another component of equity, as appropriate), without allocating the change between opening retained earnings and other components of equity.

The group does not have any impact on account of this change.

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Ltd )

### Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 3 Property, plant and equipment

Particular	Freehold Land	Building	Furniture & fittings	Plant and Machinery	Office Equipment's	Vehicle	Total
<b>Year ended March 31, 2017</b>							
<b>Gross carrying amount</b>							
Deemed cost as at April 01, 2016	32.93	306.56	308.39	1,376.08	459.35	200.90	2,684.21
Addition	-	27.59	39.16	48.57	175.28	0.19	290.79
Disposals	-	-	(4.31)	-	(16.98)	-	(21.29)
<b>Closing gross carrying amount</b>	<b>32.93</b>	<b>334.15</b>	<b>343.24</b>	<b>1,424.65</b>	<b>617.65</b>	<b>201.09</b>	<b>2,953.71</b>
<b>Accumulated depreciation</b>							
Depreciation charge during the year	-	5.29	40.35	79.29	173.31	34.46	332.70
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>5.29</b>	<b>40.35</b>	<b>79.29</b>	<b>173.31</b>	<b>34.46</b>	<b>332.70</b>
<b>Net carrying amount</b>	<b>32.93</b>	<b>328.86</b>	<b>302.89</b>	<b>1,345.36</b>	<b>444.34</b>	<b>166.63</b>	<b>2,621.01</b>
<b>Year ended March 31, 2018</b>							
<b>Gross carrying amount</b>							
<b>Opening gross carrying amount</b>	<b>32.93</b>	<b>334.15</b>	<b>343.24</b>	<b>1,424.65</b>	<b>617.65</b>	<b>201.09</b>	<b>2,953.71</b>
Addition	-	2.91	70.45	32.40	209.88	19.14	334.78
Disposals	-	-	(15.59)	(0.42)	(13.12)	(3.92)	(33.05)
Closing gross carrying amount	32.93	337.06	398.10	1,456.63	814.41	216.31	3,255.44
<b>Accumulated depreciation</b>							
Opening accumulated depreciation	-	5.29	40.35	79.29	173.31	34.46	332.70
Depreciation charge during the year	-	5.81	46.17	81.71	211.50	32.76	377.95
Disposal	-	-	(3.70)	(0.04)	(9.05)	(1.09)	(13.88)
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>11.10</b>	<b>82.82</b>	<b>160.96</b>	<b>375.76</b>	<b>66.13</b>	<b>696.77</b>
<b>Net carrying amount</b>	<b>32.93</b>	<b>325.96</b>	<b>315.28</b>	<b>1,295.67</b>	<b>438.65</b>	<b>150.18</b>	<b>2,558.67</b>

#### Property, plant and equipment hypothecated or mortgaged with banks as security

Please refer note 33 for property, plant and equipment mortgaged or hypothecated as security against borrowings.

## CEINSYS TECH LIMITED

(Formerly known as ADCC Infocad Ltd)

### Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 3A Intangible Assets

Particular	Software	Goodwill
Year ended March 31, 2017		
Gross carrying amount		
Deemed cost as at April 01, 2016	104.87	9.18
Addition	133.21	-
Disposals	(1.67)	-
Closing gross carrying amount	236.41	9.18
Accumulated amortisation		
Amortisation charged during the year	30.95	-
Disposals	(0.32)	-
Closing accumulated amortisation	30.63	-
Net carrying amount	205.78	9.18
Year ended March 31, 2018		
Gross carrying amount		
Opening gross carrying amount	236.41	9.18
Addition	11.91	-
Disposals	(5.00)	(3.61)
Closing gross carrying amount	243.32	5.57
Accumulated amortisation		
Opening accumulated amortisation	30.63	-
Amortisation charged during the year	41.12	-
Disposals	(3.77)	-
Closing accumulated amortisation	67.98	-
Net carrying amount	175.34	5.57



**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Ltd)

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(All amounts in INR lakhs, unless otherwise stated)

**Note 4A : Investments - Non current**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Investment in Equity Instruments (Fully paid up -Unquoted) at Fair Value through profit and loss:</b>			
Abhyudaya Co-operative Limited	5.00	5.00	5.00
Wardhaman Co-Op Bank Ltd	0.01	2.50	-
<b>Total</b>	<b>5.01</b>	<b>7.50</b>	<b>5.00</b>
<b>Aggregate amount of unquoted investments</b>	<b>5.01</b>	<b>7.50</b>	<b>5.00</b>
<b>Aggregate amount of impairment in the value of investment</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Note : 4B Trade receivable - non current**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unsecured, considered good	77.91	65.80	296.29
Unsecured, considered doubtful	1.36	8.51	7.32
Less : Allowances for doubtful debts/ expected credit loss	(1.36)	(8.51)	(7.32)
<b>Total</b>	<b>77.91</b>	<b>65.80</b>	<b>296.29</b>

Refer note 33 for the trade receivables hypothecated with banks as security against borrowings.

**Note : 4C Loans - non current**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Security Deposits</b>			
Unsecured, considered good	42.53	16.61	48.86
Unsecured, considered doubtful	0.08	0.71	5.50
Less : Allowances for doubtful debts/ expected credit loss	(0.08)	(0.71)	(5.50)
<b>Total</b>	<b>42.53</b>	<b>16.61</b>	<b>48.86</b>

**Note : 4D Other Financial Asset - Non Current**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deposits with bank with more than 12 months maturity	136.77	497.28	162.41
<b>Total</b>	<b>136.77</b>	<b>497.28</b>	<b>162.41</b>

The above deposits with banks is held as margin money against bank guarantees and letter of credits.

**Note : 5 Other non current assets**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Pre-paid Expenses	70.13	65.98	36.33
Capital Advances	236.88	5.71	
Advance Tax (Net of provision Rs. 1,409.32 lakhs as at March 31, 2018, Rs. 876.22 lakhs as at March 31, 2017, Rs. 876.27 lakhs as at April 01, 2016 )	384.08	122.80	83.06
Prepayments- Leasehold land	67.10	53.17	53.97
<b>Total</b>	<b>758.19</b>	<b>247.66</b>	<b>173.36</b>

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Ltd )

### Notes Forming Part of Consolidated Financial Statements for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 6 Inventories

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Stock-in-trade	452.24	167.03	309.74
Consumables (Includes material in transit of Rs. 258.58 lakhs as at March 31, 2017 and Rs. 45.10 lakhs as at April 01, 2016)	356.25	915.54	796.08
<b>Total</b>	<b>808.49</b>	<b>1,082.57</b>	<b>1,105.82</b>

Refer note 33 for the trade inventories hypothecated with banks as security against borrowings.

#### Note 7A : Investments -Current

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Investment in Equity Shares ( Fully paid up - Unquoted) at fair value through profit and loss	-	574.50	-
<b>Total</b>	<b>-</b>	<b>574.50</b>	<b>-</b>
<b>Aggregate amount of unquoted investments</b>	<b>-</b>	<b>574.50</b>	<b>-</b>
<b>Aggregate amount of impairment in the value of investment</b>	<b>-</b>	<b>-</b>	<b>-</b>

#### Note : 7 B Trade Receivables - Current

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unsecured, Considered Good :	11,553.71	9,261.82	5,896.81
Unsecured, considered doubtful	387.40	354.57	295.20
Less : Allowances for doubtful debts/ expected credit loss	(387.40)	(354.57)	(295.20)
<b>Total</b>	<b>11,553.71</b>	<b>9,261.82</b>	<b>5,896.81</b>

Refer note 33 for the trade receivables hypothecated with banks as security against borrowings.

#### Note : 7C Cash & cash equivalent

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Balances with banks			
In current accounts	16.67	58.64	272.29
Cash on Hand	5.63	3.88	3.37
<b>Total</b>	<b>22.30</b>	<b>62.52</b>	<b>275.66</b>

There are no repatriation restrictions with regard to cash and cash equivalents as at end of reporting period and prior periods.

#### Note : 7D Other bank balance

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Deposits with banks held as margin money	856.71	491.05	750.19
<b>Total</b>	<b>856.71</b>	<b>491.05</b>	<b>750.19</b>

The above deposits with banks is held as margin money against bank guarantees and Letter of credit.



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(All amounts in INR lakhs, unless otherwise stated)

**Note : 7E Loans - Current**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Security deposit			
Unsecured, considered good :	211.77	270.05	203.97
Unsecured, considered doubtful	24.65	56.00	41.06
Less : Allowances for doubtful debts/ expected credit loss	(24.65)	(56.00)	(41.06)
Unsecured, considered good :			
Loans to related parties (Refer note 26)	332.26	-	-
Loans to employees	2.07	6.61	11.34
<b>Total</b>	<b>546.10</b>	<b>276.66</b>	<b>215.31</b>

**Note: 7F Other current financial asset**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Advances recoverable in cash	147.53	60.55	309.71
<b>Total</b>	<b>147.53</b>	<b>60.55</b>	<b>309.71</b>

**Note : 7G Unbilled revenue**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Unbilled revenue	4,817.32	3,398.52	5,717.70
Less : Allowances for expected credit loss	(40.95)	(28.89)	(48.60)
<b>Total</b>	<b>4,776.37</b>	<b>3,369.63</b>	<b>5,669.10</b>

**Note : 8 Other current assets**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Pre- Paid expenses	122.60	107.16	85.59
Advances to suppliers	195.12	165.25	110.98
Balances with government authorities	148.43	171.05	178.46
Prepayments - leasehold land	0.79	0.79	0.79
<b>Total</b>	<b>466.94</b>	<b>444.25</b>	<b>375.82</b>

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(All amounts in INR lakhs, unless otherwise stated)

**Note : 9 Share Capital**

	Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
1	AUTHORIZED CAPITAL 200 lakhs (100 lakhs as at March 31,2017 and April 01, 2016) Equity Shares of Rs. 10/- each.	2,000.00	1,000.00	1,000.00
		<b>2,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 110.90 lakhs Equity Shares of Rs. 10/- each, Fully Paid up (March 31, 2017 91.38 lakhs and April 01, 2016 90.99 lakhs Equity Shares of Rs. 10/- each, Fully Paid up)	1,109.04	913.82	909.95
	<b>Total</b>	<b>1,109.04</b>	<b>913.82</b>	<b>909.95</b>

**(I) Reconciliation of No of shares**

Particular	Number of shares (in lakhs)	
	March 31, 2018	March 31, 2017
Number of Equity Shares at the beginning of financial year	91.38	90.99
Add:- Number of Shares Issued under employee stock option - ESOP	0.38	0.39
Add:- Number of Shares Issued during the year - Bonus	9.14	-
Add:- Number of Shares Issued - Preferential allotment	10.00	-
<b>Number of Equity Shares at the end of financial year</b>	<b>110.90</b>	<b>91.38</b>

- The Company has issued 38,395 shares under ADCC Employee stock option plan, 2014 on March 29, 2018 to eligible employees.
- The Company has issued 913,825 bonus shares in the ratio of 1 bonus share for each 10 equity shares held on August 11, 2017 and accordingly adjusted Rs. 91.38 lakhs against Securities Premium Account.
- The Company has made preferential allotment of 10,00,000 Equity Shares of face value of Rs 10 each at a price of Rs 170/- per share to Mr. Anand Sancheti on 15 November, 2017.

**(ii) Details of shareholders holding more than 5% of Shares**

Name	As at March 31, 2018	
	No. of Shares in lakhs	% of Holding
Raghav Infradevelopers & Builders Pvt. Ltd.	23.43	21.13%
AKS Infradevelopers Pvt. Ltd.	12.76	11.51%
Anand Sancheti	10.00	9.02%
Sameer Dattatraya Meghe	8.24	7.43%
SMG HOSPITALS PRIVATE LIMITED	13.64	12.30%
SMG International Pvt. Ltd.	13.22	11.92%
Sagar Dattatraya Meghe	8.11	7.32%

Name	As at March 31, 2017	
	No. of Shares in lakhs	% of Holding
SMG International Pvt. Ltd.	10.76	11.77%
Raghav Infradevelopers & Builders Pvt. Ltd.	21.30	23.31%
AKS Infradevelopers Pvt. Ltd.	11.60	12.69%
SMG Hospitals Pvt. Ltd.	12.40	13.57%
Sameer Dattatraya Meghe	5.42	5.94%
Sagar Dattatraya Meghe	5.29	5.78%



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(All amounts in INR lakhs, unless otherwise stated)

Name	As at April 01, 2016	
	No. of Shares in lakhs	% of Holding
SMG International Pvt. Ltd.	10.40	11.43%
Raghav Infradevelopers & Builders Pvt. Ltd.	21.30	23.41%
AKS Infradevelopers Pvt. Ltd.	11.60	12.75%
SMG Hospitals Pvt. Ltd.	12.40	13.63%

**Terms/Rights attached to each class of shares:****(iii) Terms and rights attached to each class of shares:**

Equity shares have a par value of Rs. 10/- They entitle the holder to participate in dividends, and to share in proceeds of winding up the company in proportion to the number of amounts paid on the shares held. Every holder of equity share present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

**Shares reserve for issue under options**

Information relating to ADCC Employee stock option scheme 2014, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of reporting period, is set out in note 31.

(iv) Aggregate number of shares allotted as fully paid up by way of bonus shares during the period of 5 years immediately preceding the balance sheet date.

Particular	Financial year	No of shares (lakhs)
Bonus shares issued by the company	2017-18	9.14

**Note 10 : Other Equity**

Subsidiary Companies	March 31, 2018	March 31, 2017	April 01, 2016
Securities premium reserve	2,282.39	757.86	739.74
General reserve	21.50	21.50	19.30
Share options outstanding account	13.85	22.99	25.50
Retained earnings	3746.58	3,423.34	2,980.21
Foreign Currency Translation Reserve	14.35	14.34	4.87
<b>Total reserves and surplus</b>	<b>6,078.67</b>	<b>4,240.03</b>	<b>3,769.62</b>

**Securities premium reserve**

Particular	As at March 31, 2018	As at March 31, 2017
Opening balance	757.86	739.74
Exercise of options - proceeds received	15.91	18.12
Bonus Issue	(91.38)	-
Preferential allotment	1,600.00	-
<b>Closing balance</b>	<b>2,282.39</b>	<b>757.86</b>

**General Reserve**

Particular	As at March 31, 2018	As at March 31, 2017
Opening balance	21.50	19.30
Employee stock option expense	-	2.20
<b>Closing balance</b>	<b>21.50</b>	<b>21.50</b>

## CEINSYS TECH LIMITED

( Formerly known as ADCC Infocad Limited )

### Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Share option outstanding account

Particular	As at March 31, 2018	As at March 31, 2017
Opening balance	22.99	25.50
Employee stock option expense	(9.14)	(2.51)
<b>Closing balance</b>	<b>13.85</b>	<b>22.99</b>

#### Retained Earnings

Particular	As at March 31, 2018	As at March 31, 2017
Opening balance	3,423.34	2,980.21
Net profit for the period	452.49	557.45
Dividends (including Tax thereon)	(151.94)	(109.51)
Items of other comprehensive income recognised directly in retained earnings	22.69	(4.81)
<b>Closing balance</b>	<b>3,746.58</b>	<b>3,423.34</b>

#### Nature & purpose of other reserve

##### Securities premium reserve

Security premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the act.

##### Share Options Outstanding Account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under ADCC Employee Stock option plan 2014.

##### Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to Statement of investment in foreign operations is disposed off.



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(All amounts in INR lakhs, unless otherwise stated)

**Note 11A : Borrowings - Non current**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Secured			
Term loan from bank	696.57	850.69	1,113.78
<b>Total</b>	<b>696.57</b>	<b>850.69</b>	<b>1,113.78</b>

Terms of repayment	Nature of Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Repayable in 78 equal monthly instalments after the moratorium period of 6 months from the date of disbursement	Secured by charge on property and Furniture, Fixtures, Computers, Office Equipment's etc.	261.54	341.68	409.12
Repayable in 66 equal monthly instalments after the moratorium period of 18 months from the date of disbursement	Secured by charge on Wind Mill & freehold land	317.52	400.78	470.32
Repayable in 84 equal monthly instalments after the moratorium period of 18 months from the date of disbursement	Secured by charge on Wind Mill, Equipment and Furniture & Fixture, freehold land	201.06	279.58	346.37
Repayable in 84 equal monthly instalments from the date of disbursement	Secured by charge on Plant & Machinery	183.40	-	-
Repayable in monthly instalments from the date of disbursement	Secured by charge on Vehicles	40.30	73.23	108.77
Current maturity of long term debt disclosed in other current financial liabilities ( refer note no 13 C)		(307.25)	(244.58)	(220.80)
<b>Total</b>		<b>696.57</b>	<b>850.69</b>	<b>1,113.78</b>

Vehicle loan from Banks carries interest rate of 9% to 10% p.a. (Previous Year 9.85% to 10.50%) and other loans from Bank carry an interest rate of 10.7% p.a. to 13.75% p.a. ( Previous Year 10.90%).

The aggregate amount of loans guaranteed by directors and other related parties was Rs. 963.52 Lakhs as at March 31, 2018 ( 1,022.04 Lakhs as at March 31, 2017 & Rs. 1,225.81 Lakhs as at April 01, 2016) (Refer note 26).

**Note 11B**

Other financial liabilities-Non-Current

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Lease equilisation reserve	61.70	45.10	35.86
<b>Total</b>	<b>61.70</b>	<b>45.10</b>	<b>35.86</b>

**Note : 12 Provisions - Non current**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Provision for employee benefits - Gratuity (Refer note 24)	-	22.87	70.08
<b>Total</b>	<b>-</b>	<b>22.87</b>	<b>70.08</b>

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(All amounts in INR lakhs, unless otherwise stated)

**Note : 13 A Borrowings - Current**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
<b>Secured</b>			
Loans repayable on demand			
From banks -			
Cash credit & working capital demand loan & other	7463.80	6923.89	5181.96
<b>Unsecured</b>			
Loans from related parties (refer note26)	545.00	892.00	1,133.62
LC payable	257.67	640.29	343.55
Others	2,738.77	2,856.26	2,527.79
<b>Total</b>	<b>10,747.57</b>	<b>10,672.15</b>	<b>8,843.37</b>

Loan Facility	Terms of repayment	Nature of Security	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
<b>Current Borrowings</b>					
<b>Secured</b>	On Demand	Hypothecation of Company's inventory, receivables both present and future and personal guarantee of directors and others.			
Cash credit/ working capital demand loan			7463.80	6923.89	5181.96
<b>Unsecured</b>					
Loan from related party	Repayable within 3 months from the date taken	Unsecured	545.00	892.00	1,133.62
Loans from Others	Repayable within 3 months from the date taken	Unsecured	2,738.77	2,856.26	2,527.79
			<b>10,747.57</b>	<b>10,672.15</b>	<b>8,843.37</b>

The above cash credit/ WCDL from Banks carries an interest rate of 10.7% p.a. ( Previous Year 10.4% to 10.9%)

Loans from related parties and loans from others carries an interest rate of 13.5% to 15% p.a. (Previous Year 12% to 13.5%)



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(All amounts in INR lakhs, unless otherwise stated)

**Net Debt Reconciliation**

This section sets out an analysis of net debt and the movement in net debt.

Particular	As at March 31, 2018	As at March 31, 2017
Cash and cash equivalents	22.30	62.52
Bank balance other than cash and cash equivalents	856.71	491.05
Current borrowings	(10,747.57)	(10,672.15)
Current maturity of long term debt	(307.25)	(244.58)
Non current borrowings	(696.57)	(850.69)
<b>Net debt</b>	<b>(10,872.38)</b>	<b>(11,213.85)</b>

Particular	Cash and Cash Equivalents	Other bank balance	Current borrowings	Non current borrowings including current maturities	Total
<b>Net debt as at March 31, 2017</b>	<b>62.52</b>	<b>491.05</b>	<b>(10,672.15)</b>	<b>(1,095.27)</b>	<b>(11,213.85)</b>
Cash flows	(40.22)	407.72	(1,143.04)	89.14	(686.40)
Interest expense	-	-	(1,404.62)	(106.30)	(1,510.92)
Interest paid	-	-	1,404.62	108.61	1,513.23
Other non-cash movements					
- disposal of subsidiaries	-	(42.06)	1,067.62	-	1,025.56
- Fair value adjustments	-	-	-	-	-
<b>Net debt as at March 31, 2018</b>	<b>22.30</b>	<b>856.71</b>	<b>(10,747.57)</b>	<b>(1,003.82)</b>	<b>(10,872.38)</b>

**Note : 13B Trade Payable**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Total outstanding dues of Micro enterprises and small enterprises (Refer note 37)	29.00	-	-
Total outstanding dues of creditors other than Micro enterprises and small enterprises	2,859.12	1,870.17	2,071.43
<b>Total</b>	<b>2,888.12</b>	<b>1,870.17</b>	<b>2,071.43</b>

**Note : 13C Other financial liabilities - Current**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Current maturities of long term debts	307.25	244.58	220.80
Lease equilisation reserve	2.16	7.18	5.25
Employee related liabilities	476.79	39.72	292.27
Security deposits collected	63.91	62.27	59.67
<b>Total</b>	<b>850.11</b>	<b>353.75</b>	<b>577.99</b>

## CEINSYS TECH LIMITED

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### Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(All amounts in INR lakhs, unless otherwise stated)

#### Note : 14 Provisions - Current

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Provision for employee benefits			
Gratuity (Refer note 24)	57.37	14.68	10.03
Leave obligations (Refer note 24)	64.08	65.73	47.69
Provision for expected loss on customer contracts	20.17	-	-
<b>Total</b>	<b>141.62</b>	<b>80.41</b>	<b>57.72</b>

Provision for expected loss on customer contracts represents, estimated losses on uncompleted contracts based on the expected contracts estimates at reporting date.

#### Note : 15 Other current liabilities

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Statutory dues payable	224.17	126.61	109.50
Advance from parties	166.74	-	-
Unearned income liability	35.23	-	-
Others	1.44	40.24	67.02
<b>Total</b>	<b>427.58</b>	<b>166.85</b>	<b>176.52</b>

#### Note : 16 Income tax liabilities ( Net)

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Provision for Income tax ( Net of advance tax of Rs. 466.5 lakhs as at March 31, 2017 )	-	146.65	-
<b>Total</b>	<b>-</b>	<b>146.65</b>	<b>-</b>

#### Note : 17 Revenue from operations (Net of Taxes)

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Sale of software products	2,201.89	2,400.49
Enterprise Geospatial & engineering services	11,634.59	11,711.93
Sale of electricity	233.21	282.34
<b>Total</b>	<b>14,069.69</b>	<b>14,394.76</b>

#### Note : 18 Other income

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Interest income from financial asset at amortised cost	242.81	124.78
Miscellaneous receipts	21.64	57.35
<b>Total</b>	<b>264.45</b>	<b>182.13</b>



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**Note : 19 Employees benefit expenses**

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Salaries, wages and bonus etc.	3884.65	2905.29
Contribution to provident and other funds	250.06	137.04
Staff welfare expenses	26.77	20.69
Employee compensation expenses (refer note 31)	6.77	17.82
<b>Total</b>	<b>4,168.25</b>	<b>3,080.84</b>

**Note :20 Finance cost**

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Interest on loan from bank	866.60	762.76
Other borrowing cost	98.37	113.17
Interest on unsecured loans	545.95	551.19
<b>Total</b>	<b>1,510.92</b>	<b>1,427.12</b>

**Note : 21 Other Expenses**

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Advertisement & business promotion	48.73	55.83
Bad debts/advances written off	1.31	256.55
Bank charges & BG commission	147.69	127.96
CSR activity expenses (Refer note 21b)	25.66	29.15
Director sitting fees	6.78	0.60
Outsourcing Expenses	2,790.77	2,191.03
Other expenses	140.50	139.31
Expected loss on customer contracts ( Refer note 14)	20.17	-
Provision for doubtful financial assets/ expected credit loss (Refer note 28B)	5.76	51.00
Power & fuel expenses	54.20	40.27
Printing & stationery expenses	34.85	28.76
Professional & consultancy charges ( Refer note 21a)	399.37	266.36
Rates & taxes	32.37	1.72
REC & other charges	38.85	37.24
Rent	329.07	258.56
Repairs and maintenance		
Building	11.16	3.92
Others	58.19	44.51
Security expenses	13.12	37.00
Telephone & internet charges	50.62	51.10
Tender registration expenses	8.18	15.96
Travelling & conveyance expenses	381.83	279.07
<b>Total</b>	<b>4,599.18</b>	<b>3,915.90</b>

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#### Note 21(a): Details of auditors remuneration

Particular	Year ended March 31, 2018	Year ended March 31, 2017
As auditor		
Audit Fees	17.00	4.38
<b>In other capacities</b>		
Taxation related matters	-	2.70
Other services	4.25	1.37
Reimbursement of expenses	2.62	-
<b>Total</b>	<b>23.87</b>	<b>8.45</b>

#### Note 21(b): Corporate Social Responsibility

Particular	Year ended March 31, 2018	Year ended March 31, 2017
Amounts required to be spent as per section 135 of the Act	25.25	21.48
Amount spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On purpose other than (i) above	25.66	29.15
<b>Total</b>	<b>25.66</b>	<b>29.15</b>

#### Note 22A: Deferred tax assets

The balance comprises temporary differences attributable to:

Particular	March 31, 2018	March 31, 2017	April 01, 2016
Deferred tax liabilities			
Property, plant and equipment	0.54	0.58	0.38
	<b>0.54</b>	<b>0.58</b>	<b>0.38</b>
Deferred tax assets			
Tax Losses	-	26.47	-
Unused tax credit ( MAT credit entitlement)	131.46	111.12	21.55
	<b>131.46</b>	<b>137.59</b>	<b>21.55</b>
<b>Deferred tax assets (net)</b>	<b>(130.92)</b>	<b>(137.01)</b>	<b>(21.17)</b>



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**Deferred tax liabilities (net)****The balance comprises temporary differences attributable to:**

Particular	March 31, 2018	March 31, 2017	April 01, 2016
<b>Deferred tax liabilities</b>			
Property, plant and equipment	279.24	396.06	368.72
Impact of revenue recognition	-	-	224.76
Others	-	-	0.36
	279.24	396.06	593.84
<b>Deferred tax assets</b>			
Defined benefit obligation	37.70	31.98	14.61
Impact of revenue recognition	10.09	140.06	-
Expected credit loss on financial assets	125.20	138.94	95.19
Rent equilisation	17.59	16.19	9.84
Unused tax credit ( MAT credit entilement)	20.58	-	-
	211.16	327.17	119.64
<b>Deferred tax liabilities (net)</b>	<b>68.08</b>	<b>68.89</b>	<b>474.20</b>

**Movements in deferred tax are as follows:**

Particular	Property, plant and investment property	Tax Losses	"Unused tax credit (MAT credit entilement)"	Total
At April 1, 2016- DTA	0.38	-	(21.55)	(21.17)
Charged/ (credited)				
- to profit or loss	0.20	(26.47)	(89.57)	(115.84)
- to other comprehensive income	-	-	-	-
<b>At March 31, 2017- DTA</b>	<b>0.58</b>	<b>(26.47)</b>	<b>(111.12)</b>	<b>(137.01)</b>
Charged/ (credited)				
- to profit or loss	(0.04)	26.47	(20.34)	6.09
- to other comprehensive income	-	-	-	-
<b>At March 31, 2018- DTA</b>	<b>0.54</b>	<b>0.00</b>	<b>(131.46)</b>	<b>(130.92)</b>

**Movements in deferred tax are as follows:**

Particular	Property, plant and investment property	Defined benefit obligation	Expected credit loss on financial assets	Rent equilisation	Impact of revenue recognition	Others	Unused tax credit (MAT credit entilement)	Total
At April 1, 2016- DTL	368.72	(14.61)	(95.19)	(9.84)	224.76	0.36	-	474.20
Charged/ (credited)								
- to profit or loss	27.34	(14.82)	(43.75)	(6.35)	(364.82)	(0.36)	-	(402.76)
- to other comprehensive income	-	(2.55)	-	-	-	-	-	(2.55)
<b>At March 31, 2017- DTL</b>	<b>396.06</b>	<b>(31.98)</b>	<b>(138.94)</b>	<b>(16.19)</b>	<b>(140.06)</b>	<b>-</b>	<b>-</b>	<b>68.89</b>
Charged/ (credited)								
- to profit or loss	(116.82)	(14.35)	13.74	(1.40)	129.97	-	(20.58)	(9.44)
- to other comprehensive income	-	8.63	-	-	-	-	-	8.63
<b>At March 31, 2018- DTL</b>	<b>279.24</b>	<b>(37.70)</b>	<b>(125.20)</b>	<b>(17.59)</b>	<b>(10.09)</b>	<b>-</b>	<b>(20.58)</b>	<b>68.08</b>

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#### Note 22B: Income tax expenses

##### Income tax expense in the statement of profit and loss consists of:

Particular	For the year ended March 31, 2018	For the year ended March 31, 2017
Current income tax:		
Income Tax (Current year)	67.20	581.75
Deferred tax charge/ (credit)	(9.15)	(519.38)
Income tax expense reported in the statement of profit or loss	58.05	62.37
Income tax recognised in other comprehensive income		
- Deferred tax expense/ (income) arising on income and expense recognised in other comprehensive income	8.63	(2.55)
<b>Total</b>	<b>66.68</b>	<b>59.82</b>

##### Reconciliation of tax expenses and accounting profit multiplied by India's tax rate

Particular	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit before tax	510.54	619.82
Enacted income tax rate in India	32.16%	34.61%
Computed expected tax expense	164.19	214.51
Effect of:		
Expenses not allowed for tax purpose	15.72	10.23
Exempt income	(85.94)	(173.57)
Tax rate difference	14.85	37.68
Gain on sale of subsidiaries	(62.22)	(41.59)
Tax losses for which no deferred tax was recognise.	14.72	18.20
Others	(3.27)	(3.09)
<b>Income tax expenses reported in the statement of profit and loss</b>	<b>58.05</b>	<b>62.37</b>



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**Note 23: Group Information**

	Name	Principal activities	Country	% Equity interest		
				March 31, 2017	March 31, 2018	April 1, 2016
<b>A</b>	<b>Indian subsidiaries</b>					
1	ADCC Infocom Private Limited	Topographic Mapping, GIS, Photogrammetry, Engineering Design Services, Electrical distribution surveys and Natural Resources	India	100.00%	100.00%	100.00%
2	AI Instruments Private Limited (disposed w.e.f. June 26, 2017)	Autodesk products dealer	India	-	100.00%	100.00%
3	ADCC Tech Limited (disposed w.e.f. August 30, 2017)	Topographic Mapping, GIS, Photogrammetry, Engineering Design Services, Electrical distribution surveys and Natural Resources	India	-	100.00%	100.00%
4	ADCC Academy Private Limited (disposed w.e.f. June 03, 2016)	Training Institution	India	-	-	100.00%
<b>B</b>	<b>Overseas subsidiary</b>					
1	ADCC International East Africa Limited (disposed w.e.f. March 28, 2018)	Topographic Mapping, GIS, Photogrammetry, Engineering Design Services, Electrical distribution surveys and Natural Resources, Autodesk products dealer	Kenya	-	90.00%	90.00%
2	ADCC Technology Zambia Limited	Topographic Mapping, GIS, Photogrammetry, Engineering Design Services, Electrical distribution surveys and Natural Resources, Autodesk products dealer	Zambia	90.00%	90.00%	90.00%

**Note 24: Employee benefit**Brief description of the Plans:Other Long Term Employee Benefit Obligations

Leave obligation, which are expected to be availed beyond 12 months from the end of the year are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/ gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Post-employment benefit plans:Defined Contribution plans

The group's defined contribution plans are Provident Fund and Employees State Insurance Fund and Employees' Pension Scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952). The Company has no further obligation beyond making the contributions to such plans.

Defined Benefit plans

Gratuity for employees in India is as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary

per month computed proportionately for the number of years of service. The gratuity plan is a funded plan and the Company plan assets is administered by an insurer and company funds the plan on periodical basis.

On 29th March 2018, Central Government notified the Payment of Gratuity (Amendment) Act, 2018 ("the Act"). The Act increases the ceiling of the amount of gratuity payable to employee from 10 lakhs to 20 lakhs. The amendment has increased the amount of gratuity provision recognized by group in the financial statements for the year ended 31 March 2018.

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

**Investment risk**

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Plan investment is a qualifying insurance policy with the LIC of India.

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**Interest risk**

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

increase in the salary of the plan participants will increase the plan's liability.

The gratuity plan is a funded plan and assets are insurer managed

**Longevity risk**

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

I. Charge to the Statement of Profit and Loss based on Defined Contribution Plans:

**Salary risk**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an

Particulars	Year ended 2018	Year ended 2017
Employer's contribution to Regional Provident Fund Office	187.93	98.07
Employer's contribution to Employees' State Insurance	62.13	38.97

II. Disclosures for defined benefit plans based on actuarial valuation reports:

Following disclosures are w.r.t. Gratuity obligations

**A. Change in Defined Benefit Obligation**

Particulars	Year ended 2018	Year ended 2017
Present Value of Defined Benefit Obligation as at beginning of the year	207.97	159.45
Interest Cost	14.14	12.12
Service Cost	48.59	34.52
Contributions from plan participants	-	-
Liability Transferred In for Employees Joined	-	-
Liability Transferred Out for Employees left	-	-
Benefits Paid from the fund	(0.93)	(5.55)
Actuarial (Gains)/loss - due to change in Demographic Assumptions	(15.96)	-
Actuarial (Gains)/loss - due to change in Financial Assumptions	(16.08)	12.55
Actuarial (Gains)/loss - due to experience adjustments	(0.29)	(5.12)
<b>Present Value of Defined Benefit Obligation as at the end of the year</b>	<b>237.44</b>	<b>207.97</b>



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**B. Changes in the Fair Value of Plan Assets**

Particulars	Year ended 2018	Year ended 2017
Fair Value of Plan Assets as at beginning of the year	170.42	79.34
Interest Income	11.59	6.03
Contributions from employer	-	90.53
Contributions from plan participants	-	-
Assets Transferred In for Employees joined	-	-
Assets Transferred out for Employees left	-	-
Benefits Paid from the fund	(0.93)	(5.55)
Return on Plan Assets, Excluding Interest Income	(1.01)	0.07
<b>Fair Value of Plan Assets as at the end of the year</b>	<b>180.07</b>	<b>170.42</b>

**C. Amount recognised in the Balance Sheet**

Particulars	As at 'March 2018	As at 'March 2017	As at April 01, 2016
Present Value of Defined Benefit Obligation as at the end of the year	237.44	207.97	159.45
Fair Value of Plan Assets as at end of the year	180.07	170.42	79.34
<b>Net Liability/(Asset) recognised in the Balance Sheet</b>	<b>57.37</b>	<b>37.55</b>	<b>80.11</b>

Recognised under:			
Non Current provision (Refer note 12)	-	22.87	70.08
Current provision (Refer note 14)	57.37	14.68	10.03

The Company has no legal obligation to settle the deficit in the funded plan (Gratuity) with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans in line with the insurer's latest recommendations.

**D. Expenses recognised in Statement of Profit and Loss**

Particulars	As at 'March 2018	As at 'March 2017
Current Service Cost	28.31	34.52
Past Service Cost	20.28	-
Net interest Cost	2.55	6.09
<b>Total Expenses / (Income) recognised in the Statement of Profit And Loss</b>	<b>51.14</b>	<b>40.61</b>

**E. Expenses Recognized in the Other Comprehensive Income (OCI) for Current Year**

Particulars	As at 'March 2018	As at 'March 2017
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in demographic assumptions	(15.96)	-
Actuarial (Gains)/Losses on Obligation For the Period - Due to changes in financial assumptions	(16.08)	12.55
Actuarial (Gains)/Losses on Obligation For the Period - Due to experience adjustment	(0.29)	(5.12)
Return on Plan Assets, Excluding Interest Income	1.01	(0.07)
<b>Net (Income)/Expense For the Period Recognized in OCI</b>	<b>(31.32)</b>	<b>7.36</b>

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**F. Significant Actuarial Assumptions:**

Particulars	As at 'March 2018	As at 'March 2017	As at April 01, 2016
Discount Rate (per annum)	7.60%	6.80%	7.60%
Salary escalation rate	10.00%	10.00%	10.00%
Withdrawal rate	17.90%	10.00%	10.00%

**G. Movements in the present value of net defined benefit obligation are as follows:**

Particulars	As at 'March 2018	As at 'March 2017
Opening Net Liability	37.55	80.11
Expenses Recognized in Statement of Profit or Loss	51.14	40.61
Expenses Recognized in OCI	(31.32)	7.36
Employer's Contribution	-	(90.53)
<b>Net Liability/(Asset) Recognized in the Balance Sheet</b>	<b>57.37</b>	<b>37.54</b>

**H. Cash Flow Projection: From the Fund**

Projected Benefits Payable in Future Years From the Date of Reporting	Estimated for the year ended March 31, 2018	Estimated for the year ended March 31, 2017
1st Following Year	36.39	14.67
2nd Following Year	35.59	16.36
3rd Following Year	31.49	18.59
4th Following Year	29.28	17.86
5th Following Year	27.96	17.93
After 5th Year	199.49	322.62



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**I. Sensitivity Analysis**

Projected Benefits Payable in Future Years From the Date of Reporting	As at March 31, 2018	As at March 31, 2017
Impact of + 0.5% Change in Rate of Discounting	(5.13)	(8.01)
Impact of -0.5% Change in Rate of Discounting	5.38	8.59
Impact of +1% Change in Rate of Salary Increase	9.18	13.28
Impact of -1% Change in Rate of Salary Increase	(8.73)	(12.29)

The above sensitivity analysis are based on change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Following disclosures are w.r.t. Leave obligations**

The liability for Leave obligation (Non – Funded) as at year end is Rs. 64.08 Lakhs  
(As at March 31, 2017 Rs. 65.73 Lakhs and as at April 1, 2016 -Rs. 47.69 Lakhs)

**Note 25: Commitments and contingencies****Non cancellable operating lease commitments**

The group leases various offices and guest houses under non-cancellable operating lease expiring within 2 to 5 years. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are negotiated.

	March 31, 2018	March 31, 2017	April 1, 2016
<b>Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:</b>			
Within one year	200.12	114.38	90.83
Later than one year but not later than five years	500.72	304.52	259.18
Later than five years	-	9.72	38.82
	<b>700.84</b>	<b>428.62</b>	<b>388.83</b>

There are no capital commitments and contingent liabilities as at the end of any of the reported year.

**Note 26: Related Party transactions**

<b>I Key Management Personnel (KMP)</b>	<b>II Entities controlled by Key Management Personnel and relatives of Key Management Personnel #</b>
Mr Sagar Meghe <sup>§</sup> <i>Chairman</i>	Datta Meghe Institute of Eng Tech and Research (P)
Mr Sameer Meghe <sup>§</sup> <i>Vice Chairman</i> <i>(Till May 31, 2017)</i>	Raghav infra Developers & Builders Private Limited <sup>§</sup>  Mai Manpower LLP
Mr Atul Dev Tayal <i>Vice Chairman and Senior Managing Director</i> <i>(From July 1, 2017 to March 29, 2018)</i>	SMD Hospitals Private Limited  Radha Ridhi Enterprises Private Limited
Mr Amit Somani <sup>§</sup> <i>Managing Director</i> <i>(Till March 29, 2018)</i>	Primus Finance Private Limited  ADCC Academy Private Limited (From June 04, 2016)
Mr Abhay Kimmatkar <sup>§</sup> <i>Joint Managing Director</i>	ADCC Infocad IT Services  Melange Global General Trading
Mr George Varkey Jacob <i>Independent Director*</i> <i>(till August 31, 2017)</i>	SMG Hospitals Private Limited <sup>§</sup>  SMG Realities Private Limited <sup>§</sup>
Mr Arun Wankhede <i>Independent Director*</i> <i>(till February 13, 2018)</i>	<b>III Relative of KMP #</b>
Mr Chandrakant Tiwari <i>Independent Director*</i> <i>(till August 31, 2017)</i>	Mrs. Shalinitai Meghe <sup>§</sup>  Smt. Smita Meghe
Mrs Shrilekha Lanjekar <i>Independent Director*</i> <i>(till December 14, 2017)</i>	Mrs. Devika Meghe <sup>§</sup>  Mrs. Vrinda Meghe <sup>§</sup>
Mrs Renu Challu <i>Independent Director*</i> <i>(From August 31, 2017)</i>	Ms Radhika Meghe  Mrs. Sheetal Somani
Mr Satish Wate <i>Independent Director*</i> <i>(From July 14, 2017)</i>	Mrs. Jayshree Kimmatkar  Mr. Sameer Meghe (from June 01, 2017) <sup>§</sup>
Mr Kishore Dewani <i>Independent Director*</i> <i>(From January 15, 2018)</i>	# with whom transaction have taken place.
Mr Dhruv Kaji <i>Independent Director*</i> <i>(From July 14, 2017)</i>	
<p><i>"* Non Executive Independent Directors were only paid sitting fees for attending Board and Board Committee meetings for the year ended March 31, 2018."</i></p>	



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**B. Transaction with related parties**

The following transactions occurred with related parties

Nature of Transaction	Key Management Personnel		Entities controlled by Key management personnel		Relative of Key Management Personnel	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
<b>Sales of products and services</b>						
Datta Meghe Institute of Eng Tech & Research (P)	-	-	1.90	-	-	-
<b>Rent paid</b>						
Mrs. Shalinitai Meghe	-	-	-	-	43.10	39.18
Ms Radhika Meghe	-	-	-	-	29.04	26.40
Mrs. Sheetal Somani	-	-	-	-	11.15	1.20
Mrs Smita Meghe	-	-	-	-	0.60	-
Mr Sameer Meghe	2.20	12.78	-	-	11.86	-
Mr Amit Somani	9.65	1.20	-	-	-	-
Mr Abhay Kimmatkar	24.90	-	-	-	-	-
Raghav infra Developers & Builders Pvt Ltd	-	-	2.89	3.35	-	-
Radha Ridhi Enterprises Pvt Ltd	-	-	2.35	-	-	-
<b>Professional fees paid</b>						
Smita Meghe	-	-	-	-	17.78	26.30
Sheetal Somani	-	-	-	-	53.97	32.07
Mrs. Jayshree Kimmatkar	-	-	-	-	0.75	15.93
<b>Loan taken/(repayment) (net)</b>						
Primus Finance Pvt. Ltd.	-	-	410.0	(355.50)	-	-
ADCC Academy Pvt Ltd	-	-	-	(90.44)	-	-
Melange Global General Trading	-	-	(64.85)	64.85	-	-
ADCC Infocad IT Services	-	-	(39.60)	31.72	-	-
<b>Loan Given</b>						
Primus Finance Pvt. Ltd.	-	-	330.00	-	-	-
<b>Security Deposit given</b>						
Radha Ridhi Enterprises Pvt Ltd	-	-	0.94	-	-	-
<b>Interest Income on loans given</b>						
Primus Finance Pvt. Ltd.	-	-	2.51	-	-	-
<b>Interest expenses on loans taken</b>						
Primus Finance Pvt. Ltd.	-	-	70.33	136.06	-	-
Melange Global General Trading	-	-	-	2.44	-	-
ADCC Infocad IT Services	-	-	27.41	28.41	-	-
<b>Other Expenses</b>						
Mai Manpower LLP - Security Service Expense	-	-	4.08	-	-	-
SMD Hospitals Pvt Ltd - Annual Maintenance	-	-	0.62	-	-	-
ADCC Academy Private Limited - Training Expenses	-	-	1.39	-	-	-
ADCC Academy Private Limited - Internet and web charges	-	-	0.04	-	-	-

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C Key managerial personnel compensation :

**The remuneration of key managerial personnel during the year was as follows:**

Particular	March 31, 2018	March 31, 2017
Short-term employment benefit	397.97	198.22
Sitting fees paid to independent director	6.78	0.60
Post-employment benefit	0.59	0.43
Employee share-based payment	2.34	1.73
<b>Total Compensation</b>	<b>407.68</b>	<b>200.98</b>

Note: Benefits in form of leave and gratuity are not calculated separately for each employee and hence disclosed on payment basis.

Nature of Transaction	Key Management Personnel			Entities Controlled by Key Management Personnel			Relative of Key Management Personnel		
	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016	March 31, 2018	March 31, 2017	April 01, 2016
<b>Loans given ( including interest receivables)</b>									
Primus Finance Pvt. Ltd.	-	-	-	332.26	-	-	-	-	-
<b>Loans taken ( including interest payable)</b>									
Primus Finance Pvt. Ltd.	-	-	-	545.00	576.02	930.00	-	-	-
Melange Global General Trading	-	-	-	-	64.85	-	-	-	-
ADCC Infocad IT Services	-	-	-	-	251.13	203.62	-	-	-
<b>Director Remuneration payable</b>	<b>105.47</b>	-	-	-	-	-	-	-	-
<b>Security deposit given/(taken)</b>									
ADCC Academy Pvt Ltd	-	-	-	-	-	(3.50)	-	-	-
Radha Riddhi Enterprises Pvt Ltd	-	-	-	-	-	-	0.94	-	-
Radhika Meghe	-	-	-	-	-	-	5.00	5.00	5.00

All the transactions with related parties were made in normal commercial terms and conditions and at market rate.

All outstanding balance are unsecured.

\$ These parties ( Refer note 26A) have provided guarantees to the banks for loans and other banking facilities taken by the Company.



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**Note 27: Fair Value Measurements**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**A. Fair Value Hierarchy**

**Level 1-** Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2-** Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3-** Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at March 31, 2018 is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	" Significant observable inputs (Level 2) "	" Significant unobservable inputs (Level 3) "
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	11,631.62	-	-	11,631.62
Loans	588.63	-	-	588.63
Other financial assets	284.30	-	-	284.30
Cash and cash equivalents	22.30	-	-	22.30
Bank balances other than cash and cash equivalents	856.71	-	-	856.71
Unbilled Revenues	4,776.37	-	-	4,776.37
<b>Financial Assets measured at fair value - Recurring fair value measurement</b>				
Investment in equity instruments	5.01	-	-	5.01
<b>Total Financial assets</b>	<b>18,164.94</b>	<b>-</b>	<b>-</b>	<b>18,164.94</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	11,444.14	-	-	11,444.14
Trade payables	2,888.12	-	-	2,888.12
Other financial liabilities	911.81	-	-	911.81
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	13.85	-	13.85	-
<b>Total Financial liabilities</b>	<b>15,257.92</b>	<b>-</b>	<b>13.85</b>	<b>15,244.07</b>

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at **March 31, 2017** is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	" Significant observable inputs (Level 2) "	" Significant unobservable inputs (Level 3) "
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	9,327.62	-	-	9,327.62
Loans	293.27	-	-	293.27
Other financial assets	557.83	-	-	557.83
Cash and cash equivalents	62.52	-	-	62.52
Bank balances other than cash and cash equivalents	491.05	-	-	491.05
Unbilled Revenues	3,369.63	-	-	3,369.63
<b>Financial Assets measured at fair value - Recurring fair value measurement</b>				
Investment in equity instruments	582.00	-	-	582.00
<b>Total Financial assets</b>	<b>14,683.92</b>	<b>-</b>	<b>-</b>	<b>14,683.92</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	11,522.84	-	-	11,522.84
Trade payables	1,870.17	-	-	1,870.17
Other financial liabilities	398.85	-	-	398.85
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	22.99	-	22.99	-
<b>Total Financial liabilities</b>	<b>13,814.85</b>	<b>-</b>	<b>22.99</b>	<b>13,791.86</b>

The carrying value and fair value of financial instruments by categories including the quantitative disclosures of fair value measurement hierarchy as at April 1, 2016 is as follows:

Particulars	Carrying Value	Fair Value		
		Quoted prices in active markets (Level 1)	" Significant observable inputs (Level 2) "	" Significant unobservable inputs (Level 3) "
<b>Financial assets which are measured at amortised cost for which fair values are disclosed</b>				
Trade receivables	6,193.10	-	-	6,193.10
Loans	264.17	-	-	264.17
Other financial assets	472.12	-	-	472.12
Cash and cash equivalents	275.66	-	-	275.66
Bank balances other than cash and cash equivalents	750.19	-	-	750.19
Unbilled Revenues	5,669.10	-	-	5,669.10
<b>Financial Assets measured at fair value - Recurring fair value measurement</b>				
Investment in equity instruments	5.00	-	-	5.00
<b>Total Financial assets</b>	<b>13,629.34</b>	<b>-</b>	<b>-</b>	<b>13,629.34</b>
<b>Financial Liabilities which are measured at amortised cost for which fair values are disclosed</b>				
Borrowings	9,957.14	-	-	9,957.14
Trade payables	2,071.43	-	-	2,071.43
Other financial liabilities	613.85	-	-	613.85
<b>Financial Liabilities which are measured at fair value</b>				
Employee stock option	25.50	-	25.50	-
<b>Total Financial liabilities</b>	<b>12,667.92</b>	<b>-</b>	<b>25.50</b>	<b>12,642.42</b>



**The following methods and assumptions were used to estimate the fair values:**

- 1 For financial assets and liabilities which are measured at fair value, the carrying amounts are equal to its fair values.
- 2 The fair value of Employee Stock option is determined using Black Scholes Valuation model.
- 3 The fair value of Financial Instruments is determined using discounted cash flows analysis.
- 4 The carrying amount of the financial assets and liabilities which are measured at amortised cost, is reasonable approximation of its fair value.

**Note 28: Financial risk management**

The group's activities expose it to market risk, credit risk and liquidity risk. The group's financial risk management is an integral part of how to plan and execute its business strategies. The group's financial risk management policy is set by the Committee of Board of Directors.

**A) Market Risk**

Market Risk is the risk that the future value of a financial instrument will fluctuate due to moves in the market factors. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments.

The group manages market risk through a treasury department headed by the CFO, which evaluates and exercises independent control over the entire process of market risk management and the processes of risk management is also approved by Senior Management and the Audit Committee.

**The most common types of market risks include**

- interest rate risk,
- foreign currency risk and
- equity price risk.

**Interest Rate Risk**

Interest rate risk occurs when the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize such risk the treasury performs a interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The group's fixed rate borrowings are carried at amortised cost. They are therefore, not subject to interest rate risk as defined in IND As 107, since neither the carrying amount nor the future cash flow will fluctuate because of change in market interest rates.

**Interest rate risk exposure:**

The exposure of group's borrowing to interest rate changes at the end of reporting period are as follows:

Year	March 31, 2018	March 31, 2017	April 01, 2016
Variable rate borrowings-non current	777.91	1,028.72	1,234.18

**Sensitivity:**

Profit or loss is sensitive to higher/lower interest rate expenses from borrowings as result of change in interest rates

Year	Impact on profit before tax	
	March 31, 2017	April 01, 2016
Interest rate increased by 50 basis points*	(3.89)	(5.14)
Interest rate decreased by 50 basis points*	3.89	5.14

\* Holding all other variables constant

The Company's investment in Bank Deposits are fixed rate deposits and hence not exposed to Interest rate risk.

**(ii) Foreign Currency Risk**

Foreign Currency risk is the risk that the future earnings or fair values of future cash flows will fluctuate because of changes in foreign exchange rates. Since the Company operates internationally on a very limited basis, the exposure to foreign currency risk is not significant.

**Unhedged foreign currency exposures:**

**Unhedged foreign currency exposure as at the reporting date:**

Year	March 31, 2018	March 31, 2017	April 01, 2016
	USD in Lakhs		USD in Lakhs
Loans and other receivable	2.70	8.69	0.03

the following table analyses the company's to a 2% increase or decrease in exchange rate of the USD against INR

Year	Impact on profit before tax		
Currency	March 31, 2018	March 31, 2017	April 1, 2016
INR	3.50	11.26	0.04

Year	March 31, 2018	March 31, 2017	April 01, 2016
	USD in Lakhs		USD in Lakhs
Borrowings and other payable	-	4.52	3.07

the following table analyses the company's to a 2% increase or decrease in exchange rate of the USD against INR

Currency	Impact on profit before tax		
	March 31, 2018	March 31, 2017	April 1, 2016
INR	-	5.86	4.07

**(iii) Equity price risk**

The group investments in unquoted equity shares are subject to market price risk arising from uncertainties about future values of the invested securities. The group's investments in unquoted equity shares is very limited and the same is reviewed and approved by senior management on a regular basis. These investments are not sensitive to equity prices.

**B Credit risk**

Credit risk arises from the possibility that the counter party may not be able to settle their obligation as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are periodically reviewed on the basis of such information.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due.

Where recoveries are made, these are recognised as income in the statement of profit and loss.

**Cash and cash equivalents and deposits:** Balances and deposits with banks are subject to low credit risks due to good credit ratings assigned to the banks.

**"Trade and other receivables:** The group measures the expected credit loss of trade receivables, retention with customers and other financial assets which are subject to credit risk, based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends."

The group has used practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. The provision matrix taken into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

The following table summarizes the Gross carrying amount of the financial assets and provision made.

	March 31, 2018		March 31, 2017		April 01, 2016	
	Gross Carrying Amount	Provision for Loss Allowance	Gross Carrying Amount	Provision for Loss Allowance	Gross Carrying Amount	Provision for Loss Allowance
Trade Receivables	12,020.38	(388.76)	9,690.70	(363.08)	6,495.62	(302.52)
Loans - Security Deposits	279.03	(24.73)	336.45	(56.71)	289.59	(46.56)
Unbilled Revenue	4,817.32	(40.95)	3,398.52	(28.89)	5,717.70	(48.60)



The following table summarizes the changes in the Provisions made for the receivables:

Particular	March 31, 2018	March 31, 2017
Opening balance	(448.68)	(397.68)
Provided during the year (net of write off)	(5.76)	(51.00)
Reversals of provisions	-	-
<b>Closing balance</b>	<b>(454.44)</b>	<b>(448.68)</b>

No significant changes in estimation techniques or assumptions were made during the reporting period.

### C Liquidity risk

Liquidity Risk refers to insufficiency of funds to meet financial obligations. Liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position comprising the undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows.

#### Maturity profile of financial liabilities:

Particular	Up to 1 year	1 to 3 years	3 to 5 years	5 years & above
<b>March 31, 2018</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	11,153.22	666.61	89.51	76.71
Trade payables	2,888.12	-	-	-
Other financial liabilities	542.86	31.52	30.18	-
<b>March 31, 2017</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	11050.82	713.94	247.21	-
Trade payables	1,870.17	-	-	-
Other financial liabilities	109.17	12.44	28.01	4.65
<b>April 1, 2016</b>				
<b>Maturity of Financial Liabilities</b>				
Borrowings*	9321.82	737.38	602.45	-
Trade payables	2,071.43	-	-	-
Other financial liabilities	357.19	35.86	-	-

\* Including principal and interest repayment

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**Note 29: Capital Management**

The primary objective of capital management is to safeguard their ability to continue as going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The group consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and risk managements of the underlying assets.

The group monitors the capital structure on the basis of total debt and equity ratio and maturity profile of overall debt portfolio of the group.

Net Debt ( total borrowing net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet).

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Net Debt	10,872.38	11,213.85	9,152.09
Equity	7,187.71	5,153.85	4,682.82
<b>Capital and net debt</b>	<b>18,060.09</b>	<b>16,367.70</b>	<b>13,834.92</b>
<b>Debt equity ratio</b>	<b>1.51</b>	<b>2.18</b>	<b>1.95</b>

As a part of the group's capital management, the Company has during the year ended March 31, 2018, raised a sum of RS. 1,700 Lakhs through preferential issue of equity shares.

Calculation of net debt is as follows:

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Borrowings			
Non Current	696.57	850.69	1,113.78
Current	10,747.57	10,672.15	8,843.36
Current Maturity of Long Term debt	307.25	244.58	220.80
	<b>11,751.39</b>	<b>11,767.42</b>	<b>10,177.94</b>
Cash and cash equivalents	22.30	62.52	275.66
Bank balances other than cash and cash equivalents	856.71	491.05	750.19
	879.01	553.57	1,025.85
<b>Net Debt</b>	<b>10,872.38</b>	<b>11,213.85</b>	<b>9,152.09</b>

**Dividends**

Particular	March 31, 2018	March 31, 2017
(i) Equity shares		
Final dividend for the year ended March 31, 2017 of INR 1.25 (April 01, 2016 of INR 1 ) per fully paid share	125.65	90.99
DDT on final dividend	26.30	18.53
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 1.25/- per fully paid equity share. This proposed dividend is subject to the approval of shareholders in ensuing annual general meeting.	-	114.23
DDT on proposed dividend	-	23.25



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### Notes forming part to Consolidated Financial Statements for the year ended March 31, 2018

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#### Note 30: First- time adoption of Ind AS

These are group's first consolidated financial statement prepared in accordance with IND AS.

The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2017 and in the preparation of an opening IND AS balance sheet as at April 01, 2016 (the group's date of transition). In preparing its opening IND AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with accounting standards notified under Companies (Accounting standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how transition from previous GAAP to IND AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

#### Exemptions and exceptions applied

Set out below are the applicable IND AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to IND AS.

#### Ind AS optional exemptions

##### Deemed cost

IND AS permits a first time adopter to elect to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at date of transition to IND AS, measured as per previous GAAP and use that as its deemed cost as at date of transition. This exemption can also be used for intangible assets covered by IND AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

##### Use of deemed cost for investments in subsidiaries

Ind AS 101 permits a first-time adopter to elect to continue the previous GAAP carrying amount at the date of transition and use that as its deemed cost of investment in subsidiaries as at the date of transition. Accordingly, the Company has elected to measure all its investments in subsidiaries and associates at their previous GAAP carrying value.

##### Share- based payment transactions

IND AS 101 permits a first time adopter to apply Ind AS 102, Share based payments to equity instruments that remain unvested as of the transition date. The group has elected to avail this exemption and apply the requirements of Ind AS 102 to all such grants.

#### Ind AS mandatory exceptions

##### Estimates

An entity's estimates in accordance with Ind AS as at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

Investment in equity instruments carried at FVPL and Impairment of financial assets based on expected credit loss model.

#### Classification and measurement of financial assets

IND AS 101 requires an entity to assess classification and measurement of financial assets on the basis of facts and circumstances that exist at the date of transition to IND AS. The Company has determined the classification of financial assets in terms of whether they meet the amortised cost criteria, FVPL criteria or FVOCI criteria based on the facts and circumstances existed as of transition date.

#### Reconciliations between previous GAAP and Ind AS

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101:- equity as at April 1, 2016;- equity as at March 31, 2017;- total comprehensive income for the year ended March 31, 2017; and- explanation of material adjustments to cash flow statements In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial information to align with the Ind AS presentation.

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**Reconciliation of total equity as at March 31, 2017 and April 1, 2016**

Particulars	Notes to First-Time Adoption	March 31, 2017	April 1, 2016
Total equity as per previous GAAP		5,581.86	4,071.02
Ind AS adjustments on account of:			
Revenue Recognition	1	(451.20)	939.12
Expected credit loss on financial assets	2	(448.67)	(397.69)
Rent Equalization	3	(52.28)	(41.11)
Employee benefits	4	(103.28)	(61.05)
Others (net)	5	(1.08)	1.38
Proposed dividend	6	137.48	109.52
Deferred Tax	7	491.02	58.38
<b>Total effect of transition to IND AS</b>		<b>(428.01)</b>	<b>608.55</b>
<b>Total equity as per Ind AS</b>		<b>5,153.85</b>	<b>4,679.57</b>

**Reconciliation of total comprehensive income for the year ended March 31, 2017**

Particulars	Notes to First-Time Adoption	March 31, 2017
Profit after tax as per previous GAAP		1,495.36
Ind AS adjustments on account of:		-
Revenue Recognition	1	(1,390.31)
Expected credit loss on financial assets	2	(50.99)
Rent Equalization	3	(11.17)
Employee benefits	4	(35.77)
Others (net)	5	(2.48)
Deferred Tax	7	432.64
On derecognition of subsidiary		120.17
<b>Total effect of transition to IND AS</b>		<b>(937.91)</b>
<b>Profit for the year as per IND AS</b>		<b>557.45</b>
<b>Other comprehensive income for the year (net of tax)</b>	<b>8</b>	<b>4.66</b>
<b>Total comprehensive income as per Ind AS</b>		<b>562.11</b>

**Notes to first-time adoption:****Note 1****Revenue Recognition**

Certain service contracts in previous GAAP were recorded using the completed contract method, however the same are now recorded as per principles laid down under Ind AS 18 i.e. percentage of completion method. Also under previous GAAP, interest free retention from revenue were recorded at their transaction value.

Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the Company has fair valued the retention. Difference between the carrying value and fair value has been adjusted from revenue.



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**Note 2****Expected credit loss on financial assets**

Under the previous GAAP, provision for doubtful loans and receivables was calculated using incurred loss model. Under IND AS, the provision on financial asset including trade receivables needs to be calculated using expected credit loss model. Accordingly an additional provision was recognised.

**Note 3****Rent Equalization**

Under previous GAAP, there was no clear guidance on treatment of lease incentives. Under IND AS, in the event that lease incentive are received to enter into operating leases, such incentives are recognised as a liability. Payments made under operating leases (net of any incentives received from the lessor) are charged to Profit or loss on a straight line basis over the period of lease unless the payments are structured to increase in line with expected general inflation to compensate for lessors expected inflammatory cost increases.

**Note 4****Employee benefits**

Under IND AS, remeasurements i.e. actuarial gains and losses and the return on planned assets, excluding amounts included in the net interest expenses on the net defined benefit liability are recognised in other comprehensive income instead of profit and loss. Under the previous GAAP, these remeasurements were forming part of profit or loss for the year. Further under previous GAAP employees stock option were recognised based on the intrinsic value, under IND AS stock options need to be recognised based on the fair value of the stock option.

**Note 5****Others (net)**

This includes adjustments on account of measurement of financial instruments such as interest free lease deposits and borrowings at amortised cost.

**Note 6****Proposed dividend**

Under previous GAAP, dividend on equity shares recommended by Board of Directors after the end of the reporting period but before the financial statements were approved for issue was recognised in the financial statement as a liability. Under IND AS, such dividends are recognised when the same is approved by member in a general meeting.

**Note 7****Deferred tax**

Deferred taxes have been recognised on adjustments made on transition to IND AS.

**Note 8****Other comprehensive income**

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP. Further the Company has reconciled Indian GAAP profit or loss to total comprehensive income as per Ind AS.

**Note 9****Impact of IND AS adoption on the consolidated statements of cash flows for the year ended March 31, 2017**

Particular	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	44.02	458.05	502.07
Net cash flows from investing activities	(718.40)	(252.90)	(971.30)
Net cash flows from financing activities	586.68	(330.58)	256.10
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(87.70)</b>	<b>(125.44)</b>	<b>(213.14)</b>
Cash and cash equivalents as at April 01, 2016	1,063.84	-	275.66
Effects of exchange rate changes on cash and cash equivalents			
<b>Cash and cash equivalents as at March 31, 2017</b>	<b>976.14</b>		<b>62.52</b>

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**Note 31: Share based payments:**

ADCC ESOP 2014: The Company under ESOP 2014 grants the option convertible into equity shares to eligible employees of the Company. The Board of Directors recommended ADCC ESOP 2014 to the shareholders on December 03, 2014 and the shareholders approved the recommendation of the Board of Directors on December 30, 2014 through Extraordinary General Meeting.

The maximum aggregate number of shares that may be awarded under the plan is 1,82,420. The options Convertible into Equity shares will be issued at face value of the Equity share i.e. Rs. 10 per share. ADCC ESOP 2014 is administered by Nomination and Remuneration Committee ( The Committee ) and through the Board of Directors wherever required. The Committee is comprised of Independent members of the Board of Directors.

During the year ended March 31, 2018 the company has made allotment of 38,395 no of Equity shares of Rs 10 each, ( March 31, 2017 : 38,745 shares).

The allotment of Equity shares will vest over a period of Four years from the date of grant in the proportions specified in the ADCC ESOP 2014 and can exercise on the date of completion of vesting period. The Equity shares will vest subject to conditions fulfilment as set forth in the ADCC ESOP 2014 for each applicable year of the vesting tranche.

During the year ended March 2018 the Company recorded an employee compensation expenses of Rs 6.77 Lakhs (previous year 17.82 lakhs) in the statement of profit and loss account

**Share-based payments**

Set out below is a summary of options granted under the plan:

Particular	Number of options	
	As at March 31, 2018	As at March 31, 2017
Opening balance	77,850	123,285
Effect of bonus shares issued during the year	7,785	-
Granted during the year	-	-
Exercised during the year	(38,395)	(38,745)
Forfeited/(lapsed) during the year	(4,851)	(6,690)
Closing balance	42,389	77,850

The weighted average share price at the date of option exercised during the year ended March 31, 2018 was INR 160 ( March 31, 2017 : INR 140)

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant	Expiry	Exercise Price (INR)	Share Options March 31, 2018	Share options March 31, 2017	Share options, April 01, 2016
01-Jan-15	01-Mar-17	10	-	-	41,095
01-Jan-15	01-Mar-18	10	-	38,925	41,095
01-Jan-15	01-Mar-19	10	42,389	38,925	41,095
<b>Total</b>			<b>42,389</b>	<b>77,850</b>	<b>123,285</b>



**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Ltd)

**Notes forming part to Consolidated Financial Statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 32 : Earning per share**

Particular	As at March 31, 2018	As at March 31, 2017
	INR	INR
<b>(a) Basic Earning per share</b>		
<b>From continuing operations attributable to the equity holders of the Company</b>	<b>4.32</b>	<b>5.57</b>
<b>(b) Diluted Earning per share</b>		
From continuing operations attributable to the equity holders of the Company	4.31	5.53

**(c) Earning used in calculating earning per share**

Particular	As at March 31, 2018	As at March 31, 2017
Profit attributable to equity holders of the company used in calculating basic and diluted earning per share.	452.49	557.45

**(d) Weighted average number of shares used as denominator**

Particular	As at March 31, 2018	As at March 31, 2017
	No of shares	No of shares
"Weighted average number of equity shares used as the denominator in calculating basic earning per share"	10,468,712	10,013,300
<b>Adjustments for calculation of diluted earnings per share:</b>		
Employee stock options	39,740	72,289
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	10,508,452	10,085,589

**Note: 33 : Assets hypothecated or mortgaged with banks as security against borrowings**

Property, Plant & Equipment, amounting Rs.2,285.76 lakhs (As on March 31, 2017 Rs.2,341.47 lakhs & April 01, 2016 Rs.2,410.24 lakhs) are mortgaged / hypothecated as a security against long term secured borrowings as at March 31, 2018.

Inventories and Trade receivables amounting Rs. 12,654.04 lakhs (As on March 31, 2017 Rs.10,083.81 lakhs and as on April 01, 2016 Rs. 7591.36 lakhs) are hypothecated as a security against short term secured borrowings as at March 31, 2018.

**Note: 34 : Exceptional Items**

During the year ended March 31, 2018, the Company has sold its entire stake in three subsidiaries (viz. AI Instruments Private Limited, ADCC Tech Limited and ADCC International East Africa Limited). Net gain on sale of subsidiaries has been disclosed under exceptional items. During the previous year, the Company has sold its entire stake in one subsidiary (ADCC Academy Private Limited) and gain on sale of such subsidiary has been disclosed under exceptional items.

**Note 35 : Segment Information**

The Chief Operating Decision maker of the Group examines the

group's performance from a product offering perspectives. The management has identified the following reportable segments business:

1. Enterprise Geospatial & Engineering Services
2. Software Products
3. Power Generation

**Enterprise Geospatial & Engineering Services:** This Segment includes – hydraulic modelling and consultancy in the Water domain; consultancy including smart metering in Energy sector; design and modelling services for the Construction industry and DPR preparations for Roads and Highways using LiDAR technology. Group's Geospatial solutions include Cadastral mapping, Municipal solutions, Resource mapping and analysis, Mining applications & Heritage mapping.

**Software Products:** This Segment includes sale of standard software products of ESRI, DigitalGlobe, Schneider, Hitachi, Siemens & Ansys and among several others.

**Power Generation:** This segment aiming to create renewable energy that is revolutionising and redefining the way sustainable energy sources are harnessed across the world. At present group has invested in Wind Mills and Solar Plants to generate renewable clean energy.

**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Ltd)

**Notes forming part to Consolidated Financial Statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

Details	Enterprise Geospatial & Engineering Services *		Software Products *		Power Generation #		Total	
	March 2018	March 2017	March 2018	March 2017	March 2018	March 2017	March 2018	March 2017
<b>Revenue from operations</b>	<b>11,961.29</b>	<b>11,921.98</b>	<b>1,875.19</b>	<b>2,190.44</b>	<b>233.21</b>	<b>282.34</b>	<b>14,069.69</b>	<b>14,394.76</b>
<b>Segment Results</b>	<b>1,717.11</b>	<b>1,754.78</b>	<b>72.89</b>	<b>109.78</b>	<b>124.17</b>	<b>175.30</b>	<b>1,914.17</b>	<b>2,039.86</b>
Add: Unallocable Income							264.45	182.13
Less: Depreciation and Amortisation (Unallocable)							(350.63)	(295.22)
Less: Finance Cost							(1,510.92)	(1,427.12)
Add: Exceptional Item							193.47	120.17
<b>Profit before tax</b>							<b>510.54</b>	<b>619.82</b>

\* Segment results represent Earnings before Interest, Tax and Depreciation and Amortisation.

# Segment results represents Earnings before Interest and Tax.

Details	Enterprise Geospatial & Engineering Services *			Software Products *			Power Generation #			Total		
	March 2018	March 2017	April 2016	March 2018	March 2017	April 2016	March 2018	March 2017	April 2016	March 2018	March 2017	April 2016
Segment Assets	16,338.11	12,938.87	11,992.99	1,436.48	1,100.20	1,221.43	1,161.19	1,234.23	1,289.83	18,935.78	15,273.30	14,504.25
Unallocable Corporate Assets	-	-	-	-	-	-	-	-	-	4,133.28	4,158.08	3,599.52
Total Assets										23,069.06	19,431.38	18,103.77
Segment Liabilities	2,342.12	1,522.90	1,300.55	537.95	347.04	770.88	8.06	0.23	-	2,888.13	1,870.17	2,071.43
Unallocable Corporate Liabilities	-	-	-	-	-	-	-	-	-	12,993.22	12,407.36	11,349.52
Total Liabilities										15,881.35	14,277.53	13,420.95

Particulars	Within India		Outside India		Total	
	March 2018	March 2017	March 2018	March 2017	March 2018	March 2017
Revenue from operations	13,625.70	13,616.07	443.99	778.69	14,069.69	14,394.76
Carrying amount of Non-current Assets*	3,497.77	3,066.32	-	17.31	3,497.77	3,083.63

\* Other than Financial assets, deferred tax assets and post-employment benefit assets

**Information about major customers:**

During the year 2017-2018, revenue from one customer amounted to more than 10% of the total revenue aggregating to Rs. 2,028.02 Lakhs

During the year 2016-2017, revenue two customer amounted to more than 10% of the total revenue aggregating to Rs. Lakhs 5,481.65 Lakhs



**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Ltd)

**Notes forming part to Consolidated Financial Statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 36 : Disclosures mandated by Schedule III by way of additional information - March 31, 2018**

Name of the entity	Net Assets (total assets minus total liabilities) as at March 31, 2018"		Share in Profit or (loss) for the year ended March 31, 2018"		Share in Other Comprehensive Income for the year ended March 31, 2018"		Share in Total Comprehensive Income for the year ended March 31, 2018	
	As a % of Consolidated net assets	Amount (Rs. Lakhs)	As a % of Consolidated profit or loss	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)
<b>Subsidiaries</b>								
<b>Indian</b>								
Ceinsys Tech Limited (ADCC Infocad Limited)	91.93%	6,607.65	31.14%	140.92	59.95%	22.69	33.37%	163.61
ADCC Infocom Private Limited	8.94%	642.24	22.07%	99.87	0.00%	-	20.37%	99.87
ADCC Tech Limited	0.00%	-	-6.77%	(30.64)	0.00%	-	-6.25%	(30.64)
AI Instruments Private Limited	0.00%	-	0.48%	2.19	0.00%	-	0.45%	2.19
<b>Foreign</b>								
ADCC International East Africa Limited	0.00%	-	1.91%	8.63	0.00%	-	1.76%	8.63
ADCC Technology Zambia Limited	-0.86%	(61.18)	-3.34%	(15.13)	0.00%	-	-3.09%	(15.13)
Adjustments on consolidation	-0.01%	(1.00)	54.51%	246.65	40.05%	15.16	53.39%	261.81
<b>Total</b>	<b>100.00%</b>	<b>7,187.71</b>	<b>100.00%</b>	<b>452.49</b>	<b>100.00%</b>	<b>37.85</b>	<b>100.00%</b>	<b>490.34</b>

**Disclosures mandated by Schedule III by way of additional information - March 31, 2017**

Name of the entity	Net Assets (total assets minus total liabilities) as at March 31, 2017		Share in Profit or (loss) for the year ended March 31, 2017		Share in Other Comprehensive Income for the year ended March 31, 2017		Share in Total Comprehensive Income for the year ended March 31, 2017	
	As a % of Consolidated net assets	Amount (Rs. Lakhs)	As a % of Consolidated profit or loss	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)	As a % of Consolidated Total Comprehensive Income	Amount (Rs. Lakhs)
<b>Subsidiaries</b>								
<b>Indian</b>								
ADCC Infocad Limited	94.81%	4,885.38	2.52%	14.03	-103.22%	(4.81)	1.64%	9.22
ADCC Infocom Private Limited	10.52%	542.38	78.77%	439.09	0.00%	-	78.13%	439.09
ADCC Tech Limited	0.12%	6.35	-0.33%	(1.83)	0.00%	-	-0.33%	(1.83)
AI Instruments Private Limited	-1.72%	(88.55)	-4.26%	(23.76)	0.00%	-	-4.23%	(23.76)
<b>Foreign</b>								
ADCC International East Africa Limited	-1.29%	(66.30)	6.59%	36.76	0.00%	-	6.54%	36.76
ADCC Technology Zambia Limited	-0.88%	(45.25)	-4.85%	(27.01)	0.00%	-	-4.81%	(27.01)
Adjustments on consolidation	-1.56%	(80.16)	21.56%	120.17	203.22%	9.47	23.06%	129.64
<b>Total</b>	<b>100.00%</b>	<b>5,153.85</b>	<b>100.00%</b>	<b>557.45</b>	<b>100.00%</b>	<b>4.66</b>	<b>100.00%</b>	<b>562.11</b>

**CEINSYS TECH LIMITED**

( Formerly known as ADCC Infocad Ltd )

**Notes forming part to Consolidated Financial Statements for the year ended March 31, 2018**

(All amounts in INR lakhs, unless otherwise stated)

**Note 37: Details of dues to micro and small enterprises as defined under The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006:**

Particular	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Principal amount outstanding (whether due or not) to micro and small enterprises	29.00	-	-
Interest due on above	0.27	-	-
Principal amounts paid to supplier registered under MSMED Act, beyond the appointed date during the year.	36.00		
Interest paid, other than under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed date during the year.	-	-	-
Interest paid, under section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed date during the year.	-	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.68	-	-
Interest due to supplier registered under MSMED Act and remaining unpaid at year end	0.95	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-	-

The above information regarding Micro, small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Note 38 : Specified bank notes**

The Company has disclosed the details of Specified Bank notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016 as provided in the table below.

Particulars	SBN'S	Other Denomination Notes	Total
Closing cash in hand as on November 08, 2016	-	1.16	1.16
Add: Permitted receipts	-	16.75	16.75
Less: Permitted Payment	-	13.03	13.03
Less: Amount deposited in bank	-	-	-
Closing cash in hand as on December 30, 2016	-	4.88	4.88

**Note 39 :** Consolidated financial Statements of the Group prepared under Ind AS for the year ended March 31, 2017 and the balance sheet as at April 01, 2016, have been audited by the erstwhile auditors of the Company, M/s Shah Baheti Chandak & Co., Chartered Accountants.

For, Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016



**Vipin R. Bansal**  
(Partner)

Membership Number: 117753

For and on behalf of Board of Directors



**Sagar Meghe**

(Chairman & Managing Director)



**CS Jinesh Vora**  
(Company secretary)



**Dinesh Kumar Singh**  
(Director-Finance & CFO)

Place : Nagpur  
Date: May 28, 2018



**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Limited)

Reg. Office: 10/5, I.T. Park, Nagpur-440022 [CIN: L72300MH1998PLC114790] [Tel No. +91 712 3014100]

Web: [www.ceinsys.com](http://www.ceinsys.com), email: [cs@ceinsys.com](mailto:cs@ceinsys.com)**NOTICE OF THE 20<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of CEINSYS TECH LIMITED will be held on Saturday the 29<sup>th</sup> day of September, 2018 at 11:30 a.m. at the registered office of the company at 10/5, I.T. Park, Nagpur-440022, Maharashtra to transact the following business:

**ORDINARY BUSINESS****Item No. 1****Adoption of Audited Financial Statement:**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon.

**Item No. 2****Declaration of Dividend:**

To declare Final Dividend of Rs. 1.25/- per equity share on equity shares of Rs.10/- each for the Financial Year ended 31<sup>st</sup> March, 2018.

**Item No. 3****Appointment of Director:**

To re-appoint Dr. Abhay Kimmatkar (DIN: 01984134), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS****Item No. 4****Appointment of Statutory Auditor:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 140(4), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (herein referred to as the ‘Act’) and Rules thereunder and based on the recommendation of Audit Committee and Board of Directors of the Company, approval of Shareholders of the Company be and is hereby accorded for appointment M/s Chaturvedi & Shah, Chartered Accountants bearing Firm Registration No. 101720W with and in respect of whom the Company has received a Special Notice under Section 140(4) of the Act, proposing their appointment in place of the retiring Auditors for a term of Five (5) years commencing from the Financial year 2018-19 and to hold office from the conclusion of

the 20<sup>th</sup> Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually decided between M/s Chaturvedi & Shah, Chartered Accountants and Board of Directors of the Company.”

**“RESOLVED FURTHER** that Director Finance or the Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

**Item No.5****Appointment of Mr. Kishore Dewani as Independent Director:**

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 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Kishore Dewani (DIN:00300636), who was appointed as an Additional Director of the Company with effect from 15<sup>th</sup> January, 2018 under section 161 of the Act by the Board of Directors and holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice from Members under section 160 of the Act proposing his Candidature for the office of Director of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of Five (5) years commencing from 15<sup>th</sup> January, 2018 to 14<sup>th</sup> January, 2023.”

**“RESOLVED FURTHER** that Director Finance or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

**Item No.6****Approval and Ratification of Material Related Party Transaction:**

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties as set out in the explanatory statement annexed to the notice convening this meeting.”

**“RESOLVED FURTHER** that Director Finance or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds and things as may be necessary to give effect to this Resolution.”

Place: Nagpur  
Date : 4th September, 2018

Registered office:  
10/5, I.T. Park, Nagpur - 440022,  
Maharashtra, India

**By order of the Board of Directors for  
CEINSYS TECH LIMITED**

**Jinesh Vora**  
(Company Secretary)



## NOTES

1. Information Regarding Appointment/Re-Appointment of Directors and Explanatory Statement Pursuant to Section 102 of Companies Act, 2013 in respect of Special Businesses to be transacted are Annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of him/ her, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. Members/Proxies/Authorized Representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> day of September, 2018 to 29<sup>th</sup> day of September, 2018 for the purpose of determining the eligibility for payment of the dividend (Financial Year ended March 31, 2018) and for E-voting.
9. Subject to the provisions of the Companies Act, 2013, Dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 23<sup>rd</sup> day of September, 2018.
10. Members whose shareholding is in electronic mode are requested to direct change of address notifications and to update savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai – 400059, Maharashtra India. Tel.: 022 – 62638200.
12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Jinesh Vora, Company Secretary, at the company's Registered Office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the company's unpaid dividend account, will, as per section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
13. With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the company to send communications electronically.
14. The Annual Report 2017-18 is being sent through electronic mode only to the members whose email addresses are registered with the company / depository participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
15. The Notice of the 20th AGM along with the attendance slip and proxy form is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 20th AGM of Ceinsys Tech Limited along with Annual Report 2017-18 will be available on the company's website, [www.ceinsys.com](http://www.ceinsys.com). The physical copies of the documents will also be available at the company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [cs@ceinsys.com](mailto:cs@ceinsys.com)
17. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the company.

19. All documents referred to in the Notice will be available for inspection at the company's registered office during normal business hours on working days up to the date of the AGM.

20. Shareholders are requested to notify their bank particulars giving the name of the bank and the branch and the nature of account and also any change of address to the company's Registrar and Share Transfer Agent, M/s Bigshare Services Private Limited. Shareholders are hereby intimated that under mentioned instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders is mandatory.

21. In order to provide better service to the shareholders, the company has introduced electronic clearing service (ECS) for payments of dividend. Shareholders desirous of availing ECS facility may provide the required information to our Share Registrars at their address given under Corporate Governance section of this report.

22. Shareholders are hereby informed that the bank particulars given by them at the time of opening a depository account will be used by the company for printing on the dividend warrants. This would ensure that the dividend warrants cannot be deposited in any account other than the one specified on the warrants. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants. The bank mandate for shares held in physical form will not be applied for shares held in electronic form.

23. The e-voting period commences on 26<sup>th</sup> day of September (10:00 a.m.) IST and ends on 28<sup>th</sup> day of September (05:00 p.m.) IST during this period shareholders of the company holding shares either in physical form or in dematerialized form, as on 23<sup>rd</sup> day of September, 2018, i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently or cast vote again.

24. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.

25. The scrutinizer shall immediately after the conclusion of voting at the General Meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.

26. The results declared along with the scrutinizer's report shall be placed on the company's website [www.ceinsys.com](http://www.ceinsys.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the

result is declared. The company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the company are listed.

27. The Shareholder needs to furnish the printed 'Attendance Slip' along with a valid identity proof such as the PAN Card, Passport, Aadhar Card or Driving License, to enter the AGM hall.

#### **VOTING THROUGH ELECTRONIC MEANS:-**

Pursuant to Provision of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide to its Members voting through electronic means. The Members can avail the said facility from a place other than the venue of the AGM (remote e-voting) which will be provided by the Central Depository Services Limited.

#### **PROCEDURE FOR E-VOTING:**

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

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-voting. The instructions to Members for voting electronically are as under:

1) The voting period (including e-voting) commences on 26<sup>th</sup> September, 2018 (10:00 a.m.) IST and ends on 28<sup>th</sup> September, 2018 (05:00 p.m.) IST. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup>, September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

3) Click on "Members" tab.

4) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

5) Next enter the Image Verification as displayed and Click on Login.

6) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

7) If you are a first time user follow the steps given below:



FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (4)</li> </ul>

8) After entering these details appropriately, click on "SUBMIT" tab.

9) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11) Click on the EVSN for the relevant <Ceinsys Tech Limited> on which you choose to vote.

12) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

14) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

15) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

16) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

17) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

18) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app

can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

19) Note for Non-Individual Members and Custodians:

- ❖ Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- ❖ and on approval of the accounts they would be able to cast their vote.
- ❖ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

20) In case of Members receiving the physical copy of the Notice of AGM (for Members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy):

A. Please follow all steps from Sr. no. (1) to (19)

B. The voting period begins on September 26, 2018 at 10:00 a.m. and ends on September 28, 2018 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

The following explanatory, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to business mentioned under Item No. 4, Item No. 5 and Item No. 6.

**Item No. 4****Appointment Of Statutory Auditor:**

M/s Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/N500016) was appointed as the Statutory Auditors of the Company at the Nineteenth Annual General Meeting (AGM) of the Company held on 26th September, 2017 for a term of one (1) year i.e from the conclusion of 19th AGM up to the conclusion this 20th AGM and thereby will retire at the ensuing AGM.

The Company has received a Special Notice under Section 140(4) of the Companies Act, 2013 dated 25th August, 2018, from M/s Raghav Infradevelopers and Builders Private Limited, a member of the Company holding 23,43,000 Equity Shares constituting 21.13% of the total paid-up Share Capital of the Company, as a matter of abundant caution, proposing appointment of M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) in place of retiring auditors M/s Price Waterhouse Chartered Accountants LLP.

In view of the said facts, resolution has been proposed for the appointment of M/s Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W), as Statutory Auditor of the Company in place of retiring Auditors in terms of Section 139 of the Companies Act, 2013 along with the Rules framed there under for a period of Five (5) years commencing from Financial year 2018-19 and to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, at a remuneration plus reimbursement of out of pocket expenses as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

The Audit Committee in their meeting held on 4th September, 2018 has also recommended appointment of M/s Chaturvedi & Shah, Chartered Accountants and the Board of Directors at their meeting held on 4th September, 2018 has proposed the said appointment.

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

Your Board recommends the Resolution at Item no.4 for approval of Shareholders as a Special Resolution.

**For Item No.5****Appointment of Mr. Kishore Dewani as Independent Director:**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Kishore Dewani as an Additional Director under

the Non-Executive and Independent Category through a circular resolution with effect from January 15, 2018.

**Brief Profile**

Mr. Kishore Dewani is a senior tax advocate having 37 years of experience in direct tax matters along with a strong legal background. He holds a bachelor's degree in commerce from Nagpur University. He qualified as a lawyer and as a Chartered Accountant in the year 1978 and 1982 respectively.

He has been representing various corporate clients before the Assessing Officer in cases of Scrutiny Assessment at Mumbai, Nagpur and Jabalpur. He regularly appears before various CIT (Appeals) at Mumbai, Nagpur, Bhopal and Jabalpur. He also represents his clients before the Hon'ble Income Tax Appellate Tribunal (ITAT) at various benches across Mumbai, Bengaluru, Indore, Nagpur and Jabalpur. He has also appears regularly before the Hon'ble High Court of Bombay at Bombay and Nagpur Bench.

Mr. Kishore Dewani is currently the president of ITAT Bar Association and Treasurer of Income Tax Bar Association.

A copy of the draft letter of appointment setting out the terms and conditions for appointment of Independent Director is available for inspection by the Members at the registered office of the Company during business hours on any working day and terms of appointment is available on the website of the Company [www.ceinsys.com](http://www.ceinsys.com).

As an Additional Director, Mr. Kishore Dewani holds office till the date of the AGM and is eligible for being appointed as a Director in the Independent Category. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Kishore Dewani as a Director of the Company in the Independent Category. The Company has also received a declaration from Mr. Kishore Dewani confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Kishore Dewani is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Director of the Company in the Independent Category.

In the opinion of the Board, Mr. Kishore Dewani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

Mr. Kishore Dewani is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Kishore Dewani and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in **item No. 5** of this Notice is accordingly commended for your approval.



### Item No.6 Approval and Ratification of Material Related Party Transaction:

Pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has come into effect from 1<sup>st</sup> October, 2015 has prescribed seeking of shareholders' approval for material related party transactions.

The Company has entered into following material related party transactions with the related party during the financial year 2018-19 and Projected transaction proposed during the Balance period of Financial Year 2018-19 is mentioned below

Sr. No.	Nature of Transactions	Name of the Related Director/ KMP and nature of their relationship	Name of the Related Party	Amounts ( Rs. in Lakhs)		
				Receipts	Payments	Projected Transaction proposed for Approval
1	Unsecured Loan	Mr. Sagar Meghe, Common Director	Primus Finance Private Limited	1945.00	525.00	2500.00

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on said resolution.

The Board of Directors recommends the above resolution for your approval. Except Mr. Sagar Meghe and his relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution.

All entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

#### Details Of Director Seeking Re-appointment In The 20<sup>th</sup> Annual General Meeting

Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on General Meetings:

#### Dr. Abhay Kimmatkar Joint Managing Director

Dr. Abhay Kimmatkar is Ph.D. in Business management along with Masters in Business Administration, with degree in Bachelor of Engineering from Nagpur University. He has overall experience of 21+ years. He is also having membership of Professional societies viz, The Institute of Engineers, NHAI, etc. He is an engineering technocrat with strong business orientation. He has travelled

worldwide for various official Assignments, conference and presentation to USA, Switzerland, Germany, China, France, Italy, Sri Lanka, Indonesia, Netherlands, UAE, Australia, Austria, Oman, Qatar, Malaysia, Hong Kong, Macau. etc. He is multi-tasker and believes in overall development. An avid learner, he has successfully demonstrated leadership in a predominantly techno savvy industry.

Dr. Abhay Kimmatkar is currently serving as the Jt. Managing Director of Ceinsys Tech Limited and he is initiating and leading Strategy and Business Development activities. Prior to joining Ceinsys Tech Limited, he was associated with Yeshawantrao Chavan College of Engineering.

His major associations / achievements –

- Being patron member of Association of Geospatial Industries (AGI) he participated in various Technology Benchmarking and Policy Advocacies with various Government departments. He is chairman of Transport Infrastructure Committee, AGI.
- Immediate Past Hon. Secretary, Maharashtra State Centre, Institute of Engineers (IEI) (India)
- Governing Body Member of Government Polytechnic, Mumbai
- Governing Body Member of SNDT Women's University Engg Science Institute, Mumbai
- He has also represented on state committee for Creating a Framework & Act for New Technological University in the state of Maharashtra.
- Past Jt. Secy. Asso. of Management of Unaided Private Medical & Dental Colleges of Maharashtra (AMUPMDC)

Sr. No.	Particulars	Dr. Abhay Kimmatkar
1)	DIN	01984134
2)	Date of Birth	6th October, 1970
3)	Date of Appointment	17th December, 2007
4)	Qualifications	B.E., MBA, PhD
5)	Nature of Expertise in specific functional areas	IT & ITES Services & Business Development
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	4,800 Shares
9)	Relationship with any Director (s) of the Company	NIL

**Mr. Kishore Dewani**

*Non-Executive Independent Director*

Kishore Dewani is a senior tax advocate having 37 years of experience in direct tax matters along with a strong legal background. He holds a bachelor’s degree in commerce from Nagpur University. He qualified as a lawyer and as a Chartered Accountant in the year 1978 and 1982 respectively.

He has been representing various corporate clients before the Assessing Officer in cases of Scrutiny Assessment at Mumbai,

Nagpur and Jabalpur. He regularly appears before various CIT (Appeals) at Mumbai, Nagpur, Bhopal and Jabalpur. He also represents his clients before the Hon’ble Income Tax Appellate Tribunal (ITAT) at various benches across Mumbai, Bengaluru, Indore, Nagpur and Jabalpur. He has also appears regularly before the Hon’ble High Court of Bombay at Bombay and Nagpur Bench.

Mr. Dewani is currently the president of ITAT Bar Association and Treasurer of Income Tax Bar Association.

Sr. No.	Particulars	Mr. Kishore Dewani
1)	DIN	00300636
2)	Date of Birth	30th November, 1956
3)	Date of Appointment	15th January, 2018
4)	Qualifications	Chartered Accountant, LLB, B.Com
5)	Nature of Expertise in specific functional areas	Direct Tax Matters/ Expertise in finance & legal matters
6)	Directorship held in other listed entities	NIL
7)	Membership/Chairmanship of Committees of Board of Directors of other listed entities in which he is a director (excluding in foreign companies)	NIL
8)	Number of Shares held in the Company	3300 Shares
9)	Relationship with any Director (s) of the Company	NIL



FORM NO. MGT-11  
**PROXY FORM**  
**CEINSYS TECH LIMITED**

(Formerly known as ADCC Infocad Limited)

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) rules, 2014]

Registered office: 10/5, I.T.Park, Nagpur-440022 CIN: L72300MH1998PLC114790

Web: [www.ceinsys.com](http://www.ceinsys.com) E-mail: [cs@ceinsys.com](mailto:cs@ceinsys.com) tel: 91 712 3014100

Name of the Member(s): \_\_\_\_\_  
 Registered Address: \_\_\_\_\_  
 \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Folio No/ Client Id: \_\_\_\_\_  
 DP ID: \_\_\_\_\_

I/We, Being the Member (s) Of \_\_\_\_\_ Shares Of The Above Named Company, Hereby Appoint

1) Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing Him/her

2) Name: \_\_\_\_\_ E-mailid: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing Him/her

3) Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_ Signature: \_\_\_\_\_, or Failing Him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the company, to be held on Saturday the 29th day of September 2018 at 11:30 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

RES. No.	DESCRIPTION	FOR	AGAINST	ABSTAIN
<b>ORDINARY BUSINESS</b>				
1)	Adoption of Audited Annual Financial Statements and reports thereon for the Financial Year ended March 31, 2018			
2)	Declaration of Final Dividend of Rs.1.25/- Per Equity Share on Equity Shares of Rs. 10/- each			
3)	To re-appoint Dr. Abhay Kimmatkar (DIN: 01984134), who retires by rotation and being eligible, offers himself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
4)	Appointment of Statutory Auditor			
5)	Appointment of Mr. Kishore Dewani, as Independent Director (DIN 00300636)			
6)	Approval and Ratification of Material Related Party Transaction			

Signed This \_\_\_\_\_ Day of September, 2018

Signature of Member: \_\_\_\_\_

Signature of Proxy Holder(S): \_\_\_\_\_

Affix Revenue  
Stamp of Not  
Less Than Rs. 1

## NOTES

1. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at 10/5, I.T. Park, Nagpur - 440022 not later than Forty-eight Hours before the commencement of the aforesaid meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will Be entitled to vote in the manner as he/she may deem appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a proxy and both The member and the proxy attend the meeting; the proxy will stand automatically revoked.
4. In the case of Joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.
5. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its Seal or be signed by an officer or an attorney duly authorized by it.
6. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
7. Undated proxy form will not be considered valid.
8. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated Or bear the same date without specific mention of time; all such multiple proxies will be treated as in valid.



**ATTENDANCE SLIP****CEINSYS TECH LIMITED**

CIN: L72300MH1998PLC114790; Reg. off: 10/5, I.T. Park, Nagpur-440022, Maharashtra India

E- Mail: [cs@ceinsys.com](mailto:cs@ceinsys.com) / [www.ceinsys.com](http://www.ceinsys.com)20<sup>th</sup> Annual General Meeting – September 29, 2018

Registered Folio No. / Dp Id No. / Client Id No

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Number of Shares Held:

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I Certify That I am a Member / Proxy / Authorized Representative for the member of the Company.

I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of The Company At 10/5, I.T. Park, Nagpur-440022, Maharashtra, India

Name of the Member / Proxy \_\_\_\_\_

Signature of the Member / Proxy \_\_\_\_\_

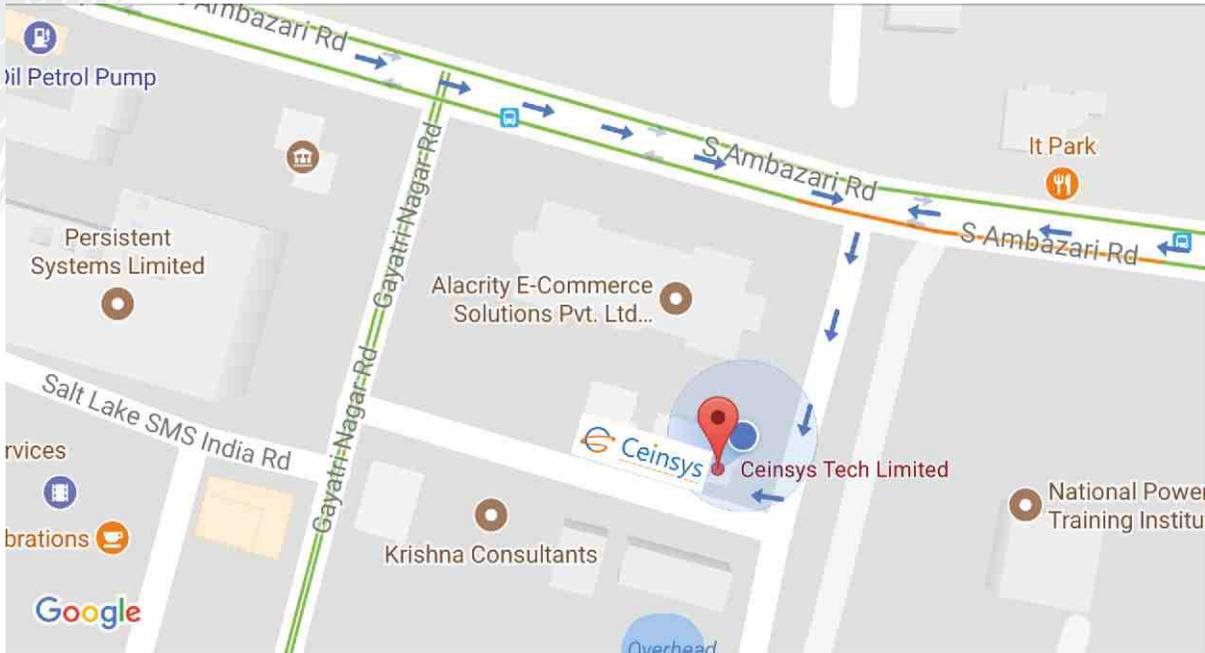
(IN BLOCK LETTERS)

Shareholders can also cast their vote by Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) and through CDSL's Mobile Application. Shareholders are requested to kindly read all the instructions carefully.**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

## Route map to the venue of the AGM

**Venue:** 10/5, I.T. Park, Nagpur- 440022

**Landmark:** Behind National Power Training Institute, Nagpur



### Notes:

1. Registration will start at 09:00 a.m. on the day of Annual General Meeting (AGM).
2. Members are required to submit their duly signed Attendance Slips and get their entry passes stamped.
3. Members should submit their entry passes at the entrance of Venue of AGM.
4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. This Attendance Slip is valid only in case shares are held on the cut-off date as prescribed in Notice of AGM.
6. Members who have received Annual Report and Attendance Slip in Electronic Mode are requested to print the Attendance Slip and submit duly filed in Attendance Slip at the entrance hall to attend the AGM.
7. **Electronic Voting (E-Voting):** The Business, as set out in the Notice, will be transacted through E-Voting. Members are requested to refer to the detailed procedure on E-voting provided in the Notice of AGM.



## Connect us :

Registered Office:

Ceinsys Tech Ltd, 10/5, IT Park,  
Nagpur - 440022. Maharashtra, India  
EPBX: +91 712 2249033/358/930 | Fax: +91 712 2249605

Corporate Office:

Ceinsys Tech Ltd, 1601, Lodha Supremus, Senapati Bapat Marg,  
Lower Parel West, Mumbai - 400013, Maharashtra, India  
EPBX: +91 22 49472200

Domestic Offices :

Mumbai - Lower Parel | New Mumbai | New Delhi | Hyderabad  
Ahmedabad | Pune | Jaipur | Lucknow



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