

32<sup>nd</sup> ANNUAL  
REPORT

2016-17



VASCON





VASCON

**Vascon Engineers Limited**

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## Corporate Information

### Board of Directors

**V. Mohan**

Chairman and Independent Director

**R. Vasudevan**

Managing Director

**K. G. Krishnamurthy**

Independent Director

**Sowmya Vasudevan Moorthy**

Non Executive Director

**Mukesh Malhotra**

Independent Director

### Key Managerial Personnel

**Dr. Santosh Sundararajan**

Chief Executive Officer

**M. Krishnamurthi**

Company Secretary & Compliance Officer

**D. Santhanam**

Chief Financial Officer

### Committees of Board of Directors

**Audit Committee**

V. Mohan, Chairman

K.G. Krishnamurthy, Member

R. Vasudevan, Member

Mukesh Malhotra, Member

**Nomination & Remuneration Committee**

K.G. Krishnamurthy, Chairman

V. Mohan, Member

Sowmya Vasudevan Moorthy, Member

Mukesh Malhotra, Member

**Stakeholders Grievance Committee**

K.G. Krishnamurthy, Chairman

R. Vasudevan, Member

V. Mohan, Member

Mukesh Malhotra, Member

**Corporate Social Responsibility Committee**

R. Vasudevan, Chairman

V. Mohan, Member

Sowmya Vasudevan Moorthy, Member

**Risk Management Committee**

V. Mohan, Chairman

R. Vasudevan, Member

Sowmya Vasudevan Moorthy, Member

**Rights Issue Committee**

V. Mohan, Chairman

R Kannan, Member

R. Vasudevan, Member

**Restructuring Committee**

R. Vasudevan, Chairman

Sowmya Vasudevan Moorthy, Member

M. Krishnamurthi, Member

Santosh Sundararajan, Member

D. Santhanam, Member

### Office Addresses

**Registered Office**

15/16, Hazari Baug, LBS Marg, Vikhroli (West),

Mumbai - 400 083

Tel: +91 (22) 25781143

Fax: +91 (20) 26131071

**Corporate Office**

Vascon Weikfield Chambers, Behind Hotel Novotel,

Opposite Hyatt Hotel, Pune - Nagar Road, Pune-411014.

Tel: +91 (20) 30562 100/ 200

Fax: +91 +91 20 30562600.

**Major Branch Locations****Bangalore**

C/O Godrej E-City, Doddethogar,  
Village-Bettadaspura Main Road,  
Electronic City, Phase-1, Pin code - 560100.

**Utter Pradesh**

Sector 18, Everest Enclave, Vrindavan Yogana 4,  
Raibareli Road, Lucknow, U P, Pin code - 226 025.

**Chennai**

No. 91, 3rd Floor, Opposite to "Pothys",  
G.N. Chetty Road, Chennai - 17.

**Ludhiana**

Old Dayanand Medical College & Hospital,  
Hambran Road, Civil Lines, Near Fountain Chowk,  
Opposite Lovely Sweet, Ludhiana - 141001 (India).

**Mumbai**

Neelkanath Business park, 'C' wing,  
502, 5th floor, Near Vidyavihar, Bus Stop,  
Nathani Road, Vidyavihar (W), Mumbai - 400 086

**Pune**

Vascon Weikfield Chamber, Behind Hotel Novotel,  
Opposite Hyatt Hotel, Pune-Nagar Road Pune - 411 014.

**Goa**

511, Shiv Tower, 5th Floor, Patto Plaza,  
Panji, Goa - 403 001

**Registrar & Share Transfer Agents****Karvy Computershare Private Limited**

Karvy Selenium, Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad - 500 032  
**Telephone:** +91 40 6716 2222

**Listed On**

National Stock Exchange of India Limited (NSE)  
BSE Limited (BSE)

**Bankers & Lenders**

State Bank of India  
ICICI Bank Limited  
HDFC Bank Limited  
Standard Chartered Bank  
The Hong Kong and Shanghai Banking  
The Saraswat Co Operative Bank Ltd

**Legal Advisors**

M/s Hariani & Company

**Auditors****Deloitte Haskins & Sells LLP**

(Firm Registration no. 117366W/W-100018)  
706, B Wing, 7th floor, ICC Trade Tower,  
Senapati Bapat Road, Pune, Maharashtra, 411 016

**WEBSITE :** www.vascon.com

**CIN:** L70100MH1986PLC038511

## MESSAGE BY MANAGING DIRECTOR

**Dear Members,**

These are very exciting and dynamic times for your Company and it is my privilege to share with you the developments during the year and the strategy for growth. It feels great to say that your Company is strategically marching ahead to match steps with our rapidly growing economy. At this point of time, when Government focuses on Affordable housing and we are staring at the huge growth opportunity, we feel capitalizing the Balance Sheet is the best possible solution to take growth on fast track.

In last 2 years, your Company has raised Rs. 100 crores through Right issue to recapitalize the Balance Sheet. Your Company has realized around Rs. 70 crores through monetization of identified and has received Rs. 27 crores from Income Tax refund till date. Further, your Company has realized significant receivable from various Projects by continuous follow-up with clients. The cash generated was mainly used to repay high interest bearing debt and repayment of statutory liabilities.

Even currently, we continue our efforts of monetizing the rest of identified assets. Some of the assets on which we are making efforts of monetization are Aurangabad Land, Commercial Property in Kaledonia, Andheri, our stake in Goa Hotel, Few

Flats in Vista - Nasik Projects and ELA – Pune Project. We estimate market value of over Rs. 100 crores for these assets. We will expedite the process and try to monetize these assets at the earliest to generate cashflow.

Your Company is preparing to capitalize on the huge opportunity in Affordable Housing in India. Your Company will be targeting large affordable housing civil contracts from Government as well as from Private Developers where financial closure is achieved, with a clear focus on profitability and indulge in projects with positive cash flow. In the Real Estate space, your Company is looking to launch couple of affordable housing projects in Katwi and Talegaon in Pune in the current financial year, with an inventory mix of 1RK, 1BHK and compact 2BHKs.

I thank all employees along with the management team who have been with the Company during the difficult times and have worked hard to see the current transformation. I am thankful to the Board of Directors for their able and constant guidance and support. I thank our shareholders, who have been our greatest strength, for their unflinching support to all our initiatives.

Thank you.

**R. Vasudevan,**  
**Managing Director**

**MESSAGE BY CHIEF EXECUTIVE OFFICER**

Dear Members,

As we commence a new financial year 2017-18, I feel happy to say that we are now ready to embark the huge growth opportunity available in front of us. We have made sincere efforts in the last two years to optimize costs across all business segments and strengthen our Balance Sheet. It feels great to say that we have made important progress in our business plan.

In the last two years, we have raised around Rs 100 crores through right issue and Rs 70 crores through monetization of identified assets. This has helped us to reduce high interest bearing debt as well as some statutory liabilities. We are continuing with our efforts of monetizing the rest of identified assets and expect to generate over Rs. 100 crores of cashflow from those.

Government policies are expected to play a big role in improving housing sector. The Union Budget played its part by according Infrastructure Status to the affordable housing sector. This will enable developers operating in this segment to raise loans at a cheaper rate, akin to other infrastructure projects. With industry status, banks will be willing to lend more to projects in the affordable housing segment and thus create larger access to funds.

We have prepared comprehensive strategies to approach affordable housing sector in EPC as well as Real Estate segment. We very well understand that we have to maintain discipline in our bidding and execution of the project. We aim to generate positive cashflow from the project in both EPC as well as Real Estate projects.

In our EPC business, we will be focusing on large and high value civil contracts offered by Government as well as reputed Private Developers. Many states government is promoting Affordable housing projects in their state and allocated budgets for the same. Our preference will be work on those projects. Our focus and strategy for the third party EPC contract will be to complete the project in planned time and cost and generate positive cashflow from the project.

In Real Estate Business, we will be launching couple of affordable housing projects in Katwi and Talegaon in Pune in the current financial year. The target customers segment will be self employed and low salaried personnel with fast moving product mix of 1 RK, 1 BHK and compact 2 BHK apartments. The strategy is to generate better cashflow in each project with liquidating significant inventory at launch of the project.

I would like to take this opportunity to thank all employees and the management team for supporting the Company during the difficult times. I sincerely convey my gratitude to the Board of Directors for their able guidance. I also thank the banks who have stood with us in these difficult times. My sincere gratitude to our shareholders for their continuous support and valuable suggestions.

We are confident of delivering much better performance going forward.

Thank you.

**Dr. Santosh Sundararajan,**  
**Chief Executive Officer**

**REPORT OF BOARD OF DIRECTORS**

*Dear Members,*

We have pleasure in presenting the 32<sup>nd</sup> Annual Report on the business and operations of the Company together with the audited results for the financial year ended March 31, 2017.

### 1. Financial Highlights

**Table 1** gives the financial highlights of the Company for FY2017 as compared to the previous financial year, on consolidated and standalone basis.

**Table 1**

Particulars	Consolidated		Standalone	
	FY 2017	FY 2016	FY 2017	FY 2016
Net Sales /Income from Business Operations	4,963,451,419	5,880,452,174	2,166,027,494	3,212,469,201
Other Income	580,132,458	268,166,190	504,066,678	341,526,249
<b>Total Income</b>	<b>5,543,583,877</b>	<b>6,148,618,364</b>	<b>2,670,094,172</b>	<b>3,553,995,450</b>
Profit /(loss)before Interest and Depreciation	510,846,326	614,901,524	451,036,297	538,998,759
Less Interest	327,377,189	381,117,232	319,976,134	379,250,828
Profit /(loss)before Depreciation	183,469,137	233,784,292	131,060,163	159,747,931
Less Depreciation and amortisation	156,439,517	154,433,213	73,344,790	79,431,962
<b>Profit / (loss) after depreciation and Interest</b>	<b>27,029,620</b>	<b>79,351,079</b>	<b>57,715,373</b>	<b>80,315,968</b>
Exceptional Item				
Less Current Income Tax	8,579,725	19,329,202	-	1,404,735
Less Previous year adjustment of Income Tax	36,470,723	128,197	12,448,911	69,410
Less Deferred Tax	(30,120,061)	(32,214,612)	-	-
<b>Net Profit after Tax</b>	<b>12,099,234</b>	<b>92,108,292</b>	<b>45,266,462</b>	<b>78,841,823</b>
Remeasurement of Benefit liabilities/(Assets)	6,124,002	5,332,168	5,833,849	1,688,260
Income Tax relating to items that will not be reclassified to profit & loss account	(95,925)	(1,204,676)	0	0
Total Comprehensive Income	18,127,311	96,235,784	51,100,311	80,530,083
Less Minority share of profits / losses	(7,892,614)	7,660,248	N A	N A
Dividend (including Interim if any and final)	0	0	0	0
<b>Net Profit after dividend and Tax</b>	<b>26,109,925</b>	<b>88,575,536</b>	<b>51,100,311</b>	<b>80,530,083</b>
Earnings per share (Basic)	0.12	0.60	0.28	0.56
Earnings per Share(Diluted)	0.12	0.60	0.28	0.56

Notes: FY2017 represents fiscal year 2016–17, from 1 April 2016 to 31 March 2017, and analogously for FY2016 and other such labeled years.

### 2. Indian Accounting Standards

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated February 16, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. For our Company Ind AS is applicable from April 1, 2016 and IGAAP as the previous GAAP.

The reconciliations and descriptions of the effect of the transition from IGAAP to Ind AS have been provided in Note 26 in the notes to accounts in the standalone and consolidated financial statements.

### 3. Business Performance

The total standalone sales for FY 2017 are Rs. 2,166,027,494 compared to Rs.3,212,469,201 for FY 2016. The Company made a PAT of Rs. 45,266,462 in FY 2017 compared to Rs.78,841,823 in FY 2016.



#### 4. Consolidated Results

The turnover of the Company was Rs 4,963,451,419 in FY 2017 against Rs 5,880,452,174 in FY 2016. Profit after tax before Minority Interest for FY 2017 was Rs. 12,099,234 as compared to Rs 92,108,292 in FY 2016.

#### 5. Business Operations & Future Outlook

The company is refocusing on its core area of operations, Viz., EPC and Real Estate. In view of the Government's emphasis on affordable housing, your company has a sharp focus on this segment. While procuring the contract, the company lay emphasis on the priority of the project to the clients, the importance of value add in the project, and a special focus on affordable housing segment. The company has done extensive research on this area and has developed a special expertise on execution of such projects.

We foresee that the quality developers shall have an edge over others due to more stringent regulatory changes in this area. Growth in the Indian economy and likely reduction in interest rates, pickup in housing segment can be expected. With the Government emphasis on Housing for All and development of affordable housing, your Company shall look for favorable opportunities in this niche segment. We also have identified two projects in Talegoan for launch in the current financial year.

#### 6. Transfer to Reserves

The Company has not proposed to transfer any amount to the General Reserve.

#### 7. Dividend

Considering the Cash Flow Situation, we do not recommend any dividend for the year under review.

#### 8. Share Capital

The Company has allotted 30,000 equity shares of Rs. 10/- each fully paid on May 17, 2016 under Employee Stock Option Scheme, 2014 ('ESOS, 2014'). The Company has further allotted 6,323,470 equity shares of Rs. 20/- each fully paid on 31<sup>st</sup> March, 2017 (including premium of Rs. 10 each) under Employee Stock Option Scheme, 2015 ('ESOS, 2015'), All the allotted equity shares rank pari passu in all respects with the existing Equity Shares of the Company.

The total paid-up share of the Company has increased to Rs.1,676,601,860 consisting of 167,660,186 equity shares of Rs. 10 each fully paid up on the date of this Report. However the trading approval for shares allotted on 31<sup>st</sup> March 2017 was received on 4<sup>th</sup> May, 2017.

#### 9. Issuance of Compulsorily Convertible Debentures:

The Company decided to issue compulsorily Convertible Debentures to Manan Finserve Private Ltd. and Vinca Rose Farms & Properties LLP for an amount of Rs. 110 crores. The shareholders approved the issue at the Extra Ordinary General meeting held on 24th May, 2017. The CCD were to be converted into Equity Shares within 18 months at a conversion rate of Rs. 45.60 per Equity Share of Rs. 10/- each fully paid up.

However, the investors developed difference of opinion with the company over the strategic direction. After due consideration, the CCD issue has been cancelled on 11<sup>th</sup> June 2017.

#### 10. Utilization of Right Issue Proceeds

The proceeds of Rights Issue were used for Repayment/pre-payment, in full or part, of certain identified loans availed by our Company, Finance the construction of our Ongoing Projects and General corporate purposes. The summaries of utilization of Net Right Issue Proceeds are as follows:

(Rs in Lakhs)

Sr. No	Particulars	Amount to be utilized	Actual Utilizations as on 31/03/2017
1	Repayment/ pre-payment, in full or part, of certain identified loans availed by our Company	6,200	6,200
2	Finance the construction of our Ongoing Projects	2,800	2,759
3	General corporate purposes	1,000	1,000

#### 11. Fixed Deposits

The details of deposits accepted during the year FY 2017 under review are as below:

Sr. No.	Particulars	Amount (in Rs.)
1	Amount accepted during the year	Rs. 3,500,000
2	Amount remained unpaid or unclaimed as at the end of the year.	None
3	Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved. i) at the beginning of the year ii) maximum during the year iii) at the end of the year	No

#### 12. Change in the Nature of Business, if any

During the year, there was no change in the nature of business of the Company or any of its subsidiaries.

#### 13. Material Changes and Commitments affecting the Financial Position of the Company

There are no material changes affecting the financial position of the Company subsequent to the close of the FY 2017 till the date of this report except the cancellation of the issue of CCD to an extent of Rs. 110 crores and

Merger of 11 subsidiaries with Vascon Engineers Limited has been approved by NCLT. The certified copy of the order was received on 26<sup>th</sup> July, 2017.

#### 14. Adequacy of Internal Financial Controls with Reference to the Financial Statements

The Board has adopted systems, policies and procedures for efficient conduct of business, operations, safeguarding its assets and prevention of frauds. This ensures accuracy and completeness of accounting records and its timely preparation.

#### 15. Subsidiaries, Associates and Joint Ventures

The Company has seventeen subsidiaries and three joint venture companies and one Associate as on March 31, 2017.

As per Section 129(3) of the Companies Act, 2013, where the Company has one or more subsidiaries, it shall, in addition to its financial statements, prepare a consolidated financial statement of the Company and of all subsidiaries in the same form and manner as that of its own and also attach along with its financial statement, a separate statement containing the salient features of the financial statement of its subsidiaries.

In accordance with the above, the consolidated financial statement of the Company and all its subsidiaries and joint ventures prepared in accordance with Accounting Standards 21 and 27 as specified in the Companies (Accounts) Rules, 2014, form part of the annual report. Further, a statement containing the salient features of the financial statement of our subsidiaries and joint ventures in the prescribed Form AOC-1, is attached as “Annexure I” to the Board’s Report. This statement also provides the details of the performance and financial position of each subsidiary.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements and related information of the subsidiaries, where applicable, will be available for inspection during regular business hours at the Company’s registered office in Mumbai, India. These will also be available on our website at <http://vascon.com/investor.asp>.

#### 16. Particulars of Loans, Guarantees Or Investments

The Company makes investments or extends loans/ guarantees to its wholly owned subsidiaries for their business purpose. Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, along with the purpose for which such loan or guarantee is proposed to be utilized by the recipient, form part of the notes to the financial statements provided in this annual report.

#### 17. Corporate Governance and Additional Shareholders’ Information

A detailed report on the corporate governance systems and practices of the Company is given separately in this annual report.

A certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on corporate governance.

#### 18. Awards and Recognitions:

During F.Y. 2016-17, your Company received following awards:

1. 2<sup>nd</sup> Estrade Real Estate Awards and Inaugural Built Awards, 2016 for Forest County Project
2. Safety Awards- 2016 -Certification of Appreciation for Godrej E-City, Bangalore
3. Early adaptation of cloud technology- Transformers 2016 award

#### 19. Management Discussion and Analysis

A detailed report on the Management Discussion and Analysis in terms of the provisions of Regulation 34 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), is provided as a separate chapter in the annual report.

#### 20. Board of Directors and Key Management Personnel

The Board of Directors appointed Mr. Amit Parsuramka as Additional Director of the Company, categorized as Executive and Non-Independent Director on 24<sup>th</sup> May 2017. However, vide letter dated 20<sup>th</sup> July, 2017, Mr. Amit Parsuramka resigned from the post of Additional Director on account of his personal and unavoidable circumstances.

Mr. R. Vasudevan, retires by rotation at the forthcoming 32<sup>nd</sup> AGM and being eligible, seeks re-appointment.

The brief profile of Mr. R. Vasudevan covered under Report of Governance which forms a part of this report.

All the Independent Directors have submitted declarations that each of them meets the criteria of Independence as laid down u/s 149 (a) of the Act and Regulation 16(1)(b) of LODR Regulations and there had been no change in the circumstances which affects their status as independence Director.

#### Key Managerial Personnel (KMPs)

For the purposes of the provisions of section 203(1) (i) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the following officers of the Company are hereby designated as the Key Managerial Personnel of the Company with effect from 1 April 2014:

1. Dr. Santosh Sundararajan, Chief Executive Officer;
2. Mr. D. Santhanam, Chief Financial Officer;
3. Mr. M. Krishnamurthi, Company Secretary & Compliance Officer.

These officers are in the service of the Company for more than a decade.

**A. Board Evaluation**

As per provisions of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, an evaluation of the performance of the Board of Directors and Members of the Committees was undertaken. Schedule IV of the Companies Act states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

Accordingly, the evaluation of all the Directors individually and the Board as a whole including members of Committees was conducted based on the criteria and framework adopted by the Board. The contribution and impact of individual Directors and Committee Members was reviewed through a peer evaluation, on parameters such as level of engagement and participation, flow of information, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. None of the Independent Directors are due for reappointment.

**B. Number Of Board Meetings**

The Board of Directors met five times during the year, including a separate meeting of Independent Directors. Details of Board meetings are laid out in Corporate Governance report, which forms a part of this annual report.

**21. Appointment Of Directors And Remuneration Policy**

The assessment and appointment of members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise and specific qualification required for the position. The potential Board member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

In accordance with Section 178(3) of the Companies Act, 2013, Regulation 9(4) of the Listing Regulations and on recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel and Senior Management. The **policy** is attached as an annexure to the Corporate Governance report.

**22. Audit Committee**

The Audit Committee of the Board of Directors consists of three Independent Directors and one Whole Time Director. Presently, the Committee comprises of Mr. V. Mohan, Chairman of the Committee and Independent Director, Mr. K. G. Krishnamurthy, Independent Director and Mr. Mukesh Malhotra, Independent Director and Mr. R. Vasudevan, Managing Director

The Board has accepted all recommendations made by the Audit Committee during the year.

**23. Business Risk Management**

The Company has a Risk Management Committee of the Board, consisting of three Directors. The details of the Committee and its terms of reference are set out in the

Corporate Governance section, which forms a part of this Report.

The Audit and Risk Management Committees review the key elements of the Company's business, finance, operations and compliance risk(s) and respective mitigation strategies. The Risk Management Committee review the risk identification and management process developed by management to confirm it is consistent with the Corporation's strategy and business plan.

During FY 2017, focus areas of the management and the Board included progress on strategy execution, quality and regulatory, while process safety and health continued to remain a priority for the Company.

**24. Directors' Responsibility Statement**

In terms of Section 134(5) of the Companies Act, 2013, your Directors state that:

1. Applicable accounting standards have been followed in the preparation of the annual accounts;
2. Accounting policies have been selected and applied consistently. Judgments and estimates made 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 FY 2017 and of the profit of the Company for that period;
3. Proper and sufficient care has been taken to maintain adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. Annual accounts have been prepared on a going concern basis;
5. Adequate internal financial controls for the Company to follow have been laid down and these are operating effectively; and
6. Proper and adequate systems have been devised to ensure compliance with the provisions of all applicable laws and these systems are operating effectively.

**25. Related Party Transactions**

In accordance with Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) in Form AOC-2 is attached as "**Annexure II**".

The details of related party disclosures form part of the notes to the financial statements provided in this annual report.

**26. Vigil Mechanism / Whistle Blower Policy**

The Company has Whistle-Blower policy (Whistle-Blower/Vigil Mechanism) to report concerns. Under this policy, provisions have been made to safeguard persons who use this mechanism from victimization.

An Independent member of Audit Committee is the Chief

of Vigil Mechanism. The policy also provides access to the chairperson of the Audit Committee under certain circumstances. The details of the procedure are also available on the Company's website [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

### 27. Auditors

#### Statutory Auditors

The Members of the Company at their 29th Annual General Meeting (AGM) held on September 15, 2014, approved the appointment of M/s. Deloitte Haskins & Sells LLP, (Firm Registration no. 117366W/W-100018) Chartered Accountants, as Statutory Auditors of the Company, to hold office for five years, from the conclusion of the 29<sup>th</sup> AGM.

In terms of first proviso of Section 139 of the Companies Act, 2013, the appointment of the auditors is subject to ratification by the shareholders at every subsequent AGM. Accordingly, the statutory auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have confirmed their eligibility under Section 141 of the Companies Act, 2013, Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and SEBI Listing Regulations.

The Audit Committee and the Board of Directors recommend the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company from the conclusion of the 32<sup>nd</sup> AGM till the conclusion of the 33<sup>rd</sup> AGM, to the shareholders for ratification.

#### Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. K. D. Rane, of K.D. Rane & Associates, practicing Company Secretary was appointed to conduct the secretarial audit of the Company for FY 2017. The Secretarial Audit Report for FY 2017 is attached as "Annexure III".

For FY 2018, based on the consent received from K.D. Rane & Associates, Practicing Company Secretary and on the recommendations of the Audit Committee, the Board has appointed K D Rane & Associates, Practicing Company Secretary, as Secretarial Auditor of the Company for FY 2018.

#### Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Amendment Rules, 2014, the Company maintains the cost audit records. Your Board has, on the recommendation of the Audit Committee, appointed Mrs. Varsha S. Limaye, Cost Accountants (Membership No.12358) as cost auditors of the Company for the FY-2018 at a remuneration of Rs. 2, 50,000/- (Rupees Two Lacs Fifty Thousand Only) plus service tax as may be applicable. The provisions also require that the remuneration of the cost auditors be ratified by the shareholders.

### 28. Board's Response on Auditors Qualification, Reservation Or Adverse Remark Or Disclaimer Made

There are no qualifications, reservations or adverse remarks made by the statutory auditors in their report or by the Practicing Company Secretary in the secretarial audit report.

During the year, there were no instances of frauds reported by auditors under Section 143(12) of the Companies Act, 2013.

Auditors' emphasis matter on the report:-

1) Auditors' comment on delay in payment of statutory dues and loans, in their Annexure to the Report:-

Reply: The Company is planning to liquidate some of its non-core assets to the extent of around Rs. 100 cr. This cashflow shall enable Company to pay dues online.

Practising Company Secretary observation:-

1. Form MGT-14 not filed within prescribed time:-

Reply: Company took note and necessary action shall be taken.

### 29. Significant and Material Orders Passed by the Courts/Regulators

During FY 2017, there were no significant and/or material orders, passed by any Court or Regulator or Tribunal, which may impact the going concern status or the Company's operations in future.

### 30. Corporate Social Responsibility Initiatives

Vascon has been early adopter of Corporate Social Responsibility initiatives. The Company works with Vascon Moorthy Foundation ('VMF') towards improving healthcare, supporting child education and many such activities for the welfare of the Society.

As per Section 135 of the Companies Act, 2013, the Company has a Corporate Social Responsibility (CSR) Committee of its Board of Directors. Our Corporate Social Responsibility Committee comprises Mr. R. Vasudevan, Chairman of the Committee, Mr. V. Mohan, Member and Ms. Sowmya Vasudevan Moorthy, Member.

During the year, the Committee monitored the implementation and adherence to the CSR policy. Our CSR policy provides a constructive framework to review and organize our social outreach programs in the areas of health, livelihood and education. The policy enables a deeper understanding of outcome focused social development through diverse collaborations.

The Report on CSR activities of the Company is attached as "Annexure IV"

### 31. Information Required Under Sexual Harassment Of Women At Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has zero tolerance for sexual harassment

at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. The Company is committed to providing equal opportunities without regard to their race, caste, sex, religion, color, nationality, disability, etc. All women associates (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office premises or women service providers are covered under this Policy.

All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

During the Fiscal 2017, the Company has not received any complain on sexual harassments.

### 32. Transfer of unpaid and unclaimed amounts to Investor Education And Protection Fund ('IEPF')

Pursuant to the provisions of the Companies Act, the declared dividends, which remained unpaid or unclaimed for a period of seven years, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

### 33. Employees Stock Option Schemes

During the year, there has been no material change in the Employees Stock Option Scheme, 2014, the Employees Stock Option Scheme, 2015 and Employees Stock Option Scheme, 2016 (all collectively referred as 'the Schemes'). The Schemes are in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and the details as required under the said Regulations are available on website of the Company <http://vascon.com/investor.asp>.

The applicable disclosures as stipulated under SEBI guidelines with regard are attached as "Annexure V".

### 34. Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as "Annexure VI".

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) 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 limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the

Companies Act, 2013, the Annual Report, excluding the aforesaid information, is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

### 35. Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 our Company is not covered by the Schedule of Industries which are required to furnish the information in Form-A.

Our Company has not imported any technology or other items, or carried on the business of export or import. Therefore, the disclosure requirements against technology absorption are not applicable to the Company.

### 36. Foreign Exchange Earnings and Outgo:

Particulars	FY 2017	FY 2016
Foreign Exchange Earning	150,592,607	177,685,780
Expenditure in Foreign Exchange	49,308,603	25,629,062

### 37. Risk Management

The Company has implemented Risk Management Policy in accordance with the provisions of the Act & Listing Regulations. The Company has introduced several improvements to Risk Management & processes to drive a common integrated view of risk and optimal risk mitigation responses.

This integration is aligned with audit universe to the extent relevant.

### 38. Extract of the Annual Return

The details forming part of the extract of the annual return in Form MGT-9 is attached as "Annexure VII".

### 39. Acknowledgement

Your Directors place on record their sincere appreciation for the significant contribution made by our employees through their dedication, hard work and commitment, as also for the trust reposed on us by our clients. We also acknowledge the support extended to us by the analysts, bankers, government agencies, media, customers, suppliers, shareholders and investors at large.

### For and on behalf of the Board of Directors

V. Mohan  
Chairman

Place: Pune  
Date: August 10, 2017

ANNEXURE I AOC - 1

Statement Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 in prescribed FORM AOC-1 relating to Subsidiary, Associate and Jointly Controlled Companies

PART-A Subsidiary

Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
Marvel Housing Private Limited	No	Not Applicable	100,000	(5,594,256)	39,230,386	44,724,642	-	5,726,744	(2,086,746)	-	(2,086,746)	-	100%
Vascon Dwelling Private Limited	No	Not Applicable	100,000	(55,621,867)	268,643,329	324,165,196	-	6,488,382	(15,093,606)	3,037,182	(18,130,788)	-	100%
IT-City Infopark Private Limited	No	Not Applicable	100,000	97,836,967	125,167,545	27,230,578	24,155,416	6,152	(108,276)	-	(108,276)	-	100%
Greystone Premises Private Limited	No	Not Applicable	100,000	(34,494,693)	15,717	34,410,410	-	987,608	954,915	178,625	776,290	-	100%
Vascon Pricol Infrastructure Limited	No	Not Applicable	71,000,000	(68,346,247)	101,700,943	89,047,190	100,000	73,334,550	5,636,411	1,074,020	4,562,391	-	100%
Floriara Properties Private Limited	No	Not Applicable	100,000	(3,776,286)	63,960,874	67,637,160	-	-	(33,808)	-	(33,808)	-	100%
Windflower Properties Private Ltd	No	Not Applicable	100,000	(2,041)	6,717,349	6,619,390	-	56,333	23,636	287,802	(264,166)	-	100%
GMP Technical Solutions Private Limited	No	Not Applicable	149,300	779,157,902	2,355,455,114	1,576,147,912	5,051,707	2,595,774,486	(53,937,558)	(4,144,435)	(49,793,123)	-	85%
GMP Technical Solutions Middle East (FZE)	No	United Arab Emirates Diram (AED), Exchange Rate : 17.66	2,352,000	7,056,763	32,743,651	23,334,888	-	790	(4,041,384)	-	(4,041,384)	-	85%
GMP Technical Services (LLC)	No	United Arab Emirates Diram (AED), Exchange Rate : 17.66	5,307,596	14,532,122	65,660,222	45,820,504	-	135,586,967	7,422,862	-	7,422,862	-	85%
Almet Corporation Limited	No	Not Applicable	5,882,400	30,210,516	41,039,485	4,946,569	-	764,525	(1,023,189)	261,212	(1,284,401)	-	100%
Marathawada Realtors Private Limited	No	Not Applicable	3,921,600	63,599,672	75,308,396	7,787,124	-	137,750	(2,063,991)	-	(2,063,991)	-	100%
Just Homes (India) Private Limited	No	Not Applicable	100,000	90,959,518	140,230,221	49,170,703	86,498,904	373,081	(131,099)	860,268	(991,367)	-	100%
Angelica Properties Private Limited	No	Not Applicable	23,231,550	36,792,178	64,507,738	4,484,010	-	7,814,552	5,338,565	1,070,676	4,267,889	-	100%
Sansara Developers Private Limited	No	Not Applicable	27,400,000	719,078,042	1,243,487,109	497,009,066	-	-	(306,033)	-	(306,033)	-	100%
Shreyas Strategists Private Limited	No	Not Applicable	100,000	(55,511,655)	720,748,738	776,160,393	720,577,395	-	(577,953)	-	(577,953)	-	100%
Sunflower Real Estate Developers Private Limited	No	Not Applicable	10,000,000	(49,136,296)	416,247,582	455,383,878	-	161,595,494	26,669,524	-	26,669,524	-	100%

## PART-B Associates and Joint Ventures

Name of associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year Considered in Consolidation	Profit/Loss for the year Not Considered in Consolidation
		No.	Amount of Investment in Associates/ Joint Venture					
<b>Associates</b>								
Mumbai Estate Private Limited	31.03.2016	99,999	999,990	44.44%	Value of Investment Nil as per Equity Method of Accounting for Investments in Associates.	(4,421,058)		
<b>Jointly Controlled Entities</b>								
Phoenix Ventures	31.03.2017	Not Applicable	20,000,000	50%	Joint Control over economic activity of the entity	88,926,235	(8,724,383)	
Cosmos Premises Private Limited	31.03.2016	177,401	36,790,610	43.83%	Joint Control over economic activity of the entity	82,159,801	7,778,469	
Ajanta Enterprise	31.03.2016	Not Applicable	427,293,552	50%	Joint Control over economic activity of the entity	254,305,798	85,814,781	

**ANNEXURE-II FORM AOC-2**

**Pursuant to Clause (h) of sub-section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

**1. Details of contracts or Arrangements or Transactions not at Arm's Length Basis: None**

Sr. No	Particulars	Details
1	Name(s) of the related party and nature of relationship	<b>Not Applicable</b>
2	Nature of contracts/arrangement/transaction	
3	Duration of the contracts/arrangements or transaction	
4	Salient terms of the contracts or arrangements or transactions including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions	
6	Date of approval by Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General Meeting as required under the first proviso to Section 188	

**2. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARMS LENGTH BASIS:**

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount in Rupees
Sunflower Real Estate Developers Pvt Ltd	Subsidiary	FY2017	Sales and work	10,593,643
Phoenix Ventures	Joint Ventures	FY2017		37,769,263
Ajanta Enterprises	Joint Ventures	FY2017		67,651,924
Flora Facilities Pvt Ltd (Formerly known as Flora Premises Pvt Ltd)	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017		13,644,706
Cherry Constructions Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017		24,183,403
Vascon Dwellings Pvt Ltd	Subsidiary	FY2017	Interest Recd	8,968,126
Vascon Pricol Infrastructures Ltd	Subsidiary	FY2017		10,953,085
Sunflower Real Estate Developers Pvt Ltd.,	Subsidiary	FY2017		49,309,946
GMP Technical Solutions Pvt Ltd	Subsidiary	FY2017		17,558,413
GMP Technical Solutions Pvt Ltd	Subsidiary	FY2017		Commission Recd 2,879,400
Ajanta Enterprises	Joint Ventures	FY2017	PMC	30,386,177
Cosmos Premises Pvt Ltd	Joint Ventures	FY2017	Dividend Recd	8,785,100
Almet Corporation Ltd	Subsidiary	FY2017	Interest Expense	764,525
Angelica Properties Pvt Ltd	Subsidiary	FY2017		5,908,432
Marathwada Realtors Pvt Ltd	Subsidiary	FY2017		137,010
Ajanta Enterprises	Joint Ventures	FY2017		2,363,291
Stresstech Engineers Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017		73,788
Vastech Consultants Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	1,002,160	
D Santhanam- HUF	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	125,000	
Flora Facilities Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	8,326,870	
M. Krishnamurthi (HUF)	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	149,350	
Siddarth Vasudevan	Relatives of KMP	FY2017	135,450	
Sailaxmi Santhanam Mudaliar	Relatives of KMP	FY2017	50,000	
Aiswarya Santhanam Mudaliar	Relatives of KMP	FY2017	77,550	
Thangam Moorthy	Relatives of KMP	FY2017	175,960	
Dr Santosh Sundararajan	KMP	FY2017	2,187,927	
D Santhanam	KMP	FY2017	408,990	



GMP Technical Solution Pvt Ltd	Subsidiary	FY2017	Purchase of Goods/work	43,604,844
Flora Facilities Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	Rent	23,759,614
Stresstech Engineers Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	Purchase of Goods/work	16,546,851
Vastech Consultants & Engineers LLP	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017	Purchase of Goods/work	1,696,992
Marvel Housing Pvt Ltd	Subsidiary	FY2017	Receiving of services	4,906,912
R Vasudevan	KMP	FY2017		12,598,523
Dr Santosh Sundararajan	KMP	FY2017		112594646
D.Santhanam	KMP	FY2017		12227076
M.Krishnamurthi	KMP	FY2017		11063290
Siddarth Vasudevan	Relatives of KMP	FY2017		13,722,840
Shilpa Sivram	Relatives of KMP	FY2017		64,000
Aiswarya Santhanam	Relatives of KMP	FY2017		52,000
Lalitha Sundararajan	Relatives of KMP	FY2017		15,000
K Jeyanthy	Relatives of KMP	FY2017		21,000
Vastech Consultants Pvt Ltd	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017		4,514,834
D Santhanam-HUF	Enterprise where KMP's & Relatives of KMP's have significant influence	FY2017		8,000

ANNEXURE III

FORM NO. MR.3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Vascon Engineers Limited  
15/16, Hazari Baug, LBS Marg  
Vikhroli (West), Mumbai 400 083.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vascon Engineers 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 opinion, the Company has, during the audit period covering the financial year ended on 31 March 2017 ('Audit Period') 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 the Company for the financial year ended on 31 March 2017 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment. Provisions relating to Foreign Direct Investment and External Commercial Borrowings were not applicable to the Company during the Audit Period;
- (v) 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
  - (d) 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 the 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 the Audit Period**); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit Period**).

No law is specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except in respect of one instance of the power exercised by the Board during the Audit Period for investment of the Company's funds, Form MGT-14 as required under section 117(3)(g) read with section 179(3)(e) of the Act to be filed with the Registrar, has not been filed within the time specified under section 403 of the Act.

**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.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the Audit Period the Company has-

- (i) Approved the scheme of amalgamation for merger of Vascon Pricol Infrastructures Limited, Vascon Dwellings Private Limited, Wind Flower Properties Private Limited, Floriana Properties Private Limited, IT-Citi Infopark Private Limited, Greystone Premises Private Limited, Just Homes (India) Private Limited, Shreyas Strategists Private Limited, Sansara Developers India Private Limited, Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with the Company, through postal ballot.

**Kulbhushan D Rane**  
**FCS No. 30644, CP No 11195**

**Place: Pune**  
**Date: 10 August, 2017**

**ANNEXURE IV  
ANNUAL REPORT ON CORPORATE SOCIAL  
RESPONSIBILITY (CSR)**

*[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]*

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The Board has approved the CSR Policy of the Company. It can be viewed at [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

The Report on CSR activities of the Company is mentioned at Exhibit 1.

2. The Composition of the CSR Committee:

The CSR Committee was constituted by the Board of Directors at its meeting held on October 20, 2014 and it has been reconstituted by the Board on November 7, 2015 as below:

- Mr. R. Vasudevan, Whole time Director,
- Mr. V. Mohan, Member
- Ms. Sowmya Vasudevan Moorthy, Member

3. Average net profit of the company for last three financial years: N.A.

The Company had incurred losses in FY 2014 and 2015 and thus NA.

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above): N.A
5. Details of CSR spent during the financial year:
  - i. Total amount to be spent for the financial year: N.A.
  - ii. Amount unspent, if any; N.A.
  - iii. Manner in which the amount spent during the financial year: N.A.

6. In case the company has failed to spend the two per cent of the average net profit 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: N.A.

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:

This is to inform that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

**R. Vasudevan,**  
**Managing Director and**  
**Chairman of CSR Committee**

**EXHIBIT 1: CSR ACTIVITIES REPORT**

Vascon Moorthy Foundation ('VMF') completed 9 years of long and meaningful journey contributing tirelessly towards the well being of community of construction workers, working on Vascon sites.

Activities undertaken by VMF during the year are as follows:

**Eye checkup Camp:**

Eye Check up camp at Windermere site Koregaon park: Construction industries are hazardous mainly because of dust from cement and other materials used on site. These dust particles may be harmful to eyes and due to poor financial condition of the workers their negligence regarding the same; they avoid getting their regular eye checkups. VMF has been focusing on it and organized eye checkup camps at Windermere site Koregaon Park 17th Dec 2016 in association with H.V.Desai Eye Hospital, Mohamadwadi, Hadapsar. Total 54 workers took benefit of eye check up camp including children. Eight workers received spectacles at a concessional rate. Doctors of H.V. Desai Eye Care Hospital also explained to the labourers about the care to be taken during welding. We are grateful to Dr. Priyanka Chalak Dr. Swapnil Gaikwad & team of H.V. Desai Eye Care Hospital for their valuable time spent with our labourers.

**Immunization:**

Prevention is better than cure!

Preventive Health Care is one of the major components of the extensive Health Care Program implemented by VMF on all the construction sites. Due to continuous migration, labourers and their children are deprived of preventive health care program. 105 children from construction sites have been immunized in the year 2016-2017, against Polio, Triple vaccine, Jaundice, BCG, Measles etc. It has been possible with the help of Niramay NGO,PMC, health department. Parents of these children are convinced for immunization camps. The response to these camps was overwhelming. Doctors and the nursing staff built excellent rapport with the parents and gained their confidence.

**HIV & AIDS Awareness Programme:**

Construction sites Labour's continuously keep wandering in the urban centers in search of work. This is considered to be a high risk population, as far as, HIV & AIDS is concerned. They have very little awareness about it and have many misconceptions about the illness. VMF staff covered 1 Site in Pune city for the scientific HIV/AIDS awareness programme at Take point site Kharadi pune and 1 at Hotel Taj Gateway Shirdi site, a total of 160 workers were covered including female. It was very good that many people asked for the referral services available in city. They were given the address of Voluntarily counseling and testing (VCTC) center. They were also provide the addressee of the Anti Retroviral Treatment (ART) centers. After the HIV & AIDS Awareness programme, condom demonstration shown to male workers and condom distributed.

**De-addiction:** Alcohol and Drug Abuse, lowers self-image, causes financial stresses, and tears families apart. Most of the construction workers consuming alcohol, chews tobacco and Gutka. To make them aware about the side effects of these addictions, VMF conducted an awareness program on de-addiction at Godrej site Undri. Total 49 labourers attended the program.

**HPV awareness program for female workers:**

Cervical cancer is a major problem in women after the age of 40 years. HPV is named for the warts (papillomas) some HPV types can cause.

Some HPV types can lead to cancer. Men and women can get cancer of mouth/ throat, and anus/rectum caused by HPV infections. Men can also get penile HPV cancer. In women, HPV infection can also cause cervical, vaginal, and vulvar HPV cancers. But there are vaccines that can prevent infection with the types of HPV that most commonly cause cancer.

VMF conducted HPV awareness program for the female workers of Forest County site. Total 55 female worker attended the program and 3 of them got tested in the clinic. This camp was organized by VMF with the help of PRAYAS NGO, Pune.

**Tuberculosis awareness program:**

Tuberculosis is the number one health problem in India. Tuberculosis (TB) is a disease caused by germs that are spread from person to person through the air. A person with TB can die if they do not get treatment. Due to communicable disease, there is need to create the awareness among workers. VMF conducted T.B. awareness program for the workers at Windermere site Koregaon park. Total 50 male and female workers attended the program. One of the worker refer for diagnosis and treatment of T.B to Rajiv Gandhi Hospital (PMC).

**Preventive and Curative Health Camps:**

In the year 2016-17, VMF focused on the preventive and curative health care of the construction workers, with the help of existing Government health services.

A total of 48 health checkup camps were held on all the sites in Pune. Total 1805 Workers benefited from these camps. Curative aspect of the programme enthused the workers. Getting medicines, vitamins as well as iron supplements free of cost was rewarding for them. Construction industry is a hazardous industry; cuts and wounds are very common while working on sites. Total 641 workers were given T. T. This will be an ongoing programme every month. In these health camps 30 children got Deworming doses and 23 children received Vitamin A doses. Teams of PMC and PCMC Health department from various hospitals come to site on regular basis. Anemia is one of the sever problem in women, during the health camp most of the female workers received iron and folic acid supplements,

**Crèches/ Day Care Centers on Construction Sites:**

Since construction industry is hazardous, safety of children on construction sites is very important. Both the husband and wife work on the site and there is nobody to look after the children at home. If women stay at home they will lose out on opportunities to earn wages, which is important for them to earn their living. Vascon Moorthy Foundation runs Day are Centers at construction sites with the help of Tara Mobile Creches and Ashakiran Shelter Foundation at 3 sites to take care of children at creches and women are assured that they have left their children at a safe place and can go to work with a calm mind. In creches children get nutritional food, toys to play, animated movies for entertainment and of course they get pre primary formal education too.

**Dental Checkup Camp for Children:**

The development of the children's teeth is one of the important aspect. Due to negligence by the parent, many children faced the problem of gums, cavity and unhealthy teeth, Hence VMF organized Dental checkup camp for the children at forest County site at activity center (Creche) with the help of INDIAN DENTAL ASSOCIATION EAST BRANCH. Dr. Bhushan Bangar and team.

Team examine around 62 children's from age group of 6 month to 14 years.

**Child Right's:**

The child is one of the most important asset of the Nation. All children and young people have a right of education, Health, Survival and Protection. VMF staff conducted "Child right's awareness session" with children of Forest county site.

**Education:**

Education has been always VMF's first priority. In order to get continuous education to children of ever- migrating construction site workers, VMF enrolled three student of 10th std to Hari Uddhav Dhotre School, Pulgaon.

In the academic year 2016-2017, Two of them successfully passed the 10th standard exam in 1st class with distinction.

**Star Site Competition for Best maintained Labour camp for workers**

VMF conducting Star site competition at all India level every year. The purpose of this competition is to motivate the site staff to provide the better hygiene, safe drinking water facility, healthy environment and better living condition to improve the labourers quality of life. VMF staff done the periodic visit to all the sites to guide the site regarding maintaining of labor camp.

**Ramya Siddharth Moorthy**  
*Trustee*

# VASCON ENGINEERS LIMITED

## ANNEXURE – V : EMPLOYEES STOCK OPTION SCHEME

The details of stock options as on 31 March 2017 under the Vascon Employee Stock Option Scheme 2015 ('ESOS, 2015') and Vascon Employee Stock Option Scheme 2016 ('ESOS, 2016') are as under:

Sr. No.	Description	ESOS, 2015	ESOS, 2016																								
1.	Total Options granted	6,400,000	6,400,000																								
2.	Pricing formula	Fair value	Fair value																								
3.	Options vested as at 31 March 2017	6,400,000	-																								
4.	Total options exercised	6,323,470	-																								
5.	Total number of shares arising as a result of exercise of options	6,323,470	-																								
6.	Total Options lapsed	N.A.	NIL																								
7.	Variation of terms of Options	N.A.	N.A.																								
8.	Total Money realized by exercise of options	126,469,400	-																								
9.	Total number of options in force	76,530	6,400,000																								
10.	Employee-wise details of options granted during the year to:																										
	Senior managerial Personnel																										
		<table border="1"> <thead> <tr> <th rowspan="2">Name</th> <th colspan="2">ESOS, 2015</th> <th colspan="2">ESOS, 2016</th> </tr> <tr> <th>Exercise Price</th> <th>No. of Options</th> <th>Exercise Price</th> <th>No. of Options</th> </tr> </thead> <tbody> <tr> <td>Santosh Sundararajan</td> <td>Rs. 20/-</td> <td>33,44,750</td> <td>Rs. 20/-</td> <td>33,44,750</td> </tr> <tr> <td>M. Krishnamurthi</td> <td>Rs. 20/</td> <td>2,50,000</td> <td>Rs. 20/</td> <td>250,000</td> </tr> <tr> <td>D Santhanam</td> <td>Rs. 20/</td> <td>2,50,000</td> <td>Rs. 20/</td> <td>250,000</td> </tr> </tbody> </table>		Name	ESOS, 2015		ESOS, 2016		Exercise Price	No. of Options	Exercise Price	No. of Options	Santosh Sundararajan	Rs. 20/-	33,44,750	Rs. 20/-	33,44,750	M. Krishnamurthi	Rs. 20/	2,50,000	Rs. 20/	250,000	D Santhanam	Rs. 20/	2,50,000	Rs. 20/	250,000
Name	ESOS, 2015		ESOS, 2016																								
	Exercise Price	No. of Options	Exercise Price	No. of Options																							
Santosh Sundararajan	Rs. 20/-	33,44,750	Rs. 20/-	33,44,750																							
M. Krishnamurthi	Rs. 20/	2,50,000	Rs. 20/	250,000																							
D Santhanam	Rs. 20/	2,50,000	Rs. 20/	250,000																							
11.	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year																										
		<table border="1"> <thead> <tr> <th rowspan="2">Name</th> <th colspan="2">Exercise Price</th> <th colspan="2">No. of Options</th> </tr> <tr> <th>ESOS, 2015</th> <th>ESOS, 2016</th> <th>ESOS, 2015</th> <th>ESOS, 2016</th> </tr> </thead> <tbody> <tr> <td>Santosh Sundararajan</td> <td>Rs. 20/-</td> <td>Rs. 20/-</td> <td>3,344,750</td> <td>3,344,750</td> </tr> </tbody> </table>		Name	Exercise Price		No. of Options		ESOS, 2015	ESOS, 2016	ESOS, 2015	ESOS, 2016	Santosh Sundararajan	Rs. 20/-	Rs. 20/-	3,344,750	3,344,750										
Name	Exercise Price		No. of Options																								
	ESOS, 2015	ESOS, 2016	ESOS, 2015	ESOS, 2016																							
Santosh Sundararajan	Rs. 20/-	Rs. 20/-	3,344,750	3,344,750																							
12.	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	Dr. Santosh Sundararajan	Dr. Santosh Sundararajan																								
13.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 33 IND AS Earnings Per Share	0.28	0.56																								
14.	Method used to account for ESOS	Accounted on the basis of Fair Value Method	Accounted on the basis of Fair Value Method																								
15.	Weighted-average exercise prices and weighted-average fair values of options for options whose exercise price either equals or exceeds or is less than the market price of the stock	Exercise Price: Rs. 20/- Weighted Average fair value of the option: Rs. 8.30/-	Exercise Price: Rs. 20/- Weighted Average fair value of the option: Rs. 13.95/-																								
16.	Description of the method and significant assumptions used during the year to estimate the fair values of options	Binomial lattice Model	Black Scholes Model																								
17.	Risk-free interest rate	8.40%	6.90%																								
18.	Expected life	1 Year	1 Year																								
19.	Expected volatility	67.42%	57.60%																								
20.	Expected dividends	2%	-																								
21.	The price of the underlying share in market at the time of option grant	21.40	28.46																								

## ANNEXURE – VI : REMUNERATION OF MANAGERIAL PERSONNEL

**Information in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a) The ratio of remuneration of each director to the median remuneration of the employees of the Company, the percentage increase in remuneration of each director, CEO, CFO and CS, for FY2017 and comparison of the remuneration of each Key Managerial Personnel (KMP) against the performance of the Company:

Name	Designation	Ratio of Remuneration to the Median Remuneration of Employees	% Increase in Remuneration During FY 2017	Comparison of Remuneration KMPs' Against Performance of the Company
V. Mohan	Chairman and Independent Director	**Not Applicable	-	-
R. Vasudevan	Managing Director	35		Revenue -0.55% Net profit-26.51%
K. G. Krishnamurthy	Independent Director	**Not Applicable	-	-
Sowmya Moorthy	Non Executive Director	**Not Applicable	-	-
Mukesh Malhotra	Director	**Not Applicable	-	-
Amit Parsuramka*	Additional Director	-	-	-
Santosh Sundararajan	CEO	122	23.38%	Revenue -1.95% Net profit- 93.45%
M. Krishnamurthi	CS	17	Nil	Revenue 0.28% Net profit -13.30%
D. Santhanam	CFO	20	Nil	Revenue -0.33% Net profit- 15.50%

\*Mr. Amit Parsuramka was appointed as Additional Director w.e.f. 24<sup>th</sup> May, 2017

\*\* No remuneration is paid to Non executive directors, except sitting fees for attending board meetings. KMPs includes our CEO, CFO and CS. Remuneration does not include perquisite value of ESOS

The percentage increase in the median remuneration of employees in the financial year is 1.39%. Company has total 482 permanent employees at the end of Financial Year. There is a down trend in remuneration paid to employees by Rs. 9157 for F.Y. 2017 as compared to F.Y. 2016. The standalone revenue in FY 2017 decreased by Rs.10464 Lakhs and EBIDITA decreased by of Rs. 880 Lakhs.

The remuneration philosophy of the Company is to provide market competitive compensation which drives a high performance culture. Every year, the salary increments are based on benchmarking with similar profiled organisations and market competitiveness. The variable component is paid out to an employee on the basis of performance of the Company, the corresponding business unit or function and his/her own performance.

The total remuneration of KMPs increase by Rs.8.24 Lakhs while the revenue in FY 2017 decreased by Rs.10464 Lakhs and EBIDITA decreased by Rs. 880 Lakhs. The increase in the remuneration of managerial personnel is reflecting due to the arrears paid for past year and in case of Dr. Santosh Sundararajan it is due to the terms and conditions mentioned in the letter of appointment, which is according to the Remuneration policy of the Company.

- b) There is a downtrend in the salaries of employees other than KMPs for FY2017 by 1.39% as compared to FY2016. There was an increase of Rs 8.24 lacs in the total remuneration of CEO for the same period.
- c) The median remuneration of employees decreased by Rs. 9157/- per annum in FY2017.
- d) Mr. Santosh Sundararajan, CEO and Mr. Siddharth Moorthy, COO receive remuneration in excess of the remuneration paid to the Managing Director.
- e) Mr. Rajesh Mhatre, CEO-Real Estate was employed for part of the Financial Year and receives remuneration exceeding Eight Lakhs Fifty Thousand per month.
- e) It is hereby affirmed that the remuneration paid during FY2017 is as per the remuneration policy of the Company.

# VASCON ENGINEERS LIMITED

## INFORMATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

### Details of Employees whose salary exceeds Rs. 1.02 crores

Name	Age	Designation	*Remuneration	Nature of Employment	Qualifications	Experience	Date of Commencement of Employment with the Company	Previous Employment	% of Equity Shares held	Any relation with Director
Dr. Santosh Sundararajan	40	CEO	42,302,844	Permanent	BE(Civil), MBA (Finance), CFA, PH.D (Structural Design)	22	01.10.2007	Buro Engineers Singapore Pte. Ltd	0.81	NA
Siddharth Vasudevan	32	COO	14,090,592	Permanent	Diploma (Civil), Bachelor in Applied Science (Construction Management)	11	01.04.2011	Vascon Infrastructures Limited	0.42	Son of Mr. R. Vasudevan, Managing Director

### Details of Employees whose were employed for part of the Financial Year

Name	Age	Designation	*Remuneration	Nature of Employment	Qualifications	Experience	Date of Commencement of Employment with the Company	Previous Employment	% of Equity Shares held	Any relation with Director
Rajesh Dilip Mhatre	40	CEO- Real Estate	15,091,836	Permanent	BE (Mechanical), MMS	16	01.02.2017	Lodha Ventures	-	NA

### Details of Top 10 Employees alongwith Key Managerial Personnel:

Name	Age	Designation	*Remuneration	Nature of Employment	Qualifications	Experience	Date of Commencement of Employment with the Company	Previous Employment	% of Equity Shares held	Any relation with Director
M. Krishnamurthi	57	Company Secretary and Compliance Officer	6,019,296	Permanent	BGL, ACA,ACS, ACMA, CGMA	33	19.07.2005	Apollo Hospitals Ltd	0.15	NA
D. Santhanam	55	Chief Financial Officer	7,017,768	Permanent	ACA	31	16.01.1989	LIC of India	0.20	NA
Sanjay Mutteparwar	47	Vice President - Projects	4,428,168	Permanent	Diploma (Civil), BE (Civil), MBA	24	01.03.2002	K. Raheja Engg. Services	0.015	NA
S. Padmanaban	55	Vice President - Projects	4,235,280	Permanent	BE (Civil)	33	24.09.2009	Rakindo Kovai Township Ltd	-	NA
Tanaji Atole	47	Vice President - Projects	3,712,212	Permanent	Diploma (Civil)	26	01.03.1996	Advance Construction Co. Pvt, Ltd.	0.031	NA
Somnath B. Biswas	50	President - Finance & Accounts	3,328,260	Permanent	Graduate (Science), ICWA	25	15.07.2011	Amby Valley Ltd.	0.031	NA
Santosh Mahadeo Pawar	51	Vice President - Technical Service	3,221,064	Permanent	Diploma (Civil)	30	20.09.2010	Kakade Infrastructure Pvt. Ltd.	0.011	NA
Ambadas Parkale	44	Vice President - Projects	3,125,652	Permanent	Diploma (Civil)	20	01.02.1997	-	0.031	NA
Vivekanand Botre	39	Vice President - Projects	2,707,848	Permanent	Diploma (Civil)	20	07.10.2003	Devi Construction Co.Pvt.Ltd.	0.042	NA
M.T. Badshah	54	Vice President - Finance & Accounts	4,013,112	Permanent	Graduate (Commerce)	33	22.05.1989	S.R. Khasgiwala & Co.	0.020	NA
Anjali Sumant	47	Vice President - Sales & Marketing	3,242,004	Permanent	Graduate (Commerce), LLB	27	01.04.2013	M/s. Vijay Seat Manufacturing Co	0.055	NA
Narendra Badave	45	Vice President - Projects	3,264,408	Permanent	Diploma (Civil)	26	10.11.1992	M/s. Narendra Shah And Associates.	-	NA

\*Remuneration doesn't include perquisite value of ESOS.



**Annexure VII**  
**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN as on the financial year ended on March 31, 2017**  
**Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies**  
**(Management and Administration) Rules, 2014**

**I. Registration & other details:**

CIN	L70100MH1986PLC038511
Registration Date	1.1.1986
Name of the Company	Vascon Engineers Limited
Category of the Company	Company Limited by Shares
Sub-category of the Company	Indian Non-Government Company
Address of the Registered office & contact details	15/16, Hazari Baugh, L.B.S. Marg, Vikhroli, Mumbai-400083
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>Karvy Computershare Private Limited</b> Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Telephone: +91 40 6716 2222 Facsimile: +91 40 2343 1551 E-mail: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Investor grievance id: <a href="mailto:einward.ris@karvy.com">einward.ris@karvy.com</a> Website: <a href="http://www.karvy.com">www.karvy.com</a> Contact Person: Mr. S V Raju, SEBI Registration No.: INR000000221

**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 Company
1.	Engineering, Procurement and Construction (EPC)	43900	36%
2.	Real Estate Development	4100 - Construction of buildings	7%
3.	Manufacturing & BMS	25111	47%

**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.	<b>Almet Corporation Limited</b> 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai-400083	U29290MH1960PLC059367	Subsidiary	100	2(87)(ii)
2.	<b>Angelica Properties Private Limited</b> Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune - Nagar Road, Pune MH 411014 IN	U70102PN2006PTC128857	Step Subsidiary	100	2(87)(ii)
3.	<b>Floriana Properties Private Limited</b> Vascon Weikfield Chambers, Behind Hotel Novotel, Opposite Hyatt Hotel, Pune - Nagar Road, Pune MH 411014 IN	U45209PN2006PTC128875	Subsidiary	100	2(87)(ii)
4.	<b>GMP Technical Solutions Private Limited</b> 3rd Floor, Swastik Disa Business Park, LBS Marg, Behind Wadhani Industrial Estate, Ghatkopar West, Mumbai-400086	U74999MH2003PTC142312	Subsidiary	85.00	2(87)(ii)

## VASCON ENGINEERS LIMITED

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
5.	<b>GMP Technical Solutions Middle East (FZE)</b> P.O. Box 9134, Sharjah, (U.A.E.)	Foreign Company	Step Subsidiary	85.00	2(87)(ii)
6.	<b>GMP Technical Services (LLC)</b>	Foreign LLC	Step Subsidiary	85.00	2(87)(ii)
7.	<b>Greystone Premises Private Limited</b> 201, Phoenix, Bund Garden Road, Opp. Residency Club, Pune-411001	U70101PN2008PTC131237	Subsidiary	100.00	2(87)(ii)
8.	<b>It-Citi Info park Private Limited</b> 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai-400080	U72200MH2001PTC133725	Subsidiary	100.00	2(87)(ii)
9.	<b>Marathwada Realtors Private Limited</b> 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai -400083	U24110MH1984PTC034809	Subsidiary	100.00	2(87)(ii)
10.	<b>Marvel Housing Private Limited</b> 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai -400083	U45200MH2005PTC154682	Subsidiary	100.00	2(87)(ii)
11.	<b>Sansara Developers India Private Limited</b> Neelkanath Business Park, 'C' Wing, 502, 5th Floor, Near Vidyavihar Bus Stop, Vidyavihar West	U45204MH2006PTC161661	Step Subsidiary	100.00	2(87)(ii)
12.	<b>Shreyas Strategists Private Limited</b> B-124, Vardhman Complex, Fitwell Compound, L.B.S Marg, Vikhroli (W), Mumbai Mh 400038	U74140MH2010PTC204618	Step Subsidiary	100.00	2(87)(ii)
13.	<b>Sunflower Real Estate Developers Private Limited</b> 201, Phoenix, Bund Garden Road Opp. Residency Club Pune 411001	U45200PN2007PTC129495	Subsidiary	100.00	2(87)(ii)
14.	<b>Vascon Dwelling Private Limited</b> 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai-400083	U45200MH2005PTC154825	Subsidiary	100.00	2(87)(ii)
15.	<b>Vascon Pricol Infrastructures Limited</b> Vascon Weikfield Chambers, Behind Hotel Novatel, Opposite Hyatt Hotel, Pune Nagar Road, Pune	U45201PN2007PLC165305	Subsidiary	100.00	2(87)(ii)
16.	<b>Wind Flower Properties Private Limited</b> 301, Phoenix, Bund Garden Road, Opp. Residency Club, Pune-411001	U45209PN2006PTC128883	Subsidiary	100.00	2(87)(ii)
17.	<b>Just Homes (India) Pvt. Ltd</b> S. no 15 Vadgaon Sheri, Kalyani Nagar, Pune-411014	U45201PN2001PTC019652	Subsidiary	100.00	2(87)(ii)
18.	<b>Mumbai Estate Private Limited</b> 401, Rajendra Chambers, 19, Nanabhai Lane, Fort, Mumbai	U45201MH2006PTC163672	Associates	44.44	2(6)
19.	<b>Phoenix Ventures</b> 201, Phoenix, Bund Garden Road, Opp. Residency Club, Pune-411001	Joint Venture	Joint Venture	50.00	2(6)
20.	<b>Ajanta Enterprises</b> M/1, M/2, Clover Center, Moledina Road, Camp, Pune- 411001	Partnership Firm	Joint Venture	50.00	2(6)
21.	<b>Cosmos Premises Private Limited</b> 201, Phoenix, Bund Garden Road, Opp. Residency Club, Pune-411001	U70100PN1997PTC133546	Joint Venture	43.83	2(6)

## IV. Shareholding Pattern (Equity share capital breakup as percentage of total equity)

## (i) Category wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year as on 31-March-2016				No. of Shares held at the end of the year as on 31-March-2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	51196712	-	51196712	31.74	51196712	-	51196712	31.74	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	24261300	-	24261300	15.04	9810390	-	9810390	6.08	8.96
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>75458012</b>	<b>-</b>	<b>75458012</b>	<b>46.78</b>	<b>61007102</b>	<b>-</b>	<b>61007102</b>	<b>37.82</b>	<b>8.96</b>
(2) <b>Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (A)</b>	<b>75458012</b>	<b>-</b>	<b>75458012</b>	<b>46.78</b>	<b>61007102</b>	<b>-</b>	<b>61007102</b>	<b>37.82</b>	<b>8.96</b>
<b>1. Institutions</b>									
a) Mutual Funds	7140658	-	7140658	4.43	4030130	-	4030130	2.50	1.93
b) Banks / FI	149300	-	149300	0.09	15000	-	15000	0.01	0.08
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	924713	-	924713	0.57	805976	-	805976	0.50	0.07
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1):-</b>	<b>8214671</b>	<b>-</b>	<b>8214671</b>	<b>5.09</b>	<b>4851106</b>	<b>-</b>	<b>4851106</b>	<b>3.00</b>	<b>2.09</b>
a) Bodies Corp.	28502212	-	28502212	17.67	44075499	100	44075599	27.32	
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	11111894	2	11111896	6.89	15736162	2	15736164	9.75	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	37097786	-	37097786	23.00	34638302	-	34638302	21.47	
c) Others (specify)	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Non Resident Indians	498445	-	498445	0.31	504953	-	504953	0.31	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	423694	-	423694	0.26	523490	-	523490	0.32	
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):-</b>	<b>77634031</b>	<b>2</b>	<b>77634033</b>	<b>48.13</b>	<b>95478406</b>	<b>102</b>	<b>95478508</b>	<b>59.18</b>	
<b>Total Public (B)t</b>	<b>85848704</b>	<b>2</b>	<b>85848704</b>	<b>48.13</b>	<b>100329512</b>	<b>102</b>	<b>100329614</b>	<b>62.18</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>161306714</b>	<b>2</b>	<b>161306716</b>	<b>100.00</b>	<b>161306714</b>	<b>2</b>	<b>161336716*</b>	<b>100</b>	

\* The trading approval for 6,323,470 shares allotted on 31<sup>st</sup> March, 2017 was received on 4<sup>th</sup> May, 2017 and thus not included.

# VASCON ENGINEERS LIMITED

## (II) Shareholding of Promoter as on March 31, 2017

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	No. of Shares	% of total shares of the Company	% Of Shares pledged/encumbered	
	Indian							
	Individuals/Hindu undivided Family							
1.	Vasudevan Ramamoorthy	41686586	25.84	8982308	41686586	25.84	NIL	-
2.	Lalitha Vasudevan	8109538	5.03	Nil	8109538	5.03	Nil	-
3.	Sowmya Vasudevan Moorthy	700294	0.43	Nil	700294	0.43	Nil	-
4.	Siddharth Vasudevan Moorthy	700294	0.43	Nil	700294	0.43	Nil	-
	Any Other	-	-	-	-	-	-	-
5.	Golden Temple Pharma Private Limited**	7783273	4.83	Nil	-	-	Nil	4.83
6.	Premratan Exports Pvt Ltd **	6667637	4.13	Nil	-	-	Nil	4.13
7.	Vatsalya Enterprises Private Limited	9078947	5.63	0	9078947	5.63	0	-
8.	Bellflower Premises Private Limited	520328	0.32	0	520328	0.32	0	-
9.	Vasumangal Constructions LLP	211115	0.13	-	211115	0.13		-

\* The term 'encumbrance' has the same meaning as assigned to it in Regulation 28(3) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Shareholders listed above are disclosed as Promoters under Regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as on 31 March 2017.

\*\*M/s Golden Temple Pharma Private Limited and M/s Premratan Exports Pvt. Ltd have been reclassified as Public vide their request for reclassification and post approval of both BSE and NSE dated 27.10.2016 and 05.1.2017 respectively.

## (IV) Change In Promoter's Shareholding (Please Specify, If there is no change)

Sl No	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	Opening Balance	VASUDEVAN RAMAMOORTHY	28459617	17.64	31/03/2016			28459617	17.64
	Folio transfer				28/10/2016	-28459617	Transfer	0	0.00
	Closing Balance				31/03/2017			0	0.00
2	Opening Balance	VASUDEVAN RAMAMOORTHY	0	0.00	31/03/2016			0	0.00
	Folio transfer				28/10/2016	28459617	Transfer	28459617	17.64
	Closing Balance				31/03/2017			28459617	17.64
3	Opening Balance	VASUDEVAN RAMAMOORTHY	0	0.00	31/03/2016			0	0.00
	Folio transfer				16/09/2016	13226969	Transfer	13226969	8.20
	Closing Balance				31/03/2017			13226969	8.20
4	Opening Balance	VASUDEVAN RAMAMOORTHY	13226969	8.20	31/03/2016			13226969	8.20
	Folio transfer				16/09/2016	-13226969	Transfer	0	0.00
	Closing Balance				31/03/2017			0	0.00
5	Opening Balance	VATSALYA ENTERPRISES PRIVATE LIMITED	9078947	5.63	31/03/2016			9078947	5.63
	Closing Balance				31/03/2017			9078947	5.63
6	Opening Balance	LALITHA VASUDEVAN	8109538	5.03	31/03/2016			8109538	5.03
	Folio transfer				16/09/2016	-8109538	Transfer	0	0.00
	Closing Balance				31/03/2017			0	0.00
7	Opening Balance	LALITHA VASUDEVAN	0	0.00	31/03/2016			0	0.00
	Folio transfer				16/09/2016	8109538	Transfer	8109538	5.03
	Closing Balance				31/03/2017			8109538	5.03

SI No	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
8	Opening Balance	GOLDEN TEMPLE PHARMA PRIVATE LIMITED	7783273	4.83	31/03/2016			7783273	4.83
	Closing Balance				31/03/2017			0	0
9	Opening Balance	PREMRATAN EXPORTS PVT LTD	6667637	4.13	31/03/2016			6667637	4.13
	Closing Balance				31/03/2017			0	0
10	Opening Balance	SIDDHARTH VASUDEVAN MOORTHY	700294	0.43	31/03/2016			700294	0.43
	Closing Balance				31/03/2017			700294	0.43
11	Opening Balance	SOWMYA VASUDEVAN MOORTHY	700294	0.43	31/03/2016			700294	0.43
	Closing Balance				31/03/2017			700294	0.43
12	Opening Balance	BELLFLOWER PREMISES PRIVATE LIMITED	520328	0.32	31/03/2016			520328	0.32
	Closing Balance				31/03/2017			520328	0.32
13	Opening Balance	VASUMANGAL CONSTRUCTIONS LLP	211115	0.13	31/03/2016			211115	0.13
	Closing Balance				31/03/2017			211115	0.13

\*M/s Golden Temple Pharma Private Limited and M/s Premratan Exports Private Limited have been reclassified as public vide their request for reclassification and post approval of both BSE and NSE date 27-10-2016 and 05-01-2017 respectively.

### Shareholding Pattern of top ten Shareholders as on March 31, 2017

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

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2016 AND 31/03/2017									
SI no	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	Opening Balance	AMRIT PETROLEUMS PVT LIMITED	9783273	6.07	31/03/2016			9783273	6.07
	Sale				03/02/2017	-1000000	Transfer	8783273	5.44
	Closing Balance				31/03/2017			8783273	5.44
2	Opening Balance	GOLDEN TEMPLE PHARMA PRIVATE LIMITED	7783273	4.83	31/03/2016			7783273	4.83
	Closing Balance				31/03/2017			7783273	4.82
3	Opening Balance	AKASH BHANSHALI	0	0.00	31/03/2016			0	0.00
	Purchase				31/03/2017	7123211	Transfer	7123211	4.42
	Closing Balance				31/03/2017			7123211	4.42
4	Opening Balance	PAYAL BHANSHALI	7123211	4.42	31/03/2016			7123211	4.42
	Sale				31/03/2017	-7123211	Transfer	0	0.00
	Closing Balance				31/03/2017			0	0.00
5	Opening Balance	PREMRATAN EXPORTS PVT LTD	6667637	4.13	31/03/2016			6667637	4.13
	Closing Balance				31/03/2017			6667637	4.13
6	Opening Balance	UTI-MID CAP FUND	5991977	3.71	31/03/2016			5991977	3.71
	Sale				17/06/2016	-1000300	Transfer	4991677	3.09
	Sale				24/06/2016	-200000	Transfer	4791677	2.97
	Sale				15/07/2016	-761547	Transfer	4030130	2.50
	Closing Balance				31/03/2017			4030130	2.50

# VASCON ENGINEERS LIMITED

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2016 AND 31/03/2017									
Sl no	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year	
			No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
7	Opening Balance	AADI FINANCIAL ADVISORS LLP	5613519	3.48	31/03/2016			5613519	3.48
	Closing Balance				31/03/2017			5613519	3.48
8	Opening Balance	SHAH DURGESH SUMATILAL	3333000	2.07	31/03/2016			3333000	2.07
	Sale				10/03/2017	-70282	Transfer	3262718	2.02
	Sale				31/03/2017	-142718	Transfer	3120000	1.93
	Closing Balance				31/03/2017			3120000	1.93
9	Opening Balance	TALMA CHEMICAL INDUSTRIES PVT LTD	2940389	1.82	31/03/2016			2940389	1.82
	Closing Balance				31/03/2017			2940389	1.82
10	Opening Balance	ASHOK MOTILAL KATARIYA	2857143	1.77	31/03/2016			2857143	1.77
	Sale				23/09/2016	-588807	Transfer	2268336	1.41
	Sale				30/09/2016	-343818	Transfer	1924518	1.19
	Sale				07/10/2016	-226255	Transfer	1698263	1.05
	Sale				21/10/2016	-1109644	Transfer	588619	0.36
	Sale				28/10/2016	-420495	Transfer	168124	0.10
	Purchase				11/11/2016	584398	Transfer	752522	0.47
	Purchase				18/11/2016	608379	Transfer	1360901	0.84
	Purchase				25/11/2016	494657	Transfer	1855558	1.15
	Purchase				23/12/2016	1585	Transfer	1857143	1.15
	Purchase				27/01/2017	120842	Transfer	1977985	1.23
	Purchase				03/02/2017	229519	Transfer	2207504	1.37
	Purchase				10/02/2017	343062	Transfer	2550566	1.58
	Purchase				17/02/2017	238712	Transfer	2789278	1.73
	Closing Balance				31/03/2017			2789278	1.73

## V) Shareholding Directors and Key Managerial Personnel as on March 31, 2017

Sr. No.	Shareholding Directors And Key Managerial Personnel	Date	Reason	Shareholding at the Beginning of the year April 1, 2016		Cumulative Shareholding During The Year March 31, 2017	
				No. of Shares	% of total Share	No. of Shares	% of total Shares
1.	<b>Name: V. Mohan, Independent Director</b>						
	At the beginning of the year	01/04/2016	-	-	-	-	-
	Changes during the year	-	-	-	-	-	-
	At the end of the year	31/03/2017	-	-	-	-	-
2.	<b>Name: R. Vasudevan, Managing Director</b>						
	At the beginning of the year	01/04/2016	-	41686586	25.84	41686586	25.84
	Changes during the year	-	-				
	At the end of the year	31/03/2017	-			41686586	25.84
3.	<b>Name: K G Krishnamurthy, Independent Director</b>						
	At the beginning of the year	01/04/2016	-	-	-		-
	Changes during the year	-	-	-	-		-
	At the end of the year	31/03/2017	-	-	-		-

Sr. No.	Shareholding Directors And Key Managerial Personnel	Date	Reason	Shareholding at the Beginning of the year April 1, 2016		Cumulative Shareholding During The Year March 31, 2017	
				No. of Shares	% of total Share	No. of Shares	% of total Shares
4.	<b>Name: Sowmya Vasudevan Moorthy , Non Executive Director</b>						
	At the beginning of the year	01/04/2016	-	700294	0.43	700294	0.43
	Changes during the year			-	-	-	-
	At the end of the year	31/03/2017	-	700294	0.43	700294	0.43
5.	<b>Name: Mukesh Malhotra, Additional Director</b>						
	At the beginning of the year	01/04/2016	-	5525	0.00	-	0.00
	Changes during the year	-	-	-	0.00	-	0.00
	At the end of the year	31/03/2017		5525	0.00	5525	0.00
6.	<b>Name: Santosh Sundararajan , CEO</b>						
	At the beginning of the year	01/04/2016	-	1542818	0.96	1542818	0.96
	Changes during the year	30/06/2016	Sale	90000		1452818	
		26/08/2016	Sale	50000		1402818	
		28/10/2016	Sale	50000		1352818	
	At the end of the year	31/03/2017	-	1352818	<b>0.84</b>	1352818	<b>0.84</b>
7.	<b>Name: M. Krishnamurthi, Company Secretary &amp; Compliance Officer</b>						
	At the beginning of the year	01/04/2016	-	328000	0.20	328000	0.20
	Changes during the year	30/06/2016	Sale	2000		326000	
		08/07/2016	Sale	6000		320000	
		05/08/2016	Sale	2000		318000	
		19/08/2016	Sale	2000		316000	
		26/08/2016	Sale	14000		302000	
		02/09/2016	Sale	2000		300000	
		07/10/2016	Sale	3000		297000	
		21/10/2016	Sale	7000		290000	
		28/10/2016	Sale	14000		276000	
		20/01/2017	Sale	4000		272000	
		27/01/2017	Sale	2000		270000	
		03/03/2017	Sale	20000		250000	
	At the end of the year	31/03/2017	-	250000	0.15	250000	0.15
8.	<b>Name: D. Santhanam, CFO</b>						
	At the beginning of the year	01/04/2016	-	348692	0.21	348692	0.21
	Changes during the year	08/07/2016	Sale	1000		347692	
		26/08/2016	Sale	2000		345692	
		17/03/2017	Sale	10000		335692	
		31/03/2017	Sale	5000		330692	
At the end of the year	31/03/2017		330692	0.20	330692	0.20	

# VASCON ENGINEERS LIMITED

## V. INDEBTEDNESS

### INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT.-

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness At The Beginning Of The Financial Year</b>				
i) Principal Amount	(2,043,327,014)	(300,481,891)	(59,550,000)	(2,403,358,906)
ii) Interest due but not paid	(3,240,205)	(6,394,962)	0	(9,635,167)
iii) Interest accrued but not due	(15,954)	(60,308,264)	0	(60,324,218)
<b>Total (i+ii+iii)</b>	<b>(2,046,583,173)</b>	<b>(367,185,117)</b>	<b>(59,550,000)</b>	<b>(2,473,318,291)</b>
<b>Change In Indebtedness During The Financial Year</b>				
* Addition	21,771,629	0	0	21,771,629
* Reduction	0	(20,100,208)	(28,050,000)	(48,150,208)
<b>Net Change</b>	<b>21,771,629</b>	<b>(20,100,208)</b>	<b>(28,050,000)</b>	<b>(26,378,578)</b>
<b>INDEBTEDNESS AT THE END OF THE FINANCIAL YEAR</b>				
i) Principal Amount	(2,068,354,803)	(264,237,785)	(31,500,000)	(2,364,092,588)
ii) Interest due but not paid	0	(12,697,259)	0	(12,697,259)
iii) Interest accrued but not due	0	(70,149,866)	0	(70,149,866)
<b>Total (i+ii+iii)</b>	<b>(2,068,354,803)</b>	<b>(347,084,910)</b>	<b>(31,500,000)</b>	<b>(2,446,939,713)</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sn	Particulars Of Remuneration	Total Amount
	<b>Name : R. Vasudevan, Managing Director</b>	<b>Rs. in Lacs</b>
1.	Gross salary	120.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
2.	Stock Option	-
3.	Sweat Equity	
4.	Commission - as % of profit - others, specify	
5.	Others, please specify	
6.	Total (A)	120.00
	Ceiling as per the Act	*

\*Company is paying remuneration as permitted under the Act.



**B. Remuneration to other Directors**

Amount in Rs.

SN	Particulars of Remuneration	Name of Directors			
		V. Mohan	K.G. Krishnamurthy	Mukesh Malhotra	Sowmya Moorthy
1	Independent Directors				
	Fee for attending board committee meetings	1,00,000	1,00,000	-	
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	1,00,000	75,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>75,000</b>
	Total (B)=(1+2)	<b>1,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>75,000</b>
	Total Managerial Remuneration to Non executive Directors including Independent Directors	<b>1,00,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>75,000</b>
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF FFENCES: N.A.**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	N.A.				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	N.A.				
Punishment					
Compounding					

**REPORT ON CORPORATE GOVERNANCE**

Pursuant to the corporate governance requirements prescribed under the Companies Act, 2013 (“Act”) and the SEBI Listing Regulations, the report containing the details of corporate governance systems and processes at Vascon Engineers Limited (“Vascon”) is as follows:

**1. Philosophy**

The Company is committed to good corporate governance. The philosophy is to observe the highest level of ethics in all dealings, to ensure efficient conduct of the Company and help Company achieve its goals. The Company respects the rights of its shareholders to secure information on the performance of the Company. Its endeavor has always been to maximise the long term value to the shareholders of the Company. The Compliance Report on Corporate Governance herein signifies compliance of all mandatory requirements of SEBI Listing Regulations.

**2. Board Of Directors**

**A. Composition**

Board of Vascon Engineers Ltd has an ideal composition of Executive and Non-Executive Directors and is in conformity with provisions of Companies Act, 2013 and also Regulation of SEBI(Listing Obligations and Disclosure Requirements), 2015. Composition of Board of Directors of Vascon Engineers Limited as on March 31, 2017 is as mentioned in Table A. As on 31<sup>st</sup> March, 2017, Company has 5 Directors including a Non-Executive Chairman. There are 3 Independent Directors on the Board of the Company.

The Directors of the Company have expertise in the fields of strategy, management, finance, operations, technology, human resource development and economics. The Board provides leadership, strategic guidance, objective and independent views to the Company’s management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. All Independent Directors have been appointed as per provisions of Companies Act, 2013 and Listing Regulations.

**Table A**

Sr. No.	Name of the Director	DIN	Position	Status
1.	V. Mohan	00071517	Chairman	Independent Non-Executive Director
2.	R. Vasudevan	00013519	Director	Managing Director (Promoter Executive)
3.	K. G. Krishnamurthy	00012579	Director	Independent Non-Executive Director
4.	Sowmya Vasudevan Moorthy	06470039	Director	Non-Executive Director (Promoter Non-Executive)
5.	Mukesh Satpal Malhotra	00129504	Director	Independent Non-Executive Director

**Table B** gives the composition of Vascon’s Board, their positions, relationship with other Directors, date of joining the Board, other Directorships and memberships of Committees held by each of them as on March 31, 2017

**Table B**

Name	Position	Date of Joining	Relationship with other Directors	Directorships U/S. 165 of the Companies Act, 2013		Committees membership	Committees Chairmanship
				Public Co’s	Private Co’s		
V. Mohan	Chairman & Independent Director	6.3.2007	None	3	9	2	3
R. Vasudevan	Managing Director	1.1.1986	Related to Sowmya Moorthy	1	3	3	1
K. G. Krishnamurthy	Independent Director	21.6.2006	None	6	1	2	1
Sowmya Vasudevan Moorthy	Director	31.3. 2015	Related to R. Vasudevan	1	-	3	-
Mukesh S. Malhotra	Independent Director	17.5.2006	None	3	9	3	-

1. Other Directorships are those, which are not covered under Section 165 of the Companies Act, 2013.
2. Membership/Chairmanship in Audit and Stakeholders Relationship Committees of all public limited companies, whether listed or not, including Vascon are considered. Membership/Chairmanship of foreign companies, private limited companies and companies under Section 8 of the Companies Act, 2013 has been excluded.
3. None of the Independent Directors serves as an Independent Director in more than seven listed companies.
4. Other than Sowmya Vasudevan Moorthy, who is the daughter of our Managing Director, Mr. R Vasudevan, none of our Directors on the Board are related to each other.

Each Director of the Company informs the Company on an annual basis about the Directorships and Board Committee positions he occupies in other companies including Chairmanships and notifies changes during the term of their directorship in the Company.

## B. Term Of Board Membership

The Board, on the recommendations of the Nomination, Governance and Compensation Committee, considers the appointment and re-appointment of Directors. Section 149 of the Companies Act, 2013, provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company.

However, the Independent Directors shall not retire by rotation.

Accordingly, all the Independent Directors of the Company were appointed as Independent Directors under Section 149 of the Companies Act, 2013, for a period of 5 years.

Section 152 of the Companies Act, 2013, states that one-third of the Board members other than Independent Directors who are subject to retire by rotation, shall retire every year and shall be eligible for re-appointment, if approved by the shareholders at their meeting.

In view of the above, Mr. R. Vasudevan, Managing Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible, seeks re-appointment.

The Board of Directors at its meeting held on 24<sup>th</sup> May, 2017 had appointed Mr. Amit Parsuramka as Additional Director of the Company categorized as Non-Independent Director. Further ahead, Mr. Amit Parsuramka resigned from the Board as Additional Directors w.e.f 20<sup>th</sup> July, 2017 for personal and unavoidable reasons.

## C. DIRECTORS' PROFILE

A brief resume of Directors, nature of their expertise in specific functional areas and names of companies in which they hold Directorships, Memberships/ Chairmanships of Board Committees, and shareholding in the Company are as below:

### 1. Brief Biography of Directors

**Mr. V. Mohan** is a fellow member of the Institute of Chartered Accountants of India. He is a practising chartered accountant with more than 31 years of experience in the areas of audit and assurance services, company law, tax planning, tax representations and foreign exchange regulations with V Sankar Aiyar and Company, Chartered Accountants, where he is a partner. He has been a director since March 6, 2007. He has been appointed as the Chairman of our Company by our Board since January 21, 2008.

**Mr. R. Vasudevan** holds a bachelor's degree in civil engineering from the University of Pune. He has also completed an 'Owner President' Management Program from the Harvard Business School. He has been a Director on the Board of our Company since January 1, 1986. He is responsible for the over-all management of our Company. He has over 35 years of experience in the construction industry.

**Mr. K. G. Krishnamurthy** holds a bachelor's degree in architecture from the Indian Institute of Technology, Kharagpur. He has 31 years of experience in the areas of real estate, construction finance, property valuation and property search services. He is currently the Managing Director and Chief Executive Officer of HDFC Property Ventures Limited. He has also been appointed on the board of various companies. He has been appointed as a Director on the Board of our Company since June 21, 2006.

**Ms. Sowmya Vasudevan Moorthy** holds bachelor's degree in business administration from Symbiosis International University, Pune and an advanced diploma in Interior Design from Raffles College of Higher Education, Singapore. She has over 4 years of experience in the interior design industry. She has been appointed as an Additional Director on the Board of our Company since March 31, 2015.

**Mr. Mukesh Malhotra** completed his schooling at The Bishop's School, Pune & then went on to complete his Bachelor of Engineering at the College of Engineering, Pune. He was appointed Managing Director of Weikfield Products Co. (I) Pvt. Ltd. in 1994 and continues to hold that position. With his focus on International Trade, Mukesh has travelled to over 60 countries and 150 cities, thus giving him a broad appreciation and understanding of International business practices and economic scenarios. The Company's products have received International Quality Awards from Europe and America. He is actively involved in the activities of MCCIA with a track record of over 25 years, having served as President, 2008- 2010.

Mr. Mukesh Malhotra is a Founder Trustee of the Pune International Centre (PIC) a think tank on the lines of the India International Centre, and Vice Chairman of the Malhotra Weikfield Foundation, which provides Scholarships to students in Pure Sciences, and is setting up a state of the art Skill Development Institute with Swiss Collaboration.

Mukesh is an avid Vipassana Meditator since 1989. His hobbies and interests include music, ranging from Indian Classical to Western Pop, travel, International Cuisine, and he is a voracious reader.

### 2. Nature of relationship between Directors

Other than Ms. Sowmya Vasudevan Moorthy, who is the daughter of our Managing Director, Mr. R. Vasudevan, none of our Directors on the Board are related to each other.

### 3. Directorships in companies suspended/ delisted

None of our Directors hold or held directorships in listed companies whose shares have been/were delisted from the stock exchanges.

None of our Directors hold directorships in listed companies whose shares have been/were suspended from trading on the stock exchanges within a period of five years immediately preceding the date of this Report.

### 4. Arrangements with major shareholders, customers, suppliers or others

There is no arrangement or understanding between our Company and major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed as a Director or member of senior management of our Company.

### 5. Service contracts entered into between our Company and our Directors:

There are no service contracts executed between our Company and any of our Directors providing for benefits upon termination of employment.

### D. Selection and Appointment of New Directors

Induction of a new member on the Board of Directors is the responsibility of the Nomination, Governance and Compensation Committee, consisting entirely of Independent Directors. Considering the existing composition of the Board and requirement of new domain expertise, if any, the Nomination, Governance and Compensation Committee reviews potential candidates. The assessment of members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise and specific qualification required for the position. The potential Board member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and the SEBI LODR Regulations. The Committee then places the details of shortlisted candidate who meet these criteria to the Board for its consideration. If the Board approves, the person is appointed as an Additional Director, subject to the approval of shareholders in the Company's General Meeting.

### E. Familiarization Process for Independent Directors

The Familiarisation program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

To familiarize a new Independent Director with the Company, a kit containing informative documents about the Company like Annual Reports, Investor Presentations, recent Press Releases, Memorandum and Articles of Association, etc. is handed over to him/ her. Visits to

various plant locations are also organized for the new Director to understand the Company's operations.

The Company believes that the Board be continuously empowered with the knowledge of latest developments in the Company's businesses, and the external environment affecting the Company and the industry as a whole. The periodic presentations on Company's business and performance updates, business strategy and risks involved are made.

In addition to the above, the familiarization program for Independent Directors forms part of the Board process. At the quarterly Board meetings of the Company held during the financial year 2016-17, the Independent Directors have been updated on the developments in the Company and the Company's performance. The details of the familiarisation program for Independent Directors are available on the Company's website at [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

### F. Letter of Appointment

The Independent Directors on the Board of the Company, upon appointment, are given a formal appointment letter *inter alia* containing the term of appointment, roles, function, duties & responsibilities, code of conduct, disclosures, confidentiality, etc. The terms and conditions of the appointments of Independent Directors are available on the Company's website [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

### G. Board Evaluation

The Board has carried out an annual evaluation of its own performance, as well as the working of its Committees. The Board worked with the Nomination, and Remuneration Committee to lay down the criteria for the performance evaluation.

The contribution and impact of individual Directors were reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. Where required, independent and collective action points for improvement put in place. The policy is attached as an **annexure B** to the Corporate Governance report.

### H. Appointment of Directors and Remuneration Policy

The assessment and appointment of members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

In accordance with Section 178(3) of the Companies Act, 2013, Regulation 9(4) of the Listing Regulations and on recommendations of the Nomination & Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management.

Independent Directors and Non-Executive Directors may be paid sitting fees for attending board Meetings within the parameters prescribed by law.

The policy is attached as an **Annexure A** to the Corporate Governance report.

#### Remuneration Paid or Payable to the Directors for FY 2017:

Sr. No.	Name of the Director	Salary Paid	Sitting Fees Paid (in Rs.)	Shareholding in the Company
1.	V. Mohan	-	1,00,000	-
2.	R. Vasudevan	1,20,00,000	-	4,16,86,586
3.	K. G. Krishnamurthy	-	1,00,000	-
4.	Sowmya Vasudevan Moorthy	-	75,000	7,00,294
5.	Mukesh S. Malhotra	-	100,000	5525

#### Additional Information in Terms of Regulation 36(3) of The Listing Regulations, on Directors Seeking Re-ApPOINTment and Appointment of Directors at the Ensuing Annual General Meeting Meetings

##### Mr. R. Vasudevan

Mr. R. Vasudevan holds a bachelor's degree in Civil Engineering from the University of Pune. He has also completed an 'Owner President' Management Program from the Harvard Business School. He has been a Director on the Board of the Company since January 1, 1986. He is responsible for the overall management of our Company. He has over 33 years of experience in the Construction Company.

He has been awarded several awards for his contribution in the field of construction and Real Estate Industry. He has been awarded the Top Management Consortium Award of Excellence for the year 2005, the "Construction World -Top Builder Award" in 2007, Award for Life Time Achievements by the Alumni Association of College of Engineering, Pune in 2005 and the South Indian Education Society on the occasion of its Platinum Jubilee (1932-2008) honored and felicitated Mr. R. Vasudevan as a distinguished alumni. He has over 35 years of experience in the construction industry.

Mr. R. Vasudevan is also a Director on the Boards of

1. Ascent Hotels Private Limited
2. NovaCare Drugs Specialties Private Limited
3. Vasumangal Constructions LLP
4. Uday Gujar Foundation

He has attended 4 Meetings of the Board held during the Financial Year 2016-17. He holds the membership of following Committees:

Sr. No	Name of the Company	Name of the Committee
1	Vascon Engineers Limited	Audit Committee
		Stakeholders Relationship Committee
		Corporate Social Responsibility Committee
		Risk Management Committee
		Restructuring Committee

#### I. Board Meetings:

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance to assist the Directors in scheduling their program. The schedule of meetings and their agenda are finalized in consultation with the Chairman and Directors of the Company. The agenda are pre-circulated with detailed notes, supporting documents and executive summaries.

Under Indian law, the Board of Directors must meet at least four times a year, with a maximum gap of four months between two Board meetings. Board of Vascon Engineers Limited met five times during the financial year under review including a separate meeting of Independent Directors: on May 17, 2016, September 9, 2016, 2015, December 13, 2016 and February 9, 2017 and March 31, 2017

The Company has a well-defined process of placing vital sufficient information before the Board such that the information earmarked as per the SEBI Listing Regulations are covered to the fullest extent.

The Minutes of the Meetings of all the Committees namely, Audit Committee, Shareholders' Grievance Committee and Remuneration/Compensation Committee of the Company are placed before the Board as and when held during the year.

#### Directors Attendance for FY 2017

Sr. No.	Name of the Director	Meetings held during year*	Number of Board Meetings Attended	Attendance in Last AGM held on September 15, 2016
1.	V. Mohan	5	4	Present
2.	R. Vasudevan	5	4	Present
3.	K. G. Krishnamurthy	5	4	Present
4.	Sowmya Vasudevan Moorthy	5	3	Absent
5.	Mukesh Satpal Malhotra	5	4	Absent

\*Meeting held during the year includes a separate meeting of Independent Director

#### J. Meeting Of Independent Directors

During FY2017, the Independent Directors of Vascon Engineers Limited met once in executive sessions without the presence of Executive Directors and other members of management.

During this session, the Independent Directors reviewed the performance of senior management, Independent and non-Independent Directors, including the Chairman and

## VASCON ENGINEERS LIMITED

the Board as a whole. They also assessed the quality and adequacy of the information between the Company Management and the Board.

The Independent Directors also discussed the performance of the Company, agenda of meetings, strategy, risks, competition and succession planning for the Board and the senior management. The Lead Independent Director, with or without other Independent Directors, provides structured feedback to the Board about the key elements that emerge out of these executive sessions.

### K. Annual General Meeting/ Extra Ordinary General Meeting/Postal Ballot:

#### LAST THREE ANNUAL GENERAL MEETINGS:

The details of last 3 Annual General Meetings held are as under:

Date and Time	Venue	Special Resolutions Passed
September 15, 2014 at 4.00 P.M.	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001	<ol style="list-style-type: none"> <li>Employee Stock Option Scheme, 2013 ('ESOS, 2013'): to the Board to use the intrinsic value method to value its Options granted under the ESOS Scheme 2013.</li> <li>Resolution for implementation of 'Employees Stock Options Scheme 2014 ('ESOS, 2014')</li> <li>Increase in the Authorised Share Capital and alteration to the Memorandum of Association of the Company.</li> <li>To approve the payment of remuneration to Managing Director for the financial year 2014- 15 and 2015-16</li> </ol>
September 29 2015 at 4.00 P.M.	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001	<ol style="list-style-type: none"> <li>Amendment of incidental or ancillary objects clause of the memorandum of association</li> <li>Deletion of the other objects clause of the memorandum of association</li> <li>Amendment of the liability clause of the memorandum of association</li> <li>Adoption of new set of articles of association</li> <li>Borrowing powers of the company</li> <li>Mortgaging/charging of the properties of the company</li> <li>Issue of non-convertible debentures on a private placement basis</li> <li>Employees stock options scheme 2015 ('ESOS, 2015')</li> <li>Grant of employees stock options to the employees equal to or more than 1%.</li> <li>Shifting of registered office of the company</li> </ol>
September 15, 2016 at 4.00 P.M.	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001	<ol style="list-style-type: none"> <li>Re-appointment of Mr. R. Vasudevan (DIN: 00013519) as Managing Director of the Company</li> <li>To approve Re-classification of Promoters</li> <li>Employees Stock Option Scheme, 2016 ('ESOS, 2016')</li> <li>Grant of Employees stock options to the Employees equal to or more than 1%</li> </ol>

#### EXTRA-ORDINARY GENERAL MEETINGS/POSTAL BALLOTS:

##### Special Resolution passed by Special Ballot

The Company sent Postal Ballot notice dated August 11, 2016 to the members seeking their approval through postal ballot for passing the following resolution

Date of Declaration of Result: 17th September, 2016

Name of the Resolution	Type of Resolution	No. of Votes polled	Votes cast in favour		Votes casted against	
			No. of Votes	%	No. of Votes	%
Approval of scheme of amalgamation for merger of Vascon Pricol Infrastructures Limited, Vascon Dwellings Private Limited, Wind Flower Properties Private Limited, Floriana Properties Private Limited, IT-Citi Infopark Private Limited, Greystone Premises Private Limited, Just Homes (India) Private Limited, Shreyas Strategists Private Limited, Sansara Developers India Private Limited, Sunflower Real Estate Developers Private Limited and Angelica Properties Private Limited with the Company	Special Resolution	8190281	8190281	100	-	-

Mr. Kulbhushan D. Rane of M/s. K. D. Rane & Associates., Company Secretaries were appointed as the Scrutinizer for conducting the postal ballot process.

Accordingly, the postal ballot was conducted by the Scrutinizer and a report submitted to the Company.

### **Special Resolution passed in Extra-Ordinary General Meeting**

Company conducted an extra-ordinary general meeting on 24<sup>th</sup> May, 2017 for the following items:

May 24, 2017 3 pm	Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001	<ol style="list-style-type: none"> <li>1. To amend the Articles of Association of the Company</li> <li>2. Issue And Allotment Of Compulsorily Convertible Debentures And Equity Shares Arising On Conversion Of Compulsorily Convertible Debentures</li> <li>3. Employees Stock Option Scheme, 2017 ('ESOS, 2017')</li> <li>4. Grant of Employees stock options to the Employees equal to or more than 1%</li> </ol>
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### **3. Role of the Company Secretary in Overall Governance Process**

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

### **4. Observance of the Secretarial Standards issued by the Institute of Company Secretaries of India**

The Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, has issued Secretarial Standards on important aspects like Board meetings.

### **5. Ethics/ Governance Policies**

At Vascon, we strive to conduct our business ethically. We follow the ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders.

We have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct
- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Corporate Social Responsibility Policy
- Policy on Board Diversity
- Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Policy for determining Material Subsidiaries

### **6. Code of Business Conduct and Ethics and Ombudsperson Procedure (Vigil Mechanism)**

The Company has adopted a Code of Business Conduct

and Ethics (the 'Code'), which applies to all its Directors and employees, its subsidiaries and affiliates. It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards.

The Board and the senior management annually affirm compliance with the Code. A certificate of the Managing Director of the Company to this effect is enclosed as **Exhibit 1** to this chapter.

The Company has formulated an Whistle- Blower or Vigil mechanism under this Code to report concerns on, actual or suspected violations of the Code, which:

- a) describes the Ombudsperson framework
- b) takes into account procedures for investigation and communication of any report on any violation or suspected violation of the Code
- c) accepts appeal against any decision; and
- d) encourages the submission of complaint against any retaliation The Code of Business Conduct and Ethics and Ombudsperson procedure (whistle blower policy) is available on the Company's website: [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

An Independent Director is the Ombudsperson. The complaints and reports submitted to the Company and their resolution status are reported through the Ombudsperson to the Audit Committee and, where applicable, to the Board. During Financial Year 2016-2017, no personnel has been denied access to the Audit Committee.

### **7. Related Party Transactions**

The Company has adequate procedures for purpose of identification and monitoring of related party transactions.

All transactions entered into with related parties during the financial year were in the ordinary course of business and on arm's length pricing basis. There were no transactions with related parties during the financial year which were in conflict with the interest of the Company.

All related party transactions are periodically placed before the Audit Committee and the Board for review and approval, as appropriate. The details of related party transactions are discussed in Annexure II to the Report of Board of Directors.

The Company has formulated a policy on materiality of related party transactions and dealing with related party transactions and it is available on the Company's website <http://vascon.com/investorservices.asp>

## 8. Subsidiary Companies

The Audit Committee reviews the financial statements of the Material Subsidiary Company. 'GMP Technical Solutions Pvt. Ltd.' is a material subsidiary Company in terms of SEBI Listing Regulations. The Committee also reviews the investment made by the material subsidiary company, statement of all significant transactions and arrangements entered into by the subsidiary company and the status of compliances by the respective subsidiary company, on a periodic basis.

The minutes of the Board meeting of the material subsidiary company are placed before the Board of the Company for its review.

The Company has formulated a policy for determining material subsidiaries and it is available on the Company's website <http://vascon.com/investorservices.asp>

## 9. Disclosure on Accounting Treatment

In the preparation of financial statements for FY 2017, there is no treatment of any transaction different from that prescribed in the Accounting Standards notified by the Government of India under the Companies (Accounts) Rules, 2014 prescribed under Section 133 of the Companies Act, 2013; guidelines issued by the Securities and Exchange Board of India; and other accounting principles generally accepted in India.

## 10. Management Disclosures

Senior management of the Company (Senior Director level and above, as well as certain identified key employees) make annual disclosures to the Board relating to all material financial and commercial transactions in which they may have personal interest, if any, and which may have a potential conflict with the interest of the Company. Transactions with key managerial personnel are listed in the financial section of this annual report under Related Party Transactions.

## 11. Prohibition on Insider Trading

The Company has a policy prohibiting Insider Trading in conformity with applicable regulations of the SEBI in India. Necessary procedures have been laid down for Directors, officers and employees for trading in the securities of the Company. The policy and procedures are periodically communicated to the employees who are considered as insiders of the Company. Trading window closure/ blackouts/quiet periods, when the Directors and employees are not permitted to trade in the securities of the Company, are intimated to all Directors and employees, in advance, whenever required.

## 12. Committee Meetings

**Following are Committees Company has formed:**

The Company has following Board Level Committees, namely:

- I. Audit Committee,
- II. Nomination and Remuneration Committee,

- III. Stakeholders Relationship Committee,
- IV. Corporate Social Responsibility Committee,
- V. Risk Management Committee and
- VI. Rights Issue Committee
- VII. Restructuring Committee

### I. Audit Committee:

Audit Committee was constituted on February 17, 2007 and reconstituted on 9.2.2017. It now comprises of 4 directors. Mr. V. Mohan, Independent Director acts as Chairman of the Committee.

During the year the Audit committee met four times i.e. 17<sup>th</sup> May, 2016, 9<sup>th</sup> September, 2016, 13<sup>th</sup> December, 2016 and 9<sup>th</sup> February, 2017.

Given in the table below is the constitution of Committee and attendance records of the Members:

Name	Designation	No. of Meetings Attended
Mr. V. Mohan	Chairman	4
Mr. R. Vasudevan	Member	4
Mr. K. G. Krishnamurthy	Member	3
Mr. Mukesh Malhotra*	Member	1

*\*Mr. Mukesh Malhotra has been appointed as Member of Audit Committee vide Reconstitution of Committee dated 9.2.2017*

The Company Secretary Mr. M. Krishnamurthi acts as Secretary of the Audit Committee.

Terms of reference of the Audit Committee are broadly as under:

The Audit Committee has the following powers and responsibilities including but not limited to:

1. Supervise the financial reporting process.
2. Review the quarterly and annual financial results before placing them to the Board along with the related disclosures and filing requirements.
3. Review the adequacy of internal controls in the Company, including the plan, scope and performance of the internal audit function.
4. Discuss with management, the Company's major policies with respect to risk assessment and risk management.
5. Hold discussions with statutory auditors on the nature, scope and process of audits and any views that they have about the financial control and reporting processes.
6. Ensure compliance with accounting standards and with listing requirements with respect to the financial statements.
7. Recommend the appointment and removal of external auditors and their remuneration.
8. Recommend the appointment of cost auditors.
9. Review the independence of auditors.



10. Ensure that adequate safeguards have been taken for legal compliance for both the Company and its other Indian as well as foreign subsidiaries.
11. Review the financial statements, in particular, investments made by all the subsidiary companies.
12. Review and approval of related party transactions.
13. Review the functioning of whistle-blower mechanism.
14. Review the implementation of applicable provisions of various acts.
15. Scrutiny of inter-corporate loans and investments.
16. Valuation of undertakings or assets of the Company, wherever it is necessary.
17. Evaluation of internal financial controls.
18. Review the suspected fraud as committed against the Company.

## II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted on June 11, 2007 and was reconstituted on 9.2.2017. Now comprises of four directors.

During the year the Nomination and Remuneration Committee met three times i.e. 17<sup>th</sup> May, 2016, 12<sup>th</sup> December, 2016 and 2<sup>nd</sup> January, 2017.

The current composition of the Nomination and Remuneration Committee is as follows:

Name	Designation	No. of Meetings Attended
Mr. K. G. Krishnamurthy	Chairman	3
Mr. V. Mohan	Member	3
Ms. Sowmya V .Moorthy	Member	2
Mr. Mukesh Malhotra*	Member	-

\*Mr. Mukesh Malhotra has been appointed as Member of Nomination and Remuneration Committee vide Reconstitution of Committee dated 9.2.2017

The Company Secretary acts as Secretary to the Remuneration/ Compensation Committee.

### Terms of reference of the Nomination and Remuneration Committee ('NRC') are broadly as under:

The Committee has the following powers and responsibilities including but not limited to:

1. Examine the structure, composition and functioning of the Board, and recommend changes, as necessary, to improve the Board's effectiveness.
2. Formulate policies on remuneration of Directors, KMPs and other employees and on Board diversity.
3. Formulate criteria for evaluation of Independent Directors and the Board.
4. Assess the Company's policies and processes in key areas of corporate governance, other than those explicitly assigned to other Board Committees, with a view to ensure that the Company is at the forefront of good governance

practices.

5. Regularly examine ways to strengthen the Company's organisational health, by improving the hiring, retention, motivation, development, deployment and behavior of management and other employees. In this context, the Committee also reviews the framework and processes for motivating and rewarding performance at all levels of the organisation, reviews the resulting compensation awards, and makes appropriate proposals for Board approval. In particular, it recommends all forms of compensation to be granted to the Executive Directors, KMPs and senior management of the Company.
6. The NRC shall attend to any other responsibility as may be entrusted by the Board.

### Framework for Performance Evaluation of Independent Directors and the Board

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation

17 of the SEBI Listing Regulations, annual performance evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee has been carried out. The performance evaluation of the Independent Directors was carried out by the entire Board and the performance Evaluation of the Chairman and Non- Independent Directors was carried out by the Independent Directors.

### III. Stakeholders Grievance Committee:

The Shareholders Grievance Committee was constituted on June 11, 2007 and was again reconstituted on 9<sup>th</sup> February, 2017 to specially oversee and redress the issues pertaining to Investor Grievances.

During the year, the Stakeholders Grievance Committee met four times i.e. 17<sup>th</sup> May, 2016, 22<sup>nd</sup> September, 2016, 13<sup>th</sup> December, 2016 and 9<sup>th</sup> February, 2017.

The current composition of the Stakeholders Grievance Committee is as under:

Name	Designation	No. of Meetings Attended
Mr. V. Mohan	Chairman	4
Mr. R. Vasudevan	Member	4
Mr. K. G. Krishnamurthy	Member	3
Mr. Mukesh Malhotra*	Member	1

\*Mr. Mukesh Malhotra has been appointed as Member of Stakeholders Relationship Committee vide Reconstitution of Committee dated 9.2.2017

Mr. M. Krishnamurthi, Company Secretary & Compliance Officer of the Company acts as secretary to the Shareholders Grievance Committee.

During the year Company received total 6 complaints from shareholders/investors and all the complaints were resolved. None of the complaints are pending as on date.

### Terms of reference of the Stakeholders Relationship

## Committee are broadly as under:

The Committee has the following powers and responsibilities including but not limited to:

1. Investor complaints and their redressal.
2. Review of queries received from investors.
3. Review of work done by the share transfer agent.
4. Review of corporate actions related to security holders.

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

The CSR Committee comprises of 3 members namely: Mr. R. Vasudevan (Chairman), Mr. V. Mohan, and Ms. Sowmya Moorthy.

During the year the CSR Committee met 3 times i.e. 17.5.2016, 13.12.2016 and 9.2.2017.

## Terms of Reference of the Corporate Social Responsibility Committee are broadly as under:

1. Frame, review and recommend changes to the CSR Policy and / or associated activities of the Company.
2. Monitor the adherence by the Company with the CSR Policy.
3. Ensure that the Company is taking appropriate measures to undertake CSR activities as mentioned in the CSR Policy.
4. Review and recommend the amount of expenditure by the Company on the various CSR activities.
5. The CSR Committee shall have access to any internal information necessary to fulfill its oversight role. The CSR Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. Perform other activities related to this Charter as requested by the Board of Directors or to address issues related to any significant subject within its term of reference.

## V. Risk Management Committee

During the year, the Risk Management Committee met three times i.e. 17.5.2016, 13.12.2016 and 9.2.2017.

The Risk Management Committee comprises of 3 members namely: Mr. V. Mohan (Chairman), Mr. R. Vasudevan, and Ms. Sowmya Moorthy.

Terms of Reference of Risk Management Committee are as under:

1. Review the risk identification and management process developed by management to confirm it is consistent with the Corporation's strategy and business plan;
2. Review management's assessment of risk at least annually and provide an update to the Board in this regard;
3. Inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk;

4. Oversee and monitor management's documentation of the material risks that the corporation faces and update as events change and risks shift;
5. Assess the steps management has implemented to manage and mitigate identifiable risk, including the use of hedging and insurance;
6. Oversee and monitor management's review, at least annually, and more frequently if necessary, of the corporation's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks); and
7. Review the following with management, with the objective of obtaining reasonable assurance that financial risk is being effectively managed and controlled:
  - a. management's tolerance for financial risks;
  - b. management's assessment of significant financial risks facing the Corporation;
  - c. the Corporation's policies, plans, processes and any proposed changes to those policies for controlling significant financial risks; and
  - d. to review with the Corporation's counsel, legal matters which could have a material impact on the Corporation's public disclosure, including financial statements.

## VI. Restructuring Committee:

The current composition of the Restructuring Committee is as follows:

Name	Status
R. Vasudevan	Chairman
Sowmya Vasudevan Moorthy	Member
M. Krishnamurthi	Member
Santosh Sundararajan	Member
D. Santhanam	Member

The restructuring committee be and is hereby authorized to take all actions and decide all matters relating to and/ or incidental to the aforesaid Scheme, including but not limited to: –

1. To prepare and sign the scheme of amalgamation, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said scheme of amalgamation;
2. To file and submit the scheme of amalgamation, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions and applicable laws, rules and regulations;
3. To make such modifications/ alterations/ changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirements or conditions imposed by the High Court, Registrar of Companies, Regional

Director, Income-tax Authorities, other Governmental authorities and/ or any other authority;

4. To withdraw the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court and/ or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith and incidental thereto;
5. To settle any questions or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolutions;
6. To do all such acts, matters, deeds and things as may be considered necessary and expedient to obtain necessary orders from the Court to do or perform such incidental, consequential and supplemental acts as are necessary or considered appropriate to implement the aforesaid scheme of amalgamation
7. To represent the Company before the jurisdictional High Court(s) and other regulatory authorities including Central or State Government, Regional Director, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalise and execute all necessary applications/ documents/ papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid.

#### VII. Rights Issue Committee

The composition of the Rights Issue Committee is as follows:

Name	Status
V. Mohan	Chairman
R. Vasudevan	Member
Sowmy Vasudevan Moorthy	Member

Rights Issue Committee is authorized to do all such acts, deeds and things in relation to the Rights Issue, in its absolute discretion, deems fit and proper in the best interests of the Company, without requiring any further approval of the Board or the equity shareholders of the Company, and be and is hereby authorized to give effect to these resolutions, including, without limitation, the following:

1. Offer, issue and allot the Rights Equity Shares or any/ all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including inter alia, (a) terms for issue of additional Rights Equity Shares and for disposal of Rights Equity Shares which are not subscribed to by issuing them to banks/ financial institutions/mutual funds or otherwise, (b) terms as are provided in domestic and/or international offerings of this nature, and, (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into equity shares, pricing, variation of the price or period of conversion, and/or finalizing the objects of the Rights

Issue and the monitoring of the same;

2. Approve, finalize and execute any offer document, (including inter alia any draft letter of offer, offering circular, registration statement, prospectus or placement document), and to approve and finalize any term sheets in this regard;
3. Approve, finalize and execute any number of powers of attorney,
4. Approve, finalize and execute agreements and documents, including lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and/or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), guarantor(s), depository(s), custodian(s), stabilizing agent(s), escrow collection bank(s) or banker(s) to the Rights Issue, advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other outgoings in connection therewith;
5. To provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, to amend or modify any of the above agreements powers or documents, as required;
6. Seek any consents and approvals, including, inter alia, the consent from the Company's lenders, parties with whom the Company has entered into agreements with, and from concerned statutory and regulatory authorities;
7. Determine and fix a record date for determining the holders of equity shares eligible to participate in the Rights Issue;
8. File requisite documents with the SEBI, stock exchanges, the Government of India, the Reserve Bank of India, and any other statutory and/or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
9. Seeking the listing of the Rights Equity Shares on any stock exchange/s, submitting the listing application to such stock exchange/s and taking all actions that may be necessary in connection with obtaining such listing approvals, (both in principle and final approvals);
10. Open one or more bank accounts(inter-alia including resident and nonresident escrow collection and refund accounts) in the name of the Company in Indian currency or foreign currency(ies) as required, subject to requisite approvals from Reserve Bank of India, if any, and the director/s and/or officer/s of the Company as authorized by the Board who shall be authorized to sign and execute the application form and other documents required for opening the said account/s, to operate the said account/s, and to give such instructions including closure thereof as may be required and deemed appropriate by the said signatories, and that the said bank/s be and is/ are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company;

## VASCON ENGINEERS LIMITED

11. Affix the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of anyone or more of the directors of the Company or anyone or more of the officers of the Company as may be authorized by the Board in accordance with the Articles of the Association of the Company;
12. Do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Rights Equity Shares and utilization of the Rights Issue proceeds;
13. Settle any issues, questions, difficulties or doubts that may arise;
14. Finalize the basis of allotment of the Rights Equity Shares on the basis of the bids/applications and over-subscription thereof as received;
15. Acceptance and appropriation of the proceeds of the issue of the Rights Equity Shares; and
16. Further authorize any committee and/or director/s and/or officer/s of the Company to seek the aforementioned consents and approvals, and/or to execute and/or file the above documents and/or to carry out any/all of the aforesaid actions.

### RECONSTITUTION OF COMMITTEES DURING THE YEAR ARE AS UNDER:

Name	Members	Status
Audit Committee	V. Mohan	Chairman
	R. Vasudevan	Member
	K.G. Krishnamurthy	Member
	Mukesh S. Malhotra	Member
Nomination and Remuneration Committee	K.G. Krishnamurthy	Chairman
	V. Mohan	Member
	Sowmya V. Moorthy	Member
	Mukesh S. Malhotra	Member
Stakeholders Grievance Committee	V. Mohan	Chairman
	R. Vasudevan	Member
	K.G. Krishnamurthy	Member
	Mukesh S. Malhotra	Member

### 13. Other Disclosures:

- a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large. The necessary details are provided in Annexure-II of Report of Board of Directors.
- b. Details of Non-Compliance by the listed entity, penalties, strictures imposed on the listed entity by Stock Exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years: NIL
- c. Details of establishment of Vigil Mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee: The Company has a whistle blower policy (Whistle Blower/Vigil Mechanism) to report concerns. Under this policy, provisions have been made to safeguard persons who use this mechanism from

victimization.

An Independent Member of Audit Committee is the Chief of Vigil Mechanism. The policy also provides access to the Chairperson of the Audit Committee under certain circumstances. The details of the procedure are also available on Company's website [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp).

It is confirmed that no personnel has been denied access to the audit Committee.

- d. Details of Compliance with mandatory requirements and adoption of the non-mandatory requirements: Company has complied with all the mandatory requirements and Company strives to comply with non-mandatory requirements as well.
- e. The policy for determining material subsidiaries can be seen at [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)
- f. The policy for determining related party transactions can be seen at [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)
- g. Disclosure of commodity price risks and commodity hedging activities: The company may be affected by the variation in the prices of input commodities of its EPC and Real Estate Projects. The Company has not done any hedging transaction.
- h. Company has adopted following requirements from Part E of Schedule II.
  - (i) Separate posts of Chairperson and Chief Executive Officer: Company has appointed and designated Dr. Santosh Sundararajan as CEO of the Company and MR. R. Vasudevan is a Managing Director of the Company and Mr. V. Mohan, Independent Director and Chairperson for the Board Meetings.
  - (ii) Reporting of Internal Auditor: Internal Auditor M/s GKDJ and Associates reports directly to the audit Committee

### i. Compliance Certificate of PCS:

Certificate from the Company's Secretarial Auditor Mr. Kulbushan Rane of M/s K. D. Rane and Associates confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

### 14. Shareholders Means of Communication:

#### a) Quarterly and Annual Results:

Quarterly and annual results of the Company are published in widely circulated national newspapers such as Free Press Journal and the local vernacular daily, Navashakti.

These are made available on the Company's Website: [http://vascon.com/investor\\_quarterly\\_financials\\_and\\_presentation.asp](http://vascon.com/investor_quarterly_financials_and_presentation.asp).

#### b) News Releases, Presentations, Etc.:

The Company has established systems and procedures to disseminate relevant information to its stakeholders, including shareholders, analysts, suppliers, customers, employees and the society at large.

c) **Website:** The primary source of information regarding the operations of the Company is the corporate website: [www.vascon.com](http://www.vascon.com). All official news, releases and presentations made to institutional investors and analysts are posted here. It contains a separate dedicated Investors' section, where the information for shareholders are available.

d) **Annual Report:**

The Company's annual report containing, *inter alia*, the Boards' Report, Corporate Governance Report, Management's Discussion and Analysis (MD&A) Report, Audited Standalone and Consolidated Financial Statements, Auditors' Report and other important information is circulated to members and others so entitled.

The annual report is also available on the website in a downloadable form.

e) **Reminder to Investors:**

Reminders to encash the unclaimed dividend on shares are sent to the relevant shareholders.

f) **Compliances with Stock Exchanges:**

The National Stock Exchange Ltd (NSE) and BSE Ltd. maintain separate online portals for electronic submission of information by listed companies. Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on these online portals.

g) **Designated Exclusive Email ID:**

In terms of Regulation 6(2)(d) of the Listing Regulations, Vascon has designated an email exclusively for investor service: [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com)

15. **Disclosures to the Members:**

a) **Policy for Prevention of Insider Trading:**

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified 'The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015' (New Regulations). The New Regulations has come into effect from May 15, 2015.

In pursuance of this, the Board has approved a new "**Policy for Prevention of Insider Trading**". The objective of the policy is to prevent trading of shares of the Company by an Insider on the basis of unpublished price sensitive information. Under the policy, insiders are prohibited from dealing in the Company's shares during the closure of trading window. To deal in the securities over a specific limit, permission of Compliance Officer is required.

Under the New Regulations, the requirements of initial disclosures are applicable to promoter, key managerial personnel and director of a company and requirements of continual disclosures are applicable to promoter, employee and director of a company.

All Directors/designated employees are required to disclose related information periodically as defined in the Code, which in turn is being forwarded to the Stock

Exchanges. The Company Secretary has been designated as the Compliance Officer.

The Company code is available on the Company's website [http://vascon.com/investor\\_services.asp](http://vascon.com/investor_services.asp)

b) **Code of Conduct:**

The Code of Conduct (the '**Code**') as recommended by the Corporate Governance Committee and adopted by the Board is a comprehensive Code to ensure good governance and provide for ethical standards of conduct on matters including conflict of interest, acceptance of positions of responsibility, treatment of business opportunities and the like. The Code is applicable to all the Directors & the Senior Management Personnel of the Company. An annual affirmation of compliance with the Code has been obtained from all members of the Board & Senior Management Personnel as on March 31, 2017.

In terms of SEBI Listing Regulations, a declaration signed by the Managing Director is stated hereunder:

I hereby confirm that:

All Members of the Board and Senior Management Personnel of the Company have affirmed compliance with Vascon's Code of Conduct for the Financial Year 2016-17.

Sd/-

Managing Director

Pune

Date: August 10, 2017

16. **Shareholders Information:**

a. **Details of Annual General Meeting**

32<sup>nd</sup> Annual General Meeting of Vascon Engineers Limited

**Venue:** Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

**Date :** 28<sup>th</sup> September, 2017

**Time :** 3.30 p.m.

b. **Compliance Officer of the Company**

Mr. M. Krishnamurthi  
Company Secretary & Compliance Officer  
T: +91-20-30562306  
F: +91-20-26131071  
Email: [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com)  
Website [www.vascon.com](http://www.vascon.com)

c. **Financial year**

The Financial year is 1<sup>st</sup> April to 31<sup>st</sup> March.

d. **Dividend Payment Date: N.A.**

e. **Financial Results on Company's website:**

The annual results of the Company are published in the newspapers in India, Free Press Journal and Navshakti and also displayed on its web site [www.vascon.com](http://www.vascon.com). Presentations to analysts, as and when made, are immediately placed on the website for the benefit of the shareholders and public at large.

# VASCON ENGINEERS LIMITED

## f. Listing on Stock Exchange:

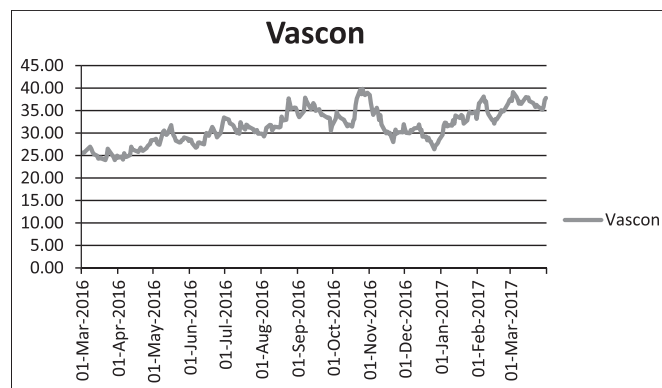
The Company's equity shares are listed on National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE). Listing fees for the financial year has been paid in full for both the stock exchanges.

## g. Master Price Data:

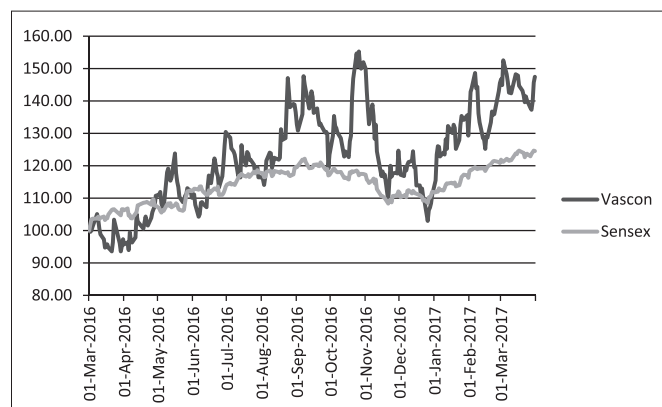
Month & Year	BSE		NSE	
	High	Low	High	Low
March/16	27.60	21.65	27.65	21.70
April/16	29.00	23.75	29.10	23.60
May/16	32.45	27.00	32.40	26.90
June/16	34.15	26.60	33.80	26.55
July/16	35.00	29.70	34.90	29.75
August/16	38.25	29.05	38.25	29.00
September/16	39.30	29.85	39.40	29.70
October/16	41.85	31.00	41.75	30.95
November/16	39.70	27.10	39.70	27.60
December/16	33.00	26.15	33.00	26.35
January/17	35.50	28.50	35.50	28.50
February/17	39.30	31.75	39.25	31.75
March/17	40.50	35.00	40.80	35.05

## h. Share Price Chart:

F.Y. 2016-17



## Comparison with Sensex



## i. Stock Code Symbol:

National Stock Exchange of India Ltd-VASCONEQ  
BSE Ltd: 533156  
ISIN: INE893I01013

## j. Distribution of Shareholding of the Company as on 31<sup>st</sup> March, 2017:

No. of Equity shares held	Shareholders		Equity Shares held	
	No. of share holders	% to total	No. of share	% to Equity
1-5000	10,608	64.458893	2,082,058	1.290505
5001- 10000	2,350	14.279638	2,035,275	1.261508
10001- 20000	1,266	7.692775	2,071,174	1.283759
20001- 30000	585	3.554718	1,543,279	0.956558
30001- 40000	265	1.610257	971,950	0.602436
40001- 50000	321	1.950538	1,563,843	0.969304
50001- 100000	491	2.983533	3,837,369	2.378485
100001& Above	571	3.469648	147,231,768	91.257447
<b>Total</b>	<b>16457</b>	<b>100</b>	<b>161336716</b>	<b>100.00</b>

## k. Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2017

Category	Total Shares	% To Equity
PROMOTERS	51,196,712	31.732834
RESIDENT INDIVIDUALS	44,931,162	27.849310
BODIES CORPORATES	44,075,599	27.319013
PROMOTERS BODIES CORPORATE	9,810,390	6.080693
MUTUAL FUNDS	4,030,130	2.497962
H U F	2,757,512	1.709166
EMPLOYEES	2,685,792	1.664712
BANKS	696,784	0.431882
CLEARING MEMBERS	523,490	0.324470
NON RESIDENT INDIANS	432,383	0.268000
INDIAN FINANCIAL INSTITUTIONS	109,192	0.067680
NON RESIDENT INDIAN NON REPATRIABLE	72,570	0.044980
NBFC	15,000	0.009297
<b>Total</b>	<b>161,336,716</b>	<b>100.00</b>

\*Allotment of 63,23,470 shares under Employees Stock Option Scheme, 2015 was approved by the Board of Directors on 31<sup>st</sup> March, 2017. However, post approval from Stock Exchange(s), the same was credited on 4<sup>th</sup> May, 2017.

## l. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on Equity:

No instrument is outstanding for Conversion and/or allotment.

## m. Investor Complaint

During the year total 6 complaints were received from shareholders/investors and all were resolved.

### Investors' Complaint Status as on 31.3.2017

Particulars	No. of Complaints Received	No. of Complaints Resolved	No. of Complaints Pending
April 1, 2016 to June 30, 2016	-	-	-
July 1, 2016 to September 30, 2016	5	5	-
October 1, 2016 to December 31, 2016	-	-	-
January 1, 2017 to March 31, 2017	1	1	-

## o. Details of Unclaimed Shares

At the beginning of the year		During the year		At the end of the year	
Aggregate no. of shareholders 01.04.2015	Outstanding shares in the suspense account lying at the beginning of the year	Number of shareholders approached for transfer of shares from suspense account	Number of shareholders from whom shares are transferred from suspense account	Aggregate number of shareholders	Outstanding shares in the suspense account lying at the end of the year
Nil	Nil	Nil	Nil	Nil	Nil

## q. Commodity Price Risk or Hedging Transaction:

The Company may be affected by the variation in the prices of input commodities of its EPC and Real Estate Projects. At present Company doesn't have any imports and hence may not be affected by variation in foreign exchange rate of Indian Rupee. The Company hasn't done any hedging transaction.

## r. Registrar and Transfer Agents and Share Transfer System:

## (a) Karvy Computershare Private Limited

Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

**Telephone:** +91 40 6716 2222

**Facsimile:** +91 40 2343 1551

**E-mail:** [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

**Investor grievance id:** [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

**Website:** [www.karvy.com](http://www.karvy.com)

**Contact Person:** Mr. S V Raju,

**SEBI Registration No.:** INR000000221

The company's shares are covered under the compulsory dematerialized list and are transferable through the depository system. Shares sent for transfer in physical form are registered and returned within a period of 15 days from the date of receipt of the document, provided the documents are valid and complete in all respects.

## (b) Debenture Trustees:

The details of Debenture Trustees in terms of SEBI Circular Number CIR/IMD/DF/18/2013 dated October 29, 2013 are given as under:

**IL & FS Trust Company Limited**

**CIN:** U66020mh1995PLC095507

**Registered Office:** IL&FS Financial Centre Plot C-22, G-Block, Bandra-Kurla Complex, Bandra(E) Mumbai- 400 005

**Phone:** 022-26593535

**Email Address:** [sanjay.dodti@vistra.com](mailto:sanjay.dodti@vistra.com)

## (c) Shareholders' Correspondence:

Ministry of Corporate Affairs ("MCA") has vide Circular No.17/ 2011 dated 21<sup>st</sup> April, 2011 allowed the service of documents on members by a company through electronic mode. Accordingly the Company proposes to send documents like Shareholders Meeting Notice/ other notices, audited financial statements, directors' report, auditors' report or any other document, to its members in electronic form at the email address provided by them and/or made available to the Company by their Depositories. Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated either with their Depositories or by writing to the company (by filling & sending the prepaid inland letter attached with the Annual Report).

**Registrar & Transfer Agents for all matters relating to transfer/ dematerialization of shares, payment of dividend, IPO refunds/demat credits at**

**Karvy Computershare Private Limited**

Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

**Telephone:** +91 40 6716 2222

**Facsimile:** +91 40 2343 1551

**Investor grievance id:** [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

**Website:** [www.karvy.com](http://www.karvy.com)

**Contact Person:** Mr. S V Raju,

**SEBI Registration No.:** INR000000221

**OR**

**VASCON ENGINEERS LIMITED**

**Mr. M. Krishnamurthi**

**Vascon Weikfield Chambers**

**Opp. Hyatt Hotel, B/h Hotel Novotel,**

**Pune-Nagar Road, Vimannagar, Pune – 411 014**

**Contact:** 020-30562200

**Fax:** 02030562600

**Website:** [www.vascon.com](http://www.vascon.com)

**Email:** [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com)

## ANNEXURE A : REMUNERATION POLICY

### 1. Purpose of this Policy:

Vascon Engineers Limited (“Vascon” or the “Company”) has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the “Policy”) as required by the provisions of Section 178 of the Companies Act, 2013 (the Act”) and the provisions of Clause 49.

The purpose of this Policy is to establish and govern the procedure applicable:

- a. To evaluate the performance of the members of the Board.
- b. To ensure remuneration to Directors, KMP 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.
- c. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that 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 and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

### 2. Definitions:

**Independent Director** means a director referred to in Section 149(6) of the Act and the Clause 49, as amended from time to time.

**Key Managerial Personnel** (the “KMP”) shall mean “Key Managerial Personnel” as defined in Section 2(51) of the Act.

**Nomination and Remuneration Committee**, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the Clause 49.

**Remuneration** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**Senior Management** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or in the Clause 49 or the Accounting Standards shall have the meanings assigned to them in these regulations.

### 3. Composition of the Committee:

The composition of the Committee is / shall be in compliance with the Act, Rules made thereunder and the Clause 49, as amended from time to time.

### 4. Role of the Committee:

The Committee shall:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- b. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
- c. Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- d. Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- e. To devise a Policy on Board diversity.

### 5. Appointment and removal of Director, KMP and Senior Management:

#### i. Appointment criteria and qualification:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director in terms of Diversity Policy of the Board and recommend to the Board his / her appointment. For the appointment of KMP (other than Managing / Whole-time Director) or Senior Management, a person should possess adequate qualification, expertise and experience for the position he / she is considered for the appointment. Further, for administrative convenience, the appointment of KMP (other than Managing / Whole-time Director) or Senior Management, the Managing Director is authorised to identify and appoint a suitable person for such position. However, if the need be, the Managing

Director may consult the Committee / Board for further directions / guidance.

#### ii. Term:

The Term of the Directors including Managing / Whole-time Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the Clause 49, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Whole-time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

#### iii. Evaluation:

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of



duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process. Framework for performance evaluation of Independent Directors and the Board is as per Annexure A to this Policy.

**iv. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

**6. Board Diversity**

The Board of Directors shall have the optimum combination of Directors from different areas/fields of expertise and experience like Operations, Management, Quality Assurance, Finance, Sales and Marketing, Supply Chain, Research and Development, Human Resources etc., or as may be considered appropriate. The Board shall have at least one member who has accounting or related financial management expertise and at least three members who are financially literate.

At least one member of the Board should be a woman.

**7. Remuneration of Managing / Whole-time Director, KMP and Senior Management:**

The remuneration / compensation / commission, etc., as the case may be, to the Managing/ Whole time Director will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder. Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole-time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

**8. Remuneration to Non-executive / Independent Director:**

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the Clause 49, as amended from time to time.

**FRAMEWORK FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD:**

As per the provisions of SEBI LISTING Regulations, the Nomination and Remuneration Committee (the "Committee") shall lay down the evaluation criteria for performance evaluation of Independent Directors and the Board. Further, in terms of SEBI Listing Regulations, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board's self-evaluation framework (including all Committees of the Board and individual directors).

The Board is committed to assessing its own strength and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Director and the Board:

- i. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organise the evaluation process and act on its outcome;
- ii. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
  - Knowledge to perform the role;
  - Time and level of participation;
  - Performance of duties and level of oversight; and
  - Professional conduct and independence.

The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman.

In terms of Section 134 of the Companies Act, 2013, the Directors' Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

**ANNEXURE B**

**Framework for Separate Meeting of Independent Directors**

As required by the provisions of Schedule IV to the Act and the provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall hold atleast one meeting in a year, without the attendance of Non-Independent Directors and members of the Management.

The meeting shall:

1. Review the performance of Non-Independent Directors and the Board as a whole
2. Review the performance of the Chairperson of the Company, taking into account the views of the Executive Directors and Non-Executive Directors
3. Assess the 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.

This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.

**ANNEXURE C**

**POLICY ON FAMILIARISATION PROGRAM OF INDEPENDENT DIRECTORS**

**OBJECTIVES:**

The familiarization programme for Independent Directors is outlined herein pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The familiarization programme aims to provide Independent Directors with the Construction Industry and Real Estate scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Independent directors on the roles, responsibilities rights and duties under the Companies Act 2013 and other relevant legislations.

**INDUCTION, TRAINING AND FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:**

To familiarize a new Independent Director with the Company, a kit containing informative documents about the Company like Annual Report, Investor Presentations, Memorandum and Articles of Association etc is handed over to him/her. The Company believes that the Board be continuously empowered with the knowledge of latest developments in the Company's businesses and the external environment affecting the Company as a whole.

All our directors are aware and are also updated as and when required, of their role, responsibilities & liabilities. The Company holds Board meetings at its Corporate Office and also if necessary, in locations, where it operates. Site / factory visits are sometimes organized at various locations for the Directors. The Board of Directors has complete access to the information within the Company. Presentations are made regularly to the Board / Nomination & Remuneration (N&R)/ Audit Committee (AC) (minutes of AC & N&R are circulated to the Board), where Directors get an opportunity to interact with Senior Managers. Presentations, inter alia, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, treasury policy, review of Internal Audit, risk management framework, operations of subsidiaries and associates, etc. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when senior company personnel are asked to make presentations about performance to the Board. Such interactions also happen when these Directors meet senior management in Independent Company meetings and informal gatherings. Directors are also informed of the various developments in the Company through e-mails, newsletters, internal magazines, etc.

**ANNEXURE D**

**PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS**

**Background:**

SEBI (LODR), 2015 entered into between the Company and with BSE and NSE requires the Nomination and Remuneration Committee of the Board to lay down evaluation criteria for performance evaluation of Independent Directors.

Board of Directors shall take into consideration the following parameters for the purpose of evaluating the performance of a particular director.

The Company has chosen to adopt the following Board Performance and evaluation Process:

**Board of Directors**

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by the Independent Directors are set below:

<b>Board Composition and Quality</b>	
1.	The Board has appropriate expertise and experience to meet the best interests of the company
2.	The board has appropriate combination of industry knowledge and diversity (gender, experience, background)
3.	All the independent directors are independent in true letter and spirit i.e. whether the independent Director has given declaration of independence and they exercise their own judgement, voice their concerns and act freely from any conflicts of interests.
4.	Board members demonstrate highest level of integrity (including maintaining confidentiality and identifying, disclosing and managing conflicts of interests)
5.	The Board members spend sufficient time in understanding the vision, mission of the company and strategic and business plans, financial reporting risks and related internal controls and provides critical oversight on the same.
6.	The Board understands the legal requirements and obligations under which they act as a Board; i.e. bylaws, corporate governance manual etc. and discharge their functions accordingly.
7.	The Board has set its goals and measures its performance against them on annual basis.
8.	The Board has defined its stakeholders and has appropriate level of communication with them.
9.	The Board understands the line between oversight and management
10.	The board monitors compliances with corporate governance regulations and guidelines.
11.	An effective succession plan of board in place.
12.	The Board has the proper number of committees as required by legislation and guidelines, with well-defined terms of reference and reporting requirements.

<b>Board Meetings and Procedures</b>	
1.	The Annual Calendar of Board meetings is communicated well in advance and reviewed from time to time.
2.	The Board meeting agenda and related background papers are concise and provide information of appropriate quality and detail.
3.	The information is received by board members sufficiently in advance for proper consideration.
4.	Adequacy of attendance and participation by the board members at the board meetings.
5.	Frequency of Board Meetings is adequate.
6.	The facility for video conferencing for conducting meetings is robust
7.	Location of Board Meeting( As a good governance practice the Board meeting should be held at different places).
8.	The Board meetings encourage a high quality of discussions and decision making
9.	Openness to ideas and ability to challenge the practices and throwing up new ideas
10.	The amount of time spent on discussions on strategic and general issues is sufficient
11.	How effectively does the Board works collectively as a team in the best interest of the company
12.	The minutes of Board meetings are clear, accurate, consistent, complete and timely
13.	The actions arising from board meetings are properly followed up and reviewed in subsequent board meetings
14.	The processes are in place for ensuring that the board is kept fully informed on all material matters between meetings (including appropriate external information eg. emerging risks and material regulatory changes).
15.	Adequacy of the separate meetings of independent directors
16.	Appropriateness of secretarial support made available to the Board
17.	The Board members understand the terms and conditions of D & O insurance.
18.	All proceedings and resolutions of the Board are recorded accurately, adequately and on a timely basis
<b>Board Development</b>	
1.	Appropriateness of the induction programme given to the new board members.
2.	Timeliness and appropriateness of ongoing development programmes to enhance skills of its members
3.	Appropriate development opportunities are encouraged and communicated well in time
<b>Board Strategy and Risk Management</b>	
1.	The time spent on issues relating to the strategic direction and not day-today management responsibilities

2.	Engaging with management in the strategic planning process, including corporate goals, objectives and overall operating and financial plans to achieve them.
3.	The Board has developed a strategic plan / policies and the same would meet the future requirement of the Company.
4.	The Board has sufficient understanding of the risk attached with the business structure and the Board uses appropriate risk management framework and whether board reviewed and understood the risks provided in the internal audit report and the management is taken sufficient steps to mitigate the risk.
5.	The Board evaluates the strategic plan/ policies periodically to assess the Company's performance, considers new opportunities and responds to unanticipated external developments.
6.	The Risk management framework is subject to review
7.	Monitoring the implementation of the long term strategic goals.
8.	Monitoring the company's internal controls and compliance with applicable laws and regulations
9.	The adequacy of Board contingency plans for addressing and dealing with crisis situations.
10.	Appropriateness of effective vigil mechanism
11.	The Board focuses its attention on long-term policy issues rather than short term administrative matters
12.	The Board discusses thoroughly the annual budget of the Company and its implications before approving it
13.	The Board periodically reviews the actual result of the Company vis-à-vis the plan/ policies devised earlier and suggests corrective measures, if required.

#### **Board and Management Relations**

1.	The Board sets the overall tone and direction of the Company
2.	The Board has approved comprehensive policies and procedures for smooth conduct of all material activities by Company
3.	The Board has a range of appropriate performance indicators that are used to monitor the performance of management
4.	The Board is well informed on all issues (short and long-term) being faced by the Company
5.	The Board adequately reviews proposed departures from the long-and short- term business plans of the Company before they take place

#### **Succession Planning**

1.	The Board has a succession plan for the Chairperson and the Chief Executive Officer / Managing Director
2.	The Board reviews the existing succession plan and if appropriate, make necessary changes by taking into account the current conditions

#### **Non-Executive Director**

Some of the specific issues and questions that should be considered in a performance evaluation of a Non-Independent Director/WTD are as under:

<b>General</b>	
1	Qualifications: Whether the Director is professionally qualified or not?
2	Experience: Details of prior experience of the member, especially the experience relevant to the entity
3	Knowledge and Competency:
	i. Director has ability to remain focused at a governance level in Board/ Committee meetings ii. Director's contributions at Board / Committee meetings are of high quality and innovative
4	Fulfillment of Functions: Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law
5	Ability to function as a team: Whether the Director is able to function as an effective team member?
6	Initiative: Whether Director is effective and successful in managing relationships with fellow Board members and senior management ?
7	Availability and Attendance: Whether the person is available for the meetings of the Board and attends the meeting timely and without delay?
8	Commitment: Whether the person is adequately committed to the Board and the entity?
<b>Contribution:</b>	
9	Director understands governance, regulatory, financial, fiduciary and ethical requirements of the Board / Committee
10	Director actively and successfully refreshes his/ her knowledge and skills and up to date with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions.
11	Director is able to present his/ her views convincingly yet diplomatically
12	Director listens and takes on Board the views of other members of Board
<b>Personal Attributes</b>	
13	Director has maintained high standard of ethics and Integrity

**Independent Directors**

Some of the specific issues and questions that should be considered in the performance evaluation of an Independent Director are as under:

1	Director upholds ethical standards of integrity and probity
2	Director exercises objective independent judgment in the best interest of Company
3	Director has effectively assisted the Company is implementing best corporate governance practice and then monitors the same
4	Director helps in bringing independent judgment during board deliberations on strategy, performance, risk management etc
5	Director keeps himself/ herself well informed about the Company and external environment in which it operates
6	Director acts within his authority and assists in protecting the legitimate interest of the Company, Shareholder and employees
7	Director maintains high level of confidentiality

Based on the above criteria, Board has to be assessed by giving a rating of Outstanding, Exceeds Expectation, Meets Expectation, Needs Improvement and Poor.

The process of evaluation shall be done by Independent Directors only. The performance of Committees of Board shall also be reviewed from time to time.

**EXHIBIT-1**

**Declaration of the Managing Director on Compliance with Code of Business Conduct and Ethics**

Vascon Engineers Limited has adopted a Code of Business Conduct and Ethics ('the Code') which applies to all employees and Directors of the Company, its subsidiaries and affiliates. Under the Code, it is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with its standards.

I hereby certify that the Board members and senior management personnel of Vascon have affirmed compliance with the Code of the Company for the financial year 2016-17.

**R. Vasudevan**  
Managing Director

Place Pune  
Date: August 10, 2017

**CEO AND CFO CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS**

Date: May 29, 2017

To  
**The Board of Directors**  
**Vascon Engineers Limited**

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of Vascon Engineers Limited pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
1. significant changes in internal control over financial reporting during the year;
  2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting. : **N.A.**

Dr. Santosh Sundararajan  
**Chief Executive Officer**

D. Santhanam  
**Chief Financial Officer**

**Certificate on Compliance with Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 by Vascon Engineers Limited**

I have examined compliance by Vascon Engineers Limited ('the Company') with the requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') relating to Corporate Governance requirements for the year ended on 31 March 2017.

In my opinion and to the best of my information and according to the explanations given to me and the representation by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under the Listing Regulations.

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

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

Pune, August 10, 2017

Kulbhusan D Rane  
Practising Company Secretary  
ACS No. 30644  
Certificate of Practice No. 11195

## MANAGEMENT DISCUSSION AND ANALYSIS

Vascon Engineers Ltd is one of the leading EPC Company in India, with presence in the asset light Real Estate business and in the high growth Clean Room Partition manufacturing business. It is probably one of the rare companies that have the construction capabilities to execute not only its own real estate projects but also third-party contracts. With a strong track record of 31 years in EPC and Real Estate operations, the Company has created a number of projects of eminence and splendor on a timely basis. Established in 1986 by Mr. R. Vasudevan, Vascon today employs more than 500 people.

EPC operations span on diverse areas like pharma, hospitals, factory buildings, educational institutional buildings, Government buildings, MES (Military Engineering Services Building), hospitality building etc. The Company has executed many landmark projects and delivered approximately 34 mn sq ft in more than 200 projects across all building segments. The Company has a track record of successful & timely execution of Landmark projects such as Ruby Mills (Mumbai), Suzlon One Earth (Pune), Nucleus Mall & Offices (Pune), Symbiosis College (Pune), IGI Airport MCLP (New Delhi), Cipla SEZ (Indore). Currently, Vascon has resources and capability of executing construction of 8 mn sqft per annum.

In Real Estate, the Company follows Asset light business model like Joint Developments and Joint Ventures and is mainly present in Pune and Thane region. The Company is embossing its mark in Real Estate with projects of residential and commercial complexes as well as shopping malls, multiplexes, hospitality properties and IT parks. The Company has current developable area of 31 mn sq. ft. for which land is fully paid for.

The Company has made an investment in "GMP Technicals", a professionally managed company of which Vascon owns 85% equity stake. GMP is one of the leading players in Clean Room Partitioning systems and Turnkey solution provider in India having manufacturing facilities in Baddi, Himachal Pradesh and in Bhiwandi, Thane that is engaged in making fire doors, aluminum doors & windows, Clean Room Partition & windows, aluminum sections.

### MACRO ECONOMIC REVIEW

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). As per the United Nations Industrial Development Organization (UNIDO) report, India has become the sixth largest manufacturing country in the world, rising up from the previous ninth position, and thus retaining its bright spot in the world economic landscape. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18.

On 8 November, 2016, the government announced the demonetization of Rs 500 and Rs 1,000 denomination notes, thereby rendering 86% of the cash in circulation as invalid. The government also placed various restrictions on the convertibility of domestic money and bank deposits. The entire process was aimed at curbing corruption, counterfeiting, terrorist activities and accumulation of black money. With demonetization, the economy was exposed to various long-term benefits on one

hand and short term costs on the other. The costs came in the shape of hardships and inconvenience, especially in the informal and cash intensive sectors that felt the loss in income and employment.

On the contrary, demonetization is expected to leave a positive impact on the economy through greater tax compliance, increased digitalization and investments in capital formation. Besides, in order to mitigate the adverse impact of demonetization, several pro-poor and pro-rural initiatives have been taken by the Government to spur demand, contributing towards economic growth.

Recognising the strength of Indian economic fundamentals, the IMF expects the impact of demonetization to fade away gradually, as it pegs the FY 2017-18 growth at 7.2%. The World Bank has projected a GDP growth of 7.6% in FY 2017-18 and 7.8% in FY 2018-19.

The Goods and Services Tax (GST) is implemented from 1 July, 2017, and it is likely to lead to spurring growth, competitiveness, indirect tax simplification and greater transparency. Apart from widening of the tax net, GST is also expected to contribute significantly to the GDP.

### INDIA'S REAL ESTATE AND CONSTRUCTION SECTOR

The Real estate and construction sector is a pivotal part of economic growth for India and is one of the most globally recognised sectors. In India, real estate and construction is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises of four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

However, the real estate sector has limited access to long-term funding, complicated taxation and fees structures, leading to higher project cost impacting the end-user. The government has made an attempt to address these challenges, through various initiatives like Real Estate Regulatory Act 2016 (RERA), Goods and Services Tax (GST), Benami Transaction Prohibition (Amendment) Act 2016, Real Estate Investment Trusts (REITs) regulations, demonetization drive and providing thrust to Housing for All and Affordable housing in order to bring transparency in the real estate sector and removing various bottlenecks and in turn boosting the confidence of buyers, investors and developers.

According to Ministry of Housing and Urban Poverty Alleviation (MHUPA), there is a housing demand-supply mismatch of 18 mn units in urban areas. Most of this shortfall comes from the economically weaker section (EWS, +56%) and the low-income group (LIG, almost 40%).

The government is on the path to provide Housing to all and with this goal in mind it has moved forward in the Union Budget 2017-18. The amendment brought in by the Union Budget 2017-18 with regards to Affordable Housing Sector is a major boost giving new avenues for raising funds for the said sector, and in turn reducing the cost of funding, for the buyers as well as developers. Housing for all by 2022 is also a development

## VASCON ENGINEERS LIMITED

imperative. It is one of the best ways to catalyse growth and boost investor sentiment.

### AFFORDABLE HOUSING – A HUGE OPPORTUNITY

The Union Budget 2017-18 played its part by according Infrastructure Status to the Affordable Housing sector. This will enable developers operating in this segment to raise loans at a cheaper rate, akin to other infrastructure projects. With industry status, banks will be willing to lend more to projects in the affordable housing segment and thus create larger access to funds. Further, policy reforms undertaken such as RERA and Model GST Law are expected to lead to higher investments in the affordable housing segment.

The proposal of the government to relax the size requirement for residential units from built-up area to carpet area would enable the real estate developers expand customer base and also claim tax deduction. Further, the government's proposal to increase the time limit allowed for completion of the project from three years to five years would expand the number of projects eligible for tax incentives.

Ministry of Housing and Urban Poverty Alleviation has introduced an interest subsidy scheme called Credit Linked Subsidy Scheme (CLSS) under Pradhan Mantri Awas Yojana (PMAY). This scheme is expected to cover nearly 65 per cent of the home loan customers.

CLSS Scheme Type	Eligibility Household Income (Rs/Annum)	Carpet Area – Maximum (sqm)	Interest Subsidy (%)	Max Eligible Loan Affordable (Rs)
EWS	300,000	30 sqm	6.5%	600,000
LIG	300,000-600,000	60 sqm	6.5%	600,000
MIG 1	600,000-12,00,000	90 sqm	4.0%	900,000
MIG 2	12,00,000-18,00,000	110 sqm	3.0%	12,00,000

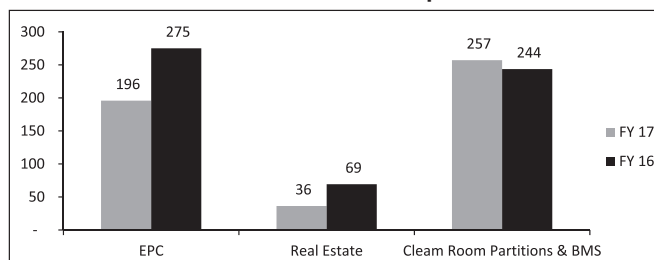
The macroeconomic stability and initiatives taken by the Central Government is likely to boost sector prospects in the coming years. Vascon, which has managed to rise above the economic downturn witnessed in the previous few years, looks set to benefit from the huge opportunities going forward.

### COMPANY PERFORMANCE

During the Financial Year 2016-17, the total turnover on consolidated basis was at Rs. 554.4 crores as against Rs. 614.9 crores in Financial Year 2015-16. EBITDA for FY17 was reported at Rs 51.1 crores as compared to Rs 61.5 crores in FY16 with the Company reporting Profit After Tax of Rs 1.2 crores for FY17 against Rs 9.2 crores in FY16.

Total Consolidated Debt as on 31 March 2017 is at Rs 274.4 crores with a Network of Rs 648.5 crores. The Company has received Rs 40.0 crores from Tamil Nadu Medical College project which was due since long and also received Income Tax refund of Rs 27.0 crores during FY17.

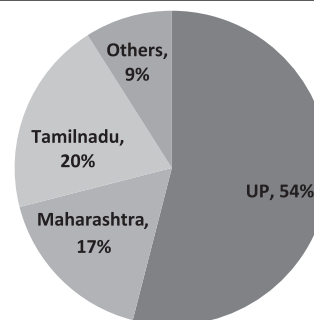
### Revenue break-up



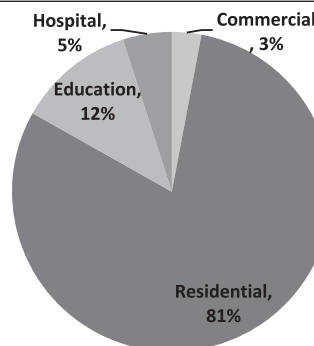
### EPC

In FY17, EPC segment contributed Rs 196 crores to consolidated revenues as against Rs. 275 crores in previous year. The company has a third party order book of Rs 515 Crores as of 31 March 2017.

### Geographical Order book split



### Order book segment wise



### REAL ESTATE

During the year, the Company did total new sale bookings of 101,935 sqft during the year for a total value of Rs 60.1 crores.

### ONGOING PROJECTS:

#### XOTECH:

Xotech is situated at Hinjewadi, Pune, which is IT and BT Hub of Pune. Total saleable area of the project is 0.04 msft. The project comprises of smart 2 and 3 BHK apartment, which intends to provide modest and quality solutions to its buyers. The project is surrounded by a number of IT/BT companies, famous restaurants and hang-out places, colleges, bank and Hotels. The project has latest amenities like club house, landscaped garden with children play zones, swimming pool, rain water harvesting, solar water heating, garbage chute, sewage treatment plant, etc.



**ELA:**

The residential project is in Hadapsar, a most rapidly developing area of Pune. The total saleable area of the project is 0.12 msft. The project comprises of 2 and 2.5 BHK with sizes ranging from 1,115 Sq to 1,595 Sq.ft of lavish apartments. The project has features latest amenities like club house which includes gymnasium, carom/card room/ play station well designed landscaped garden with kids play area and swimming pool, solar water heating, sewage treatment plant, rain water harvesting, etc.

**WINDERMERE:**

Windermere is a thoughtfully designed, premium quality home at Koregaon Park, Pune. The total area of the site is 4.75 acres and will be developed in 2 phases. The project has total saleable area of around 0.42 msft, which will be developed in phases. The saleable area of phase 1 of the project is of 0.38 msft. The quality apartment comprises apartments of 3,000 Sq.ft, 3,800 Sq.ft & 8,500 sq. ft with its own private swimming pool. The project has latest amenities such as renewable energy system, architectural design that ensure good ventilation and maximum natural light, water, conservation through maximum recycling organic waste management, rain water harvesting, etc. The Project is certified as platinum rating project from by 'The Indian green building council' (ICBG) green home the project is designed as a five star rated Eco – housing project.

**FOREST COUNTY (PHASE II):**

This is a mixed development project located in the most rapidly developing area of Pune – Kharadi. The total area of the site is 51.34 acres and will be developed in phases. The total saleable area of the project is 3.03 msft. The saleable area of phase II of the project is 0.52 msft comprises of 2 and 3 BHK apartments with sizes ranging from 1,215 Sq.ft to 2,000 Sq.ft. The Project is one of the premium projects of the Company with all the latest amenities like well designed landscape, green belt with water body, spacious and fully furnished club house, dedicated children play area, water fall, amphitheatre, senior citizen area, jogging track, water foundation, etc and incorporates environmental consideration at every stage of building construction.

**PLATINUM SQUARE:**

Commercial project with office size from 800 sq.ft. having total saleable of 0.09 msft in Vascon Weikfield IT / Corporate park. It shares excellent connectivity to Pune International Airport, IT, ITES parks and many of Pune's prestigious hospitality landmarks.

**GMP TECHNICALS - CLEAN ROOM PARTITION & BMS BUSINESS**

As a part of backward integration the Company had acquired GMP technical solutions, an integrated provider of engineering services, in August 2010. GMP is one of the largest manufacturers of Clean Room Partitioning Systems and Turnkey Solution Provider.

GMP is also specialized in Turnkey Jobs & has expertise in giving one window solution to the clientele in the fields such as:

- Project Management
- HVAC (Design, Supply & Installation)
- Integrated Building Management System (IBMS)
- Clean room Validation Services

GMP had a CAGR of over 25% percent growth in the top line in the years after our acquisition. However, the bottom line was under pressure due to losses in the services division despite the manufacturing division performing well. As a strategy, the Company will be moving out of the services division and focus on the manufacturing business.

**STRENGTH, OPPORTUNITIES, STRATEGY**

The Company is making continuous efforts of raising financial resources since last 2 years on all fronts. In last 2 years, the Company has raised Rs. 100 crores through Right issue, generated cashflow of Rs 70 crores through sale of identified assets and Rs. 27 crores from Income Tax refund till date. Further, we have realized significant receivable from various Projects by continuous follow-up with clients. We have used the cash generated mainly to repay high interest bearing debt and repaid the statutory liabilities.

The Company will continue to focus on improving operational efficiencies and strengthening of Balance Sheet. It is committed towards cash flow monetization and has identified list of certain non-core assets for incremental cash generation to improve liquidity in business and achieve higher growth.

These are very exciting and dynamic times for the Company, as we are preparing ourselves to capitalize on the huge opportunity in Affordable Housing in India. We will be targeting large affordable housing civil contracts from Government as well as from Private Developers where financial closure is achieved, with a clear focus on profitability and indulge in projects with positive cash flow. In the Real Estate space, we will be launching couple of affordable housing projects in Katwi and Talegaon in Pune in the current financial year, with an inventory mix of 1RK, 1BHK and compact 2BHKs.

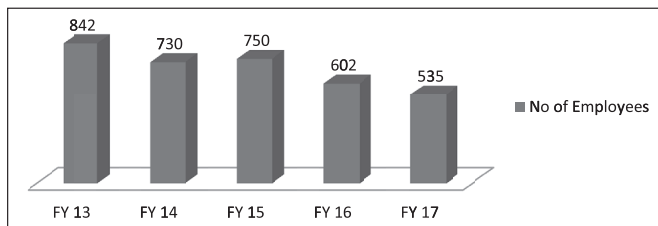
**THREATS, RISKS, CONCERNS**

In EPC business delay in projects execution, stall of projects due to non payment by developers, steep cost escalation in inputs affects the execution of project and results in significant cost overrun.

In Real Estate business financing, uncertainty on monetary and fiscal policy, changes in government regulations, foreign direct investments, approval processes, environment clearances and legal hassles & proceedings affects the execution project and results in significant cost overrun.

## HUMAN RESOURCES

With capital infusion in the Company, we required strengthening of our current team across functions with industry leaders to reap the large opportunities available in front of us. In addition to leadership position, we are building team across function and across levels of both business verticals. Finally, it has been imperative to have appropriate persons for each role for their contribution to the organisation is maximised.



## INTERNAL CONTROL SYSTEM

The Company's internal control procedures ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations. The extensive audits are carried out throughout the year, across all functional areas and reports to the Audit Committee of the Board of Directors.

## RISK MANAGEMENT

The Company has developed a robust risk management framework. It has been identified as one of key enablers to achieve the company's objectives. Increased competition, pressures on cost and deliveries, forex & commodity price variations, impact of recessionary trends on the award of jobs and manpower attrition are some of the major risks faced by the Industry. The Company has however adopted risk mitigation steps right from pre-bid stage covering technical, procurement and financial risks. The measures such as advanced quantitative tools, global sourcing, standard operating procedures, and operational excellence initiatives have been implemented so as to protect the profitability of the business.

## INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF  
VASCON ENGINEERS LIMITED  
Report on the Standalone Ind AS Financial Statements**

We have audited the accompanying standalone Ind AS financial statements of **VASCON ENGINEERS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **Managements' Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, Cash Flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 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**

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

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2017, and its profit, Total Comprehensive Income, its Cash Flows and the Changes in Equity for the year ended on that date.

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

1. As required by Section 143(3) of the Act, based on our audit, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer note 31 to the financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosures in the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 08, 2016 of the Ministry of Finance, during the period from November 08, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us.
2. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Place: Pune  
Date: May 29, 2017

**Hemant M. Joshi**  
Partner  
(Membership No. 38019)

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **Vascon Engineers Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### Managements' Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

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

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established 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 DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Place: Pune  
Date: May 29, 2017

Hemant M. Joshi  
(Membership No. 38019)

**ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT**

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

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered documents provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- (ii) In our opinion and according to the information and explanations given to us, having regard to the nature of inventory, the physical verification by way of verification of title deeds, site visits by the Management and certification of extent of work completion by competent persons, are at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
  - (a) The terms and conditions of the grant of such loans are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
  - (b) The schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments or receipts of principal amounts and interest.
  - (c) There is no overdue amount remaining outstanding as at the year-end.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
  - (a) There were delays by the Company in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

## VASCON ENGINEERS LIMITED

- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable except for as given below:

Name of Statute	Nature of Dues	Amount (Rs.)	Period to which the Amount Relates	Due Date
Income Tax Act, 1961	Tax Deducted at Source (TDS)	46,299,693	April 2014 to August 2016	7th of the following month
Finance Act, 1994	Service Tax	114,022,225	April 2015 to August 2016	6th of the following month
Employee Provident Fund Act, 1952	Provident Fund	13,250,017	April 2014 to August 2016	15th of the following month
Sales Tax Act	Sales Tax	463,199	April 2011 to March 2012	20th of every following month
Bombay Provincial Municipal Corporations Act, 1949	Local Body Tax	4,898,407	April 2015 to August 2016	20th of every following month

- (c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty and cess which have not been deposited on account of any dispute except as given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs.)	Amount Unpaid (Rs.)
Sales Tax Act	Sales Tax / Value added tax / Central Sales Tax	Deputy Commissioner, Mumbai	Financial Year 2005-06	3,057,591	2,607,591
			Financial Year 2007-08	4,892,545	4,892,545
			Financial Year 2008-09	14,631,098	13,161,098
			Financial Year 2009-10	7,453,425	7,453,425
			Financial Year 2010-11	13,414,461	12,914,461
			Financial Year 2011-12	2,519,637	2,519,591
		Commercial Tax Officer, Goa	Financial Year 2010-11	4,468,475	4,468,475
			Financial Year 2011-12	1,624,835	1,624,835
		Writ Petition at Madras High Court	Financial year 2010-11 to 2012-13	121,789,336	121,789,336
		Commissioner of Appeals, UP	Financial Year 2011-12	136,171	136,171
Financial Year 2012-13	340,365		340,365		
Income Tax Act, 1961	Income Tax	Deputy Commissioner of Income Tax	Assessment Year 1998-99	6,768,009	6,768,009
			Assessment Year 2008-09	23,235,387	7,138,821
			Assessment Year 2009-10	46,407,820	46,407,820
Finance Act, 1994	Service Tax	Service Tax Tribunal, Mumbai	April & May 2006	6,988,858	6,988,858
		Service Tax Tribunal, Delhi	January, 2007 to December, 2007	1,413,354	530,008
		Service Tax Tribunal, Mumbai	January, 2008 to September, 2008	634,088	317,044
		Service Tax Tribunal, Mumbai	October, 2007 to September, 2008	6,391,956	4,793,967
		Service Tax Tribunal, Mumbai	April, 2010 to March 2015	9,744,755	9,744,755

- (viii) In our opinion and according to information and explanations given to us, the Company has defaulted in repayment of dues to banks (The Saraswat Co-operative Bank Limited) amounting to Rs. 2680735 (Including Interest : 364,735). Also there has been delays in dues to debentureholders (19.25% Non-Convertible Debentures) amounting to Rs. 170,088,061 (Including Interest : 65,088,061). During the year,

19.25%, Non-Convertible Debentures has been converted into term loan from financial institution and there are no dues outstanding to the debentureholders as on March 31, 2017. Further, the Company has not taken any loans or borrowings from Government.

- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, money raised by way of term loan have been applied for the purposes for which they were raised.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Place: Pune  
Date: May 29, 2017

**Hemant M. Joshi**  
Partner  
(Membership No. 38019)

Balance Sheet as at March 31, 2017

(Amount in Rupees)

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>A ASSETS</b>				
<b>1 Non-current assets</b>				
(a) Property, Plant and Equipment	3	362,304,566	336,623,079	364,712,199
(b) Capital work-in-progress		-	-	21,250,578
(c) Investment Property	4	210,292,738	232,770,737	257,156,096
(d) Other Intangible assets	3	-	-	-
<b>(e) Financial Assets</b>				
(i) Investments	5	1,830,865,671	1,836,708,708	1,817,342,235
(ii) Loans	6	749,121,640	1,213,423,057	1,223,270,399
(iii) Others Financial Assets	7	1,586,043,398	1,569,451,466	1,567,561,896
(f) Income Tax Assets (net)		279,884,572	455,838,745	383,494,166
(g) Other non-current assets	8	139,999,803	140,088,738	141,808,998
<b>Total Non - Current Assets</b>		<b>5,158,512,388</b>	<b>5,784,904,530</b>	<b>5,776,596,567</b>
<b>2 Current assets</b>				
(a) Inventories	9	2,398,201,267	2,231,750,931	2,290,911,021
<b>(b) Financial Assets</b>				
(i) Investments	5	53,021,563	209,697,830	276,531,478
(ii) Trade receivables	10	1,682,693,325	1,617,159,074	1,483,703,311
(iii) Cash and cash equivalents	11	228,569,436	241,508,008	244,020,383
(iv) Bank balances other than (iii) above	11	199,199,273	125,480,734	36,562,406
(v) Loans	6	810,014,735	277,345,861	172,440,770
(vi) Others Financial Assets	7	690,133,662	841,535,937	718,129,647
(c) Other current assets	8	186,528,039	141,323,187	200,155,065
<b>Total Current Assets</b>		<b>6,248,361,300</b>	<b>5,685,801,562</b>	<b>5,422,454,081</b>
<b>Total Assets (1+2)</b>		<b>11,406,873,688</b>	<b>11,470,706,092</b>	<b>11,199,050,648</b>
<b>B EQUITY AND LIABILITIES</b>				
<b>1 Equity</b>				
(a) Equity Share capital	12	1,676,601,860	1,613,067,160	904,759,270
(b) Other Equity	12.1	4,537,654,272	4,351,744,978	3,926,731,565
<b>Equity attributable to owners of the Company (I)</b>		<b>6,214,256,132</b>	<b>5,964,812,138</b>	<b>4,831,490,835</b>
<b>LIABILITIES</b>				
<b>2 Non-current liabilities</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings	13	1,321,008,838	1,053,970,707	251,495,188
(ii) Other financial liabilities	14	282,399,760	270,491,027	213,212,994
<b>Total Non - Current Liabilities</b>		<b>1,603,408,598</b>	<b>1,324,461,734</b>	<b>464,708,182</b>
<b>3 Current liabilities</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings	13	1,021,109,770	1,135,113,905	2,086,952,383
(ii) Trade and other payables	15	1,237,201,807	1,490,128,074	1,622,480,086
(iii) Other financial liabilities	14	133,898,990	338,467,999	984,744,783
(b) Provisions	16	90,407,174	115,949,586	101,284,764
(c) Other current liabilities	18	1,106,591,217	1,101,772,656	1,107,389,615
<b>Total Current Liabilities</b>		<b>3,589,208,958</b>	<b>4,181,432,220</b>	<b>5,902,851,631</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>11,406,873,688</b>	<b>11,470,706,092</b>	<b>11,199,050,648</b>

Significant accounting policies see accompanying notes forming part of the financial statements. 2

In terms of our report attached.

For Deloitte Haskins & Sells LLP  
Chartered Accountants

For and on behalf of the Board of Directors

R Vasudevan  
Managing Director  
(DIN-00013519)

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

Hemant M. Joshi  
Partner

M Krishnamurthi  
Company Secretary &  
Compliance Officer

D Santhanam  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune



## Statement of Profit and Loss for the year ended March 31, 2017

(Amount in Rupees)

Particulars	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Continuing Operations</b>			
I Revenue from operations	19	2,166,027,494	3,212,469,201
II Other Income	20	504,066,678	341,526,249
<b>III Total Income (I + II)</b>		<b>2,670,094,172</b>	<b>3,553,995,450</b>
<b>IV EXPENSES</b>			
(a) Cost of materials consumed	21.a	1,754,874,975	2,457,558,571
(b) Purchases of Stock-in-trade		90,352	393,613
(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	21.b	(136,920,860)	(25,742,695)
(d) Employee benefit expense	22	372,184,194	256,634,312
(e) Finance costs	23	319,976,134	379,250,828
(f) Depreciation and amortisation expense	3 & 4	73,344,790	79,431,962
(g) Other expenses	24	228,829,214	326,152,891
<b>Total Expenses (IV)</b>		<b>2,612,378,799</b>	<b>3,473,679,482</b>
<b>V Profit before tax (III - IV)</b>		<b>57,715,373</b>	<b>80,315,968</b>
<b>VI Tax Expense</b>			
(1) Current tax	17	-	1,404,735
(2) Deferred tax	17	-	-
(3) (Excess) / Short provision for tax of earlier years	17	12,448,911	69,410
<b>Total tax expense VI</b>		<b>12,448,911</b>	<b>1,474,145</b>
<b>VII Profit after tax (V - VI)</b>		<b>45,266,462</b>	<b>78,841,823</b>
<b>VIII Other comprehensive income</b>			
Items that will not be recycled to profit or loss			
- Remeasurements of the defined benefit liabilities / (asset)		5,833,849	1,688,260
<b>IX Total comprehensive income for the year (VII + VIII)</b>		<b>51,100,311</b>	<b>80,530,083</b>
<b>X Earnings per equity share</b>			
(1) Basic	25	0.28	0.56
(2) Diluted	25	0.28	0.56
<b>Significant accounting policies</b>	2		
<b>See accompanying notes forming part of the financial statements.</b>			

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board of Directors**

R Vasudevan  
Managing Director  
(DIN-00013519)

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

Hemant M. Joshi  
Partner

M Krishnamurthi  
Company Secretary &  
Compliance Officer

D Santhanam  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune

# VASCON ENGINEERS LIMITED

## Statement of changes in equity

### A. Changes in Equity

(Amount in Rupees)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balance at the beginning of the year	1,613,067,160	904,759,270	904,759,270
Fresh issue on account of rights issue during the year	-	666,666,660	-
Issue of equity shares under employee share option plan	63,534,700	41,641,230	-
<b>Balance at the end of the year</b>	<b>1,676,601,860</b>	<b>1,613,067,160</b>	<b>904,759,270</b>

### B. Changes in Other Equity

(Amount in Rupees)

Particulars	Securities premium reserve	General reserve	Equity-settled employee benefits reserve	Debenture Redemption Reserve	Retained earnings	Total
<b>Balance as at April 01, 2015</b>	<b>3,885,750,281</b>	-	<b>46,127,697</b>	<b>153,750,000</b>	<b>(158,896,413)</b>	<b>3,926,731,565</b>
Profit for the year	-	-	-	-	78,841,823	78,841,823
Other Comprehensive income for the year	-	-	-	-	1,688,260	1,688,260
Premium on Shares issued during the year	333,333,331	-	-	-	-	333,333,331
Transferred to General reserve	-	65,000,000	-	(65,000,000)	-	-
Share issue costs on account of rights issue	(11,861,418)	-	-	-	-	(11,861,418)
Amount recorded on Grant	-	-	23,084,542	-	-	23,084,542
Transferred to securities premium reserve on exercise	64,655,099	-	(64,655,099)	-	-	-
Shares Forfeited during the year	-	-	(73,125)	-	-	(73,125)
<b>Balance as at March 31, 2016</b>	<b>4,271,877,293</b>	<b>65,000,000</b>	<b>4,484,015</b>	<b>88,750,000</b>	<b>(78,366,330)</b>	<b>4,351,744,978</b>

(Amount in Rupees)

Particulars	Securities premium reserve	General reserve	Equity-settled employee benefits reserve	Debenture Redemption Reserve	Retained earnings	Total
<b>Balance as at April 01, 2016</b>	<b>4,271,877,293</b>	<b>65,000,000</b>	<b>4,484,015</b>	<b>88,750,000</b>	<b>(78,366,330)</b>	<b>4,351,744,978</b>
Profit for the year	-	-	-	-	45,266,462	45,266,462
Other Comprehensive income for the year	-	-	-	-	5,833,849	5,833,849
Premium on Shares issued during the year	63,234,700	-	-	-	-	63,234,700
Transferred to General reserve	-	88,750,000	-	(88,750,000)	-	-
Share issue costs on account of rights issue	-	-	-	-	-	-
Amount recorded on Grant	-	-	71,677,333	-	-	71,677,333
Transferred to securities premium reserve on exercise	53,103,099	-	(53,103,099)	-	-	-
Shares Forfeited during the year	-	-	(103,050)	-	-	(103,050)
<b>Balance as at March 31, 2017</b>	<b>4,388,215,092</b>	<b>153,750,000</b>	<b>22,955,199</b>	<b>-</b>	<b>(27,266,019)</b>	<b>4,537,654,272</b>

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board of Directors**

R Vasudevan  
Managing Director  
(DIN-00013519)

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

Hemant M. Joshi  
Partner

M Krishnamurthi  
Company Secretary &  
Compliance Officer

D Santhanam  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune

## Cash Flow Statement - Indirect Method

(Amount in Rupees)

Particulars	Note No.	Year ended March 31, 2017	Year ended March 31, 2016
<b>Cash flows from operating activities</b>			
Profit before tax for the year		57,715,373	80,315,968
Adjustments for:			
Finance costs		319,976,134	379,250,828
Provision for Doubtful Debts		6,898,231	14,216,358
Net gain/(loss) arising on financial Liabilities designated as at FVTPL		-	29,201,680
Dividends received from Joint Venture		(8,785,100)	(1,030,957)
Gain on Sale of Assets		(31,151,017)	(116,463,008)
Bad debts and other receivables, loans and advances written off		-	40,727,295
Depreciation		73,344,790	79,431,962
Provision for diminution in value of investment of current investment		-	17,500,000
Interest received		(312,024,928)	(138,059,195)
Expense recognised in respect of equity-settled share-based payments		71,677,333	23,084,542
Income recognised in respect of equity-settled share-based payments		(103,050)	(73,125)
Provision for unapproved sales		(664,610)	(1,459,360)
Provision / Creditors no longer required written back		(141,112,104)	(76,918,335)
Gain / (loss) on investments carried at fair value		(13,550)	(22,950)
Dividend received on investments carried at fair value through profit or loss		(121,563)	-
Loss arising on derecognition of financial assets (Refer Note 4 below)		30,236,539	-
Provision for creditors advance		(7,188,500)	-
Commission Income		(2,879,400)	(2,662,500)
		55,804,578	327,039,203
Movements in working capital:			
Increase in trade and other receivables		(16,831,581)	(136,940,056)
(Increase)/decrease in amounts due from customers under construction contracts		314,232,730	(306,685,472)
(Increase)/decrease in inventories		(87,870,503)	199,507,905
(Increase)/decrease in other financial assets			
(Increase)/decrease in other assets		28,070,316	(2,897,175)
Decrease in trade and other payables		(111,814,163)	(55,433,677)
Increase/(decrease) in provisions		(19,708,563)	16,353,082
(Decrease)/increase in Financial asset Loans (Refer Note 3 below)		137,636,986	(64,938,863)
(Increase)/decrease in other non current assets		(37,927,417)	60,552,138
(Decrease)/increase in deferred revenue			
(Decrease)/increase in other liabilities		(34,122,202)	203,050,635
Cash generated from operations		227,470,182	239,607,720
Income taxes paid		163,505,262	(73,818,724)
Net cash generated by operating activities		390,975,444	165,788,996
<b>Cash flows from investing activities</b>			
Dividends received from Joint Venture		8,785,100	1,030,957
Purchase of fixed assets including work in progress		(100,591,602)	(74,181,665)
Proceeds from disposal of fixed assets		16,319,341	104,937,768
Investment in fixed deposits with Banks		(73,718,539)	(88,918,328)
Proceeds on disposal of securities/investments		-	304,201,680
Investment in optionally convertible redeemable debenture		-	(304,201,680)
Proceeds on redemption of Liquid Mutual Fund		(29,500,000)	49,333,648
Payment /Proceeds from investment (Refer note 4 below)		23,415,000	14,997,976
Net cash (used in)/generated by investing activities		(155,290,700)	7,200,356

# VASCON ENGINEERS LIMITED

Particulars	Note No.	Year ended March 31, 2017	Year ended March 31, 2016
<b>Cash flows from financing activities</b>			
Proceeds from issue of Equity Shares		126,769,400	1,041,641,221
Expenses towards Right issue		-	(11,861,418)
Proceeds from borrowings		422,809,131	-
Interest received (Refer Note 3)		200,367,666	116,718,852
Repayment of borrowings non-current		-	(98,640,465)
Repayment of borrowings Current		(118,196,201)	(524,936,783)
Increase / (decrease) in Non Convertible Debentures		(355,000,000)	(260,000,000)
(Increase) / decrease in advances from Firms / AOP		(25,560,733)	(20,126,214)
(Increase) / decrease in advances to joint venture, subsidiaries		(118,336,417)	(30,118,886)
Finance cost including capitalised to qualifying assets		(385,668,227)	(448,176,339)
Dividends paid to owners of the Company			
Net cash used in financing activities		(252,815,382)	(235,500,032)
<b>Net increase in cash and cash equivalents</b>		(17,130,638)	(62,510,680)
Cash and cash equivalents at the beginning of the year (Refer note -19)		248,336,718	310,847,398
<b>Cash and cash equivalents at the end of the year (Refer note -19)</b>		231,206,080	248,336,718

## Notes :

- Figures in brackets represent outflows
- During the year, the Company has disposed a fixed asset - Building unit amounting to Rs. 388 lakhs, sale proceeds for which were received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from sale of fixed assets and trade receivable.
- During the year, the Company has accrued interest of Rs. 876 lakhs, the same will be received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from Financial Assets.
- During the year, the Company has sold investment in Viorica hotels for Rs 1862 lakhs and of which advance of Rs 1400 lakhs was received in previous and recognised loss of Rs 302 lakhs year on financial asset balance of Rs 162 lakhs, which were received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from Non- current Investment.

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

Hemant M. Joshi  
Partner

Date : May 29, 2017  
Place : Pune

**For and on behalf of the Board of Directors**

R Vasudevan  
Managing Director  
(DIN-00013519)

M Krishnamurthi  
Company Secretary &  
Compliance Officer

Date : May 29, 2017  
Place : Pune

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

D Santhanam  
Chief Financial Officer

## Notes forming part of the financial statements

"Vascon Engineers Limited (the "Company") was incorporated on January 1, 1986 and is engaged in the business of Engineering, Procurement and Construction services (EPC) and Real Estate Development. The shares of the Company are listed on National Stock Exchange and Bombay Stock Exchange.

The Company is a public limited company incorporated and domiciled in India. The address of its corporate office is 15/16 Hazari Baug, LBS Marg, Vikhroli (West), Mumbai - 400 083.

### 2. SIGNIFICANT ACCOUNTING POLICIES:

#### 2.01 Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2016 and April 1, 2015 and of the total comprehensive income for the year ended March 31, 2016 (Refer Note 26).

#### 2.02 Basis of preparation and presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policy 2.16. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

#### 2.03 Use of estimate

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. 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 differences between actual results and estimates are recognized in the periods in which the results are known/materialize.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax liabilities and provisions and contingent liabilities.

##### Impairment of investments

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

##### Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

##### Valuation of deferred tax assets

The Company reviews recognition of deferred tax at the end of each reporting period. The policy for the same has been explained under Note 2.11.

##### Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money (if the impact of discounting is significant) and the risks specific to the obligation. The increase in the provision due to unwinding of discount over passage of time is recognized as finance cost. Provisions are reviewed at the each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and 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 the 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 liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

## Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Company has obtained independent fair valuation for financial instruments wherever necessary to determine the appropriate valuation techniques and inputs for fair value measurements. In some cases the fair value of financial instruments is done internally by the management of the Company using market-observable inputs.

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The qualified external valuers establish the appropriate valuation techniques and inputs to the model. The external valuers report the management of the Company findings every reporting period to explain the cause of fluctuations in the fair value of the assets and liabilities.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities is disclosed in note 27.

## 2.04 Revenue Recognition / Cost Recognition

Revenue is measured at the fair value of the consideration received or receivable.

### a) Construction contracts

Revenue from fixed price construction contracts is recognised on the Percentage Of Completion Method (POCM). The stage of completion is determined by survey of work performed / completion of physical proportion of the contract work determined by technical estimate of work done / actual cost incurred in relation to total estimated contract cost, as the case may be. The estimate of total contract cost has been made at the time of commencement of contract work and reviewed and revised, by the technical experts, from time to time during period in which the contract work is executed. Future expected loss, if any, is recognised immediately as expenditure. In respect of unapproved revenue recognised, an adequate provision is made for possible reductions, if any. Contract revenue earned in excess of billing has been reflected as unbilled revenue under the head "Other Current Assets" and billing in excess of contract revenue has been reflected as Unearned Revenue under the head "Other Current Liabilities" in the Balance Sheet.

Escalation claims raised by the Company are recognised when negotiations have reached an advanced stage such that customers will accept the claim and amount that is probable will be accepted by the customer can be measured reliably.

### b) Real estate development

#### (i) Completed Units

Revenue from sales of units is recognized as and when the underlying significant risk and rewards of ownership are transferred to the purchaser.

#### (ii) Units Under Development

Revenue from sales of such units is recognized as and when all the following conditions are satisfied:

- (a) The underlying significant risk and rewards of ownership are transferred to the purchaser.
- (b) All critical approvals necessary for commencement of the project are obtained.
- (c) Reasonable level of development is reached when project cost incurred excluding land cost and borrowing cost exceeds 25% of the project cost.
- (d) At least 25% of the estimated project area are secured by contracts or agreement with the buyers.
- (e) At least 10% of the total revenue as per agreements of sale are realised at the reporting date in respect of each of the contracts and there are no outstanding defaults of the payment terms in such contracts.
- (f) Certainty of recoverability of the balance consideration."

"Project revenue and project costs associated with the real estate project are recognized as revenue and expenses by reference to the stage of completion of the project activity at the reporting date in accordance with ""Guidance Note on Accounting for real estate transactions"".

The percentage completion for the purpose of recognition of revenue is determined based on actual costs incurred thereon by the Company to total estimated cost with reference to the saleable area. Cost for this purpose includes cost of land/development rights, construction and development costs of such properties borrowing costs and overheads, as may be applicable.

The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period in which such changes occur.

However, when the total project cost is estimated to exceed total revenues from the project, loss is recognized immediately.

- c) **Interest Income** – 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 principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- d) **Dividend Income** – Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).
- e) **Rental Income** - Income from letting-out of property is accounted on accrual basis - as per the terms of agreement and when the right to receive the rent is established.

- f) Income from services rendered is recognised as revenue when the right to receive the same is established.
- g) Profit on sale of investment is recorded upon transfer of title by the Company. It is determined as the difference between the sale price and the then carrying amount of the investment.

## 2.05 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

### Operating Lease

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term. Operating lease payments are recognized as an expense on a straight-line basis over the lease term.

### Finance Lease

Assets held under finance leases are initially recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss.

## 2.06 Foreign Currency

"The functional currency of the Company is Indian rupee.

Initial Recognition

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

Conversion

Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

## 2.07 Borrowing Costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted. Advances/deposits given to the vendors under the contractual arrangement for acquisition/construction of qualifying assets is considered as cost for the purpose of capitalization of borrowing cost.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of profit or loss in the period in which they are incurred.

## 2.08 Employee benefits

### a) Short-term Employee Benefits -

The undiscounted amount of short-term employee benefits expected to be paid in exchange of services rendered by the employees is recognised during the year when the employees render the service.

### b) Post Employment Benefits -

#### (1) Defined Contribution Plan:

Payments to defined contribution retirement benefit schemes viz. Company's Provident Fund Scheme and Superannuation Fund are recognised as an expense when the employees have rendered the service entitling them to the contribution.

#### (2) Defined Benefit Plan:

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur.

Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

Gratuity: The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Company has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

### c) Other Long-term Employee Benefits -

Compensated Absences: The Company provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Such benefits are provided based on the number of days of an utilised compensated absence on the basis of an independent actuarial valuation. The Company has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

#### Share-based Payments

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognized in employee benefits expense.

## 2.09 Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. 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. Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

### Deferred income taxes

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in income tax expenses.

## 2.10 Property, Plant and Equipment

Property plant & equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use. The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.



Depreciation on tangible property plant & equipment has been provided on written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of plant and machinery, in whose case the life of the assets has been assessed based on the technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The Company has based on technical advice considered the useful life of the plant and machinery to be 15 years which is different from the useful life specified in Schedule II to the Companies Act, 2013.

Fixed assets individually costing Rs. 5,000 or less are depreciated fully in the year of acquisition. Depreciation on assets acquired/purchased, sold/discarded during the year is provided on a pro-rata basis from the date of each addition / till the date of sale/discard.

The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

If significant events or market developments indicate an impairment in the value of the tangible asset, management reviews the recoverability of the carrying amount of the asset by testing for impairment. The carrying amount of the asset is compared with the recoverable amount, which is defined as the higher of the assets fair value less costs to sell and its value in use. To determine the recoverable amount on the basis of value in use, estimated future cash flows are discounted at a rate which reflects the risk specific to the asset. If the net carrying amount exceeds the recoverable amount, an impairment loss is recognised. When estimating future cash flows, current and expected future inflows, technological, economic and general developments are taken into account. If an impairment test is carried out on tangible assets at the level of a cash-generating unit, an impairment loss is recognised, taking into account the fair value of the assets. If the reason for an impairment loss recognised in prior years no longer exists, the carrying amount of the tangible asset is increased to a maximum figure of the carrying amount that would have been determined had no impairment loss been recognised.

### 2.11 Investment Properties

The Company has elected to continue with the carrying value for all of its investment property as recognized in its Initial GAAP financial statements as deemed cost at the transition date. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are states at cost less accumulated depreciation and accumulated impairment loss, if any."

### 2.12 Intangible Assets

#### Intangible assets acquired separately:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on written down value method over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

### 2.13 Goodwill

Business combinations are accounted for using the acquisition method. The purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair market values. Any excess purchase price over the fair market value of the net assets acquired, including identified intangibles, is recorded as goodwill. Preliminary purchase price allocations are made at the date of acquisition and finalized when information needed to affirm underlying estimates is obtained, within a maximum allocation period of one year. Goodwill is subject to impairment testing at least annually. In addition, goodwill is tested more frequently if a change in circumstances or the occurrence of events indicates that potential impairment exists.

### 2.14 Impairment

#### Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.

Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction.

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, other contractual rights to receive cash or other financial asset and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted – effective interest rate for purchased, or originated credit impaired financial assets). The Company estimates cash flows by considering all contractual term of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

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 11 and 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 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.

## **Non-financial assets**

### **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

## **2.15 Inventories**

### **a) Stock of Materials**

Stock of materials has been valued at lower of cost or net realisable value. The cost is determined on Weighted Average method.

### **b) Development Work**

#### **(i) Development - Completed Units**

Finished goods comprising of constructed units ready for sale are valued at lower of cost and net realisable value.

#### **(ii) Development - Units under construction**

The unit under construction to the extent not recognised as sales under the revenue recognition policy adopted by the Company is carried at lower of cost or net realisable value on the basis of technical estimate certified by the Managing Director / Technical Experts."

### **c) Stock of Trading Goods**

Stock of trading goods has been stated at cost or net realisable whichever is lower. The cost is determined on Weighted Average Method.

## **2.16 Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and 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 measured on initial recognition of financial asset or financial liability.

### **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

### **Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Effective Interest Method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points 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 debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

### **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at

fair value through profit or loss are immediately recognised in profit or loss.

#### **Investment in subsidiaries**

Investment in subsidiaries are measured at cost as per Ind AS 27 - Separate Financial Statements.

#### **Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

#### **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 and points 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 net carrying amount on initial recognition

#### **Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Company recognises equity instrument at proceeds received net of direct issue costs.

#### **Reclassification of Financial Assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **2.17 Earnings Per Share (EPS)**

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

### **2.18 Critical Accounting Judgments and key sources of estimation, uncertainty**

The preparation of financial statements and related notes in accordance with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date, and revenues and expenses.

Actual results could differ from those estimates due to those uncertainties on which assumptions are based. Estimates and assumptions are reviewed annually in order to verify they still reflect the best available knowledge of the Company's operations and of other factors deriving from actual circumstances. Changes, if any, are immediately accounted for in the income statement.

The present economic context, whose effects are spread into some businesses in which the Group operates, determined the need to make assumptions related to future development with a high degree of uncertainty. For this reason, it is not possible to exclude that, in the next or in subsequent financial years, actual results may differ from estimated results. These differences, at present unforeseeable and unpredictable, may require adjustments to book values. Estimates are used in many areas, including accounting for non-current assets, deferred tax assets, bad debt provisions on accounts receivable, inventory obsolescence, employee benefits, contingent liabilities and provisions for risks and contingencies.

### **2.19 Cash flow statement**

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

### **2.20 Current/Non-Current Classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to be sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading
- It is expected to be realized within 12 months after the date of reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.

# VASCON ENGINEERS LIMITED

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Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle
  - It is held primarily for the purpose of trading
  - It is due to be settled within 12 months after the reporting period, or
  - There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period
- Current liabilities include the current portion of long term financial liabilities. The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

## 2.21 Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs, if any, directly attributable to the issue of ordinary shares are recognized as a deduction from other equity, net of any tax effects."

## 2.22 Fair Value Measurement

Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- in the principle market for the asset or liability
- in the absence of principle market, in the most advantageous market for the asset or liability.

The principle or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (Unadjusted) Market prices in active markets for incidental assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers that have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Determination of Fair Value

#### 1) Financial Assets - Debt Instruments at amortized cost

After initial measurement the financial assets are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR.

#### 2) Financial Assets - Debt Instruments at Fair Value through Other Comprehensive Income (FVTOCI)

Measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L."

#### 3) Debt instruments, derivatives and equity instruments at Fair Value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

#### 4) Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit & loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Companies financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

### **Subsequent Measurement**

#### **Fair value through Profit & Loss**

Financial liabilities at fair value through profit & loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. All changes in fair value of such liabilities are recognized in statement of profit or loss.

#### **Loans and Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. The EIR amortization is included as finance costs in the statement of profit and loss.

#### **5) Embedded Derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. If the hybrid contract contains a host that is a financial asset within the scope of IND AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in IND AS 109 to the entire hybrid contract. These embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss.

#### **2.23 Dividend**

Dividend on share is recorded as liability on the date of approval by the shareholders.

#### **2.24 Recent accounting pronouncements**

Standards issued but not yet effective In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows'. The amendments are applicable to the group from 1st April, 2017.

##### **Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

#### **2.25 Investments**

Long Term Investments are carried at cost. Provision for diminution is made to recognize the decline, other than temporary in the value of these investments. Current investments are carried at lower of the cost and fair value.

#### **2.26 Associates and joint ventures**

Associates and joint ventures are accounted for under the equity method at cost at the date of acquisition. In subsequent periods, the carrying amount is adjusted up or down to reflect the Company's share of the comprehensive income of the investee. Any distributions received from the investee and other changes in the investees equity reduce or increase the carrying amount of the investment. If the losses of an associate or joint venture attributable to the Company equal or exceed the value of the interest held in this associate or joint venture, no further losses are recognised unless the Company incurs an obligation or makes payments on behalf of the associate or joint venture. If there are any indications of impairment in the investments in associates or joint ventures, the carrying amount of the relevant investment is subject to an impairment test. If the reason for an impairment loss recognised in prior years no longer exists, the carrying amount of the investment is increased to a maximum figure of the share of net assets in the associate or joint venture.

#### **2.27 Non-current assets held for sale and discontinued operations**

Non-current assets are classified separately in the balance sheet as held for sale if they are available for sale in their present condition and the sale is highly probable. Assets that are classified as held for sale are measured at the lower of their carrying amount and their fair value less costs to sell. Liabilities classified as directly related to non-current assets held for sale are disclosed separately as held for sale in the liabilities section of the balance sheet. For discontinued operations, additional disclosures are required in the Notes, as long as the requirements for classification as discontinued operations are met.

#### **2.28 Segment Reporting**

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

Notes forming part of the financial statements

Note No. 3 - Property, Plant and Equipment and Intangible Assets

Particulars	I. Tangible Assets							II. Intangible assets		
	Buildings	Plant and machinery	Furniture and fixtures	Vehicles	Office equipments	Lease Hold Improvements	Total	Total	Softwares	
Gross carrying value										
As at April 1, 2016	38,317,850	601,781,485	45,315,515	20,549,869	52,361,941	33,709,979	792,036,639	43,338,200	43,338,200	
Additions	-	99,241,980	-	-	1,105,348	-	100,347,328	244,274	244,274	
Disposals	(6,363,325)	(20,913,737)	-	(590,026)	-	-	(27,867,088)	-	-	
<b>As at March 31, 2017 ( A )</b>	<b>31,954,525</b>	<b>680,109,728</b>	<b>45,315,515</b>	<b>19,959,843</b>	<b>53,467,289</b>	<b>33,709,979</b>	<b>864,516,879</b>	<b>43,582,474</b>	<b>43,582,474</b>	
Accumulated depreciation										
As at April 1, 2016	8,591,708	351,592,061	32,042,741	12,644,058	49,047,343	1,495,649	455,413,560	43,338,200	43,338,200	
Additions	1,409,382	50,103,821	3,775,654	2,534,823	1,779,922	2,147,729	61,751,331	244,274	244,274	
Disposals	(1,182,556)	(13,300,986)	-	(469,036)	-	-	(14,952,578)	-	-	
<b>As at March 31, 2017 ( B )</b>	<b>8,818,534</b>	<b>388,394,896</b>	<b>35,818,395</b>	<b>14,709,845</b>	<b>50,827,265</b>	<b>3,643,378</b>	<b>502,212,313</b>	<b>43,582,474</b>	<b>43,582,474</b>	
Intangible assets under development ( D )										
<b>Net carrying value as at March 31, 2017 ( A ) - ( B )</b>	<b>23,135,991</b>	<b>291,714,832</b>	<b>9,497,120</b>	<b>5,249,998</b>	<b>2,640,024</b>	<b>30,066,601</b>	<b>362,304,566</b>	<b>-</b>	<b>-</b>	
Gross carrying value										
As at April 1, 2015	106,617,080	578,258,500	38,815,007	22,072,618	53,521,644	-	799,284,849	42,800,826	42,800,826	
Additions	-	48,687,446	8,036,145	1,632,559	2,828,740	33,709,979	94,894,869	537,374	537,374	
Disposals	(30,006,117)	(25,164,461)	(1,535,637)	(3,155,308)	(3,988,443)	-	(63,849,966)	-	-	
Transferred to Investment Property	(38,293,113)	-	-	-	-	-	(38,293,113)	-	-	
<b>As at March 31, 2016 ( A )</b>	<b>38,317,850</b>	<b>601,781,485</b>	<b>45,315,515</b>	<b>20,549,869</b>	<b>52,361,941</b>	<b>33,709,979</b>	<b>792,036,639</b>	<b>43,338,200</b>	<b>43,338,200</b>	
Accumulated depreciation										
As at April 1, 2015	27,597,264	317,238,868	27,421,749	11,526,474	50,788,295	-	434,572,650	42,800,826	42,800,826	
Additions	1,980,668	51,290,695	5,784,135	3,550,544	2,191,620	1,495,649	66,293,311	537,374	537,374	
Disposals	(10,124,258)	(16,937,502)	(1,163,143)	(2,432,960)	(3,932,572)	-	(34,590,435)	-	-	
Transferred to Investment Property	(10,861,966)	-	-	-	-	-	(10,861,966)	-	-	
<b>As at March 31, 2016 ( B )</b>	<b>8,591,708</b>	<b>351,592,061</b>	<b>32,042,741</b>	<b>12,644,058</b>	<b>49,047,343</b>	<b>1,495,649</b>	<b>455,413,560</b>	<b>43,338,200</b>	<b>43,338,200</b>	
Intangible assets under development										
<b>Net carrying value as at March 31, 2016 ( A ) - ( B )</b>	<b>29,726,142</b>	<b>250,189,424</b>	<b>13,272,774</b>	<b>7,905,811</b>	<b>3,314,598</b>	<b>32,214,330</b>	<b>336,623,079</b>	<b>-</b>	<b>-</b>	

## Notes forming part of the financial statements

(Amount in Rupees)

## Note No. 4 - Investment Property

Description of Assets	Buildings
Gross carrying value *	
As at April 1, 2016	264,364,903
Additions	-
Disposals	(15,291,790)
Transferred from property, plant and equipment	-
<b>As at March 31, 2017 ( A )</b>	<b>249,073,113</b>
Accumulated depreciation	
As at April 1, 2016	31,594,166
Charge for the period	11,349,185
Reversals/ Disposals during the period	(4,162,976)
Transferred from property, plant and equipment	-
<b>As at March 31, 2017 ( B )</b>	<b>38,780,375</b>
<b>Net carrying value as at March 31, 2017 (A) - (B)</b>	<b>210,292,738</b>
<b>Gross carrying value *</b>	
As at April 1, 2015	280,047,581
Additions	-
Disposals	(53,975,791)
Transferred from property, plant and equipment	38,293,113
<b>As at March 31, 2016 ( A )</b>	<b>264,364,903</b>
Accumulated depreciation	
As at April 1, 2015	22,891,485
Charge for the period	12,601,277
Reversals/ Disposals during the period	(14,760,562)
Transferred from property, plant and equipment	10,861,966
<b>As at March 31, 2016 ( B )</b>	<b>31,594,166</b>
<b>Net carrying value as at March 31, 2016 (A) - (B)</b>	<b>232,770,737</b>

The Company's investment properties consist of commercial properties in India. Management determined that the investment properties consist of only one class of asset i.e. office spaces based on the nature, characteristics and risks of the property.

\* Cost of investment property includes amount paid for shares in Co- Operative Societies/ Companies.

## Fair valuation

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Investment Property	311,455,500	352,470,500	335,840,000

The best evidence of fair value is current prices in an active market for similar properties. The market rate for sale/purchase of such premises are representative of fair values. Company's investment properties are at a location where active market is available for similar kind of properties. Hence fair value is ascertained on the basis of market rates prevailing for similar properties in those location determined by an independent registered valuer

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Note No. 5 - Investment

#### A. Non Current Investment

Particular	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>A. COST</b>			
<b>Unquoted Investments (all fully paid)</b>			
<b><u>Investments in Equity Instruments of Subsidiaries</u></b>			
Greystone Premises Private Limited (Refer Note 33) 10,000 (March 31, 2016: 10,000 / April 01, 2015: 6,500) Equity Shares of Rs. 10/- Each Fully Paid	66,000	66,000	65,000
Almet Corporation Limited 58,824 (March 31, 2016: 58,824 / April 01, 2015: 58,824) Equity Shares of Rs 100/- Each Fully Paid	147,566,080	147,566,080	147,566,080
Marathawada Realtors Private Limited 39,216 (March 31, 2016: 39,216 / April 01, 2015: 39,216) Equity Shares of Rs 100/- Each Fully Paid	225,106,171	225,106,171	225,106,171
IT Citi Infopark Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	100,000	100,000	100,000
Wind Flower Properties Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	100,000	100,000	100,000
Floriana Properties Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	100,000	100,000	100,000
Marvel Housing Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	100,000	100,000	100,000
Vascon Dwelling Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	100,000	100,000	100,000
Vascon Pricol Infrastructures Limited 7,100,000 (March 31, 2016: 7,100,000 / April 01, 2015: 7,100,000) Equity Shares of Rs. 10/- Each Fully Paid	86,700,000	86,700,000	86,700,000
GMP Technical Solutions Private Limited 12,689 (March 31, 2016: 12,689 / April 01, 2015: 12,689) Equity Shares of Rs. 10/- Each Fully Paid	460,271,004	460,271,004	460,271,004
Just Homes India Private Limited 10,000 (March 31, 2016: 10,000 / April 01, 2015: 10,000) Equity Shares of Rs. 10/- Each Fully Paid	60,050,000	60,050,000	60,050,000
Sunflower Real Estate Developers Pvt Ltd (Refer Note 33)	10,000,000	10,000,000	-



## Notes forming part of the financial statements

(Amount in Rupees)

1,000,000 (March 31, 2016: 1,000,000 / April 01, 2015: Nil) Equity Shares of Rs. 10/- Each Fully Paid			
Angelica Properties Private Limited (Refer Note 33) 605,131 (March 31, 2016: 605,131 / April 01, 2015: Nil) Equity Shares of Rs. 10/- Each Fully Paid	6,051,310	6,051,310	-
	<b>996,310,565</b>	<b>996,310,565</b>	<b>980,258,255</b>
<b><u>Investments in Equity Instruments of associates</u></b>			
Mumbai Estates Private Limited 99,999 (March 31, 2016: 99,999 / April 01, 2015: 99,999) Equity Shares of Rs. 10/- Each Fully Paid	999,990	999,990	999,990
Angelica Properties Private Limited (Refer Note 33) Nil (March 31, 2016: Nil / April 01, 2015: 605,131) Equity Shares of Rs. 10/- Each Fully Paid	-	-	6,051,310
	<b>999,990</b>	<b>999,990</b>	<b>7,051,300</b>
<b><u>Investments in Equity Instruments of joint ventures - jointly controlled entities</u></b>			
Cosmos Premises Private Limited 177,401 (March 31, 2016: 177,401 / April 01, 2015: 177,401) Equity Shares of Rs. 10/- Each Fully Paid	36,790,610	36,790,610	36,790,610
Vascon Engineers Ltd Wll (Qatar) - 49% stake	1,024	1,024	-
Phoenix Venture	20,000,000	20,000,000	20,000,000
Investment in Partnership Firm - Ajanta Enterprises	427,293,552	427,293,552	427,293,552
	<b>484,085,186</b>	<b>484,085,186</b>	<b>484,084,162</b>
<b>INVESTMENTS CARRIED AT COST [A]</b>	<b>1,481,395,741</b>	<b>1,481,395,741</b>	<b>1,471,393,717</b>
<b>B. INVESTMENTS CARRIED AT AMORTISED COST</b>			
<b><u>Investments in Redeemable Non-Cumulative Preference Shares of Subsidiary</u></b>			
GMP Technical Solutions Private Limited (Refer Note 43) 0.001% Redeemable Non-Cumulative Preference Shares	71,872,430	77,714,017	76,670,838
<b>Investment in Government or trust securities</b>			
7 Years National Savings Certificate	20,000	20,000	20,000
<b>INVESTMENTS CARRIED AT AMORTISED COST [B]</b>	<b>71,892,430</b>	<b>77,734,017</b>	<b>76,690,838</b>
<b>Investments Carried at:</b>			
<b>C. Designated as Fair Value Through Profit and Loss</b>			
<b>Quoted Investments</b>			
Investments in Equity Instruments - Corporation Bank Limited	52,500	38,950	16,000
<b>Total Aggregate Quoted Investments</b>	<b>52,500</b>	<b>38,950</b>	<b>16,000</b>

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Unquoted Investments (all fully paid)

#### Investments in debentures

Investments in debentures of Ascent Hotels Private Limited (Refer Note 47 and 48)

Optionally Convertible Redeemable Debenture 6,726,396 of face Value Rs.10/- each

#### Investments in Equity Instruments of structured entities

The Saraswat Co Operative Bank Ltd

2,500 (March 31, 2016: 2,500 / April 01, 2015: 2,500) Equity Shares Of Rs.10/- Each Fully Paid

Sahyadri Hospitals Limited

250,000 (March 31, 2016: 250,000 / April 01, 2015: 250,000) Equity Shares Of Rs.10/- Each Fully Paid

Core Fitness Private Limited

Nil (March 31, 2016: 150 / April 01, 2015: 150) Equity Shares of Rs. 100/- Each Fully Paid

Ascent Hotels Private Limited (Refer Note 47 and 48)

Nil (March 31, 2016: Nil / April 01, 2015: 6,669,492) Equity Shares of Rs. 10 /- Each Fully Paid

#### **Total Aggregate Unquoted Investments**

#### **INVESTMENTS CARRIED AT FVTPL [C]**

#### **TOTAL INVESTMENTS [A] + [B] + [C]**

275,000,000	275,000,000	-
25,000	25,000	25,000
2,500,000	2,500,000	2,500,000
-	15,000	15,000
-	-	266,701,680
<b>277,525,000</b>	<b>277,540,000</b>	<b>269,241,680</b>
<b>277,577,500</b>	<b>277,578,950</b>	<b>269,257,680</b>
<b>1,830,865,671</b>	<b>1,836,708,708</b>	<b>1,817,342,235</b>

### B. Current Investment

Particular	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Designated as Fair Value Through Profit and Loss</b>			
<b>Unquoted Investments (all fully paid)</b>			
<u><b>Investments in Equity Instruments of structured entities</b></u>			
Viorica Hotels Private Limited *	-	240,948,780	240,948,780
Nil (March 31, 2016: 16,619,939 / April 01, 2015: 16,619,939) Equity Shares of Rs. 10/- Each Fully Paid			
Less : Provision for diminution in value of investment	-	(54,650,950)	(37,150,950)
	-	<b>186,297,830</b>	<b>203,797,830</b>
Sita Lakshmi Mills Limited	23,400,000	23,400,000	23,400,000
806,000 (March 31, 2016: 806,000 / April 01, 2015: 806,000) Equity Shares of Rs 50/- Each Fully Paid			
<b>Total Unquoted Investments</b>	<b>23,400,000</b>	<b>209,697,830</b>	<b>227,197,830</b>
<b>Quoted Investments</b>			
Investments in Mutual Funds	29,621,563	-	49,333,648
<b>Total Quoted Investments</b>	<b>29,621,563</b>	-	<b>49,333,648</b>
<b>TOTAL CURRENT INVESTMENTS</b>	<b>53,021,563</b>	<b>209,697,830</b>	<b>276,531,478</b>

\* During the current year ended March 31, 2017, the Company has sold its stake in Viorica Hotels Private Limited for a consideration of Rs. 156,061,291. The Company had already made a provision of Rs. 54,650,950 till previous year ended March 31, 2016 and balance loss of Rs. 30,236,539 has been incurred in current year ended March 31, 2017.

## Notes forming part of the financial statements

(Amount in Rupees)

## Note No. 6 - Loans

## A. Non Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Loans to related parties (Refer Note 33)			
- Unsecured, considered good	582,290,545	700,626,962	458,349,703
b) Other Loans			
- Unsecured, considered good	166,831,095	512,796,095	764,920,696
<b>TOTAL</b>	<b>749,121,640</b>	<b>1,213,423,057</b>	<b>12,232,70,399</b>

## B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Loans and Advances to Employees			
- Unsecured, considered good	26,995,856	7,246,786	2,632,913
b) Loans to related parties (Refer Note 33)			
- Unsecured, considered good	357,188,617	268,881,647	128,590,429
c) Other Loans			
- Unsecured, considered good	425,830,262	1,217,428	41,217,428
<b>TOTAL</b>	<b>810,014,735</b>	<b>277,345,861</b>	<b>172,440,770</b>

## Note No. 7 - Others

## A Non - Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Security Deposits			
- Unsecured	68,904,296	66,778,709	59,081,697
- Doubtful	1,000,000	1,000,000	1,000,000
Less: Allowance for Credit Losses	(1,000,000)	(1,000,000)	(1,000,000)
b) Bank deposits with more than 12 months maturity	3,679,930	8,250,000	-
c) Project Advances	1,513,459,172	1,494,422,757	1,508,480,199
<b>TOTAL</b>	<b>1,586,043,398</b>	<b>1,569,451,466</b>	<b>1,567,561,896</b>

## B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Security Deposits - Unsecured	37,619,946	44,205,515	33,506,204
b) Share Application Money Pending Allotment	-	30,750,000	68,250,000
c) Interest accrued on deposits	5,918,120	6,257,332	2,188,879
d) Advance to related Parties (Refer Note 33)	82,125,662	72,249,274	44,827,973
e) Project Advances	133,047,671	140,601,303	183,823,099
f) Amounts due from customers under construction contracts			
- Gross amount due from customer	690,475,979	926,484,059	646,299,191
- Less : Related Advance Payments received	(259,053,716)	(379,011,546)	(260,765,699)
	431,422,263	547,472,513	385,533,492
<b>TOTAL</b>	<b>690,133,662</b>	<b>841,535,937</b>	<b>718,129,647</b>

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Note No. 8 - Other non-current and current assets

#### A. Non Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(a) Capital advances	4,150,781	4,027,134	1,691,334
(b) Balances with government authorities (other than income taxes)	122,389,260	116,270,341	114,439,385
(c) Prepaid Rent	13,459,762	19,791,263	25,678,279
<b>TOTAL</b>	<b>139,999,803</b>	<b>140,088,738</b>	<b>141,808,998</b>

#### B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(a) Advances to suppliers	170,967,444	114,958,159	181,421,840
(b) Prepaid Expenses	15,471,133	25,761,398	17,771,456
(c) Travel Advance	89,462	603,630	961,769
<b>TOTAL</b>	<b>186,528,039</b>	<b>141,323,187</b>	<b>200,155,065</b>

### Note No. 9 - Inventories (Valued at lower of cost or net realisable value)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(a) Building materials / tools	347,269,598	317,740,122	402,642,907
(b) Projects under Development	2,050,931,669	1,914,010,809	1,888,268,114
<b>Total Inventories at the lower of cost and net realisable value</b>	<b>2,398,201,267</b>	<b>2,231,750,931</b>	<b>2,290,911,021</b>

### Note No. 10 - Trade receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Trade receivables			
(a) Unsecured, considered good	1,496,029,170	1,469,047,769	1,531,248,230
(b) Doubtful	147,381,096	161,389,076	156,976,381
Less: Allowance for Credit Losses	(147,381,096)	(161,389,076)	(156,976,381)
	1,496,029,170	1,469,047,769	1,531,248,230
Retention (Accrued but not due)			
(a) Unsecured, considered good	364,293,936	337,439,234	359,041,222
(b) Doubtful	64,737,493	44,495,891	36,151,589
Less: Allowance for Credit Losses	(64,737,493)	(44,495,891)	(36,151,589)
	364,293,936	337,439,234	359,041,222
Less: Related Unearned Receivables	(177,629,781)	(189,327,929)	(406,586,141)
<b>TOTAL</b>	<b>1,682,693,325</b>	<b>1,617,159,074</b>	<b>1,483,703,311</b>

#### Notes:

- The company records receivables on account of ' EPC contracts ' and ' Development sales' in the normal course of business and classify the same as "trade receivable".
- The average credit period on EPC contracts is 60 days. No Interest is charged on trade receivables.
- Trade receivables includes receivables from related parties and amount due from directors or other officers of the company either severally or jointly with any other person or any trade or other receivables due from firm or private companies in which any director is a partner, a director or member (Refer Note 34).
- The concentration of credit risk is limited due to the fact that customer base is large and unrelated.
- The Company does not provide for expected credit loss allowance development sales and receivables from related parties as the Company does not expect any loss on these sales. There is no historical credit loss experience and the Company does not expect any loss on these trade receivables.
- The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables from EPC contracts based on a provision matrix. The provision matrix takes into account historical credit losses experience and adjusted for forward looking information.

## Notes forming part of the financial statements

(Amount in Rupees)

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per the provision matrix. In addition the Company provides for expected credit loss based on case to case basis.

Provision Matrix - EPC Sales	
Age of receivables	% of receivables
0-1 Year	0.00%
1-2 year	20.00%
2-3 years	35.00%
3 years and above	38.50%

## Age of receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
<b>EPC:</b>			
Less than 1 year	342,108,224	274,092,212	130,156,543
1-2 year	136,070,357	222,645,727	111,009,654
2-3 year	131,143,455	62,446,503	115,747,720
More than 3 year	352,383,488	328,336,782	385,746,417
Less :- Expected Credit Loss	(212,118,589)	(205,884,968)	(193,102,062)
<b>Total</b>	<b>749,586,935</b>	<b>681,636,256</b>	<b>549,558,272</b>
Development Sales Receivables	<b>558,016,960</b>	<b>596,217,549</b>	<b>565,543,626</b>
Receivables from Related Parties	<b>375,089,430</b>	<b>339,305,269</b>	<b>368,601,413</b>
<b>TOTAL</b>	<b>1,682,693,325</b>	<b>1,617,159,074</b>	<b>1,483,703,311</b>

Movement in the expected credit loss allowance is as follows:

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the period / year	205,220,358	191,004,000
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	21,012,117	51,480,538
Utilization / Reversals	(14,113,886)	(37,264,180)
<b>Balance at end of the year - March 31, 2017 / 2016</b>	<b>212,118,589</b>	<b>205,220,358</b>

The activity in the provision for unapproved sales is given below:

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the period / year	664,610	2,123,970
Additions during the Year	-	-
Utilization / transfers	(664,610)	(1,459,360)
<b>Balance at end of the year - March 31, 2017 / 2016</b>	<b>-</b>	<b>664,610</b>

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Note No. 11 - Cash and Bank Balances

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>A) Current Cash and bank balances</b>			
(a) Unrestricted Balances with banks	207,047,661	47,246,927	37,220,422
(b) Cheques, drafts on hand	605,623	-	65,000,000
(c) Cash in hand	4,722,005	10,657,889	16,205,381
(d) Balances with banks in deposit accounts with original maturity of less than 3 months	16,194,147	183,603,192	125,594,580
<b>Cash and Cash equivalent as per balance sheet</b>	<b>228,569,436</b>	<b>241,508,008</b>	<b>244,020,383</b>
Authorised:	2,636,644	6,828,710	66,827,015
<b>Total Cash and cash equivalent as per statement of cash flows</b>	<b>231,206,080</b>	<b>248,336,718</b>	<b>310,847,398</b>
<b>B) Other Bank Balances</b>			
(a) Balances with banks in deposit accounts with original maturity more than 3 months	43,254,760	85,437,058	35,470,304
(b) In earmarked accounts			
- Balances held as margin money or security against borrowing, guarantee and other commitments *	155,928,811	40,027,974	1,076,400
- Unpaid dividend account	15,702	15,702	15,702
<b>Total Other Bank Balances</b>	<b>199,199,273</b>	<b>125,480,734</b>	<b>36,562,406</b>

\* Represents margin money against various guarantees and letters of credit issued by bank on behalf of the Company. These deposits are not available for use by the Company as the same is in the nature of restricted cash.

### Note No. 12 - Equity Share Capital

Equity share capital	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
<b>Authorised:</b>						
Equity shares of Rs 10 each with voting rights	200,000,000	2,000,000,000	200,000,000	2,000,000,000	200,000,000	2,000,000,000
<b>Issued, Subscribed and Fully Paid:</b>						
Equity shares of Rs 10 each with voting rights	167,660,186	1,676,601,860	161,306,716	1,613,067,160	90,475,927	904,759,270

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity share is entitled for one vote per share held. In the event of liquidation of the company the holder of the equity share will be entitled to receive remaining asset after deducting all its liabilities in proportion to the number of equity shares held.

### Note No. 12.A - Equity Share Capital (Contd.)

#### (i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	Number of Shares	Equity share capital
<b>Issued and Paid up Capital at April 1, 2015</b>	90,475,927	904,759,270
Changes in equity share capital during the year		
Issue of equity shares under employee share option plan	4,164,123	41,641,230
Fresh issue on account of rights issue during the year	66,666,666	666,666,660
<b>Balance at March 31, 2016</b>	<b>161,306,716</b>	<b>1,613,067,160</b>
Changes in equity share capital during the year		
Issue of equity shares under employee share option plan	6,353,470	63,534,700
<b>Balance at March 31, 2017</b>	<b>167,660,186</b>	<b>1,676,601,860</b>

Pursuant to the approval of the Right Issue Committee of the Board of Directors dated 1st August, 2015, the Company approved the allotment of 6,66,66,666 equity shares of face value of Rs.10 each at a price of Rs. 15 per equity share (including share premium of Rs. 5 per equity share) for

## Notes forming part of the financial statements

(Amount in Rupees)

an amount not exceeding Rs 10000 lakhs to the existing equity shareholders of the Company on rights basis in the ratio of 14 equity shares for every 19 equity shares held by equity shareholders under chapter IV of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations.

## (ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>						
HDFC Ventures Trustee Company Limited	-	-	-	-	11,612,407	12.83
Golden Temple Pharma Private Limited	7,783,273	4.64	7,783,273	4.83	9,783,273	10.81
Dreamz Impex Private Limited	-	-	-	-	9,783,273	10.81
R. Vasudevan	41,686,586	24.86	41,686,586	25.84	9,415,529	10.41
Dna Pharma Private Limited	-	-	-	-	8,968,000	9.91
Premratan Exports LLP	6,667,637	3.98	6,667,637	4.13	6,667,637	7.37
Medicreams India Private Limited	-	-	-	-	6,667,637	7.37
Orion Life Sciences Private Limited	-	-	-	-	6,112,000	6.76
Vatsalya Enterprises Private Limited	9,078,947	5.42	9,078,947	5.63	5,227,273	5.78
Lalitha Vasudevan	8,109,538	4.84	8,109,538	5.03	-	-
Amrit Petroleum Private Limited	9,783,273	5.84	9,783,273	6.07	-	-

The shares under ESOP - 2015 totalling to 6,323,470 was allotted on 31.03.2017 subject to trading approval from BSE and NSE. On receiving the approval, the shares were credited on May 4, 2017 to the demat account of employee. Hence, the shareholding pattern submitted to BSE and NSE got updated subsequently.

## (iii) As at 31 March, 2017, 6,476,530 shares (As at 31 March, 2016, 6,435,000 shares and As at 1 April, 2015, 4,206,623 shares) were reserved for issuance as follows:

Particulars	No. of shares		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Outstanding employee stock options granted / available for grant	6,476,530	6,435,000	4,206,623

## Note No. 12.1 - Other Equity

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Reserve and Surplus</b>			
<b>Securities premium reserve</b>			
Balance as at the beginning of the year	4,271,877,293	3,885,750,281	
Add: Premium on Shares issued during the year	63,234,700	333,333,331	
Add: Transferred to securities premium reserve on exercise	53,103,099	64,655,099	
Less: Share issue costs on account of rights issue	-	(11,861,418)	
	4,388,215,092	4,271,877,293	3,885,750,281
<b>General reserve</b>			
Balance as at the beginning of the year	65,000,000	-	
Add: Transferred from General reserve	88,750,000	65,000,000	
	153,750,000	65,000,000	-
<b>Equity-settled employee benefits reserve</b>			
Balance as at the beginning of the year	4,484,015	46127697	
Add: Amount recorded on Grant	71,677,333	23084542	
Less: Transferred to securities premium reserve on exercise	(53,103,099)	(64,655,099)	
Less: Shares Forfeited during the year	(103,050)	(73,125)	
	22,955,199	4,484,015	46,127,697

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Debt Redemption Reserve</b>			
Balance as at the beginning of the year	88,750,000	153750000	
Add: Transferred to General reserve	(88,750,000)	(65,000,000)	
	-	88,750,000	153,750,000
<b>Retained earnings</b>			
Balance as at the beginning of the year	(78,366,330)	(158,896,413)	
Add: Other Comprehensive income for the year	5,833,849	78841823	
Add: Transfer to retained earnings	45,266,462	1688260	
	(27,266,019)	(78,366,330)	(158,896,413)
	<b>4,537,654,272</b>	<b>4,351,744,978</b>	<b>3,926,731,565</b>

### Note No. 13 - Borrowings

#### A. Non Current Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
<b>Measured at amortised cost</b>			
<b>A. Secured Borrowings:</b>			
(a) Fully Redeemable Debentures	-	190,000,000	228,000,000
(b) Term Loans			
1) From Banks	-	937,000	6,514,951
2) Others - Financial Institution	489,349,800	-	-
(c) Long term maturities of Finance Lease Obligations	2,390,188	3,420,601	3,866,488
<b>Total Secured Borrowings</b>	<b>491,739,988</b>	<b>194,357,601</b>	<b>238,381,439</b>
<b>B. Unsecured Borrowings - at amortised Cost</b>			
(a) Public Deposits	11,500,000	6,700,000	2,050,000
(b) Inter Corporate Deposits	100,000,000	103,163,107	2,002,603
(c) Loans from related parties	31,668,850	63,649,999	9,061,146
<b>Total Unsecured Borrowings</b>	<b>143,168,850</b>	<b>173,513,106</b>	<b>13,113,749</b>
<b>Total Borrowings carried at Amortised Cost [A] + [B]</b>	<b>634,908,838</b>	<b>367,870,707</b>	<b>251,495,188</b>
<b>Measured at FVTPL</b>			
<b>A. Secured Borrowings:</b>			
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures of Rs.1,00,000/- each (Refer Note 49)	686,100,000	686,100,000	-
<b>Total Borrowings carried at FVTPL</b>	<b>686,100,000</b>	<b>686,100,000</b>	<b>-</b>
<b>Total Non-Current Borrowings</b>	<b>1,321,008,838</b>	<b>1,053,970,707</b>	<b>251,495,188</b>



## Notes forming part of the financial statements

(Amount in Rupees)

## B. Current Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
<b>A. Secured Borrowings</b>			
a) Loans repayable on demand			
From Banks (On Fixed deposit)	-	-	8,100,000
(b) Cash Credit from Banks *	888,547,405	994,622,980	1,344,292,269
<b>Total Secured Borrowings</b>	<b>888,547,405</b>	<b>994,622,980</b>	<b>1,352,392,269</b>
<b>B. Unsecured Borrowings</b>			
(a) From Banks (Bank overdraft)	2,636,644	6,828,710	66,827,015
(b) Loans from related parties	2,214,230	7,654,046	7,654,046
(c) Loans from other parties	127,711,491	126,008,169	660,079,053
<b>Total Unsecured Borrowings</b>	<b>132,562,365</b>	<b>140,490,925</b>	<b>734,560,114</b>
<b>Total Current Borrowings</b>	<b>1,021,109,770</b>	<b>1,135,113,905</b>	<b>2,086,952,383</b>

\* Cash Credit from State Bank of India ranging from 14.75 -15.40 % is secured by way of hypothecation of building materials, work in progress, finished flats, book debts and equitable mortgage of specified properties of the Company and other entities including a wholly owned subsidiary, corporate guarantee of other Companies including a wholly owned subsidiary and personal guarantee of the Managing Director of the Company.

## Note No. 14 - Other Financial Liabilities

## A. Non - Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Commitment and other deposits	282,399,760	270,491,027	213,212,994
<b>Other Non-Current Financial Liabilities</b>	<b>282,399,760</b>	<b>270,491,027</b>	<b>213,212,994</b>

## B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
(a) Current maturities of long-term debt	20,943,570	220,172,570	695,188,554
(b) Current maturities of finance lease obligations	1,030,410	930,433	1,333,512
(c) Interest accrued but not due on borrowings	12,697,259	9,635,167	52,855,666
(d) Interest accrued but due on borrowings	70,149,866	60,324,218	174,881,415
(e) Unpaid dividends *	15,702	15,702	15,702
(f) Short term Deposits	5,000,000	30,560,733	50,686,947
(g) Creditors for capital supplies/services	18,246,573	7,481,408	2,203,720
(h) Others	5,815,610	9,347,768	7,579,267
<b>Total other financial liabilities</b>	<b>133,898,990</b>	<b>338,467,999</b>	<b>984,744,783</b>

\*Unpaid dividend does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

**Notes forming part of the financial statements**

**13.1 Disclosure regarding long term borrowings**

	Name of the lender	Outstanding amount	Current Maturities	Long Term			Rate of interest	Nature of security	
				2018-19	2019-20	2020-21			Total Long Term Borrowings
<b>I. Secured</b>									
a)	ECL finance Limited	48,93,49,800	-	18,53,06,175	24,46,74,900	5,93,68,725	48,93,49,800	17.10%	Equitable mortgage of specific properties belonging to the Company, specific receivables of the Project. and exclusive charge on escrow account and Debt Service Reserve Account and related investments thereof. First charge of TDR certificate acquired for the project. Irrevocable and unconditional personal guarantee by Managing Director.
b)	Zero Coupon,Rupee denominated,Unrated,unlisted,secured, Non Convertible Debentures of Rs.1,00,000/- each	68,61,00,000	-	-	68,61,00,000	-	68,61,00,000	-	Pledge of shares of one of it's subsidiary company
	<b>Term loans</b>								
	<b>from Banks</b>								
	The saraswat co-op bank limited	9,37,000	9,37,000	-	-	-	-	-	
	<b>from financial institution</b>								
	Volkswagen Finance Private Limited	34,20,598	10,30,410	13,33,512	10,56,676	-	23,90,188	10.25%	Hypothecation of Vehicle financed by them
<b>II. Unsecured</b>									
a)	<b>Public deposits (accepted for a period of 400 days)</b>	3,15,00,000	2,00,00,000	1,15,00,000	-	-	1,15,00,000	12.50%	Not Applicable
b)	<b>Inter corporate loans</b>								
	IBM India Pvt Ltd	6570	6,570	-	-	-	-	-	
	Yester Investment Pvt Ltd	10,00,00,000	-	10,00,00,000	-	-	10,00,00,000	12.00%	Not Applicable
c)	<b>Loans and advances from related parties</b>								
	<b>- Subsidiaries</b>								
	Almet Corporation Limited	83,64,670	-	83,64,670	-	-	83,64,670	9.00%	
	Marathwada Realtors Private Limited	13,71,180	-	13,71,180	-	-	13,71,180	9.00%	Not Applicable
	Angelica Properties Pvt Ltd	2,19,33,000	-	2,19,33,000	-	-	2,19,33,000	11.00%	
	<b>Total</b>	<b>1,34,29,82,818</b>	<b>2,19,73,980</b>	<b>32,98,08,537</b>	<b>93,18,31,576</b>	<b>5,93,68,725</b>	<b>1,32,10,08,838</b>		

\* Interest accrued and due on borrowings as on 31st March, 2017 disclosed under other Financial liabilities (Refer note No.14)

## Notes forming part of the financial statements

(Amount in Rupees)

## Note No. 15 - Trade Payables

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
Trade payable for goods & services dues to Micro, Small and Medium Enterprises (Refer Note 35)	528,159	490,292	627,375
Trade payable for goods & services dues to creditors other than Micro, Small and Medium Enterprises	1,236,673,648	1,489,637,782	1,621,852,711
<b>Total trade payables</b>	<b>1,237,201,807</b>	<b>1,490,128,074</b>	<b>1,622,480,086</b>

## Note No. 16 - Provisions

## Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
(a) Provision for employee benefits			
1) Compensated absences	41,299,185	42,278,233	42,450,674
2) Gratuity (Refer Note 32)	44,443,421	40,122,764	33,109,506
(b) Other Provisions			
1) Taxation	4,664,568	33,548,589	24,525,420
2) Warranty	-	-	1,199,164
<b>Total Provisions</b>	<b>90,407,174</b>	<b>115,949,586</b>	<b>101,284,764</b>

## Note No. 17 - Current Tax and Deferred Tax

## (a) Income Tax Expense

Particulars	Continuing Operations	
	For the year ended 31 March, 2017	For the year ended 31 March, 2016
<b>Current Tax:</b>		
Current Income Tax Charge	-	-
Adjustments in respect of prior years	12,448,911	-
<b>Deferred Tax</b>		
In respect of current year origination and reversal of temporary differences	-	-
<b>Total Tax Expense recognised in profit and loss account</b>	<b>12,448,911</b>	<b>-</b>

## (b) Numerical Reconciliation between average effective tax rate and applicable tax rate :

Particulars	As at March 31, 2017	As at March 31, 2016
	Amount	Amount
<b>Profit Before tax from Continuing Operations</b>	57,715,373	80,315,968
Income Tax using the Company's domestic Tax rate @ 34.61%	19,975,291	27,797,357
<b>Tax Effect of :</b>		
- Share of profit of equity-accounted investees reported net of tax	-	-
- Non deductible Expenses	29,992,018	32,451,399
- Tax - Exempt income	(31,234,685)	(54,068,338)
- Current Year Losses for which no deferred Tax Asset is recognised		
- Capital gains	(10,983,398)	(42,794,739)
- Tax effect of current year on which no deferred tax benefit is recognised	(7,749,225)	36,614,321
- Recognition of Tax Effect of Previously unrecognised tax losses	-	-
- Changes in recognised deductible temporary differences	-	-
- Adjustments recognised in the current year in relation to the current tax of prior years	12,448,911	69,410
- Others	-	1,404,735
<b>Income Tax recognised In P&amp;L from Continuing Operations (Effective Tax Rate)</b>	<b>12,448,911</b>	<b>1,474,145</b>

# A note disclosing the basis of applicable tax rate is required to be given.

**Notes forming part of the financial statements**

(Amount in Rupees)

**(c) Deferred tax (liability) / asset**

Particulars	For the Year ended 31 March 2017	For the Year ended 31 March 2016
<u>Tax effect of items constituting deferred tax liabilities</u>		
Property, Plant and Equipment	70,126,747	44,179,821
Intangible Assets		
Investment Property		
FVTOCI financial asset		
FVTPL financial asset		
Derivatives		
	70,126,747	44,179,821
<u>Tax effect of items constituting deferred tax assets</u>		
Employee Benefits	29,675,516	26,735,004
Equity-Settled Share Based payments		
Provisions		
Deferred income		
Other Items		
Carry forward Tax Loss	40,451,231	17,444,817
Minimum Alternate Tax Credit		
Other Temporary Differences (please specify)		
	70,126,747	44,179,821
<b>Net Tax Asset (Liabilities)</b>	-	-

**Note - 18: Other Liabilities**

**Other Current Liabilities**

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015
a. Advances received from customers			
- Gross amount due to customers	764,896,355	1,057,027,591	839,137,175
- Less : Related Unbilled Revenues	(259,053,716)	(379,011,546)	(260,765,699)
	505,842,639	678,016,045	578,371,476
b. Amount due to customers under construction contracts			
- Gross amount due to customers	465,053,506	278,569,174	640,573,837
- Less : Related Debtors	(177,629,781)	(189,327,929)	(406,586,141)
	287,423,725	89,241,245	233,987,696
c. Statutory dues			
- taxes payable (other than income taxes)	313,324,853	334,515,366	295,030,443
<b>Total Other Liabilities</b>	<b>1,106,591,217</b>	<b>1,101,772,656</b>	<b>1,107,389,615</b>

## Notes forming part of the financial statements

(Amount in Rupees)

## Note No. 19 - Revenue from Operations

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Revenue recognized / sales (gross)</b>		
- Contract revenue	1,924,119,869	2,725,213,873
- Sale of unit	123,624,290	303,523,700
- Trading sales	402,760	2,482,596
- Other sales ( Includes maintenance charges of soceity,Hire charges, Scrap Sales)	36,258,103	25,661,338
<b>Other operating income</b>		
- Rent earned	160,000	396,929
- Share of profit from Joint Ventures (net)	81,462,472	155,190,765
<b>Total Revenue from Operations</b>	<b>2,166,027,494</b>	<b>3,212,469,201</b>

## Note No. 20 - Other Income

Particulars	As at March 31, 2017	As at March 31, 2016
(a) Interest Income		
On Financial Assets at Amortised Cost	312,024,928	138,059,195
(b) Dividend received on investments carried at fair value through profit or loss	121,563	-
Liquid Mutual fund units		
(c) Gain on investments carried at fair value through profit or loss	13,550	22,950
(d) Dividend Income	8,785,100	1,030,957
(e) Provision / Creditors no longer required written back	141,112,104	76,918,335
(f) Profit on sale of capital assets (Net of loss on assets sold / scrapped / written off)	31,151,017	116,463,008
(g) Miscellaneous Income	10,858,416	9,031,804
<b>Total Other Income</b>	<b>504,066,678</b>	<b>341,526,249</b>

## Note No. 21.a - Cost of materials consumed

Particulars	As at March 31, 2017	As at March 31, 2016
Contract	1,451,925,021	2,120,473,050
Development	224,370,120	226,737,706
Incidental borrowing cost incurred attributable to qualifying assets	78,579,833	110,347,815
<b>Cost of materials consumed</b>	<b>1,754,874,975</b>	<b>2,457,558,571</b>

Note : Consumption includes excess / shortages on physical count, write off of obsolete items etc.

## Note No. 21.b - Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	As at March 31, 2017	As at March 31, 2016
<u>Closing balance of projects under development :</u>		
Finished goods	109,186,336	97,586,336
Work-in-progress	1,941,745,333	1,816,424,473
	<b>2,050,931,669</b>	<b>1,914,010,809</b>
<u>Opening balance of projects under development:</u>		
Finished goods	97,586,336	97,586,336
Work-in-progress	1,816,424,473	1,790,681,778
	<b>1,914,010,809</b>	<b>1,888,268,114</b>

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

<b>Net (increase) / decrease</b>	<b>(136,920,860)</b>	<b>(25,742,695)</b>
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### Note No. 22 - Employee Benefits Expense

<b>Particulars</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>
(a) Salaries and wages, including bonus (Refer Note 46)	287,400,196	211,724,931
(b) Contribution to provident and other funds	11,141,381	19,937,050
(c) Share based payment transactions expenses	71,677,333	23,084,542
(d) Staff welfare expenses	1,965,284	1,887,789
<b>Total Employee Benefit Expense</b>	<b>372,184,194</b>	<b>256,634,312</b>

### Note No. 23 - Finance Cost

<b>Particulars</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>
(a) Interest expense	394,461,252	478,580,033
(b) Other borrowing cost	4,094,715	11,018,610
	<b>398,555,967</b>	<b>489,598,643</b>
<i>Less: Amounts included in the cost of qualifying assets</i>	<i>(78,579,833)</i>	<i>(110,347,815)</i>
<b>Total finance costs</b>	<b>319,976,134</b>	<b>379,250,828</b>

### Note No. 24 - Other Expenses

<b>Particulars</b>	<b>As at March 31, 2017</b>	<b>As at March 31, 2016</b>
(a) Repairs to buildings	266,503	3,466,800
(b) Power & Fuel oil consumed	5,314,407	6,263,511
(c) Rent including lease rentals	36,592,790	38,120,490
(d) Repairs and maintenance - Others	3,968,139	2,772,933
(e) Rates and taxes	5,902,913	3,376,547
(f) Insurance charges	6,648,472	7,900,493
(g) Bad debts and other receivables, loans and advances written off	-	40,727,295
(h) Provision for doubtful debts and advances	6,898,231	14,216,358
(i) Auditors remuneration and out-of-pocket expenses		
(1) As Auditors	5,700,000	4,700,000
(2) For Taxation matters	-	-
(3) Other services	3,000,000	1,110,046
(j) Other expenses		
(1) Provision for diminution of Investments	-	17,500,000
(2) Legal and other professional costs	48,301,399	45,131,615
(3) Advertisement, Promotion & Selling Expenses	25,499,613	13,724,335
(4) Travelling and Conveyance Expenses	8,444,131	8,468,062
(5) Postage and telephone	3,966,668	4,375,963
(6) Printing and stationery	1,692,794	2,045,966
(7) Brokerage / commission	927,640	2,422,010
(8) Donations	1,047,000	4,375,000
(9) Bank charges	13,034,078	21,126,908
(10) Hire Charges Paid	1,750	21,246,832
(11) Miscellaneous Expenses	21,386,147	33,880,047
(k) Net gain/(loss) arising on financial Liabilities designated as at FVTPL	-	29,201,680
(l) Loss arising on derecognition of financial assets (refer note 5B)	30,236,539	-

## Notes forming part of the financial statements

(Amount in Rupees)

Total Other Expenses	228,829,214	326,152,891
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## Note No. 25 - Earning Per share

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	Per Share	Per Share
Basic Earnings per share	0.28	0.56
Diluted Earnings per share	0.28	0.56

## Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Profit / (loss) for the year attributable to owners of the Company	45,266,462	78,841,823
Weighted average number of equity shares	161,350,342	140,551,988
Earnings per share - Basic	0.28	0.56

## Diluted earnings per share

The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares, after giving dilutive effect of the Stock options for the respective periods. Anti-dilutive effect, if any, has been ignored.

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
Profit / (loss) for the year used in the calculation of basic earnings per share	45,266,462	78,841,823
Weighted average number of equity shares used in the calculation of Basic EPS	161,350,342	140,551,988
Employee Stock Option Plans	969,782	1,449,217
Weighted average number of equity shares used in the calculation of Diluted EPS	162,320,124	142,001,205
Earnings per share - Dilutive	0.28	0.56

## Note No. - 26 First-time adoption of Ind-AS

These financial statements, for the year ended March 31, 2017, are the first the Company has prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with statutory reporting requirement in India immediately before adopting Ind AS ('previous GAAP').

Accordingly, the Company has prepared financial statements which comply with Ind-AS applicable for periods ending on or after March 31, 2017, together with the comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2015, the Company's date of transition to Ind-AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2015 and the financial statements as at and for the year ended March 31, 2016.

This note explains the principal adjustments made by the Company in restating its Indian GAAP financials statements, including the opening Balance sheet as at April 01, 2015 and the financial statements for the year ended March 31, 2016.

## Exception to retrospective application

## (a) Estimate

The estimates at April 01, 2015, and at March 31, 2016 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies) apart from the items where application of previous GAAP did not require estimation. The Company has elected to apply change in estimates prospectively from the date of transition to Ind AS:

- Provision for doubtful debt;
- Estimate of useful life and residual value of fixed assets.

## Exemption from retrospective application:

The Company has applied the following exemptions:

## (a) Investments in subsidiaries, joint ventures and associates

The Company has elected to adopt the carrying value under previous GAAP as on the date of transition i.e. April 01, 2015 in its separate financial statements.

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Note No. - 26A First-time adoption Reconciliations

#### (i) Reconciliation of equity and P&L as previously reported under India GAAP to IND AS

Particulars	Notes	As at 01/04/2015 (Date of Transition)		
		Regrouped Previous GAAP *	Effect of Transition to Ind AS	Opening Ind AS balance sheet
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	(a) & (e)	623,184,676	(258,472,477)	364,712,199
(b) Capital work-in-progress		21,250,578	-	21,250,578
(c) Investment Property	(e)	-	257,156,096	257,156,096
(d) Other Intangible assets		-	-	-
(e) Financial Assets				
(i) Investments		1,817,342,235	-	1,817,342,235
(ii) Loans		1,223,270,399	-	1,223,270,399
(iii) Others Financial Assets	(f)	1,594,128,872	(26,566,976)	1,567,561,896
(f) Income Tax Assets (net)		383,494,166	-	383,494,166
(g) Deferred tax assets (net)		-	-	-
(h) Other non-current assets	(f)	116,130,719	25,678,279	141,808,998
<b>Total Non - Current Assets</b>		<b>5,778,801,645</b>	<b>(2,205,078)</b>	<b>5,776,596,567</b>
<b>Current assets</b>				
(a) Inventories		2,290,911,021	-	2,290,911,021
(b) Financial Assets				
(i) Investments		276,531,478	-	276,531,478
(ii) Trade receivables		1,483,703,311	-	1,483,703,311
(iii) Cash and cash equivalents		244,020,383	-	244,020,383
(iv) Bank balances other than (iii) above		36,562,406	-	36,562,406
(v) Loans		172,440,770	-	172,440,770
(vi) Others Financial Assets		718,129,647	-	718,129,647
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		200,155,065	-	200,155,065
<b>Total Current Assets</b>		<b>5,422,454,081</b>	<b>-</b>	<b>5,422,454,081</b>
<b>Total Assets (1+2)</b>		<b>11,201,255,726</b>	<b>(2,205,078)</b>	<b>11,199,050,648</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		904,759,270	-	904,759,270
(b) Other Equity	(d)	3,928,936,643	(2,205,078)	3,926,731,565
<b>Equity attributable to owners of the Company</b>		<b>4,833,695,913</b>	<b>(2,205,078)</b>	<b>4,831,490,835</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		251,495,188	-	251,495,188
(ii) Other financial liabilities		213,212,994	-	213,212,994
<b>Total Non - Current Liabilities</b>		<b>464,708,182</b>	<b>-</b>	<b>464,708,182</b>
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		2,086,952,383	-	2,086,952,383
(ii) Trade payables		1,622,480,086	-	1,622,480,086
(iii) Other financial liabilities		984,744,783	-	984,744,783
(b) Provisions		101,284,764	-	101,284,764
(d) Other current liabilities		1,107,389,615	-	1,107,389,615
<b>Total Current Liabilities</b>		<b>5,902,851,631</b>	<b>-</b>	<b>5,902,851,631</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>11,201,255,726</b>	<b>(2,205,078)</b>	<b>11,199,050,648</b>



## Notes forming part of the financial statements

(Amount in Rupees)

Particulars	Notes	As at 31/3/2016 (end of last period presented under previous GAAP)		
		Regrouped Previous GAAP *	Effect of transition to Ind AS	Ind AS
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	(a) & (e)	570,669,765	(234,046,686)	336,623,079
(b) Capital work-in-progress		-	-	-
(c) Investment Property	(e)	-	232,770,737	232,770,737
(d) Other Intangible assets		-	-	-
(e) Financial Assets		-	-	-
(i) Investments	(b) & (c)	1,820,372,989	16,335,719	1,836,708,708
(ii) Loans		1,213,423,057	-	1,213,423,057
(iii) Others Financial Assets	(f)	1,590,721,275	(21,269,809)	1,569,451,466
(f) Income Tax Assets (net)		455,838,745	-	455,838,745
(g) Deferred tax assets (net)		-	-	-
(h) Other non-current assets	(f)	120,297,475	19,791,263	140,088,738
<b>Total Non - Current Assets</b>		<b>5,771,323,306</b>	<b>13,581,224</b>	<b>5,784,904,530</b>
<b>Current assets</b>				
(a) Inventories		2,231,750,931	-	2,231,750,931
(b) Financial Assets				
(i) Investments		209,697,830	-	209,697,830
(ii) Trade receivables		1,617,159,074	-	1,617,159,074
(iii) Cash and cash equivalents		241,508,008	-	241,508,008
(iv) Bank balances other than (iii) above		125,480,734	-	125,480,734
(v) Loans		277,345,861	-	277,345,861
(vi) Others Financial Assets	(j)	838,873,437	2,662,500	841,535,937
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets		141,323,187	-	141,323,187
<b>Total Current Assets</b>		<b>5,683,139,062</b>	<b>2,662,500</b>	<b>5,685,801,562</b>
<b>Total Assets (1+2)</b>		<b>11,454,462,368</b>	<b>16,243,724</b>	<b>11,470,706,092</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		1,613,067,160	-	1,613,067,160
(b) Other Equity	(d)	4,335,501,254	16,243,724	4,351,744,978
<b>Equity attributable to owners of the Company</b>		<b>5,948,568,414</b>	<b>16,243,724</b>	<b>5,964,812,138</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings		1,053,970,707	-	1,053,970,707
(ii) Other financial liabilities		270,491,027	-	270,491,027
Total Non - Current Liabilities		-	-	-
<b>Current liabilities</b>		<b>1,324,461,734</b>	<b>-</b>	<b>1,324,461,734</b>
(a) <b>Financial Liabilities</b>				
(i) Borrowings				
(ii) Trade payables		1,135,113,905	-	1,135,113,905
(iii) Other financial liabilities		1,490,128,074	-	1,490,128,074
(b) Provisions		338,467,999	-	338,467,999
(d) Other current liabilities		115,949,586	-	115,949,586
Total Current Liabilities		-	-	-
		1,101,772,656	-	1,101,772,656
<b>Total Equity and Liabilities (1+2+3)</b>		<b>4,181,432,220</b>	<b>-</b>	<b>4,181,432,220</b>
		<b>11,454,462,368</b>	<b>16,243,724</b>	<b>11,470,706,092</b>

\*The previous GAAP figures have been reclassified to conform to IND AS presentation requirements for the purpose of this note.

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Reconciliation of profit or loss for the year ended March 31, 2016

Particulars	Notes	Year ended 31/3/2016 latest period presented under previous GAAP)		
		Regrouped Previous GAAP *	Effect of transition to Ind AS	Ind AS
Revenue from operations		3,212,469,201	-	3,212,469,201
Other Income	(f) & (j)	317,500,456	24,025,793	341,526,249
<b>Total Revenue</b>		<b>3,529,969,657</b>	<b>24,025,793</b>	<b>3,553,995,450</b>
<b>EXPENSES</b>				
Cost of materials consumed		2,457,558,571	-	2,457,558,571
Purchases of finished, semi-finished and other products		393,613	-	393,613
Changes in stock of finished goods, work-in-progress and stock-in-trade		(25,742,695)	-	(25,742,695)
Employee benefit expense	(h) & (i)	251,203,802	5,430,510	256,634,312
Finance costs		379,250,828	-	379,250,828
Depreciation and amortisation expense	(b)	108,943,665	(29,511,703)	79,431,962
Other expenses	(a) & (c)	291,064,196	35,088,695	326,152,891
<b>Total Expenses</b>		<b>3,462,671,980</b>	<b>11,007,502</b>	<b>3,473,679,482</b>
<b>Profit before tax</b>		<b>67,297,677</b>	<b>13,018,291</b>	<b>80,315,968</b>
<b>Tax Expense</b>				
Current tax				
(i) Current tax		1,404,735	-	1,404,735
(ii) Current tax relating to previous years		69,410	-	69,410
Deferred tax				
<b>Total tax expense</b>		<b>1,474,145</b>	<b>-</b>	<b>1,474,145</b>
<b>Profit/(loss) after tax</b>		<b>65,823,532</b>	<b>13,018,291</b>	<b>78,841,823</b>
<b>Other comprehensive income</b>				
Items that will not be recycled to profit or loss				
- Remeasurements of the defined benefit plans	(g)	-	1,688,260	1,688,260
<b>Other comprehensive income</b>		<b>-</b>	<b>1,688,260</b>	<b>1,688,260</b>
<b>Total comprehensive income for the period</b>		<b>65,823,532</b>	<b>11,330,031</b>	<b>80,530,083</b>

### Adjustments to the statement of cash flows

PARTICULARS	Notes	As at 31/3/2016 (end of last period presented under previous GAAP)		
		Regrouped Previous GAAP	Effect of transition to Ind AS	Ind AS
<b>Previous GAAP</b>				
Net cash flows from operating activities		165,788,996	-	165,788,996
Net cash flows from investing activities		7,200,356	-	7,200,356
Net cash flows from financing activities		(235,500,032)	-	(235,500,032)
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(62,510,680)</b>	<b>-</b>	<b>(62,510,680)</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>310,847,398</b>	<b>-</b>	<b>310,847,398</b>
Effects of exchange rate changes on the balance of cash held in foreign currencies		-	-	-
<b>Cash and cash equivalents at end of period</b>		<b>248,336,718</b>	<b>-</b>	<b>248,336,718</b>
<b>Total comprehensive income under Ind ASs</b>				

## Notes forming part of the financial statements

(Amount in Rupees)

### Notes to reconciliations :

#### (a) Leasehold Land:

Company has leasehold land in its book of accounts. As per previous GAAP (IGAAP), leasehold land was considered as Lease hold asset and was amortised over the period of lease tenure. As per Ind AS, leasehold land is considered as operating lease. Accordingly, premium paid is considered as prepayment of lease charges and same is charged to Statement of Profit and Loss over the period of lease. The prepayment is disclosed under Other non current assets / Other current assets.

#### (b) Goodwill:

As per Ind AS, Goodwill is recognised as an intangible asset with an indefinite useful life and is not amortised but tested for impairment annually or more frequently, if events or changes in circumstances indicate that it might be impaired. Accordingly, goodwill amortized, post transition date, as per previous GAAP (IGAAP) has been reversed.

Further, as per Ind AS, interest acquired in Ajanta Enterprises is adjusted against reserves of the Company. Accordingly, goodwill recognised under IGAAP for acquisition of 20% stake from Marvel Housing Private Limited in Ajanta Enterprises is adjusted against reserves of the Company.

#### (c) Financial Assets:

##### Investments carried at fair value through Profit and Loss (FVTPL):

Under previous GAAP, long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS, these financial assets have been classified as FVTPL. As a result, the impact of fair value on investments as on March 31, 2016 of Rs. 29,201,680 has been recognized in Statement of Profit and Loss.

#### (d) Effects of transition to Ind AS on retained earnings:

Adjustments for equity effect of all the Ind AS adjustment entries.

#### (e) Investment Property:

Under previous GAAP, there was no requirement to present investment property separately and the same was included under Property, Plant and Equipment and measured at cost less accumulated depreciation. Under Ind AS, investment property is required to be presented separately in the balance sheet and depreciation is charged on it. Accordingly, the carrying value of Property, Plant and Equipment as at March 31, 2016 of Rs. 232,770,737 and April 01, 2015 of Rs. 257,156,096 under previous GAAP has been reclassified to separate line item on the face of the balance sheet and depreciation provided based on estimated useful life.

#### (f) Financial assets carried at amortized cost:

Under the previous GAAP, interest-free security deposits (that are refundable in cash at the end of the lease term) are recognised as an asset at transaction value. Under Ind AS 109, all financial assets are required to be recorded at fair value. Accordingly the Company has fair valued these security deposits under IND AS and the difference in the fair value and the transaction value of the security deposit has been recognized as prepaid expenses. The prepaid is amortised over the period of the lease which is partially offset by the notional interest income recognized on the related security deposits.

#### (g) Other Comprehensive Income:

Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS, specified items of income, expense, gains, or losses are required to be presented in other comprehensive income.

#### (h) Actuarial Gains / Losses

Indian GAAP and Ind AS, the Company recognised cost related to its post employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit & Loss. Under Ind AS, remeasurement (comprising of actuarial gains and losses, the effect of the assets ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined liability) are recognised immediately in the Balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI).

#### (i) Share Based Payments:

Under previous GAAP, the cost of equity-settled employee share-based payments was recognized using the intrinsic value method. This did not result in recognizing any expense in profit or loss in respect of these share-based payments because the fair value of the shares on the grant date equaled the exercise price. Under Ind AS, the cost of equity-settled employee share-based payments is recognized based on the fair value of the options as on the grant date. The change does not affect total equity, but there is a decrease in profit before tax as well as total profit for the year ended March 31, 2016.

#### (j) Financial Guarantee Contracts:

Under Ind AS, financial guarantee contracts are accounted as financial assets and measured initially at fair value. Accordingly, Rs. 2,662,500 as at March 31, 2016 has been recognized as an asset with a corresponding credit to Statement of Profit and Loss. Under previous GAAP, these were not accounted in the balance sheet.

#### (k) Bank Overdrafts:

Under Ind AS, bank overdrafts which are repayable on demand and form an integral part of an entity's cash management system are included in cash and cash equivalents for the purpose of presentation of statement of cash flows. Where as under previous GAAP, there was no similar

**Notes forming part of the financial statements**
**(Amount in Rupees)**

guidance and hence, bank overdrafts were considered similar to other borrowings and the movements therein were reflected in cash flows from financing activities. The effect of this is that bank overdrafts of Rs. 6,828,710 as at March 31, 2016 and Rs. 66,827,015 as at April 01, 2015, have been considered as a part of cash and cash equivalents under Ind AS for the purpose of presentation of statement of cash flows. Consequently, the cash flow from financing activities as per the statement of cash flows for the year ended March 31, 2016 prepared as per Ind AS is lower to the extent of this net movement of Rs. 59,998,305.

**Note No. - 27 Fair Value**

Set out below is the comparison by class of the carrying amounts and fair value of the Company's financial instruments

**(Amount in Rupees)**

Particulars	Carrying amount			Fair Value		
	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2017	March 31, 2016	March 31, 2015
<b>FINANCIAL ASSETS</b>						
<b>Financial assets measured at amortised cost</b>						
<b>Non - Current Assets</b>						
(i) Investments	1,553,288,171	1,559,129,758	1,548,084,555	1,553,288,171	1,559,129,758	1,548,084,555
(ii) Loans	749,121,640	1,213,423,057	1,223,270,399	749,121,640	1,213,423,057	1,223,270,399
(iii) Others Financial Assets	1,586,043,398	1,569,451,466	1,567,561,896	1,586,043,398	1,569,451,466	1,567,561,896
<b>Current Assets</b>						
(i) Trade receivables	1,682,693,325	1,617,159,074	1,483,703,311	1,682,693,325	1,617,159,074	1,483,703,311
(ii) Cash and cash equivalents	228,569,436	241,508,008	244,020,383	228,569,436	241,508,008	244,020,383
(iii) Bank balances other than (ii) above	199,199,273	125,480,734	36,562,406	199,199,273	125,480,734	36,562,406
(iv) Loans	810,014,735	277,345,861	172,440,770	810,014,735	277,345,861	172,440,770
(v) Others Financial Assets	690,133,662	841,535,937	718,129,647	690,133,662	841,535,937	718,129,647
<b>Financial assets measured at fair value through Statement of Profit &amp; Loss</b>						
(a) Current investments	53,021,563	209,697,830	276,531,478	53,021,563	209,697,830	276,531,478
(b) Non Current investments quoted	52,500	38,950	16,000	52,500	38,950	16,000
(b) Non Current investments unquoted	277,525,000	277,540,000	269,241,680	277,525,000	277,540,000	269,241,680
<b>FINANCIAL LIABILITIES</b>						
<b>Financial liabilities measured at amortised cost</b>						
<b>Non - Current Liabilities</b>						
(i) Borrowings	634,908,838	367,870,707	251,495,188	634,908,838	367,870,707	251,495,188
(ii) Other financial liabilities	282,399,760	270,491,027	213,212,994	282,399,760	270,491,027	213,212,994
<b>Current Liabilities</b>						
(i) Borrowings	1,021,109,770	1,135,113,905	2,086,952,383	1,021,109,770	1,135,113,905	2,086,952,383
(ii) Trade and other payables	1,237,201,807	1,490,128,074	1,622,480,086	1,237,201,807	1,490,128,074	1,622,480,086
(iii) Other financial liabilities	133,898,990	338,467,999	984,744,783	133,898,990	338,467,999	984,744,783
<b>Financial liabilities measured at fair value through Statement of Profit &amp; Loss</b>						
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures	686,100,000	686,100,000	-	686,100,000	686,100,000	-

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short - term maturities of these instruments. 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.

The Company determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/outflows using prevailing interest rates of financials instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method.

## Notes forming part of the financial statements

(Amount in Rupees)

### Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credit rated instrument.

The Company maintain policies and procedure to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:

- Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.
- Security deposit paid are evaluated by the Company based on parameters such as interest rate non performance risk of the customer. The fair value of the Company's security deposit paid are determined by estimating the incremental borrowing rate of the borrower (primarily the landlords). Such rate has been determined using discount rate that reflects the average interest rate of borrowing taken by similar credit rate companies where the risk of non performance risk is more than significant.
- Fair value of quoted mutual funds is based on the net assets value at the reporting date. The fair value of other financial liabilities as well as other non current financial liabilities is estimated by discounting future cash flow using rate currently applicable for debt on similar terms, credit risk and remaining maturities.
- The fair value of the Company's interest bearing borrowing received are determined using discount rate that reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the reporting was assessed to be insignificant.

### Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities.

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed , either directly or indirectly.

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data.

The following table presents the assets and liabilities measured at fair value on recurring basis at March 31, 2017 and March 31, 2016.

Particulars	Level 1	Level 2	Level 3
<b>March 31, 2017</b>			
Investment in mutual funds	29,621,563	-	-
Equity	52,500	-	-
Investment in Optionally Convertible Redeemable Debentures	-	-	277,525,000
Zero Coupon, Rupee Denominated, Unrated, Unlisted, Secured Non Convertible Debentures	-	-	686,100,000
<b>March 31, 2016</b>			
Investment in mutual funds	-	-	-
Equity	38,950	-	-
Investment in Optionally Convertible Redeemable Debentures	-	-	277,540,000
Zero Coupon, Rupee Denominated, Unrated, Unlisted, Secured Non Convertible Debentures	-	-	686,100,000

During the year ended March 31, 2017, there were no transfer between Level 1 and Level 2 fair value measurement and no transfer into and out of Level 3 fair value measurement.

### Note No. 28 - Financial Instruments and Risk Review

#### Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders

**Notes forming part of the financial statements**

**(Amount in Rupees)**

or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 20% and 50%. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

**(Amount in Rupees)**

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 01, 2015
Borrowings	2,342,118,608	2,189,084,612	2,338,447,571
Trade Payables	1,237,201,807	1,490,128,074	1,622,480,086
Less : Cash and Cash Equivalents	427,768,709	366,988,742	280,582,789
<b>Net Debt</b>	<b>3,151,551,706</b>	<b>3,312,223,944</b>	<b>3,680,344,868</b>
Equity	6,214,256,132	5,964,812,138	4,831,490,835
<b>Total Capital</b>	<b>6,214,256,132</b>	<b>5,964,812,138</b>	<b>4,831,490,835</b>
<b>Capital and Net Debt</b>	<b>9,365,807,838</b>	<b>9,277,036,082</b>	<b>8,511,835,703</b>
<b>Gearing Ratio</b>	<b>34%</b>	<b>36%</b>	<b>43%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

**Financial Risk Management Framework**

Vascon Engineers Limited is exposed primarily to credit risk, liquidity risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**i) Credit Risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade payables and borrowings. None of the financial instruments of the Company result in material concentration of credit risk.

**Exposure to credit risk**

The carrying amount of financial liability represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 5,508,408,710 , Rs. 5,504,408,063 and Rs. 5,162,917,144 as of March 31, 2017, March 31, 2016 and April 01, 2015 respectively, being the total of the carrying amount of trade payables and borrowings.

**Trade receivables**

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Company's exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of March 31, 2017, March 31, 2016 and April 01, 2015, however there was no default on account of those customer in the past. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Before accepting any new customer, the Company uses an external/internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The Company performs credit assessment for customers on an annual basis and recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than 1 year.

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Movement in the expected credit loss allowance:

## Notes forming part of the financial statements

(Amount in Rupees)

(Amount in Rupees)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Balance at the beginning of the period/year	205,884,968	193,127,970	140,861,318
Movement in the expected credit loss allowance on trade receivables	21,012,117	51,480,538	126,005,918
Utilization / Reversals	(14,778,496)	(38,723,540)	(73,739,266)
Balance at the end of the period/year	212,118,589	205,884,968	193,127,970

## ii) Liquidity Risk

## a) Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

## b) Maturities of financial liabilities

The following tables detail the remaining contractual maturity for its financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	March 31, 2017		
	Less than 1 Year	1-3 Years	4-5 Years
<b>Financial liabilities</b>			
Trade payables	1,237,201,807	-	-
Other Financial Liabilities	133,898,990	282,399,760	-
Working capital demand loans / Term loans	1,021,109,770	575,540,113	59,368,725
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures	-	686,100,000	-

Particulars	March 31, 2016		
	Less than 1 Year	1-3 Years	4-5 Years
<b>Financial liabilities</b>			
Trade payables	1,490,128,074	-	-
Other Financial Liabilities	338,467,999	270,491,027	-
Working capital demand loans / Term loans	1,135,113,905	367,117,130	753,577
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures	-	686,100,000	-

Particulars	March 31, 2015		
	Less than 1 Year	1-3 Years	4-5 Years
<b>Financial liabilities</b>			
Trade payables	1,622,480,086	-	-
Other Financial Liabilities	984,744,783	213,212,994	-
Working capital demand loans / Term loans	2,086,952,383	250,295,724	1,199,464

## Excessive Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or having economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Company to manage risk concentrations at both the relationship and industry levels.

**Notes forming part of the financial statements**

**(Amount in Rupees)**

**Note No. 29 - Share Based Payments**

**Employee stock option scheme (ESOS) - 2014**

The ESOS was approved by Board of Directors of the Company on 12th August, 2014 and thereafter by the share holders on 15th Sept, 2014. A compensation committee comprising of independent directors of the company administers the ESOS plan. Each option carries with it the right to purchase one equity share of the company. All options have been granted at a predetermined rate of Rs. 10/- per share. The maximum exercise period is 1 year from the date of vesting.

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

<b>Particulars</b>	<b>FY 2016 - 17</b>	<b>FY 2015 - 16</b>
Options granted, beginning of the year	35,000	2,250,000
Granted during the year	-	-
Exercised during the year	(30,000)	(2,215,000)
Cancelled/lapsed during the year	(5,000)	-
Options granted, end of the year	-	35,000
Weighted Average remaining life	-	0.42

**Employee stock option scheme (ESOS) - 2015**

The ESOS was approved by Board of Directors of the Company on 11th August 2015 and thereafter by the share holders on 29th September 2015. A compensation committee comprising of independent directors of the company administers the ESOS plan. Each option carries with it the right to purchase one equity share of the company. All options have been granted at a predetermined rate of Rs. 20/- per share. The maximum exercise period is 1 year from the date of vesting.

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

<b>Particulars</b>	<b>FY 2016 - 17</b>	<b>FY 2015 - 16</b>
Options granted, beginning of the year	6,400,000	-
Granted during the year	-	6,400,000
Exercised during the year	(6,323,470)	-
Cancelled/lapsed during the year	-	-
Options granted, end of the year	76,530	6,400,000
Weighted Average remaining life	0.92	1.92

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Binomial lattice option pricing model, considering the expected weighted average term of the options to be 1 year from the date of vesting, an expected dividend rate on the underlying equity shares, a risk free rate and weighted average volatility in the share price. The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.

**Employee stock option scheme (ESOS) - 2016**

The ESOS was approved by Board of Directors of the Company on 17th May 2016 and thereafter by the share holders on 15th September 2016. A compensation committee comprising of independent directors of the company administers the ESOS plan. Each option carries with it the right to purchase one equity share of the company. All options have been granted at a predetermined rate of Rs. 20/- per share. The maximum exercise period is 1 year from the date of vesting.

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

<b>Particulars</b>	<b>FY 2016 - 17</b>	<b>FY 2015 - 16</b>
Options granted, beginning of the year	-	-
Granted during the year	6,400,000	-
Exercised during the year	-	-
Cancelled/lapsed during the year	-	-
Options granted, end of the year	-	-
Weighted Average remaining life	1.75	-

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Binomial lattice option pricing model, considering the expected weighted average term of the options to be 1 year from the date of vesting, an expected dividend rate on the underlying equity shares, a risk free rate and weighted average volatility in the share price. The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.



## Notes forming part of the financial statements

(Amount in Rupees)

The inputs used in the measurement of the fair values at grant date of the share-based payment plans were as follows.

Particulars	Employee Share Purchase Plan		
	ESOS - 2016	ESOS - 2015	ESOS - 2014
Share price at grant date	29.60	21.40	29.75
Exercise price	20	20	10
Expected volatility	57.60%	67.42%	61.10%
Expected life / Option Life	1 Year from the date of vesting	1 Year from the date of vesting	1 Year from the date of vesting
Expected dividends yield	-	2%	2%
Risk-free interest rate (based on government bonds)	6.90%	8.40%	8.40%

## Note No. 30 - Disclosures under Ind AS 17

(Amount in Rupees)

Particulars	For the year ended	For the year ended	For the year ended
	March 31, 2017	March 31, 2016	April 01, 2015
<b>Details of leasing arrangements</b>			
<b>As Lessee</b>			
<u>Finance Lease</u>			
The Company has entered into finance lease arrangements for certain vehicles which provide the Company an option to purchase the assets at the end of the lease period. The average lease term is 5 years (prior Year: 5 Years)			
Reconciliation of minimum lease payments			
<b>Future minimum lease payments</b>			
not later than one year	1,333,512	1,333,531	1,333,500
later than one year and not later than five years	2,652,302	3,985,813	5,334,031
later than five years	-	-	-
	3,985,814	5,319,344	6,667,531
Less: Unmatured finance charges	565,217	968,310	1,467,531
	3,420,598	4,351,034	5,200,000
<b>Present value of minimum lease payments payable</b>			
not later than one year	1,030,410	930,433	1,333,512
later than one year and not later than five years	2,390,188	3,420,601	3,866,488
later than five years	-	-	-
	3,420,598	4,351,033	5,200,000
Included in the financial statements as:			
- Current Borrowings	1,030,410	930,433	1,333,512
- Non Current Borrowings	2,390,188	3,420,601	3,866,488
	3,420,598	4,351,034	5,200,000
<u>Operating Lease</u>			
The Company has entered into operating lease arrangements for certain facilities and office premises. The leases are non-cancellable and are for a period of 1 to 15 years and may be renewed for a further period of 5 years based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 5 to 10% every 2 years.			
Future Non-Cancellable minimum lease commitments			
not later than one year	23,448,256	26,848,119	43,532,438
later than one year and not later than five years	37,927,902	69,669,238	70,594,695
later than five years	-	-	-
	61,376,158	96,517,357	114,127,133
Expenses recognised in the Statement of Profit and Loss	24,819,919	38,120,490	81,900,904

# VASCON ENGINEERS LIMITED

## Notes forming part of the financial statements

(Amount in Rupees)

### Note No. 31 - Contingent liabilities and commitments

(Amount in Rupees)

Contingent liabilities (to the extent not provided for)	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
<b>Contingent liabilities</b>			
(a) Disputed demands for Income Tax	76,411,216	76,411,216	76,411,216
(b) Disputed demands for Service Tax	25,173,011	15,428,256	15,428,256
(c) Disputed demands for Value Added Tax	35,724,158	35,724,158	31,103,150
(d) Performance and financial guarantees given by the Banks on behalf of the Company	833,321,349	995,379,708	1,335,069,633
(e) Corporate guarantees given for other companies / entities and mobilization	1,686,750,407	1,915,000,000	2,015,000,000
(f) Claims against the Company not acknowledged as debt	3,899,112,051	3,899,112,051	3,610,933,994
(i) In respect of claim against the Company amounting to Rs.360,00,00,000/- (Previous year Rs 360,00,00,000/-) by a party who was originally claiming interest in a property, no provision has been considered necessary by the Management in view of the legal opinion that the said claim is not tenable on various grounds.			
(ii) The Creditors of the Company have filed a civil suit claiming of Rs 1,11,49,741/- (Previous year Rs. 1,11,49,741/-) as amount due to them, which claims the Company is disputing.			
(iii) Short Levy of Stamp Duty due to misclassification of conveyance deed as development agreement amounting to Rs 8,67,370/- (Previous year Rs. 8,67,370/-) with Joint District Registrar & Collector of Stamps , Pune.			
(iv) One of the labour supplier has filed a criminal complaint in Additional Magistrate Court, Dadar, Mumbai, for recovery of his dues for Rs.3,94,840/- ( Previous year - 3,94,840).			
(v) One of the customer has filed arbitration proceeding against the Company for loss on account of wastage i.e. excess consumption of cement and steel, loss on account of escalation of cement and steel, additional cost incurred for completing the balance work, loss for rectifying defective work, refund of amount in VAT and excess duty, loss of reputation and liquidated damages and interest, amounting to Rs. 28,67,00,100/- (Previous year - 28,67,00,100).			
(g) In respect of a development project, as per the terms of land purchase agreement with a land vendor, an additional amount equivalent to 40% of sale proceeds will required to be paid in the event the FSI availed is in excess of 580000 Sq ft. Since such event has not occurred till the date of balance sheet, no provision is required for this additional cost.			
(h) The levy of Maharashtra Value Added Tax (MVAT) in respect of Real Estate Development sales has been subject to considerable legislative amendments, litigation and administrative action. During the pendency of special leave petition before the Hon'ble Supreme Court against the earlier Hon'ble Mumbai High Court decision, a decision has been pronounced by the Hon'ble Mumbai High Court and the matter has not reached finality.			
The Industry, accounting and legal fraternity is examining the implications of the decisions and the way the liability will be worked out under various options provided. In view of such uncertainties, the management has been advised that in the present scenario it is difficult to correctly determine MVAT liability payable in respect of real estate development sales executed during the period 20th June, 2006 to 31st March, 2010. The Company is currently in process of ascertaining the exact applicability of these pronouncements, contractual ability to collect MVAT from past customers and the mechanism of collection of MVAT in respect of real estate development sales executed during the period 20th June, 2006 to 31st March, 2010.			

(Amount in Rupees)

Particulars	As at 31 March, 2017	As at 31 March, 2016	As at April 1, 2015
<b>Commitments</b>			
Estimated amount of contracts remaining to be executed on capital account and not provided for	65,867,714	149,744,904	40,916,371

### Note No. 32 - Employee benefits

#### (a) Defined Contribution Plan

The Company makes Provident Fund contributions to defined contribution plan administered by the Regional Provident Fund Commissioner. Under this scheme, the Company is required to contribute a specified percentage of payroll cost to fund the benefits. The Company has recognized Rs.10,378,621 for Provident Fund contributions (March 31, 2016 : Rs.18,930,458) and Rs 762,760 (March 31, 2016 : Rs.1,006,952) towards ESIC in the Statement of Profit and Loss. The provident fund and ESIC contributions payable by the Company are in accordance with rules framed by the Government from time to time.

## Notes forming part of the financial statements

(Amount in Rupees)

## (b) Defined Benefit Plans:

## Gratuity

The Company operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Company makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

## Defined benefit plans – as per actuarial valuation on 31st March, 2017

(Amount in Rupees)

Particulars	Funded Plan	
	Gratuity	
	2017	2016
<b>Service Cost</b>		
Current Service Cost	6,984,808	7,704,710
Past service cost and (gains)/losses from settlements	-	-
Net interest expense	3,169,618	2,523,019
Components of defined benefit costs recognised in profit or loss	10,154,426	10,227,729
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	(149,481)	548,487
Actuarial gains and loss arising from changes in financial assumptions	(2,376,646)	(225,399)
Actuarial gains and loss arising from experience adjustments	(3,233,339)	(2,011,348)
Actuarial gains and loss arising from demographic adjustments	(74,383)	-
Others (describe)		
Components of defined benefit costs recognised in other comprehensive income	(5,833,849)	(1,688,260)
<b>Total</b>	<b>4,320,577</b>	<b>8,539,469</b>
<b>I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March</b>		
1. Present value of defined benefit obligation as at 31st March	45,105,186	40,636,447
2. Fair value of plan assets as at 31st March	661,765	513,683
3. Surplus/(Deficit)	(44,443,421)	(40,122,764)
4. Current portion of the above	44,443,421	40,122,764
5. Non current portion of the above	661,765	513,683
<b>II. Change in the obligation during the year ended 31st March</b>		
1. Present value of defined benefit obligation at the beginning of the year	(40,636,447)	(35,593,389)
2. Add/(Less) on account of Scheme of Arrangement/Business Transfer	-	-
3. Expenses Recognised in Profit and Loss Account		
- Current Service Cost	(6,984,808)	(7,704,710)
- Past Service Cost	-	-
- Interest Expense (Income)	(3,208,684)	(2,656,124)
4. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Demographic Assumptions	74,383	-
ii. Financial Assumptions	2,376,646	225,399
iii. Experience Adjustments	3,233,339	2,011,348
5. Benefit payments	40,385	3,081,029
6. Others (Specify)		

**Notes forming part of the financial statements**

(Amount in Rupees)

7. Present value of defined benefit obligation at the end of the year	(45,105,186)	(40,636,447)
<b>III. Change in fair value of assets during the year ended 31st March</b>		
1. Fair value of plan assets at the beginning of the year	513,683	2,483,883
2. Add/(Less) on account of Scheme of Arrangement/Business Transfer	-	-
3. Expenses Recognised in Profit and Loss Account		
- Expected return on plan assets	38,986	133,105
4. Recognised in Other Comprehensive Income		
Remeasurement gains / (losses)		
- Actual Return on plan assets in excess of the expected return	149,481	(548,487)
5. Contributions by employer (including benefit payments recoverable)	-	1,526,211
6. Benefit payments	(40,385)	(3,081,029)
7. Fair value of plan assets at the end of the year	<b>661,765</b>	<b>513,683</b>
<b>IV. The Major categories of plan assets (As % of Total Plan Assets)</b>		
Funds Managed By Insurer	100%	100%
<b>V. Actuarial assumptions</b>		
1. Discount rate	6.80%	7.90%
2. Expected rate of return on plan assets	7.90%	7.80%
3. Attrition rate	15.00%	10.00%

**Maturity Profile of Defined Benefit Obligation:**

Year Ending March 31	Expected Benefit Payment Rounded to the nearest thousand (in Rs.)
2018	15,099,000
2019	6,113,000
2020	6,862,000
2021	5,658,000
2022	6,192,000
2023-2027	28,865,000

Sensitivity analysis for each significant actuarial assumption is required to be given, (illustration for medical inflation given below. Company needs to provide for others)

**A. Effect of 1 % change in the assumed discount rate**

	1% Increase		1% Decrease	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Defined Benefit Obligation	43,377,117	38,516,221	47,002,267	43,012,024

**B. Effect of 1 % change in the assumed Salary Escalation Rate**

	1% Increase		1% Decrease	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Defined Benefit Obligation	46,309,878	42,182,945	43,958,309	39,170,875

**C. Effect of 1 % change in the assumed Withdrawal Rate**

	1% Increase		1% Decrease	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Defined Benefit Obligation	45,265,101	41,037,365	44,926,487	40,184,763

**VIII. Experience Adjustments:**

	Period Ended	
	2017	2016
	<b>Gratuity</b>	
1. Defined Benefit Obligation	(45,105,186)	(40,636,447)
2. Fair value of plan assets	661,765	513,683
3. Surplus/(Deficit)	(44,443,421)	(40,122,764)
4. Experience adjustment on plan liabilities [(Gain)/Loss]	(3,233,339)	(2,011,348)
5. Experience adjustment on plan assets [Gain]/(Loss)]	(155,649)	524,596

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

### **Note No. 33 - Significant estimates and assumptions**

#### **Estimates and Assumptions**

The preparation of the Company's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes will be reflected in the assumptions when they occur.

#### **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or Cash Generating Unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amounts sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### **Defined Benefit Plans (Gratuity Benefits)**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Details about gratuity obligations are given in Note 34.

#### **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, the fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value target and the discount factor.

The Company has valued its financial instruments through profit & loss which involves significant judgements and estimates such as cash flows for the period for which the instrument is valid, EBITDA of investee company, fair value of share price of the investee company on meeting certain requirements as per the agreement, etc. The determination of the fair value is based on expected discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

### **Note 34 : Related Party Transactions**

#### **I Names of related parties**

1. Subsidiaries
  - Marvel Housing Private Limited
  - Grey Stone Premises Private Limited
  - Vascon Dwellings Private Limited
  - IT CITI Info Park Private Limited
  - Windflower Properties Private Limited
  - GMP Technical Solution Private Limited
  - Floriana Properties Private Limited
  - Vascon Pricol Infrastructure Limited
  - Almet Corporation Limited

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- Marathawada Realtors Private Limited
  - Just Homes (India) Private Limited
  - GMP Technical Solutions Middle East (FZE)
  - Sunflower Real Estate Developers Pvt Ltd
  - Angelica Properties Private Limited
  - Shreyas strategists Private limited
  - Sansara Development India Private limited
  - GMP Technical Services LLC
2. Joint Ventures
- Phoenix Ventures
  - Cosmos Premises Private Limited
  - Ajanta Enterprises
  - Vascon Qatar WLL
3. Associates
- Mumbai Estate Private Limited
4. Key Management Personnel
- Mr. R. Vasudevan
  - Dr Santosh Sundararajan
  - Mr. D.Santhanam
  - Mr.M.Krishnamurthi
5. Relatives of Key Management Personnel
- Mrs. Lalitha Vasudevan
  - Ms. Soumya Vasudevan
  - Mrs. Thangam Moorthy
  - Mrs. Lalitha Sundararajan
  - Mr. Siddarth Vasudevan
  - Mrs Shilpa Shivram
  - Mrs. Sailaxmi Santhanam Mudaliar
  - Ms Mathangi Krishnamuthy
  - Ms Aishwarya Santhanam
  - Mrs. K Jeyanthi
6. Establishments where in which individuals in serial number (4) and (5) exercise significant Influence
- Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)
  - Vastech Consultants Private Limited
  - Vastech consultants and engineers LLP
  - Vatsalya Enterprises Private Limited
  - Bellflower Premises Private Limited
  - Cherry Construction Private Limited
  - Stresstech Engineers Pvt Ltd.
  - Syringa Engineers Private Limited ( Formerly known as Syringa Properties Private Limited)
  - Vascon Infrastructure Limited
  - Venus Ventures
  - Seraphic Design Private Limited
  - D. Santanam (HUF)
  - M krishnamurthi (HUF)

### II Related party transactions

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>(a) Sales and work</b>	<b>153,842,939</b>	<b>269,752,226</b>	<b>308,139,493</b>
<b>Subsidiaries</b>			
Sunflower Real Estate Developers Pvt Ltd	10,593,643	685,233	-
Windflower Premises Private Limited	-	-	433,500
Vascon Pricol Infrastructure Limited	-	4,751,391	132,615,866
<b>Total</b>	<b>10,593,643</b>	<b>5,436,624</b>	<b>133,049,366</b>

<b>Joint Ventures</b>			
Phoenix Ventures	37,769,263	-	-
Ajanta Enterprises	67,651,924	199,691,587	107,417,052
<b>Total</b>	<b>105,421,187</b>	<b>199,691,587</b>	<b>107,417,052</b>
<b>Associates</b>			
Angelica Properties Private. Limited.	-	-	260,000
<b>Total</b>	<b>-</b>	<b>-</b>	<b>260,000</b>
<b>Key management Personnel</b>			
Dr Santosh Sundararajan	-	-	4,229,701
<b>Total</b>	<b>-</b>	<b>-</b>	<b>4,229,701</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)	13,644,706	39,008,759	13,615,530
Cherry Constructions Private Limited.	24,183,403	25,615,256	49,567,844
<b>Total</b>	<b>37,828,109</b>	<b>64,624,015</b>	<b>63,183,374</b>
<b>(b) Interest Income/commission Received/Dividend Received</b>	<b>128,840,247</b>	<b>112,094,339</b>	<b>51,979,907</b>
<b>Subsidiaries</b>			
<b>Interest</b>			
Vascon Dwellings Private Limited	8,968,126	31,171,142	35,434,082
Vascon Pricol Infrastructures	10,953,085	19,463,109	7,456,990
Sunflower Real Estate Developers Private Limited	49,309,946	42,754,409	-
GMP Technical Solutions Private Limited-Interest	17,558,413	16,043,179	9,088,835
<b>Commission</b>			
GMP Technical Solutions Private Limited-Commission	2,879,400	2,662,500	-
<b>Total</b>	<b>89,668,970</b>	<b>112,094,339</b>	<b>51,979,907</b>
<b>Joint Venture</b>			
Ajanta Enterprises	30,386,177	-	-
Cosmos Premises Private Limited-dividend received	8,785,100	-	-
<b>Total</b>	<b>39,171,277</b>	<b>-</b>	<b>-</b>
<b>(c) Interest Expense</b>	<b>21,886,303</b>	<b>25,198,004</b>	<b>47,206,454</b>
<b>Subsidiaries</b>			
Almet Corporation Limited	764,525	734,765	703,612
Angelica Properties Pvt LTd	5,908,432	5,582,951	-
Marathawada Realtors Private Limited	137,010	148,270	182,041
<b>Total</b>	<b>6,809,967</b>	<b>6,465,986</b>	<b>885,653</b>
<b>Joint Venture</b>			
Ajanta Enterprises	2,363,291	5,922,505	35,250,916
<b>Total</b>	<b>2,363,291</b>	<b>5,922,505</b>	<b>35,250,916</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Stresstech Engineers Private Limited	73,788	202,500	257,240
Vastech Consultants Private Limited	1,002,160	1,033,296	1,173,770
D Santhanam- HUF	125,000	129,211	-
Flora Facilities Private Limited	8,326,870	3,471,781	-
M. Krishnamurthi (HUF)	149,350	284,217	-
<b>Total</b>	<b>9,677,168</b>	<b>5,121,005</b>	<b>1,431,010</b>

<b>Relatives of Key Management Personnel</b>			
Mr. Siddarth Vasudevan	135,450	75,155	39,945
Mrs. Mathangi Krishnamurthi	-	-	111,544
Ms. Sailaxmi Santhanam Mudaliar	50,000	50,130	72,481
Ms. Aishwarya Santhanam Mudaliar	77,550	-	-
Mrs. Thangam Moorthy	175,960	239,707	365,753
<b>Total</b>	<b>438,960</b>	<b>364,992</b>	<b>589,723</b>
<b>Key Management Personnel</b>			
Mr. R. Vasudevan	-	4,117,616	6,138,186
Mr. Santosh Sundararajan	2,187,927	2,712,528	2,363,764
D Santhanam	408,990	493,372	547,202
<b>Total</b>	<b>2,596,917</b>	<b>7,323,516</b>	<b>9,049,152</b>
<b>(d) Purchase of Goods / Work/Rent</b>	<b>85,608,301</b>	<b>108,434,186</b>	<b>127,948,342</b>
<b>Subsidiaries</b>			
GMP Technical Solution Pvt Ltd	43,604,844	47,211,858	82,885,871
<b>Total</b>	<b>43,604,844</b>	<b>47,211,858</b>	<b>82,885,871</b>
Enterprise where KMP & Relatives of KMP significant influence			
Bellflower Premises Private Limited	-	-	3,600,000
Vatsalya Enterprises Private Limited	-	-	3,600,000
<b>Rent</b>			
Flora Facilities Private Limited	23,759,614	23,408,436	12,623,530
<b>Works</b>			
Stresstech Engineers Private Limited	16,546,851	22,727,172	24,512,389
Vastech Consultants & Engineers LLP	1,696,992	15,086,720	726,552
<b>Total</b>	<b>42,003,457</b>	<b>61,222,328</b>	<b>45,062,471</b>
<b>(e) Receiving of Services</b>	<b>171,788,121</b>	<b>51,626,132</b>	<b>191,090,097</b>
<b>Subsidiaries</b>			
Marvel Housing Private Limited	4,906,912	-	-
	4,906,912	-	-
<b>Key Management Personnel</b>			
Mr R Vasudevan			
a) Short term benefits	12,000,000	(45,292,462)	117,452,862
b) Post Employment benefits*	598,523	2,016,923	2,016,923
Dr Santosh Sundararajan			
a) Short term benefits	40,582,518	26,535,720	32,518,000
b) Post Employment benefits	21,600	2,285,280	1,987,200
c) Share based payments	71,990,528	19,888,072	-
Mr. D.Santhanam			
a) Short term benefits	6,824,736	6,525,320	7,323,840
b) Post Employment benefits*	21,600	326,016	326,016
c) Share based payments	5,380,740	4,255,123	-
Mr.M.Krishnamurthi			
a) Short term benefits	5,844,960	5,273,209	5,827,000
b) Post Employment benefits*	21,600	262,560	259,200
c) Share based payments	5,196,730	4,255,054	-
<b>Total</b>	<b>148,483,535</b>	<b>26,330,815</b>	<b>167,711,041</b>

\*Post employment benefit represents contribution to provident fund.

As Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included



<b>Relatives of Key Management Personnel</b>			
Mr. Siddarth Vasudevan	13,722,840	18,357,400	9,320,000
Mrs. Sailaxmi Santhanam Mudaliar	-	10,000	18,000
Mrs. Shilpa Sivram	64,000	130,500	277,420
Ms. Aishwarya Sathanam	52,000	-	-
Mrs. Lalitha Sundararajan	15,000	-	-
Mrs. K Jeyanthi	21,000	-	25,200
<b>Total</b>	<b>13,874,840</b>	<b>18,497,900</b>	<b>9,640,620</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited	-	-	399,431
Vastech Consultants Private Limited	4,514,834	4,942,041	13,339,005
D Santhanam-HUF	8,000	34,000	-
Seraphic Designs Private Limited	-	1,821,376	-
<b>Total</b>	<b>4,522,834</b>	<b>6,797,417</b>	<b>13,738,436</b>
<b>(f) Share of Profit from AOP/Firm</b>	<b>88,559,213</b>	<b>155,190,765</b>	<b>100,841,242</b>
<b>Joint Ventures</b>			
Phoenix Ventures	-	771,482	-
Ajanta Enterprises	88,559,213	154,419,283	100,841,242
<b>Total</b>	<b>88,559,213</b>	<b>155,190,765</b>	<b>100,841,242</b>
<b>(g) Share of Loss from AOP/Firm</b>	<b>7,096,740</b>	<b>-</b>	<b>3,077,824</b>
<b>Joint Ventures</b>			
Phoenix Ventures	7,096,740	-	1,977,980
Weikfield ITCITI Info Park (AOP)	-	-	1,099,844
<b>Total</b>	<b>7,096,740</b>	<b>-</b>	<b>3,077,824</b>
<b>(h) Reimbursement of expenses</b>	<b>20,520,773</b>	<b>26,602,841</b>	<b>18,353,162</b>
<b>Subsidiary</b>			
Marvel Housing Private Limited	-	-	-
Vascon Pricol Infrastructures Limited	382,560	247,077	5,704,854
Sunflower Real Estate Developers Private Limited	493,493	-	-
Windflower Properties private Limited	-	-	57,671
<b>Total</b>	<b>876,053</b>	<b>247,077</b>	<b>5,762,525</b>
<b>Joint Ventures</b>			
Ajanta Enterprises	11,373,320	11,225,592	11,783,077
Cosmos Premises Private Limited	7,501,500	14,381,100	-
Phoenix Ventures	600,000	600,000	609,924
<b>Total</b>	<b>19,474,820</b>	<b>26,206,692</b>	<b>12,393,001</b>
<b>Key Management Personnel</b>			
Mr R Vasudevan	-	-	-
Dr Santosh Sundararajan	63,300	40,800	57,800
M. Krishnamurthi	45,800	40,800	70,275
D Santhanam	60,800	67,472	69,561
<b>Total</b>	<b>169,900</b>	<b>149,072</b>	<b>197,636</b>
<b>(i) Finance Provided (including equity contributions in cash or in kind)/ repayment of loan/repayment of fixed deposit</b>	<b>257,767,313</b>	<b>622,217,854</b>	<b>660,308,864</b>
<b>Subsidiaries</b>			
Floriana Properties Private Limited	35,209	67,816,410	103,781
Marvel Housing Private Limited	13,532,758	3,880,000	-
IT Citi Infopark Private Limited	99,844	25,000,000	177,123
Greystone Premises Private Limited	5,303,979	16,026,800	-

# VASCON ENGINEERS LIMITED

Marathawada Realtors Private Limited	321,620	170,800	624,958
Almet Corporation Limited	387,260	126,000	310,944
Vascon Dwellings Private Limited	7,241,707	114,587,179	66,151,687
Vascon Pricol Infrastructure Limited	-	-	5,518,756
Windflower Premises Private Limited	119,898	-	-
Just Homes (India) Private Limited	8,525,000	1,217,925	25,590
Shreyas Strategists Private Limited	-	102,360	-
Sansara Hotels India Private Limited	873,968	3,878,234	-
Sunflower Real Estate Developers Private Limited	5,136,868	59,643,398	-
Angelica PropertiersPrivate. Limited.	32,067,000	-	-
<b>Total</b>	<b>73,645,111</b>	<b>292,449,106</b>	<b>72,912,839</b>
<b>Joint Ventures</b>			
Phoenix Ventures	3733912	11,371,210	14,594,418
Just Homes (AOP)	2792304	4,253,011	445,051
Ajanta Enterprises	110725222	25,592,251	164,965,134
<b>Total</b>	<b>117,251,438</b>	<b>41,216,472</b>	<b>180,004,603</b>
<b>Associates</b>			
Mumbai Estate Private Limited	-	-	1,000,000
Angelica PropertiersPrivate. Limited.	-	-	19,895,242
<b>Total</b>	<b>-</b>	<b>-</b>	<b>20,895,242</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Vascon Infrastructure Limited	-	-	-
Stresstech Engineers Private Limited	1,980,175	-	6,025,724
Vastech Consultants Private Limited	11,841,270	-	13,317,377
Sunflower Real Estate Developers Private Limited	-	-	352,413,079
Flora Facilities Private Limited	25,018,012	-	-
M. Krishnamurthi (HUF)	1,684,405	2,055,794	-
Venus Ventures	-	-	5,000,000
D.Santhanam (HUF)	-	100,000	-
<b>Total</b>	<b>40,523,862</b>	<b>2,155,794</b>	<b>376,756,180</b>
<b>Relatives of Key Management Personnel</b>			
Ms. Mathangi Krishnamurthi	-	-	1,175,000
Mrs. Thangam Moorthy	1,500,000	1,500,000	-
<b>Total</b>	<b>1,500,000</b>	<b>1,500,000</b>	<b>1,175,000</b>
<b>Key Management Personnel</b>			
Mr. R. Vasudevan	4,546,902	273,354,482	-
Mr. Santosh Sundararajan	18,900,000	9,942,000	8,565,000
D Santhanam	1,400,000	1,600,000	-
<b>Total</b>	<b>24,846,902</b>	<b>284,896,482</b>	<b>8,565,000</b>
<b>(j) Finance availed /Received back(including equity contributions in cash or in kind)</b>	<b>316,390,895</b>	<b>637,041,776</b>	<b>395,706,806</b>
<b>Subsidiary</b>			
Almet Corporation Limited	661,288	703,612	-
Angelica PropertiersPrivate. Limited.	-	54,000,000	-
Floriana properties Private Limited	-	67,738,131	10,000
Marathawada Realtors Private Limited	133,443	182,041	-
IT Citi Info Park Private Limited	-	706,200	2,040,324
Greystone Premises Private Limited	-	10,020,000	-
Vascon Pricol Infrastructure Limited	48,000,000	58,000,000	-

Just Homes (India) Private Limited	-	1,000,000	60,000,000
Sunflower Real Estate Dev Private Limited	49,623,000	9,000,000	
GMP Technical Solution Private Limited	23,400,000	15,000,000	12,960,104
Vascon Dwellings Private Limited	127,059,324	211,490,000	25,295,764
Cosmos Premises Private Limited		-	-
<b>Total</b>	<b>248,877,055</b>	<b>427,839,984</b>	<b>100,306,192</b>
Joint Ventures			
Just Homes AOP	-	973,001	500,000
Ajanta Enterprises	44,799,610	800,000	-
<b>Total</b>	<b>44,799,610</b>	<b>1,773,001</b>	<b>500,000</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited	20,000,000	50,000,000	-
Vastech Consultants Private Limited	-	-	14,000,000
Sunflower Real Estate Dev Private Limited	-	-	128,570,614
Stresstech Engineers Private Limited	2,214,230	-	7,500,000
Venus Ventures	-	1,300,000	27,430,000
<b>Total</b>	<b>22,214,230</b>	<b>51,300,000</b>	<b>177,500,614</b>
<b>Relatives of Key Management Personnel (Through Fixed Deposit)</b>			
Mrs. Thangam Moorthy			
Mr. Santosh Sundararajan			
Mr. Siddarth Vasudevan (Through Fixed Deposit)	500,000	-	600,000
Mr. Siddarth Vasudevan (Others)	-	493,791	-
<b>Total</b>	<b>500,000</b>	<b>493,791</b>	<b>600,000</b>
<b>Key Management Personnel</b>			
Mr. R. Vasudevan	-	154,535,000	115,000,000
Mr. Santosh Sundararajan	-	1,100,000	-
D Santhanam	-	-	1,800,000
<b>Total</b>	<b>-</b>	<b>155,635,000</b>	<b>116,800,000</b>
<b>(k) Outstanding corporate / bank guarantees given</b>	<b>936,750,407</b>	<b>1,165,000,000</b>	<b>1,265,000,000</b>
<b>Subsidiaries</b>			
GMP Technical Solution Private Limited	936,750,407	1,065,000,000	1,065,000,000
<b>Total</b>	<b>936,750,407</b>	<b>1,065,000,000</b>	<b>1,065,000,000</b>
Joint Ventures			
Phoenix Ventures	-	100,000,000	100,000,000
Cosmos Premises Private Limited	-	-	100,000,000
<b>Total</b>	<b>-</b>	<b>100,000,000</b>	<b>200,000,000</b>
<b>(l) Outstanding as on</b>			
<b>A) Receivable to Vascon Engineers Limited</b>	<b>2,947,303,847</b>	<b>2,987,071,669</b>	<b>1,863,991,522</b>
<b>Subsidiaries</b>			
	<b>2,012,271,711</b>	<b>2,160,841,818</b>	<b>960,983,130</b>
<b>a) Sundry Debtors</b>			
GMP Technical Solution Private Limited	2,879,400	2,662,500	5,111,657
Marvel housing Private Limited-(Advance to creditor)	73,977	-	-
Vascon Dwellings Private Limited	185,535,400	185,535,400	251,110,400
Vascon Pricol Infrastructure Limited	26,752,974	43,146,487	84,449,908
Sunflower Real Estate Developers Private Limited	336,962	722,750	-
Sansara Hotels India Private Limited	470,948,695	470,948,695	-
Windflower Properties Private Limited	170,084	200,084	230,084
<b>Total</b>	<b>686,697,492</b>	<b>703,215,916</b>	<b>340,902,049</b>

**b) Loans & Advances / Project Advances**

Calypso Premises Private Limited			
Floriana Properties Private Limited	67,540,993	67,505,783	67,427,505
GMP Technical Solution Private Limited	-	-	142,879,268
Just Homes (India) Private Limited	38,637,705	30,112,705	29,894,780
Greystone Premises Private Limited	11,309,779	6,005,800	-
IT Citi Info Park Private Limited	24,570,768	24,470,924	177,124
Marvel Housing Private Limited	17,412,758	3,880,000	-
Vascon Dwellings Private Limited	65,853,220	176,702,711	245,551,504
Shreyas Strategists Private Limited	699,845,544	699,814,779	-
Sansara Developers India Private Limited	6,962,353	23,971,458	-
Vascon Pricol Infrastructure Limited.	55,240,005	92,286,920	132,770,122
Sunflower Real Estate Developers Private Limited	336,070,781	331,246,967	-
Windflower Properties Private Limited	119,898	-	-
<b>Total</b>	<b>1,323,563,804</b>	<b>1,455,998,047</b>	<b>618,700,303</b>

**c) Expenses reimbursement**

Vascon pricol Infrastructure Limited	2,010,415	1,627,855	1,380,778
<b>Total</b>	<b>2,010,415</b>	<b>1,627,855</b>	<b>1,380,778</b>

**Joint Ventures**

<b>558,427,622</b>	<b>466,204,762</b>	<b>234,005,345</b>
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**a) Sundry Debtors**

Just Homes (AOP)	13,375,290	13,375,290	13,375,290
Phoenix Ventures	103,849,576	63,311,405	62,731,671
Ajanta Enterprises	4,934,869	45,667,637	-
<b>Total</b>	<b>122,159,735</b>	<b>122,354,332</b>	<b>76,106,961</b>

**b) Loans & Advances**

Phoenix Ventures	26,732,695	22,998,783	12,600,574
Ajanta Enterprises	5,000,000	-	-
<b>Total</b>	<b>31,732,695</b>	<b>22,998,783</b>	<b>12,600,574</b>

**c) Balance in capital and current accounts**

Phoenix Ventures	62,193,539	69,290,280	68,518,798
Ajanta Enterprises	341,965,077	251,561,367	76,779,012
<b>Total</b>	<b>404,158,616</b>	<b>320,851,647</b>	<b>145,297,810</b>

**d) Reimbursement of expenses**

Cosmos Premises Private Limited	376,576	-	-
<b>Total</b>	<b>376,576</b>	<b>-</b>	<b>-</b>

**Associates**

<b>256,300,010</b>	<b>256,300,010</b>	<b>256,603,346</b>
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**a) Loans & Advances**

Mumbai Estate Private Limited	256,300,010	256,300,010	256,300,010
<b>Total</b>	<b>256,300,010</b>	<b>256,300,010</b>	<b>256,300,010</b>

**b) Sundry Debtors**

Angelica Properties Private Limited	-	-	266,136
<b>Total</b>	<b>-</b>	<b>-</b>	<b>266,136</b>

**c) Share Application money**

Angelica Properties Private Limited	-	-	37,200
<b>Total</b>	<b>-</b>	<b>-</b>	<b>37,200</b>

<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>	<b>115,387,046</b>	<b>98,704,151</b>	<b>407,482,245</b>
<b>a) Sundry Debtors</b>			
Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)	15,730,292	3,241,312	14,608,267
Cherry Constructions Private Limited.	37,057,770	31,020,052	28,254,969
<b>Total</b>	<b>52,788,062</b>	<b>34,261,364</b>	<b>42,863,236</b>
<b>b) Loans &amp; Advances (Including deposits and trade advances)</b>			
Vastech Consultants Private Limited	1,500,000	3,343,803	40,000,000
Bellflower Premises Private Limited	5,000,000	5,000,000	5,000,000
Flora Facilities Private Limited	12,500,000	12,500,000	12,500,000
Vatsalya Enterprises Private Limited	5,000,000	5,000,000	14,900,000
Venus Ventures	38,598,984	38,598,984	39,898,984
Sunflower Real Estate Developers Private Limited	-	-	252,124,601
Syringa Engineers Private Limited	-	-	195,424
D. Santhanam (Huf)	-	-	-
<b>Total</b>	<b>62,598,984</b>	<b>64,442,787</b>	<b>364,619,009</b>
<b>Key Management Personnel</b>	<b>4,917,458</b>	<b>5,020,928</b>	<b>4,917,456</b>
<b>a) Sundry Debtors</b>			
Mr. R. Vasudevan	-	103,470	-
Mr.Santosh Sundararajan	4,917,458	4,917,458	4,917,456
<b>Total</b>	<b>4,917,458</b>	<b>5,020,928</b>	<b>4,917,456</b>
<b>B) Receivable from Vascon Engineers Limited</b>	<b>584,306,367</b>	<b>697,721,957</b>	<b>786,220,140</b>
<b>Subsidiaries</b>	<b>132,940,456</b>	<b>176,053,328</b>	<b>132,705,545</b>
<b>a) Sundry Creditors</b>			
GMP Technical Solution Pvt Ltd	90,117,980	106,583,942	122,758,746
<b>Total</b>	<b>90,117,980</b>	<b>106,583,942</b>	<b>122,758,746</b>
<b>b) Loans &amp; Advances</b>			
Almet Corporation Limited	9,052,742	8,751,930	8,216,642
Marathawada Realtors Private Limited	1,494,489	1,692,800	1,730,157
Angelica Properties Private Limited	32,275,245	59,024,656	-
<b>Total</b>	<b>42,822,476</b>	<b>69,469,386</b>	<b>9,946,799</b>
<b>Joint Venture</b>	<b>361,155,270</b>	<b>389,204,546</b>	<b>362,400,585</b>
<b>a) Loans &amp; Advances</b>			
Cosmos Premises Private Limited	5,000,000	-	-
Ajanta Enterprises	-	30,256,972	-
Just Homes (AOP)	356,155,270	358,947,574	362,400,585
<b>Total</b>	<b>361,155,270</b>	<b>389,204,546</b>	<b>362,400,585</b>
c) Advances from Joint Ventures			
<b>Key Management Personnel</b>	<b>8,672,495</b>	<b>34,437,657</b>	<b>231,516,188</b>
<b>a) For Services Received</b>			
Mr. R Vasudevan	89,071	-	76,292,024
Santosh Sundararajan	-	4,781,716	4,981,107
M. Krishnamurthi	-	1,352,626	1,028,603
D Santhanam	1,488,400	1,698,005	1,270,330
<b>Total</b>	<b>1,577,471</b>	<b>7,832,347</b>	<b>83,572,064</b>
<b>b) Advance from Customers</b>			
R Vasudevan	4,773,090	-	-
<b>Total</b>	<b>4,773,090</b>	<b>-</b>	<b>-</b>

**c) For Deposit Received**

Mr. R Vasudevan	-	-	115,000,000
Dr.Santosh Sundararajan	-	18,900,000	27,742,000
D Santhanam	2,000,000	3,400,000	5,000,000
<b>Total</b>	<b>2,000,000</b>	<b>22,300,000</b>	<b>147,742,000</b>

**d) Expenses reimbursement**

M. Krishnamurthi	-	17,000	39,565
D Santhanam	23,800	29,342	16,809
Mr.Santosh Sundararajan	-	10,200	145,750
<b>Total</b>	<b>23,800</b>	<b>56,542</b>	<b>202,124</b>

**e) Loans and advances**

Mr. R Vasudevan	298,134	4,248,768	-
<b>Total</b>	<b>298,134</b>	<b>4,248,768</b>	<b>-</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>	<b>70,869,813</b>	<b>91,800,545</b>	<b>54,030,269</b>

**a) Sundry Creditors**

Vatsalya Enterprises Private Limited	-	-	2,904,942
Flora Facilities Private Limited ((Formerly known as Flora Premises Private Limited))	5,298,191	3,133,590	9,777,678
Stresstech Engineers Private Limited	4,643,853	12,492,238	15,633,179
Bellflower Premises Private Limited	-	-	3,024,719
Seraphic Design Private Limited	48,982	330,000	-
Vastech Consultants & Engineers LLP	5,143,238	10,396,477	653,897
D. Santhanam HUF	12,600	12,600	-
Vastech Consultants Private Limited	-	-	9,194,978
<b>Total</b>	<b>15,146,864</b>	<b>26,364,905</b>	<b>41,189,393</b>

**b) Loans/(Advances)**

Flora Facilities Private Limited	52508719	50,032,548	-
Stresstech Engineers Private Limited	2214230	1,913,766	1,731,516
Vastech Consultants Private Limited	-	10,939,326	10,009,360
<b>Total</b>	<b>54,722,949</b>	<b>62,885,640</b>	<b>11,740,876</b>

**c) Deposit Received**

M. Krishnamurthi	-	1,550,000	-
D. Santhanam HUF	1,000,000	1,000,000	1,100,000
<b>Total</b>	<b>1,000,000</b>	<b>2,550,000</b>	<b>1,100,000</b>

**Relatives of Key Management Personnel**
**a) Deposits Recd.**

Mr. Siddarth Vasudevan	1,100,000	600,000	600,000
Mrs. Sailaxmi Santhanam Mudaliar	400,000	400,000	400,000
Mrs. Thangam Moorthy	-	1,500,000	3,000,000
Ms.Aishwarya Santhanam	800,000	-	-
<b>Total</b>	<b>2,300,000</b>	<b>2,500,000</b>	<b>4,000,000</b>

**b) For services received**

Siddharth Vasudevan	8,368,333	3,169,090	1,567,553
<b>Total</b>	<b>8,368,333</b>	<b>3,169,090</b>	<b>1,567,553</b>

**c) Loans /(Advances)**

Mr. Siddarth Vasudevan	-	493,791	-
<b>Total</b>	<b>-</b>	<b>493,791</b>	<b>-</b>

**d) Sundry Creditors**

MRs. Shilpa Sivram	-	63,000	-
<b>Total</b>	<b>-</b>	<b>63,000</b>	<b>-</b>

**Notes:-**

- i) Related party relationships are as identified by the Company on the basis of information available and accepted by the auditors.  
 ii) No provision have been made in respect of receivable from related party as at March 31, 2017.

**Notes - Additional Information to the Financial Statements****35 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006****(Amount in Rupees)**

Particulars	March 31, 2017	March 31, 2016
(i) Principal amount remaining unpaid to MSME suppliers as on	528,159	490,292
(ii) Interest due on unpaid principal amount to MSME suppliers as on	739,473	686,456
(iii) The amount of interest paid along with the amounts of the payment made to the MSME suppliers beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act)	53,017	113,993
(v) The amount of interest accrued and remaining unpaid as on	739,473	686,456
(vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961	53,017	113,993

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**36 Disclosure under Regulation 34(3) of the SEBI (Listing and Disclosure Requirements) Regulations, 2015**

Loans and advances in the nature of loans given to subsidiaries, associates, firms / companies in which directors are interested:

**(Amount in Rupees)**

Name of the party	Relationship	Amount outstanding as at March 31, 2017	Maximum balance outstanding during the year
Floriana Properties Private Limited	Subsidiary	67,540,993 (67,505,784)	67,540,993 (67,505,784)
Grey Stone Premises Private Limited	Subsidiary	11,309,779 (6,005,800)	11,309,779 (6,005,800)
Marvel Housing Private Limited	Subsidiary	17,412,758 (3,880,000)	17,412,758 (3,880,000)
Vascon Dwellings Private Limited	Subsidiary	65,853,220 (176,702,711)	176,702,711 (255,486,683)
Vascon Pricol Infrastructures Ltd.	Subsidiary	55,240,006 (92,286,920)	153,340,006 (152,233,231)
Sunflower Real Estate Dev Private Limited	Subsidiary	336,070,781 (331,246,967)	356,826,100 (335,522,408)

Note: Figures in bracket relate to the previous year.

- There are no transactions of loans and advances to subsidiaries, associate firms/ companies in which Directors are interested other than as disclosed above.
  - There are no Investment by loanee in share of parent or subsidiary where Company made loan or advances in the nature of loan.
- 37** The company enters into “domestic transactions” with specified parties that are subject to the Transfer Pricing regulations under the Income Tax Act, 1961 (‘regulation’). The pricing of such domestic transactions will need to comply with Arm’s length principle under the regulations. These regulations, inter alia, also required the maintenance of prescribed documents and information including furnishing a report from an accountant which is to be filed with the Income tax authorities.
- The Company has undertaken necessary steps to comply with the regulations. The management is of the opinion that the domestic transactions are at arm’s length, and hence the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
- 38** Segment information has been presented in the Consolidated Financial Statements as permitted by Indian Accounting Standard (Ind AS) 108 on operating segment as notified under the Companies (Indian Accounting Standards) Rules, 2015.
- 39** The estimates as at April 01, 2015 and as at March 31, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

**40 Disclosure of particulars of contract revenue**

	(Amount in Rupees)	
	March 31, 2017	March 31, 2016
Contract Revenue Recognized during the year	1,924,119,869	2,725,213,873
Contract costs incurred during the year	1,451,925,021	2,120,473,050
Recognized Profit	472,194,848	604,740,822
Advances received for contracts in progress	411,510,633	541,919,188
Retention money for contracts in progress	429,031,429	381,935,125
Gross amount due from customer for contract work ( assets )	365,719,004	654,148,465
Gross amount due to customer for contract work ( liability )	446,736,650	224,170,474

**41 Disclosure for Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016**

Pursuant to the notification no. S.O. 3407(E) issued on 8th November 2016, by Govt. of India to ban SBN of 500 and 1000, below is the summary of transactions undertaken by the Company during the period of 8th November 2016 to 30th December 2016:

	(Amount in Rupees)		
Particulars	SBN	Other Denominations	Total
Closing cash in hand as on November 8, 2016	14,259,500	5,964,353	20,223,853
Add :-Permitted Receipts	-	847,258	847,258
Add :-Cash received against IOU	-	339,933	339,933
Less:- Permitted payments	(1,000,000)	(3,215,743)	(4,215,743)
Less:- Amount deposited to Bank	(13,259,500)	(368,657)	(13,628,157)
<b>Closing Cash in hand as on December 30, 2016</b>	<b>-</b>	<b>3,567,144</b>	<b>3,567,144</b>

- 42** The company has not performed CSR activities as mentioned in Section 135 read with companies ( Corporate Social responsibility) Rules, 2014 (CSR rules) and Notification and circulars issued by the ministry during the financial year as the company is not within the criteria of 'Qualifying company'.
- 43** During the current year the company has redeemed preference shares from one of the subsidiary " GMP Technical Solutions Private Limited" amounting to Rs. 2,34,00,000.
- 44** In June 2012, the Income Tax Department had initiated proceedings against the Company, under Section 132 of the Income Tax Act, 1961. During the year, the Company has received order from the Income Tax Settlement Commission under Section 245D(4), for the assessment years 2007-08 to 2014-15 (except assessment year 2013-14 which is reverted to respective assessing officer for further assessment) and based on which necessary effects has been given in the accounts.
- 45** The Board of Directors of the Company at its meeting held on May 17, 2016, have approved a Scheme of Amalgamation (the "Scheme") between the Company and its 11 wholly owned subsidiaries (the "Transferor Companies") with effect from April 01, 2016. NSE and BSE have provided their "No Objection" to the proposed merger and shareholders of the Transferor Companies and Vascon Engineers Limited have approved the Scheme with requisite majority. The Scheme is now subject to the approval of the National Company Law Tribunal (NCLT) and other regulatory approvals.
- 46** Consequent to non-receipt of necessary approval, the provision for Managerial Remuneration for FY 2014 - 15 amounting to Rs. 587 lakhs and FY 2015 – 16 provided till September, 2015 amounting to Rs. 316 lakhs has been reversed in the quarter ended 31st December, 2015 and credited to Employees benefits expenses.
- 47** During the Previous financial year the company has sold stake in one of its associate Ascent Hotels Private Limited for a consideration of Rs. 30,42,01,680/- (6669492 equity shares of Rs.10/- each fully paid and share application money Rs. 37,500,000).
- 48** During the Previous financial year the Company has invested an amount of Rs. 30,42,01,680/- (Face Value of Rs 10 each) in Optionally Convertible Redeemable Debentures of Ascent Hotels Private Limited.
- 49** The company has converted unsecured loan of Rs 4,869 lakhs and interest of Rs 1,992 lakhs on November 7, 2015 in to Zero Coupon, Rupee denominated, Unrated, unlisted, secured, Non Convertible Debentures of Rs 1,00,000 /- each



50 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure

**For and on behalf of the Board of Directors**

R Vasudevan  
Managing Director  
(DIN-00013519)

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

M Krishnamurthi  
Company Secretary & Compliance Officer

D Santhanam  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

VASCON ENGINEERS LIMITED

### Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **VASCON ENGINEERS LIMITED** (hereinafter referred to as "the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") its associate and its joint ventures, comprising the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

### Managements' Responsibility for the Consolidated Ind AS Financial Statements

The Parent'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 Statement of Changes in Equity of the Group including its associate and joint ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act as applicable. The respective Board of Directors of the companies included in the Group and of its associate and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate and its joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditors' judgment, 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 Parent'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 Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

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 subparagraphs (a) 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

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, its associate and joint ventures as at March 31, 2017, and their Consolidated Profit, Consolidated Total Comprehensive Income, their Consolidated Cash Flows and Consolidated Statement of Changes in Equity for the year ended on that date.

### Other Matters

- (a) We did not audit the financial statements of 13 subsidiaries whose financial statements reflect total assets of Rs. 31,243 lakhs as at March 31, 2017, total revenues of Rs. 1,816 lakhs and net cash inflows amounting to Rs. 162 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 joint ventures, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements of 2 subsidiaries, whose financial statements reflect total assets of Rs. 984 lakhs as at March 31, 2017, total revenues of Rs. 1,356 lakhs and net cash inflows amounting to Rs. 1 lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 78 for the year ended March 31, 2017, as considered in the consolidated Ind AS financial statements, in respect of 1 associate and 1 joint venture, whose financial statements have not been audited by us. These financial statements are unaudited and 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, associate and joint venture, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated Ind AS financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements of subsidiaries incorporated in India, referred in the Other Matters paragraph above 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 of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law 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, returns and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of 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 prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent as on March 31, 2017 taken on record by the Board of Directors of the Parent 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, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Parent company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent and subsidiary company's incorporated in India for internal financial controls over financial reporting.
- (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and joint ventures. Refer note no 31 to the Consolidated Financial Statements.
  - ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies, associate and joint ventures incorporated in India.
  - iv. The Parent has provided requisite disclosures in the consolidated Ind AS financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated Ind AS financial statements and as produced to us by the Management of the respective Group entities.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

**Hemant M. Joshi**  
Partner  
(Membership No. 38019)

Place: Pune  
Date: May 29, 2017

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of **VASCON ENGINEERS LIMITED** (hereinafter referred to as "Parent") and its subsidiary companies, its associate company and joint venture, which are companies incorporated in India, as of that date.

#### Managements' Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies, its associate company and joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, its associate company and its joint venture which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

#### Meaning of Internal Financial Controls Over Financial Reporting

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

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent 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, 2017, based on the internal control over financial reporting criteria established by the respective companies 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 Matters

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 13 subsidiary companies which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters.

**For DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

Place: Pune  
Date: May 29, 2017

**Hemant M. Joshi**  
(Membership No. 38019)

## Consolidated Balance Sheet as at March 31, 2017

(Amount in Rupees)

Particulars	Note No	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Assets</b>				
<b>Non Current Assets</b>				
Property, Plant and Equipment	3	823,749,312	749,951,565	817,295,750
Capital work-in-progress		-	-	21,250,579
Goodwill on Consolidation		409,186,994	409,186,994	304,574,664
Investment Property	4	210,292,738	232,770,737	257,156,096
Other Intangible assets	3	1,782,627	2,465,233	4,047,991
<b>Financial Assets</b>				
Investments	5	786,829,151	779,661,969	774,866,631
Loans	6	228,205,368	539,174,280	781,198,850
Others Financial Assets	7	1,033,976,984	1,031,814,515	1,813,578,140
Income Tax Assets (net)		371,632,787	554,261,007	478,224,019
Deferred Tax Assets (net)	17	83,810,589	53,786,452	15,686,532
Other Non Current Assets	8	176,357,925	174,942,150	160,806,808
<b>Total Non - Current Assets</b>		<b>4,125,824,475</b>	<b>4,528,014,902</b>	<b>5,428,686,060</b>
<b>Current Assets</b>				
Inventories	9	4,511,616,342	4,275,560,292	2,730,408,617
<b>Financial Assets</b>				
Investments	5	53,021,563	210,855,727	291,547,827
Trade Receivables	10	2,241,037,614	2,412,400,492	2,884,918,203
Cash and cash equivalents	11	282,908,873	355,736,975	463,712,402
Bank balances other than (iii) above	11	381,684,237	354,575,942	65,301,034
Loans	6	815,592,821	288,440,081	183,481,518
Others Financial Assets	7	688,594,653	835,694,006	692,578,696
Other Current Assets	8	275,336,945	262,002,251	304,213,692
<b>Total Current Assets</b>		<b>9,249,793,048</b>	<b>8,995,265,766</b>	<b>7,616,161,989</b>
<b>Total Assets</b>		<b>13,375,617,523</b>	<b>13,523,280,668</b>	<b>13,044,848,049</b>
<b>Equity and Liabilities</b>				
<b>Equity</b>				
Equity Share Capital	12	1,676,601,860	1,613,067,160	904,759,270
Other Equity	12	4,808,333,393	4,648,152,734	4,190,404,349
<b>Equity attributable to owners of the Company</b>		<b>6,484,935,253</b>	<b>6,261,219,894</b>	<b>5,095,163,619</b>
Non Controlling Interest	12	119,103,673	127,086,288	119,426,040
<b>Total Equity</b>		<b>6,604,038,926</b>	<b>6,388,306,182</b>	<b>5,214,589,660</b>
<b>Non Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	13	1,326,344,529	997,858,275	256,360,764
Other financial liabilities	14	334,007,600	334,619,398	225,470,952
Other Liabilities	18	1,916,667	2,316,667	2,716,667
<b>Total Non - Current Liabilities</b>		<b>1,662,268,796</b>	<b>1,334,794,340</b>	<b>484,548,383</b>
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	13	1,378,882,362	1,468,701,278	2,353,451,684
Trade and other payables	15	1,641,805,867	1,842,923,427	2,173,610,552
Other financial liabilities	14	468,771,317	654,176,833	1,309,831,786
Provisions	16	148,827,318	165,513,695	142,754,933
Other Current Liabilities	18	1,471,022,937	1,668,864,913	1,366,061,052
<b>Total Current Liabilities</b>		<b>5,109,309,801</b>	<b>5,800,180,146</b>	<b>7,345,710,007</b>
<b>Total Equity and Liabilities</b>		<b>13,375,617,523</b>	<b>13,523,280,668</b>	<b>13,044,848,049</b>
Significant accounting policies	2			
See accompanying Notes to the Consolidated financial statements for the year ended 31st March, 2017.				

In terms of our report attached.  
**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

For and on behalf of the Board of Directors

**R Vasudevan**  
Managing Director  
(DIN-00013519)

**Mukesh Malhotra**  
Director  
(DIN-00129504)

**Dr Santosh Sundararajan**  
Chief Executive Officer

**Hemant M. Joshi**  
Partner

**M Krishnamurthi**  
Company Secretary & Compliance Officer

**D Santhanam**  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune

**Consolidated Statement of Profit and Loss For The Year Ended March 31, 2017**

(Amount in Rupees)

Particulars	Note No	For the year ended March 31, 2017	For the year ended March 31, 2016
Revenue from operations	19	4,963,451,419	5,880,452,174
Other Income	20	580,132,458	268,166,190
<b>Total Income</b>		<b>5,543,583,877</b>	<b>6,148,618,364</b>
Cost of materials consumed	21.a	3,765,422,792	4,258,328,337
Purchases of stock-in-trade		90,352	393,613
Changes in inventories of finished goods, work-in-progress and stock-in-trade	21.b	(153,203,362)	(50,680,280)
Excise duty on sale of goods		61,955,861	2,415,287
Employee benefit expense	22	766,244,461	602,667,334
Finance costs	23	327,377,189	381,117,232
Depreciation and amortization expense	3 & 4	156,439,517	154,433,213
Other expenses	24	592,227,446	720,592,549
<b>Total expenses</b>		<b>5,516,554,257</b>	<b>6,069,267,285</b>
Profit before tax		27,029,620	79,351,079
Less: Tax Expense			
Current Tax	17	8,579,725	19,329,202
Deferred Tax	17	(30,120,061)	(32,214,612)
Excess/ ( short ) provision for tax of earlier years	17	36,470,723	128,197
<b>Profit after tax</b>		<b>14,930,386</b>	<b>(12,757,213)</b>
<b>Other Comprehensive Income</b>			
Items that will not be recycled to profit or loss			
- Remeasurements of the defined benefit liabilities / (asset)		6,124,002	5,332,168
- Income tax relating to items that will not be reclassified to profit or loss		(95,925)	(1,204,676)
		6,028,077	4,127,492
<b>Total Comprehensive Income for the year</b>		<b>18,127,311</b>	<b>96,235,784</b>
<b>Total comprehensive income for the year attributable to:</b>			
<b>Owners of the Company</b>		<b>26,109,925</b>	<b>88,575,536</b>
<b>Non controlling interests</b>		<b>(7,982,614)</b>	<b>7,660,248</b>
<b>Earnings per equity share</b>			
Basic	29	0.12	0.60
Diluted	29	0.12	0.60
Significant accounting policies See accompanying Notes to the Consolidated financial statements for the year ended 31st March, 2017.	2		

In terms of our report attached.  
**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**R Vasudevan**  
Managing Director  
(DIN-00013519)

**Mukesh Malhotra**  
Director  
(DIN-00129504)

**Dr Santosh Sundararajan**  
Chief Executive Officer

**Hemant M. Joshi**  
Partner

**M Krishnamurthi**  
Company Secretary & Compliance Officer

**D Santhanam**  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune

## Statement of changes in equity

## a) Change in Equity

(Amount in Rupees)

Particular	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Balance at the beginning of the year</b>	1,613,067,160	904,759,270	904,759,270
Fresh issue on account of rights issue during the year	-	666,666,660	-
Issue of equity shares under employee share option plan	63,534,700	41,641,230	-
<b>Balance at the end of the year</b>	<b>1,676,601,860</b>	<b>1,613,067,160</b>	<b>904,759,270</b>

## b) Changes in Other Equity

(Amount in Rupees)

Particulars	Reserves and Surplus								Equity Attributable to the shareholders of the Company	Non Controlling Interests	Total Equity
	Capital reserve	Capital Redemption Reserve	Securities premium reserve	Equity-settled employee benefits reserve	Debenture Redemption Reserve	General reserve	Foreign Currency Translation Reserve	Retained earnings			
<b>Balance at the beginning of the reporting period - As of April 01, 2015</b>	8,628,454	-	3,885,750,281	46,127,697	153,750,000	-	(225,761)	96,373,677	4,190,404,348	119,426,040	4,309,830,388
Premium on Shares issued during the year	-	-	397,988,429	-	-	-	-	-	397,988,429	-	397,988,429
Capital Reserve created on account of Subsidiary acquisition	22,517,200	-	-	-	-	-	-	-	22,517,200	-	22,517,200
Transferred to Capital Redemption reserve	-	12,750,000	-	-	-	-	-	(12,750,000)	-	-	-
Transferred to General reserve	-	-	-	-	(65,000,000)	65,000,000	-	-	-	-	-
Share issue costs on account of rights issue	-	-	(11,861,418)	-	-	-	-	-	(11,861,418)	-	(11,861,418)
Amount recorded on Grant	-	-	-	23,084,541	-	-	-	-	23,084,541	-	23,084,541
Transferred to securities premium reserve on exercise	-	-	-	(64,655,099)	-	-	-	-	(64,655,099)	-	(64,655,099)
Shares Forfeited during the year	-	-	-	(73,125)	-	-	-	-	(73,125)	-	(73,125)
Foreign Exchange Difference	-	-	-	-	-	-	619,865	-	619,865	-	619,865
Profit for the year	-	-	-	-	-	-	-	84,448,044	84,448,044	7,294,363	91,742,406
Other Comprehensive income	-	-	-	-	-	-	-	4,127,492	4,127,492	365,885	4,493,377
Consolidated Adjustment	-	-	-	-	-	-	-	1,552,456	1,552,456	-	1,552,456
<b>Balance at the end of the reporting period</b>	<b>31,145,654</b>	<b>12,750,000</b>	<b>4,271,877,293</b>	<b>4,484,014</b>	<b>88,750,000</b>	<b>65,000,000</b>	<b>394,104</b>	<b>173,751,669</b>	<b>4,648,152,734</b>	<b>127,086,288</b>	<b>4,775,239,021</b>

(Amount in Rupees)

Particulars	Reserves and Surplus								Equity Attributable to the shareholders of the Company	Non Controlling Interests	Total Equity
	Capital reserve	Capital Redemption Reserve	Securities premium reserve	Equity-settled employee benefits reserve	Debenture Redemption Reserve	General reserve	Foreign Currency Translation Reserve	Retained earnings			
<b>Balance at the beginning of the reporting period - As of April 01, 2016</b>	31,145,654	12,750,000	4,271,877,293	4,484,014	88,750,000	65,000,000	394,104	173,751,669	4,648,152,734	127,086,288	4,775,239,022
Premium on Shares issued during the year	-	-	63,234,700	-	-	-	-	-	63,234,700	-	63,234,700
Transfer to General Reserve	-	-	-	-	(88,750,000)	88,750,000	-	-	-	-	-
Amount recorded on grants	-	-	-	71,677,333	-	-	-	-	71,677,333	-	71,677,333
Transferred to securities premium account on exercise	-	-	53,103,099	(53,103,099)	-	-	-	-	-	-	-
Shares Forfeited during the year	-	-	-	(103,050)	-	-	-	-	(103,050)	-	(103,050)
Foreign Exchange Difference	-	-	-	-	-	-	(128,412)	-	(128,412)	-	(128,412)

# VASCON ENGINEERS LIMITED

(Amount in Rupees)

Particulars	Reserves and Surplus							Equity Attributable to the shareholders of the Company	Non Controlling Interests	Total Equity	
	Capital reserve	Capital Redemption Reserve	Securities premium reserve	Equity-settled employee benefits reserve	Debenture Redemption Reserve	General reserve	Foreign Currency Translation Reserve				Retained earnings
Profit for the year	-	-	-	-	-	-	-	20,081,848	20,081,848	(8,011,748)	12,070,100
Other Comprehensive income for the year	-	-	-	-	-	-	-	6,028,077	6,028,077	29,134	6,057,211
Consolidated Adjustment	-	-	-	-	-	-	-	(609,837)	(609,837)	-	(609,837)
<b>Balance at the end of the reporting period</b>	<b>31,145,654</b>	<b>12,750,000</b>	<b>4,388,215,092</b>	<b>22,955,198</b>	<b>-</b>	<b>153,750,000</b>	<b>265,692</b>	<b>199,251,757</b>	<b>4,808,333,393</b>	<b>119,103,674</b>	<b>4,927,437,067</b>

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**

Chartered Accountants

**For and on behalf of the Board of Directors**

**R Vasudevan**  
Managing Director  
(DIN-00013519)

**Mukesh Malhotra**  
Director  
(DIN-00129504)

**Dr Santosh Sundararajan**  
Chief Executive Officer

**Hemant M. Joshi**  
Partner

**M Krishnamurthi**  
Company Secretary & Compliance Officer

**D Santhanam**  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune



## Consolidated Cash Flow Statement For The Year Ended March 31, 2017

(Amount in Rupees)

PARTICULARS	As at	As at
	March 31, 2017	March 31, 2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Taxation	27,029,620	79,351,079
Adjustments for :-		
- Depreciation	156,439,517	154,433,213
- Finance Cost	327,377,189	381,117,232
- Dividend Income	(8,800,013)	(2,370,616)
- Dividend on investments carried at FVTPL	(121,563)	-
- Expense recognised in respect of equity-settled share-based payments	71,677,333	23,084,542
- Prepaid Rent	6,530,316	6,085,324
- Income recognised in respect of equity-settled share-based payments	(103,050)	(73,125)
- Provision for diminution in value of shares	-	11,689,954
- Interest income	(245,332,721)	(44,461,133)
- Deferred Revenue	(400,000)	(400,000)
- Provision for doubtful debt and advances	13,898,231	71,905,524
- Bad debts and other receivables, loans and advances written off	43,375,942	80,704,431
- Provision no longer required written back	(283,082,375)	(83,323,177)
- Provision for unapproved sales	(664,610)	(1,459,360.00)
- Share of Profits from Joint Venture	(7,168,632)	(2,521,607)
- Gain on investments carried at fair value through profit or loss	(13,550)	(22,950)
- Net loss arising on financial Liabilities designated as at FVTPL	-	29,201,680
- Loss arising on derecognition of financial assets	30,236,539	-
- Provision for creditors advance	(7,188,500)	-
- (Profit) Loss on Sale of Assets	(31,354,636)	(117,424,932)
<b>Operating Profit before working capital changes</b>	<b>92,335,037</b>	<b>585,516,081</b>
<b>Adjustments for (increase )/ decrease in operating assets</b>		
Inventories before capitalisation of borrowing cost	(108,166,270)	221,449,976
Trade receivables	169,689,606	(37,589,851)
Amount due from / to Customer	398,275,711	(316,052,227)
loans and advances (Non Current)	398,636,938	(521,898,075)
Others Financial Assets (Non Current)	(2,162,468)	781,763,625
Other assets (Non Current)	(757,591)	(20,220,666)
loans and advances (Current)	(527,152,740)	(151,957,188)
Others Financial Assets (Current)	(14,482,889)	71,647,882
Other assets (Current)	(30,625,607)	(203,678,436)
<b>Adjustments for (increase )/ decrease in operating liabilities</b>		
Current trade payables	(57,143,125)	(294,027,783)
Provisions	13,896,567	11,587,234
Other Non Current liabilities	(611,798)	109,148,446
Other current liabilities	(163,872,844)	223,654,280
Cash generated from operations	167,858,527	459,343,297
Direct Taxes Paid (Net)	113,118,830	(81,911,822)
<b>Net Cash flow from operating activities</b>	<b>280,977,357</b>	<b>377,431,475</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets including capital work in progress	(226,154,539)	(128,557,532)
Dividend received	8,800,013	2,370,616
Proceeds on disposal of fixed assets	39,613,593	106,616,905
Proceeds on disposal of securities/investments	-	304,201,680
Investment in optionally convertible redeemable debenture	-	(304,201,680)
Payments / Proceeds from Investments	136,563	5,810,047
Investment in Subsidiaries / Joint Venture	-	(24,257,440)
Investments / Proceeds from fixed deposits with banks	(27,108,295)	(289,274,908)
Investments / Proceeds from liquid mutual funds	(28,463,666)	118,653,266
<b>Net Cash generated / (used) in investing activities</b>	<b>(233,176,331)</b>	<b>(208,639,047)</b>

# VASCON ENGINEERS LIMITED

(Amount in Rupees)

PARTICULARS	As at March 31, 2017	As at March 31, 2016
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from issue of Equity shares	126,769,400	1,041,641,219
Expenses towards Right issue	-	(11,861,418)
Non Convertible Debentures	(355,000,000)	(260,000,000)
Proceed / repayment from/to long term borrowing	495,022,662	(160,103,207)
Proceed / repayment from/to Short term borrowing	(172,235,035)	(380,396,418)
Interest Income	157,664,695	44,461,133
Finance cost including capitalised to qualifying assets	(455,266,969)	(534,704,041)
<b>Net Cash generated / (used) in financing activities</b>	<b>(203,045,247)</b>	<b>(260,962,733)</b>
<b>D NET CASH INFLOW / (OUTFLOW) (A+B+C)</b>	<b>(155,244,221)</b>	<b>(92,170,305)</b>
Cash and cash equivalents at the beginning of the year	449,687,477	540,208,917
Cash and Cash equivalents pursuant to addition in Subsidiary	-	(1,648,865)
Cash and cash equivalents at the end of the year	294,443,256	449,687,477
<b>NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD</b>	<b>(155,244,221)</b>	<b>(92,170,305)</b>
See accompanying Notes to the Consolidated financial statements for the year ended 31st March, 2017		

1. Figures in brackets represent outflows of cash and cash equivalents.
2. During the year, the Company has disposed a fixed asset - Building unit amounting to Rs. 388 lakhs. However sale proceeds were received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from sale of fixed assets and trade receivable.
3. During the year, the Company has accrued interest of Rs. 876 lakhs, the same will be received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from Financial Assets.
4. During the year, the Company has sold investment in viorica hotels for Rs 1862 laks and of which advance of Rs 1400 lakhs was received in previous and recognised loss of Rs 302 lakhs year on financial asset balance of Rs 162 lakhs, which were received after March 31, 2017. This being a non-cash transaction, the same has been appropriately excluded from Non- current Investment.

In terms of our report attached.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**For and on behalf of the Board of Directors**

**R Vasudevan**  
Managing Director  
(DIN-00013519)

**Mukesh Malhotra**  
Director  
(DIN-00129504)

**Dr Santosh Sundararajan**  
Chief Executive Officer

**Hemant M. Joshi**  
Partner

**M Krishnamurthi**  
Company Secretary & Compliance Officer

**D Santhanam**  
Chief Financial Officer

Date : May 29, 2017  
Place : Pune

Date : May 29, 2017  
Place : Pune

## Notes to Consolidated Financial Statements

### 1 Corporate Information

Vascon Engineers Limited ("the Company") and its subsidiaries (collectively referred to as "the Group") is engaged in the conceiving, developing, constructing and managing varied projects. It is active in multiple sectors including residential, industrial, IT parks, malls and multiplexes, hospitality and community.

Today, Vascon's group achievements range from sprawling factories to premium homes, from glittering malls to towering software parks and from classy hotels to elegant schools. One simple principle guides Vascon's group approach to every project: "Understand the customer's needs and exceed the expectations" This is how Vascon has been able to strike the right balance between efficient engineering and thoughtful development in project after project, across the country.

### 2 Significant Accounting Policies

#### 2.01 Statement of Compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Group has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' consolidated equity as at March 31, 2016, and April 1, 2015 and of the total comprehensive income for the year ended March 31, 2016 (Refer note 26).

#### 2.02 Basis of preparation and presentation

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policy 2.18. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

#### 2.03 Basis of consolidation

The Group consolidates all entities which are controlled by it.

The Group establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Subsidiaries are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances except otherwise stated. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Group.

When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

The following subsidiary companies are considered in the Consolidated Financial Statements:

Name of the Company	Relationship	Country of Incorporation or Residence	Voting Power %		
			As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Marvel Housing Private Limited	Subsidiary	India	100%	100%	100%
Vascon Dwelling Private Limited	Subsidiary	India	100%	100%	100%
IT-Citl Infopark Private Limited	Subsidiary	India	100%	100%	100%
Greystone Premises Private Limited	Subsidiary	India	100%	100%	65%
Vascon Pricol Infrastructure Limited	Subsidiary	India	100%	100%	100%
Floriana Properties Private Limited	Subsidiary	India	100%	100%	100%
Windflower Properties Private Ltd	Subsidiary	India	100%	100%	100%
GMP Technical Solutions Private Limited	Subsidiary	India	85%	85%	85%
GMP Technical Solutions Middle East (FZE),	Step Subsidiary	UAE (Sharjah)	85%	85%	85%
GMP Technical Services (LLC),	Step Subsidiary	UAE (Dubai)	85%	85%	85%
Almet Corporation Limited	Subsidiary	India	100%	100%	100%
Marathawada Realtors Private Limited	Subsidiary	India	100%	100%	100%

# VASCON ENGINEERS LIMITED

Name of the Company	Relationship	Country of Incorporation or Residence	Voting Power %		
			As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Just Homes (India) Pvt. Ltd	Subsidiary	India	100%	100%	100%
Angelica Properties Private Limited	Step Subsidiary	India	100%	100%	26%
Sansara Developers Private Limited	Step Subsidiary	India	100%	100%	0%
Shreyas Strategists Private Limited	Step Subsidiary	India	100%	100%	0%
Sunflower Real Estate Developers Private Limited	Subsidiary	India	100%	100%	0%
Phoenix Ventures	Joint Venture	India	50%	50%	50%
Cosmos Premises Private Limited	Joint Venture	India	43.83%	43.83%	43.83%
Ajanta Enterprises	Joint Venture	India	50%	50%	50%
Mumbai Estate Private Limited	Associates	India	44.44%	44.44%	44.44%

## 2.04 Business combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under the common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

## 2.05 Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 2.04 above) less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

## 2.06 Use of estimates

The preparation of consolidated financial statements, in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of goodwill, useful lives of Property, plant and equipment and valuation of deferred tax assets and provisions and contingent liabilities.

### Impairment of Goodwill

The Group estimate the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows were developed using internal forecasts. The discount rate used for the CGU's represented the weighted- average cost of capital based on the historical market returns of comparable companies.

### Useful lives of property, plant and equipment

The Group reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

### Valuation of deferred tax assets

The Group reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note 2.13

### Provisions and contingent liabilities

A provision is recognized when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

## 2.07 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

**1. Construction Contracts**

Revenue from fixed price construction contracts is recognised on the Percentage Of Completion Method (POCM). The stage of completion is determined by survey of work performed / completion of physical proportion of the contract work determined by technical estimate of work done / actual cost incurred in relation to total estimated contract cost, as the case may be. The estimate of total contract cost has been made at the time of commencement of contract work and reviewed and revised, by the technical experts, from time to time during period in which the contract work is executed. Future expected loss, if any, is recognised immediately as expenditure. In respect of unapproved revenue recognised, an adequate provision is made for possible reductions, if any. Contract revenue earned in excess of billing has been reflected as unbilled revenue under the head "Other Current Assets" and billing in excess of contract revenue has been reflected as Unearned Revenue under the head "Other Current Liabilities" in the Balance Sheet.

The Group provides for cost to be incurred during warranty period for servicing warranties on the completed projects. Such amount, net of the obligations on account of sub-contractors, is determined on the basis of technical evaluation and past experience of meeting such costs.

Escalation claims raised by the Group are recognised when negotiations have reached an advanced stage such that customers will accept the claim and amount that is probable will be accepted by the customer can be measured reliably.

**2. Real estate development****(i) Completed Units**

Revenue from sales of units is recognized as and when the underlying significant risk and rewards of ownership are transferred to the purchaser.

**(ii) Units Under Development**

Revenue from sales of such units is recognized as and when all the following conditions are satisfied:

- (a) The underlying significant risk and rewards of ownership are transferred to the purchaser.
- (b) All critical approvals necessary for commencement of the project are obtained .
- (c) Reasonable level of development is reached when project cost incurred excluding land cost and borrowing cost exceeds 25% of the project cost excluding land cost and borrowing cost.
- (d) Atleast 25% of the estimated project area are secured by contracts or agreement with the buyers.
- (e) Atleast 10% of the total revenue as per agreements of sale are realised at the reporting date in respect of each of the contracts and there are no outstanding defaults of the payment terms in such contracts.
- (f) Certainty of recoverability of the balance consideration.

Revenue is recognized on proportionate basis as the acts are progressively performed, by applying the percentage of completion method as explained in AS-7 (Revised) Construction Contracts in compliance with the authoritative professional view.

The percentage completion for the purpose of recognition of revenue is determined based on actual costs incurred thereon by the Group to total estimated cost with reference to the saleable area. Cost for this purpose includes cost of land/development rights, construction and development costs of such properties borrowing costs and overheads, as may be applicable.

The estimates of the saleable area and costs are reviewed periodically and effect of any changes in such estimates is recognized in the period in which such changes occur.

However, when the total project cost is estimated to exceed total revenues from the project, loss is recognized immediately.

**3. Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

4. Share of Profit/Loss from Partnership firm/ Association of Person is recognised as income during the relevant period on the basis of accounts made-up audited or unaudited as the case may be and allocation made by the firm/AOP in accordance with the Deed of Partnership/AOP Agreement.
5. Interest income from a financial asset is recognized 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 principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
6. Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).
7. Rental Income - Income from letting-out of property is accounted on accrual basis - as per the terms of agreement and when the right to receive the rent is established.
8. Income from services rendered is recognised as revenue when the right to receive the same is established.
9. Profit on sale of investment is recorded upon transfer of title by the Group. It is determined as the difference between the sale price and the then carrying amount of the investment.

**2.08 Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**Operating Lease**

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term. Operating lease payments are recognized as an expense on a straight-line basis over the lease term.

## Finance Lease

Assets held under finance leases are initially recognized as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss.

## 2.09 Foreign Currencies

The functional currency of the Group is the Indian Rupee whereas the functional currency of foreign subsidiaries is the AED.

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

Assets and liabilities of entities with functional currency other than presentation currency have been translated to the presentation currency using exchange rates prevailing on the balance sheet date. Statement of profit or loss have been translated using average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the statement of changes in equity.

## 2.10 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

## 2.11 Government Grants and Export Incentive

### (i) Government grants in respect to manufacturing units located in developing regions

The Group is entitled to various incentives from government authorities in respect of manufacturing units located in developing regions. The Group accounts for its entitlements on accrual basis on approval of the initial claim by the relevant authorities.

### (ii) Government grants in respect of additional Capital Expenditure

Government grants whose primary condition is that the entity should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognized as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

### (iii) Export Benefits

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

## 2.12 Employee benefits

### 1. Defined Contribution Plan:

Provident Fund: The eligible employees of the Group are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Group make monthly contributions at a specified percentage of the covered employee's salary. The contributions as specified under the law are paid to the Central Government Provident Fund and the Family Pension Fund and the same is charged to the Consolidated Statement of Profit and Loss of the year when the contributions to the respective funds are due and when services are rendered by the employees.

### 2. Defined Benefit Plan:

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

(i) **Gratuity:** The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15/26 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. For the employees of specified grades, 30 days salary is payable for each completed year of service, upon completion of 10 years of service. The Group accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation. The Group has taken a Group Gratuity cum Life Assurance Scheme with LIC of India for future payment of gratuity to the eligible employees.

(ii) **Compensated Absences:** The Group provides for the encashment of compensated absences with pay subject to certain rules. The employees are entitled to accumulate compensated absences subject to certain limits, for future encashment. Such benefits are provided based on the number of days of an utilised compensated absence on the basis of an independent actuarial valuation. The Group has taken a policy with LIC of India for future payment of compensated absences encashment to its employees.

## (iii) Shares Based Payment :

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and / or service conditions are fulfilled in employee benefits expense. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Companies best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognized in employee benefits expense.

**2.13 Taxation**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

**Current tax:**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying units intends to settle the asset and liability on a net basis.

**Deferred Incomes taxes:**

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends and has ability to settle its current tax assets and liabilities on a net basis.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

The Group recognises interest levied and penalties related to income tax assessments in income tax expenses.

**2.14 Property Plant and Equipment**

Property plant & equipment are stated at cost of acquisition or construction where cost includes amount added/deducted on revaluation less accumulated depreciation / amortization and impairment loss, if any. All costs relating to the acquisition and installation of fixed assets are capitalised and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use. The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Group and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized. The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

Machinery spares which can be used only in connection with an item of fixed asset and use of which, as per technical assessment, is expected to be irregular, are capitalised and depreciated as part of fixed assets.

Depreciation on tangible property plant & equipment has been provided on written down value method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of plant and machinery, in whose case the life of the assets has been assessed based on the technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The Group has based on technical advice considered the useful life of the plant and machinery to be 15 years which is different from the useful life specified in Schedule II to the Companies Act, 2013.

Fixed assets individually costing Rs. 5,000 or less are depreciated fully in the year of acquisition. Depreciation on assets acquired/purchased, sold/discarded during the year is provided on a pro-rata basis from the date of each addition / till the date of sale/discard.

The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

If significant events or market developments indicate an impairment in the value of the tangible asset, management reviews the recoverability of the carrying amount of the asset by testing for impairment. The carrying amount of the asset is compared with the recoverable amount, which is defined as the higher of the assets fair value less costs to sell and its value in use. To determine the recoverable amount on the basis of value in use, estimated future cash flows are discounted at a rate which reflects the risk specific to the asset. If the net carrying amount exceeds the recoverable amount, an impairment loss is recognised. When estimating future cash flows, current and expected future inflows, technological, economic and general developments are taken into account. If an impairment test is carried out on tangible assets at the level of a cash-generating unit, an impairment loss is recognised, taking into account the fair value of the assets. If the reason for an impairment loss recognised in prior years no longer exists, the carrying amount of the tangible asset is increased to a maximum figure of the carrying amount that would have been determined had no impairment loss been recognised.

## 2.15 Investment Properties

The Group has elected to continue with the carrying value for all of its investment property as recognized in its Initial GAAP financial statements as deemed cost at the transition date. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are states at cost less accumulated depreciation and accumulated impairment loss, if any.

## 2.16 Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

## 2.17 Impairment

### (i) Financial assets (other than at fair values)

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### (ii) Non-financial assets

#### (a) Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

#### (b) Goodwill

CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is indication for impairment. If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

## 2.18 Inventories

### a) Stock of Materials, etc.

Stock of materials, etc. has been valued at lower of cost or net realisable value. The cost is determined on Weighted Average method.

### b) Development Work

#### (i) Development - Completed Units

Finished goods comprising of constructed units ready for sale are valued at lower of cost and net realisable value.

#### (ii) Development - Units under construction

The unit under construction to the extent not recognised as sales under the revenue recognition policy adopted by the Group is carried at lower of cost or net realisable value on the basis of technical estimate certified by the Managing Director / Technical Experts.

### c) Stock of Trading Goods

Stock of trading goods has been stated at cost or net realisable whichever is lower. The cost is determined on Weighted Average Method.

## 2.19 Financial Instruments

Financial assets and financial liabilities are recognized when a group entity 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 measured on initial recognition of financial asset or financial liability.

### Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.



**Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognized in statement of profit and loss.

**Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method.

**Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments recognized by the Group are recognized at the proceeds received net off direct issue cost.

**Reclassification of Financial Assets**

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when a Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**2.20 Earning per share (EPS)**

The Group reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

**2.21 Critical Accounting Judgments and key sources of estimation, uncertainty**

The preparation of consolidated financial statements and related notes in accordance with Ind AS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the balance sheet date, and revenues and expenses.

Actual results could differ from those estimates due to those uncertainties on which assumptions are based. Estimates and assumptions are reviewed annually in order to verify they still reflect the best available knowledge of the Group's operations and of other factors deriving from actual circumstances. Changes, if any, are immediately accounted for in the income statement.

The present economic context, whose effects are spread into some businesses in which the Group operates, determined the need to make assumptions related to future development with a high degree of uncertainty. For this reason, it is not possible to exclude that, in the next or in subsequent financial years, actual results may differ from estimated results. These differences, at present unforeseeable and unpredictable, may require adjustments to book values. Estimates are used in many areas, including accounting for non-current assets, deferred tax assets, bad debt provisions on accounts receivable, inventory obsolescence, employee benefits, contingent liabilities and provisions for risks and contingencies.

**2.22 Business Segments**

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Group is in the business of manufacture and sale of automobile components, which in the context of Indian Accounting Standard 108 'Segment Information' represents single reportable business segment. The accounting policies of the reportable segments are the same as the accounting policies disclosed in Note 2. The revenues, total expenses and net profit as per the Statement of profit and loss represents the revenue, total expenses and the net profit of the sole reportable segment.

**2.23 Cash flow statement**

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Group.

**2.24 Current / Non-Current Classification**

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realized or intended to sold or consumed in normal operating cycle
- It is held primarily for the purpose of trading

- It is expected to be realized within 12 months after the date of reporting period, or
  - Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting period.
- Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period

Current liabilities include the current portion of long term financial liabilities.

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Group has identified 12 months as its operating cycle.

### 2.25 Share Capital

#### Ordinary Shares

Ordinary shares are classified as equity. Incremental costs, if any, directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

### 2.26 Fair Value Measurement

Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell an asset or transfer the liability takes place either:

- In the principle market for the asset or liability
- In the absence of principle market, in the most advantageous market for the asset or liability.

The principle or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (Unadjusted) Market prices in active markets for incidental assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation Techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers that have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Determination of Fair Value

#### 1) Financial Assets - Debt Instruments at amortized cost

After initial measurement the financial assets are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR.

#### 2) Financial Assets - Debt Instruments at Fair Value through Other Comprehensive Income (FVTOCI)

Measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L.

#### 3) Debt instruments, derivatives and equity instruments at Fair Value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

#### 4) Financial Liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit & loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Companies financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**Subsequent Measurement**

Fair value through Profit & Loss

Financial liabilities at fair value through profit & loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. All changes in fair value of such liabilities are recognized in statement of profit or loss.

**Loans and Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. The EIR amortization is included as finance costs in the statement of profit and loss.

**5) Embedded Derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract - with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. If the hybrid contract contains a host that is a financial asset within the scope of IND AS 109, the Group does not separate embedded derivatives. Rather, it applies the classification requirements contained in IND AS 109 to the entire hybrid contract. These embedded derivatives are measured at fair value with changes in fair value recognized in profit or loss.

**2.27 Determination of Fair Value****1) Financial Assets**

The fair value of financial assets is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purpose.

**2) Non-Derivative financial liabilities**

Fair Value, which is determined for disclosure purposes, is calculated based on the present value of future principle and interest cash flows, discounted at the market rate of interest at the reporting date.

**3) Investments in Mutual Funds**

The fair value of available mutual funds held for trading is determined with reference to their net asset value as at the reporting date and is recorded as other income/expense. The Group invests its surplus funds in mutual funds. These investments have been classified as Fair Value Through Profit and Loss (FVTPL) by the management.

**2.28 Dividend**

Dividend on share is recorded as liability on the date of approval by the shareholders.

**2.29 Recent accounting pronouncements****Standards issued but not yet effective**

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows'. The amendments are applicable to the group from April 1, 2017.

**Amendment to Ind AS 7:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The Group is evaluating the requirements of the amendment and the effect on the consolidated financial statements is being evaluated.

**2.30 Investments**

Long Term Investments are carried at cost. Provision for diminution is made to recognize the decline, other than temporary in the value of these investments. Current investments are carried at lower of the cost and fair value.

**2.31 Associates and joint ventures**

Associates and joint ventures are accounted for under the equity method at cost at the date of acquisition. In subsequent periods, the carrying amount is adjusted up or down to reflect the Group's share of the comprehensive income of the investee. Any distributions received from the investee and other changes in the investees equity reduce or increase the carrying amount of the investment. If the losses of an associate or joint venture attributable to the Group equal or exceed the value of the interest held in this associate or joint venture, no further losses are recognised unless the Group incurs an obligation or makes payments on behalf of the associate or joint venture. If there are any indications of impairment in the investments in associates or joint ventures, the carrying amount of the relevant investment is subject to an impairment test. If the reason for an impairment loss recognised in prior years no longer exists, the carrying amount of the investment is increased to a maximum figure of the share of net assets in the associate or joint venture.

**2.32 Non-current assets held for sale and discontinued operations**

Non-current assets are classified separately in the balance sheet as held for sale if they are available for sale in their present condition and the sale is highly probable. Assets that are classified as held for sale are measured at the lower of their carrying amount and their fair value less costs to sell. Liabilities classified as directly related to non-current assets held for sale are disclosed separately as held for sale in the liabilities section of the balance sheet. For discontinued operations, additional disclosures are required in the Notes, as long as the requirements for classification as discontinued operations are met.

**2.33 Segment Reporting**

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance.

'The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities"

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated Financial Statements for the year ended 31st March, 2017

### Note No. 3 - Property Plant and Equipments and Intangible assets

Amount In Rupees

	I Property Plant and Equipments								II. Intangible assets
	Leasehold Improvements	Land	Premises	Plant & Machinery	Furniture & Fixtures	Motor Vehicle	Office Equipment's	Total	Softwares
<b>Gross Carrying Value</b>									
As at April 1, 2016	38,416,891	45,002,123	418,249,545	1,091,014,499	77,322,865	32,028,142	52,594,830	1,754,628,895	52,912,590
Additions	-	-	6,960,808	221,555,094	490,855	1,873,272	1,105,348	231,985,377	756,074
Disposals	96,767	1,000,000	6,363,325	21,316,663	2,135,962	929,450	-	31,842,167	-
<b>As at Mar 31, 2017</b>	<b>38,320,124</b>	<b>44,002,123</b>	<b>418,847,028</b>	<b>1,291,252,929</b>	<b>75,677,758</b>	<b>32,971,964</b>	<b>53,700,178</b>	<b>1,954,772,105</b>	<b>53,668,664</b>
<b>Accumulated depreciation</b>									
As at April 1, 2016	5,173,890	-	186,878,568	692,442,189	52,533,530	18,386,923	49,262,230	1,004,677,330	50,447,357
Additions	2,187,300	-	17,657,110	110,439,894	6,761,958	4,820,508	1,784,879	143,651,649	1,438,680
Disposals	1,669,387	-	1,182,556	13,438,417	209,683	806,143	-	17,306,186	-
<b>As at Mar 31, 2017</b>	<b>5,691,805</b>	<b>-</b>	<b>203,353,122</b>	<b>789,443,667</b>	<b>59,085,805</b>	<b>22,401,288</b>	<b>51,047,108</b>	<b>1,131,022,793</b>	<b>51,886,037</b>
<b>Net carrying value as at Mar 31, 2017</b>								823,749,312	1,782,627
<b>Gross Carrying Value</b>									
As at April 1, 2015	5,404,397	45,002,123	486,921,947	1,041,010,315	71,386,051	33,822,325	53,641,494	1,737,188,651	52,375,216
Additions	33,709,979	-	576,828	76,456,289	8,351,083	2,889,371	2,941,779	124,925,329	537,374
Disposals	697,485	-	30,956,117	26,452,105	2,414,269	4,683,554	3,988,443	69,191,973	-
Transferred to Investment Property	-	-	38,293,113	-	-	-	-	38,293,113	-
<b>As at March 31, 2016</b>	<b>38,416,891</b>	<b>45,002,123</b>	<b>418,249,545</b>	<b>1,091,014,499</b>	<b>77,322,865</b>	<b>32,028,142</b>	<b>52,594,830</b>	<b>1,754,628,895</b>	<b>52,912,590</b>
<b>Accumulated depreciation</b>									
As at April 1, 2015	3,504,900	-	188,882,529	610,421,839	44,256,842	16,134,810	50,888,603	914,089,523	48,348,400
Additions	2,308,209	-	19,352,583	100,048,516	9,886,490	6,042,020	2,306,199	139,944,017	2,098,957
Disposals	639,219	-	10,494,578	18,028,166	1,609,802	3,789,907	3,932,572	38,494,244	-
Transferred to Investment Property	-	-	10,861,966	-	-	-	-	10,861,966	-
<b>As at March 31, 2016</b>	<b>5,173,890</b>	<b>-</b>	<b>186,878,568</b>	<b>692,442,189</b>	<b>52,533,530</b>	<b>18,386,923</b>	<b>49,262,230</b>	<b>1,004,677,330</b>	<b>50,447,357</b>
Capital work in progress								-	
<b>Net carrying value as at March 31, 2016</b>								749,951,565	2,465,233

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note No. 4 - Investment Property

Description of Assets		Buildings
<b>I. Gross Block</b>		
Balance as at 1 April, 2016		264,364,903
Additions		-
Disposals		15,291,790
<b>Balance as at 31 March, 2017</b>		<b>249,073,113</b>
<b>II. Accumulated depreciation and impairment for the year 2016 - 2017</b>		
Balance as at 1 April, 2016		31,594,166
Charge for the period		11,349,185
Reversals/ Disposals during the period		4,162,976
<b>Balance as at 31 March, 2017</b>		<b>38,780,375</b>
<b>Net block (I-II)</b>		
<b>Balance as on 31st March 2017</b>		<b>210,292,738</b>
<b>Balance as on 31st March 2016</b>		<b>232,770,737</b>

Description of Assets		Buildings
<b>I. Gross Block</b>		
Balance as at 1 April, 2015 *		280,047,581
Additions		-
Disposals		53,975,791
Transferred from property, plant and equipment		38,293,113
<b>Balance as at 31 March, 2016</b>		<b>264,364,903</b>
<b>II. Accumulated depreciation and impairment for the year 2015 - 2016</b>		
Balance as at 1 April, 2015		22,891,485
Charge for the period		12,601,277
Reversals/ Disposals during the period		14,760,562
Transferred from property, plant and equipment		10,861,966
<b>Balance as at 31 March, 2016</b>		<b>31,594,166</b>
<b>Net block (I-II)</b>		
<b>Balance as on 31st March 2016</b>		<b>232,770,737</b>
<b>Balance as on 31st March 2015</b>		<b>257,156,096</b>

The Company's investment properties consist of commercial properties in India. Management determined that the investment properties consist of only one class of asset i.e. office spaces based on the nature, characteristics and risks of each property.

\* Cost of investment property includes amount paid for shares in Co- Operative Societies/ Companies.

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

### Note No. 5 : Investment

#### A. Non Current Investment

Particulars	As at March 31, 2017	As at March 31, 2016	As at April1, 2015
<b>A. COST</b>			
<b>I. Unquoted Investments (all fully paid)</b>			
<b><u>Investments in Equity Instruments of associates</u></b>			
Angelica Properties Private Limited Nil (March 31, 2016: Nil / April 01, 2015: 605,131) Equity Shares of Rs. 10/- Each Fully Paid	-	-	6,048,531
	-	-	6,048,531
<b><u>Investments in Equity Instruments of joint ventures - jointly controlled entities</u></b>			
Cosmos Premises Private Limited 177,401 (March 31, 2016: 177,401 / April 01, 2015: 177,401) Equity Shares of Rs. 10/- Each Fully Paid	61,937,074	54,768,443	52,246,836
Vascon Engineers Ltd Wll (Qatar)	1,024	1,024	-
Phoenix Venture	20,000,000	20,000,000	20,000,000
Ajanta Enterprises	427,293,552	427,293,552	427,293,584
	509,231,651	502,063,019	499,540,420
<b>INVESTMENTS CARRIED AT COST [A]</b>	<b>509,231,651</b>	<b>502,063,019</b>	<b>505,588,951</b>
<b>B. INVESTMENTS CARRIED AT AMORTISED COST</b>			
<b>Investment in Government or trust securities</b>			
7 Years National Savings Certificate	20,000	20,000	20,000
	20,000	20,000	20,000
<b>INVESTMENTS CARRIED AT AMORTISED COST [B]</b>	<b>20,000</b>	<b>20,000</b>	<b>20,000</b>
<b>C. <u>Designated as Fair Value Through Profit and Loss</u></b>			
<b>Quoted investments</b>			
Investments in Equity Instruments - Corporation Bank Limited	52,500	38,950	16,000
<b>Total Aggregate Quoted Investments</b>	<b>52,500</b>	<b>38,950</b>	<b>16,000</b>
<b>Unquoted Investments(all fully paid)</b>			
<b><u>Investments in Equity Instruments of structured entities</u></b>			
The Saraswat Co-Op Bank Limited 2,500 (March 31, 2016: 2,500 / April 01, 2015: 2,500) Equity Shares Of Rs.10/- Each Fully Paid	25,000	25,000	25,000
Sahyadri Hospital Limited 250,000 (March 31, 2016: 250,000 / April 01, 2015: 250,000) Equity Shares Of Rs.10/- Each Fully Paid	2,500,000	2,500,000	2,500,000
Core Fitness Private Limited Nil (March 31, 2016: 150 / April 01, 2015: 150) Equity Shares of Rs. 100/- Each Fully Paid	-	15,000	15,000
Ascent Hotels Private Limited Nil (March 31, 2016: Nil / April 01, 2015: 6,669,492) Equity Shares of Rs. 10 /- Each Fully Paid	-	-	266,701,680
	2,525,000	2,540,000	269,241,680
<b><u>Investments in debentures</u></b>			
Investments in debentures of Ascent Hotels Private Limited (Refer Note 48 and 49)	275,000,000	275,000,000	-
Optionally Convertible Redeemable Debenture 6,726,396 of face Value Rs.10/- each			
	275,000,000	275,000,000	-
<b>INVESTMENTS CARRIED AT FVTPL [C]</b>	<b>277,577,500</b>	<b>277,578,950</b>	<b>269,257,680</b>
<b>TOTAL INVESTMENTS [A] + [B] + [C]</b>	<b>786,829,151</b>	<b>779,661,969</b>	<b>774,866,631</b>

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## B. Current Investment

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Designated as Fair Value Through Profit and Loss</b>			
<b>I. Unquoted Investments (all fully paid)</b>			
<b><u>Investments in Equity Instruments of structured entities</u></b>			
Viorica Properties Private Limited *	-	240,948,780	240,948,780
Nil (March 31, 2016: 16,619,939 / April 01, 2015: 16,619,939) (16619939) Equity Shares of Rs. 10/- Each Fully Paid			
Less : Provision for diminution in value of investment	-	(54,650,950)	(37,150,950)
	-	186,297,830	203,797,830
Sita Lakshmi Mills Limited	23,400,000	23,400,000	23,400,000
806,000 (March 31, 2016: 806,000 / April 01, 2015: 806,000) Equity Shares of Rs 50/- Each Fully Paid			
<b>Total Unquoted Investments</b>	23,400,000	209,697,830	227,197,830
<b>Quoted Investments</b>			
Investment in Mutual Funds	29,621,563	1,157,897	64,349,997
<b>Total Quoted Investments</b>	29,621,563	1,157,897	64,349,997
<b>TOTAL CURRENT INVESTMENTS</b>	<b>53,021,563</b>	<b>210,855,727</b>	<b>291,547,827</b>

\* During the current year ended March 31, 2017, the Company has sold its stake in Viorica Hotels Private Limited for a consideration of Rs. 156,061,291. The Company had already made a provision of Rs. 54,650,950 till previous year ended March 31, 2016 and balance loss of Rs. 30,236,539 has been incurred in current year ended March 31, 2017.

## Note No. 6 : Loans

## A. Non Current Loans

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>a) Loans and Advances to Employees</b>			
- Unsecured, considered good	2,606,271	3,379,405	3,677,582
<b>b) Loans to related parties (Refer Note 34)</b>			
- Unsecured, considered good	26,732,695	22,998,780	12,600,572
<b>c) Other Loans</b>			
- Unsecured, considered good	198,866,402	512,796,095	764,920,696
<b>Total</b>	<b>228,205,368</b>	<b>539,174,280</b>	<b>781,198,850</b>

## B. Non Current Loans

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>a) Loans and Advances to Employees</b>			
- Unsecured, considered good	32,573,942	18,341,005	13,394,159
<b>b) Loans to related parties (Refer Note 34)</b>			
- Unsecured, considered good	357,188,617	268,881,648	128,590,428
<b>c) Other Loans</b>			
- Unsecured, considered good	425,830,262	1,217,428	41,496,931
<b>TOTAL</b>	<b>815,592,821</b>	<b>288,440,081</b>	<b>183,481,518</b>

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

### Note No. 7 : Other Financial Assets

#### A. Non-Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Financial assets at amortised cost</b>			
<b>Security Deposits</b>			
- Unsecured			
Considered good	152,054,761	151,045,481	141,987,990
Considered doubtful	3,500,000	3,500,000	3,500,000
Less: Allowance for Credit Losses	(3,500,000)	(3,500,000)	(3,500,000)
	152,054,761	151,045,481	141,987,990
<b>Bank deposits with more than 12 months maturity</b>	12,351,802	11,992,074	14,272,308
<b>Project Advances</b>	865,621,837	866,490,805	1,652,939,979
<b>Interest accrued on deposits</b>	3,948,584	2,286,156	4,377,863
<b>TOTAL</b>	<b>1,033,976,984</b>	<b>1,031,814,515</b>	<b>1,813,578,140</b>

#### B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Financial assets at amortised cost</b>			
<b>Security Deposits - Unsecured</b>	37,669,946	44,255,521	33,506,204
<b>Share Application Money Pending Allotment</b>	-	30,750,000	68,250,000
<b>Interest accrued on deposits</b>	25,897,191	6,340,801	8,016,203
<b>Project Advances</b>	172,863,377	140,601,303	183,823,099
<b>Amounts due from customers under construction contracts</b>			
- Gross amount due from customer	726,553,484	1,015,645,977	665,157,986
- Less : Related Advance Payments received	(274,389,345)	(401,899,596)	(266,174,796)
	452,164,139	613,746,381	398,983,190
<b>TOTAL</b>	<b>688,594,653</b>	<b>835,694,006</b>	<b>692,578,696</b>

### Note No. 8 : Other Non Current and Current Assets

#### A. Non current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Capital advances	4,150,781	21,441,694	1,691,334
b) Balances with government authorities (other than income taxes)	148,363,186	123,126,182	122,655,876
c) Prepaid Rent	23,843,958	30,374,274	36,459,598
<b>TOTAL</b>	<b>176,357,925</b>	<b>174,942,150</b>	<b>160,806,808</b>

#### B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Advances to suppliers	208,568,496	175,651,393	217,875,341
b) Balances with government authorities (other than income taxes)	20,484,909	28,270,106	31,367,050
c) Prepaid Expenses	23,398,248	32,481,203	27,239,097
d) Other (Deferred Revenue Expenditure)	22,795,830	24,995,919	26,770,435
e) Travel Advance	89,462	603,630	961,769
	<b>275,336,945</b>	<b>262,002,251</b>	<b>304,213,692</b>



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note No. 9 : Inventories

	Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a)	Building materials / Tools	494,988,919	412,136,231	471,996,518
b)	Projects under Development	3,842,970,493	3,742,636,404	2,187,393,287
c)	W.I.P/ Finished Goods	173,656,930	120,787,657	71,018,810
	<b>Total Inventories at the lower of cost and net realisable value</b>	<b>4,511,616,342</b>	<b>4,275,560,292</b>	<b>2,730,408,617</b>

## Note No. 10 : Trade Receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Trade receivables</b>			
(a) Unsecured, considered good	1,794,922,123	1,821,973,445	2,540,774,317
(b) Doubtful	266,807,792	273,260,964	211,338,693
Less: Allowance for Credit Losses	(266,807,792)	(273,260,964)	(211,338,693)
	1,794,922,123	1,821,973,445	2,540,774,317
<b>Retention (Accrued but not due)</b>			
(a) Unsecured, considered good	664,678,512	790,618,097	756,694,826
(b) Doubtful	64,737,493	44,495,891	36,151,589
Less: Allowance for Credit Losses	(64,737,493)	(44,495,891)	(36,151,589)
	664,678,512	790,618,097	756,694,826
(Less) : Related Unearned Receivables	(218,563,021)	(200,191,050)	(412,550,940)
<b>Total</b>	<b>2,241,037,614</b>	<b>2,412,400,492</b>	<b>2,884,918,203</b>

## Notes:

- The Company records receivables on account of goods sold or services rendered in the normal course of business and classify the same as "trade receivable".
- The normal credit period allowed by the Company ranges from 30 to 60 days.
- Trade receivables includes receivables from related parties and amount due from directors or other officers of the company either severally or jointly with any other person or any trade or other receivables due from firm or private companies in which any director is a partner, a director or member (Refer Note 34).
- The concentration of credit risk is limited due to the fact that customer base is large and unrelated.
- The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit losses experience and adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per the provision matrix.

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>EPC:</b>			
Less than 1 year	342,108,224	274,092,212	130,156,543
1-2 year	136,070,357	222,645,727	111,009,654
2-3 year	131,143,455	62,446,503	115,747,720
More than 3 year	352,383,488	328,336,782	385,746,417
Less :- Expected Credit Loss	(212,118,589)	(205,884,968)	(193,102,062)
<b>Total</b>	<b>749,586,935</b>	<b>681,636,256</b>	<b>549,558,272</b>
<b>Development Sales Receivables</b>	<b>427,843,615</b>	<b>675,914,973</b>	<b>1,437,347,485</b>
<b>Clean Room &amp; BMS (GMP) Sales Receivables</b>	<b>1,183,033,760</b>	<b>1,166,721,150</b>	<b>952,400,666</b>
<b>Less :- Expected Credit Loss *</b>	<b>(119,426,696)</b>	<b>(111,871,887)</b>	<b>(54,388,220)</b>
<b>Total</b>	<b>1,063,607,064</b>	<b>1,054,849,263</b>	<b>898,012,446</b>

\* The Group performs credit assessment for customers on an annual basis and recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than six months.

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

Movement in the expected credit loss allowance is as follows:

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the period / year	317,756,855	245,366,313
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit loss	27,902,317	109,654,723
Utilization / Reversals	(14,113,886)	(37,264,181)
Balance at end of the year - March 31, 2017 / 2016	331,545,285	317,756,855

The activity in the provision for unapproved sales is given below:

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the period / year	664,610	2,123,970
Additions during the Year	-	-
Utilization / Reversals	(664,610)	(1,459,360)
Balance at end of the year - March 31, 2017 / 2016	-	664,610

**Note No. 11 : Cash and Bank Balances**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>A) Current Cash and bank balances</b>			
a) Unrestricted Balances with banks	259,273,672	156,388,115	238,882,203
b) Cheques, drafts on hand	605,623	-	65,000,000
c) Cash on hand	6,835,430	15,545,668	18,979,172
d) Balances with banks in deposit accounts with original maturity of less than 3 months	16,194,148	183,803,192	140,851,027
<b>Cash and cash equivalent as per balance sheet</b>	282,908,873	355,736,975	463,712,402
Bank Overdraft	11,534,383	93,950,502	76,496,515
<b>Total Cash and cash equivalent as per statement of cash flows</b>	294,443,256	449,687,477	540,208,917
<b>B) Other bank balances</b>			
a) Balances with banks in deposit accounts with original maturity more than 3 months	43,254,760	42,233,474	35,470,304
b) In earmarked accounts			
- Balances held as margin money or security against borrowing, guarantee and other commitments*	338,413,775	312,326,766	29,815,028
- Unpaid dividend account	15,702	15,702	15,702
<b>Total Other Bank Balances</b>	381,684,237	354,575,942	65,301,034

\* Represents margin money against various guarantees and letters of credit issued by bank on behalf of the Company. These deposits are not available for use by the Company as the same is in the nature of restricted cash.

**Note No. 12 - Equity Share Capital**

Equity share capital	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
<b>Authorised:</b>						
Equity shares of Rs 10 each with voting rights	200,000,000	2,000,000,000	200,000,000	2,000,000,000	200,000,000	2,000,000,000
<b>Issued, Subscribed and Fully Paid:</b>						
Equity shares of Rs 10 each with voting rights	167,660,186	1,676,601,860	161,306,716	1,613,067,160	90,475,927	904,759,270

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity share is entitled for one vote per share held. In the event of liquidation of the company the holder of the equity share will be entitled to receive remaining asset after deducting all its liabilities in proportion to the number of equity shares held.

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## (i) Reconciliation of the number of shares outstanding at the beginning and at the end of the period.

Particulars	Number of Shares	Equity share capital
<b>Issued and Paid up Capital at April 1, 2015</b>	90,475,927	904,759,270
Changes in equity share capital during the year		
Issue of equity shares under employee share option plan	4,164,123	41,641,230
Fresh issue on account of rights issue during the year	66,666,666	666,666,660
<b>Balance at March 31, 2016</b>	<b>161,306,716</b>	<b>1,613,067,160</b>
Changes in equity share capital during the year		
Issue of equity shares under employee share option plan	6,353,470	63,534,700
<b>Balance at March 31, 2017</b>	<b>167,660,186</b>	<b>1,676,601,860</b>

Pursuant to the approval of the Right Issue Committee of the Board of Directors dated 1st August, 2015, the Company approved the allotment of 6,66,66,666 equity shares of face value of Rs.10 each at a price of Rs. 15 per equity share (including share premium of Rs. 5 per equity share) for an amount not exceeding Rs 10000 lakhs to the existing equity shareholders of the Company on rights basis in the ratio of 14 equity shares for every 19 equity shares held by equity shareholders under chapter IV of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations.

## (ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>						
HDFC Ventures Trustee Company Limited	-	-	-	-	11,612,407	12.83
Golden Temple Pharma Private Limited	7,783,273	4.64	7,783,273	4.83	9,783,273	10.81
Dreamz Impex Private Limited	-	-	-	-	9,783,273	10.81
R. Vasudevan	41,686,586	24.86	41,686,586	25.84	9,415,529	10.41
Dna Pharma Private Limited	-	-	-	-	8,968,000	9.91
Premratan Exports LLP	6,667,637	3.98	6,667,637	4.13	6,667,637	7.37
Medicreams India Private Limited	-	-	-	-	6,667,637	7.37
Orion Life Sciences Private Limited	-	-	-	-	6,112,000	6.76
Vatsalya Enterprises Private Limited	9,078,947	5.42	9,078,947	5.63	5,227,273	5.78
Lalitha Vasudevan	8,109,538	4.84	8,109,538	5.03	-	-
Amrit Petroleum Private Limited	9,783,273	5.84	9,783,273	6.07	-	-

The shares under ESOP - 2015 totalling to 6,323,470 was allotted on 31.03.2017 subject to trading approval from BSE and NSE. On receiving the approval, the shares were credited on May 4,2017 to the demat account of employee. Hence, the shareholding pattern submitted to BSE and NSE got updated subsequently.

## (iii) As at 31 March, 2017, 6,476,530 shares (As at 31 March, 2016, 6,435,000 shares and As at 1 April, 2015, 4,206,623 shares) were reserved for issuance as follows:

Particulars	No. of shares		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Outstanding employee stock options granted / available for grant	6,476,530	6,435,000	4,206,623

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**Note No. 12.1 : Other Equity**

Particulars	As at March 31, 2017	As at March 31, 2016
<b>a) Capital Reserve</b>		
Opening Balance	31,145,654	8,628,454
Add: Created on account of subsidiary acquisition	-	22,517,200
	31,145,654	31,145,654
<b>b) Capital Redemption Reserve</b>		
Opening Balance	12,750,000	-
Addition during the year	-	12,750,000
	12,750,000	12,750,000
<b>c) Securities Premium Reserve</b>		
Opening Balance	4,271,877,293	3,885,750,281
Premium on Shares Issued during the year	116,337,799	397,988,429
Share Issue Expenses (Rights)	-	(11,861,418)
	4,388,215,092	4,271,877,293
<b>d) Equity-settled employee benefits reserve</b>		
Opening Balance	4,484,014	46,127,697
Amount recorded on grants during the year	71,677,333	23,084,541
Transferred to securities premium account on exercise	(53,103,099)	(64,655,099)
Forfeited during the year	(103,050)	(73,125)
	22,955,198	4,484,014
<b>e) Debenture Redemption Reserved</b>		
Opening Balance	88,750,000	153,750,000
Transferred to General Reserve	(88,750,000)	(65,000,000)
	-	88,750,000
<b>f) General Reserve</b>		
Opening Balance	65,000,000	-
Transferred from Debenture redemption reserve on redemption of debenture	88,750,000	65,000,000
	153,750,000	65,000,000
<b>g) Foreign Currency Translation Reserve</b>		
Opening Balance	394,104	(225,761)
Addition during the year	(128,412)	619,865
	265,692	394,104
<b>h) Retained Earnings</b>		
Opening Balance	173,751,669	96,373,677
Transfer to Capital Redemption Reserve	-	(12,750,000)
Profit / (Loss) for the year	20,081,848	84,448,044
Other Comprehensive income	6,028,077	4,127,492
Consolidation Adjustment	(609,837)	1,552,456
	199,251,757	173,751,669
	<b>4,808,333,393</b>	<b>4,648,152,734</b>

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note No. 12.2: Non Controlling Interest

Particulars	As at March 31, 2017	As at March 31, 2016
Opening Balance	127,086,288	119,426,040
Profit / (Loss) for the year	(8,011,748)	7,294,363
Other Comprehensive Income	29,134	365,885
	<b>119,103,673</b>	<b>127,086,288</b>

## Note No. 13 : Borrowings

## A. Non Current Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Measured at amortised cost*</b>			
<b>A. Secured Borrowings:</b>			
a) Fully Redeemable Debentures	-	190,000,000	228,000,000
b) Term Loans			
From Banks	-	937,000	20,441,672
From Others	489,349,800	-	-
c) Long term maturities of finance lease obligations	39,394,729	10,958,168	3,866,488
<b>Total Secured Borrowings</b>	<b>528,744,529</b>	<b>201,895,168</b>	<b>252,308,160</b>
<b>B. Unsecured Borrowings - at amortised Cost</b>			
a) Public Deposits	11,500,000	6,700,000	2,050,000
b) Inter corporate deposits	100,000,000	103,163,107	2,002,604
<b>Total Unsecured Borrowings</b>	<b>111,500,000</b>	<b>109,863,107</b>	<b>4,052,604</b>
<b>Total Borrowings carried at Amortised Cost [A] + [B]</b>	<b>640,244,529</b>	<b>311,758,275</b>	<b>256,360,764</b>
<b>Measured at FVTPL</b>			
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertiable Debentures of Rs.1,00,000/- each	686,100,000	686,100,000	-
<b>Total Borrowings carried at FVTPL</b>	<b>686,100,000</b>	<b>686,100,000</b>	<b>-</b>
<b>Total Borrowings</b>	<b>1,326,344,529</b>	<b>997,858,275</b>	<b>256,360,764</b>

## B. Current Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>A. Secured Borrowings</b>			
a) Loans repayable on demand from banks (on fixed deposit)	-	-	8,100,000
b) Cash Credit From Banks	1,142,741,595	1,220,813,248	1,580,286,274
c) Bank Overdrafts Facility	92,180,663	-	-
d) Packing Credit	-	17,775,311	18,335,795
	<b>1,234,922,258</b>	<b>1,238,588,559</b>	<b>1,606,722,069</b>
<b>Unsecured Borrowings</b>			
a) From Banks (Bank overdraft )	11,534,383	93,950,502	76,496,515
b) Loans from related parties	2,214,230	7,654,048	7,654,047
c) Loans from other parties	130,211,491	128,508,169	662,579,053
	<b>1,378,882,362</b>	<b>1,468,701,278</b>	<b>2,353,451,684</b>

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**13.1 Disclosure regarding Non Current Borrowings**

Name of the lender	Outstanding amount	Current Maturities	Long Term					Rate of interest	Nature of security
			2018-19	2019-20	2020-21	2021-22	Total		
<b>I. Secured Loan</b>									
A. ECL finance Limited	489,349,800		185,306,175	244,674,900	59,368,725	-	489,349,800	17.10%	Equitable mortgage of specific properties belonging to the Company , specific receivables of the Project. and exclusive charge on escrow account and Debt Service Reserve Account and related investments thereof. First charge of TDR certificate acquired for the project. Irrevocable and unconditional personal guarantee by Managing Director.
B. Zero Coupon,Rupee denominated,Unrated,unlisted, secured, Non Convertible Debentures of Rs.1,00,000/- each	686,100,000		686,100,000	-	-	-	686,100,000		Pledge of shares of one of it's subsidiary company
<b>C. Term loans</b>									
<b>From Banks</b>									
The saraswat co-op bank limited	937,000	937,000	-	-	-	-	-		Equitable mortgage of office no.502 ("C" Wing), Neelkanth Business Park, Vidya Vihar, Mumbai
<b>From Financial Institutions</b>									
Volkswagen Finance Private Limited	3,420,598	1,030,410	1,333,512	1,056,676	-	-	2,390,188	10.25%	(secured by Hypothecation of Motor Vehicle)
BMW Financial Services	2,137,565	710,585	784,914	642,067	-	-	1,426,981	9.99%	(Secured by hypothecation of Motor Vehicle)
Tata Capital Financial Services Ltd	5,400,000	5,400,000	-	-	-	-	-	14.00%	(Secured by hypothecation of Machineries)
Tata Capital Financial Services Ltd	16,677,000	3,924,000	3,924,000	3,924,000	3,924,000	981,000	12,753,000	13.25%	(Secured by hypothecation of Machineries)
Tata Capital Financial Services Ltd	18,972,000	4,464,000	4,464,000	4,464,000	4,464,000	1,116,000	14,508,000	13.25%	(Secured by hypothecation of Machineries)
Tata Capital Financial Services Ltd	10,872,560	2,556,000	2,556,000	2,556,000	2,556,000	648,560	8,316,560	13.25%	(Secured by hypothecation of Machineries)
	57,479,723	18,084,995	13,062,426	12,642,743	10,944,000	2,745,560	39,394,729		
<b>II. Unsecured Loan</b>									
<b>A. Public deposits (accepted for a period of 400 days)</b>									
	31,500,000	20,000,000	11,500,000				11,500,000	12.50%	Not Applicable
<b>B. Inter corporate loans</b>									
Leverage Finance & Securities P.Ltd	100,000,000		100,000,000				100,000,000	12.00%	Not Applicable
IBM India Pvt Ltd	6,570	6,570							
	1,365,373,093	39,028,565	995,968,601	257,317,643	70,312,725	2,745,560	1,326,344,529		

**Note No. 14 : Other Financial Liabilities**

**A. Non Current**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>Other Financial Liabilities Measured at Amortised Cost</b>			
Commitment and other deposits	334,007,600	334,619,398	225,470,952
<b>Other Non-Current Financial Liabilities</b>	<b>334,007,600</b>	<b>334,619,398</b>	<b>225,470,952</b>

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## B. Current

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Current maturities of long term debt (Refer Note 13.1)	20,943,570	220,172,570	695,188,554
b) Current maturities of finance lease obligations (Refer Note 13.1)	18,084,994	7,319,587	7,804,321
c) Interest accrued but not due on borrowings	1,543,636	4,610,512	52,855,666
d) Interest accrued but due on borrowings	73,138,622	62,517,859	176,548,006
e) Unpaid dividends *	15,702	15,702	15,702
f) Creditors for capital supplies/services	18,246,573	7,481,408	7,246,224
g) Short term Deposits	5,000,000	30,256,971	60,209,717
h) Others (Joint Partner Share)	331,798,220	321,802,224	309,963,596
<b>Total other financial liabilities</b>	<b>468,771,317</b>	<b>654,176,833</b>	<b>1,309,831,786</b>

\*Unpaid dividend does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

## Note No. 15 : Trade and other payables

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Total outstanding dues of Micro, Small and Medium Enterprises	528,159	490,292	627,375
Total outstanding dues to creditors other than Micro, Small and Medium Enterprises	1,641,277,708	1,842,433,135	2,172,983,177
<b>Total trade payables</b>	<b>1,641,805,867</b>	<b>1,842,923,427</b>	<b>2,173,610,552</b>

## Note No. 16 : Provisions

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>a) Provision for employee benefits</b>			
1) Compensated absences	66,962,809	67,232,971	66,276,779
2) Gratuity (Refer Note 32)	61,578,274	53,535,547	44,116,379
	128,541,083	120,768,518	110,393,158
<b>b) Others</b>			
1) Taxation (Net of Advance Tax)	20,286,235	44,745,177	31,162,611
2) Warranty	-	-	1,199,164
	20,286,235	44,745,177	32,361,775
<b>TOTAL</b>	<b>148,827,318</b>	<b>165,513,695</b>	<b>142,754,933</b>

## Note No. 17 : Current Tax and Deferred Tax

## (a) Income Tax Expense

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Current Tax:</b>		
Current Income Tax Charge	8,579,725	19,329,202
Adjustments in respect of prior years	36,470,723	128,197
<b>Deferred Tax</b>		
In respect of current year origination and reversal of temporary differences	(30,120,061)	(32,214,612)
<b>Total Tax Expense recognised in profit and loss account</b>	<b>14,930,386</b>	<b>(12,757,213)</b>

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**(b) Numerical Reconciliation between average effective tax rate and applicable tax rate :**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Profit before Tax</b>	<b>27,029,620</b>	<b>79,351,079</b>
Income Tax using the Company's domestic Tax rate @ 34.61%	9,354,952	27,463,408
Effect of Income that are exempt from taxation	(33,926,813)	(57,239,110)
Effect of Expenses that are non deductible	32,239,455	50,923,155
Effect of Capital Gains	(10,983,398)	(42,794,739)
Effects of unused tax losses and tax offsets not recognised as deferred tax assets	(18,724,593)	34,979,187
Effect of different tax rate of subsidiaries	24,467,568	3,152,565
Adjustments recognised in the current year in relation to the current tax of prior years	36,470,723	128,197
Effect of Mat	6,152,554	1,440,000
Deferred tax assets recognised on temporary differences	(30,120,061)	(32,214,612)
Other	-	1,404,735
<b>Income Tax recognised In P&amp;L</b>	<b>14,930,386</b>	<b>(12,757,213)</b>

**c) Deferred Tax Assets (Net)**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<u>Tax effect of items constituting deferred tax liability</u>			
On difference between book balance and tax balance of Fixed Assets	20,418,014	31,003,032	23,587,936
Effects of reameasuring Financials instruments, Financial guarantee Commission and OCI under IND AS	8,085,263	14,806,920	20,858,147
<u>Tax effect of items constituting deferred tax liability</u>	28,503,277	45,809,952	44,446,083
<u>Tax effect of items constituting deferred tax asset</u>			
Provision for compensated absences and gratuity	26,735,004	26,735,004	23,348,095
Disallowance u/s 40a / Provision for Doubtful debts & Advances	60,211,263	52,754,304	25,732,984
MAT Credit Entitlement	7,922,782	2,662,279	2,177,812
Unabsorbed depreciation carried forward and brought forward business losses	17,444,817	17,444,817	8,873,724
<u>Tax effect of items constituting deferred tax asset</u>	112,313,866	99,596,404	60,132,615
<b>Net Deferred Tax Asset / (Liability)</b>	<b>83,810,589</b>	<b>53,786,452</b>	<b>15,686,532</b>

**Note No. 18 : Other Liabilities**
**A. Non Current**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>a. Deferred Revenue</b>			
- Deferred Government grant related to assets	1,916,667	2,316,667	2,716,667
<b>Total</b>	<b>1,916,667</b>	<b>2,316,667</b>	<b>2,716,667</b>

**B. Current**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>a. Advances received from customers</b>			
- Gross amount due to customers	1,024,383,811	1,562,121,157	1,092,213,321
- Less : Related Unbilled Revenues	(274,389,345)	(401,899,596)	(266,174,796)
	749,994,465	1,160,221,561	826,038,525
<b>b. Amount due to customers under construction contracts</b>			
- Gross amount due to customers	559,018,194	303,952,757	617,601,683
- Less : Related Debtors	(218,563,018)	(200,191,050)	(412,550,940)
	340,455,176	103,761,707	205,050,743
<b>c. Statutory dues</b>			
- taxes payable (other than income taxes)	380,173,295	404,481,646	334,571,784
<b>d. Deferred Revenue</b>			
- Deferred Government grant related to assets	400,000	400,000	400,000
<b>Total Other Current Liabilities</b>	<b>1,471,022,937</b>	<b>1,668,864,914</b>	<b>1,366,061,052</b>



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note No. 19 : Revenue from operations

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
<b>Revenue recognised / sales (gross)</b>		
- Contract Revenue	1,934,731,589	2,628,085,872
- Sale of Unit/Land	364,098,155	688,627,850
- Trading Sales & Other Sales	666,419	2,482,596
- Manufacturing Sales	2,532,160,992	2,374,881,139
- Other sales ( Includes maintenance charges of soceity,Hire charges,Scrap Sales)	42,021,497	25,661,338
<b>Other Operating Income</b>		
- Rent / Compensation / Maintenance	531,826	478,679
- Share of profit / (loss) from Joint Venture	89,240,941	160,234,700
<b>Total Revenue from Operations</b>	<b>4,963,451,419</b>	<b>5,880,452,174</b>

## Note No. 20 : Other Income

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
a) Interest income		
On Financial Assets at Amortised Cost	245,332,721	44,461,133
b) Dividend received on investments carried at fair value through profit or loss		
Liquid Mutual fund units	121,563	-
c) Gain / (loss) on investments carried at fair value through profit or loss	13,550	22,950
d) Dividend income Other	8,800,013	2,370,616
e) Other non operating income	-	2,473,815
f) Provision / Creditors no longer required written back	283,082,375	83,323,177
g) Profit on sale of capital assets (Net of loss on assets sold / scrapped / written off)	31,354,636	117,424,932
g) Foreign exchange gain	-	11,800,041
h) Miscellaneous income	11,427,600	6,289,526
<b>Total Other Income</b>	<b>580,132,458</b>	<b>268,166,190</b>

## Note No. 21.a : Cost of materials consumed

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
Contract	1,451,925,021	2,126,403,935
Development	386,560,838	436,128,702
Cost of Material Consumed	1,848,357,100	1,585,447,885
Incidental borrowing cost incurred attributable to qualifying assets	78,579,833	110,347,815
<b>Cost of materials consumed</b>	<b>3,765,422,792</b>	<b>4,258,328,337</b>

## Note No. 21.b : Changes in inventories of finished goods, work-in-progress and stock-in-trade

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
<u>Closing balance of projects under development :</u>		
Finished goods	173,656,930	120,787,657
Work-in-progress	3,842,970,493	3,742,636,404
	4,016,627,423	3,863,424,061
<u>Opening balance of projects under development:</u>		
Finished goods	120,787,657	71,018,810
Work-in-progress	3,742,636,404	2,187,393,287
Add: Stock of Work in Progress taken over on acquisition of subsidiaries	-	1,554,331,684
	3,863,424,061	3,812,743,781
<b>Net (increase) / decrease</b>	<b>(153,203,362)</b>	<b>(50,680,280)</b>

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

### Note No. 22 : Employee benefit expense

(Amount in Rupees)

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
a) Salaries and wages, including bonus	634,963,820	522,243,516
b) Contribution to provident and other funds	30,428,597	34,131,105
c) Share based payment transactions expenses	71,677,333	23,084,542
d) Staff Welfare & Other Expenses	29,174,711	23,208,171
<b>Total Employee Benefit Expense</b>	<b>766,244,461</b>	<b>602,667,334</b>

### Note No. 23 : Finance costs

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
a) Interest expense	438,410,987	511,734,346
b) Other borrowing costs	16,855,981	22,969,695
	455,266,968	534,704,041
Less : Amounts included in the cost of qualifying assets	127,889,779	153,586,809
	<b>327,377,189</b>	<b>381,117,232</b>

### Note No. 24 : Other expenses

PARTICULARS	For the year ended March 31, 2017	For the year ended March 31, 2016
a) Stores and spares consumed	46,570,232	19,336,591
b) Power & Fuel oil consumed	31,244,553	24,329,258
c) Rent including lease rentals	71,477,255	76,457,421
d) Repairs to buildings	3,762,518	3,589,503
e) Repairs to Plant & Machinery	7,912,040	-
f) Repairs and maintenance - Others	8,711,077	10,911,168
g) Rates & Taxes	20,916,948	16,373,542
h) Insurance charges	8,549,841	10,138,280
i) Bad debts and other receivables, loans and advances written off	43,375,942	80,704,431
j) Provision For Doubtful Debt And Advances	13,898,231	71,905,524
<b>k) Auditors remuneration and out-of-pocket expenses</b>		
1) As Auditors	8,312,584	6,568,481
2) For Taxation matters	-	-
3) Other services	3,200,000	1,110,046
<b>l) Other Expenses</b>		
1) Provision for diminution of Investments	-	11,689,954
2) Legal and other professional costs	72,243,678	75,236,514
3) Advertisement, Promotion & Selling Expenses	52,546,503	43,295,493
4) Travelling and Conveyance Expenses	61,756,770	62,461,402
5) Postage and telephone	17,034,834	17,453,287
6) Printing and stationery	7,895,557	11,145,387
7) Brokerage / commission	2,088,028	3,411,409
8) Donations	1,047,000	4,425,000
9) Bank charges	13,084,393	21,216,016
10) Hire Charges Paid	1,750	21,246,833
11) Foreign exchange gain / loss (net)	8,698,199	-
12) Miscellaneous Expenses	57,662,977	98,385,327
<b>m) Net gain/(loss) arising on financial Liabilities designated as at FVTPL</b>	-	29,201,680
<b>n) Loss arising on derecognition of financial assets</b>	30,236,539	-
<b>Total Other Expenses</b>	<b>592,227,446</b>	<b>720,592,549</b>

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note 25: Disclosures under Ind AS 33

Particulars	For the year ended	For the year ended
	31 March, 2017	31 March, 2016
	₹	₹
	Per Share	Per Share
Basic Earnings per share	0.12	0.60
Diluted Earnings per share	0.12	0.60

## Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended	For the year ended
	31 March, 2017	31 March, 2016
Profit for the year	12,099,234	92,108,292
Less: Attributable to Non - Controlling Interest	(8,011,748)	7,294,363
Profit / (loss) for the year attributable to owners of the Company	20,110,982	84,813,930
Weighted average number of equity shares	161,350,342	140,551,988
Earnings per share from continuing operations - Basic	0.12	0.60

## Diluted earnings per share

The diluted earnings per share has been computed by dividing the Net profit after tax available for Equity shareholders by the weighted average number of equity shares, after giving dilutive effect of the Stock options for the respective periods. Anti-dilutive effect, if any, has been ignored.

Particulars	For the year ended	For the year ended
	31 March, 2017	31 March, 2016
Profit / (loss) for the year used in the calculation of basic earnings per share	20,110,982	84,813,930
Weighted average number of equity shares used in the calculation of Basic EPS	161,350,342	140,551,988
Employee Stock Option Plans	969,782	1,449,217
Weighted average number of equity shares used in the calculation of Diluted EPS	162,302,124	142,001,205
Earnings per share from continuing operations - Dilutive	0.12	0.60

## Note No. - 26 First-time adoption of Ind-AS

These financial statements, for the year ended March 31, 2017, are the first the Group has prepared in accordance with Ind-AS. For periods up to and including the year ended March 31, 2016, the Group prepared its financial statements in accordance with statutory reporting requirement in India immediately before adopting Ind AS ("previous GAAP").

Accordingly, the Group has prepared financial statements which comply with Ind-AS applicable for periods ending on or after March 31, 2017, together with the comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 01, 2015, the Group's date of transition to Ind-AS. This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the balance sheet as at April 01, 2015 and the financial statements as at and for the year ended March 31, 2016.

This note explains the principal adjustments made by the Group in restating its Indian GAAP financial statements, including the opening Balance sheet as at April 01, 2015 and the financial statements for the year ended March 31, 2016.

## Exception to retrospective application

## (a) Estimate

The estimates at April 01, 2015, and at March 31, 2016 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies) apart from the items where application of previous GAAP did not require estimation. The Group has elected to apply change in estimates prospectively from the date of transition to Ind AS:

- Provision for doubtful debt;
- Estimate of useful life and residual value of fixed assets.

## Exemption from retrospective application:

The Group has applied the following exemptions:

## (a) Investments in subsidiaries, joint ventures and associates

The Group has elected to adopt the carrying value under previous GAAP as on the date of transition i.e. April 01, 2015 in its separate financial statements.

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**(b) Business Combination**

Ind AS 103, Business Combinations, has not been applied to acquisitions of subsidiaries, which are considered as “businesses” for Ind AS, or of interests in associates and joint ventures that occurred before April 01, 2015. Use of this exemption means that the previous GAAP carrying amounts of assets and liabilities, which are required to be recognised under Ind AS, is their deemed cost at the date of the acquisition. After the date of the acquisition, measurement is in accordance with Ind AS.

Assets and liabilities that do not qualify for recognition under Ind AS are excluded from the opening Ind AS Balance sheet. The Group did not recognise or exclude any previously recognised amounts as a result of Ind AS recognition requirements.

**Note No. - 26A First-time adoption Reconciliations**
**(i) Reconciliation of equity and P&L as previously reported under india GAAP to IND AS**

Particulars	Notes	As at 01/04/2015 (Date of Transition)		
		Regrouped Previous GAAP	Effect of Transition to Ind AS	Opening Ind AS balance sheet
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	(a)(e)(k)	1,155,099,271	(337,803,520)	817,295,750
(b) Capital work-in-progress		21,250,579	-	21,250,579
(c) Investment Property	(e)	-	257,156,096	257,156,096
(d) Other Intangible assets		4,140,471	(92,480)	4,047,991
(e) Goodwill on Consolidation	(b) (k)	730,644,980	(426,070,316)	304,574,664
(f) Financial Assets				
(i) Investments	(k)	275,326,211	499,540,420	774,866,631
(ii) Loans	(k)	809,316,013	(28,117,163)	781,198,850
(iii) Others Financial Assets	(f) (k)	1,840,380,483	(26,802,343)	1,813,578,140
(f) Income Tax Assets (net)	(k)	480,741,112	(2,517,093)	478,224,019
(g) Deferred tax assets (net)	(l)(k)	37,560,887	(21,874,355)	15,686,532
(h) Other non-current assets	(a)(f)(k)	138,660,496	22,146,313	160,806,808
<b>Total Non - Current Assets</b>		<b>5,493,120,502</b>	<b>(64,434,441)</b>	<b>5,428,686,061</b>
<b>Current assets</b>				
(a) Inventories	(k)	3,032,096,187	(301,687,570)	2,730,408,617
(b) Financial Assets				
(i) Investments	(k)	336,232,316	(44,684,489)	291,547,827
(ii) Trade receivables	(k)	2,932,054,660	(47,136,457)	2,884,918,203
(iii) Cash and cash equivalents	(j)(k)	525,414,076	(61,701,675)	463,712,402
(iv) Bank balances other than (iii) above		65,301,034	-	65,301,034
(v) Loans	(k)	117,927,090	65,554,428	183,481,518
(vi) Others Financial Assets	(k)	692,800,846	(222,149)	692,578,696
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets	(k)	373,762,726	(69,549,034)	304,213,692
<b>Total Current Assets</b>		<b>8,075,588,935</b>	<b>(459,426,946)</b>	<b>7,616,161,989</b>
<b>Total Assets (1+2)</b>		<b>13,568,709,437</b>	<b>(523,861,388)</b>	<b>13,044,848,049</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		904,759,270	-	904,759,270
(b) Other Equity	(d)(k)	4,280,212,511	(89,808,163)	4,190,404,349
<b>Equity attributable to owners of the Company</b>		<b>5,184,971,781</b>	<b>(89,808,163)</b>	<b>5,095,163,619</b>
Non Controlling Interest	(d)	113,090,993	6,335,047	119,426,040

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	(k)	300,937,867	(44,577,103)	256,360,764
(ii) Other financial liabilities	(k)	225,470,952	-	225,470,952
(b) Provisions	(k)	214,470	(214,470)	-
(c) Deferred tax liabilities (Net)	(k)	2,946,781	(2,946,781)	-
(d) Other non-current liabilities	(l)	-	2,716,667	2,716,667
<b>Total Non - Current Liabilities</b>		<b>529,570,070</b>	<b>(45,021,687)</b>	<b>484,548,383</b>
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	(k)	2,382,604,937	(29,153,253)	2,353,451,684
(ii) Trade payables	(k)	2,212,290,562	(38,680,010)	2,173,610,552
(iii) Other financial liabilities	(k)	1,378,782,511	(68,950,725)	1,309,831,786
(b) Provisions	(k)	144,988,978	(2,234,045)	142,754,933
(c) Current Tax Liabilities (Net)		-	-	-
(d) Other current liabilities	(k)(l)	1,622,409,605	(256,348,553)	1,366,061,051
<b>Total Current Liabilities</b>		<b>7,741,076,593</b>	<b>(395,366,585)</b>	<b>7,345,710,007</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>13,568,709,437</b>	<b>(523,861,388)</b>	<b>13,044,848,049</b>

Particulars	Notes	As at 31/3/2016 (end of last period presented under previous GAAP)		
		Regrouped Previous GAAP	Effect of transition to Ind AS	Ind AS
<b>ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	(a)(e )(k)	1,046,696,683	(296,745,118)	749,951,565
(b) Capital work-in-progress		-	-	-
(c) Investment Property	(e)	-	232,770,737	232,770,737
(d) Other Intangible assets		2,465,233	-	2,465,233
(e) Goodwill on Consolidation	(b) (k)	782,224,662	(373,037,668)	409,186,994
(f) Financial Assets				
(i) Investments	(k)	306,778,704	472,883,265	779,661,969
(ii) Loans	(k)	563,267,895	(24,093,615)	539,174,280
(iii) Others Financial Assets	(f) (k)	1,053,048,798	(21,234,282)	1,031,814,515
(f) Income Tax Assets (net)	(k)	554,909,544	(648,537)	554,261,007
(g) Deferred tax assets (net)	(k)(l)	69,365,242	(15,578,790)	53,786,452
(h) Other non-current assets	(a)(f)(k)	155,150,887	19,791,263	174,942,150
<b>Total Non - Current Assets</b>		<b>4,533,907,648</b>	<b>(5,892,745)</b>	<b>4,528,014,902</b>
<b>Current assets</b>				
(a) Inventories	(k)	4,683,668,319	(408,108,026)	4,275,560,292
(b) Financial Assets				
(i) Investments	(b)(c )(k)	212,482,131	(1,626,404)	210,855,727
(ii) Trade receivables	(k)	2,476,404,093	(64,003,601)	2,412,400,492
(iii) Cash and cash equivalents	(j)(k)	377,439,530	(21,702,555)	355,736,975
(iv) Bank balances other than (iii) above	(k)	448,478,367	(93,902,425)	354,575,942
(v) Loans	(k)	34,917,142	253,522,939	288,440,081

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

(vi) Others Financial Assets	(k)	868,627,567	(32,933,561)	835,694,006
(c) Current Tax Assets (Net)		-	-	-
(d) Other current assets	(k)	402,962,811	(140,960,559)	262,002,251
<b>Total Current Assets</b>		<b>9,504,979,958</b>	<b>(509,714,193)</b>	<b>8,995,265,766</b>
<b>Total Assets (1+2)</b>		<b>14,038,887,607</b>	<b>(515,606,938)</b>	<b>13,523,280,668</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital		1,613,067,160	-	1,613,067,160
(b) Other Equity	(d)(k)	4,706,366,499	(58,213,765)	4,648,152,734
<b>Equity attributable to owners of the Company</b>		<b>6,319,433,659</b>	<b>(58,213,765)</b>	<b>6,261,219,894</b>
Non Controlling Interest	(d)	122,589,314	4,496,974	127,086,288
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	(k)	1,004,106,500	(6,248,224)	997,858,275
(ii) Other financial liabilities	(k)	334,619,398	-	334,619,398
(c) Deferred tax liabilities (Net)	(k)	1,710,606	(1,710,606)	-
(c) Other non-current liabilities	(l)	-	2,316,667	2,316,667
<b>Total Non - Current Liabilities</b>		<b>1,340,436,504</b>	<b>(5,642,164)</b>	<b>1,334,794,340</b>
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	(k)	1,488,335,983	(19,634,705)	1,468,701,278
(ii) Trade payables	(k)	1,951,087,757	(108,164,330)	1,842,923,427
(iii) Other financial liabilities	(k)	781,109,909	(126,933,076)	654,176,833
(b) Provisions	(k)	208,082,382	(42,568,687)	165,513,695
(c) Current Tax Liabilities (Net)		-	-	-
(d) Other current liabilities	(k)(l)	1,827,812,098	(158,947,186)	1,668,864,912
<b>Total Current Liabilities</b>		<b>6,256,428,129</b>	<b>(456,247,984)</b>	<b>5,800,180,146</b>
<b>Total Equity and Liabilities (1+2+3)</b>		<b>14,038,887,607</b>	<b>(515,606,939)</b>	<b>13,523,280,668</b>

### Reconciliation of profit or loss for the year ended March 31, 2016

Particulars	Notes	Year ended 31/3/2016 (latest period presented under previous GAAP)		
		Regrouped Previous GAAP	Effect of transition to Ind AS	Ind AS
Revenue from operations	(k)(n)	6,318,265,020	(437,812,845)	5,880,452,174
Other Income	(f)(m)	267,481,783	684,406	268,166,190
<b>Total Revenue</b>		<b>6,585,746,803</b>	<b>(437,128,439)</b>	<b>6,148,618,364</b>
<b>EXPENSES</b>				
Cost of materials consumed	(k)	4,633,596,987	(375,268,650)	4,258,328,337
Purchases of finished, semi-finished and other products		393,613	-	393,613
Changes in stock of finished goods, work-in-progress and stock-in-trade	(k)	(150,032,918)	99,352,638	(50,680,280)

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Excise duty on sale of goods	(n)	-	2,415,287	2,415,287
Employee benefit expense	(h)(i)(k)	603,853,862	(1,186,528)	602,667,334
Finance costs	(k)	381,882,595	(765,363)	381,117,232
Depreciation and amortisation expense	(a)(b)	214,354,791	(59,921,578)	154,433,213
Other expenses	(a)(c)(k)	746,225,013	(25,632,464)	720,592,549
<b>Total Expenses</b>		<b>6,430,273,943</b>	<b>(361,006,658)</b>	<b>6,069,267,285</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>155,472,860</b>	<b>(76,121,781)</b>	<b>79,351,079</b>
Exceptional Items		-	-	-
<b>Profit/(loss) before tax</b>		<b>155,472,860</b>	<b>(76,121,781)</b>	<b>79,351,079</b>
<b>Tax Expense</b>				
Current tax				
(i) Current tax	(k)	108,090,795	(88,761,593)	19,329,202
(ii) Current tax relating to previous years	(k)	2,535,582	(2,407,385)	128,197
Deferred tax				
Deferred tax	(k)(l)	(25,375,226)	(6,839,386)	(32,214,612)
<b>Total tax expense</b>		<b>85,251,151</b>	<b>(98,008,364)</b>	<b>(12,757,213)</b>
<b>Profit/(loss) for the period</b>		<b>70,221,709</b>	<b>21,886,584</b>	<b>92,108,292</b>
<b>Other comprehensive income</b>				
that will not be recycled to profit or loss				
Remeasurements of the defined benefit plans	(h)	-	5,332,168	5,332,168
Income tax relating to items that will not be reclassified to profit or loss	(h)	-	(1,204,676)	(1,204,676)
		-	<b>4,127,492</b>	<b>4,127,492</b>
<b>Total comprehensive income for the period</b>		<b>70,221,709</b>	<b>26,014,076</b>	<b>96,235,784</b>
<b>Total comprehensive income for the period attributable to:</b>				
<b>Owners of the Company</b>		<b>60,723,388</b>	<b>27,852,148</b>	<b>88,575,536</b>
<b>Non controlling interests</b>		<b>(9,498,321)</b>	<b>17,158,569</b>	<b>7,660,248</b>

## (iii) Adjustments to the statement of cash flows

Particular	Notes	As at 31/3/2016 (end of last period presented under previous GAAP)		
		Regrouped Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	(a)(k)	420,820,025	(43,388,550)	377,431,475
Net cash flows from investing activities	(a)(k)	(215,110,844)	6,471,797	(208,639,047)
Net cash flows from financing activities	(k)	(306,230,927)	45,268,194	(260,962,733)
Net increase (decrease) in cash and cash equivalents		(100,521,746)	8,351,441	(92,170,305)
Cash and cash equivalents at beginning of period	(k)	524,337,677	15,871,240	540,208,917
Cash and cash equivalents pursuant to addition in subsidiary		(1,648,865)	-	(1,648,865)
Cash and cash equivalents at end of period	(k)	425,464,796	24,222,681	449,687,477

## Notes to reconciliations :

## (a) Leasehold Land:

Group has leasehold land in its book of accounts. As per previous GAAP (IGAAP), leasehold land was considered as Lease hold asset and was amortised over the period of lease tenure. As per Ind AS, leasehold land is considered as operating lease. Accordingly, premium paid is considered as prepayment of lease charges and same is charged to Statement of Profit and Loss over the period of lease. The prepayment is disclosed under Other non current assets / Other current assets.

## (b) Goodwill:

**Notes to the Consolidated financial statements for the year ended 31st March, 2017****(Amount in Rupees)**

As per Ind AS, Goodwill is recognised as an intangible asset with an indefinite useful life and is not amortised but tested for impairment annually or more frequently, if events or changes in circumstances indicate that it might be impaired. Accordingly, goodwill amortized, post transition date, as per previous GAAP (IGAAP) has been reversed.

Further, as per Ind AS, interest acquired in Ajanta Enterprises and Sunflower Real Estate Developers Private Limited is adjusted against reserves of the Group. Accordingly, goodwill recognised under IGAAP for acquisition of 20% stake from Marvel Housing Private Limited in Ajanta Enterprises and 100% stake in Sunflower Real Estate Developers Private Limited is adjusted against reserves of the Group.

**(c) Financial Assets:****Investments carried at fair value through Profit and Loss (FVTPL):**

Under previous GAAP, long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS, these financial assets have been classified as FVTPL. As a result, the impact of fair value on investments as on March 31, 2016 of Rs. 29,201,680 has been recognized in Statement of Profit and Loss.

**(d) Effects of transition to Ind AS on retained earnings:**

Adjustments for equity effect of all the Ind AS adjustment entries.

**(e) Investment Property:**

Under previous GAAP, there was no requirement to present investment property separately and the same was included under Property, Plant and Equipment and measured at cost less accumulated depreciation. Under Ind AS, investment property is required to be presented separately in the balance sheet and depreciation is charged on it. Accordingly, the carrying value of Property, Plant and Equipment as at March 31, 2016 of Rs. 232,770,737 and April 01, 2015 of Rs. 257,156,096 under previous GAAP has been reclassified to separate line item on the face of the balance sheet and depreciation provided based on estimated useful life.

**(f) Financial assets carried at amortized cost:**

Under the previous GAAP, interest-free security deposits (that are refundable in cash at the end of the lease term) are recognised as an asset at transaction value. Under Ind AS 109, all financial assets are required to be recorded at fair value. Accordingly the Group has fair valued these security deposits under IND AS and the difference in the fair value and the transaction value of the security deposit has been recognized as prepaid expenses. The prepaid is amortised over the period of the lease which is partially offset by the notional interest income recognized on the related security deposits.

**(g) Other Comprehensive Income:**

Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS, specified items of income, expense, gains, or losses are required to be presented in other comprehensive income.

**(h) Actuarial Gains / Losses**

Indian GAAP and Ind AS, the Group recognised cost related to its post employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit & Loss. Under Ind AS, remeasurement (comprising of actuarial gains and losses, the effect of the assets ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined liability) are recognised immediately in the Balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI).

**(i) Share Based Payments:**

Under previous GAAP, the cost of equity-settled employee share-based payments was recognized using the intrinsic value method. This did not result in recognizing any expense in profit or loss in respect of these share-based payments because the fair value of the shares on the grant date equaled the exercise price. Under Ind AS, the cost of equity-settled employee share-based payments is recognized based on the fair value of the options as on the grant date. The change does not affect total equity, but there is a decrease in profit before tax as well as total profit for the year ended March 31, 2016.

**(j) Bank Overdrafts:**

Under Ind AS, bank overdrafts which are repayable on demand and form an integral part of an entity's cash management system are included in cash and cash equivalents for the purpose of presentation of statement of cash flows. Where as under previous GAAP, there was no similar guidance and hence, bank overdrafts were considered similar to other borrowings and the movements therein were reflected in cash flows from financing activities. The effect of this is that bank overdrafts of Rs. 9,39,50,502 as at March 31, 2016 and Rs. 7,64,96,515 as at April 01, 2015, have been considered as a part of cash and cash equivalents under Ind AS for the purpose of presentation of statement of cash flows. Consequently, the cash flow from financing activities as per the statement of cash flows for the year ended March 31, 2016 prepared as per Ind AS is higher to the extent of this net movement of Rs. 1,74,53,987.

**(k) Joint Ventures**

Based on an Assessment of IND AS 111 Joint Arrangements, Cosmos Premises Private Limited, Ajanta Enterprises and Phoenix Ventures has been classified as Joint Venture and has been accounted by using the Equity Method.

Under previous GAAP, Cosmos Premises Private Limited, Ajanta Enterprises and Phoenix Ventures was classified as a jointly controlled entity and accounted by using proportionate consolidation method. Accordingly under Ind AS, total assets / liabilities are lower by Rs



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

5,351.75 lakhs as on March 31, 2016 and Rs 5,117.01 lakhs as on April 01, 2015.

**(l) Deferred Tax Assets**

Ind AS 12 requires entities to account for deferred taxes using the Balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. Deferred tax adjustments are made for deferred tax impact on account of differences between Previous GAAP and Ind AS.

**(m) Government Grants**

Under previous GAAP, government grants whose primary condition is that the Group should establish and operate manufacturing units in specified areas, were in the nature of promoters' contribution and were credited to capital reserve. Under Ind AS, such government grants are initially recognised as deferred revenue in the consolidated balance sheet and subsequently transferred to profit or loss as other income on a systematic and rational basis over the useful lives of the related assets. Consequent to this change, on the date of transition to Ind AS, out of total capital reserve of Rs. 60,74,700 as per the previous GAAP, an amount of Rs. 31,16,667 is transferred to deferred revenue in the balance sheet and the balance of Rs. 29,58,033 is adjusted in the retained earnings. The profit before tax for the year ended 31st March 2016 is increased by Rs. 4,00,000 lakhs on account of transfer of deferred revenue to other income.

**(n) Revenue**

Under previous GAAP, revenue from sale of products was presented net of excise duty under revenue from operations. Whereas, under IND AS, revenue from sale of products includes excise duty. The corresponding excise duty expense is presented separately on the face of the statement of Profit and loss. The change does not affect total equity as at April 1, 2015 and March 31, 2016 or total profit for the year ended March 31, 2016.

**Note No. - 27 Fair Value**

Set out below is the comparison by class of the carrying amounts and fair value of the Group's financial instruments

(Amount in Rupees)

Particulars	Carrying amount			Fair Value		
	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2017	March 31, 2016	March 31, 2015
<b>FINANCIAL ASSETS</b>						
<b>Financial assets measured at amortised cost</b>						
<b>Non - Current Assets</b>						
(i) Investments	509,251,651	502,083,019	505,608,951	509,251,651	502,083,019	505,608,951
(ii) Loans	228,205,368	539,174,280	781,198,850	228,205,368	539,174,280	781,198,850
(iii) Others Financial Assets	1,033,976,984	1,031,814,515	1,813,578,140	1,033,976,984	1,031,814,515	1,813,578,140
<b>Current Assets</b>						
(i) Trade receivables	2,241,037,614	2,412,400,492	2,884,918,203	2,241,037,614	2,412,400,492	2,884,918,203
(ii) Cash and cash equivalents	282,908,873	355,736,975	463,712,402	282,908,873	355,736,975	463,712,402
(iii) Bank balances other than (ii) above	381,684,237	354,575,942	65,301,034	381,684,237	354,575,942	65,301,034
(iv) Loans	815,592,821	288,440,081	183,481,518	815,592,821	288,440,081	183,481,518
(v) Others Financial Assets	688,594,653	835,694,006	692,578,696	688,594,653	835,694,006	692,578,696
<b>Financial assets measured at fair value through Statement of Profit &amp; Loss</b>						
(a) Current investments	53,021,563	210,855,727	291,547,827	53,021,563	210,855,727	291,547,827
(b) Non Current investments quoted	52,500	38,950	16,000	52,500	38,950	16,000
(b) Non Current investments unquoted	277,525,000	277,540,000	269,241,680	277,525,000	277,540,000	269,241,680
<b>FINANCIAL LIABILITIES</b>						
<b>Financial liabilities measured at amortised cost</b>						
<b>Non - Current Liabilities</b>						
(i) Borrowings	640,244,529	311,758,275	256,360,764	640,244,529	311,758,275	256,360,764
(ii) Other financial liabilities	334,007,600	334,619,398	225,470,952	334,007,600	334,619,398	225,470,952
<b>Current Liabilities</b>						
(i) Borrowings	1,378,882,362	1,468,701,278	2,353,451,684	1,378,882,362	1,468,701,278	2,353,451,684
(ii) Trade and other payables	1,641,805,867	1,842,923,427	2,173,610,552	1,641,805,867	1,842,923,427	2,173,610,552
(iii) Other financial liabilities	468,771,317	654,176,833	1,309,831,786	468,771,317	654,176,833	1,309,831,786

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**
**(Amount in Rupees)**

Financial liabilities measured at fair value through Statement of Profit & Loss						
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures	686,100,000	686,100,000	-	686,100,000	686,100,000	-

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short - term maturities of these instruments. 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.

The Group determines fair values of financial assets and financial liabilities by discounting the contractual cash inflows/outflows using prevailing interest rates of financials instruments with similar terms. The initial measurement of financial assets and financial liabilities is at fair value. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all financial assets and liabilities (other than investment in mutual funds) is at amortised cost, using the effective interest method.

**Discount rates used in determining fair value**

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Group and in case of financial assets is the average market rate of similar credit rated instrument.

The Group maintain policies and procedure to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Group internally reviews valuation, including independent price validation for certain instruments.

Fair value of financial assets and liabilities is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate fair value:

(a) Fair value of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments.

(b) Security deposit paid are evaluated by the Group based on parameters such as interest rate non performance risk of the customer. The fair value of the Group's security deposit paid are determined by estimating the incremental borrowing rate of the borrower (primarily the landlords). Such rate has been determined using discount rate that reflects the average interest rate of borrowing taken by similar credit rate companies where the risk of non performance risk is more than significant.

(c) Fair value of quoted mutual funds is based on the net assets value at the reporting date. The fair value of other financial liabilities as well as other non current financial liabilities is estimated by discounting future cash flow using rate currently applicable for debt on similar terms, credit risk and remaining maturities.

(d) The fair value of the Group's interest bearing borrowing received are determined using discount rate that reflects the entity's borrowing rate as at the end of the reporting period. The own non performance risk as at the reporting was assessed to be insignificant.

**Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities.

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed , either directly or indirectly.

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data.

The following table presents the assets and liabilities measured at fair value on recurring basis at March 31, 2017 and March 31, 2016.

Particulars	Level 1	Level 2	Level 3
<b>March 31, 2017</b>			
Investment in mutual funds	29,621,563	-	-
Equity	52,500	-	-
Investment in Optionally Convertible Redeemable Debentures	-	-	277,525,000
Zero Coupon, Rupee Denominated, Unrated, Unlisted, Secured Non Convertible Debentures	-	-	686,100,000
<b>March 31, 2016</b>			
Investment in mutual funds	1,157,897	-	-
Equity	38,950	-	-
Investment in Optionally Convertible Redeemable Debentures	-	-	277,540,000

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Zero Coupon, Rupee Denominated, Unrated, Unlisted, Secured Non Convertible Debentures	-	-	686,100,000
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During the year ended March 31, 2017, there were no transfer between Level 1 and Level 2 fair value measurement and no transfer into and out of Level 3 fair value measurement.

**Note No. - 28 Financial Instruments and Risk Review****Capital Management**

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 20% and 45%. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(Amount in Rupees)

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 01, 2015
Borrowings	2,705,226,891	2,466,559,553	2,609,812,449
Trade Payables	1,641,805,867	1,842,923,427	2,173,610,552
Less : Cash and Cash Equivalents	664,593,110	710,312,916	529,013,436
<b>Net Debt</b>	<b>3,682,439,648</b>	<b>3,312,945,451</b>	<b>3,673,125,988</b>
Equity	6,484,935,253	6,261,219,894	5,095,163,619
<b>Total Capital</b>	<b>6,484,935,253</b>	<b>5,925,393,346</b>	<b>4,774,708,209</b>
<b>Capital and Net Debt</b>	<b>10,167,374,901</b>	<b>9,238,338,797</b>	<b>8,447,834,197</b>
<b>Gearing Ratio</b>	<b>36%</b>	<b>36%</b>	<b>43%</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016.

**Financial Risk Management Framework**

Vascon Engineers Limited is exposed primarily to credit risk, liquidity risk, which may adversely impact the fair value of its financial instruments. The Group assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Group.

**i) Credit Risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade payables and borrowings. None of the financial instruments of the Group result in material concentration of credit risk.

**Exposure to credit risk**

The carrying amount of financial liability represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 496.52 Lakhs, Rs. 508.69 Lakhs and Rs. 632.01 Lakhs as of March 31, 2017, March 31, 2016 and April 01, 2015 respectively, being the total of the carrying amount of trade payables and borrowings.

**Trade receivables**

Ind AS requires expected credit losses to be measured through a loss allowance. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. The Group recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix.

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Group's exposure to customers is diversified and some customer contributes more than 10% of outstanding accounts receivable as of March 31, 2017, March 31, 2016 and April 01, 2015, however there was no default on account of those customer in the past. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

Before accepting any new customer, the Group uses an external/internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis.

The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Movement in the expected credit loss allowance:

(Amount in Rupees)

Particulars	As at	As at	As at
	March 31, 2017	March 31, 2016	April 01, 2015
Balance at the beginning of the period/year	317,756,855	245,366,313	187,134,358
Movement in the expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	27,902,317	109,654,723	127,789,703
Utilization / Reversals	(14,113,886)	(37,264,181)	(69,557,748)
Balance at the end of the period/year	331,545,285	317,756,855	245,366,313

**ii) Liquidity Risk**

a) Liquidity risk management

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following tables detail the remaining contractual maturity for its financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

(Amount in Rupees)

Particulars	March 31, 2017		
	Less than 1 Year	1-3 Years	4-5 Years
Financial liabilities			
Trade payables	1,641,805,867		
Other Financial Liabilities	468,771,317	334,007,600	
Working capital demand loans / Term loans	1,378,882,362	637,498,969	2,745,560
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures		686,100,000	

(Amount in Rupees)

Particulars	March 31, 2016		
	Less than 1 Year	1-3 Years	4-5 Years
Financial liabilities			
Trade payables	1,842,923,427		
Other Financial Liabilities	654,176,833	334,619,398	
Working capital demand loans / Term loans	1,468,701,278	311,758,275	
Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures		686,100,000	

(Amount in Rupees)

Particulars	April 1, 2015

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	Less than 1 Year	1-3 Years	4-5 Years
Financial liabilities			
Trade payables	2,173,610,552		
Other Financial Liabilities	1,309,831,786	225,470,952	
Working capital demand loans / Term loans	2,353,451,684	256,360,764	

Zero Coupon, Rupee denominated, Unrated, Unlisted, Secured, Non Convertible Debentures

**Excessive Risk Concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or having economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the Group to manage risk concentrations at both the relationship and industry levels

**iii) Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

**Foreign Currency exchange rate risk**

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar, Euro, Singapore Dollar, Great Britain Pound, Japanese Yen against the respective functional currencies of the Group. The Group, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange.

The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges these risks by using derivative financial instruments in line with its risk management policies. The information on derivative instruments is as follows.

**1) Foreign currency exposures hedged by derivatives - Rs. Nil (Previous Year - Rs. Nil)****2) Details of foreign currency exposures that are not hedged by a derivative instrument or otherwise :**

Particulars	Currency	Amount in foreign currency			Equivalent amount (Rs.)		
		For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended April 1, 2015	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended April 1, 2015
Trade Payable	AED	-	32,005	32,005	-	576,632	543,698
	BHD	11,941	9,816	-	2,053,629	1,723,024	-
	EURO	3,610	17,341	-	249,984	1,302,202	-
	GBP	1,504	807	56	121,643	76,736	5,178
	USD	168,528	184,721	112,515	10,927,118	12,253,102	7,042,420
Trade Receivables	AED	48,229	33,662	-	851,676	606,486	-
	EURO	429,766	325,300	496,782	29,760,298	24,428,562	33,537,964
	USD	1,834,743	1,956,808	3,926,309	118,962,163	129,800,749	245,750,792
AXIS Mumbai USD EEFC A/C - 913020041819734	USD	-	69,761	0.45	-	4,627,443	28
Bank of Baroda EEFC A/C - 137802000001204	USD	-	0.88	0.30	-	58	19
Bank of Maharashtra- EEFC A/c - Mahim - 60146271615	USD	0.64	0.60	0.64	42.45	40	40

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**
**(Amount in Rupees)**
**Foreign Currency Sensitivity**

The following table demonstrates the sensitivity to a reasonable possible change in USD, EUR and JPY exchange rates, with all other variables held constant, the impact on the Group's profit before tax due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

For the Period ended	Currency	Change in Rate	Effect on Pre Tax Profit
March 31, 2017	USD	+10%	10,803,509
	USD	-10%	(10,803,509)
	EURO	+10%	2,951,031
	EURO	-10%	(2,951,031)
	GBP	+10%	(12,164)
	GBP	-10%	12,164
	AED	+10%	2,467,612
	AED	-10%	(2,467,612)
	BHD	+10%	(205,363)
BHD	-10%	205,363	
March 31, 2016	USD	+10%	12,217,519
	USD	-10%	(12,217,519)
	EURO	+10%	2,312,636
	EURO	-10%	(2,312,636)
	GBP	+10%	(7,674)
	GBP	-10%	7,674
	AED	+10%	2,157,404
	AED	-10%	(2,157,404)
	BHD	+10%	(172,302)
BHD	-10%	172,302	

In Management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not affect the exposure during the year.

**Note No - 29: Share Based Payments**
**Employee stock option scheme (ESOS) - 2014**

The ESOS was approved by Board of Directors of the Company on 12th August, 2014 and thereafter by the share holders on 15th Sept, 2014. A compensation committee comprising of independent directors of the company administers the ESOS plan. Each option carries with it the right to purchase one equity share of the company. All options have been granted at a predetermined rate of Rs. 10/- per share. The maximum exercise period is 1 year from the date of vesting.

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

Particulars	FY 2016 - 17	FY 2015 - 16
Options granted, beginning of the year	35,000	2,250,000
Granted during the year	-	-
Exercised during the year	(30,000)	(2,215,000)
Cancelled/lapsed during the year	(5,000)	-
Options granted, end of the year	-	35,000
Weighted Average remaining life	-	0.42

**Employee stock option scheme (ESOS) - 2015**

The ESOS was approved by Board of Directors of the Company on 11th August 2015 and thereafter by the share holders on 29th September 2015. A compensation committee comprising of independent directors of the company administers the ESOS plan. Each option carries with it the right to purchase one equity share of the company. All options have been granted at a predetermined rate of Rs. 20/- per share. The maximum exercise period is 1 year from the date of vesting.

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

Particulars	FY 2016 - 17	FY 2015 - 16
Options granted, beginning of the year	6,400,000	-
Granted during the year	-	6,400,000
Exercised during the year	(6,323,470)	-
Cancelled/lapsed during the year	-	-
Options granted, end of the year	76,530	6,400,000
Weighted Average remaining life	0.92	1.92

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Binomial lattice option pricing model, considering the expected weighted average term of the options to be 1 year from the date of vesting, an expected dividend rate on the underlying equity shares, a risk free rate and weighted average volatility in the share price. The Group's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.

**Employee stock option scheme (ESOS) - 2016**

The ESOS was approved by Board of Directors of the Group on 17th May 2016 and thereafter by the share holders on 15th September 2016. A compensation committee comprising of independent directors of the Group administers the ESOS plan. Each option carries with it the right to purchase one equity share of the Group. All options have been granted at a predetermined rate of Rs. 20/- per share. The maximum exercise period is 1 year from the date of vesting.

Number of options granted , exercised , cancelled / lapsed during the financial year are as follows :

Particulars	FY 2016 - 17	FY 2015 - 16
Options granted, beginning of the year	6,400,000	-
Granted during the year	-	-
Exercised during the year	-	-
Cancelled/lapsed during the year	-	-
Options granted, end of the year	-	-
Weighted Average remaining life	1.75	-

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Binomial lattice option pricing model, considering the expected weighted average term of the options to be 1 year from the date of vesting, an expected dividend rate on the underlying equity shares, a risk free rate and weighted average volatility in the share price. The Group's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur. The expected volatility is based on historical volatility of the share price after eliminating the abnormal price fluctuations.

The inputs used in the measurement of the fair values at grant date of the share-based payment plans were as follows.

	Employee Share Purchase Plan		
	ESOS - 2016	ESOS - 2015	ESOS - 2014
Share price at grant date	29.60	21.40	29.75
Exercise price	20	20	10
Expected volatility	57.60%	67.42%	61.10%
Expected life / Option Life	1 Year from the date of vesting	1 Year from the date of vesting	1 Year from the date of vesting
Expected dividends yield	-	2%	2%
Risk-free interest rate (based on government bonds)	6.90%	8.40%	8.40%

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**Note 30: Disclosures under Ind AS 17**

Note	Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016	For the year ended 1 April, 2015
30	<b>Details of leasing arrangements</b>			
	<b>As Lessee</b>			
	<u>Finance Lease</u>			
30.1	The Group has entered into finance lease arrangements for certain vehicles which provide the Group an option to purchase the assets at the end of the lease period. The average lease term is 5 years (prior Year: 5 Years)			
	Reconciliation of minimum lease payments			
	<b>Future minimum lease payments</b>			
	not later than one year	18,388,097	7,722,685	7,804,311
	later than one year and not later than five years	39,656,842	11,523,381	19,260,751
	later than five years	58,044,939	19,246,066	27,065,062
		565,216	968,311	1,467,531
	Less: Unmatured finance charges	57,479,723	18,277,755	25,597,531
	<b>Present value of minimum lease payments payable</b>	18,084,994	7,319,587	7,804,321
	not later than one year	39,394,729	10,958,168	17,793,210
	later than one year and not later than five years	57,479,723	18,277,755	25,597,531
	later than five years	18,084,994	7,319,587	7,804,321
	Included in the financial statements as:	39,394,729	10,958,168	17,793,210
	- Current Borrowings	57,479,723	18,277,755	25,597,531
	- Non Current Borrowings	39,394,729	10,958,169	17,793,210
		57,479,724	18,277,756	25,597,535
	<u>Operating Lease</u>			
30.2	The Group has entered into operating lease arrangements for certain facilities and office premises. The leases are non-cancellable and are for a period of 1 to 95 years and may be renewed for a further period based on mutual agreement of the parties. The lease agreements provide for an increase in the lease payments by 5 to 10% every 2 years.			
	Future Non-Cancellable minimum lease commitments			
	not later than one year	32,361,510	33,800,478	75,442,021
	later than one year and not later than five years	49,061,607	78,073,860	112,256,932
	later than five years	10,384,197	10,583,010	19,774,024
		91,807,313	122,457,348	207,472,977
	Expenses recognised in the Statement of Profit and Loss	49,885,794	76,457,421	120,917,625



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

## Note - 31: Contingent liabilities and commitments

Contingent liabilities (to the extent not provided for)	(Amount in Rupees)		
	As at 31 March, 2017	As at 31 March, 2016	As at April 1, 2015
<b>Contingent liabilities</b>			
(a) Disputed demands for Income Tax	217,112,344	307,351,218	109,157,306
(b) Disputed demands for Service Tax / Excise Duty	25,173,011	19,183,073	46,082,818
(c) Disputed demands for Value Added Tax	151,480,197	35,724,158	31,103,150
(d) Performance and financial guarantees given by the Banks on behalf of the Group	1,201,479,324	1,493,353,225	1,745,230,169
(e) Corporate guarantees given for other companies / entities and mobilization	750,000,000	750,000,000	750,000,000
(f) Claims against the Group not acknowledged as debt	3,901,169,487	3,910,769,487	3,620,533,994
(i) In respect of claim against the Group amounting to Rs.360,00,00,000/- (Previous year Rs 360,00,00,000/-) by a party who was originally claiming interest in a property, no provision has been considered necessary by the Management in view of the legal opinion that the said claim is not tenable on various grounds.			
(ii) The Creditors of the Group have filed a civil suit claiming of Rs 1,11,49,741/- (Previous year Rs. 1,00,66,624/-) as amount due to them, which claims the Group is disputing.			
(iii) Short Levy of Stamp Duty due to misclassification of conveyance deed as development agreement amounting to Rs 8,67,370/- (Previous year Rs. 8,67,370/-) with Joint District Registrar & Collector of Stamps , Pune.			
(iv) One of the labour supplier has filed a criminal complaint in Additional Magistrate Court, Dadar, Mumbai, for recovery of his dues for Rs.3,94,840/- ( Previous year - Nil).			
(v) One of the customer has filed arbitration proceeding against the Group for loss on account of wastage i.e. excess consumption of cement and steel, loss on account of escalation of cement and steel, additional cost incurred for completing the balance work, loss for rectifying defective work, refund of amount in VAT and excess duty, loss of reputation and liquidated damages and interest, amounting to Rs. 28,67,00,100/- (Previous year - Nil).			
(vi) Reimbursement of additional electricity charges of Rs 20,57,436/- towards erstwhile lease.			
(g) In respect of a development project, as per the terms of land purchase agreement with a land vendor, an additional amount equivalent to 40% of sale proceeds will required to be paid in the event the FSI availed is in excess of 580000 Sq ft. Since such event has not occurred till the date of balance sheet, no provision is required for this additional cost.			
(h) The levy of Maharashtra Value Added Tax (MVAT) in respect of Real Estate Development sales has been subject to considerable legislative amendments, litigation and administrative action. During the pendency of special leave petition before the Hon'ble Supreme Court against the earlier Hon'ble Mumbai High Court decision, a decision has been pronounced by the Hon'ble Mumbai High Court and the matter has not reached finality. The Industry, accounting and legal fraternity is examining the implications of the decisions and the way the liability will be worked out under various options provided. In view of such uncertainties, the management has been advised that in the present scenario it is difficult to correctly determine MVAT liability payable in respect of real estate development sales executed during the period 20th June, 2006 to 31st March, 2010. The Group is currently in process of ascertaining the exact applicability of these pronouncements, contractual ability to collect MVAT from past customers and the mechanism of collection of MVAT in respect of real estate development sales executed during the period 20th June, 2006 to 31st March, 2010.			

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

i)	Others	1,514,181,748	1,514,181,748	1,514,716,681
	Maharashtra State Electricity Distribution Company Limited has raised demand dated September 17, 2014 of Rs. 1,41,81,748/- on account of unauthorised use of Electricity based on provisional assessment made. The Group has not accepted the same and legal process in respect to the above is carried on.			
	In respect of Land admesuring 13,563 sq.mtr Situated at Vadgan Sheri, Pune consent term have been entered between the land owner Rock Enterprises and the Ultimate Owner Sansara Developers India Pvt. Ltd. For about 150 Crores Payable to the Land Owner. However Due to chain of agreement the compay is also party to the case filed by the Land Owner.			
	Contingent liabilities incurred by the Group arising from its interests in a joint venture (i)	-	-	-
	Contingent liabilities incurred by the Group arising from its interests in associates	-	-	-

Note	Particulars	(Amount in Rupees)		
		As at 31 March, 2017	As at 31 March, 2016	As at April 1, 2015
	<b>Commitments</b>	₹	₹	₹
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	67,171,664	214,004,000	40,916,371

**Note 32 : Employee benefits**

**(a) Defined Contribution Plan**

The Group makes Provident Fund contributions to defined contribution plan administered by the Regional Provident Fund Commissioner. Under this scheme, the Group is required to contribute a specified percentage of payroll cost to fund the benefits. The Group has recognized Rs.25,063,999 for Provident Fund contributions (March 31, 2016 : Rs.31,594,347) and Rs 4,668,879 towards ESIC (March 31, 2016 : Rs.2,535,118) in the Statement of Profit and Loss. The provident fund and ESIC contributions payable by the Group are in accordance with rules framed by the Government from time to time.

**(b) Defined Benefit Plans:**

**Gratuity**

The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act, 1972 or the Group scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting. The Group makes annual contribution to the group gratuity scheme administered by the Life Insurance Corporation of India through its Gratuity Trust Fund.

**Defined benefit plans – as per actuarial valuation on 31st March, 2017**

Particulars	Funded Plan	
	Gratuity	
	2017	2016
<b>Service Cost</b>		
Current Service Cost	9,940,966	12,878,383
Past service cost and (gains)/losses from settlements	-	-
Net interest expense	4,244,062	3,399,166
Components of defined benefit costs reconised in profit or loss	14,185,028	16,277,549
Remeasurement on the net defined benefit liability		
Return on plan assets (excluding amunt included in net interest expense)	175,271	1,388,392
Actuarial gains and loss arising form changes in financial assumptions	1,262,084	-366,144
Actuarial gains and loss arising form experience adjustments	-2,873,668	-6,354,416
Actuarial gains and loss arising from demographic adjustments	-4,687,689	-

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Particulars	Funded Plan	
	Gratuity	
	2017	2016
Componenets of defined benefit costs recognised in other comprehensive income	-6,124,002	-5,332,168
<b>Total</b>	<b>8,061,026</b>	<b>10,945,381</b>
<b>I. Net Asset/(Liability) recognised in the Balance Sheet as at 31st March</b>		
1. Present value of defined benefit obligation as at 31st March	67,151,225	61,003,331
2. Fair value of plan assets as at 31st March	5,572,952	7,467,784
3. Surplus/(Deficit)	-61,578,274	-53,535,547
4. Current portion of the above	61,578,274	53,535,547
5. Non current portion of the above	5,572,952	7,467,784
<b>II. Change in the obligation during the year ended 31st March</b>		
1. Present value of defined benefit obligation at the beginning of the year	-20,269,563	-14,034,945
2. Add/(Less) on account of Scheme of Arrangement/Business Transfer	-	-
3. <i>Expenses Recognised in Profit and Loss Account</i>	-	-
- Current Service Cost	-4,028,650	-2,531,037
- Past Service Cost	-	-
- Interest Expense (Income)	-1,577,297	-940,072
4. <i>Recognised in Other Comprehensive Income</i>	-	-
<i>Remeasurement gains / (losses)</i>	-	-
- Actuarial Gain (Loss) arising from:	-	-
i. Demographic Assumptions	-4,538,923	-
ii. Financial Assumptions	6,015,376	84,654
iii. Experience Adjustments	3,593,010	-2,331,720
5. Benefit payments	-2,253,100	-516,443
6. Others (Specify)	-	-
<b>7. Present value of defined benefit obligation at the end of the year</b>	<b>-23,059,147</b>	<b>-20,269,563</b>
<b>III. Change in fair value of assets during the year ended 31st March</b>		
1. Fair value of plan assets at the beginning of the year	7,467,784	13,035,456
2. Add/(Less) on account of Scheme of Arrangement/Business Transfer	-	-
3. <i>Expenses Recognised in Profit and Loss Account</i>	-	-
- Expected return on plan assets	38,986	133,105
4. <i>Recognised in Other Comprehensive Income</i>	-	-
<i>Remeasurement gains / (losses)</i>	-	-
- Actual Return on plan assets in excess of the expected return	381,752	-548,487
- Others (specify)	-	-
5. Contributions by employer (including benefit payments recoverable)	18,300	1,526,211
6. Benefit payments	-2,333,870	-6,678,501
<b>7. Fair value of plan assets at the end of the year</b>	<b>5,572,952</b>	<b>7,467,784</b>
<b>IV. The Major categories of plan assets</b>		
- List the plan assets by category here	100%	100%

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**Maturity Profile of Defined Benefit Obligation:**

Year Ending March 31	Expected Benefit Payment Rounded to the nearest thousand (in Rs.)
2018	21,238,458
2019	10,820,569
2020	10,425,381
2021	8,384,106
2022	8,381,628
2023-2027	36,713,535

A. Effect of 1 % change in the assumed discount rate	1% Increase	1% Decrease
	March 31, 2017	March 31, 2016
Defined Benefit Obligation	86,925,989	91,657,003

B. Effect of 1 % change in the assumed Salary Escalation Rate	1% Increase	1% Decrease
	March 31, 2017	March 31, 2016
Defined Benefit Obligation	91,433,594	87,058,011

C. Effect of 1 % change in the assumed Withdrawal Rate	1% Increase	1% Decrease
	March 31, 2017	March 31, 2016
Defined Benefit Obligation	88,478,921	90,139,417

V. Experience Adjustments :	Period Ended	
	2017	2016
	<b>Gratuity</b>	
1. Defined Benefit Obligation	67,151,225	61,003,331
2. Fair value of plan assets	5,572,952	7,467,784
3. Surplus/(Deficit)	-61,578,274	-53,535,547
4. Experience adjustment on plan liabilities [(Gain)/Loss]	-2,873,668	-6,354,416
5. Experience adjustment on plan assets [Gain]/(Loss)]	3,483,081	383,851

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

The estimate of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**Note 33 : Significant estimates and assumptions**
**Estimates and Assumptions**

The preparation of the Group's financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the acgrouping disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the group. Such changes will be reflected in the assumptions when they occur.

**Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or Cash Generating Unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amounts sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**Defined Benefit Plans (Gratuity Benefits)**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. 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.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publically available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Details about gratuity obligations are given in Note 32.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, the fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value target and the discount factor.

The Group has valued its financial instruments through profit & loss which involves significant judgements and estimates such as cash flows for the period for which the instrument is valid, EBITDA of investee group, fair value of share price of the investee group on meeting certain requirements as per the agreement, etc. The determination of the fair value is based on expected discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

**Notes forming part of the financial statements****Note 34 : Related Party Transactions****I Names of related parties**

1. Joint Ventures
  - Phoenix Ventures
  - Cosmos Premises Private Limited
  - Ajanta Enterprises
  - Vascon Qatar WLL
2. Associates
  - Mumbai Estate Private Limited
3. Key Management Personnel
  - Mr. R. Vasudevan
  - Dr Santosh Sundararajan
  - Mr. D.Santhanam
  - Mr.M.Krishnamurthi
4. Relatives of Key Management Personnel
  - Mrs. Lalitha Vasudevan
  - Ms. Soumya Vasudevan
  - Mrs. Thangam Moorthy
  - Mrs. Lalitha Sundararajan
  - Mr. Siddarth Vasudevan
  - Mrs Shilpa Shivram
  - Mrs. Sailaxmi Santhanam Mudaliar
  - Ms Mathangi Krishnamuthy
  - Ms Aishwarya Santhanam
  - Mrs. K Jeyanthi
5. Establishments where in which individuals in serial number (3) and (4) exercise significant Influence
  - Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

- Vastech Consultants Private Limited
- Vastech consultants and engineers LLP
- Vatsalya Enterprises Private Limited
- Bellflower Premises Private Limited
- Cherry Construction Private Limited
- Stresstech Engineers Pvt Ltd.
- Syringa Engineers Private Limited ( Formerly known as Syringa Properties Private Limited)
- Vascon Infrastructure Limited
- Venus Ventures
- Seraphic Design Private Limited
- D. Santanam (HUF)
- M krishnamurthi (HUF)

**II Related party transactions**

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>(a) Sales and work</b>	<b>143,249,296</b>	<b>264,315,602</b>	<b>175,090,127</b>
<b>Joint Ventures</b>			
Phoenix Ventures	37,769,263	-	-
Ajanta Enterprises	67,651,924	199,691,587	107,417,052
<b>Total</b>	<b>105,421,187</b>	<b>199,691,587</b>	<b>107,417,052</b>
<b>Associates</b>			
Angelica Properties Private. Limited.	-	-	260,000
<b>Total</b>	<b>-</b>	<b>-</b>	<b>260,000</b>
<b>Key management Personnel</b>			
Mr. R. Vasudevan	-	-	-
Dr Santosh Sundararajan	-	-	4,229,701
<b>Total</b>	<b>-</b>	<b>-</b>	<b>4,229,701</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)	13,644,706	39,008,759	13,615,530
Stresstech Engineers Private Limited	-	-	-
Cherry Constructions Private Limited.	24,183,403	25,615,256	49,567,844
<b>Total</b>	<b>37,828,109</b>	<b>64,624,015</b>	<b>63,183,374</b>
<b>(b) Interest Income/commission Received/Dividend Received</b>	<b>39,171,277</b>	<b>-</b>	<b>-</b>
<b>Joint Venture</b>			
Ajanta Enterprises	30,386,177	-	-
Cosmos Premises Private Limited-dividend received	8,785,100	-	-
<b>Total</b>	<b>39,171,277</b>	<b>-</b>	<b>-</b>
<b>(c) Interest Expense</b>	<b>15,076,336</b>	<b>18,732,018</b>	<b>46,320,801</b>
<b>Joint Venture</b>			
Ajanta Enterprises	2,363,291	5,922,505	35,250,916
<b>Total</b>	<b>2,363,291</b>	<b>5,922,505</b>	<b>35,250,916</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Stresstech Engineers Private Limited	73,788	202,500	257,240
Vastech Consultants Private Limited	1,002,160	1,033,296	1,173,770
D Santhanam- HUF	125,000	129,211	-
Flora Facilities Private Limited	8,326,870	3,471,781	-
M. Krishnamurthi (HUF)	149,350	284,217	-
<b>Total</b>	<b>9,677,168</b>	<b>5,121,005</b>	<b>1,431,010</b>
<b>Relatives of Key Management Personnel</b>			
Mr. Siddarth Vasudevan	135,450	75,155	39,945

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Mrs. Mathangi Krishnamurthi	-	-	111,544
Ms. Sailaxmi Santhanam Mudaliar	50,000	50,130	72,481
Ms. Aishwarya Santhanam Mudaliar	77,550	-	-
Mrs. Thangam Moorthy	175,960	239,707	365,753
<b>Total</b>	<b>438,960</b>	<b>364,992</b>	<b>589,723</b>
<b>Key Management Personnel</b>			
Mr. R. Vasudevan	-	4,117,616	6,138,186
Mr. Santosh Sundararajan	2,187,927	2,712,528	2,363,764
D Santhanam	408,990	493,372	547,202
<b>Total</b>	<b>2,596,917</b>	<b>7,323,516</b>	<b>9,049,152</b>
<b>(d) Purchase of Goods / Work/Rent</b>	<b>42,003,457</b>	<b>61,222,328</b>	<b>45,062,471</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Bellflower Premises Private Limited	-	-	3,600,000
Vatsalya Enterprises Private Limited	-	-	3,600,000
<b>Rent</b>			
Flora Facilities Private Limited	23,759,614	23,408,436	12,623,530
<b>Works</b>			
Stresstech Engineers Private Limited	16,546,851	22,727,172	24,512,389
Vastech Consultants & Engineers LLP	1,696,992	15,086,720	726,552
<b>Total</b>	<b>42,003,457</b>	<b>61,222,328</b>	<b>45,062,471</b>
<b>(e) Receiving of Services</b>	<b>166,881,209</b>	<b>51,626,132</b>	<b>191,090,097</b>
<b>Key Management Personnel</b>			
Mr R Vasudevan			
a) Short term benefits	12,000,000	(45,292,462)	117,452,862
b) Post Employment benefits*	598,523	2,016,923	2,016,923
Dr Santosh Sundararajan			
a) Short term benefits	40,582,518	26,535,720	32,518,000
b) Post Employment benefits	21,600	2,285,280	1,987,200
c) Share based payments	71,990,528	19,888,072	-
Mr. D.Santhanam			
a) Short term benefits	6,824,736	6,525,320	7,323,840
b) Post Employment benefits*	21,600	326,016	326,016
c) Share based payments	5,380,740	4,255,123	-
Mr.M.Krishnamurthi			
a) Short term benefits	5,844,960	5,273,209	5,827,000
b) Post Employment benefits*	21,600	262,560	259,200
c) Share based payments	5,196,730	4,255,054	-
<b>Total</b>	<b>148,483,535</b>	<b>26,330,815</b>	<b>167,711,041</b>
*Post employment benefit represents contribution to provident fund. As Gratuity expense is based on actuarial valuations, the same cannot be computed for individual employees and hence not included			
<b>Relatives of Key Management Personnel</b>			
Mr. Siddarth Vasudevan	13,722,840	18,357,400	9,320,000
Mrs. Sailaxmi Santhanam Mudaliar	-	10,000	18,000
Mrs.Shilpa Sivram	64,000	130,500	277,420
Ms. Aishwarya Sathanam	52,000	-	-
Mrs.Lalitha Sundararajan	15,000	-	-

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Mrs. K Jeyanthi	21,000	-	25,200
<b>Total</b>	<b>13,874,840</b>	<b>18,497,900</b>	<b>9,640,620</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited	-	-	399,431
Vastech Consultants Private Limited	4,514,834	4,942,041	13,339,005
D Santhanam-HUF	8,000	34,000	-
Seraphic Designs Private Limited	-	1,821,376	-
<b>Total</b>	<b>4,522,834</b>	<b>6,797,417</b>	<b>13,738,436</b>
<b>(f) Share of Profit from AOP/Firm</b>	<b>88,559,213</b>	<b>155,190,765</b>	<b>100,841,242</b>
<b>Joint Ventures</b>			
Phoenix Ventures	-	771,482	-
Ajanta Enterprises	88,559,213	154,419,283	100,841,242
<b>Total</b>	<b>88,559,213</b>	<b>155,190,765</b>	<b>100,841,242</b>
<b>(g) Share of Loss from AOP/Firm</b>	<b>7,096,740</b>	<b>-</b>	<b>3,077,824</b>
<b>Joint Ventures</b>			
Phoenix Ventures	7,096,740	-	1,977,980
Weikfield ITCITI Info Park (AOP)	-	-	1,099,844
<b>Total</b>	<b>7,096,740</b>	<b>-</b>	<b>3,077,824</b>
<b>(h) Reimbursement of expenses</b>	<b>19,644,720</b>	<b>26,355,764</b>	<b>12,590,637</b>
<b>Joint Ventures</b>			
Ajanta Enterprises	11,373,320	11,225,592	11,783,077
Cosmos Premises Private Limited	7,501,500	14,381,100	-
Phoenix Ventures	600,000	600,000	609,924
<b>Total</b>	<b>19,474,820</b>	<b>26,206,692</b>	<b>12,393,001</b>
<b>Key Management Personnel</b>			
Dr Santosh Sundararajan	63,300	40,800	57,800
M. Krishnamurthi	45,800	40,800	70,275
D Santhanam	60,800	67,472	69,561
<b>Total</b>	<b>169,900</b>	<b>149,072</b>	<b>197,636</b>
<b>(i) Finance Provided (including equity contributions in cash or in kind)/ repayment of loan/repayment of fixed deposit</b>	<b>184,122,202</b>	<b>329,768,748</b>	<b>587,396,025</b>
<b>Joint Ventures</b>			
Phoenix Ventures	3733912	11,371,210	14,594,418
Just Homes (AOP)	2792304	4,253,011	445,051
Ajanta Enterprises	110725222	25,592,251	164,965,134
<b>Total</b>	<b>117,251,438</b>	<b>41,216,472</b>	<b>180,004,603</b>
<b>Associates</b>			
Mumbai Estate Private Limited	-	-	1,000,000
Angelica PropertiersPrivate. Limited.	-	-	19,895,242
<b>Total</b>	<b>-</b>	<b>-</b>	<b>20,895,242</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Stresstech Engineers Private Limited	1,980,175	-	6,025,724



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Vastech Consultants Private Limited	11,841,270	-	13,317,377
Sunflower Real Estate Developers Private Limited	-	-	352,413,079
Flora Facilities Private Limited	25,018,012	-	-
M. Krishnamurthi (HUF)	1,684,405	2,055,794	-
Venus Ventures	-	-	5,000,000
D.Santhanam (HUF)	-	100,000	-
<b>Total</b>	<b>40,523,862</b>	<b>2,155,794</b>	<b>376,756,180</b>
Relatives of Key Management Personnel			
Mr. Siddarth Vasudevan	-	-	-
Ms. Mathangi Krishnamurthi	-	-	1,175,000
Ms. Sailaxmi Santhanam Mudaliar	-	-	-
Mrs. Thangam Moorthy	1,500,000	1,500,000	-
<b>Total</b>	<b>1,500,000</b>	<b>1,500,000</b>	<b>1,175,000</b>
Key Management Personnel			
Mr. R. Vasudevan	4,546,902	273,354,482	-
Mr. Santosh Sundararajan	18,900,000	9,942,000	8,565,000
D Santhanam	1,400,000	1,600,000	-
<b>Total</b>	<b>24,846,902</b>	<b>284,896,482</b>	<b>8,565,000</b>
<b>(j) Finance availed /Received back(including equity contributions in cash or in kind)</b>	<b>67,513,840</b>	<b>209,201,792</b>	<b>295,400,614</b>
<b>Joint Ventures</b>			
Phoenix Venture	-	973,001	500,000
Just Homes AOP	-	800,000	-
Ajanta Enterprises	44,799,610	-	-
<b>Total</b>	<b>44,799,610</b>	<b>1,773,001</b>	<b>500,000</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>			
Flora Facilities Private Limited	20,000,000	50,000,000	-
Vastech Consultants Private Limited	-	-	14,000,000
Sunflower Real Estate Dev Private Limited	-	-	128,570,614
Stresstech Engineers Private Limited	2,214,230	-	7,500,000
Venus Ventures	-	1,300,000	27,430,000
<b>Total</b>	<b>22,214,230</b>	<b>51,300,000</b>	<b>177,500,614</b>
<b>Relatives of Key Management Personnel (Through Fixed Deposit)</b>			
Mr. Siddarth Vasudevan (Through Fixed Deposit)	500,000	-	600,000
Mr. Siddarth Vasudevan (Others)	-	493,791	-
<b>Total</b>	<b>500,000</b>	<b>493,791</b>	<b>600,000</b>
<b>Key Management Personnel</b>			
Mr. R. Vasudevan	-	154,535,000	115,000,000
Mr. Santosh Sundararajan	-	1,100,000	-
D Santhanam	-	-	1,800,000
<b>Total</b>	<b>-</b>	<b>155,635,000</b>	<b>116,800,000</b>
<b>(k) Outstanding corporate / bank guarantees given</b>	<b>-</b>	<b>100,000,000</b>	<b>200,000,000</b>
<b>Joint Ventures</b>			

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Phoenix Ventures	-	100,000,000	100,000,000
Cosmos Premises Private Limited	-	-	100,000,000
<b>Total</b>	<b>-</b>	<b>100,000,000</b>	<b>200,000,000</b>
<b>(I) Outstanding as on</b>			
<b>A) Receivable to Vascon Engineers Limited</b>	<b>935,032,136</b>	<b>826,229,850</b>	<b>903,008,391</b>
<b>Joint Ventures</b>	<b>558,427,622</b>	<b>466,204,762</b>	<b>234,005,345</b>
<b>a) Sundry Debtors</b>			
Just Homes (AOP)	13,375,290	13,375,290	13,375,290
Phoenix Ventures	103,849,576	63,311,405	62,731,671
Ajanta Enterprises	4,934,869	45,667,637	-
<b>Total</b>	<b>122,159,735</b>	<b>122,354,332</b>	<b>76,106,961</b>
<b>b) Loans &amp; Advances</b>			
Phoenix Ventures	26,732,695	22,998,783	12,600,574
Ajanta Enterprises	5,000,000	-	-
<b>Total</b>	<b>31,732,695</b>	<b>22,998,783</b>	<b>12,600,574</b>
<b>c) Balance in capital and current accounts</b>			
Phoenix Ventures	62,193,539	69,290,280	68,518,798
Ajanta Enterprises	341,965,077	251,561,367	76,779,012
<b>Total</b>	<b>404,158,616</b>	<b>320,851,647</b>	<b>145,297,810</b>
<b>d) Reimbursement of expenses</b>			
Cosmos Premises Private Limited	376,576	-	-
<b>Total</b>	<b>376,576</b>	<b>-</b>	<b>-</b>
<b>Associates</b>	<b>256,300,010</b>	<b>256,300,010</b>	<b>256,603,346</b>
<b>a) Loans &amp; Advances</b>			
Mumbai Estate Private Limited	256,300,010	256,300,010	256,300,010
<b>Total</b>	<b>256,300,010</b>	<b>256,300,010</b>	<b>256,300,010</b>
<b>b) Sundry Debtors</b>			
Angelica Properties Private Limited	-	-	266,136
<b>Total</b>	<b>-</b>	<b>-</b>	<b>266,136</b>
<b>c) Share Application money</b>			
Angelica Properties Private Limited	-	-	37,200
<b>Total</b>	<b>-</b>	<b>-</b>	<b>37,200</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>	<b>115,387,046</b>	<b>98,704,151</b>	<b>407,482,245</b>
<b>a) Sundry Debtors</b>			
Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited)	15,730,292	3,241,312	14,608,267
Cherry Constructions Private Limited.	37,057,770	31,020,052	28,254,969
<b>Total</b>	<b>52,788,062</b>	<b>34,261,364</b>	<b>42,863,236</b>
<b>b) Loans &amp; Advances ( Including deposits and trade advances)</b>			
Vastech Consultants Private Limited	1,500,000	3,343,803	40,000,000
Bellflower Premises Private Limited	5,000,000	5,000,000	5,000,000
Flora Facilities Private Limited	12,500,000	12,500,000	12,500,000
Vatsalya Enterprises Private Limited	5,000,000	5,000,000	14,900,000
Venus Ventures	38,598,984	38,598,984	39,898,984
Sunflower Real Estate Developers Private Limited	-	-	252,124,601
Syringa Engineers Private Limited	-	-	195,424
<b>Total</b>	<b>62,598,984</b>	<b>64,442,787</b>	<b>364,619,009</b>
<b>Key Management Personnel</b>	<b>4,917,458</b>	<b>5,020,928</b>	<b>4,917,456</b>
<b>a) Sundry Debtors</b>			

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Mr. R. Vasudevan	-	103,470	-
Mr.Santosh Sundararajan	4,917,458	4,917,458	4,917,456
<b>Total</b>	<b>4,917,458</b>	<b>5,020,928</b>	<b>4,917,456</b>
<b>B) Receivable from Vascon Engineers Limited</b>	<b>451,365,911</b>	<b>521,668,629</b>	<b>653,514,595</b>
<b>Joint Venture</b>	<b>361,155,270</b>	<b>389,204,546</b>	<b>362,400,585</b>
<b>a) Loans &amp; Advances</b>			
Cosmos Premises Private Limited	5,000,000	-	-
Ajanta Enterprises	-	30,256,972	-
Just Homes (AOP)	356,155,270	358,947,574	362,400,585
<b>Total</b>	<b>361,155,270</b>	<b>389,204,546</b>	<b>362,400,585</b>
<b>Key Management Personnel</b>	<b>8,672,495</b>	<b>34,437,657</b>	<b>231,516,188</b>
<b>a) For Services Received</b>			
Mr. R Vasudevan	89,071	-	76,292,024
Santosh Sundararajan	-	4,781,716	4,981,107
M. Krishnamurthi	-	1,352,626	1,028,603
D Santhanam	1,488,400	1,698,005	1,270,330
<b>Total</b>	<b>1,577,471</b>	<b>7,832,347</b>	<b>83,572,064</b>
<b>b) Advance from Customers</b>			
R Vasudevan	4,773,090	-	-
<b>Total</b>	<b>4,773,090</b>	<b>-</b>	<b>-</b>
<b>c) For Deposit Received</b>			
Mr. R Vasudevan	-	-	115,000,000
Dr.Santosh Sundararajan	-	18,900,000	27,742,000
D Santhanam	2,000,000	3,400,000	5,000,000
<b>Total</b>	<b>2,000,000</b>	<b>22,300,000</b>	<b>147,742,000</b>
<b>d) Expenses reimbursement</b>			
M. Krishnamurthi	-	17,000	39,565
D Santhanam	23,800	29,342	16,809
Mr.Santosh Sundararajan	-	10,200	145,750
<b>Total</b>	<b>23,800</b>	<b>56,542</b>	<b>202,124</b>
<b>e) Loans and advances</b>			
Mr. R Vasudevan	298,134	4,248,768	-
<b>Total</b>	<b>298,134</b>	<b>4,248,768</b>	<b>-</b>
<b>Enterprise where KMP &amp; Relatives of KMP significant influence</b>	<b>70,869,813</b>	<b>91,800,545</b>	<b>54,030,269</b>
<b>a) Sundry Creditors</b>			
Vatsalya Enterprises Private Limited	-	-	2,904,942
Flora Facilities Private Limited (Formerly known as Flora Premises Private Limited))	5,298,191	3,133,590	9,777,678
Stresstech Engineers Private Limited	4,643,853	12,492,238	15,633,179
Bellflower Premises Private Limited	-	-	3,024,719
Seraphic Design Private Limited	48,982	330,000	-
Vastech Consultants & Engineers LLP	5,143,238	10,396,477	653,897
D. Santhanam HUF	12,600	12,600	-
Vastech Consultants Private Limited	-	-	9,194,978
<b>Total</b>	<b>15,146,864</b>	<b>26,364,905</b>	<b>41,189,393</b>
<b>b) Loans/(Advances)</b>			
Flora Facilities Private Limited	52508719	50,032,548	-

# VASCON ENGINEERS LIMITED

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Stresstech Engineers Private Limited	2214230	1,913,766	1,731,516
Vascon Infrastructure Limited	-	-	-
Vastech Consultants Private Limited	-	10,939,326	10,009,360
<b>Total</b>	<b>54,722,949</b>	<b>62,885,640</b>	<b>11,740,876</b>
<b>c) Deposit Received</b>			
M. Krishnamurthi	-	1,550,000	-
D. Santhanam HUF	1,000,000	1,000,000	1,100,000
<b>Total</b>	<b>1,000,000</b>	<b>2,550,000</b>	<b>1,100,000</b>
<b>Relatives of Key Management Personnel</b>	<b>10,668,333</b>	<b>6,225,881</b>	<b>5,567,553</b>
<b>a) Deposits Recd.</b>			
Mr. Siddarth Vasudevan	1,100,000	600,000	600,000
Mrs. Sailaxmi Santhanam Mudaliar	400,000	400,000	400,000
Mrs. Thangam Moorthy	-	1,500,000	3,000,000
Ms. Aishwarya Santhanam	800,000	-	-
<b>Total</b>	<b>2,300,000</b>	<b>2,500,000</b>	<b>4,000,000</b>
<b>b) For services received</b>			
Siddharth Vasudevan	8,368,333	3,169,090	1,567,553
<b>Total</b>	<b>8,368,333</b>	<b>3,169,090</b>	<b>1,567,553</b>
<b>c) Loans /(Advances)</b>			
Mr. Siddarth Vasudevan	-	493,791	-
<b>Total</b>	<b>-</b>	<b>493,791</b>	<b>-</b>
<b>d) Sundry Creditors</b>			
MRs. Shilpa Sivram	-	63,000	-
<b>Total</b>	<b>-</b>	<b>63,000</b>	<b>-</b>

### Notes:-

- Related party relationships are as identified by the Company on the basis of information available and accepted by the auditors.
- No provision have been made in respect of receivable from related party as at March 31, 2017.

### Note 35 : Disclosure of additional information as required by the Schedule III

#### a) As at and for the year ended March 31, 2017 :

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated profit or loss	Amount
<b>Parent</b>								
Vascon Engineers Limited	55%	3,550,216,790	-332%	(40,125,792)	97%	5,833,849	-189%	(34,291,943)
<b>Subsidiaries</b>								
Sunflower Real Estate Developers Private Limited	6%	375,823,053	628%	75,979,470			419%	75,979,470
Shreyas Strategists Private Limited	0%	20,924,806	-5%	(577,953)			-3%	(577,953)
Sansara Developers Private Limited	19%	1,240,131,572	-3%	(306,033)			-2%	(306,033)
Marvel Housing Private Limited	0%	15,346,939	-17%	(2,086,746)			-12%	(2,086,746)
Vascon Dwelling Private Limited	3%	195,650,367	-76%	(9,162,663)			-51%	(9,162,663)
IT-Citi Infopark Private Limited	0%	1,311,566	-1%	(108,276)			-1%	(108,276)
Windflower Properties Private Ltd	0%	6,130,938	-2%	(264,166)			-1%	(264,166)
Floriana Properties Private Limited	1%	63,446,210	0%	(33,808)			0%	(33,808)
Vascon Pricol Infrastructure Limited	2%	129,315,003	128%	15,515,478			86%	15,515,478
Greystone Premises Private Limited	-2%	(119,256,904)	8%	954,915			5%	954,915
GMP Technical Solutions Private Limited	10%	661,304,078	-206%	(24,962,095)	3%	165,094	-137%	(24,797,001)
Angelica Properties Private Limited	1%	60,023,728	23%	2,786,957			15%	2,786,957
Just Homes (India) Pvt. Ltd	-4%	(227,262,962)	-8%	(991,369)			-5%	(991,369)
Almet Corporation Limited	2%	148,307,149	-17%	(2,083,668)			-11%	(2,083,668)
Marathawada Realtors Private Limited	3%	219,272,783	-18%	(2,201,740)			-12%	(2,201,740)

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

<b>Joint Ventures</b>								
Cosmos Premises Private Limited	0%	25,146,464	64%	7,778,468			43%	7,778,468
<b>Non Controlling Interest</b>	2%	119,103,673	-66%	(8,011,748)	0%	29,134	-44%	(7,982,614)
<b>Total</b>	100%	6,484,935,251	100%	12,099,232	100%	6,028,077	100%	18,127,309

## a) As at and for the year ended March 31, 2016 :

Name of the entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated profit or loss	Amount
<b>Parent</b>								
Vascon Engineers Limited	49%	3,045,325,923	-26%	(24,171,391)	41%	1,688,260	-23%	(22,483,131)
<b>Subsidiaries</b>								
Sunflower Real Estate Developers Private Limited	5%	343,992,752	49%	45,500,193			47%	45,500,193
Shreyas Strategists Private Limited	0%	21,479,794	-2%	(2,257,018)			-2%	(2,257,018)
Sansara Developers Private Limited	20%	1,239,555,836	0%	(409,279)			0%	(409,279)
Marvel Housing Private Limited	0%	3,900,927	0%	(52,451)			0%	(52,451)
Vascon Dwelling Private Limited	5%	324,630,647	24%	21,777,187			23%	21,777,187
IT-Citi Infopark Private Limited	0%	1,319,998	-1%	(598,205)			-1%	(598,205)
Windflower Properties Private Ltd	0%	6,305,206	-1%	(534,849)			-1%	(534,849)
Floriana Properties Private Limited	1%	63,444,808	0%	(103,325)			0%	(103,325)
Vascon Pricol Infrastructure Limited	3%	167,482,625	5%	4,559,327			5%	4,559,327
Greystone Premises Private Limited	0%	(6,412,125)	0%	(349,714)			0%	(349,714)
GMP Technical Solutions Private Limited	13%	786,910,705	48%	44,588,946	50%	2,073,347	48%	46,662,293
Angelica Properties Private Limited	0%	(3,268,817)	-2%	(2,298,496)			-2%	(2,298,496)
Just Homes (India) Pvt. Ltd	-4%	(228,483,607)	-2%	(1,684,767)			-2%	(1,684,767)
Almet Corporation Limited	2%	131,821,616	-2%	(2,174,818)			-2%	(2,174,818)
Marathawada Realtors Private Limited	3%	218,149,486	-2%	(2,018,566)			-2%	(2,018,566)
<b>Joint Ventures</b>								
Cosmos Premises Private Limited	0%	17,977,833	5%	5,041,155			5%	5,041,155
<b>Non Controlling Interest</b>	2%	127,086,288	8%	7,294,363	9%	365,885	8%	7,660,248
<b>Total</b>	100%	6,261,219,894	100%	92,108,291	100%	4,127,492	100%	96,235,783

## Note No. 36 - Business Combinations

## (a) Business Acquired

On August 31, 2015 the Company acquired 100% stake in Sunflower Real Estate Developers Private Limited and Shreyas Strategies Private Limited for an amount of Rs. 10,000,000 and Rs 100,000 respectively.

Name of the Company	Principal Activity	Date of Acquisition	Proportion of voting equity interest acquired	Consideration transferred [Refer Note (d)] - Rs. Lakhs
Sunflower Real Estate Developers Private Limited	Real Estate Business	August 31, 2015	100%	100
Shreyas Strategies Private Limited	Real Estate Business	August 31, 2015	100%	1
Angelica Properties Private Limited	Real Estate Business	April 14, 2015	100%	302.06

(b) Consideration Transferred	Sunflower Real Estate Developers Private Limited	Shreyas Strategies Private Limited	Angelica Properties Private Limited
Transfer through Bank	10,000,000	100,000	30,206,000
<b>Total Consideration</b>	<b>10,000,000</b>	<b>100,000</b>	<b>30,206,000</b>

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

**(c) Assest Acquired and liabilities recognised at the date of acquisition**

Particulars	Sunflower Real Estate Developers Private Limited	Shreyas Strategies Private Limited	Angelica Properties Private Limited
<i>Current Assets</i>			
Cash and & cash equivalents	1,025,065	216,543	407,257
Trade and other receivables	344,258,900		
Inventories	61,991,729	1,238,755,943	
Other Current Assets	31,666,433	2,114,857	56,052,628
<i>Non-current assets</i>	-	-	-
Plant and equipment			
<i>Current liabilities</i>			
Trade and other payables	44,074,765	472,757,779	
Other Current liabilities	189,703,218	725,390,041	3,735,958
<i>Non-current liabilities</i>	273,715,749	68,866,994	

Deferred tax liabilities

**(d) Goodwill arising on acquisition**

A qualitative description of the factors that make up the goodwill recognised, such as expected synergies from combining operations of the acquiree and the acquirer, intangible assets that do not qualify for separate recognition or other factors.

The total amount of goodwill that is expected to be deductible for tax purposes is required to be disclosed.

Particulars	Sunflower Real Estate Developers Private Limited	Shreyas Strategies Private Limited	Angelica Properties Private Limited
Consideration transferred	10,000,000	100,000	30,206,000
Less : Fair Value of net assets acquired	(68,552,000)	(25,961,000)	52,723,927
<b>Goodwill / (Capital Reserve) Arising on acquisition</b>	<b>78,552,000</b>	<b>26,061,000</b>	<b>(22,517,927)</b>

**Note No. 37 - Investment in Joint Arrangements**

**(a) Details of Material Joint Ventures**

Details of each of the Company's joint ventures at the end of the reporting period are as follows:

Name of associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/ voting rights held by the Company (%)			Quoted (Y/N)
			31-Mar-17	31-Mar-16	01-Apr-15	
Ajanta Enterprises	Real Estate	Pune	50%	50%	50%	N
Phoenix Ventures	Real Estate	Pune	50%	50%	50%	N
Cosmos Premises Private Limited	Hospitality	Goa	44%	44%	44%	N

All of the above Joint Ventures are accounted for using the equity method in these financial statements.

Summarised financial information in respect of Ajanta Enterprise is set out below.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Current assets	90,245,238	82,112,776	59,330,094
Non-current assets	168,924,547	155,300,953	164,771,846
Current liabilities	46,234,331	40,296,510	26,719,503
Non-current liabilities	3,690,249	4,227,552	10,245,922
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	57,335,325	42,833,659	25,263,610
Current financial liabilities (excluding trade and other payables and provisions)	16,186,422	22,631,029	18,383,495
Non-current financial liabilities (excluding trade and other payables and provisions)	2,329,076	3,165,136	9,600,233

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Revenue	168,709,636	159,184,263	
Profit (loss) for the year	17,746,905	10,110,625	
Other comprehensive income for the year	-	-	
Total comprehensive income for the year	17,746,905	10,110,625	
Dividends received from the joint venture during the year	8,781,349	-	
<b>The above profit (loss) for the year includes the following:</b>			
Depreciation and amortisation	15,487,014	15,138,569	
Interest income	-	-	
Interest expense	411,459	632,144	
Income tax expense (income)	7,949,967	13,144,435	

Reconciliation of the above summarised financial information to the carrying amount of the interest in the Ajanta Enterprise recognised in the consolidated financial statements.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Net assets of Ajanta Enterprise	688,723,199	416,143,085	241,804,066
Proportion of the Company's ownership interest in Ajanta Enterprise	50%	50%	50%
Receivables / (Payable) from / to Partners	1,547,284	43,489,824	(8,860,402)
Goodwill	395,323,552	395,323,552	395,323,552
<b>Carrying amount of the Company's interest in Ajanta Enterprise *</b>	<b>741,232,435</b>	<b>646,884,919</b>	<b>507,365,182</b>

\* Includes Partner's Fixed and Current Capital

Summarised financial information in respect of Phoenix Venture is set out below.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Current assets	106,680,200	144,486,599	131,647,547
Non-current assets	83,337,106	84,882,106	83,823,771
Current liabilities	143,116,238	159,611,621	133,519,651
Non-current liabilities	1,025,703	13,422,152	37,557,907
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	222,256	26,601	48,510
Current financial liabilities (excluding trade and other payables and provisions)	31,451,320	95,446,506	69,172,337
Non-current financial liabilities (excluding trade and other payables and provisions)	1,025,703	13,422,152	37,557,907
Revenue	61,478,400	22,430,736	
Profit (loss) for the year	(17,448,764)	1,542,964	
Other comprehensive income for the year	-	-	
Total comprehensive income for the year	(17,448,764)	1,542,964	
Dividends received from the joint venture during the year	8,781,349	8,781,349	
<b>The above profit (loss) for the year includes the following:</b>			
Depreciation and amortisation	-	-	
Interest income	-	-	
Interest expense	52,123	447,949	
Income tax expense (income)	-	689,982	

Reconciliation of the above summarised financial information to the carrying amount of the interest in the Phoenix Venture recognised in the consolidated financial statements.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Net assets of Phoenix Venture	45,875,365	56,334,932	44,393,759
Proportion of the Company's ownership interest in Phoenix Venture	50%	50%	50%
Receivables from Partners	65,988,553	64,121,597	58,922,493
<b>Carrying amount of the Company's interest in Phoenix Venture *</b>	<b>88,926,235</b>	<b>92,289,063</b>	<b>81,119,372</b>

\* Includes Partner's Fixed and Current Capital

**Notes to the Consolidated financial statements for the year ended 31st March, 2017**

(Amount in Rupees)

Summarised financial information in respect of Cosmos Premises Private Limited is set out below.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Current assets	90,245,238	82,112,776	59,330,094
Non-current assets	168,924,547	155,300,953	164,771,846
Current liabilities	46,234,331	40,296,510	26,719,503
Non-current liabilities	3,690,249	4,227,552	10,245,922
The above amounts of assets and liabilities include the following:			
Cash and cash equivalents	57,335,325	42,833,659	25,263,610
Current financial liabilities (excluding trade and other payables and provisions)	16,186,422	22,631,029	18,383,495
Non-current financial liabilities (excluding trade and other payables and provisions)	2,329,076	3,165,136	9,600,233
Revenue	168,709,636	159,184,263	
Profit (loss) for the year	17,746,905	10,110,625	
Other comprehensive income for the year	-	-	
Total comprehensive income for the year	17,746,905	10,110,625	
Dividends received from the joint venture during the year	8,781,349	-	
<b>The above profit (loss) for the year includes the following:</b>			
Depreciation and amortisation	15,487,014	15,138,569	
Interest income	-	-	
Interest expense	411,459	632,144	
Income tax expense (income)	7,949,967	13,144,435	

Reconciliation of the above summarised financial information to the carrying amount of the interest in the Cosmos Premises Private Limited recognised in the consolidated financial statements.

Particulars	31-Mar-17	31-Mar-16	01-Apr-15
Net assets of the Cosmos Premises Private Limited	209,245,204	192,889,667	187,136,515
Proportion of the Company's ownership interest in Cosmos Premises Private Limited	44%	44%	44%
Capital Reserve	29,775,099	29,775,099	29,775,099
<b>Carrying amount of the Company's interest in Cosmos Premises Private Limited</b>	<b>61,937,074</b>	<b>54,768,442</b>	<b>52,246,835</b>

**38 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

(Amount in Rupees)

Particulars	March 31, 2017	March 31, 2016
(i) Principal amount remaining unpaid to MSME suppliers as on	528,159	490,292
(ii) Interest due on unpaid principal amount to MSME suppliers as on	739,473	686,456
(iii) The amount of interest paid along with the amounts of the payment made to the MSME suppliers beyond the appointed day	Nil	Nil
(iv) The amount of interest due and payable for the year (without adding the interest under MSME Development Act)	53,017	113,993
(v) The amount of interest accrued and remaining unpaid as on	739,473	686,456
(vi) The amount of interest due and payable to be disallowed under Income Tax Act, 1961	53,017	113,993

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

**39 Details of Specified Bank Notes (SBNs) held and transacted during the period 08/11/2016 to 30/12/2016 are provided in the table below:**

	SBNs	Other Denomination Notes	Total
Closing Cash on Hand as on 08.11.2016	17,970,000	6,176,255	24,146,255
(+) Permitted Receipts	-	2,918,286	2,918,286
(-) Permitted Payments	1,046,000	4,304,632	5,350,632
(-) Amounts Deposited in Banks	16,916,500	415,299	17,331,799
(-) Exchange in in Banks	7,500	-	7,500
Closing Cash on Hand as on 30.12.2016	-	4,374,610	4,374,610



## Notes to the Consolidated financial statements for the year ended 31st March, 2017

- 40 The group enters into "domestic transactions" with specified parties that are subject to the Transfer Pricing regulations under the Income Tax Act, 1961 ('regulation'). The pricing of such domestic transactions will need to comply with Arm's length principle under the regulations. These regulations, inter alia, also required the maintenance of prescribed documents and information including furnishing a report from an accountant which is to be filed with the Income tax authorities.

The group has undertaken necessary steps to comply with the regulations. The management is of the opinion that the domestic transactions are at arm's length, and hence the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

- 41 Segment information has been presented in the Annexed Statements as permitted by Indian Accounting Standard (Ind AS) 108 on operating segment as notified under the Companies (Indian Accounting Standards) Rules, 2015.
- 42 The estimates as at April 01, 2015 and as at March 31, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).
- 43 **Disclosure of particulars of contract revenue**

(Amount in Rupees)

	March 31, 2017	March 31, 2016
Contract Revenue Recognized during the year	1,934,731,589	2,628,085,872
Contract costs incurred during the year	1,451,925,021	2,126,403,935
Recognized Profit	482,806,568	501,681,936
Advances received for contracts in progress	411,510,633	541,919,188
Retention money for contracts in progress	429,031,429	381,935,125
Gross amount due from customer for contract work ( assets )	365,719,004	633,536,745
Gross amount due to customer for contract work ( liability )	446,736,650	224,170,474

- 44 The company has not performed CSR activities as mentioned in Section 135 read with companies ( Corporate Social responsibility) Rules, 2014 (CSR rules) and Notification and circulars issued by the ministry during the financial year as the company is not within the criteria of 'Qualifying company'.
- 45 In June 2012, the Income Tax Department had initiated proceedings against the Company, under Section 132 of the Income Tax Act, 1961. During the year, the Company has received order from the Income Tax Settlement Commission under Section 245D(4), for the assessment years 2007-08 to 2014-15 (except assessment year 2013-14 which is reverted to respective assessing officer for further assessment) and based on which necessary effects has been given in the accounts.
- 46 The Board of Directors of the Company at its meeting held on May 17, 2016, have approved a Scheme of Amalgamation (the "Scheme") between the Company and its 11 wholly owned subsidiaries (the "Transferor Companies") with effect from April 01, 2016. NSE and BSE have provided their "No Objection" to the proposed merger and shareholders of the Transferor Companies and Vascon Engineers Limited have approved the Scheme with requisite majority. The Scheme is now subject to the approval of the National Company Law Tribunal (NCLT) and other regulatory approvals.
- 47 Consequent to non-receipt of necessary approval, the provision for Managerial Remuneration for FY 2014 - 15 amounting to Rs. 587 lakhs and FY 2015 - 16 provided till September, 2015 amounting to Rs. 316 lakhs has been reversed in the quarter ended 31st December, 2015 and credited to Employees benefits expenses.
- 48 During the previous financial year, the company has sold stake in one of its associate Ascent Hotels Private Limited for a consideration of Rs. 30,42,01,680/- (6669492 equity shares of Rs.10/- each fully paid and share application money Rs. 37,500,000).
- 49 During the previous financial year, the Company has invested an amount of Rs. 30,42,01,680/- (Face Value of Rs 10 each) in Optionally Convertible Redeemable Debentures of Ascent Hotels Private Limited.
- 50 The financial statements of subsidiaries, joint ventures and associates used in the consolidation are drawn upto the same reporting dates as off the company.

Following Subsidiaries along with Joint Ventures and Associates have not been audited for the year ended March 31, 2017 as of balance sheet date by other auditors, same have been consolidated on the basis of the accounts as certified by the management.

Cosmos Premises Private Limited (Joint Venture)

Mumbai Estate Private Limited (Associate)

GMP Technical Solutions Middle East (FZE)

GMP Technical Services (LLC)

- 51 Note on litigation (A)

The company has entered into agreement for sale in respect of plot of land admeasuring 5,016.95 sq mtrs for a consideration of Rs. 3,76,27,125/-.

**Notes to the Consolidated financial statements for the year ended 31st March, 2017****(Amount in Rupees)**

In respect of the above land one of the original co-owner has filed special civil suit before the Hon'ble Civil Court, Division Nashik against the other co-owners and purchaser of land from whom the company has purchased the said land.

As per the conditional sale the company has to obtain clear enforceable title within 18 months of the execution of the agreement.

In case the company is unable to obtain the permission/clearance the Transferee has right either to terminate the Development Agreement in which case the company will have to refund the sale consideration received amounting to Rs. 87,80,000/- along with interest @ 18% p.a. from the date of disbursement of the amount till the date of refund. Alternatively, the Transferee will have right for specific performance along with interest @ 18% p.a. from the date on which amount has been disbursed till the date of curing the breach of contract and in addition to that penalty of Rs. 3,00,000/- per month from the date of breach till the date of curing the breach.

**Note on litigation (B)**

The company has transferred Development rights in respect of plot of land admeasuring 3,940 sq mtrs for a consideration of Rs. 2,95,50,000/-.

In respect of the above land one of the original co-owner has filed special civil suit before the Hon'ble Civil Court, Division Nashik against the other co-owners and purchaser of land from whom the company has purchased the said land.

As per the conditional sale the company has to obtain clear enforceable title and to obtain certain permission/clearance within 18 months of the execution of the agreement.

In case the company is unable to obtain the permission/clearance the Transferee has right either to terminate the Development Agreement in which case the company will have to refund the sale consideration received amounting to Rs. 68,95,000/- along with interest @ 18% p.a. from the date of disbursement of the amount till the date of refund. Alternatively, the Transferee will have right for specific performance along with interest @ 18% p.a. from the date on which amount has been disbursed till the date of curing the breach of contract and in addition to that penalty of Rs. 2,35,000/- per month from the date of breach till the date of curing the breach.

**Note on Litigation (C)**

The company has entered into agreement for sale in respect of plot of land admeasuring 11,377 sq mtrs for a consideration of Rs. 8,53,35,000/-

The company is under obligation to obtain tentative layout approval from corporation, which is subject to new Development Plan to be issued by the corporation.

In case the company is unable to obtain the permission/clearance the Transferee has right either to terminate the Development Agreement in which case the company will have to refund the sale consideration received amounting to Rs. 1,00,00,000/- along with interest @ 18% p.a. from the date of disbursement of the amount till the date of refund. Alternatively, the Transferee will have right for specific performance along with interest @ 18% p.a. from the date on which amount has been disbursed till the date of curing the breach of contract and right to claim damages.

In respect of the above three agreement to sale of plots the company has recognised the sales amounting to Rs.152,512,125 /- and profit of Rs. 65,966,508/-. As on date of the balance sheet the company has not received any notice from the purchaser/transferee for termination of the agreement or claiming any interest/compensation.

**For and on behalf of the Board of Directors**

R Vasudevan  
Managing Director  
(DIN-00013519)

Mukesh Malhotra  
Director  
(DIN-00129504)

Dr Santosh Sundararajan  
Chief Executive Officer

M Krishnamurthi  
Company Secretary & Compliance Officer

D Santhanam  
Chief Financial Officer

## Notes to the Consolidated financial statements for the year ended 31st March, 2017

(Amount in Rupees)

Date : May 29, 2017

Place : Pune

**Annexure referred to in Note 46 of the notes forming part of accounts for the period ended on Mar 31, 2017**

Disclosure of particulars of segment reporting as required by Indian Accounting Standard (Ind AS) 108

Information about primary business segments

Particulars	EPC		Real Estate Development		Manufacturing & BMS		Unallocable		Total	
	3/31/2017	3/31/2016	3/31/2017	3/31/2016	3/31/2017	3/31/2016	3/31/2017	3/31/2016	3/31/2017	3/31/2016
Revenue										
Total Sales including eliminations	1,958,162,644	2,751,043,112	362,910,384	692,508,395	2,571,586,295	2,436,410,575	-	-	4,892,659,323	5,879,962,081
External sales	1,978,774,364	2,653,915,111	362,910,384	692,508,395	2,532,160,992	2,374,881,139	-	-	4,873,845,740	5,721,304,644
Less: Eliminations	20,611,721	(97,128,001)	-	-	(39,425,303)	(61,529,436)			(18,813,583)	(158,657,437)
Other operating income	-	-	81,827,209	154,106,374	-	-	7,778,468	5,041,155	89,605,678	159,147,529
Total Revenue	1,958,162,644	2,751,043,112	444,737,594	846,614,769	2,571,586,295	2,436,410,575	7,778,468	5,041,155	4,982,265,002	6,039,109,610
Result										
Segment result	398,087,199	473,031,875	(13,330,406)	65,240,342	16,976,200	53,626,163			401,732,993	591,898,380
Unallocated expenditure net of unallocated income							(301,458,919)	(178,262,563)	(301,458,921)	(178,262,563)
Operating profit							(301,458,919)	(178,262,563)	100,274,072	413,635,817
Interest expenses							(327,377,188)	(381,116,488)	(327,377,188)	(381,116,488)
Interest and dividend income							254,132,734	46,831,749	254,132,734	46,831,749
Income taxes							(14,930,385)	12,757,214	(14,930,385)	12,757,214
Profit after tax							(389,633,759)	(499,790,088)	12,099,232	92,108,292
Other information										
Segment assets	1,875,655,355	1,882,026,960	6,589,456,468	6,548,131,768	2,222,187,028	2,170,460,300	2,688,318,671	2,922,661,640	13,375,617,521	13,523,280,669
Segment liabilities	1,275,513,682	1,274,455,611	1,650,582,874	1,754,884,789	1,160,485,139	1,305,590,986	2,804,100,574	2,927,129,388	6,890,682,270	7,262,060,775
Capital expenditure	100,591,602	48,687,446	-	-	132,149,849	29,799,607	-	46,744,797	232,741,451	125,231,850
Depreciation and amortization	47,598,630	48,726,160	4,515,468	4,548,653	81,084,447	73,017,132	23,240,971	28,141,268	156,439,517	154,433,213

**Notes :**

1 The business group/Segment comprise of the following

EPC	Construction of Residential, Commercial, Industrial and other constructions
Real Estate Development	Development of Residential, Hotel premises, Industrial park etc
Manufacturing&BMS	Manufacturing of clean room partition & Building Management System (BMS)

2 Revenue and expenses have been identified to segment on the basis of nature of operations of segment. Revenue and expenses which relates to enterprises as whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

3 Segment assets and liabilities represents assets and liabilities in respective segments. Investments, Tax related assets and other assets and liabilities that cannot be allocated to segment on reasonable basis have been disclosed as "Unallocable"

4 The Subsidiaries ,Jointventures and Associates have been included in segment classified as follows

EPC	Vascon Engineers Limited
Real Estate Development	Vascon Engineers Limited, Vascon Dwellings Private Limited, Marvel Housing Private Limited, IT CITI Infopark Private Limited, Sansara Developers Private Limited, Shreyas Strategists Private Limited, Sunflower Real Estate Developers Private Limited, Windflower Properties Private Limited, Floriana Properties Private Limited, Vascon Pricol Infrastructure Limited, Greystone Premises Private Limited, Ajanta Enterprises, Zircon Ventures, Zenith Ventures, Phoenix Ventures, Just Homes (I) Private Limited, Weikfield IT Citi Infopark, Almet Corporation Limited, Marathwada Realtors Private Limited Angelica Properties Private Limited, Mumbai Estate Private Limited
Manufacturing & BMS	GMP Technical Solutions Private limited, GMP Technical Solutions Middle East (FZE), GMP Technical Servicers (LLC)



**VASCON**  
**Vascon Engineers Limited**

**Registered Office:** 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, **Tel No.:** +91 22 2578 1143

**Corporate Office:** Vascon Wiekfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

**Tel No.:** +91 20 3056 2200, **Fax No.:** +91 20 30562600.

**Contact Person:** Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

**E-mail:** compliance.officer@vascon.com, **Website:** www.vascon.com.

**Corporate Identity Number:** L70100MH1986PLC038511

**NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of Members of Vascon Engineers Limited will be held at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai - 400001, on Thursday, 28<sup>th</sup> day of September, 2017 at 1530 hours to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt:
  - a) the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 reports of Auditors thereon.
2. To reappoint Mr. R. Vasudevan (DIN: 00013519), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the continuation of the Statutory Auditors, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding Rules, pursuant to the recommendations of the Audit Committee and the resolution passed by the members at their 29<sup>th</sup> AGM held on September 15, 2014, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants having a (ICAI Firm Registration No. 117366W/W-100018), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office up to the conclusion of the 34<sup>th</sup> Annual General Meeting, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

**4. Acceptance of Unsecured Fixed Deposit**

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 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any, and subject to such conditions, approvals, permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to invite/ accept/ renew from time to time unsecured fixed deposits from members of the Company, on such terms and conditions as the Board of Directors may think proper and beneficial for the Company, up to a limit not exceeding 10% of the aggregate paid up share capital, free reserves and Securities Premium account of the Company, as prescribed under Rule 3(4)(a) of the Companies (Acceptance of Deposits) Rules, 2014.

**RESOLVED FURTHER THAT** Board of Directors, Company Secretary and Compliance Officer of the Company be and are hereby, severally authorised to formulate the Scheme, to file necessary forms and to do compliances as required under Companies Act, 2013, the Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions, if any.

**5. TO DIVEST/SALE/SLUMP SALE/DEMERGER OF NON-CORE ASSETS AND/OR MATERIAL SUBSIDIARY**

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

**RESOLVED THAT** pursuant to **section 180(1) (a)** of the Companies Act, 2013, read with Regulation 24(5) and (6) of SEBI (Listing Obligations and Disclosure Requirements) 2015, the proposal to sell, transfer, dispose of as a going concern the whole or substantially the whole of the undertaking or one or more undertakings of the Company and its material subsidiaries (including GMP Technical Solutions Pvt. Ltd) wherever situated, comprising of movable and immovable properties, other assets, rights and interest therein at price and on such terms and conditions by any method like sale, slump sale, demerger or private Equity Divestment as the Board of directors of the Company deems fit and proper be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take necessary action to give effect to the said proposal.

**6. TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by deletion of clause 79 of Articles of Associations of the Company which is as under:-

**THE SEAL**

- i) The Board shall provide for the safe custody of the seal.
- ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard.”

**7. TO CONVERT LOAN AVAILED FROM ECL INTO EQUITY SHARES UPON, EVENT OF DEFAULT:**

To consider and, if thought fit, to pass with or without modifications, the following resolutions by way of Special Resolution:-

**RESOLVED THAT** pursuant to the provisions of Section 62(3) of the Companies Act, 2013 and other enabling provisions, if any, consent of the Company be and is hereby accorded to the Board of Directors of the Company for signing the loan agreement, inter alia, containing the following clause of conversion;

If the Company defaults in repayment of principal amounts of the Loan of an amount of Rs. 70 crores granted by ECL Finance Limited (“Loan”) or interest thereon or any combination thereof as per the repayment schedule, then, the Lender shall have the right but not the obligation to convert at their option the whole or part of the defaulted amount of the Loan into fully paid-up equity shares of the Company, at par or as per the SEBI guidelines/ Applicable Law and in the manner specified in a notice in writing to be given by the Lender to the Company.

**RESOLVED FURTHER THAT** the Board of Directors shall take necessary steps for issuing certified copy of the resolution and taking all steps as and when required for acting upon the resolution on occurrence of event of default for conversion of loan of Lender into paid up equity of the company.

**8. SHIFTING OF REGISTERED OFFICE OF THE COMPANY:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 12 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules hereunder, the Registered Office of the Company be shifted from-15/16, Hazari Baug, L.B.S. Marg, Vikhroli, Mumbai-400083 to ‘Vascon Weikfield Chambers’, Behind Hotel Novotel Opposite Hyatt Regency, Pune- Nagar Road, Pune - 411 014 within the State of Maharashtra;

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and is hereby severally authorized to file the e-forms with the Registrar of Companies, Maharashtra, Mumbai, being the notice for change in situation of the Registered Office of the Company from Mumbai to Pune and to take all such actions and do all such things as may be deemed prudent in this regard from time to time”

**Registered Office**

15/16, Hazari Baug, LBS Marg,  
Vikhroli (West), Mumbai 400 083  
Tel: +91 (22) 25781143

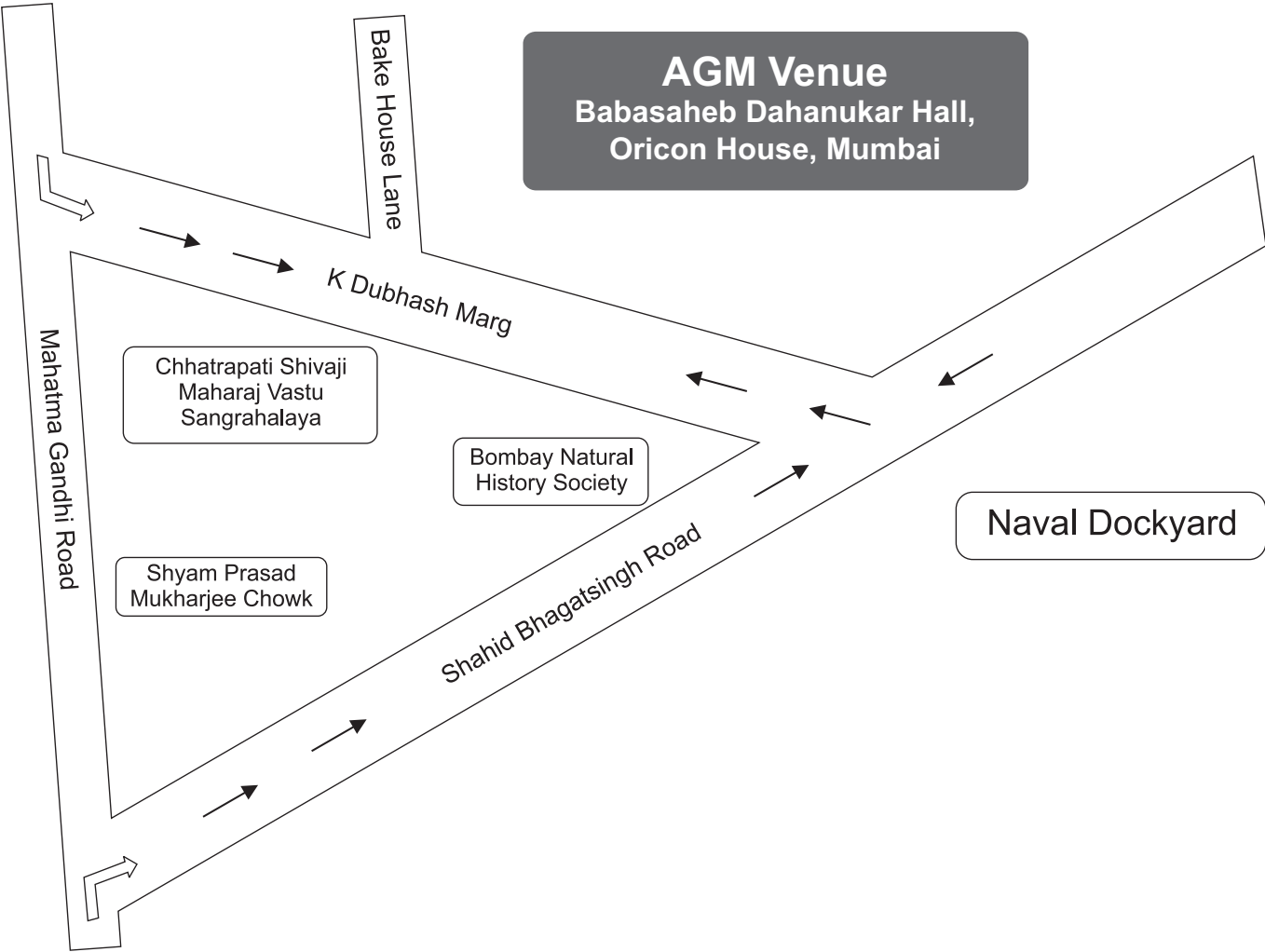
**By order of the board of Directors**

Sd/-  
M. Krishnamurthi  
Company Secretary and Compliance Officer

**Corporate Office**

Vascon Weikfield Chamber,  
Behind Hotel Novotel, Opposite Hyatt Hotel,  
Nagar Road, Pune-411014.  
Tel: +91 (20) 30562 100/ 200  
Fax: +91 +91 20 30562600.

Place: Pune  
Date: August 10, 2017.



**Notes:**

1. The Statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business set out in the Notice, is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. 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.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The annual report for the financial year 2016-17 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. [www.vascon.com](http://www.vascon.com). The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2016-17, free of cost, upon sending a request to the Company Secretary.  
In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at [compliance.officer@vascon.com](mailto:compliance.officer@vascon.com) along with their folio no. and valid email address for registration.
8. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
9. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.
10. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of Annual Report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
11. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited if the shares are held by them in physical form.
12. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members.  
Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.

## VASCON ENGINEERS LIMITED

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14. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to the Registrar and Share Transfer Agent (RTA) of the Company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH- 14, to the RTA of the Company. These forms will be made available on request.
15. All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 32nd Annual General Meeting of the Company.

**By Order of the Board**

**M. Krishnamurthi**  
Company Secretary and  
Compliance Officer

Place: Pune  
Date: 10<sup>th</sup> August, 2017

### ANNEXURE TO NOTICE OF AGM

#### ITEM NO. 2

This statement is provided under Secretarial Standard on General Meetings (SS-2)

Mr. R. Vasudevan holds a bachelor's degree in Civil Engineering from the University of Pune. He has also completed an 'Owner President' Management Program from the Harvard Business School. He has been a Director on the Board of the Company since January 1, 1986. He is responsible for the overall management of our Company. He has over 33 years of experience in the Construction Industry.

He has been awarded several awards for his contribution in the field of construction and Real Estate Industry. He has been awarded the Top Management Consortium Award of Excellence for the year 2005, the "Construction World -Top Builder Award" in 2007, Award for Life Time Achievements by the Alumni Association of College of Engineering, Pune in 2005 and the South Indian Education Society on the occasion of its Platinum Jubilee (1932-2008) honored and felicitated Mr. R. Vasudevan as a distinguished alumni. He has over 35 years of experience in the construction industry.

Vascon Engineers Limited from 1986 is providing Engineering Procurement Construction Services and the Real Estate Development. The Company undertakes the entire spectrum of Real Estate Development activities including identification and acquisition of land, providing EPC services, and sales and marketing of projects and operation of the completed projects. It has Pan India operations.

Mr. R Vasudevan has been instrumental in bringing the company from scratch to the position of eminence over the last 30 years. He has been our director since January 1, 1986. He is instrumental to introduce the JDA model of real estate development and this unique innovation in Real Estate industry has helped the company to grow to this size and stature.

The EPC Business requires special skill set for timely execution of projects and monitoring on continuous basis. Mr. R. Vasudevan possesses these special skill due to which the Company has grown tremendously.

In the past few years, the construction industry has been deeply affected by market conditions and Government policies and the entire set of companies in the industry has suffered. Hence the company has incurred losses. The Company has taken lots of steps to overcome the existing situation.

Mr. R. Vasudevan is also a Director on the Boards of

1. Ascent Hotels Private Limited
2. NovaCare Drugs Specialties Private Limited
3. Vasumangal Constructions LLP
4. Uday Gujar Foundation



He has attended 4 Meetings of the Board held during the Financial Year 2016-17. He holds the membership of following Committees:

Sr. No	Name of the Company	Name of the Committee
1	Vascon Engineers Limited	Audit Committee
		Stakeholders Relationship Committee
		Corporate Social Responsibility Committee
		Risk Management Committee
		Restructuring Committee

**Statement pursuant to Section 102(1) of the Companies Act, 2013 and under Secretarial Standard on General Meetings (SS-2).**

**Item No. 4:**

By virtue of Section 73 read with the Companies (Acceptance of Deposits) Rules, 2014, approval of members by way of ordinary resolution is a prerequisite to accept or renew unsecured fixed deposit by your Company and thus member's approval is sought for accepting unsecured deposit from members. Further the Companies Act, 2013 provides that the deposits raised in terms of provisions of the previous Act shall be repaid as per the term of respective deposit, which is being complied by your Company.

The Board recommends the Resolution at Item Nos. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or any of their relatives are in anyway, concerned or interested, financially or otherwise in the said resolution except to their holding in the Fixed Deposits of the Company.

**Item No. 5:**

The Management and the Board of Directors of the Company have decided to focus on the main two verticals viz EPC and Real Estate of the Group. However, the Group has diversified into other businesses through subsidiaries and part of main Company. The Company has decided to dispose of all non-core assets in the Company and its subsidiaries. One of such material subsidiary is GMP Technical Solutions Private Limited with three businesses viz (1) manufacturing clean room partitions; (2) executing contracts of HUAC and BMC; and (3) certification of weights and measurements. The Company shall be looking at various options to move out of these businesses at appropriate valuations. This shall enable the Company to improve the cash flow and utilize the capital on lucrative businesses.

The approval by way of Special Resolution of the Shareholders of the parent Company is required as per Regulation 24(5) and Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board recommends the Resolution at Item Nos. 5 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution except to the extent of shares held by them in the Company.

**Item No.6:**

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. The Company has to execute various agreements, documents etc. towards its business matters including for borrowing proposals and other administrative necessities. In view of the same and to facilitate administrative convenience for execution of such documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution.

The Board recommends the Resolution at Item Nos. 6 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and any of their relatives are concerned or interested, financial or otherwise, in the said resolution except to the extent of shares held by them in the Company.

**Item No.7:**

In terms of provisions of section 180(1)(c) of the Companies Act, 2013 shareholders of the Company have accorded approval of Board of Directors of the Company to borrow money upto Rs. 1000 Crores by passing a special resolution in the Annual General meeting of the Company dated September 29, 2015.

In line with regulatory changes in the recent past and pursuant to section 62(3) of the Companies Act, 2013 and other applicable provisions & rules framed thereunder, Company has been advised to pass special resolution to enable banks/Financial Institutions (hereinafter referred to as Lender's) to convert the outstanding principal and interest into Equity shares at the option of lenders upon such terms and conditions as may be deemed appropriate by Board and at a price determined in accordance with SEBI (Regulations) applicable at the time of conversion.

## VASCON ENGINEERS LIMITED

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Accordingly, Board recommends the resolution to enable the lenders in terms of Lending Arrangements entered to convert whole or part of the out standings into Equity Shares

As per the Letter of Approval dated November 07, 2016 bearing reference number ECLFL/RE/2070, Borrowers shall have furnished corporate approvals inter alia approving clause in the loan agreement regarding conversion of loan into equity on occurrence of event of default i.e. Event of Default in payment of Principal or Interest.

Section 62(3) of the Companies Act, 2013, requires to obtain the approval of shareholders by special resolution, for the conversion of the loan (including interest thereon) into equity shares of the company.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financial or otherwise in the above resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

### **Item No.8:**

As per provisions of Section 12 of the Companies Act, 2013 shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at Mumbai. With a view to improve the operational efficiency, the Board of Directors considered and subject to approval of the Members, approved the proposal for shifting the registered office to Pune. The proposed location is outside the local limits of Mumbai city and therefore requires approval of the Members by way of a special resolution.

If approved, the registered office will be moved to 'Vascon Weikfield Chambers', Behind Hotel Novotel and beside Hyatt Regency, Pune- Nagar Road, Pune - 411 014.

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

### **Registered Office**

15/16, Hazari Baug, LBS Marg,  
Vikhroli (West), Mumbai 400 083  
Tel: +91 (22) 25781143

### **Corporate Office**

Vascon Weikfield Chamber,  
Behind Hotel Novotel, Opposite Hyatt Hotel,  
Nagar Road,Pune-411014.  
Tel: +91 (20) 30562 100/ 200  
Fax: +91 +91 20 30562600.

### **By order of the board of Directors**

M. Krishnamurthi  
Company Secretary and Compliance Officer

Place: Pune  
Date: 10<sup>th</sup> August, 2017.



## VASCON Vascon Engineers Limited

**Registered Office:** 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, **Tel No.:** +91 22 2578 1143

**Corporate Office:** Vascon Wiekfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

**Tel No.:** +91 20 3056 2200, **Fax No.:** +91 20 30562600.

**Contact Person:** Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

**E-mail:** compliance.officer@vascon.com, **Website:** www.vascon.com.

**Corporate Identity Number:** L70100MH1986PLC038511

### ATTENDANCE SLIP

Folio No./DP ID and

Client ID: No. of Shares:

Name and address of  
First/Sole Member:

I, hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Thursday, 28<sup>th</sup> day of September, 2017 at 1530 hours at Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

\_\_\_\_\_  
Name of the Member/Proxy  
(Block Letters)

\_\_\_\_\_  
Signature of the Member/Proxy

Notes:

- a. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting
- b. Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c. Member/Proxy should bring his/her copy of the Annual Report for reference at the meeting.





## VASCON Vascon Engineers Limited

**Registered Office:** 15/16, Hazari Baug, L.B.S. Marg, Vikhroli (W), Mumbai - 400 083, India, **Tel No.:** +91 22 2578 1143

**Corporate Office:** Vascon Wiekfield Chamber, Behind Hotel Novotel, Opposite Hyatt Hotel, Nagar Road, Pune-411014.

**Tel No.:** +91 20 3056 2200, **Fax No.:** +91 20 30562600.

**Contact Person:** Mr. M. Krishnamurthi, Company Secretary and Compliance Officer

**E-mail:** compliance.officer@vascon.com, **Website:** www.vascon.com.

**Corporate Identity Number:** L70100MH1986PLC038511

### Form No. MGT-11 PROXY FORM

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

**Day, Date & Time** : Thursday, 28<sup>th</sup> September, 2017 at 1530 hours

**Venue of the Meeting** : Babasaheb Dahanukar Hall, Oricon House, 12, K. Dubhash Marg, Near Jahangir Art Gallery, Kalaghoda, Fort, Mumbai 400001

**Please fill attendance slip and hand it over at the entrance of the meeting venue**

<b>Name</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>DP ID*</b>	
<b>Client ID*</b>	
<b>Folio No</b>	

\*Applicable for investors holding shares in Electronic form.

I/We, being the member(s) of Vascon Engineers Limited, as my/our Proxy to attend vote (for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on 28/09/2017 at 3.30 pm and at any adjournment thereof) in respect of such resolutions as are indicated below;

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> proxy holder

## VASCON ENGINEERS LIMITED

\*\* I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sr. No.	Resolutions	No. of Shares Held	For	Against	Abstain
1.	Consider and adopt: a. Audited Financial Statement for the Financial Year ended March 31, 2017 and the report of Board of Directors and Auditors thereon b. Audited Consolidated Financial Statement for the Financial Year ended March 31, 2017 and the report of Board of Directors and Auditors thereon				
2.	Re-appointment of Mr. R Vasudevan (DIN: 00013519), who retires by rotation, and being eligible offers himself for re-appointment.				
3.	To ratify continuation of Statutory Auditors M/s Deloitte Haskins & Sells LLP (Firm's Registration No. 117366W/W-100018).				
<b>SPECIAL BUSINESS:</b>					
4.	Acceptance of unsecured Fixed Deposit				
5.	To divest / sale / slump sale / demerger of non-core assets and / or Material Subsidiary				
6.	To amend Articles of Association of the Company				
7.	To convert loan availed from ECL into Equity Shares upon Event of Default				
8.	Shifting of Registered Office of the Company				

\*\* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

\_\_\_\_\_  
Signature (s) of Member(s)

### Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.
- Appointing a proxy doesn't present a member from attending the meeting in person if he/she wishes. When a member appoints a proxy and both member and proxy attend the meeting, proxy will stand automatically revoked.
- Undated Proxy Form will not be considered.





**VASCON ENGINEERS LTD.**

**Corporate Office:** Vascon Weikfield Chambers, Vascon Weikfield IT City Infopark, Pune-Nagar Road, Viman Nagar, Pune - 14.  
Tel: +91 20 3056 2100/200/300 Fax: +91 20 3056 2600  
[www.vascon.com](http://www.vascon.com)