



MITCON
CONSULTANCY & ENGINEERING
SERVICES LTD.

2016-17



35th
ANNUAL REPORT
2016-2017
of



Registered Office :

Kubera Chambers, Shivajinagar,
Pune - 411 005. Maharashtra (India)
Tel. : 91-020-2553 4322, 2553 3309.
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CIN : L74140PN1982PLC026933

BOARD OF DIRECTORS

Ms. Maya Sinha	Chairperson (Appointed as Director w.e.f. 11.11.2016)
Dr. Pradeep Bavadekar	Managing Director
Mr. Subodh Kumar	Non-Executive Director (From 11.11.2016)
Mr. Chiman Deshmukh	Non-Executive Director
Mr. Aniruddha Joshi	Independent Director
Mrs. Archana Lakhe	Independent Woman Director
Mr. Jagannath Dange	Independent Director
Mr. Anand Kusre	Non-Executive Director (Up to 22.11.2016)
Mr. Ravi Tyagi	Non-Executive Director (Up to 06.08.2016)

Bankers

Bank of Baroda
Bank of Maharashtra
ICICI Bank Ltd.
HDFC Bank Ltd.
State Bank of India
IDBI Bank
YES Bank
Axis Bank
Kotak Mahindra Bank

Auditors

M/s. Joshi & Sahney

Chartered Accountants

1913, Natu Baug, Sadashiv Peth, Pune -411 030.

Tel. : 91-020-24471521, 24471699

Registered Office

Kubera Chambers, Shivajinagar, Pune - 411 005. Maharashtra (India)

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35th ANNUAL REPORT

2016-2017

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DIRECTORS' REPORT

Dear Members,

The Directors take pleasure in presenting 35th Annual Report of the Company and Audited Standalone & Consolidated Accounts for year ended on **31st March, 2017**.

1. COMPANY'S PERFORMANCE :

In the year under review, the Company achieved a gross turnover of Rs. 4701.48 Lakhs (previous year 4855.17 Lakhs) which represents 3% decrease over the previous year. The decrease in business is due to drop in consultancy income and revenue from IT Training. Profit After Tax is Rs. 442.43 Lakhs (Previous year 460.98 Lakhs).

2. FINANCIAL HIGHLIGHTS :

(Rs. in Lakhs)

Particulars	As on 31.03.2017 Standalone & Consolidated	As on 31.03.2016 Standalone
Revenue From Operations	4402.93	4497.38
Other Income	298.55	357.79
Total	4701.48	4855.17
Profit Before Depreciation	792.33	1054.23
Depreciation	238.88	380.12
Provision for Tax – Current	181.50	230.00
– Deferred	(27.81)	(16.86)
Excess Provision of Taxes	(42.67)	-
Profit for the Year	442.43	460.98

3. DIVIDEND AND RESERVES :

Dividend

The Directors recommend for your consideration a final dividend of 10% (Rs. 1 per Equity Share) for the Financial Year 2016-17. The proposed dividend (including Dividend Distribution Tax) will absorb Rs. 145.63 Lakhs. (Previous year Rs. 1 per Equity Share).

Reserves

During the year under review, no amount was transferred to General Reserves.

4. HIGHLIGHTS OF IMPORTANT ASSIGNMENTS :

■ POWER DIVISION :

During the year under review, poor market & economic situation continued (particularly in the power & sugar sectors). De-monetization, poor industrial growth coupled with unwillingness of Maharashtra State Electricity Distribution Company Limited to sign the Power Purchase Agreements (PPA's) certainly affected the performance of our flagship Power Consultancy Division in terms of billing and recovery. However, several achievements have been realized in various Strategic Business Units as highlighted below :

- Power division completed multiple assignments in Maharashtra, Karnataka, Tamil Nadu, Madhya Pradesh, Uttar Pradesh, Uttarakhand & Punjab marking PAN India presence.
- This division shifted its focus from sugar / cogen sector to allied by sourcing more than 50% business from ethanol & industrial cogeneration. The major clients serviced during financial year 2016-17 include Ameresco Ltd. (UK), GlaxoSmithKline Consumer Healthcare Ltd., Sonapat, Continental India Limited, Usher Eco Power Limited, Sudarshan Chemicals Industries Ltd., BLA Power Pvt. Ltd., IL & FS Tamil Nadu Power Company Ltd. (ITPCL), Terravana Bioenergy Pvt. Ltd., Vidarbha Energy & Infrastructure Ltd., Maharashtra Vidhyut Nigam Pvt. Ltd., Maadurga Thermal Power Company Ltd., IG Petro Chemicals Limited, South Seas Distilleries & Breweries Pvt. Ltd., Shree Banashankari Carbo Gases, Rashi Steel & Power Limited, The General Directorate of Energy, Mines & Water, Govt. of Comoros, Ultratech Cement Ltd., SKI Carbon Black India Limited, Kunjir Bioenergy India LLP. etc.
- This division undertook a Techno Economic Viability study & resolution of restructuring of sugar & power business of BLA Power & NSL Sugars under RBI S4A scheme launched in June, 2016. It also successfully assisted ITPCL in commissioning of 2x660 MW thermal power plant as Lenders Independent Engineer (LIE) on behalf of Punjab National Bank led consortium.
- It helped Sangamner Bhag SSKL (7000 TCD & 30 MW) & Kisanveer Khandala SSKU (2500 TCD & 9 MW) in stabilizing their sugar & cogen power plants.
- This division organized business meets for promoting its consultancy services in ethanol sector at Pune/Belgaum/Hyderabad/Chennai.
- This division also intensified consultancy efforts in non molasses ethanol sector by preparing Detailed Project Report for 300 KLPD capacity cassava / beet root based ethanol plant in Telangana for Terravana Bioenergy Pvt. Ltd., Hyderabad.
- This division shall concentrate on getting business in waste to energy sector in Financial Year 2017-18.

■ ENERGY & CARBON SERVICES DIVISION :

During the year under review, it continued executing assignments from Government as well as Private Sectors.

It's Key achievements include:

- Certificate of Merit at National Energy Conservation Award - 2016, by the Ministry of Power, Government of India.
- 1st price at 11th Maharashtra State Level Award for Excellence in Energy Conservation & Management.
- Energy conservation & efficiency studies for high end clients viz; Kalyani Group, Lupin, Viraj Profiles, Sun Pharma, Reliance, GSK, Club Mahindra, EESL, Pidilite, Alembic, Adani Group, Electrotherm, Cadila Group, Torrent Group etc.
- Comprehensive energy audit at Bahrain Specialty Hospital.
- Project management consultancy services (commissioned) -

- 10 MW solar power project by M/s Dosti Reality Ltd. in Karnataka
- 25 MW solar power project by M/s Alfa Infraprop Pvt. Ltd. in Bihar
- 20 MW solar power project by M/s Emami Power Ltd. in Uttarakhand
- Project management consultancy services to -
 - 20 MW solar power project by M/s Shri Keshav Cements & Infra Ltd. in Karnataka;
 - 15 MW solar power project by M/s Gujarat Alkalies & Chemicals Ltd. in Gujarat;
 - 10 MW solar power project by M/s TIDEL Park Ltd. in Tamilnadu.
- Owner's Engineer Services for 50 MW SECI Solar Ground Mounted Project by M/s Rattanindia Solar 2 Ltd. (Indiabulls Group) in Uttar Pradesh.
- Pre-bid engineering support to M/s Gamesa Renewable Pvt. Ltd. (now a Siemens Company) for 100 MW NLCs Solar Power Project.
- Pre-bid engineering support to M/s Angelique International Ltd. for 50 MW Solar Power Project at Salem (tendered by NTPC Ltd.).
- Lenders' Independent Engineer Services to Rural Electrification Corporation Ltd. for 50 MW Solar PV Project by M/s Magnet Buildtech Pvt. Ltd. (Hindustan Group) in Punjab.
- Project management consultancy services for 642 kW roof top solar power projects (22 locations) by Karnataka State Pollution Control Board in Karnataka.
- Trusted Consultant of India's largest independent wind power producer - M/s Leap Green Energy Pvt. Ltd.
- Undertook third party due diligence of 259.1 MW wind assets installed at various sites in Maharashtra, Rajasthan, Madhya Pradesh, Tamilnadu in record time as per international standards for M/s Leap Green Energy Pvt. Ltd. & Group Companies.
- Performance improvement services to 6.00 MW wind power project at Rajasthan for M/s Orient Abrasives Ltd. (Ashapura Group). Improved machine availability from 93.4% to 98.5%, resulting in 320912 additional units generation (9.86% increase over previous year).

■ **ENVIRONMENT MANAGEMENT AND ENGINEERING SERVICES DIVISION :**

Environment Management and Engineering Services Division provides services viz; Environment Impact Assessment (EIA) of developmental projects, Obtaining Consents to Establishment & Operate, Environmental Clearances, Preparation of Environment Management Plan (EMP), Environment Audit, Environmental Risk Assessment, Health & Hygiene Survey, O&M of ETP, STP.

This division runs a laboratory approved by Ministry of Environment and Forests (MoEF), Government of India. This division has obtained accreditation from National Accreditation Board for Testing and Calibration Laboratories (NABL). The laboratory has maintained its OHSAS 18001:2007 certification. This division received accreditation from Quality Council of India (QCI)-NABET to carry out EIAs in 17 sectors.

The laboratory accreditation and QCI accreditation have helped the division to maintain healthy

client base of over 300 plus industries viz; Cummins, Bajaj Auto Ltd, TCS, Bridgestone, GE India Ltd, Volkswagen, Piaaggio, Panchshil. It has continued working for CIDCO in Solid Waste Management and for Cummins in O&M of ETP/ STP. It may please be noted that during the year under review, the performance of Environmental Testing Laboratory improved.

■ **BANKING & FINANCIAL SOLUTIONS DIVISION :**

This division continued providing services to Banks and Financial Institutions as it is empanelled with leading banks. It has carried out assignments PAN India like Detailed Project Reports (DPR) and conducted Appraisal / Techno Economic Viability (TEV) studies, technical/ financial and Restructuring / CDR/SDR/5/25/S4A/Deep Restructuring, loan syndication, lender's engineer services, Traffic Study etc. It may please be noted that in the past year this division has carried out more than 100 assignments. Some of the prestigious assignments are as follows:

Sr. No.	Name of Assignment	Nature of Assignment	Location
1	Adhunik Metaliks Ltd	TEV	Kolkata
2	Jayaswal Neco Industries Ltd.	TEV	Nagpur
3	Ozone Urbana Infra Developers Pvt. Ltd.	TEV	Bangalore
4	BRG Iron & Steel Company Pvt. Ltd.	TEV	Kolkata
5	Panduranga Energy Systems Private Limited	TEV	Hyderabad
6	Indofil Industries Ltd.	TEV	Mumbai
7	Concast Steel & Power Ltd.	TEV	Kolkata
8	Infutec Healthcare (Tn) Pvt. Ltd	TEV	Indore
9	Ayodhya Gorakhpur SMS Tolls Pvt. Ltd.	Traffic Survey	Nagpur
10	Bagmane Developers Pvt Ltd - "Gold Stone"	TEV	Bangalore
11	Gayatri Hi Tech Hotels Ltd	TEV	Hyderabad
12	Emco Limited	TEV	Thane
13	Steel Exchange India Limited	TEV	Vishakhapatnam
14	Rabirun Vinimay Private Limited	TEV	Kolkata
15	MSP Metallics Ltd.	TEV	Kolkata
16	MSP Sponge Iron Ltd.	TEV	Kolkata
17	Kernals & Grains India Pvt .Ltd.	TEV	Chennai
18	Valecha Engineering Ltd,	Traffic Survey	Bhuj
19	North East Toll Pvt. Ltd.	Traffic Survey	Mumbai
20	Nitco Ltd	TEV	Mumbai
21	Gujarat Credo Alumina Chemicals Pvt.Ltd.	TEV	Ahmedabad
22	Sturdy Industries Limited	TEV	Parwanoo
23	Bhuvée Stenovate Pvt. Ltd.	TEV	Kolkata
24	Man Tubinox Ltd.	TEV	Mumbai
25	Jindal (India) Limited	TEV	Hawrah
26	Vihaan Networks Limited	LIE	Delhi
27	Deepak Fertilizers and Petrochemicals Corp. Ltd	LIE	Pune
28	Indian Oil-Adani Gas Pvt. Ltd	LIE	Mumbai
29	LULU Lucknow Shopping Mall Pvt. Ltd.	LIE	Lucknow
30	J. J. Plastalloy Pvt. Ltd	LIE	Varanasi

■ INFRASTRUCTURE CONSULTING DIVISION :

During the year under review, this division received a major order from M/s ACG Pharma Technologies Pvt. Ltd. for monitoring its factory expansion project on NH4. It also worked with Maharashtra Maritime Board, Mumbai. Some of the key assignments undertaken by this division include :

- Preparation of Master Plan with Infrastructure detailing like internal road peripheral roads, substations, control room, panel room with the fencing for Solar Park in Vietnam spread over area about 5000 acres.
- Preparation of Master Plan for about 10000 Acres solar park in Andhra Pradesh including Detailed Engineering for 2 lane Roads, canal crossing Bridges, Water Supply distribution system, Drainage System, rain water harvesting and electrification etc.
- It Completed Master Plan, phase wise for 1000 acres Orange Smart City at Pen near Panvel on Mumbai Pune Expressway which included preparation of detailed estimation, drawings, bill of quantities with designs.
- Successfully completed assignment for NIT Institute of Jalandhar, Punjab of vetting of estimations for buildings, interior works, and mechanical electrical plumbing work.
- It prepared a Techno Economic Feasibility Report for Gujarat Coastal Area for Jetties & Bunds at Madhavadi.
- It supervised construction work of Modern Abattoir for Mohali Corporation with capacity of 350 cattles, 75 pigs and poultry for birds.
- It carried out detailed Architectural, Structural design for cold storage (1250 MT) and dehydration plant (2 MT) at Kochi for Central Food Research Department Project.
- It started Contour Survey and other related reports for Architectural, detailed designing, MEP, and Project Management Consultancy for construction of 562 nos of Police Quarters along with S.P. Office and RPI Office with allied buildings for Maharashtra State Police Housing & Welfare Corporation Ltd. at Ratnagiri.
- It has started working on Inception Report for Architectural, detailed designing, MEP, and Project Management Consultancy for modern automatic poultry plant for 30000 birds for Chandigarh Municipal Corporation.
- This division has empaneled us with Maharashtra Tourism Development Corporation Ltd (MTDC), Maharashtra State Police Housing & Welfare Corporation Ltd (MSPHC), Municipal Corporation Chandigarh Health Department , Pradhan Mantri Gram Sadak Yojana, Public Works Dept.

■ SECURITISATION AND FINANCIAL RESTRUCTURING DIVISION :

Key achievements include:

- It has been empanelled with new Banks and NBFCs Viz. Tata Capital Finance Ltd., A.U. Housing Finance Ltd., Encore ARC Ltd., Indian Bank, Indian Overseas Bank, Nagpur Nagrik Sahakari Bank Ltd., Yes Bank Ltd., IndusInd Bank Ltd.
- During the year under review, it has completed 16 Valuation assignments for various corporates.
- It has taken over physical possession of more than 165 properties and also has offered support services for sale of assets.

- It handled 32 Resolution Mandates from various Banks and recovered an amount of Rs. 40 crores.

■ AGRO INFRA AND FOOD PROCESSING DIVISION :

Key achievements include :

- It prepared a Mega Food Park Project Proposal for Saigal Group at Roha, Dist. Raigad, Maharashtra, which has been found eligible by Ministry of Food Processing Industries, Government of India, New Delhi for rendering grant in aid under Mega Food Park Scheme.
- It prepared Integrated Cold Chain Project Proposal for Nutrilite Foods Pvt. Ltd., in MIDC Indapur, Dist. Pune, Maharashtra which has been found eligible by Ministry of Food Processing Industries, Government of India, New Delhi for rendering grant in aid under Integrated Cold Chain Scheme.
- It prepared a proposal for Ice Plant Project at Saldure near Dapoli, Dist. Ratnagiri, Maharashtra for Shree Bhavani Ice Plant, which has been found eligible by Department of Fisheries, Govt. of Maharashtra.
- It assisted Western Superfresh Corporation for getting Grant-in-Aid of about Rs. 9 Crores from Ministry of Food Processing Industries, Govt. of India, New Delhi, for an Integrated Cold Chain Project in MIDC Talaja.
- It acted as Programme Management Agency for getting final approval to Modernization of an abattoir project to be commissioned by Aurangabad Municipal Corporation, Aurangabad, Maharashtra at Padegaon, Dist. Aurangabad. Said project is eligible to get grant in aid from Ministry of Food Processing Industries, Govt. of India.
- It acted as Programme Management Agency for completion and commissioning of Modernization abattoir project at Usgaon, Goa of Goa Meat Complex Ltd. which has received grant-in-aid from Ministry of Food Processing Industries, Govt. of India under Modernization of Abattoir Scheme.
- It prepared Project Report for a Mega Food Park and Resort Project near Dindori, Dist. Nashik, Maharashtra to be developed on 150 acres.
- It prepared Project Report for a Fish Processing and Cold Chain Project at SEZ Mangalore, Karnataka.
- It prepared Project Report for a Coconut Processing Project near Coimbatore, Tamil Nadu.
- It prepared Project Report for Soyabean Processing Project (SEP) near Latur, Maharashtra.
- It prepared Project Report for a Sava/Bhagar/Vari Processing Project near Pen, Dist. Raigad, Maharashtra.
- It prepared Project Report for a Commercial Goat Farming Project in Solapur district, Maharashtra.
- It prepared Market Assessment Report for a Pomegranate Processing Project near Pune, Maharashtra.
- It prepared Market Assessment Report for a Meat Processing Project in Uttar Pradesh.

■ TEXTILES, CLUSTERS - INFRA CONSULTING & MARKET RESEARCH DIVISION :

This Division offers total Consultancy Solution from Concept to Commissioning for Textiles Projects in Spinning, Weaving, Processing, Garments & Technical Textiles sector.

Key achievements include establishing Textiles Business by offering consultancy to the Client from various Textile centres from India viz; Ahmedabad, Surat , Mumbai, Chandigarh, Bhilwara, Ludhiana, Bhopal, Nagpur, Bangalore, Bhuj, Jamnagar & Rajkot, etc. It serviced prestigious Clients such as :

- Avogol India Pvt. Ltd., Bhopal - Technical Textiles
- Ramtej Textiles LLP, Solapur. - Textiles
- Astral India Investments, Nagpur - Technical Textiles
- Welspun India Limited, Mumbai - Textiles
- Himatsingka Siede, Bangalore - Textiles
- Chiripal Group, Ahmedabad - Textiles

This division provides consultancy for enhancing productivity, competitiveness as well as capacity building of small enterprises under the schemes of Government of India and Government of Maharashtra and also provides handholding support to MSME's.

MARKET RESEARCH :

Under Market Research segment, this Division provides a wide spectrum of service in the field of Marketing and social Research and also assist clients by providing solutions at all phases of planning & development. This division conducted various assignments in social research, industrial research and consumer research.

Key achievements include :

- Empaneled with Directorate of Economics & Statistics, Govt. of Maharashtra for conducting Evaluation Studies, Sample Survey and providing expert services in statistical & economic activities.
- Empaneled with Karnataka Evaluation Authority, Government of Karnataka Bangalore for undertaking Evaluation Studies.

■ ENTREPRENEURSHIP & VOCATIONAL TRAINING AND BIO-TECHNOLOGY DIVISION :

- 1st CSR Assignment of value of Rs. 65.00 Lakhs.
- Recognized as Champion Institute & Hand Holding Agency by SIDBI for Stand up Mitra Scheme of Govt. of India.
- Recognized by Department of Industry Policy & Promotion (DIPP) for Start Up India Scheme.
- Promoting innovative ideas and providing soft loans to incubators.
- Empanelled by National Institute of Solar Energy (NISE), Ministry of New and Renewable Energy, Government of India (MNRE) to work in five states for implementation of Suryamitra Skill Development Programme.
- Empanelled with United Nations Development Programme (UNDP) for implementing Women Empowerment project.

■ MITCON INCUBATION CENTRE :

During the year under review, MSME, Government of India awarded ASPIRE project to MITCON TBI for upgradation of TBI, incubation of innovative idea, seed fund and workshop.

■ MITCON CENTRE FOR CSR AND SKILL DEVELOPMENT :

This division scaled up its operations at new center at Balewadi. The center is having state of the art training facility. It offers varied range of training programs to develop resourceful and skilled manpower through various laboratories like Catering, Bakery, Fashion Technology, Four Wheeler Repairing Lab, Beauty Care etc. This division also provides CSR solutions to the corporates.

Key achievements include :

- Received assignment from Gulf Oil for Conducting 3 day workshops for their Dealers/Mechanics.
- Extension of Accreditation from National Skill Development Corporation.

■ MITCON e-SCHOOL :

This division continued its activities from Agriculture College Campus, Pune and also from Chinchwad and Balewadi centers.

5. DIRECTORS :

Pursuant to Article 171 of the Articles of Association of the Company Mr. Chiman Deshmukh who retire by rotation and being eligible, offer himself for re-appointment.

During the year under review, the Board appointed Ms. Maya Sinha and Mr. Subodh Kumar (representative of SIDBI) as an Additional Directors on the Board of Directors of the Company pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and whose appointment was regularized by way of an Ordinary Resolution passed by the members through Postal Ballot.

During the year under review, Mr. Ravi Tyagi and Mr. Anand Kusre resigned as Directors of the Company. The Board places on record its sincere appreciation for their valuable contributions.

The Board also appointed Ms. Maya Sinha as Chairperson of the Board.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013.

Your Board recommends re-appointment of Mr. Chiman Deshmukh at the ensuing Annual General Meeting. A brief resume, nature of expertise, details of directorships held in other companies and other information of Mr. Chiman Deshmukh proposing re-appointment pursuant to the provisions of the Companies Act, 2013 and Listing (Obligations & Disclosure Requirements) Regulations, 2015 is appended as an annexure to the notice of ensuing Annual General Meeting.

6. BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013, the Board Members evaluated the performance of individual directors based on their participation in the Board Meetings and Meeting of the Committees of the Board and also as per criteria laid down in policy for evaluation of performance of Board Members.

Independent Directors also evaluated the performance of the Non-Independent Directors in their separate meeting held on 27.03.2017.

7. MEETINGS OF THE BOARD :

During the financial year 2016-17, seven Board Meetings were convened on 27.05.2016, 05.08.2016, 04.10.2016, 11.11.2016, 28.12.2016, 10.03.2017, 27.03.2017.

The attendance of the Board Members at the said meetings are as under:

Sr. No.	Name of the Board Member	Attendance record of the Members						
		27.05.2016	05.08.2016	04.10.2016	11.11.2016	28.12.2016	10.03.2017	27.03.2017
1.	Dr. Pradeep Bavadekar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Mr. Chiman Deshmukh	Yes	No	Yes	Yes	Yes	Yes	No
3.	Mrs. Archana Lakhe	Yes	Yes	No	Yes	Yes	Yes	Yes
4.	Mr. Aniruddha Joshi	No	Yes	Yes	Yes	Yes	Yes	Yes
5.	Mr. Jagannath Dange	Yes	Yes	No	No	Yes	Yes	Yes
6.	Ms. Maya Sinha*	N.A.	N.A.	N.A.	Yes	Yes	Yes	Yes
7.	Mr. Subodh Kumar**	N.A.	N.A.	N.A.	Yes	Yes	Yes	Yes

* Appointed w.e.f. 11.11.2016

**Appointed w.e.f. 11.11.2016

Mr. Ravi Tyagi was a member of the Board till 06.08.2016 and he attended meetings held on 27.05.2016. He also attended meeting held on 04.10.2016 on invitation.

Mr. Anand Kusre was a member of the Board till 22.11.2016 and he attended meetings held 27.05.2016, 05.08.2016 and 04.10.2016.

8. COMMITTEES OF THE BOARD :

i. Audit Committee

As on 31st March 2017, the Committee comprised of the following:

Name of the member	Category
Ms. Maya Sinha (Member)-Chairperson*	Non Executive Director
Mr. Chiman Deshmukh (Member)	Non Executive Director
Mr. Jagannath Dange (Member)	Non Executive – Independent Director
Mrs. Archana Lakhe (Member)	Non Executive – Independent Women Director
Mr. Aniruddha Joshi (Member)	Non Executive – Independent Director

*Appointed as member w.e.f. 11.11.2016

The audit committee meetings are usually attended by the Managing Director, Chief Financial Officer, the representatives of Statutory Auditors and Internal Auditors as and when necessary. The Company Secretary acts as a Secretary of the Committee.

The previous Annual General Meeting of the Company was held on 05.08.2016 which was attended by Mr. Anand Kusre, then Chairman of the Audit Committee.

The dates on which the Audit Committee Meetings were held and the attendance of the Members at the said meetings are as under:

Sr. No.	Dates on which Audit Committee Meeting was held	Attendance record of the Members				
		Ms. Maya Sinha	Mr. Aniruddha Joshi	Mr. J. P. Dange	Mrs. Archana Lakhe	Mr. Chiman Deshmukh
1.	27.05.2016	N.A.	No	Yes	Yes	Yes
2.	05.08.2016	N.A.	Yes	Yes	Yes	No

3.	11.11.2016	N.A.	Yes	No	Yes	Yes
4.	27.03.2017	Yes	Yes	Yes	Yes	No

Mr. Anand Kusre was a member of the Committee till 22.11.2016 and he attended meetings held on 27.05.2016 and 05.08.2016.

ii. Nomination and Remuneration Committee

As on 31st March 2017, the Committee comprised of the following:

Name of the member	Category
Mrs. Archana Lakhe (Chairperson)	Non Executive-Independent Woman Director
Mr. Aniruddha Joshi (Member)	Non Executive – Independent Director
Mr. Jagannath Dange (Member)	Non Executive – Independent Director
Ms. Maya Sinha (Member)*	Non Executive Director
Mr. Chiman Deshmukh (Member)	Non Executive Director

*Appointed as member w.e.f. 11.11.2016.

The previous Annual General Meeting of the Company was held on 05.08.2016 which was attended by Mrs. Archana Lakhe, Chairperson of the Nomination and Remuneration Committee.

The dates on which the Nomination and Remuneration Committee Meetings were held and the attendance of the Members at the said meetings are as under:

Sr. No.	Dates on which Nomination and Remuneration Committee Meeting was held	Attendance record of the Members				
		Mrs. Archana Lakhe	Mr. Aniruddha Joshi	Mr. J. P. Dange	Ms. Maya Sinha	Mr. Chiman Deshmukh
1.	27.05.2016	Yes	No	Yes	N.A.	Yes
2.	05.08.2016	Yes	Yes	Yes	N.A.	No
3.	11.11.2016	Yes	Yes	No	N.A.	Yes
4.	28.12.2016	Yes	Yes	Yes	Yes	Yes
5.	27.03.2017	Yes	Yes	Yes	Yes	No

Mr. Anand Kusre was a member of the Committee till 22.11.2016 and he attended meetings held on 27.05.2016 and 05.08.2016.

iii. Corporate Social Responsibility (CSR) Committee

As on 31st March 2017, the Committee comprised of the following:

Name of the member	Category
Mr. Aniruddha Joshi (Chairman)	Non Executive-Independent Director
Dr. Pradeep Bavadekar (Member)	Managing Director
Mr. Subodh Kumar (Member)*	Non Executive Director
Mrs. Archana Lakhe (Member)	Non Executive-Independent Woman Director

*Appointed as member w.e.f. 11.11.2016.

Sr. No.	Dates on which CSR Committee Meeting was held	Attendance record of the Members			
		Mr. Aniruddha Joshi	Dr. Pradeep Bavadekar	Mr. Subodh Kumar	Mrs. Archana Lakhe
1.	29.04.2016	Yes	Yes	N.A.	Yes
2.	11.11.2016	Yes	Yes	Yes	Yes

Mr. Ravi Tyagi was a member of the Committee till 06.08.2016 and he attended meeting held on 29.04.2016.

iv. Stakeholders Relationship Committee :

As on 31st March 2017, the Committee comprised of the following:

Name of the member	Category
Ms. Maya Sinha (Chairperson)*	Non Executive Director
Dr. Pradeep Bavadekar (Member)	Managing Director
Mr. Chiman Deshmukh (Member)	Non Executive Director
Mr. Subodh Kumar (Member)**	Non Executive Director
Mrs. Archana Lakhe (Member)	Non Executive-Independent Woman Director

*Appointed as member w.e.f. 11.11.2016

**Appointed as member w.ef. 11.11.2016

During the year, the Committee meeting was held on 27.03.2017 which was attended by all members except Mr. Chiman Deshmukh.

9. KEY MANAGERIAL PERSONNEL (KMP) :

During the year under review, the following persons were Key Managerial Personnel:

Sr. No.	Name of the Person	Designation
1.	Dr. Pradeep Bavadekar	Managing Director
2.	Mr. Ram Mapari	Chief Financial Officer
3.	Mr. Madhav Oak	Company Secretary

During the year there were no changes in the Key Managerial Personnel.

10. NOMINATION AND REMUNERATION POLICY :

The Board of Directors have framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy is annexed hereto and forms an integral part of this Report.

11. WHISTLE BLOWER POLICY :

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The whistle blower policy has been posted on the website of the Company (www.mitconindia.com).

12. AUDITORS :

The appointment of the Statutory Auditors of the Company M/s. Joshi & Sahney, Chartered Accountants, Pune shall be required to be ratified at the ensuing annual general meeting for the Financial Year 2017-18.

M/s. Joshi & Sahney, Chartered Accountants, Pune is an independent audit firm and none of your Directors, KMP's are related or interested in it, directly or indirectly.

Auditors Remark

The comments of the Auditors read together with the Notes to Accounts are self-explanatory and do not call for further explanation.

13. SHARE CAPITAL :

During the year, the Authorised Capital of the Company was increased to Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 Equity Shares of Rs. 10/- each from Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- each.

During the year under review, there was no change in paid-up share capital of the Company which stood at Rs. 1,210 Lakhs.

14. CORPORATE GOVERNANCE :

The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated and applicable under various regulations are complied with.

15. EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed hereto and forms an integral part of this Report.

16. SECRETARIAL AUDIT :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s SVD & Associates, a firm of Company Secretaries in Practice to undertake Secretarial Audit of the Company. The Secretarial Audit Report is annexed hereto and forms an integral part of this report.

There is no remark from the secretarial auditor for the year under review except the following:

"The filing of Report to the Stock Exchange under sub-regulation 3 of Regulation 7 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30.09.2016 has been done beyond prescribed time.

Management Reply:

The Company inadvertently failed to file the same within due date since the certification was required to be obtained from Registrar and Transfer Agent.

17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

In accordance with the provisions of the Companies Act, 2013 and listing agreement requirements, the Management Discussion and Analysis report is annexed hereto and forms an integral part of this report.

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis and also under section highlights of important assignments.

18. CORPORATE SOCIAL RESPONSIBILITY :

During the year, your Company has contributed Rs. 16,66,668/- towards Corporate Social Responsibility (CSR). For the year 2016-17, the budget for CSR spend is in line with the provisions under the Companies

Act, 2013 in this regard. The budget is project driven and approved by the CSR Committee. A detailed report on CSR activities carried out by the Company is annexed hereto and forms an integral part of this report.

19. PARTICULARS REQUIRED TO BE FURNISHED BY COMPANIES :

The provisions relating to disclosure of details regarding Energy Consumption, both total and per unit of production and technology absorption are not applicable as the Company is engaged in the business of providing consultancy services and conducting training programmes.

Your Company carries out its operations in an environmental friendly manner and is on the look-out for different ways & means to reduce the consumption of energy in its operations.

20. FOREIGN EXCHANGE EARNINGS & OUTGO :

An amount of Rs. 27.70 Lakhs (US\$ 27970, Euro 8742.40, BHD1500) were received during the year on account of Professional fees and reimbursement of expenses. (Previous Year Rs. 104.77 Lakhs (US\$ 1, 46,242, Euro 10832.14)

Expenditure in Foreign Currency during the year was Rs. 1.08 Lakhs (US \$ 1,605.14) (Previous Year Rs. 4.81 Lakhs (US \$ 6,392.62, Euro 750)).

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 :

During the year under review, the Company acquired 49% of the paid up capital i.e. 58,80,000 Equity Shares of Rs. 10/- each in Krishna Windfarms Developers Private Limited (KWFDPL) by investing Rs. 5,90,65,200 (Including stamp duty of Rs. 2,65,200). Consequently, KWFDPL became Associate of Company of your Company.

The Company has duly complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investments made by the Company. The Company has provided Corporate Guarantee and also provided security upto Rs. 28,00,00,000/- (Rupees Twenty Eight crore) in the form of Fixed Deposits for Letter of Credit opened by Krishna Windfarms Developers Private Limited (KWFDPL), which is covered by Section 186 of the Companies Act, 2013.

22. PARTICULARS OF EMPLOYEES :

None of the employee of the Company was in receipt of remuneration of more than Rs. 60 Lakhs per annum or Rs. 5 Lakhs per month if employed for part of the year except Managing Director. At the end of the year, Company had 195 numbers of Staff.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is having Policy for the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. In this regard, Internal Complaints Committee has been set up to redress complaints. During the year under review, there were no complaints received pursuant to the aforesaid Act.

23. PARTICULARS OF RELATED PARTY TRANSACTIONS :

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties which was not in the ordinary course of business is being provided separately as Form AOC-2

and which is annexed and forms an integral part of this report. The particulars of arrangements entered into by the Company with Related Parties which in the ordinary course of business are provided in Notes to the Financial Statements.

24. RISK MANAGEMENT POLICY :

The Company has a robust risk management framework comprising risk governance structure and defined risk management processes. The Company identifies all strategic, operational and financial risks that the Company faces, by assessing and analysing the latest trends in risk information available internally and externally and uses the same to plan for risk mitigation activities.

25. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY :

There are no adverse material changes or commitments occurring after 31st March, 2017 which may affect the financial position of the Company or may require disclosure.

During the year under review, the Board of Directors of your Company have decided to form following companies in association with CMC Skills Private Limited:

1) MITCON Megaskill Centers Private Limited in which your Company would be holding 26% of the paid up capital. This Company is being formed as Special Purpose Vehicle for undertaking assignment received from Jharkhand Skill Development Mission Society, Government of Jharkhand for establishing, operating and maintaining Mega Skill Training Centre (s) on PPP Mode. On formation, this Company would become Associate Company of your Company.

2) MITCON Multiskills Limited in which your Company would be holding 51% of the paid up capital and consequently on formation would become Subsidiary Company of your Company. This Company would primarily focus on undertaking training and ancillary assignments of State/Central Government and Local bodies.

26. CHANGE IN THE NATURE OF BUSINESS :

During the year under review, there has been no change in the nature of business of the Company.

27. INTERNAL FINANCIAL CONTROL :

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms an integral part of this Report.

28. RESPONSIBILITY STATEMENT :

On behalf of the Board of Directors, Managing Director hereby states that :

- In preparation of Standalone & Consolidated annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- We had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company at the end of the financial year and of the Profit of the company for that period.
- We had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- We have prepared the Standalone & Consolidated Annual Accounts on a going concern basis.

- Internal Financial Controls as laid down were adequate and were operating effectively.
- A proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. **ACKNOWLEDGEMENTS :**

Your Directors would like to record their appreciation for the support to the company received from the Shareholders, Banks, Institutions, all our esteemed Customers and Employees of the Company.

On behalf of the Board of Directors

Sd/-

Maya Sinha
Chairperson
(DIN 03056226)

Place: Pune

Date: 30th May, 2017

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31st March 2017

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS :

- i) **CIN** : L74140PN1982PLC026933
- ii) **Registration Date** : 16/04/1982
- iii) **Name of the Company** : MITCON Consultancy & Engineering Services Limited
- iv) **Category/Sub-Category of the Company** : Company Limited by Shares/Indian Non-Government Company
- v) **Address of the Registered Office of the Company and contact details:**
 First Floor, Kubera Chambers, Shivajinagar, Pune-411 005
 Phone No.: 020-2553 3309 Fax: 020-2553 3206 Email: cs@mitconindia.com
- vi) **Whether Listed Company** : Yes
- vii) **Name, Address and Contact Details of Registrar and Transfer Agent** :
 Link Intime India Private Limited
 (Unit: MITCON Consultancy & Engineering Services Limited)
 Block No. 202, 2nd Floor,
 Akshay Complex, Off Dhole Patil Road, Pune-411 001
 Phone: 020-26160084/1629
 Fax: 020-26163503
 Email: pune@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

Sr. No.	Name and Description of the main services	NIC Code	% of the total turnover of the Company
1.	Consultancy	74140	66.65
2.	Training	80904	28.41

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr.No	NAMEAND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of Shares held	Applicable Section
1.	KRISHNA WINDFARMS DEVELOPERS PRIVATE LIMITED Add: B-1402, Floor -14, Plot -211, Dalamal Tower, Free Press Journal Marg, Nariman Point, Mumbai-400021	U40108MH2002PTC135146	ASSOCIATE COMPANY	49%	Section 2 (76) read with Section 188

IV. SHAREHOLDING PATTERN :

i) Category wise - Share Holding :

Category of Shareholder	No. of shares held at the beginning of the year (As on April 1, 2016)				No. of shares held at the end of the year (As on March 31, 2017)				% of change during the year
	Number of shares held in dematerialised form	Physical	Total No. of Shares	% of total shares	Number of shares held in dematerialised form	Physical	Total No. of Shares	% of total shares	
A. Promoters									
(1) Indian									
a) Individuals / Hindu Undivided Family	-	-	-	-	-	-	-	-	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
f) Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-
Foreign	-	-	-	-	-	-	-	-	-
a) Individuals (Non-Resident Individuals / foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	-	-	-	-	-	-	-	-	-
c) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-

B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Financial Institutions/ Banks	45,46,000	8,00,000	53,46,000	44.18	25,86,000	8,00,000	33,86,000	27.98	(16.2)	-
c) Central Government	-	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) Foreign Institutional Investors	1,50,000	-	1,50,000	1.24	1,50,000	-	1,50,000	1.24	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Any other (specify)	-	-	-	-	-	-	-	-	-	-
Corporations owned or controlled by State Government (s)	3,20,000	8,20,000	11,40,000	9.43	3,20,000	8,20,000	11,40,000	9.43	-	-
Market Makers	1,10,000	-	1,10,000	0.90	-	-	-	-	(0.90)	-
Sub-Total (B)(1)	51,26,000	16,20,000	67,46,000	55.75	30,56,000	16,20,000	46,76,000	38.64	(17.11)	-
2. Non Institutions										
a) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
i) Indian	9,02,000	-	9,02,000	7.45	10,90,000	-	10,90,000	9.01	1.56	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3,30,000	-	3,30,000	2.72	3,68,000	-	3,68,000	3.04	0.32	-
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	18,12,000	1,60,000	19,72,000	16.29	33,94,000	1,60,000	35,54,000	29.37	13.08	-
c) Any Other(specify)	-	-	-	-	-	-	-	-	-	-
Trusts	20,66,000	-	20,66,000	17.07	20,64,000	-	20,64,000	17.06	(0.01)	-

Clearing Member	28,000	-	28,000	0.24	2,40,000	-	2,40,000	1.98	1.74
HUF	56,000	-	56,000	0.49	1,08,000	-	1,08,000	0.89	0.4
Sub-Total (B)(2)	51,94,000	1,60,000	53,54,000	44.26	72,64,000	1,60,000	74,24,000	61.36	17.01
Total Public shareholding (B)=(B)(1)+(B)(2)	1,03,20,000	17,80,000	1,21,00,000	100.00	1,03,20,000	17,80,000	1,21,00,000	100.00	-
TOTAL (A)+(B)	1,03,20,000	17,80,000	1,21,00,000	100.00	1,03,20,000	17,80,000	1,21,00,000	100.00	-
Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	1,03,20,000	17,80,000	1,21,00,000	100.00	1,03,20,000	17,80,000	1,21,00,000	100.00	-

ii) Shareholding of promoters: The Company is a professionally managed Company and does not have identifiable promoters in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

iii) Change in Promoters Shareholding: Not Applicable

iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDR's and ADR's) :

Sr. No.	Name of the shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Number of shares held	% of the total shares of the Company	Number of shares held	% of the total shares of the Company
1.	SIDBI TRUSTEE COMPANY LIMITED A/C INDIA OPPORTUNITIES FUND	16,38,000	13.54	16,38,000	13.54
2.	SMALL INDUSTRIES DEVELOPMENT BANK OF INDIA	10,00,000	8.26	10,00,000	8.26
3.	SICOM LIMITED	8,00,000	6.61	8,00,000	6.61
4.	MUKUL MAHAVIR PRASAD AGARWAL	7,52,000	2.48	7,52,000	6.21
5.	ASHOK KUMAR AGARWAL	-	-	6,56,000	5.42
6.	EMERGING INDIA GROWTH FUND CVCF V	4,28,000	3.54	4,26,000	3.52
7.	MASTER CAPITAL SERVICES LTD	-	-	4,00,000	3.30
8.	AJAY ARJUNLAL AGARWAL SHIVANI AJAY AGARWAL	2,32,000	1.91	3,42,000	2.82
9.	PRABHUDAS LILLADHER FINANCIAL SERVICES PRIVATE LIMITED	3,36,000	2.77	3,30,000	2.73
10.	CANARA BANK	3,26,000	2.69	3,26,000	2.69

Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Name of the Key Managerial Personal	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Dr. Pradeep Bavadekar (Managing Director and KMP)				
	At the beginning of the year	5,60,000	4.63	5,60,000	4.63
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	-	-	-	-
	At the end of the Year	5,60,000	4.63	5,60,000	4.63
2.	Mr. Ram Mapari (KMP)				
	At the beginning of the year	40,000	0.33	40,000	0.33
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	-	-	-	-
	At the end of the year	40,000	0.33	40,000	0.33

3.	Mr. Madhav Oak (KMP)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	-	-	-	-
	At the end of the year	Nil	Nil	Nil	Nil

Note: The other Directors does not hold any shares of the Company.

V. INDEBTEDNESS :

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director :

Sr. No.	Particulars of Remuneration	Amt. Rs.
1.	Gross Salary	
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	66,40,000
	b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	-
	c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-

2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as percentage of profit - others	- -
5.	Others	-
	Total (A)	66,40,000
	Ceiling as per the Act	1,68,00,000

Note: The aforesaid remuneration was paid to the Managing Director in compliance with the Provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

B. Remuneration to other Directors

Sr. No.	Name of the Director	Particulars of Remuneration			Amt. Rs.
		Fees for attending board/ committee meetings	Commission	Others	
1.	Independent Directors:				
	Mr. J. P. Dange	1,30,000	-	-	1,30,000
	Mr. Aniruddha Joshi	1,60,000	-	-	1,60,000
	Mrs. Archana Lakhe	1,90,000	-	-	1,90,000
	Total (1)	4,80,000	-	-	4,80,000
2.	Other Non-Executive Directors				
	Mr. Anand T. Kusre	80,000	-	-	80,000
	Mr. Ravi Tyagi** (Director upto 06.08.2016)	30,000	-	-	30,000
	Mr. Subodh Kumar**	60,000	-	-	60,000
	Mr. Chiman Deshmukh***	1,00,000	-	-	1,00,000
	Ms. Maya Sinha	80,000	-	-	80,000
	Total (2)	3,50,000	-	-	3,50,000
	Total (B)=(1+2)	8,30,000	-	-	8,30,000
		Ceiling as per the Act			-

** Paid to SIDBI

*** Paid to SICOM Limited.

C. Remuneration to Key Managerial Personnel other than Managing Director / Manager /Whole Time Director :

Sr. No.	Particulars of Remuneration	Chief Financial Officer	Company Secretary	Total Amt. Rs.
1.	Gross Salary a) Salary as per provisions contained in Section 17(1)of the Income-tax Act, 1961 b) Value of perquisites under Section 17(2)of the Income-tax Act, 1961 c) Profits in lieu of salary under Section 17(3)of the Income-tax Act, 1961	12,25,255	9,97,476	22,22,731
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as percentage of profit - others	- -	- -	- -
5.	Others	-	-	-
	Total	-	-	22,22,731

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

NIL

INFORMATION PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year	Refer Annexure I
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year	Refer Annexure II
3.	The percentage increase in the median remuneration of employees in the financial year.	8.64%
4.	The number of permanent employees on the rolls of Company.	195
5.	The explanation on the relationship between average increase in remuneration and Company performance.	The increase in remuneration is not solely based on Company performance but also includes various other factors like individual performance vis-à-vis industry trends, economic situation, future growth prospects etc. The Board believes that it is in line with industry.

6.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company.	The increase in remuneration is not solely based on Company performance but also includes various other factors like individual performance vis-à-vis industry trends, economic situation, future growth prospects etc. The Board believes that it is in line with industry.									
7.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies.	<table border="1"> <thead> <tr> <th></th><th>31st March, 2017</th><th>31st March, 2016</th></tr> </thead> <tbody> <tr> <td>Market Capitalisation</td><td>Rs. 77.56 Crores</td><td>Rs. 84.70 Crores</td></tr> <tr> <td>PE Ratio</td><td>17.51</td><td>18.38</td></tr> </tbody> </table> <p>Percentage increase in market quotations over last IPO price: Public issue of equity shares was done in October, 2013 at a price of Rs. 61 per share. In comparison, the market price was higher by 5.08% as at 31st March 2017.</p>		31 st March, 2017	31 st March, 2016	Market Capitalisation	Rs. 77.56 Crores	Rs. 84.70 Crores	PE Ratio	17.51	18.38
	31 st March, 2017	31 st March, 2016									
Market Capitalisation	Rs. 77.56 Crores	Rs. 84.70 Crores									
PE Ratio	17.51	18.38									
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	<p>a) Percentage increase in salaries of managerial personnel at 50th percentile is: 3%</p> <p>b) Percentage increase in salaries of non managerial personnel at 50th percentile is : 5.53%</p> <p>The increase in remuneration is not solely based on Company performance but also includes various other factors like individual performance vis-à-vis industry trends, economic situation, future growth prospects etc. The Board believes that the increase is in line with industry.</p>									
9.	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company.	The individual remuneration of the Key Managerial Personnel is not directly comparable against the performance of the Company. As stated in 8 above, the salary increases are a function of various factors like individual performance vis-à-vis industry trends, economic situation, future growth prospects etc. besides Company performance. There are no exceptional circumstances for increase in the key managerial remuneration.									
10.	The key parameters for any variable component of remuneration availed by the directors The key parameters for any variable component of remuneration availed by the directors	Not Applicable									
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable									

12.	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration to employees of the Company is as per the remuneration policy of the Company.
13.	Statement showing the name of every employee of the company, who - (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees; (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month; (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.	Please Refer Annexure III

* The percentage increase in the median remuneration of employees has been calculated after excluding Managing Director's remuneration.

Annexure I :

Sr. No.	Name of Director	Ratio of remuneration of each Director to the median remuneration of the employees of the Company
1.	Ms. Maya Sinha	0.17
2.	Dr. Pradeep Bavadekar	17.20
3.	Mr. Subodh Kumar	0.12
4.	Mr. Chiman Deshmukh	0.21
5.	Mr. J. P. Dange	0.27
6.	Mr. Aniruddha Joshi	0.33
7.	Mrs. Archana Lakhe	0.39

Annexure II :

Sr. No.	Name of Director/KMP	Designation	% Increase/(Decrease) in the Remuneration (Including sitting fees paid to the Directors)
1.	Ms. Maya Sinha (refer note below)	Director	Not Applicable
2.	Dr. Pradeep Bavadekar	Managing Director & KMP	6%
3.	Mr. Chiman Deshmukh	Director	-9%
4.	Mr. Jagannath Dange	Director	-7%
5.	Mr. Aniruddha Joshi	Director	60%
6.	Mrs. Archana Lakhe	Director	6%
7.	Mr. Subodh Kumar (refer note below)	Director	Not Applicable
8.	Mr. Ram Mapari	KMP	3%
9.	Mr. Madhav Oak	KMP	3%

Note: He/She was appointed during the year ended 31st March, 2017.

Annexure III :

Sr. No.	General Information	
1.	Name of the employee	Dr. Pradeep Bavadekar
2.	Designation	Managing Director
3.	Remuneration received	Rs. 83,21,978/-
4.	Nature of employment	Regular Employee
5.	Qualification and Experience of the employee	He holds a Masters of Business Administration in Marketing Management and a Ph. D. in Business Administration from University of Pune. He has over 32 years of work experience in the field of manufacturing, sales & marketing, management and technical consultancy.
6.	Date of commencement of employment	02.04.1995
7.	Age	60 years
8.	Last employment	Mega Fibre Private Limited as Managing Director
9.	Percentage of equity shares held by the employee	4.63%
10.	Whether any such employee is relative of any Director and if so name of such Director	-

FORM NO. 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.

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

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	MITCON Foundation MITCON Foundation is a charitable trust promoted by the Company and shareholders of the Company as on 31.03.2013 are the members of the trust. Two Directors & CFO of the Company are the trustees of MITCON Foundation.
2.	Nature of contracts/ arrangements/ transaction	Leave License Agreement for taking 28 Classrooms on Rent at the Balwadi Premises of MITCON Foundation to run MITCON Center for CSR and Skill Development.
3.	Duration of the contracts / arrangements / transaction	11 months and to be renewed from time to time.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>Monthly Rent: Rs. 5,60,000/- plus Service Tax as may be applicable from time to time.</p> <p>Monthly rent payment date: The Rent shall be payable on or before the Seventh day of every succeeding month.</p> <p>Monthly maintenance charges: Payable by the Company at actuals and also the charges for water consumption and electricity housekeeping, security at actual etc.</p> <p>Property Taxes: The Property taxes are borne by MITCON Foundation During the Financial Year 2016-17, the Company made payment of Rs. 90,43,972/- towards rent and expenses for housekeeping, electricity, security etc.</p>

5.	Justification for entering into such contracts or arrangements or transactions	<p>The Company is conducting Skill Based Training Programmes in rented premises at Agriculture College Campus. In view of the increasing demand for skill based training and non-availability of required space in our office at agriculture college campus, the management of the Company had been looking for some good office premises for longterm use. Management also decided to go for long term lease/license rather than purchasing the premises.</p> <p>Considering the requirements of the Company, the management thought fit to take the classrooms on rent from MITCON Foundation available at its Balewadi premises since, the infrastructure at Balewadi Premises is as per the requirements of educational institutions.</p>
6.	Date of approval by the Board	30 th December, 2013. The Audit Committee and Board also approved renewal of said Leave and License Agreement in their respective meetings held on 11 th November, 2016.
7.	Amount paid as advances, if any	Not Applicable.
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	11 th August, 2014.

CSR POLICY OF THE COMPANY

1. Preamble

At MITCON Consultancy & Engineering Services Limited (MITCON), we are committed for empowerment of society through our Social initiatives. MITCON always give thrust on developing young entrepreneurs and women empowerment.

2. Purpose

The key purpose of this policy is to:

- Define what CSR means to us and the approach adopted to achieve our goals
- Define the kind of projects that will come under the ambit of CSR
- Identify broad areas of intervention in which the company will undertake projects
- Serve as a guiding document to help execute and monitor CSR projects
- Elucidate criteria for partner implementation agencies
- Explain the manner in which the surpluses from CSR projects will be treated

3. Policy Statement

The CSR Policy focuses on addressing critical social, environmental and economic needs of the marginalized/underprivileged sections of the society. Through this policy, we align our CSR strategy with MITCON's vision and goals. We adopt an approach that integrates the solutions to these problems into the strategies of the company to benefit the communities at large and create social and environmental impact.

4. Scope of CSR activities in MITCON

As a practice, we classify only those projects that are over and above our normal course of business as CSR. This policy will apply to all our CSR activities/projects and it will be further reviewed and updated.

Normal Course of Business

MITCON provides corporate solutions in power generation, energy efficiency, renewable agency, environmental management, banking and finance, infrastructure etc. We also conduct vocational and IT trainings. As a company, we are committed to providing quality services to our customers, creating economic value for all our shareholders, and we assign high priority to ensuring that we fulfill all regulatory requirements.

MITCON's CSR Focus in line with Schedule VII of the Companies Act, 2013:

MITCON will undertake its CSR activities in the following broad areas:

1. Promoting education including special education
2. Promoting preventive health care and sanitation and making available safe drinking water
3. Eradicating hunger, poverty and malnutrition
4. Promoting education, gender equality and empowering women
5. Ensuring Environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water
6. Measures for the benefit of armed forces veterans, war widows and their dependents
7. Rural Development Projects

Appointment of outside agency:

MITCON can implements its CSR activity in any of the above mentioned areas through independently registered non-profit organisations.

5. CSR Budget & Schedule of implementation

The total budget for the CSR projects will be decided by the CSR Committee. The CSR committee will be responsible for preparing a detailed plan on CSR activities, including the expenditure, the type of activities, roles and responsibilities of various stakeholders and a monitoring mechanism for such activities. The same will be recommended to the Board.

In terms of the provisions of the Companies Act, 2013, the Company may spend upto five percent of the total CSR expenditure on the salaries to be paid to the staff of the Company who are involved in implementation of the CSR activities of the Company or on any other administrative overheads related to implementation of the CSR activities.

Any unutilized portion of CSR budget shall be reported annually as per the provisions of the Companies Act, 2013.

6. Governance Structure

We have constituted a robust and transparent governance structure to oversee the implementation of our CSR Policy, in compliance with the requirements of Section 135 of the Companies Act, 2013.

Board-level CSR Committee

At MITCON, our CSR governance structure will be headed by the Board Level CSR committee that will be ultimately responsible for the CSR projects undertaken. The committee will report to our Board of Directors.

Members as on 31st March, 2017

- Mr. Aniruddha Joshi
- Dr. Pradeep Bavadekar
- Mr. Subodh Kumar
- Mrs. Archana Lakhe

Responsibilities of the CSR Committee

- (a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- (b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) To monitor the Corporate Social Responsibility Policy of the company from time to time.
- (d) To prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programmes/activities proposed to be undertaken by the Company.

Reporting to CSR Committee

The Chief Financial Officer and Company Secretary will report the CSR activities undertaken to the CSR Committee from time to time.

7. Treatment of Surplus

Any surplus generated from CSR projects undertaken by us will be tracked and channelized into our CSR corpus. These funds will be further used in development of the CSR projects and will not be added to the normal business profits.

ANNUAL REPORT ON CSR ACTIVITIES

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 CSR Policy focuses on addressing critical social, environmental and economic needs of the marginalized/underprivileged sections of the society. Through this policy, we align our CSR strategy with MITCON's vision and goals. We adopt an approach that integrates the solutions to these problems into the strategies of the company to benefit the communities at large and create social and environmental impact.

The Company undertakes its CSR activities in the following broad areas:

- 1) Promoting education including special education
- 2) Promoting preventive health care and sanitation and making available safe drinking water
- 3) Eradicating hunger, poverty and malnutrition
- 4) Promoting education, gender equality and empowering women
- 5) Ensuring Environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water
- 6) Measures for the benefit of armed forces veterans, war widows and their dependents
- 7) Rural Development Projects

2. The Composition of the CSR Committee.

The Board had constituted this committee in Compliance with the provisions of the Companies Act, 2013 in the Board meeting held on 30th May, 2014.

The terms of reference of the CSR Committee is as follows:

- (a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- (b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) To monitor the Corporate Social Responsibility Policy of the company from time to time.
- (d) To prepare a transparent monitoring mechanism for ensuring implementation of the projects/programmes/activities proposed to be undertaken by the Company.

As on 31st March 2017, the CSR Committee comprised of the following

Name of the member	Category
Mr. Aniruddha Joshi (Chairman)	Non Executive-Independent
Dr. Pradeep Bavadekar (Member)	Managing Director
Mr. Archana Lakhe	Non Executive-Independent
Mr. Subodh Kumar*	Non Executive Director

* Appointed w.e.f. 11.11.2016

Mr. Ravi Tyagi was Member of the Committee till 6th August, 2016.

3. Average net profit of the company for last three financial years.
Rs. 8,25,98,212/-
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)
Rs. 16,51,964/-
5. Details of CSR spent during the financial year.
 - a) Total amount to be spent for the financial year: Rs. 16,51,964/-
 - b) Amount unspent, if any: Nil
 - c) Manner in which the amount spent during the financial year is detailed below.

c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project Or Activity identified.	Sector in which the Project is covered	Projects Or Programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or program. (2) Overheads :	Cumulative expenditure upto the reporting period.	Amount spent: Direct or through implementing agency
1.	Desilting of a water stream (Rivulet / Odha)	Conservation of natural resources and Rural Development Projects	Grampanchayat Bavada, Taluka Khandala, Dist. Satara	Rs. 45,00,000/-	Rs. 28,18,671/- (including previous year unspent of Rs. 11,52,003/-) (Direct)	Rs. 42,92,370/-	MITCON Foundation
	Total					Rs. 42,92,370/-	

6. The reasons for not spending the two percent of the average net profit of the last three financial years or any part thereof,

The Company has spent whole two percent of the average net profit of the last three financial years.

7. This is to confirm that during the Financial Year 2016-17, the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Sd/-
Dr. Pradeep Bavadekar
Managing Director
(DIN 00879747)

Sd/-
Aniruddha Joshi
Chairman of CSR Committee
(DIN 00122117)

Place : Pune
Date : 30th May, 2017

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 52 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and Other Employees has been formulated by the Nomination and Remuneration Committee (Hereinafter referred to as NRC or the Committee) and has been approved by the Board of Directors.

The Nomination and Remuneration Policy of MITCON Consultancy & Engineering Services Limited (the “Company”) is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for shareholders.

Definitions:

“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 and other statutory benefits;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all functional heads or Head of the Divisions.

Applicability

This Policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

Guiding principle

The guiding principle is that the nomination, terms of employment and remuneration should effectively help in attracting and retaining committed and competent personnel.

While designing remuneration packages, industry practices and cost of living are also taken into consideration.

Nomination :**A) Directors**

The appointment of the Non-Executive and Independent Directors are subject to the recommendation of NRC and approval of the Board of Directors and Shareholders. The Company shall comply provisions of the Companies Act, 2013 and rules framed thereunder for appointment of the Managing Director, Executive Director and Independent Directors.

B) KMP

Appointment and removal of KMP are subject to the approval of the NRC and the Board of Directors.

C) Senior Management

The Managing Director is authorised to make appointment and removal of senior management personnel. The same will be reported to the Board in the next Board Meeting.

D) Other employees:

Other employees will be appointed by the Managing Director from time to time.

Remuneration :

The NRC while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The NRC while considering a remuneration package must ensure a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

Reward principles and objectives

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

A) Non-Executive Directors

As per the Policy followed by the Company since inception the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions. Presently sitting fee is Rs. 10,000/- per meeting of the Board or any Committee thereof.

B) Managing Director

Remuneration of Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. When considering the appointment and remuneration of Managing Director, the NRC considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company. The term of office and remuneration of Managing Director are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time.

The Managing Director's remuneration comprises of salary, perquisites and performance based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity etc. as per Rules of the Company.

The Managing Director is also entitled to customary non-monetary benefits such as company car, health care benefits, leave travel, communication facilities, etc.

C) Employees

Remuneration of other employees is decided by the Managing Director, where applicable, broadly based on the Remuneration Policy of the Company. Total remuneration comprises of:

1. **A fixed base salary** - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. **Perquisites** – in the form of dearness allowance, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, reimbursement of telephone expenses incurred for business of the Company and other benefits as per the Company's policy.
3. **Retirement benefits** - Contribution to PF and gratuity as per Company Rules.
4. **Motivation /Reward** - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by the Managing Director based on the appraisal and recommendation of the concerned Head of Department, Chief Financial Officer and Human Resources Head, where applicable.
5. **Severance payments** - in accordance with terms of employment, and applicable statutory requirements, if any.

Evaluation

The Committee shall carry out evaluation of performance of Directors and KMP yearly or at such intervals as may be considered necessary. Managing Directors shall carry out evaluation of performance of the Senior Management Personnel as per the Company's policy and report to the Committee.

Disclosure of information

Information on the total remuneration of members of the Company's Board of Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

Application of the Remuneration Policy

This Remuneration Policy shall continue to guide all future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.

NRC MEETINGS

The meetings of NRC will be governed by the provisions of the Companies Act, 2013, Rules made thereunder and Listing Agreement as may be applicable from time to time.

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

Dissemination

This Policy shall be published on website of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

INDUSTRY STRUCTURE AND DEVELOPMENT

Consultancy is a process which involves consultants, whether self-employed or employed, individually or collectively using their knowledge, experience and analytical and/or problem-solving skills to add value to organisations for improvement in their existing operational, financial or marketing efficiency and/or for their expansion plans.

Types of Consultancies :

Consultancy industry cover a very broad gamut of services which range from being financial, technical to management consultancy and thus can be categorized on basis of various factors such as services provided, sectors catered to, management approaches etc.

Consultancy can be broadly divided into two major categories:

(i) Management (or Risk) Consultancy & (ii) Engineering Consultancy.

(i) Management Consultancy

Management consultancy includes providing advice and assistance relating to strategy, structure, management and operations of an organisation in pursuit of its long-term purposes and objectives. Such assistance may include the identification of options with recommendations; the provision of an additional resource and/or the implementation of solutions.

Effective management consulting has following roles:

- Responding to a client's request for information
- Providing solutions to specific problems
- Giving an in-depth, accurate diagnosis
- Presenting a program of recommended corrective actions
- Implementing changes; building consensus and commitment
- Facilitating client learning
- Enhancing organizational effectiveness

(ii) Engineering Consultancy

Engineering consultancy majorly involves project related technical assistance to organisations for existing or upcoming projects. These services range from project evaluation and feasibility study, design engineering to project management up to commissioning.

Consultants – Scope of work

Consultancy projects have varied completion periods and can last a few hours, months or even several years depending on the nature of the advice and the demands of the client. They can involve the consultant in just providing advice or they can involve the consultant in completing the implementation.

Consultant service providers could be any of the following :

- Free lancers or individual Consultants
- Consulting Firms including bodies corporates
- Academic/R&D Institutions
- Professional Bodies

Consultancy – Global Scenario

The origin of consultancy services may be traced back to mid 18th century, a phase which was marked with unprecedented commercial growth, in countries like America coupled with unprecedented business risk. This had emerged necessity for help from external organizations to improve their performance, primarily through the analysis of existing organizational problems and development of plans for improvement as well as expansion.

As a business service, consulting remains highly cyclical and linked to overall economic conditions. Global management consulting sector has grown quickly, with growth rates of the industry exceeding 20% in the 1980s and 1990s. The consulting industry shrank during the 2001-03 period, but grew steadily until the recent economic downturn in 2009. Since then the market has stabilized. (Source: CARE research)

Consultancy services in Indian Scenario

Over the years, as the Indian industry started maturing, the Indian consulting industry also started expanding, not only in terms of size, but also in terms of the service offerings. Over the period, specialist consulting advice was being sought by clients in India and this opened the opportunity for a number of specialist organizations to draw on their specialist knowledge base and resources to meet the demand for specialist consulting services.

Indian consultancy story marked its existence more than two decades ago. Economic reforms, increased global integration leading to rapid growth of the companies which resulted in higher complexity and stiff competition from multinational players. This fuelled the need for specialised consultancy firms to provide services to cater to the complex business needs in the form of corporate advisory, human resource management, feasibility studies, IT advisory, organizational restructuring etc.

Major strengths of Indian consultancy organizations include professional competence, low cost structure, diverse capabilities, high adaptability and quick learning capability. Their weaknesses include low quality assurance, little presence overseas and lack of global market intelligence. Capabilities of Indian consultants are strong in several areas which include civil engineering and construction, telecommunication, power, metallurgy, chemical, petrochemicals and IT.

OPPORTUNITIES AND THREATS

Your Company believes that going forward the demand for specialized services catering towards sectors such as healthcare, education, renewable energy and infrastructure segment will prominently have better prospects. India, being one of the fastest growing country and under-penetrated market, it offers lot of opportunities for the consulting players once the economic cycle revives. CARE Research thus expects the consultancy industry to grow at CAGR of 8-10 % over next 5 years. (Source: CARE Research).

The major threat to Indian Consulting Organisation is from International firms since they are larger in size and operate across countries which give them market access to tap the market for consulting business. However Indian consulting organisations are growing with great pace to compete with international organisations.

SEGMENT WISE PERFORMANCE

The company's Primary Segments are

1. Consultancy and Training
2. Wind Power Generation

Segment wise performance is as follows:

Particulars	Amt. in INR	
	For the year ended 31 st March, 2017	For the year ended 31 st March, 2016
Segment Revenue		
Consultancy and Training	43,56,82,416	44,61,11,956
Wind Power Generation	46,10,996	36,26,436
Revenue from Operations	44,02,93,412	44,97,38,154
Segment Results :		
Profit(+)/Loss(-) before tax and interest from each segment		
Consultancy and Training	2,38,74,123	3,06,55,176
Wind Power Generation	21,81,001	14,82,152
Total Segment result	2,60,55,124	3,21,37,328

OUTLOOK

Domestic consultancy sector is estimated to have grown in higher single digits over last few years. This growth was mainly driven by engineering consultancy which is comparatively more developed and dominated by domestic players as against management consultancy which is still in its nascent phase. However, in recent years due to rising presence of international consultancy players in India, the domestic players are facing stiff competition on various grounds such as quality, technology, economies of scale, brand value etc. As a result of this, recently the proposal conversion rate (i.e. the actual materialization rate) in the consulting space has fallen steeply from about an average of 50 per cent to 30-35 per cent, on account of slowdown in investments in India and increased competition.

The present slowdown in GDP growth and investments (as measured by ratio of gross fixed capital formation to GDP) has adversely impacted the consultancy sector as well. Due to economic slowdown companies are

compelled to cut down on their expenses as well as postpone their capital expenditure. This resulted in a decline in demand for the consulting services and also increased competitive pressures on the players who are facing double edged sword of controlling the expenses on one end and competitive prices and bids for various projects on the other. Considering the weakness in the Indian market, some of domestic players are trying to explore overseas opportunities in emerging markets like South Asia and Africa to diversify across geographic areas.

The development of consultancy capabilities and business is directly proportional to growth in economic and industrial development. Due to the nature of the industry, getting accurate estimates of its size is difficult.

Overall industrial activity is expected to witness expansion in the Financial Year 2017-18 with improved demand across various segments.

- The government expenditure on infrastructure will be higher which will give an impetus to the industrial sector.
- Private sector investment is expected to grow especially on sectors pertaining to roads, ports and power.
- Consumer durables demand is likely to see an uptick in the second half of the fiscal year. This would be due to a couple of factors: first, good monsoon and farm harvest and second, satiation of pent up demand in FY18 on account of inability to spend in H2-FY17 due to demonetization.
- Capital goods are expected to grow, albeit with a lag as private sector investment will eventually reflect in growth of this segment.
- The capacity utilisation of the industrial sector will increase gradually.

Collectively, all this will lead to better industrial output this fiscal.

RISK AND CONCERNS

The following section discusses the various aspects of enterprise-wide risk management. Readers are cautioned that the risk related information outlined here is not exhaustive and is for information purpose only.

MITCON believes that risk management and internal control are fundamental to effective corporate governance and the development of a sustainable business. MITCON has a robust process to identify key risks across its operations and prioritize relevant action plans that can mitigate these risks. Key risks that may impact the Company's business include:

i) Economic growth in India

We are affected by general global and Indian economic conditions. India's GDP and economic conditions of the states in which we operate or intend to operate have been and will continue to be of importance in determining our operating results and future growth. The slowdown in the Indian economy has led to widespread reduction of business activity generally, which has affected the demand for consultancy services from manufacturing and infrastructure sectors.

ii) Government policies and budgetary allocations

Our business and revenues are dependent on projects awarded by government authorities, including central, state and local authorities and agencies and public sector undertakings (Government-owned companies). We

are also dependent on the investment by the private sector in infrastructure and other sectors which are in turn linked to government policies relating to private sector participation and sharing of risks and returns. Any adverse changes in government policies and budgetary allocation could materially and adversely affect our revenues, growth or operations.

iii) Competition

Our business is subject to intense price competition. We compete against various multi-national, national and regional companies. Our competition varies depending on the size, nature and complexity of the assignment and on the geographical region in which the assignment is to be executed. Clients generally award assignments to consultancy companies with experience, technical ability, past performance, reputation for quality, safety record and the size of previous assignments executed. Additionally, while these are important considerations, price is a major factor in sourcing most of the assignments.

iv) Ability to attract, recruit and retain skilled personnel

Our results of operations depend largely on our ability to retain the continued service of our skilled personnel who have specific sector knowledge, understand the services we offer and can execute complex assignments. We also need to recruit and train sufficient number of suitably skilled personnel, particularly in view of our continuous efforts to grow our business and maintain client relationships. There is significant competition for management and other skilled personnel in our industry. The loss of any of the members of our senior management or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business and results of operations.

v) Client Relationships

Our results of operations depend largely on the number of our client relationships, our ability to maintain the relationships and grow our share of clients' business by providing consultancy services, innovative business solutions and timely execution. We believe successfully developing new client relationships and maintaining existing client relationships, are critical for growing our business and consequently our results of operations.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control systems play a crucial role in the health of a Company in every industry. An effective system of internal control is a backbone, necessary for building, maintaining and improving shareholders confidence and value as well as helps to enhance the overall quality of the business and the enterprise.

The Company has an adequate internal control system commensurate with the size of the Company and the nature of its business. The Company also has internal control system for speedy compilation of accounts and Management Information Reports and to comply with applicable laws and regulations.

The Company has also formed an Audit Committee. Audit Committee reviews with the management adequacy and effectiveness of the internal control system and internal audit functions. Besides the above, Audit Committee is actively engaged in overseeing financial disclosures.

FINANCIAL RESULTS AND RESULTS OF OPERATIONS

In the year under review, the Company achieved a gross turnover of Rs. 4701.48 Lakhs (previous year 4855.17 Lakhs) which represents 3% decrease over the previous year. The decrease in business is due to drop in consultancy income and revenue from IT Training. Profit After Tax is Rs. 442.43 Lakhs (Previous year 460.98 Lakhs).

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 and the Companies (Accounting Standard) Amendments Rules 2016. The financial statements have been prepared under the historical cost convention on an accrual basis.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

Your Company believes that Human Resources of the Company is its core strength. The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, equality and accountability at functional levels.

With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels, motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

In order to keep the employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year. As on March 31, 2017, the Company had 195 full time employees.

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

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

To,
The Members,
MITCON Consultancy & Engineering Services Limited
Kubera Chambers,
Shivaji Nagar,
Pune - 411005
CIN : L74140PN1982PLC026933

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MITCON Consultancy & Engineering Services Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2017** 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder so far as they are made applicable;
- (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 (**not applicable to the Company during 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;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during audit period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during audit period);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued **(not applicable to the Company during audit period);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during audit period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during audit period);**

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Company :

- (i) Trade Mark Act 1999 and the Rules made thereunder.

We 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 Listing Agreement entered into by the Company with the National Stock Exchange(s) pursuant to SEBI (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 that:

- (i) The filing of Report to the Stock Exchange under sub-regulation 3 of Regulation 7 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 for half year ended 30.09.2016 has been done beyond prescribed time.

We 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 and in case of shorter notice for calling Board/Committee meetings and for sending Agenda, the consent of the directors including Independent Directors was obtained.

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.

We 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.

We further report that during the audit period the company has the following specific events or actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above:

1. The Company has passed following special resolutions through Postal Ballot as declared on 11th February, 2017 for :
 - a. alteration to the main objects of the Memorandum of Association of the Company pursuant to section 13 and other applicable provisions of the Companies Act 2013.
 - b. alteration in the Capital Clause of the Memorandum of Association of the Company pursuant to section 13 and other applicable provisions of the Companies Act 2013.
 - c. increasing the borrowing powers of the Company pursuant to section 180(1) (c) and other applicable provisions of the Companies Act 2013.
 - d. power to Board to Offer, issue and allot Equity Shares and/ or Unsecured Redeemable Non-Convertible Debentures and/or warrants to Qualified Institutional Buyers pursuant to section 24, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act 2013 and the rules there under and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Foreign Exchange Management Act, 2000 and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000 and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereon by the Government of India, Ministry of Corporate Affairs, the Reserve Bank of India, and the Securities and Exchange Board of India and other Regulatory authorities.

For SVD & Associates

Sd/-

Sridhar Mudaliar

Partner

Place: Pune

Date: 30th May, 2017

FCS No. 6156

C P No. 2664

Note : This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

‘ANNEXURE A’

To,
The Members,
MITCON Consultancy & Engineering Services Limited
Kubera Chambers,
Shivaji Nagar,
Pune - 411005
CIN-L74140PN1982PLC026933

Our Secretarial Audit Report of even date is to be read along with this letter.

Management’s Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor’s Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events, etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates

Sd/-

Sridhar G. Mudaliar

Partner

FCS 6156, C. P. 2664

Date: 30th May, 2017

Place: Pune

M/S. JOSHI & SAHNEY

Chartered Accountants

1913, SADASHIV PETH, NATU BAUG, PUNE -411030.

PHONES: 2447 1521, 2447 1699, 2447 1199 FAX: (020) 24478015 Email: josney72@gmail.com

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

Report on the Standalone Financial Statements :

We have audited the accompanying standalone financial statements of MITCON Consultancy & Engineering Services Ltd. ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial statements :

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility :

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those

risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements :

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Sub-section (11) of Section 143 of the Act (hereinafter referred to as the 'Order') and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable
2. As required by Section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 42 – Information relating to Specified Bank Notes transacted.

FOR JOSHI & SAHNEY
CHARTERED ACCOUNTANTS
Firm Registration No.: 104359W

Place: Pune
Date: 30th May, 2017

Sd/-
H.M.JOSHI
PARTNER
Membership No. 031689

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2(f) of the Independent Auditors' Report of even date to the members of MITCON Consultancy & Engineering Services Ltd. on the standalone financial statements for the year ended 31st March, 2017.

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

- 1) We have audited the internal financial controls over financial reporting of MITCON Consultancy & Engineering Services Ltd. ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

- 3) Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act to the extent applicable to an audit of internal financial controls both applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 4) Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

- 7) Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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

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

FOR JOSHI & SAHNEY

CHARTERED ACCOUNTANTS

Firm Registration No.: 104359W

Sd/-

H.M.JOSHI

PARTNER

Membership No. 031689

Place: Pune

Date: 30th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 of the Independent Auditors' Report of even date to the members of the company on the standalone financial statements as of and for the year ended 31st March, 2017)

- 1) In respect of its fixed assets:
 - a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, the fixed assets have been physically verified by the management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
 - c) The title deeds of immovable properties, as disclosed in Note 10 on fixed assets to the financial statements, are held in the name of the company.
- 2) As the company does not have any inventory at the end of the year, the provisions of clause 3(ii) of the Order are not applicable to the company.
- 3) The Company has not granted any loans, secured or unsecured, to Companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) of the Order are not applicable to the Company.
- 4) Based on the audit procedures conducted by us and according to the information and explanations given to us, in our opinion the company has not given any loans, guarantees or securities to any of its Directors or to any other persons in whom the Director is interested under provisions of Section 185 of the Act. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sec.186 of the Act in respect of investments made by it.
- 5) The company has not accepted any deposits from the public within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The Central Government has specified maintenance of cost records under Sec.148 (1) of the Act, applicable in respect of wind power generation activity of the company and we are of the opinion that prima facie such accounts and records are made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they were accurate or complete.
- 7) a) According to the information and explanations given to us and on the basis of our examination of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Value added Tax, Service Tax, Cess and other material statutory dues have been regularly deposited with the appropriate authorities. As explained to us, the company did not have any dues on account of Sales Tax, duty of Customs and duty of Excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Value added Tax, Sales Tax, Service Tax, Cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us and the records of the Company, examined by us there are no dues of Sales Tax, Service Tax, duty of Custom, duty of Excise, Value added Tax and Cess as at 31st March 2017, which have not been deposited on account of any dispute. The particulars of dues of income tax outstanding as at 31st March 2017 which have not been deposited on account of dispute are as follows :

Name of the Statute	Nature of dues	Period for which amount relates	Amount in INR	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax and interest (Disallowance of certain expenses* and short credit for prepaid taxes)	FY 2009-10	17,22,200*	Jurisdictional Assessing Officer
Income Tax Act, 1961	Tax on Fringe Benefit	FY 2008-09	1,79,478	Commissioner of Income Tax (Appeals) - 7, Pune

*Out of the demand of Rs. 17,22,200/-, Income Tax Appellate Tribunal has allowed Company's appeal in respect of disallowance of expenses. However appeal effect relating to reduction of tax demand has not yet been received from the Jurisdictional Assessing Officer.

- 8) The company has not availed of any loans or borrowings from financial institutions, bank or government. There are no debenture holders. Accordingly the provisions of Clause 3(viii) of the Order are not applicable to the company.
- 9) The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly the provisions of clause 3(ix) of the Order are not applicable to the company.
- 10) Based upon the audit procedures performed and information and explanations given to us by the Management, we have neither come across any instance of fraud on or by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- 11) According to the information and explanations given to us and based on our examination of the records of the company, the company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- 12) As the Company is not a nidhi company and the nidhi rules 2014 are not applicable to it, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

- 13) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of clause 3(xiv) of the Order are not applicable to the company.
- 15) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly the provisions of clause 3(xv) of the order are not applicable to the company.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934. Accordingly the provisions of clause 3(xvi) of the Order are not applicable to the company.

FOR JOSHI & SAHNEY

CHARTERED ACCOUNTANTS

Firm Registration No.: 104359W

Sd/-

H.M.JOSHI

PARTNER

Membership No. 031689

Place : Pune

Date : 30th May, 2017

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars		Note No.	As at 31 st March, 2017 INR	As at 31 st March, 2016 INR
I	EQUITY AND LIABILITIES			
(1)	Shareholders' Funds			
	(a) Share Capital	2	12,10,00,000.00	12,10,00,000.00
	(b) Reserves and Surplus	3	80,01,67,295.00	77,21,67,778.00
			92,11,67,295.00	89,31,67,778.00
(2)	Non-Current Liabilities			
	(a) Deferred Tax Liabilities (Net)	4	1,37,50,725.00	1,65,31,652.00
	(b) Other Long Term Liabilities	5	27,16,603.00	27,44,103.00
	(c) Long Term Provisions	6	57,81,469.00	56,08,510.00
			2,22,48,797.00	2,48,84,265.00
(3)	Current Liabilities			
	(a) Trade Payables	7		
	(i) Total outstanding dues to Micro Enterprises and Small enterprises		--	--
	(ii) Total outstanding dues to creditors other than Micro Enterprises and Small enterprises.		6,11,25,128.00	4,73,55,109.00
	(b) Other Current Liabilities	8	1,92,51,210.00	1,47,13,247.00
	(c) Short-Term Provisions	9	73,35,037.00	1,73,09,777.00
			8,77,11,375.00	7,93,78,133.00
	Total		1,03,11,27,467.00	99,74,30,176.00
II	ASSETS			
(1)	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	10 & 10A	22,30,50,299.00	25,23,10,267.00
	(ii) Intangible Assets	11	47,34,671.00	1,12,63,147.00
	(iii) Intangible Assets under development	11	60,09,727.00	--
			23,37,94,697.00	26,35,73,414.00
	(b) Non-Current Investments	12	5,91,40,200.00	75,000.00
	(c) Long Term Loans and Advances	13	3,82,96,465.00	3,09,94,969.00
	(d) Other Non-Current Assets	14	--	23,22,18,974.00
			9,74,36,665.00	26,32,88,943.00
(2)	Current Assets			
	(a) Current Investments	15	24,11,12,319.00	8,54,31,443.00
	(b) Inventories	16	--	5,12,232.00
	(c) Trade Receivables	17	17,49,00,260.00	17,39,08,299.00
	(d) Cash and Bank Balances	18	19,04,35,145.00	14,23,84,541.00
	(e) Short-Term Loans and Advances	19	6,95,06,721.00	6,83,18,807.00
	(f) Other Current Assets	20	2,39,41,660.00	12,497.00
			69,98,96,105.00	47,05,67,819.00
	Total		1,03,11,27,467.00	99,74,30,176.00

See Accompanying Notes (1 To 44) Forming Integral Part of The Financial Statements

In terms of our report attached

For Joshi and Sahney

Chartered Accountants

Firm Reg. No. 104359W

For and on behalf of the Board

Sd/-

H. M. Joshi

Partner

Mem. No. 031689

Sd/-

Maya Sinha

Chairperson

(DIN 03056226)

Sd/-

Ram Mapari

Chief Financial Officer

Date : 30/05/2017

Place : Pune

Sd/-

Dr. Pradeep Bavadekar

Managing Director

(DIN 00879747)

Sd/-

Madhav Oak

Company Secretary

M. No. A21687

Date : 30/05/2017

Place: Pune

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars		Note No.	For the year ended 31 st March, 2017 INR	For the year ended 31 st March, 2016 INR
I	Revenue from Operations	21	44,02,93,412.00	44,97,38,154.00
II	Other Income	22	2,98,54,928.00	3,57,79,271.00
III	Total Revenue (I + II)		47,01,48,340.00	48,55,17,425.00
IV	Expenses:			
	Operating Costs	23	13,41,89,920.00	12,48,26,926.00
	Employee Benefit Expense	24	14,25,73,571.00	14,47,31,095.00
	Finance Costs	25	5,65,282.00	5,05,246.00
	Depreciation Expense - Tangible Assets	10 & 10A	1,97,93,607.00	3,13,06,873.00
	Amortization Expense - Intangible Assets	11	40,94,508.00	67,05,126.00
	Other Expenses	26	11,35,86,682.00	11,00,30,806.00
	Total Expenses		41,48,03,570.00	41,81,06,072.00
V	Profit Before Tax		5,53,44,770.00	6,74,11,353.00
VI	Tax Expense:			
	(1) Current Tax		1,81,50,000.00	2,30,00,000.00
	(2) Deferred Tax Liability / (Asset) (Net)		(27,80,927.00)	(16,86,158.00)
	(3) Excess provision for Taxation of Earlier years		(42,67,464.00)	- -
			1,11,01,609.00	2,13,13,842.00
VII	Profit for the Year		4,42,43,161.00	4,60,97,511.00
VIII	Earning per equity share (Face Value INR. 10/-)	35		
	Basic		3.66	3.81
	Diluted		3.66	3.81

See Accompanying Notes (1 To 44) Forming Integral Part of The Financial Statements

In terms of our report attached

For Joshi and Sahney
 Chartered Accountants
 Firm Reg. No. 104359W

For and on behalf of the Board

Sd/-
H. M. Joshi
 Partner
 Mem. No. 031689

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Ram Mapari
 Chief Financial Officer

Sd/-
Madhav Oak
 Company Secretary
 M. No. A21687

Date : 30/05/2017
Place : Pune

Date : 30/05/2017
Place : Pune

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Year ended 31 st March, 2017		Year ended 31 st March, 2016	
	INR	INR	INR	INR
A CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax:		5,53,44,770.00		6,74,11,353.00
Adjustments for:				
Depreciation & Amortisation	2,38,88,115.00		3,80,11,999.00	
Finance Costs	5,65,282.00		5,05,246.00	
Loss on sale of fixed assets	58,783.00		75,159.00	
Interest income	(2,08,74,421.00)		(2,83,32,338.00)	
Dividend Income	(55,26,864.00)	(18,89,105.00)	(19,17,324.00)	83,42,742.00
Operating profit before Working Capital changes		5,34,55,665.00		7,57,54,095.00
Adjustments for changes in Working capital :				
Long term Loans and advances	(73,01,496.00)		58,89,023.00	
Other non-current assets	23,22,18,974.00		(21,09,45,714.00)	
Inventories	5,12,232.00		14,80,515.00	
Trade Receivables	(9,91,961.00)		(1,65,89,135.00)	
Short term Loans and advances	4,62,761.00		(52,52,496.00)	
Other current assets	(2,39,29,163.00)		260.00	
Other long term liabilities	(27,500.00)		16,843.00	
Long term Provisions	1,72,959.00		2,69,615.00	
Trade Payables	1,37,70,019.00		45,99,155.00	
Other current liabilities	45,37,963.00		61,47,571.00	
Short term Provisions	45,88,535.00	22,40,13,323.00	(1,94,985.00)	(21,45,79,348.00)
Cash generated from operations		27,74,68,988.00		(13,88,25,253.00)
Income taxes paid		2,16,71,386.00		3,16,19,975.00
Net Cash flow from Operating Activities		25,57,97,602.00		(17,04,45,228.00)
B CASH FLOW FROM INVESTING ACTIVITIES				
Fixed Assets:				
Purchase of Fixed Assets	(61,39,879.00)		(1,39,62,305.00)	
Sale proceeds of Fixed Assets	52,041.00		88,117.00	
Investments:				
Purchase of Investment - Non Current	(28,02,67,630.00)		(13,51,24,556.00)	
Purchase of Investment - Current	(3,51,26,352.00)		- -	
Sale proceeds - Current	10,07,70,906.00		6,57,38,324.00	
Interest income	2,08,74,421.00		2,83,32,338.00	
Dividend Income	55,26,864.00		19,17,324.00	
Net Cash from / (used) in investing activities		(19,43,09,629.00)		(5,30,10,758.00)

C	CASH FLOW FROM FINANCING ACTIVITIES				
	Receipt of Grant and interest thereon	16,91,188.00		16,83,634.00	
	Finance Costs	(5,65,282.00)		(5,05,246.00)	
	Dividend & tax on Dividend paid	(1,45,63,275.00)		(1,45,63,275.00)	
	Net Cash flow from/(used) in financing activities		(1,34,37,369.00)		(1,33,84,887.00)
D	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		4,80,50,604.00		(23,68,40,873.00)
	Cash and Cash Equivalents (Opening balance)		14,23,84,541.00		37,92,25,414.00
	Cash and Cash Equivalents (Closing balance)		19,04,35,145.00		14,23,84,541.00

Notes :

- Figures in brackets represent outflows of cash and cash equivalents.
- Cash and cash equivalents comprise of :

	As at 31st Mar, 2017 INR	As at 31st Mar, 2016 INR
Cash and cash equivalents		
Cash on hand	6,88,132.00	4,24,846.00
Cheques, drafts on hand	26,55,217.00	23,66,980.00
Balance with Bank		
Balances with banks (including deposits with less than 3 months maturity)	11,55,13,983.00	8,32,95,868.00
Other bank balances		
- Deposits with maturity of more than three months but less than 12 months	75,12,701.00	2,35,30,602.00
- Margin Money for Bank Guarantees	6,33,43,915.00	3,07,23,432.00
- Earmarked balances	7,21,197.00	20,42,813.00
Total	19,04,35,145.00	14,23,84,541.00

In terms of our report attached
For Joshi and Sahney
 Chartered Accountants
 Firm Reg. No. 104359W

Sd/-
H. M. Joshi
 Partner
Mem. No. 031689

Date : 30/05/2017
Place: Pune

For and on behalf of the Board

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Ram Mapari
 Chief Financial Officer

Date : 30/05/2017
Place: Pune

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Madhav Oak
 Company Secretary
M No.A21687

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES :

1.1 Basis of preparation of financial statements :

- a) These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention. The financial statements have been prepared to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.
- b) The Company follows mercantile system of accounting and recognises income and expenditure on accrual basis except for those items with significant uncertainties.

1.2 Revenue Recognition :

- a) Revenue from Consultancy / Services / Incubation / Environment Laboratory Services is recognised as per the terms of the specific contracts / work orders.
- b) Revenue from training programs is accounted as follows:
 - i) Fees from the participants are accounted at commencement of company's in house courses as per scheduled fee structure.
 - ii) Revenue from Government sponsored training programs is recognized on accrual basis.
 - iii) Revenue from training activities conducted on behalf of Maharashtra Knowledge Corporation Limited (MKCL), being not reasonably determinable, is recognised on receipt basis (See note 38).
- c) Revenue from Wind energy generation is recognised based on units generated.(Net of rebate)
- d) Interest income is recognised on a time proportion basis.
- e) Dividend income is recognised only when the company's right to receive the dividend is established.

1.3 Use of Estimates :

Estimates and assumptions used in the preparation of the financial statements are based on management's evaluation of the relevant facts and circumstances as of date of the Financial Statements, which may differ from the actual results at a subsequent date. Any revision to accounting estimates is recognized prospectively in current and future period.

1.4 Property, Plant & Equipment and Intangible Assets :

- a) The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- b) Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- c) Intangible assets are stated at the consideration paid for acquisition and customisation thereof less accumulated amortisation.
- d) Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- e) Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

1.5 Depreciation / Amortisation :

- a) Depreciation on tangible fixed assets has been provided on straight line method over the estimated useful life of the asset in the manner prescribed in Schedule II of the Companies Act, 2013, except in the case of Wind Turbine Generator which is depreciated over 20 years as per technical evaluation by manufacturer.
- b) Intangible asset being cost of Software capitalised is amortised over a period of three years.

1.6 Impairment of Assets :

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

1.7 Government Grants :

Government grants in the nature of promoters' contribution are credited to Capital Grants under Reserves and Surplus and treated as a part of shareholders' funds. Utilisation thereof is as per covenants of grants received.

Such grants are reduced to the extent of depreciation charged and loss on sale or discard of fixed assets purchased there from. Further interest from investment of unutilised Grants / interest on loan disbursed to incubatee are added to respective Grants.

Balance remaining in the Grant after completion of its intended purpose, is transferred to General Reserve.

1.8 Operating Lease :

Operating lease payments are recognized as an expense in the Statement of Profit and Loss.

1.9 Investments :

- a) Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- b) Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

1.10 Retirement Benefits :

- a) Short Term Employee Benefits :

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

- b) Employment Benefits:

- i) Defined Contribution Plans:

The company has Defined Contribution Plans for post employment benefit in the form of Provident Fund / Pension Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund / Pension Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

ii) Defined Benefit Plans:

a) Funded Plan:

The company has defined benefit plan for post employment benefit in the form of gratuity for the employees which are administered through Life Insurance Corporation of India. Liability for the said defined plan is provided on the basis of valuation as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

b) Non Funded Plan:

The company has defined benefit plan for the employment benefit in the form of leave encashment for the employees. Liability for above defined benefit plan is provided on the basis of the valuation as at the Balance Sheet date carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

iii) The actuarial gains and losses arising during the year are recognized in the Statement of Profit and Loss for the year without resorting to any amortization.

1.11 Income Tax :

a) Current Taxation:

Provision for current tax is made on the basis of taxable profits computed for the current accounting period in accordance with Income Computation and Disclosure Standards as notified under section 145 (2) of the Income Tax Act, 1961

Provision is made for income Tax annually, based on the tax liability computed after considering tax allowances and exemptions.

b) Deferred Tax :

Deferred tax is recognised, subject to consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 tax assets to be utilized. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantially enacted at the balance sheet date.

1.12 Earnings Per Share :

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

1.13 Foreign Currency Transaction :

a) Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Exchange Differences:

Exchange differences arising on the settlement of foreign currency transactions are recognised as income or as expense in the year in which they arise.

1.14 Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- a) the Company has a present obligation as a result of a past event,
- b) a probable outflow of resources is expected to settle the obligation; and
- c) the amount of the obligation can be reliably estimated.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent Liability is disclosed in case of

- a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligations;
- b) a present obligation arising from past events, when no reliable estimate is possible; and
- c) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognised, nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance sheet date.

1.15 Inventories :

Inventory in the nature of printed course material are valued at lower of cost or net realisable value. Cost is determined on FIFO basis.

1.16 Segment Reporting :

The company identifies primary segments based on the dominant source, nature of risks, returns and the internal organization 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 Management in deciding how to allocate resource 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.

1.17 Cash Flow Statement :

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals of past or future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the company are segregated.

1.18 Dividend

Dividend is recognised as liability in the period in which it is declared by the Company (usually when approved by shareholders in General Meeting) or paid.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 2 - SHARE CAPITAL

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Authorised: 2,50,00,000 (P.Y. 1,50,00,000) Equity Shares of INR 10/- each.	25,00,00,000.00	15,00,00,000.00
Issued, Subscribed and Paid up: 1,21,00,000 Equity Shares of INR 10/- each.	12,10,00,000.00	12,10,00,000.00
Total	12,10,00,000.00	12,10,00,000.00

Notes:

a) Reconciliation of the no. of shares :

Particulars	As at 31 st March 2017		As at 31 st March 2016	
	No of shares	Amount	No of shares	Amount
No of Equity shares outstanding at the beginning of the year (Face Value of INR 10/-)	1,21,00,000	12,10,00,000	1,21,00,000	12,10,00,000
No of Equity shares outstanding at the end of the year (Face value of INR10/-)	1,21,00,000	12,10,00,000	1,21,00,000	12,10,00,000

b) Rights, preferences and restrictions attached to shares:

The company has one class of equity shares having a par value of INR 10/- per share. Each equity holder is entitled to one vote per share and have a right to receive dividend as recommended by Board of Directors subject to necessary approval from the shareholders.

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

c) Shares allotted as fully paid-up by way of bonus shares (during immediately preceding 5 years):

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Equity Shares allotted as fully paid-up bonus shares by capitalisation of accumulated profits	--	--	--	75,00,000	--

d) Number of Equity shares held by each shareholder holding more than 5% shares in the company are as follows:

Particulars	Number of shares as at 31 st March, 2017 of INR10/- each	% of shares held	Number of shares as at 31 st March, 2016 of INR 10/- each	% of shares held
1) SIDBI Trustee Company Limited A/c India Opportunities Ltd.	16,38,000	13.54%	16,38,000	13.54%
2) Small Industries Development Bank of India	10,00,000	8.26%	10,00,000	8.26%
3) SICOM Ltd.	8,00,000	6.61%	8,00,000	6.61%
4) Mukul Mahavir Prasad Agrawal	7,52,000	6.21%	7,52,000	6.21%
5) Ashok Kumar Agrawal	6,56,000	5.42%	--	0.00%
6) ICICI Bank Ltd.	--	0.00%	15,20,000	12.56%

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 3 - RESERVES AND SURPLUS

Particulars	INR.	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Capital Grants :			
Capital Grant Received from :			
1) Ministry of Food Processing Industry, Govt. of India	70,041.00		2,48,094.00
For setting up Food Processing Training Centre	--		--
Less :- Depreciation for the Year	60,350.00		1,78,053.00
Closing Balance		9,691.00	70,041.00
2) Technology Development Board, Govt. of India			
Opening Balance	52,23,557.00		50,12,341.00
Add : Interest Received (net of Taxes)	1,91,188.00		2,11,216.00
Closing Balance		54,14,745.00	52,23,557.00
3) Grant received from MSME under ASPIRE scheme (For Upgradation of Technical Business Incubator)			
Opening Balance	14,71,611.00		--
Add: received during the year	15,00,000.00		15,00,000.00
Less :- Utilised towards consumable purchase	5,448.00		27,582.00
Less :- Depreciation for the Year	3,80,603.00		807.00
Closing Balance		25,85,560.00	14,71,611.00
Revaluation Reserve:			
Opening Balance	1,74,88,431.00		1,78,90,378.00
Less: Transferred to General reserve *	--		4,01,947.00
Less: Adjusted against revalued asset as per Accounting Standard 10 (para 91) *	1,74,88,431.00		--
Closing Balance		--	1,74,88,431.00
Securities Premium Reserve :			
As per last Balance Sheet		17,35,57,818.00	17,35,57,818.00

Continued...

Continued...

General Reserve:			
Opening Balance	9,12,76,262.00		9,08,74,315.00
Add: Transfer from Revaluation Reserve*	--		4,01,947.00
Closing Balance		9,12,76,262.00	9,12,76,262.00
Surplus in Statement of Profit & Loss			
Opening Balance	48,30,80,058.00		45,15,45,822.00
Add: Profit for the Year	4,42,43,161.00		4,60,97,511.00
		52,73,23,219.00	49,76,43,333.00
Less: Appropriations			
Proposed Dividend	--		1,21,00,000.00
Tax on Proposed Dividend	--		24,63,275.00
		--	
Closing Balance		52,73,23,219.00	48,30,80,058.00
Total		80,01,67,295.00	77,21,67,778.00

* Ministry of Corporate Affairs vide notification dated March 30, 2016 notified Companies (Accounting Standards) Amendment Rules, 2016 and vide this notification, the earlier Accounting Standard 10 - Fixed Assets has been substituted with Accounting Standard - 10 Property, Plant and Equipment.

In accordance with provisions of Accounting Standard - 10 Property, Plant and Equipment the company has opted for Cost Model for recognition of Property, Plant and Equipment. The company had in earlier year revalued its Building - Office Premises which is reflected in its carrying cost. This being a transitional year, the company has in accordance with the requirement of para 91 of this Standard adjusted the amount outstanding in the revaluation reserve against the carrying amount of Building - Office Premises. Consequently there is no charge of depreciation on the revalued portion of Building - Office Premises for the year ended 31st March, 2017 (Previous year INR 4,01,947).

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 4 - DEFERRED TAX

(i) Break up of Deferred Tax Liability as at year end:

Nature of timing difference	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Provision for Depreciation	1,69,41,944.00	1,77,91,714.00
Total	1,69,41,944.00	1,77,91,714.00

(ii) Break up of Deferred Tax Asset as at year end:

Nature of timing difference	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Provision for Leave encashment	31,91,219.00	12,60,062.00
Total	31,91,219.00	12,60,062.00

(iii) Deferred Tax Liability (net) (i-ii)	1,37,50,725.00	1,65,31,652.00
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MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 5 - OTHER LONG TERM LIABILITIES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Retention Money from Vendor	27,16,603.00	27,44,103.00
Total	27,16,603.00	27,44,103.00

NOTE 6 - LONG TERM PROVISIONS

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Provision for Leave Encashment	57,81,469.00	56,08,510.00
Total	57,81,469.00	56,08,510.00

NOTE 7 - TRADE PAYABLES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Trade Payables		
i) total outstanding dues to Micro Enterprises and Small enterprises	--	--
ii) total outstanding dues to creditors other than Micro Enterprises and Small enterprises	6,11,25,128.00	4,73,55,109.00
Total	6,11,25,128.00	4,73,55,109.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 8 - OTHER CURRENT LIABILITIES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Other Payables		
Advance from Customers	52,21,689.00	61,07,306.00
Provident Fund Contribution Employee & Employer	15,48,715.00	17,39,145.00
ESIC Payable	77,523.00	45,597.00
TDS / VAT Payable	60,92,345.00	47,98,206.00
Security Deposits	4,51,502.00	1,98,759.00
Payable against Capital Account	58,59,436.00	18,24,234.00
Total	1,92,51,210.00	1,47,13,247.00

NOTE 9 - SHORT-TERM PROVISIONS

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Proposed Dividend	--	1,21,00,000.00
Tax on Proposed Dividend	--	24,63,275.00
Provision for Leave Encashment	73,35,037.00	27,46,502.00
Total	73,35,037.00	1,73,09,777.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 10- FIXED ASSETS - PROPERTY, PLANT & EQUIPMENT

Types of Assets	Cost				Depreciation					Net Block		
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Adjustment / Deductions during the Year INR	As at 31 st March, 2017 INR	Up to 31 st March, 2016 INR	Reclassification Adjustment in opening balance INR	For the Year INR	On Adjustment / Deductions during the year INR	Up to 31 st March, 2017 INR	As at 31 st March, 2017 INR	As at 31 st March, 2016 INR
TANGIBLE ASSETS												
Land - Freehold	2,00,000.00	--	--	--	2,00,000.00	--	--	--	--	--	2,00,000.00	2,00,000.00
Improvements to Leasehold Premises	1,20,84,654.00	--	--	--	1,20,84,654.00	45,84,320.00	--	11,83,258.00	--	57,67,578.00	63,17,076.00	75,00,334.00
Buildings- Office Premises -see notes A & B below	19,68,05,976.00	2,49,900.00	--	2,39,53,918.00	17,31,01,958.00	1,74,86,123.00	--	28,54,214.00	64,65,487.00	1,38,74,850.00	15,92,27,108.00	17,93,19,853.00
Energy Audit Equipment	1,31,91,545.00	--	3,71,400.00	--	1,35,62,945.00	98,42,036.00	--	17,69,877.00	--	1,16,11,913.00	19,51,032.00	33,49,509.00
Furniture & Fixtures	3,63,38,811.00	--	--	--	3,63,38,811.00	1,52,52,365.00	--	41,39,033.00	--	1,93,91,398.00	1,69,47,413.00	2,10,86,446.00
Vehicles	64,32,904.00	--	69,519.00	--	65,02,423.00	35,80,991.00	--	6,39,500.00	--	42,20,491.00	22,81,932.00	28,51,913.00
Office Equipment - see notes B & C below	3,09,34,291.00	(2,49,900.00)	2,93,305.00	142,739.00	3,08,34,957.00	3,06,14,419.00	(1,02,78,116.00)	45,30,051.00	76,096.00	2,47,90,258.00	60,44,699.00	3,19,872.00
Environment / B.T.Lab equipments	1,12,05,895.00	--	15,15,321.00	--	1,27,21,216.00	68,00,468.00	--	5,56,482.00	--	73,56,950.00	53,64,266.00	44,05,427.00
Computers & Printers - see note C below	3,83,09,833.00	--	21,57,351.00	399,190.00	4,00,67,994.00	2,74,90,668.00	76,06,928.00	18,79,633.00	3,55,009.00	3,66,22,220.00	34,45,774.00	1,08,19,165.00
Electrical Installations	1,31,51,657.00	--	--	--	1,31,51,657.00	60,33,938.00	--	10,93,327.00	--	71,27,265.00	60,24,392.00	71,17,719.00
Wind Turbine Generator	4,19,82,900.00	--	--	--	4,19,82,900.00	2,82,01,967.00	--	11,48,232.00	--	2,93,50,199.00	1,26,32,701.00	1,37,80,933.00
Total (A)	40,06,38,466.00	--	44,06,896.00	2,44,95,847.00	38,05,49,515.00	14,98,87,295.00	(26,71,188.00)	1,97,93,607.00	68,96,592.00	16,01,13,122.00	22,04,36,393.00	25,07,51,171.00
Previous Year	40,03,73,489.00	--	72,37,908.00	69,72,931.00	40,06,38,466.00	12,53,90,077.00	--	3,13,06,873.00	68,09,655.00	14,98,87,295.00	25,07,51,171.00	27,49,83,412.00

Note

A Ministry of Corporate Affairs vide notification dated March 30, 2016 notified Companies (Accounting Standards) Amendment Rules, 2016 and vide this notification, the earlier Accounting Standard 10 - Fixed Assets has been substituted with Accounting Standard - 10 Property, Plant and Equipment.

In accordance with provisions of Accounting Standard - 10 Property, Plant and Equipment the company has opted for Cost Model for recognition of Property, Plant and Equipment. The company had in earlier year revalued its Building - Office Premises (by INR 2,39,53,918) which is reflected in its gross carrying cost. This being a transitional year, the company has in accordance with the requirement of para 91 of this Standard adjusted the amount outstanding in the revaluation reserve (INR 1,74,88,431 being net of 2,39,53,918 - INR 64,65,487) against the carrying amount of Building - Office Premises. Consequently there is no charge of depreciation on the revalued portion of Building - Office Premises for the year ended 31st March, 2017 (Previous year INR 4,01,947).

B Adjustment of INR 2,49,900 on account of re-classification in the cost of office equipment and building has been made.

C Adjustment on account of re-classification in the accumulated depreciation of office equipment{ INR (-)1,02,78,116 }, computer & printer { INR 76,06,928 } and computer software {INR 26,71,188} has been made. However there is no effect on the total depreciation to be charged for the year.

NOTE 10 A - FIXED ASSETS - PROPERTY, PLANT & EQUIPMENT (Purchased out of Grants received)

Types of Assets	Cost				Depreciation #					Net Block		
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Deductions during the Year INR	As at 31 st March, 2017 INR	Up to 31 st March, 2016 INR	Reclassification Adjustment in opening balance INR	For the Year INR	On Deductions INR	Upto 31 st March, 2017 INR	As at 31 st March, 2017 INR	As at 31 st March, 2016 INR
Assets purchased under grants received from Ministry of Food processing Industry and Ministry of Micro, Small and Medium Enterprises, GOI												
	4,32,000.00	--	--	--	4,32,000.00	4,31,999.00	--	--	--	4,31,999.00	1.00	1.00
	61,69,901.00	--	14,95,763.00	--	76,65,664.00	46,39,588.00	--	4,34,949.00	--	50,74,537.00	25,91,127.00	15,30,313.00
	10,21,551.00	--	--	--	10,21,551.00	10,04,603.00	--	3,513.00	--	10,08,116.00	13,435.00	16,948.00
	8,67,660.00	--	--	--	8,67,660.00	8,55,826.00	--	2,491.00	--	8,58,317.00	9,343.00	11,834.00
	84,91,112.00	--	14,95,763.00	--	99,86,875.00	69,32,016.00	--	4,40,953.00	--	73,72,969.00	26,13,906.00	15,59,096.00
Previous Year	74,65,976.00	--	14,76,779.00	4,51,643.00	84,91,112.00	72,04,799.00	--	1,78,860.00	4,51,643.00	69,32,016.00	15,59,096.00	2,61,178.00
Total Tangible Assets (A+B)	40,91,29,578.00	--	59,02,659.00	2,44,95,847.00	39,05,36,390.00	15,68,19,311.00	(26,71,188.00)	2,02,34,560.00	68,96,592.00	16,74,86,091.00	22,30,50,299.00	25,23,10,267.00
Total Tangible Assets (A+B) Previous Year	40,78,39,465.00	--	87,14,687.00	74,24,574.00	40,91,29,578.00	13,25,94,876.00	--	3,14,85,733.00	72,61,298.00	15,68,19,311.00	25,23,10,267.00	27,52,44,590.00

- Depreciation on the assets has been deducted from respective Capital Grants received

NOTE 11 - FIXED ASSETS - INTANGIBLE ASSETS

Types of Assets	Cost				Amortization				Net Block			
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Deductions during the Year INR	As at 31 st March, 2017 INR	Upto 31 st March, 2016 INR	Reclassification Adjustment in opening balance INR	For the Year INR	On Deductions INR	Upto 31 st March, 2017 INR	As at 31 st March, 2016 INR	
INTANGIBLE ASSETS												
Computer Software	4,47,49,903.00	--	2,37,220.00	--	4,49,87,123.00	3,34,86,756.00	26,71,188.00	40,94,508.00	--	4,02,52,452.00	47,34,671.00	1,12,63,147.00
Total	4,47,49,903.00	--	2,37,220.00	--	4,49,87,123.00	3,34,86,756.00	26,71,188.00	40,94,508.00	--	4,02,52,452.00	47,34,671.00	1,12,63,147.00
Previous year	3,95,02,285.00	52,47,618.00	--	--	4,47,49,903.00	2,67,81,630.00	--	67,05,126.00	--	3,34,86,756.00	1,12,63,147.00	1,27,20,655.00
Intangible Asset under Development	--	--	60,09,727.00	--	60,09,727.00	--	--	--	--	--	60,09,727.00	--

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 12 - NON CURRENT INVESTMENTS

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Investments (At Cost)		
Investment in associate - (Trade, Unquoted)		
58,80,000 Fully paid up Equity shares of INR 10/- each of Kishna Windfarms Developers Pvt Ltd (PY Nil)	5,90,65,200.00	--
Non-trade, Unquoted		
Other Investments:		
In Government Securities -		
National Savings Certificates	75,000.00	75,000.00
Total	5,91,40,200.00	75,000.00

Aggregate amount of unquoted investments INR 5,91,40,200/- (Previous Year INR 75,000/-)

NOTE 13 - LONG TERM LOANS AND ADVANCES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Unsecured, Considered Good		
Capital Advances #	26,69,650.00	26,69,650.00
Security Deposits	2,94,13,861.00	2,35,93,582.00
Prepaid Expenses / Gratuity Contribution	29,13,129.00	27,09,226.00
Loan to Incubatee (out of TDB Grant - see note no. 27 A)	32,99,825.00	20,22,511.00
Total	3,82,96,465.00	3,09,94,969.00

- Capital advances INR 26,69,650 (PY INR 26,69,650) pertain to full payment as per demand letter ref no C30642/2015 dated 31st July, 2015 of MIDC, Nanded. for lease of office at Udyog Bhavan, Nanded The company has taken possession and occupied this office during the year ended 31st March, 2016. Capitalisation of the leasehold rights and amortisation thereof is pending for execution and registration of formal lease deed with MIDC

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 14 - OTHER NON CURRENT ASSETS

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Unsecured, Considered Good		
Deposit with NBFC		
- Deposits with more than 12 months maturity	--	22,12,02,430.00
- Interest accrued on deposit with bank	--	1,10,16,544.00
Total	--	23,22,18,974.00

NOTE 15 - CURRENT INVESTMENTS

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Others		
Quoted at Cost		
Investments in Mutual funds	1,99,09,889.00	8,54,31,443.00
Unquoted at Cost		
Deposits with NBFC	22,12,02,430.00	--
Total	24,11,12,319.00	8,54,31,443.00

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Aggregate value of Quoted investment	1,99,09,889.00	8,54,31,443.00
Market value of Quoted investment	2,12,68,702.00	8,62,60,107.28
Aggregate value of Unquoted investment	22,12,02,430.00	--

PARTICULARS OF INVESTMENTS	Face Value Per Unit	As at 31 st March 2017		As at 31 st March 2016	
	INR	Nos.	INR	Nos.	INR
Quoted					
Reliance Banking and PSU debt fund - weekly dividend	10.00	13,73,643.23	1,39,09,889.00	73,61,177.32	7,43,97,618.00
Reliance Liquid Fund - Cash plan	--	--	--	4,518.09	50,33,825.00
Reliance Short Term Fund growth plan growth option	25.00	2,32,580.68	60,00,000.00	2,32,580.68	60,00,000.00
Total			1,99,09,889.00		8,54,31,443.00

NOTE 16 - INVENTORIES (AT COST)

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Inventory of Printed Course Material	--	5,12,232.00
Total	--	5,12,232.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 17 - TRADE RECEIVABLES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Outstanding for a period exceeding six months from the date they are due for payment:		
Unsecured considered good	6,88,12,476.00	6,35,29,878.00
Unsecured considered doubtful	30,90,595.00	--
Less: Provision for Doubtful Debts	(30,90,595.00)	--
	6,88,12,476.00	6,35,29,878.00
Others - Unsecured considered good	10,60,87,784.00	11,03,78,421.00
Total	17,49,00,260.00	17,39,08,299.00

NOTE 18 - CASH AND BANK BALANCES

Particulars	As at 31 st March 2017 INR	As at 31 st March 2016 INR
Cash and Cash Equivalents		
Cash on Hand	6,88,132.00	4,24,846.00
Cheques, Drafts on Hand	26,55,217.00	23,66,980.00
Balance with Bank		
Balances with banks (including deposits with less than 3 months maturity)	11,55,13,983.00	8,32,95,868.00
Other Bank Balances		
- Deposits with maturity of more than three months but less than 12 months	75,12,701.00	2,35,30,602.00
- Margin Money for Bank Guarantees	6,33,43,915.00	3,07,23,432.00
- Earmarked Balances (in respect of TDB Grant)	7,21,197.00	20,42,813.00
Total	19,04,35,145.00	14,23,84,541.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 19 - SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 st March 2017	As at 31 st March 2016
	INR	INR
Unsecured, Considered Good		
Prepaid Expenses	52,63,040.00	55,04,374.00
Advance to Others	7,47,763.00	14,15,943.00
Security Deposits	88,64,020.00	1,12,29,925.00
Travel Advances to Staff	3,87,950.00	2,88,658.00
Income Tax paid less Provisions	4,71,87,592.00	4,55,36,917.00
Service Tax paid in advance / input CENVAT credit	58,22,800.00	35,89,971.00
Loan to Incubatee (out of TDB Grant - see note no. 27 A)	12,33,556.00	7,53,019.00
Total	6,95,06,721.00	6,83,18,807.00

NOTE 20 - OTHER CURRENT ASSETS

Particulars	As at 31 st March 2017	As at 31 st March 2016
	INR	INR
Interest Accrued on deposit with NBFC	2,39,21,570.00	- -
Interest Accrued on NSC	20,090.00	12,497.00
Total	2,39,41,660.00	12,497.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 21- REVENUE FROM OPERATIONS

	For the year ended	For the year ended
Particulars	31 st March, 2017	31 st March, 2016
	INR	INR
Sale of Services	43,56,82,416.00	44,61,11,956.00
Other Operating Revenues	46,10,996.00	36,26,198.00
Total	44,02,93,412.00	44,97,38,154.00

	For the year ended	For the year ended
Details of Sale of Services :	31 st March, 2017	31 st March, 2016
	INR	INR
Consultancy Fees	29,03,92,408.00	31,17,86,268.00
Income from Vocational Training	10,57,32,081.00	9,03,24,203.00
Income from IT Courses	1,80,32,284.00	2,36,78,116.00
Income from Laboratories	2,15,25,643.00	2,03,23,369.00
Total	43,56,82,416.00	44,61,11,956.00
Details of Other Operating Revenue :		
Income from Wind Power Generation (Net of rebate)	46,10,996.00	36,26,198.00
Total	46,10,996.00	36,26,198.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 22 - OTHER INCOME

	For the year ended	For the year ended
Particulars	31 st March, 2017	31 st March, 2016
	INR	INR
Interest Income from Bank Deposits	70,25,335.00	1,73,23,040.00
Interest Income from Non Current Investments	- -	1,10,09,298.00
Interest Income from Current Investments	1,38,49,086.00	- -
Dividend Income from Current Investments	55,26,864.00	19,17,324.00
Sundry Provisions and Credit Balances no longer required, written back	18,02,909.00	40,97,106.00
Recovery of Bad Debts	- -	1,26,951.00
Other non-Operating Income	16,50,734.00	13,05,552.00
Total	2,98,54,928.00	3,57,79,271.00

NOTE 23 - OPERATING COSTS

	For the year ended	For the year ended
Particulars	31 st March, 2017	31 st March, 2016
	INR	INR
Expenses on IT, VTP Training Activities	7,00,57,138.00	5,60,94,505.00
Changes in Inventory of printed course material		
Opening Stock	5,12,232.00	19,92,747.00
Less: Donated under CSR	- -	9,82,200.00
Less: Closing Stock	- -	5,12,232.00
Decrease / (Increase) in Inventory of printed course material	5,12,232.00	4,98,315.00
Professional fees	5,80,83,550.00	6,81,88,163.00
Direct Service Cost	55,37,000.00	45,943.00
Total	13,41,89,920.00	12,48,26,926.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 24 - EMPLOYEE BENEFIT EXPENSE

	For the year ended	For the year ended
Particulars	31 st March, 2017	31 st March, 2016
	INR	INR
Salaries and Wages	12,47,71,658.00	12,57,55,173.00
Contribution to Provident and Other Funds	1,34,70,770.00	1,44,20,058.00
Staff Welfare Expenses	43,31,143.00	45,55,864.00
Total	14,25,73,571.00	14,47,31,095.00

NOTE 25 - FINANCE COSTS

	For the year ended	For the year ended
Particulars	31 st March, 2017	31 st March, 2016
	INR	INR
Interest Expense	10,785.00	43,235.00
Bank charges and Commission	5,54,497.00	4,62,011.00
Total	5,65,282.00	5,05,246.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
NOTE 26 - OTHER EXPENSES

Particulars	For the year ended	For the year ended
	31 st March, 2017	31 st March, 2016
	INR	INR
Power and Fuel	78,71,404.00	83,16,598.00
Office Rent	1,46,69,973.00	1,43,61,970.00
Repairs and Maintenance -		
Buildings	11,00,154.00	17,99,993.00
Office & Other Equipment	51,80,588.00	42,93,294.00
Others	15,85,013.00	15,53,752.00
Insurance	15,01,391.00	9,54,765.00
Rates & Taxes	3,92,766.00	4,13,836.00
Auditor's Remuneration		
Statutory Audit	6,86,500.00	5,80,700.00
Certification	16,559.00	- -
Administrative and General Expenses		
Travelling Expenses	2,42,93,343.00	2,54,59,183.00
Printing, Stationery and computer consumable	1,04,32,114.00	1,00,13,900.00
Advertisement	49,87,635.00	69,78,174.00
Security Expenses	64,59,510.00	57,09,865.00
Telephone, Mobile Expenses	38,47,878.00	41,89,420.00
Business Promotion Expenses	20,03,888.00	23,55,403.00
Registration and Legal Fees	37,08,299.00	11,15,973.00
Postage , Fax and Courier	14,12,264.00	13,96,033.00
Books & Periodicals Subscriptions and Membership Fees	11,14,570.00	12,50,138.00
Housekeeping	17,52,780.00	17,74,494.00
Laboratory Consumables	8,60,269.00	8,54,677.00
Directors Sitting Fees	12,55,208.00	7,40,000.00
Expenditure towards Corporate Social Responsibility (CSR) activities	28,18,671.00	9,82,200.00
Bad Debts written off	88,66,003.00	1,20,15,147.00
Provision for Doubtful debts	30,90,595.00	- -
Donations	10,200.00	14,800.00
Loss on Disposal / discard of Assets	58,783.00	75,159.00
General Expenses	36,10,324.00	28,31,332.00
Total	11,35,86,682.00	11,00,30,806.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

27 Utilisation of Incubatee Grant

- a. Technology Development Board (TDB), Govt. of India has approved scheme 'Seed Support System for Start-ups in Incubators' for providing financial assistance as seed support for start-ups in the MITCON incubator as growth oriented initiative between the TDB and MITCON. The scheme is to make available early stage financial assistance as seed support for start-up units located at the MITCON incubator for further development and pre-commercialization of technologies. Accordingly MITCON has received grant of INR 40,00,000/- from TDB during the year ended 31st March, 2012. Financial assistance by way of Term Loan to incubatees aggregating to INR 45,33,381/- is outstanding as on 31st March, 2017. Disbursement against this grant has not been deducted from Grant received, but separately disclosed under Loans and Advances (note no. 13 & 19)
- b. Interest received on deployment of unutilised grant amount and interest received on loans disbursed to incubatee, is credited to grant (net of taxes).

28 Contingent liability not provided for

Particulars	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
a) Guarantees given by bankers to customer on behalf of the Company	1,40,69,468.00	1,29,57,638.00
b) Claims against the company not acknowledged as debt - Arbitration petition in respect of money claim is pending before Arbitration Tribunal. The company has made counter claims against the claimant before the said Tribunal. Pending completion of Arbitration proceedings, the liability (if any) is not ascertainable.	- -	- -
c) An ex-employee has filed a claim before First Labour Court, Pune. The company has filed written statement for dismissal of the claim.	1,64,000.00	1,64,000.00

29 Payments to Auditors - (Net of service tax)

	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
For Audit	6,00,000.00	5,00,000.00
For Certification	16,559.00	- -
Total	6,16,559.00	5,00,000.00

30 Expenditure and earnings in foreign currencies

Expenditure in foreign currency	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Travelling expenses	59,968.00	4,21,095.00
Subscription & Membership Fees	48,145.00	60,173.00
Total	1,08,113.00	4,81,268.00

Earning in foreign currency	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Professional fees	27,70,384.00	1,03,70,145.00
Reimbursement of Expenses	- -	1,06,618.00
Total	27,70,384.00	1,04,76,763.00

31 Based on the documents / information available with the Company, there are no suppliers covered under The Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act).

32 Disclosure pursuant to Accounting Standard (AS 15) - Revised 2005 "Employee Benefits"

a) Defined contribution plans:

The company has recognized the following amounts in the Statement of Profit & Loss for the year :

- i) Contribution to employees provident fund INR 67,54,247/- (P.Y. INR 72,38,391/-)
- ii) Contribution to employees family pension Fund INR. 27,40,267/- (P.Y. INR 29,05,142/-)

b) Defined benefit plans - Gratuity

The company makes annual contribution to the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part there of in excess of 6 month. Vesting occurs only upon completion of 5 years of service except in case of death or permanent disability. The present value of defined benefit obligation and the related current service cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at the balance sheet date.

i) Reconciliation of opening and closing balances of the Present value of the defined benefit obligation:	Year ended	
	31st March, 2017	31st March, 2016
	INR	INR
Present Value of defined benefit obligation at the beginning of the year	1,94,04,261.00	1,72,64,058.00
Interest cost	14,31,517.00	12,84,738.00
Current service cost	31,49,377.00	34,41,633.00
Actuarial losses / (gains)	(12,52,614.00)	(10,00,041.00)
Benefits paid	(21,02,948.00)	(15,86,127.00)
Present value of defined benefit obligation at the close of the year	2,06,29,593.00	1,94,04,261.00

ii) Changes in the fair value of Plan Assets and the reconciliation thereof:	Year ended	
	31st March, 2017	31st March, 2016
	INR	INR
Fair value of plan assets at the beginning of the year	2,20,80,545.00	2,15,68,920.00
Add :expected return on plan assets	17,66,372.00	18,92,327.00
Add / (less) : actuarial (losses) / gains	(1,05,302.00)	(2,94,575.00)
Add : contributions by employer	21,01,158.00	5,00,000.00
Less: benefits paid	(21,02,948.00)	(15,86,127.00)
Less: mortality charges and taxes	(2,23,773.00)	--
Fair value of plan assets at the close of the year	2,35,16,052.00	2,20,80,545.00
Actual Return on Plan Assets	16,61,070.00	15,97,752.00

iii) Amount recognized in the Balance Sheet:	Year ended	
	31st March, 2017	31st March, 2016
	INR	INR
Present Value of Obligation as at the end of year	2,06,29,593.00	1,94,04,261.00
Fair Value of Plan Assets as at the end of year	2,35,16,052.00	2,20,80,545.00
Funded Status	28,86,459.00	26,76,284.00
Current Liability	--	--
Non - Current Liability	2,06,29,593.00	1,94,04,261.00
Unrecognised Actuarial (gains) / losses	--	--
Net Asset / (Liability)	28,86,459.00	26,76,284.00

Fair value of plan assets , in excess of present value of obligations, being adjustable against future contributions is recognised in the books of account.

iv) Amounts recognised in the Statement of Profit and Loss are as follows:	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Current service cost	31,49,377.00	34,41,633.00
Past Service Cost	--	--
Interest cost	14,31,517.00	12,84,738.00
Expected return on plan assets	(17,66,372.00)	(18,92,327.00)
Curtailment cost / (Credit)	--	--
Settlement Cost / (Credit)	--	--
Net Actuarial (Gain) / Loss recognised in the period / year	(11,47,312.00)	(7,05,466.00)
Expenses Recognised in the Statement of Profit & Loss at the end of period / year	16,67,210.00	21,28,578.00

v) Amount for the current period :	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Present value of obligation	2,06,29,593.00	1,94,04,261.00
Plan assets	2,35,16,052.00	2,20,80,545.00
Surplus / (Deficit)	28,86,459.00	26,76,284.00

vi) Broad categories of Plan Assets as a percentage of total assets as at	Year ended	
	31 st March, 2017	31 st March, 2016
	%	%
Insurer managed funds	100.00%	100.00%
Total	100.00%	100.00%

vii) Actuarial Assumptions :	Year ended	
	31 st March, 2017	31 st March, 2016
	%	%
Discount rate	7.20%	7.80%
Rate of increase in Compensation levels	9.50%	9.50%
Rate of return on plan assets	8.00%	8.00%
Expected Average remaining working lives of employees (years)	8.13	8.31

- c) The company provides for accumulation of compensated absences by its employees. The employees can carry forward a portion of the unutilised compensated absences and utilise it in future periods to receive cash in lieu thereof as per company policy. The company records an obligation for compensated absences in the period in which the employee renders the service that increases this entitlement. The total liability recorded by the company towards this benefit as at 31st March, 2017 is INR 1,31,16,506/- (Previous Year INR 83,55,012/-).

- 33 The Company has entered into operating lease arrangements for office space. Lease arrangements provide for cancellation by either of the parties and also contain a clause for renewal of the lease agreement. Lease payments on cancellable operating lease arrangements debited to Statement of Profit and Loss are as under.

Particulars	Year ended	
	31 st March, 2017 INR	31 st March, 2016 INR
Lease payments debited to the Statement of Profit and Loss		
Cancellable leases		
Lease rent for office	1,46,69,973.00	1,43,61,970.00

- 34 Related Party Disclosures Under Accounting Standard 18 - "Related Party Disclosures", have been identified on the basis of representation made by the Management and taken on record by the Board of Directors and relied upon by the auditors. Disclosures of transactions with Related Parties are as under:

- a) **Associate** : Krishna Windfarms Developers Private Limited
Related Party where control exists: Mitcon Foundation (Charitable Trust)
Key Management personnel : Dr. Pradeep Bavadekar, Managing Director

b) Transactions with related party :

Sr. No.	Nature of transactions / relationship / Name of Related Party	2016-17 INR	2015-16 INR
1	Associate : Krisha Windfarms Developers Private Limited Income from Consultancy Services (net of Taxes) Contribution to Equity (58,80,000 shares of INR 10/- each)	4,41,54,588.00 5,90,65,200.00	-- --
2	Related Party where control exists: MITCON Foundation Rent paid / Expenses reimbursed (net of Service Tax) Transaction / Expenses incurred Training fees received (net of Service Tax)	90,43,972.00 55,04,447.00 9,60,000.00	83,74,033.00 9,91,290.00 29,86,271.00
3	Key Management Personnel (KMP) Dr. Pradeep Bavadekar A) Remuneration * Salary Contribution to Provident Fund Superannuation Fund and others B) Dividend	66,65,000.00 6,72,483.00 9,84,495.00 --	64,25,000.00 6,48,252.00 8,15,312.00 5,60,000.00
4	Accounts Receivable Outstanding as on 31 st March, 2017 Krisha Windfarms Developers Private Limited MITCON Foundation	1,45,00,000.00 --	-- 52,951.00
5	Accounts Payable as on 31 st March, 2017 Dr. Pradeep Bavadekar - Remuneration Payable MITCON Foundation	262.00 7,42,005.00	3,26,252.00 --

* As the liabilities for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, the amounts pertaining to the KMP are not included above.

35 Earnings Per Share (Basic and Diluted)

	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Profit for the year After Taxation	4,42,43,161.00	4,60,97,511.00
Total weighted average number of equity shares during the year	1,21,00,000	1,21,00,000
Basic and Diluted earning per share	3.66	3.81

36 Balances of trade receivables and trade payable are subject to reconciliation and confirmation by respective parties.

37 Tuition fees received from MKCL

MITCON is a Training provider to Maharashtra Knowledge Corporation Limited (MKCL) for their MS-CIT and other courses. Fees of these training courses are directly collected by MKCL. On completion of these training programmes Tuition fees are shared by MKCL with the Company as per the Terms of Agreement. However as the Company's share of fees is not independently determinable by the Company prior to actual receipt thereof, these are accounted for on receipt basis.

39. Commitments:

	Year ended	
	31 st March, 2017	31 st March, 2016
	INR	INR
Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advance) in respect of purchase of :		
Intangible Fixed assets	53,80,000.00	- -

40 Segment Reporting

Based on the guiding principle given in the Accounting Standard-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company's Primary Segments are :

- 1) Consultancy and Training
- 2) Wind Power Generation

The above business segments have been identified considering :

- a) The nature of the products/ operation
- b) The related risks and returns
- c) The internal financial reporting systems of the organization

Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

Particulars	For the year ended 31 st March, 2017 INR	For the year ended 31 st March, 2016 INR
Segment Revenue		
Consultancy and Training	43,56,82,416	44,61,11,956
Wind Power Generation	46,10,996	36,26,198
Revenue from Operations	44,02,93,412	44,97,38,154
Segment Results		
Profit(+)/Loss(-) before tax and interest from each segment		
Consultancy and Training	2,38,74,123	3,06,55,176
Wind Power Generation	21,81,001	14,82,152
Total Segment result	2,60,55,124	3,21,37,328
Unallocable income net of unallocable expenditure	89,80,507	74,46,933
Interest Income	2,08,74,421	2,83,32,338
Total	5,59,10,052	6,79,16,599
Less: Finance Cost	5,65,282	5,05,246
Total Profit before Tax	5,53,44,770	6,74,11,353
Less Provision for Tax		
Current Tax	1,81,50,000	2,30,00,000
Deferred Tax	(27,80,927)	(16,86,158)
Excess provision for Taxation of Earlier years	(42,67,464)	- -
Profit After Tax	4,42,43,161	4,60,97,511
Total carrying amount of segment assets		
Consultancy and Training	1,01,84,94,766	98,36,49,243
Wind Power Generation	1,26,32,701	1,37,80,933
Total Segment assets	1,03,11,27,467	99,74,30,176
Total carrying amount of segment liabilities		
Consultancy and Training	10,99,60,172	10,42,62,398
Wind Power Generation	- -	- -
Total Segment liabilities	10,99,60,172	10,42,62,398
Depreciation & Amortisation		
Consultancy and Training	2,27,39,883	3,68,63,588
Wind Power Generation	11,48,232	11,48,411
Total Depreciation & Amortisation	2,38,88,115	3,80,11,999

Note: Windpower generation business is subject to Seasonal variations in winds, hence the results for the period are not necessarily comparable with the results of the previous periods performance.

41. The Board of Directors have proposed final dividend of INR 1 per equity share (10 %) of INR 10 each for the financial year 2016-17 (P Y 1/- per Equity Share)
42. Information relating to Specified Bank Notes transacted during the period 8th November 2016 to 30th December 2016.

Particulars	SBNs Amount in INR	Other Denomination Amount in INR	Total Amount in INR
Closing cash in hand as on 8 th Nov 16 (Including amount of Rs.86,000/- in SBNs in the custody of the employees as Advance for Company Expenses)	5,69,500	10,299	5,79,799
Add: Permitted Receipts	--	8,40,864	8,40,864
Less: Permitted Payments	--	6,43,093	6,43,093
Less: Amount deposited in bank account	5,69,500	32,500	6,02,000
Closing cash in hand as on 30 th December 2016	--	1,75,570	1,75,570

43 Utilisation of money raised through Initial Public Offer

During the year ending 31st March, 2014 the company has made a public offer of 41,00,000 shares, which were fully subscribed.

Pursuant to the provisions of clause 43 of the listing agreement with the exchange, the disclosure is as follows:

The utilisation of the issue proceeds as on 31st March 2017 is as under :

Particulars	Utilisation planned as per prospectus INR	Utilisation of IPO proceeds as on 31 st March 2017 INR	balance amount to be utilised as on 31 st March 2017 * INR
Acquisition of property for setting up new offices in Bangalore, Hyderabad, Chennai, New Delhi and Ahmedabad and environment testing laboratory in Bangalore and Ahmedabad	16,13,80,000	9,72,34,305	6,41,45,695
Purchase of office equipments for new offices	57,70,000	33,86,740	23,83,260
Purchase of furniture and fixtures and carrying out interior designing for the new offices and the environment testing laboratory	2,91,19,000	1,82,21,012	1,08,97,988
Purchase of equipment for environment testing laboratory at Ahmedabad and Bangalore	1,01,50,000	- -	1,01,50,000
General Corporate purposes	81,33,000	81,04,742	28,258
Issue expenses	3,55,48,000	3,55,42,182	5,818
Total	25,01,00,000	16,24,88,981	8,76,11,019

* The above unutilised proceeds from the Issue have been deployed in the Fixed Deposits with NBFC

44 Previous years figures have been re-grouped , reclassified wherever necessary to make them comparable with current year's figures.

Signatures to the Notes 1 to 44, forming part of the Financial Statements.

For and on behalf of the Board

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Ram Mapari
 Chief Financial Officer

Sd/-
Madhav Oak
 Company Secretary
 M No.A21687

Date : 30/05/2017
Place : Pune



M/S. JOSHI & SAHNEY

Chartered Accountants

1913, SADASHIV PETH, NATU BAUG, PUNE -411030.

PHONES: 2447 1521, 2447 1699, 2447 1199 FAX: (020) 24478015 Email: josney72@gmail.com

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

Report on the Consolidated Financial Statements :

We have audited the accompanying Consolidated Financial Statements of **MITCON CONSULTANCY & ENGINEERING SERVICES LTD.** (hereinafter referred to as "the Company") and its Associate **KRISHNA WINDFARMS DEVELOPERS PVT.LTD.**, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements" or the "CFS").

Management's Responsibility for the Consolidated Financial Statements :

The Company's Board of Directors is responsible for the preparation of these Consolidated 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 and consolidated financial performance of the Company including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Company and of its Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and Associate Company 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 Financial Statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility :

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing as 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 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 Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated 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 and presentation of the Consolidated 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 Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditor in terms of his report referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated 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 Company and its Associate as at 31st March, 2017 and their consolidated profit for the year ended on that date.

Other Matter

The Consolidated Financial Statements also include the Company's share of net profit of INR 14,037/- for the period 25th March 2017 to ended 31st March, 2017 and adjustment for share of unrealised profit of INR 1,49,92,819/- out of transaction with Associate as considered in the Consolidated Financial Statements, in respect of the Associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this Associate and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid Associate, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements :

- 1) As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account as required by law maintained by the Company and Associate Company incorporated in India including relevant records relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and records of the Company and the report of the other auditor.

- c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on 31st March, 2017 taken on record by the Board of Directors of the Company and the report of the statutory auditor of its Associate company incorporated in India, none of the directors of the Company and its Associate Company incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and its Associate Company incorporated in India and the operating effectiveness of such controls refer to our separate report in Annexure A.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Company and its Associate - Refer Note 25 to the consolidated financial statements.
 - ii) The Company and its Associate did not have any material foreseeable losses 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 and its Associate.
 - iv) The Company and its Associate have provided requisite disclosures in their financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation and the report of the Statutory Auditor of the Associate, we report that the disclosures are in accordance with books of account maintained by the Company and its Associate and as produced to us by the Management – Refer Note 32 – Information relating to Specified Bank Notes transacted.

FOR JOSHI & SAHNEY
CHARTERED ACCOUNTANTS
Firm Registration No.: 104359W

Sd/-
H.M.JOSHI
PARTNER

Membership No. 031689

Place: Pune
Date: 30th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MITCON CONSULTANCY & ENGINEERING SERVICES LTD

Referred to in Paragraph 1(f) of the Independent Auditor's Report on the Consolidated Financial Statements of MITCON CONSULTANCY & ENGINEERING SERVICES LTD. (Company) for the year ended 31st March 2017.

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

In conjunction with our audit of the consolidated 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 **MITCON CONSULTANCY & ENGINEERING SERVICES LTD.** (hereinafter referred to as "the Company") and its associate company **KRISHNA WINDFARMS DEVELOPERS PVT. LTD.** (hereinafter referred to as "the Associate Company"), which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

- 1) The respective Board of Directors of the Company and its Associate company, which is a company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditor's Responsibility

- 2) Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- 3) Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- 4) We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of his report referred to in the Other Matters paragraph below, is sufficient and appropriate to

provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

- 5) 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

- 6) 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

- 7) In our opinion, the Company and its Associate Company, which is a company 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 Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

- 8) 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 in so far as it relates to Associate company, which is company incorporated in India, is based on the corresponding report of the auditor of the Associate Company.

Our opinion is not modified in respect of the above matter.

FOR JOSHI & SAHNEY
CHARTERED ACCOUNTANTS
Firm Registration No.: 104359W

Sd/-

H.M.JOSHI
PARTNER

Membership No. 031689

Place: Pune
Date: 30th May, 2017

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31st March, 2017

Particulars		Note No.	As at 31 st March, 2017 INR
I	EQUITY AND LIABILITIES		
(1)	Shareholders' Funds		
	(a) Share Capital	2	12,10,00,000.00
	(b) Reserves and Surplus	3	78,51,88,513.00
			90,61,88,513.00
(2)	Non-Current Liabilities		
	(a) Deferred Tax Liabilities (Net)	4	1,37,50,725.00
	(b) Other Long Term Liabilities	5	27,16,603.00
	(c) Long Term Provisions	6	57,81,469.00
			2,22,48,797.00
(3)	Current Liabilities		
	(a) Trade Payables	7	- -
	(i) Total outstanding dues to Micro Enterprises and Small enterprises		6,11,25,128.00
	(ii) Total outstanding dues to creditors other than Micro Enterprises and Small enterprises		
	(b) Other Current Liabilities	8	1,92,51,210.00
	(c) Short-Term Provisions	9	73,35,037.00
			8,77,11,375.00
	Total		1,01,61,48,685.00
II	ASSETS		
(1)	Non-Current Assets		
	(a) Fixed Assets		
	(i) Tangible Assets	10 & 10A	22,30,50,299.00
	(ii) Intangible Assets	11	47,34,671.00
	(iii) Intangible Assets under development	11	60,09,727.00
			23,37,94,697.00
	(b) Non-Current Investments	12	4,41,61,418.00
	(c) Long Term Loans and Advances	13	3,82,96,465.00
			8,24,57,883.00
(2)	Current Assets		
	(a) Current Investments	14	24,11,12,319.00
	(b) Trade Receivables	15	17,49,00,260.00
	(c) Cash and Bank Balances	16	19,04,35,145.00
	(d) Short-Term Loans and Advances	17	6,95,06,721.00
	(e) Other Current Assets	18	2,39,41,660.00
			69,98,96,105.00
	Total		1,01,61,48,685.00

See Accompanying Notes (1 To 32) Forming Integral Part of The Financial Statements

In terms of our report attached

For Joshi and Sahney
 Chartered Accountants
 Firm Reg. No. 104359W

Sd/-
H. M. Joshi
 Partner
Mem. No. 031689

For and on behalf of the Board

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Ram Mapari
 Chief Financial Officer
Date : 30/05/2017
Place : Pune

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Madhav Oak
 Company Secretary
M No.A21687

Date : 30/05/2017
Place: Pune

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2017

Particulars		Note No.	For the year ended 31 st March, 2017 INR
I	Revenue from Operations	19	44,02,93,412.00
II	Other Income	20	2,98,54,928.00
III	Total Revenue (I + II)		47,01,48,340.00
IV	Expenses:		
	Operating Costs	21	13,41,89,920.00
	Employee Benefit Expense	22	14,25,73,571.00
	Finance Costs	23	5,65,282.00
	Depreciation Expense - Tangible Assets	10 & 10A	1,97,93,607.00
	Amortization Expense - Intangible Assets	11	40,94,508.00
	Other Expenses	24	11,35,86,682.00
	Total Expenses		41,48,03,570.00
V	Profit Before Tax		5,53,44,770.00
VI	Tax Expense:		
	(1) Current Tax		1,81,50,000.00
	(2) Deferred Tax Liability / (Asset) (Net)		(27,80,927.00)
	(3) Excess provision for Taxation of Earlier years		(42,67,464.00)
			1,11,01,609.00
VII	Profit after tax for the year before share in profit of Associate		4,42,43,161.00
VIII	Add : Share in Profit of Associate (before adjustment of share of unrealised profit)		14,037.00
	Less: Unrealised profit out of transactions with Associate		(1,49,92,819.00)
IX	Profit for the Year		2,92,64,379.00
X	Earning per equity share (Face Value INR. 10/-)	29	
	Basic		2.42
	Diluted		2.42

See Accompanying Notes (1 To 32) Forming Integral Part of The Financial Statements

In terms of our report attached

For Joshi and Sahney

Chartered Accountants

Firm Reg. No. 104359W

For and on behalf of the Board

Sd/-

H. M. Joshi

Partner

Mem. No. 031689

Sd/-

Maya Sinha

Chairperson

(DIN 03056226)

Sd/-

Dr. Pradeep Bavadekar

Managing Director

(DIN 00879747)

Sd/-

Ram Mapari

Chief Financial Officer

Sd/-

Madhav Oak

Company Secretary

M No.A21687

Date : 30/05/2017

Place : Pune

Date : 30/05/2017

Place : Pune

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars		Year ended 31 st March, 2017	
		INR	INR
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit before tax:		5,53,44,770.00
	Adjustments for:		
	Depreciation & Amortisation	2,38,88,115.00	
	Finance Costs	5,65,282.00	
	Loss on sale of fixed assets	58,783.00	
	Interest income	(2,08,74,421.00)	
	Dividend Income	(55,26,864.00)	(18,89,105.00)
	Operating profit before Working Capital changes		5,34,55,665.00
	Adjustments for changes in Working capital :		
	Long term Loans and advances	(73,01,496.00)	
	Other non-current assets	23,22,18,974.00	
	Inventories	5,12,232.00	
	Trade Receivables	(9,91,961.00)	
	Short term Loans and advances	4,62,761.00	
	Other current assets	(2,39,29,163.00)	
	Other long term liabilities	(27,500.00)	
	Long term Provisions	1,72,959.00	
	Trade Payables	1,37,70,019.00	
	Other current liabilities	45,37,963.00	
	Short term Provisions	45,88,535.00	22,40,13,323.00
	Cash generated from operations		27,74,68,988.00
	Income taxes paid		2,16,71,386.00
	Net Cash flow from Operating Activities		25,57,97,602.00
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Fixed Assets :		
	Purchase of Fixed Assets	(61,39,879.00)	
	Sale proceeds of Fixed Assets	52,041.00	
	Investments :		
	Purchase of Investment - Non Current	(28,02,67,630.00)	
	Purchase of Investment - Current	(3,51,26,352.00)	
	Sale proceeds - Current	10,07,70,906.00	
	Interest income	2,08,74,421.00	
	Dividend Income	55,26,864.00	
	Net Cash from / (used) in investing activities		(19,43,09,629.00)

C	CASH FLOW FROM FINANCING ACTIVITIES		
	Receipt of Grant and interest thereon	16,91,188.00	
	Finance Costs	(5,65,282.00)	
	Dividend & tax on Dividend paid	(1,45,63,275.00)	
	Net Cash flow from/(used) in financing activities		(1,34,37,369.00)
D	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		4,80,50,604.00
	Cash and Cash Equivalents (Opening balance)		14,23,84,541.00
	Cash and Cash Equivalents (Closing balance)		19,04,35,145.00

Notes :

- 1) Figures in brackets represent outflows of cash and cash equivalents.
- 2) Share in Profit of Associate and Unrealised profit out of transactions with Associate corresponding to the change in the value of Investment, being non cash item, not reflected in above Cash Flow Statement.
- 3) Cash and cash equivalents comprise of :

	As at 31st Mar, 2017 INR
Cash and cash equivalents	
Cash on hand	6,88,132.00
Cheques, drafts on hand	26,55,217.00
Balance with Bank	
Balances with banks (including deposits with less than 3 months maturity)	11,55,13,983.00
Other bank balances	
- Deposits with maturity of more than three months but less than 12 months	75,12,701.00
- Margin Money for Bank Guarantees	6,33,43,915.00
- Earmarked balances	7,21,197.00
Total	19,04,35,145.00

In terms of our report attached
For Joshi and Sahney
 Chartered Accountants
 Firm Reg. No. 104359W

Sd/-
H. M. Joshi
 Partner
Mem. No. 031689

Date : 30/05/2017
Place: Pune

For and on behalf of the Board

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Ram Mapari
 Chief Financial Officer

Date : 30/05/2017
Place: Pune

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Madhav Oak
 Company Secretary
M No.A21687

FORM AOC-1

Part B - Associate

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Company.

Sr.No.	Particulars	Krishna Windfarms Developers Private Limited
1	Latest audited Balance Sheet Date	31 st March, 2017
2	Date on which the Associate was associated	24 th March, 2017
3	Shares of Associate held by the Company on the year end Nos	58,80,000
	Amount of Investment in Associates	5,90,65,200.00
	Extent of Holding	49%
4	Description of how there is significant influence	Holding > 20% of Equity share capital
5	Reason why the Associate is not consolidated	NA
6	Networth attributable to Shareholding as per latest audited Balance Sheet	5,58,00,434.00
7	Profit / Loss for the period	28,646.10
	Considered in Consolidation	14,037.00
	Not Considered in Consolidation	14,609.10

For Joshi and Sahney
Chartered Accountants
Firm Reg. No. 104359W

Sd/-
H. M. Joshi
Partner
Mem. No. 031689

Date : 30/05/2017
Place : Pune

For and on behalf of the Board

Sd/-
Maya Sinha
Chairperson
(DIN 03056226)

Sd/-
Ram Mapari
Chief Financial Officer

Date : 30/05/2017
Place : Pune

Sd/-
Dr. Pradeep Bavadekar
Managing Director
(DIN 00879747)

Sd/-
Madhav Oak
Company Secretary
M No.A21687

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

- a) These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention. The financial statements have been prepared to comply in all material respects with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules 2016 and the relevant provisions of the Companies Act, 2013.
- b) The Company follows mercantile system of accounting and recognises income and expenditure on accrual basis except for those items with significant uncertainties.

1.2 Principles of Consolidation

The consolidated financial statement relate to MITCON Consultancy and Engineering Services Limited and its Associate Krishna Windfarms Developers Private Limited.

The associate company considered in the Consolidated financial statement is

Name	: Krishna Windfarms Developers Private Limited
Status	: Audited
Country of Incorporation	: India
Percentage of shareholding	: 49%
Held by	: MITCON Consultancy and Engineering Services Limited
Financial Statements	: As on 31 st March, 2017

The consolidated financial statements have been prepared on the following basis.

- i) The goodwill on consolidation is recognised in the consolidated financial statements.
- ii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner, as the Company's Financial Statements.
- iii) Investment in associate company has been accounted for under the Equity method as per Accounting Standard (AS) 23 - Accounting for Investments in Associates in Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
- iv) Goodwill arising on consolidation is not amortised but tested for impairment.

1.3 Revenue Recognition

- a) Revenue from Consultancy / Services / Incubation / Environment Laboratory Services is recognised as per the terms of the specific contracts / work orders.

- b) Revenue from training programs is accounted as follows:
 - a) Fees from the participants are accounted at commencement of company's in house courses as per scheduled fee structure.
 - b) Revenue from Government sponsored training programs is recognized on accrual basis.
 - c) Revenue from training activities conducted on behalf of Maharashtra Knowledge Corporation Limited (MKCL), being not reasonably determinable, is recognised on receipt basis.
- c) Revenue from Wind energy generation is recognised based on units generated.(Net of rebate)
- d) Interest income is recognised on a time proportion basis.
- e) Dividend income is recognised only when the company's right to receive the payment is established.

1.4 Use of Estimates

Estimates and assumptions used in the preparation of the financial statements are based on management's evaluation of the relevant facts and circumstances as of date of the Financial Statements, which may differ from the actual results at a subsequent date. Any revision to accounting estimates is recognized prospectively in current and future period.

1.5 Property, Plant & Equipment and Intangible Assets

- a) The company has adopted Cost Model to measure the gross carrying amount of fixed assets.
- b) Tangible Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes the purchase price and all other attributable costs incurred for bringing the asset to its working condition for intended use.
- c) Intangible assets are stated at the consideration paid for acquisition and customisation thereof less accumulated amortisation.
- d) Cost of fixed assets not ready for use before the balance sheet date is disclosed as Capital Work in Progress.
- e) Cost of Intangible Assets not ready for use before the balance sheet date is disclosed as Intangible Assets under Development.

1.6 Depreciation / Amortisation

- a) Depreciation on tangible fixed assets has been provided on straight line method over the estimated useful life of the asset in the manner prescribed in Schedule II of the Companies Act, 2013, except in the case of Wind Turbine Generator which is depreciated over 20 years as per technical evaluation by manufacturer.
- b) Intangible asset being cost of Software capitalised is amortised over a period of three years.

1.7 Impairment of Assets

An asset is treated as impaired when the carrying cost of an asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior period is reversed if there has been a change in the estimate of the recoverable amount.

1.8 Government Grants

Government grants in the nature of promoters' contribution are credited to capital reserve and treated

as a part of shareholders' funds. Utilisation thereof is as per covenants of grants received.

Such grants are reduced to the extent of depreciation charged and loss on sale or discard of fixed assets purchased there from. Further interest from investment of unutilised grant / interest on loan disbursed to incubatee are added to respective grants.

Balance remaining in the grant after completion of its intended purpose, is transferred to General Reserve.

1.9 Operating Lease

Operating lease payments are recognized as an expense in the Statement of Profit and Loss.

1.10 Investments

- a) Long term investments are stated at cost. Provision for diminution in the value of long-term investment is made only if such decline is other than temporary.
- b) Current investments are stated at lower of cost or market value. The determination of carrying amount of such investment is done on the basis of specific identification.

1.11 Retirement Benefits

a) Short Term Employee Benefits :

All employee benefits payable within twelve months of rendering the service are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards, ex-gratia, performance pay etc. and the same are recognised in the period in which the employee renders the related service.

b) Employment Benefits :

i) Defined Contribution Plans:

The company has Defined Contribution Plans for post employment benefit in the form of Provident Fund / Pension Fund which are administered by the Regional Provident Fund Commissioner. Provident Fund / Pension Fund are classified as defined contribution plans as the company has no further obligation beyond making contributions. The company's contributions to defined contribution plans are charged to the Statement of Profit and Loss as and when incurred.

ii) Defined Benefit Plans:

a) Funded Plan:

The company has defined benefit plan for post employment benefit in the form of gratuity for the employees which are administered through Life Insurance Corporation of India. Liability for the said defined plan is provided on the basis of valuation as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

b) Non Funded Plan:

The company has defined benefit plan for the employment benefit in the form of leave encashment for the employees. Liability for above defined benefit plan is provided on the basis of the valuation as at the Balance Sheet date carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

- iii) The actuarial gains and losses arising during the year are recognized in the Statement of Profit and Loss for the year without resorting to any amortization.

1.12 Income Tax

a) **Current Taxation :**

Provision for current tax is made on the basis of taxable profits computed for the current accounting period in accordance with Income Computation and Disclosure Standards as notified under section 145 (2) of the Income Tax Act, 1961.

Provision is made for income Tax annually, based on the tax liability computed after considering tax allowances and exemptions.

b) **Deferred Tax :**

Deferred tax is recognised, subject to consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 tax assets to be utilized. Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantially enacted at the balance sheet date.

1.13 Earnings Per Share

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

1.14 Foreign Currency Transaction

a) **Initial Recognition :**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) **Exchange Differences :**

Exchange differences arising on the settlement of foreign currency transactions are recognised as income or as expense in the year in which they arise.

1.15 Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- a) the Company has a present obligation as a result of a past event,
- b) a probable outflow of resources is expected to settle the obligation; and
- c) the amount of the obligation can be reliably estimated.

Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent Liability is disclosed in case of

- a) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligations;
- b) a present obligation arising from past events, when no reliable estimate is possible; and

- c) a possible obligation arising from past events where the probability of outflow of resources is not remote.

Contingent Assets are neither recognised , nor disclosed.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance sheet date.

1.16 Inventories

Inventory in the nature of printed course material are valued at lower of cost or net realisable value. Cost is determined on FIFO basis.

1.17 Segment Reporting

The company identifies primary segments based on the dominant source, nature of risks, returns and the internal organization. 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 Management in deciding how to allocate resource 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.

1.18 Dividend

Dividend is recognised as liability in the period in which it is declared by the Company (usually when approved by shareholders in General Meeting) or paid.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 2 - SHARE CAPITAL

Particulars	As at 31 st March 2017 INR
Authorised: 2,50,00,000 Equity Shares of INR 10/- each.	25,00,00,000.00
Issued, Subscribed and Paid up: 1,21,00,000 Equity Shares of INR 10/- each.	12,10,00,000.00
Total	12,10,00,000.00

Notes:

a) Reconciliation of the no. of shares :

Particulars	As at 31 st March 2017	
	No of shares	Amount
No of Equity shares outstanding at the beginning of the year (Face Value of INR 10/-)	1,21,00,000	12,10,00,000
No of Equity shares outstanding at the end of the year (Face value of INR10/-)	1,21,00,000	12,10,00,000

b) Rights, preferences and restrictions attached to shares:

The company has one class of equity shares having a par value of INR 10/- per share. Each equity holder is entitled to one vote per share and have a right to receive dividend as recommended by Board of Directors subject to necessary approval from the shareholders.

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

c) Shares allotted as fully paid-up by way of bonus shares (during immediately preceding 5 years):

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Equity Shares allotted as fully paid-up bonus shares by capitalisation of accumulated profits	--	--	--	75,00,000	--

d) Number of Equity shares held by each shareholder holding more than 5% shares in the company are as follows:

Particulars	Number of shares as at 31 st March, 2017 of INR10/- each	% of shares held
1) SIDBI Trustee Company Limited A/c India Opportunities Ltd.	16,38,000	13.54%
2) Small Industries Development Bank of India	10,00,000	8.26%
3) SICOM Ltd.	8,00,000	6.61%
4) Mukul Mahavir Prasad Agrawal	7,52,000	6.21%
5) Ashok Kumar Agrawal	6,56,000	5.42%

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 3 - RESERVES AND SURPLUS

Particulars	INR.	As at 31 st March 2017 INR
Capital Grants :		
Capital Grant Received from :		
1) Ministry of Food Processing Industry, Govt. of India	70,041.00	
For setting up Food Processing Training Centre	--	
Less :- Depreciation for the Year	60,350.00	
Closing Balance		9,691.00
2) Technology Development Board, Govt. of India		
Opening Balance	52,23,557.00	
Add : Interest Received (net of Taxes)	1,91,188.00	
Closing Balance		54,14,745.00
3) Grant received from MSME under ASPIRE scheme (For Upgradation of Technical Business Incubator)		
Opening Balance	14,71,611.00	
Add: received during the year	15,00,000.00	
Less :- Utilised towards consumable purchase	5,448.00	
Less :- Depreciation for the Year	3,80,603.00	
Closing Balance		25,85,560.00
Revaluation Reserve:		
Opening Balance	1,74,88,431.00	
Less: Transferred to General reserve *	--	
Less: Adjusted against revalued asset as per Accounting Standard 10 (para 91) *	1,74,88,431.00	
Closing Balance		--
Securities Premium Reserve :		
As per last Balance Sheet		17,35,57,818.00

General Reserve:		
Opening Balance	9,12,76,262.00	
Add: Transfer from Revaluation Reserve*	-	
Closing Balance		9,12,76,262.00
Surplus in Statement of Profit & Loss		
Opening Balance	48,30,80,058.00	
Add: Profit for the Year	2,92,64,379.00	
Closing Balance		51,23,44,437.00
Total		78,51,88,513.00

* Ministry of Corporate Affairs vide notification dated March 30, 2016 notified Companies (Accounting Standards) Amendment Rules, 2016 and vide this notification, the earlier Accounting Standard 10 - Fixed Assets has been substituted with Accounting Standard - 10 Property, Plant and Equipment.

In accordance with provisions of Accounting Standard - 10 Property, Plant and Equipment the company has opted for Cost Model for recognition of Property, Plant and Equipment. The company had in earlier year revalued its Building - Office Premises which is reflected in its carrying cost. This being a transitional year, the company has in accordance with the requirement of para 91 of this Standard adjusted the amount outstanding in the revaluation reserve against the carrying amount of Building - Office Premises. Consequently there is no charge of depreciation on the revalued portion of Building - Office Premises for the year ended 31st March, 2017.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 4 - DEFERRED TAX

(i) Break up of Deferred Tax Liability as at year end:

Nature of timing difference	As at 31st March 2017 INR
Provision for Depreciation	1,69,41,944.00
Total	1,69,41,944.00

(ii) Break up of Deferred Tax Asset as at year end:

Nature of timing difference	As at 31st March 2017 INR
Provision for Leave encashment	31,91,219.00
Total	31,91,219.00

(iii) Deferred Tax Liability (net) (i-ii)	1,37,50,725.00
--	-----------------------

NOTE 5 - OTHER LONG TERM LIABILITIES

Particulars	As at 31st March 2017 INR
Retention Money from Vendor	27,16,603.00
Total	27,16,603.00

NOTE 6 - LONG TERM PROVISIONS

Particulars	As at 31st March 2017 INR
Provision for Leave Encashment	57,81,469.00
Total	57,81,469.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 7 - TRADE PAYABLES

Particulars	As at 31 st March 2017 INR
Trade Payables	
i) total outstanding dues to Micro Enterprises and Small enterprises	- -
ii) total outstanding dues to creditors other than Micro Enterprises and Small enterprises	6,11,25,128.00
Total	6,11,25,128.00

NOTE 8 - OTHER CURRENT LIABILITIES

Particulars	As at 31 st March 2017 INR
Other Payables	
Advance from Customers	52,21,689.00
Provident Fund Contribution Employee & Employer	15,48,715.00
ESIC Payable	77,523.00
TDS / VAT Payable	60,92,345.00
Security Deposits	4,51,502.00
Payable against Capital Account	58,59,436.00
Total	1,92,51,210.00

NOTE 9 - SHORT-TERM PROVISIONS

Particulars	As at 31 st March 2017 INR
Provision for Leave Encashment	73,35,037.00
Total	73,35,037.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 10- FIXED ASSETS - PROPERTY, PLANT & EQUIPMENT

Types of Assets	Cost				Depreciation				Net Block		
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Adjustment/ Deductions during the Year INR	As at 31 st March, 2017 INR	Up to 31 st March, 2016 INR	Reclassification Adjustment in opening balance INR	For the Year INR	On Adjustment/ Deductions during the Year INR	Up to 31 st March, 2017 INR	As at 31 st March, 2017 INR
TANGIBLE ASSETS											
Land - Freehold	2,00,000.00	--	--	--	2,00,000.00	--	--	--	--	--	2,00,000.00
Improvements to Leasehold Premises	1,20,84,654.00	--	--	--	1,20,84,654.00	45,84,320.00	--	11,83,258.00	--	57,67,578.00	63,17,076.00
Buildings- Office Premises - see note A & B below	19,68,05,976.00	2,49,900.00	--	2,39,53,918.00	17,31,01,958.00	1,74,86,123.00	--	28,54,214.00	64,65,487.00	1,38,74,850.00	15,92,27,108.00
Energy Audit Equipment	1,31,91,545.00	--	3,71,400.00	--	1,35,62,945.00	98,42,036.00	--	17,69,877.00	--	1,16,11,913.00	19,51,032.00
Furniture & Fixtures	3,63,38,811.00	--	--	--	3,63,38,811.00	1,52,52,365.00	--	41,39,033.00	--	1,93,91,398.00	1,69,47,413.00
Vehicles	64,32,904.00	--	69,519.00	--	65,02,423.00	35,80,991.00	--	6,39,500.00	--	42,20,491.00	22,81,932.00
Office Equipment - see notes B & C Below	3,09,34,291.00	(2,49,900.00)	2,93,305.00	1,42,739.00	3,08,34,957.00	3,06,14,419.00	(1,02,78,116.00)	45,30,051.00	76,096.00	2,47,90,258.00	60,44,699.00
Environment / B.T.Lab equipments	1,12,05,895.00	--	15,15,321.00	--	1,27,21,216.00	68,00,468.00	--	5,56,482.00	--	73,56,950.00	53,64,266.00
Computers & Printers - see note C below	3,83,09,833.00	--	21,57,351.00	3,99,190.00	4,00,67,994.00	2,74,90,668.00	76,06,928.00	18,79,633.00	3,55,009.00	3,66,22,220.00	34,45,774.00
Electrical Installations	1,31,51,657.00	--	--	--	1,31,51,657.00	60,33,938.00	--	10,93,327.00	--	71,27,265.00	60,24,392.00
Wind Turbine Generator	4,19,82,900.00	--	--	--	4,19,82,900.00	2,82,01,967.00	--	11,48,232.00	--	2,93,50,199.00	1,26,32,701.00
Total (A)	40,06,38,466.00	--	44,06,896.00	2,44,95,847.00	38,05,49,515.00	14,98,87,295.00	(26,71,188.00)	1,97,93,607.00	68,96,592.00	16,01,13,122.00	22,04,36,393.00

Note

- A** Ministry of Corporate Affairs vide notification dated March 30, 2016 notified Companies (Accounting Standards) Amendment Rules, 2016 and vide this notification, the earlier Accounting Standard 10 - Fixed Assets has been substituted with Accounting Standard - 10 Property, Plant and Equipment.
- In accordance with provisions of Accounting Standard - 10 Property, Plant and Equipment the company has opted for Cost Model for recognition of Property, Plant and Equipment. The company had in earlier year revalued its Building - Office Premises (by INR 2,39,53,918) which is reflected in its gross carrying cost. This being a transitional year, the company has in accordance with the requirement of para 91 of this Standard adjusted the amount outstanding in the revaluation reserve (INR 1,74,88,431 being net of 2,39,53,918 - INR 64,65,487) against the carrying amount of Building - Office Premises. Consequently there is no charge of depreciation on the revalued portion of Building - Office Premises for the year ended 31st March, 2017 (Previous year INR 4,01,947).
- B** Adjustment of INR 2,49,900 on account of re-classification in the cost of office equipment and building has been made.
- C** Adjustment on account of re-classification in the accumulated depreciation of office equipment { INR (-) 1,02,78,116 }, computer & printer { INR 76,06,928 } and computer software { INR 26,71,188 } has been made. However there is no effect on the total depreciation to be charged for the year.

NOTE 10 A - FIXED ASSETS - PROPERTY, PLANT & EQUIPMENT (Purchased out of Grants received)

Types of Assets	Cost				Depreciation #					Net Block	
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Deductions during the Year INR	As at 31 st March, 2017 INR	Up to 31 st March, 2016 INR	Reclassification Adjustment in opening balance INR	For the Year INR	On Deductions INR	Upto 31 st March, 2017 INR	As at 31 st March, 2017 INR
Assets purchased under grants received from Ministry of Food processing Industry and Ministry of Micro, Small and Medium Enterprises, GOI											
	4,32,000.00	--	--	--	4,32,000.00	4,31,999.00	--	--	--	4,31,999.00	1.00
	61,69,901.00	--	14,95,763.00	--	76,65,664.00	46,39,588.00	--	4,34,949.00	--	50,74,537.00	25,91,127.00
	10,21,551.00	--	--	--	10,21,551.00	10,04,603.00	--	3,513.00	--	10,08,116.00	13,435.00
	8,67,660.00	--	--	--	8,67,660.00	8,55,826.00	--	2,491.00	--	8,58,317.00	9,343.00
Total (B)	84,91,112.00	--	14,95,763.00	--	99,86,875.00	69,32,016.00	--	4,40,953.00	--	73,72,969.00	26,13,906.00
Total Tangible Assets (A+B)	40,91,29,578.00	--	59,02,659.00	2,44,95,847.00	39,05,36,390.00	15,68,19,311.00	(26,71,188.00)	2,02,34,560.00	2,43,85,023.00	16,74,86,091.00	22,30,50,299.00

- Depreciation on the assets has been deducted from respective Capital Grants received

NOTE 11 - FIXED ASSETS - INTANGIBLE ASSETS

Types of Assets	Cost					Amortization					Net Block
	As at 1 st April, 2016 INR	Reclassification Adjustment in Opening Balance INR	Additions during the Year INR	Deductions during the Year INR	As at 31 st March, 2017 INR	Upto 31 st March, 2016 INR	Reclassification Adjustment in Opening Balance INR	For the Year INR	On Deductions INR	Upto 31 st March, 2017 INR	As at 31 st March, 2017 INR
INTANGIBLE ASSETS											
Computer Software - See note C above	4,47,49,903.00	--	2,37,220.00	--	4,49,87,123.00	3,34,86,756.00	26,71,188.00	40,94,508.00	--	4,02,52,452.00	47,34,671.00
Total	4,47,49,903.00	--	2,37,220.00	--	4,49,87,123.00	3,34,86,756.00	26,71,188.00	40,94,508.00	--	4,02,52,452.00	47,34,671.00
Intangible Asset under Development	--	--	60,09,727.00	--	60,09,727.00	--	--	--	--	--	60,09,727.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 12 - NON CURRENT INVESTMENTS

Particulars	As at 31 st March 2017 INR
Investments (At Cost)	
Investment in associate - (Trade, Unquoted)	
58,80,000 Fully paid Equity shares of INR 10/- each of Kishna Windfarms Developers Pvt Ltd (including Goodwill of INR 32,78,803 arising on acquisition of Associate)	4,40,86,418.00
Non-trade, Unquoted	
In Government Securities -	
National Savings Certificates	75,000.00
Total	4,41,61,418.00

Aggregate amount of unquoted investments INR 4,41,61,418/-

Details of Equity Investment in Associate	INR
Krishna Windfarms Developers Private Limited	
Cost of investment	5,90,65,200.00
Add: Share in Profit of Associate (before adjustment of share of unrealised profit)	14,037.00
Less: Unrealised profit out of transactions with Associate	(1,49,92,819.00)
Carrying cost of investment	4,40,86,418.00

NOTE 13 - LONG TERM LOANS AND ADVANCES

Particulars	As at 31 st March 2017 INR
Unsecured, Considered Good	
Capital Advances #	26,69,650.00
Security Deposits	2,94,13,861.00
Prepaid Expenses / Gratuity Contribution	29,13,129.00
Loan to Incubatee (out of TDB Grant)	32,99,825.00
Total	3,82,96,465.00

- Capital advances INR 26,69,650 (PY INR 26,69,650) pertain to full payment as per demand letter ref no C30642/2015 dated 31st July, 2015 of MIDC, Nanded. for lease of office at Udyog Bhavan, Nanded. The company has taken possession and occupied this office during the year ended 31st March, 2016. Capitalisation of the leasehold rights and amortisation thereof is pending for execution and registration of formal lease deed with MIDC.

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 14 - CURRENT INVESTMENTS

Particulars	As at 31 st March 2017 INR
Others	
Quoted at Cost	
Investments in Mutual funds	1,99,09,889.00
Unquoted at Cost	
Deposits with NBFC	22,12,02,430.00
Total	24,11,12,319.00

Particulars	INR
Aggregate value of Quoted investment	1,99,09,889.00
Market value of Quoted investment	2,12,68,702.00
Aggregate value of Unquoted investment	22,12,02,430.00

PARTICULARS OF INVESTMENTS	Face Value Per Unit INR	As at 31 st March 2017	
		Nos.	INR
Unquoted			
Reliance Banking and PSU debt fund - weekly dividend	10.000	13,73,643.23	1,39,09,889.00
Reliance Short Term Fund growth plan growth option	25.000	2,32,580.68	60,00,000.00
Total			1,99,09,889.00

NOTE 15 - TRADE RECEIVABLES

Particulars	31 st March, 2017 INR
Outstanding for a period exceeding six months from the date they are due for payment:	
Unsecured considered good	6,88,12,476.00
Unsecured considered doubtful	30,90,595.00
Less: Provision for Doubtful Debts	(30,90,595.00)
	6,88,12,476.00
Others - Unsecured considered good	10,60,87,784.00
Total	17,49,00,260.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 16 - CASH AND BANK BALANCES

Particulars	As at 31 st March 2017 INR
Cash and Cash Equivalents	
Cash on Hand	6,88,132.00
Cheques, Drafts on Hand	26,55,217.00
Balance with Bank	
Balances with banks (including deposits with less than 3 months maturity)	11,55,13,983.00
Other Bank Balances	
Deposits with maturity of more than three months but less than 12 months	75,12,701.00
Margin Money for Bank Guarantees	6,33,43,915.00
Earmarked Balances (in respect of TDB Grant)	7,21,197.00
Total	19,04,35,145.00

NOTE 17 - SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 st March 2017 INR
Unsecured, Considered Good	
Prepaid Expenses	52,63,040.00
Advance to Others	7,47,763.00
Security Deposits	88,64,020.00
Travel Advances to Staff	3,87,950.00
Income Tax paid less Provisions	4,71,87,592.00
Service Tax paid in advance / input CENVAT credit	58,22,800.00
Loan to Incubatee (out of TDB Grant)	12,33,556.00
Total	6,95,06,721.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 18 - OTHER CURRENT ASSETS

Particulars	As at 31 st March 2017 INR
Interest Accrued on deposit with NBFC	2,39,21,570.00
Interest Accrued on NSC	20,090.00
Total	2,39,41,660.00

NOTE 19 - REVENUE FROM OPERATIONS

Particulars	As at 31 st March 2017 INR
Sale of Services	43,56,82,416.00
Other Operating Revenues	46,10,996.00
Total	44,02,93,412.00

Details of Sale of Services	As at 31 st March 2017 INR
Consultancy Fees	29,03,92,408.00
Income from Vocational Training	10,57,32,081.00
Income from IT Courses	1,80,32,284.00
Income from Laboratories	2,15,25,643.00
Total	43,56,82,416.00
Details of Other Operating Revenue :	
Income from Wind Power Generation (Net of rebate)	46,10,996.00
Total	46,10,996.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 20 - OTHER INCOME

Particulars	As at 31st March 2017 INR
Interest Income from Bank Deposits	70,25,335.00
Interest Income from Current Investments	1,38,49,086.00
Dividend Income from Current Investments	55,26,864.00
Sundry Provisions and Credit Balances no longer required, written back	18,02,909.00
Other non-Operating Income	16,50,734.00
Total	2,98,54,928.00

NOTE 21 - OPERATING COSTS

Particulars	As at 31st March 2017 INR
Expenses on IT, VTP Training Activities	7,00,57,138.00
Changes in Inventory of printed course material	
Opening Stock	5,12,232.00
Less: Donated Under CSR	--
Less Closing Stock	--
Decrease / (Increase) in Inventory of printed course material	5,12,232.00
Professional fees	5,80,83,550.00
Direct Service Cost	55,37,000.00
Total	13,41,89,920.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 22 - EMPLOYEE BENEFIT EXPENSE

Particulars	As at 31 st March 2017 INR
Salaries and Wages	12,47,71,658.00
Contribution to Provident and Other Funds	1,34,70,770.00
Staff Welfare Expenses	43,31,143.00
Total	14,25,73,571.00

NOTE 23 - FINANCE COSTS

Particulars	As at 31 st March 2017 INR
Interest Expense	10,785.00
Bank charges and Commission	5,54,497.00
Total	5,65,282.00

MITCON CONSULTANCY & ENGINEERING SERVICES LIMITED
NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS
NOTE 24 - OTHER EXPENSES

Particulars	As at 31 st March 2017 INR
Power and Fuel	78,71,404.00
Office Rent	1,46,69,973.00
Repairs and Maintenance -	
Buildings	11,00,154.00
Office & Other Equipment	51,80,588.00
Others	15,85,013.00
Insurance	15,01,391.00
Rates & Taxes	3,92,766.00
Auditor's Remuneration	
Statutory Audit	6,86,500.00
Certification	16,559.00
Administrative and General Expenses	
Travelling Expenses	2,42,93,343.00
Printing, Stationery and computer consumable	1,04,32,114.00
Advertisement	49,87,635.00
Security Expenses	64,59,510.00
Telephone, Mobile Expenses	38,47,878.00
Business Promotion Expenses	20,03,888.00
Registration and Legal Fees	37,08,299.00
Postage , Fax and Courier	14,12,264.00
Books & Periodicals Subscriptions and Membership Fees	11,14,570.00
Housekeeping	17,52,780.00
Laboratory Consumables	8,60,269.00
Directors Sitting Fees	12,55,208.00
Expenditure towards Corporate Social Responsibility (CSR) activities	28,18,671.00
Bad Debts written off	88,66,003.00
Provision for Doubtful debts	30,90,595.00
Donations	10,200.00
Loss on Disposal / discard of Assets	58,783.00
General Expenses	36,10,324.00
Total	11,35,86,682.00

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

Notes on these Consolidated Financial Statements are intended to serve as means of informative disclosure and a guide to better understanding of the Consolidated position of the Companies. Recognising this purpose, the company has disclosed only such notes from the individual financial statements, which :

- a) are necessary for representing a true and fair view of the Consolidated Financial Statements.
- b) the notes involving items, which are considered to be material.

25 CONTINGENT LIABILITY NOT PROVIDED FOR

Particulars	Year ended 31 st March, 2017 INR
a) Guarantees given by bankers to customer on behalf of the Company	1,40,69,468.00
b) Claims against the company not acknowledged as debt - Arbitration petition in respect of money claim is pending before Arbitration Tribunal. The company has made counter claims against the claimant before the said Tribunal. Pending completion of Arbitration proceedings, the liability (if any) is not ascertainable.	--
c) An ex-employee has filed a claim before First Labour Court, Pune. The company has filed written statement for dismissal of the claim.	1,64,000.00

26 Based on the documents / information available with the Company, there are no suppliers covered under The Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act).

27 Disclosure pursuant to Accounting Standard (AS 15) - Revised 2005 "Employee Benefits"

a) Defined contribution plans:

The company has recognized the following amounts in the Statement of Profit & Loss for the year:

- i) Contribution to employees provident fund INR 67,54,247/-
- ii) Contribution to employees family pension Fund INR. 27,40,267/-

b) Defined benefit plans - Gratuity

The company makes annual contribution to the Life Insurance Corporation of India, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part there of in excess of 6 month. Vesting occurs only upon completion of 5 years of service except in case of death or permanent disability. The present value of defined benefit obligation and the related current service cost are measured using the Projected Unit Credit Method with actuarial valuation being carried out at the balance sheet date.

i) Reconciliation of opening and closing balances of the present value of the defined benefit obligation:	Year ended 31st March, 2017 INR
Present Value of defined benefit obligation at the beginning of the year	1,94,04,261.00
Interest cost	14,31,517.00
Current service cost	31,49,377.00
Actuarial losses / (gains)	(12,52,614.00)
Benefits paid	(21,02,948.00)
Present value of defined benefit obligation at the close of the year	2,06,29,593.00
ii) Changes in the fair value of Plan Assets and the reconciliation thereof:	Year ended 31st March, 2017 INR
Fair value of plan assets at the beginning of the year	2,20,80,545.00
Add :expected return on plan assets	17,66,372.00
Add / (less) : actuarial (losses) / gains	(1,05,302.00)
Add : contributions by employer	21,01,158.00
Less: benefits paid	(21,02,948.00)
Less: mortality charges and taxes	(2,23,773.00)
Fair value of plan assets at the close of the year	2,35,16,052.00
Actual Return on Plan Assets	16,61,070.00
iii) Amount recognized in the Balance Sheet:	Year ended 31st March, 2017 INR
Present Value of Obligation as at the end of year	2,06,29,593.00
Fair Value of Plan Assets as at the end of year	2,35,16,052.00
Funded Status	28,86,459.00
Current Liability	--
Non - Current Liability	2,06,29,593.00
Unrecognised Actuarial (gains) / losses	--
Net Asset / (Liability)	28,86,459.00

Fair value of plan assets , in excess of present value of obligations, being adjustable against future contributions is recognised in the books of account.

iv) Amounts recognised in the Statement of Profit and Loss are as follows:	Year ended 31st March, 2017 INR
Current service cost	31,49,377.00
Past Service Cost	--
Interest cost	14,31,517.00
Expected return on plan assets	(17,66,372.00)
Curtailment cost / (Credit)	--
Settlement Cost / (Credit)	--
Net Actuarial (Gain) / Loss recognised in the period / year	(11,47,312.00)
Expenses Recognised in the Statement of Profit & Loss at the end of period / year	16,67,210.00
v) Amount for the current period :	Year ended 31st March, 2017 INR
Present value of obligation	2,06,29,593.00
Plan assets	2,35,16,052.00
Surplus / (Deficit)	28,86,459.00
vi) Broad categories of Plan Assets as a percentage of total assets as at	Year ended 31st March, 2017
Insurer managed funds	100.00%
Total	100.00%
vii) Actuarial Assumptions :	Year ended 31st March, 2017
Discount rate	7.20%
Rate of increase in Compensation levels	9.50%
Rate of return on plan assets	8.00%
Expected Average remaining working lives of employees (years)	8.13
c) The company provides for accumulation of compensated absences by its employees. The employees can carry forward a portion of the unutilised compensated absences and utilise it in future periods to receive cash in lieu thereof as per company policy. The company records an obligation for compensated absences in the period in which the employee renders the service that increases this entitlement. The total liability recorded by the company towards this benefit as at 31 st March, 2017 is INR 1,31,16,506/-.	

- 28 a) Related Party Disclosures Under Accounting Standard 18 - "Related Party Disclosures", have been identified on the basis of representation made by the Management and taken on record by the Board of Directors and relied upon by the auditors. Disclosures of transactions with Related Parties are as under :

Associate : Krishna Windfarms Developers Private Limited

Related Party where control exists: Mitcon Foundation (Charitable Trust)

Key Management personnel : Dr. Pradeep Bavadekar, Managing Director

- b) Transactions with Related Party:

Sr. No.	Nature of transactions / relationship / Name of Related Party	2016-17 INR
1	Associate : Krisha Windfarms Developers Private Limited Income from Consultancy Services (net of Taxes) Contribution to Equity (58,80,000 shares of INR 10/- each)	4,41,54,588.00 5,90,65,200.00
2	Related Party where control exists: MITCON Foundation Rent paid / Expenses reimbursed (net of Service Tax) Transaction / Expenses incurred Training fees received (net of Service Tax)	90,43,972.00 55,04,447.00 9,60,000.00
3	Key Management Personnel (KMP) Dr. Pradeep Bavadekar Remuneration * Salary Contribution to Provident Fund Superannuation Fund and others	66,65,000.00 6,72,483.00 9,84,495.00
4	Accounts Receivable Outstanding as on 31 st March, 2017 Krisha Windfarms Developers Private Limited	1,45,00,000.00
5	Accounts Payable as on 31 st March, 2017 Dr. Pradeep Bavadekar - Remuneration Payable MITCON Foundation	262.00 7,42,005.00

* As the liabilities for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, the amounts pertaining to the KMP are not included above.

29	Earnings Per Share (Basic and Diluted)	Year ended 31st March, 2017 INR
	Profit for the year After Taxation	2,92,64,379.00
	Total weighted average number of equity shares during the year	1,21,00,000
	Basic and Diluted earning per share	2.42
30.	Commitments:	Year ended 31st March, 2017 INR
	Estimated amount of contracts remaining to be executed and not provided for in these accounts (net of advance) in respect of purchase of :	
	Intangible Fixed assets	53,80,000.00

31 Segment Reporting

Based on the guiding principle given in the Accounting Standard-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the company's Primary Segments are :

- 1) Consultancy and Training
- 2) Wind Power Generation

The above business segments have been identified considering :

- a) The nature of the products/ operation
- b) The related risks and returns
- c) The internal financial reporting systems of the organization

Segment revenue, results, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

Particulars	For the year ended 31 st March, 2017 INR
Segment Revenue	
Consultancy and Training	43,56,82,416
Wind Power Generation	46,10,996
Revenue from Operations	44,02,93,412
Segment Results	
Profit(+)/Loss(-) before tax and interest from each segment	
Consultancy and Training	2,38,74,123
Wind Power Generation	21,81,001
Total Segment result	2,60,55,124
Unallocable income net of unallocable expenditure	89,80,507
Interest Income	2,08,74,421
Total	5,59,10,052
Less: Finance Cost	5,65,282
Total Profit before Tax	5,53,44,770
Less Provision for Tax	
Current Tax	1,81,50,000
Deferred Tax	(27,80,927)
Excess provision for Taxation of Earlier years	(42,67,464)
Profit After Tax	4,42,43,161
Total carrying amount of segment assets	
Consultancy and Training	1,00,35,15,984
Wind Power Generation	1,26,32,701
Total Segment assets	1,01,61,48,685
Total carrying amount of segment liabilities	
Consultancy and Training	10,99,60,172
Wind Power Generation	--
Total Segment liabilities	10,99,60,172
Depreciation & Amortisation	
Consultancy and Training	2,27,39,883
Wind Power Generation	11,48,232
Total Depreciation & Amortisation	2,38,88,115

Note: Windpower generation business is subject to Seasonal variations in winds, hence the results for the period are not necessarily comparable with the results of the previous periods performance.

32. Information relating to Specified Bank Notes transacted during the period 8th November 2016 to 30th December 2016.

Particulars	SBNs Amount in INR	Other Denomination Amount in INR	Total Amount in INR
Closing cash in hand as on 8 th Nov 16 (Including amount of Rs.86,000/- in SBNs in the custody of the employees as Advance for Company Expenses)	5,69,500	10,299	5,79,799
Add: Permitted Receipts	- -	8,40,864	8,40,864
Less: Permitted Payments	- -	6,43,093	6,43,093
Less: Amount deposited in bank account	5,69,500	32,500	6,02,000
Closing cash in hand as on 30 th December 2016	- -	1,75,570	1,75,570

Signatures to the Notes 1 to 32, forming part of the Financial Statements.

For and on behalf of the Board

Sd/-
Maya Sinha
 Chairperson
 (DIN 03056226)

Sd/-
Dr. Pradeep Bavadekar
 Managing Director
 (DIN 00879747)

Sd/-
Ram Mapari
 Chief Financial Officer

Sd/-
Madhav Oak
 Company Secretary
 M. No.A21687

Date : 30/05/2017
Place : Pune

Offices :

Registered :

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New Delhi - 110001

Ahmedabad :

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MITCON
CONSULTANCY & ENGINEERING
SERVICES LTD.